

CERTIFICATE OF LIMITED PARTNERSHIP  
SECOND AMENDMENT

AGREEMENT

This Agreement made this 29th day of December, 1972  
by and between GNLC Corp. of Mass., a Massachusetts corporation  
(Assignor) and Samuel B. Sheldon of Marblehead, Massachusetts  
(Assignee);

WHEREAS, Assignor is presently the sole Limited  
Partner in Blackstone Apartments Associates, a Rhode Island  
Limited Partnership and desires to sell and assign 25% of said  
limited partnership interest to Assignee and to constitute  
Assignee as a Substitute Limited Partner thereunder to the  
extent thereof;

NOW, THEREFORE, in consideration of the mutual  
covenants herein contained, Assignor and Assignee hereby agree  
as follows:

1. Assignor hereby sells, assigns, transfers and sets  
over to the Assignee 25% of its Limited Partnership interest  
in Blackstone Apartments Associates, a Rhode Island Limited  
Partnership, and intends by this instrument to constitute  
Assignee as a Substitute Limited Partner thereunder to the  
extent thereof, subject only to the consent of the U. S.  
Department of Housing and Urban Development (HUD) if required;
2. Assignee hereby accepts and agrees to be bound  
by, all the provisions of said Limited Partnership Agreement, as  
amended, and acknowledges receipt of a copy of the amended agree-

ment and Certificate of Limited Partnership dated December 28 ,  
1972.

3. Assignee hereby represents to Assignor and to  
Blackstone Apartments Associates that he is acquiring his  
interest hereunder for investment and not for resale, and  
that he is familiar with the Investment Representation and  
Restrictions on Transfer set forth in the Limited Partnership  
Agreement.

Executed to take effect as a sealed instrument the  
day and year first above written.

ATTEST:

GNLC CORP. OF MASS.

Carmella Totta  
CLERK

BY: Robert B. Springer  
Robert B. Springer, President

Samuel B. Sheldon  
WITNESS

Samuel B. Sheldon

The undersigned Joseph F. Prete and Frank D'Orio,  
General Partners of Blackstone Apartments Associates, hereby  
consent to the designation of Samuel B. Sheldon as a Substitute  
Limited Partner thereunder, subject only to the consent of HUD.

Joseph F. Prete  
WITNESS

Joseph F. Prete  
Joseph F. Prete

Frank D'Orio  
WITNESS

Frank D'Orio  
Frank D'Orio

REC 31-73 <sup>NEW</sup> STATE 0794 CD\*\*\*50.00

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