

3. Rent-Up Services Agreement dated as of November 1, 1982.
4. Partnership Management Services Agreement dated as of November 1, 1982.
5. Development Services Agreement dated as of October 1, 1982.
6. Organizational and Start-Up Service Agreement dated as of March 16, 1982.
7. Consulting Agreement dated as of October 1, 1982.

WITNESS the execution hereof under seal as of the date first above-written.

GENERAL PARTNER:

C/S HOUSING ASSOCIATES LIMITED PARTNERSHIP

By: C/S Centerdale Corporation, General Partner

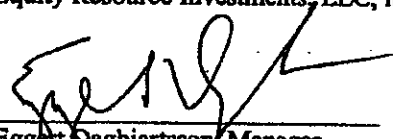
By: _____
Paul E. Tryder, President

LIMITED PARTNER:

CENTERDALE HOLDINGS LLC

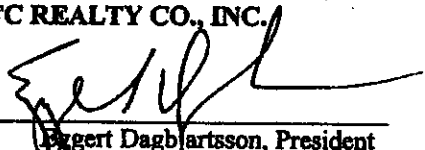
By: ERF Manager LLC, its Manager

By: Equity Resource Investments, LLC, its sole Member

By: 
Eggert Dagbjartsson, Manager

SPECIAL LIMITED PARTNER:

WFC REALTY CO., INC.

By: 
Eggert Dagbjartsson, President

WITNESS the execution hereof under seal as of the date first above-written.

GENERAL PARTNER:

C/S HOUSING ASSOCIATES LIMITED PARTNERSHIP

By: C/S Centerdale Corporation, General Partner

By: 
Paul E. Tryder, President

LIMITED PARTNER:

CENTERDALE HOLDINGS LLC

By: ERF Manager LLC, its Manager

By: Equity Resource Investments, LLC, its sole Member

By: _____
Eggert Dagbjartsson, Manager

SPECIAL LIMITED PARTNER:

WFC REALTY CO., INC.

By: _____
Eggert Dagbjartsson, President

EXHIBIT A

Partner and General Partners of the Partnership, their Percentage Interests and their Initial Capital Contributions Thereto

	<i>Percentage Interest</i>	<i>Initial Capital Contribution</i>
<u>General Partner's Name and Address</u> C/S Housing Associates Limited Partnership Suite 2C 400 Blue Hill Drive Westwood, MA 02090	2.00 %	\$ 2.00
<u>Limited Partners' Names and Addresses</u> Centerdale Holdings LLC 1280 Massachusetts Avenue 4 th Floor Cambridge, MA 02130	97.99%	\$ 97.99
<u>Special Limited Partner's Name and Address</u> WFC Realty Co., Inc. 1280 Massachusetts Avenue 4 th Floor Cambridge, MA 02130	0.01%	\$ 0.01
TOTAL	100%	\$100.00

EXHIBIT B

Description of the Property

That certain tract or parcel of land with all buildings and improvements thereon situated southerly from Smith Street partly in the Town of North Providence, and partly in the Town of Johnston, County of Providence, State of Rhode Island being bounded and described as follows:

Beginning at a point in the division line between land belonging to these grantors and land belonging to Brook Village Associates. Said point being two hundred and 00/100 (200.00) feet southerly from Smith Street as measured along said division line;

thence running easterly a distance of sixty-five and 21/100 (65.21) feet to a corner and land belonging to Herbert H. and Milton B. Sweet Estate;

thence turning an interior angle of $93^{\circ}52'15''$ and running southerly a distance of two hundred twenty-six and 51/100 (226.51) feet to an angle;

thence turning an interior angle of $194^{\circ}24'15''$ and running southeasterly a distance of two hundred eighty-one and 90/100 (281.90) feet to a corner and land belonging to Joseph F. Levesque et. als. The last two above described courses being bounded by said Sweet land;

thence turning an interior angle of $186^{\circ}26'30''$ and running southeasterly bounded northeasterly in part by said Levesque land and in part by land belonging to Joseph F. and Elsie T. Levesque a distance of eighty-four and 64/100 (84.64) feet to an angle and land belonging to Virginia R. Pittman;

thence turning an interior angle of $164^{\circ}59'50''$ and running southerly bounded easterly by said Pittman land a distance of eighty and 40/100 (80.40) feet to the westerly termination of Steere Avenue;

thence turning an interior angle of $203^{\circ}42'40''$ and running southeasterly bounded northeasterly by the said westerly termination of Steere Avenue a distance of forty-two and 06/100 (42.06) feet to a corner and land belonging to Thomas and Annie Eastham;

thence turning an interior angle of $156^{\circ}54'00''$ and running southerly bounded easterly by said Eastham land a distance of eighty-nine and $96/100$ (89.96) feet to an angle and land belonging to Louis H. and Antoinette Grenier;

thence turning an interior angle of $190^{\circ}06'00''$ and running southeasterly bounded northeasterly by said Grenier land a distance of eighty and $31/100$ (80.31) feet to an angle and the westerly termination of Grover Street;

thence turning an interior angle of $189^{\circ}02'00''$ and running southeasterly bounded northeasterly by the said westerly termination of Grover Street a distance of forty-one and $23/100$ (41.23) feet to a corner;

thence turning an interior angle of $75^{\circ}58'00''$ and running southwesterly a distance of about sixty-two and $00/100$ (62.00) feet to an angle;

thence turning an interior angle of $229^{\circ}27'00''$ and running southwestly a distance of two hundred seventy-eight and $55/100$ (278.55) feet to an angle;

thence turning an interior angle of $130^{\circ}13'00''$ and running westerly a distance of one hundred three and $21/100$ (103.21) feet to an angle;

thence turning an interior angle of $167^{\circ}30'00''$ and running westerly a distance of one hundred two and $46/100$ (102.46) feet to the westerly side of the Woonasquatucket River for a corner;

thence running generally northerly along the westerly side of said Woonasquatucket River a distance of about one thousand five hundred thirty-five and $00/100$ (1535.00) feet to said Smith Street;

thence running southeasterly bounded northeasterly by said Smith Street a distance of about twenty-five and $00/100$ (25.00) feet to the center of said Woonasquatucket River and said Brook Village Associates land;

thence running generally southerly along the center of said Woonasquatucket River a distance of about one thousand thirty-five and 00/100 (1035.00) feet to a corner;

thence running easterly bounded northerly by said Brook Village Associates land a distance of one hundred fifty and 00/100 (150.00) feet to a corner;

thence turning an interior angle of 270°00'00" and running northerly bounded westerly by said Brook Village Associates land a distance of seven hundred twelve and 00/100 (712.00) feet to the point of beginning where it forms an interior angle of 90°00'00" with the first above described course.

Said parcel contains 5.42 acres of land more or less.

Together with easements and rights of way of record, including but not limited to those reserved in Book 95 at pages 817 and 818 and by easement agreement by and between Brook Village Associates and Centerdale Manor Associates dated March 12, 1982 and recorded prior hereto.