

#50211

SECOND AMENDMENT TO AMENDED AND RESTATED AGREEMENT
AND CERTIFICATE OF LIMITED PARTNERSHIP OF
SIMMONS BUILDING ASSOCIATES

This Second Amendment dated October 26, 1989, to the Amended and Restated Agreement and Certificate of Limited Partnership dated as of December 9, 1983, establishing SIMMONS BUILDING ASSOCIATES as a limited partnership organized under the laws of the state of Rhode Island (the "Partnership").

W I T N E S S E T H


WHEREAS, pursuant to Section 8.3 of said Amended and Restated Agreement and Certificate of Limited Partnership (the "Agreement"), the general partner of the Partnership desires to amend the Agreement to reflect the assignment and transfer of three units of limited partnership interest by the Estate of Leo A. McCaughey to Maureen A. O'Brien and to admit Maureen A. O'Brien as a substitute limited partner.

NOW THEREFORE, in consideration of the premises, the parties hereto hereby agree as follows:

1. In order to reflect the assignment and transfer of three units of limited partnership interest from the Estate of Leo A. McCaughey to Maureen A. O'Brien as provided by Section 8.3 of the Agreement, effective as of the date hereof, Schedule A attached to the Agreement is hereby amended to read in the form of Exhibit A attached hereto to this Second Amendment.

2. This Second Amendment shall be effective as of the day and year first above written.

IN WITNESS WHEREOF, the parties hereto have caused this

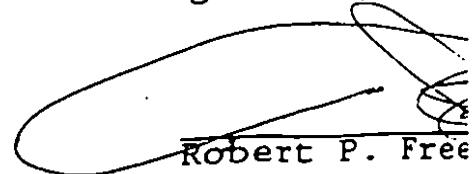


Second Amendment to be executed as of the day and
written.

GENERAL PARTNER

MDC PARTNERS

By: Marathon Devel
general partne

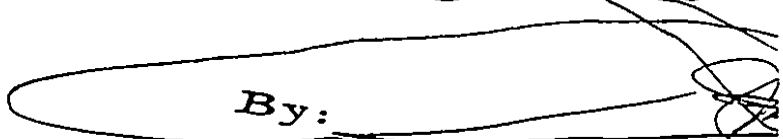

Robert P. Free

LIMITED PARTNERS

Adams-Wright Associates
Thomas C. Angelone
David G. Botvin
Donald D. Breed
John C. Cahill
Eleanor P. Cohen
Robert J. Ducoff
Edward R. Feller
Gloria R. Fitzgerald
David Friedman
Marvin R. Hodosh
Roswell D. Johnson
Donald G. Kaufman
Mary F. Mahoney
Lillian C. Mangione
Catharine F. Nicholson
Maureen A. O'Brien
Edgar E. Sharp
Meredith C. Smith
Philip A. Torgan

L. Saul Alpert
Ardean D. Botvin
Paul Boyajian
Americo C. Buonar
Sidney Clifford,
Lee R. Coleman
Frank Fanella
John J. Fitzgerald
Lena Forte
Larry Friedman
Bernard A. Jackv
V. Duncan Johnson
G. Dickson Kenne
W. Richard Mahon
Lillian C. Mosso
Thomas H. Nichol
Sheila D. Przyby
Douglas A. Smith
Erwin B. Summer
Renee G. Vogel

By:


Robert P. Free
in-fact for ea
limited partne

<u>Limited Partners Name and Address</u>	<u>Capital Contributions</u>	<u>Percentage Interest</u>
John C. Cahill 284 President Avenue Providence, RI 02906	\$ 30,000	2.6% until Investment Recovery and 2.1% thereafter
Sidney Clifford, Jr. 60 Freeman Parkway Providence, RI 02906	\$ 30,000	2.6% until Investment Recovery and 2.1% thereafter
Eleanor P. Cohen 90 Massapoag Avenue Sharon, MA 02067	\$ 30,000	2.6% until Investment Recovery and 2.1% thereafter
Lee R. Coleman 294 Old Great Neck Road Mashpee, MA 02649	\$ 15,000	1.3% until Investment Recovery and 1.05 thereafter
Robert J. Ducoff 100 D'Agnillo Drive East Greenwich, RI 02818	\$ 30,000	2.6% until Investment Recovery and 2.1% thereafter
Frank Fanella 34 Sweet Briar Lane West Warwick, RI 02893	\$ 70,000	6.1% until Investment Recovery and 4.9% thereafter
Edward R. Feller 13 Charlesfield Street Providence, RI 02906	\$ 30,000	2.6% until Investment Recovery and 2.1% thereafter
John J. Fitzgerald Gloria R. Fitzgerald 1 Orchard Drive Cranston, RI 02920	\$ 30,000	2.6% until Investment Recovery and 2.1% thereafter
Lena Forte 77 Lloyd Road Saunderstown, RI 02874	\$ 30,000	2.6% until Investment Recovery and 2.1% thereafter
David Friedman 8 Woodland Terrace Providence, RI 02906	\$ 30,000	2.6% until Investment Recovery and 2.1% thereafter

<u>Limited Partners Name and Address</u>	<u>Capital Contributions</u>	<u>Percentage Interest</u>
Larry Friedman 265 Freeman Parkway Providence, RI 02906	\$ 30,000	2.6% until Investment Recovery and 2.1% thereafter
Marvin R. Hodosh 152 Red Chimney Drive Warwick, RI 02886	\$ 15,000	1.3% until Investment Recovery and 1.05 thereafter
Bernard A. Jackvony 100 Pegwin Drive East Greenwich, RI 02818	\$ 30,000	2.6% until Investment Recovery and 2.1% thereafter
Roswell D. Johnson P.O. Box 482 Farm Pond Road Oak Bluffs, MA 02557	\$ 30,000	2.6% until Investment Recovery and 2.1% thereafter
V. Duncan Johnson 168 Governor Street Providence, RI 02906	\$ 30,000	2.6% until Investment Recovery and 2.1% thereafter
Donald G. Kaufman 103 W. Blue Ridge Road Cranston, RI 02920	\$ 30,000	2.6% until Investment Recovery and 2.1% thereafter
G. Dickson Kenney 130 Waterway Saunderstown, RI 02852	\$ 30,000	2.6% until Investment Recovery and 2.1% thereafter
Mary F. Mahoney W. Richard Mahoney 187 Laurel Avenue Providence, RI 02906	\$ 30,000	2.6% until Investment Recovery and 2.1% thereafter
Lillian C. Mangione Apartment 1108 1 Jackson Walkway Providence, RI 02903	\$ 30,000	2.6% until Investment Recovery and 2.1% thereafter
Lillian C. Mossop 89 President Avenue Providence, RI 02906	\$ 60,000	5.2% until Investment Recovery and 4.2% thereafter

<u>Limited Partners Name and Address</u>	<u>Capital Contributions</u>	<u>Percentage Interest</u>
Catharine F. Nicholson Thomas H. Nicholson 440 Conant Road Weston, MA 02193	\$ 30,000	2.6% until Investment Recovery and 2.1% thereafter
Maureen A. O'Brien 175 Hoffman Avenue Apartment 401 Cranston, RI 02920	\$ 30,000	2.6% until Investment Recovery and 2.1% thereafter
Sheila D. Przybyla 86 Bishop Avenue Seekonk, MA 02771	\$ 30,000	2.6% until Investment Recovery and 2.1% thereafter
Edgar E. Sharp 18 Thackeray Road Wellesley Hills, MA 02181	\$ 30,000	2.6% until Investment Recovery and 2.1% thereafter
Douglas A. Smith Meredith C. Smith One Church Place P. O. Box 137 Wilmot Flat, NH 03287	\$ 30,000	2.6% until Investment Recovery and 2.1% thereafter
Erwin B. Summer 140 Medway Street Providence, RI 02906	\$ 30,000	2.6% until Investment Recovery and 2.1% thereafter
Philip A. Torgan 22 Wingate Road Providence, RI 02906	\$ 60,000	5.2% until Investment Recovery and 4.2% thereafter
Renee G. Vogel 12 Clarke Road Barrington, RI 02806	\$ 30,000	2.6% until Investment Recovery and 2.1% thereafter