

WOODLAND II ASSOCIATES

THIRD AMENDMENT TO AMENDED AND RESTATED AGREEMENT

AND CERTIFICATE OF LIMITED PARTNERSHIP

This Third Amendment entered into as of the 16th day of February, 1982, by, between and among Winthrop Financial Co., Inc., as General Partner, and the Substituted Investor Limited Partner listed below.

WITNESSETH:

WHEREAS, Woodlawn Associates (the "Partnership") was formed pursuant to a Limited Partnership Certificate dated as of February 3, 1982 (as thereafter amended and restated, the "Agreement and Certificate");

WHEREAS, the parties hereto desire to consent to and evidence the assignment of an interest in the Partnership by the General Partner, pursuant to Section 4.2 B of the Agreement and Certificate, to Thomas C. Wilson pursuant to an Assignment and Assumption Agreement of even date herewith.

NOW, THEREFORE, in consideration of the mutual agreements contained herein the parties hereby agree as follows:

1. The parties hereto consent to the assignment of all of the aforementioned interest, rights and obligations in the Partnership to Thomas C. Wilson;

2. Schedule A of the Agreement and Certificate is hereby amended in order to evidence and reflect the removal the Estate of Paul Moore from the Partnership and the assignment of said interest in the Partnership to Thomas C. Wilson, pursuant to Section 4.2 of the Agreement and Certificate.

3. In all other respects the Agreement and Certificate, as most recently amended, are hereby ratified and confirmed.

IN WITNESS WHEREOF, the parties hereto have executed this Third Amendment as of the date first above written. Subscribed and sworn to under the pains and penalties of perjury.

GENERAL PARTNER:

WINTHROP FINANCIAL CO., INC.

By: 


TITLE: 

INVESTOR LIMITED PARTNERS

(As Listed on Schedule A Hereto)

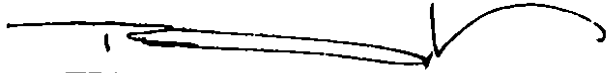
Winthrop Financial Co., Inc.

By:



President
Their Attorney-in-Fact

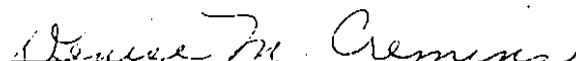
SUBSTITUTE INVESTOR LIMITED PARTNER


Thomas C. Wilson

Commonwealth of Massachusetts)
County of Suffolk) ss:

On this 28th day of October , 1982, before me, the undersigned notary public, personally appeared Thomas C. Wilson, known to me to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same as his free act and deed.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.


Notary Public
My Commission Expires
June 23, 1984

GENERAL PARTNER

Commonwealth of Massachusetts)
County of Suffolk) ss:

On this 28th day of October, 1982, before me the undersigned notary public, personally appeared Steven E. Wheeler, President of Winthrop Financial Co., Inc., known to me to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same in his duly authorized capacity as President of Winthrop Financial Co., Inc. as his free act and deed.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Denise M. Cremieux
Notary Public

My Commission Expires: June 23, 1989

ATTORNEY-IN-FACT FOR LIMITED PARTNERS

Commonwealth of Massachusetts)
COUNTY OF Suffolk) ss:

On this 28th day of October, 1982, before me, the undersigned notary public, personally appeared Steven E. Wheeler, the attorney-in-fact for the Limited Partners of Woodland II Associates, known to me to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same on behalf of the aforementioned Limited Partners in his capacity as their attorney-in-fact as his free act and deed.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Denise M. Cremieux
Notary Public

My Commission Expires: June 23, 1989

.....03...50.00
9298 7934A14...50.00BL

001 23 1902