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PROVIDENCE, RHODE ISLAND 02903-2393
401 274-2000
FAX 401 277-9600

HINCKLEY, ALLEN & SNYDER LLP

Attorneys at Law

William R. Grimm
wgrimm@halslaw.com

July 23, 2002



HAND DELIVERED

Office of Secretary of State
Room 217 State House
Providence, Rhode Island 02903

- Re: Aaron Briggs Associates
Adelaide Associates
D'Evan Manor Associates
Melrose Associates
Sparrows Point I Associates
Sparrows Point II Associates
Sparrows Point III Associates
Stratford House Associates;
Maplewood Terrace Associates
Northern Plaza Associates
Whitehall Associates**

Dear Sir:

On behalf of the above-named limited partnerships, I enclose for recording with the Secretary of State's records a copy of a Court Order and Sheriff's Bill of Sale relating to Mrs. Elizabeth V. Bogosian's former partnership interests. Although I believe your office has received copies of these documents previously, I request that you include them with the partnership records for each of the above-mentioned partnerships.

R.I. Gen. Laws § 7-13-40 is clear that the assignment of "a partnership interest" in a limited partnership entitles the assignee to receive, to the extent assigned, only the distribution to which the assignor would be entitled. Specifically:

Except as provided in the partnership agreement, a partnership interest is assignable in whole or in part. An assignment of a partnership interest does not dissolve a limited partnership or entitle the assignee to become or to exercise any rights of a partner. An assignment entitles the assignee to receive, to the extent assigned, only

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CORPORATIONS DIVISION
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the distribution to which the assignor would be entitled. Except as provided in the partnership agreement, a partner ceases to be a partner upon assignment of all his partnership interest.

Kindly note the records of these partnerships accordingly. Thank you very much.

Sincerely,



William R. Grimm

WRG/amc

cc: Mr. James Woloohojian
Peter Woloohojian, Esq.
Jerrold Dorfman, CPA
Stephen J. Carlotti, Esq.
Keven A. McKenna, Esq.
Allen Rubine, Esq.
Howard Murton, Esq.
William Gaudreau, Esq.
Mark Pogue, Esq.
(all with enclosures)

Sheriff's Bill of Sale, Batch Sale of Partnership Interests, April 21, 2000.

SHERIFF'S BILL OF SALE

Pursuant to the powers vested in my office under the provisions of R.I. G.L. §42-29-1, and, pursuant to the order of the Kent County Superior Court, in the matter of *Keven A. McKenna, P.C. v. Elizabeth V. Bogosian, et al*, M.P. 2000-187, entered on April 14, 2000, I, Norman DeFosse, Sheriff of Kent County, and/or my designated deputy, has levied upon, and sold, without warranty, all right, title, and interests of Elizabeth V. Bogosian to her partnership interests in those certain R.I. Limited Partnerships, known as:

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- Aaron Briggs Associates, LP;
- Adelaide Associates, LP;
- D'Evan Manor Associates, L.P.;
- Melrose Associates, LP;
- Sparrows Point I Associates, L.P.;
- Sparrows Point II Associates, L.P.;
- Sparrows Point III Associates, L.P.;
- Stratford House Associates, LP.;
- Maplewood Terrace Associates, L.P.;
- Northern Plaza Associates, LP.;
- Whitehall Associates, LP.

as registered in Office of the R.I. Secretary of State, at auction, on April 21, 2000, at the Office of the Sheriff of Kent County, at 222 Quaker Lane, in the City of Warwick, to the following named purchaser, the highest cash bidder, to wit,

Name: John Kokot (Housing Ventures, Inc.)

Address: 1414 Atwood Avenue

Municipality: Johnston State RI ZIP Code: 02919

Social Security Number or Federal Employment Identification Number:

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BY [Signature] 24325

Sheriff's Bill of Sale, Batch sale of Partnership Interests, April 21, 2000

in consideration of the payment to my Office by such bidder of the following sum of money, \$ 136,236.⁵⁶ in order to collect sums of money to satisfy the execution of Keven A. McKenna, P.C. in the amount of \$135,730.66, together with accrued interests and my costs, in matter of *Keven A. McKenna, P.C. v. Elizabeth V. Bogosian, PC97-5724.*

Pursuant to the order of the Kent County Superior Court, in the matter of *Keven A. McKenna, P.C. v. Elizabeth V. Bogosian, et al, M.P. 2000-187*, entered on April 14, 2000, (i) the Secretary of the each above named Limited Partnership is directed to record on its books the name of such purchaser set forth above as a *judicial sale assignee* of the partnership interests of Elizabeth V. Bogosian, as such interests are otherwise determined to have been by the provisions of R.I.G.L. §7-12-1, et seq, by R.I.G.L. § 7-13-1, et al, and as otherwise may have been determined by each such limited partnership agreement. Further, (ii), the R.I. Secretary of State's Office of Corporations, as directed by the order of Kent County Superior Court on April 14, 2000, shall record notice of these sales to the above named purchaser in its public records of the above named limited partnerships. These sales to the above named purchaser may be subject to an objection by the Rhode Island Housing & Mortgage Finance Corporation in accordance with its rules and regulations, and such objection, if made, is subject to the review of the Kent County Superior Court.

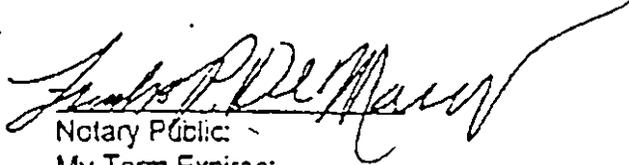
KENT COUNTY SHERIFF
By his designated Deputy.

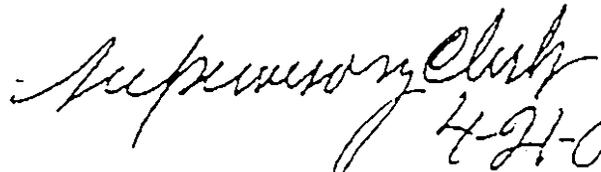
H. Stephen G. Daulton
Kent County Sheriff

Sheriff's Bill of Sale, Batch sale of Partnership Interests, April 21, 2000

State of Rhode Island and Providence Plantations
County of Kent

On April 21, 2000, the above named Sheriff, being known to me, being
guly sworn, did sayeth and swear before me that he did take such acts as set
forth in the above entitled bill of sale.


Notary Public:
My Term Expires:


4-21-00

STATE OF RHODE ISLAND

SUPERIOR COURT

KENT, SC

Keven A. McKenna, P.C.
PETITIONER

Vs.

M.P. 2000-187

Elizabeth v. Bogosian;
Aaron Briggs Associates, LP;
Adelaide Associates, L.P. ;
D'Evan Manor Associates, LP;
Melrose Associates, LP;
Sparrows Point I Associates, LP;
Sparrows Point II Associates, L.P.
Sparrows Point III Associates, L.P.
Stratford House Associates, L.P.;
Maplewood Terrace Associates, LP;
Northern Plaza Associates, LP; and
Whitehall Associates, L.P. , and,
Woloohojian Realty Corp.
RESPONDENTS

FILED
00 APR 14 11:01
JAMES M. ANTHONY, CLERK

ORDER

This matter came before this Honorable Court, Justice Stephen Fortunato, presiding, on April 14, 2000 on the motion of Judgment Creditor, Keven A. McKenna, P.C., upon its post judgment verified petition, utilizing trustee process, to satisfy its execution in the amount of \$135,730.66 in the matter of Keven A. McKenna, P.C. v. Elizabeth Bogosian, C.A.#97-5724, from judgment debtor's, Elizabeth V. Bogosian, partnerships interests in various limited partnerships, which are respondents in the above action. After review of the verified pleadings, affidavits of the parties, constable's returns of the execution, and of the various summonses, and upon the representation of the parties responding, and upon

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Jane M. Anthony

, Clerk

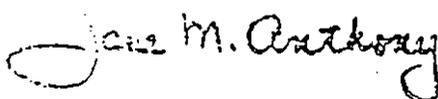
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Warwick, Rhode Island

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hearing on the objections of Elizabeth V. Bogosian, the Court makes following findings:

1. The Court finds that the execution in the matter of Keven A. McKenna, P.C. v. Elizabeth V. Bogosian, 97-C.A.#97-5724, was returned by the constable unsatisfied.
2. Elizabeth V. Bogosian, as of April 10, 2000, owes Keven A. McKenna, P.C. the sum of \$135,730.66 and the costs of the sheriff.
3. The Court finds, based upon the affidavits of Elizabeth Bogosian and the third party partnerships and corporation respondents that Elizabeth V. Bogosian holds partnership interests in the limited partnerships set forth in the petition, which, as intangible personal property, as defined by statute, are subject to a Sheriff's sale, in a manner similar to the sale of stock in corporation.
4. The Court further finds, based upon the representations of the respondent limited partnerships, that there are at present no funds due to Elizabeth V. Bogosian's limited partnership interests to distribute to the judgement creditor, Keven A. McKenna, P.C.
5. The Court finds that judgment debtor, Elizabeth V. Bogosian is unwilling to pay the execution of the judgment creditor.
6. The Court finds that there is no evidence to support the defense of the judgment creditor, Elizabeth Bogosian, of judicial estoppel. There is no evidence that either the petitioner corporation or its stockholder took a position in another legal proceeding contrary to the position taken in this matter. Moreover, such estoppel defense was raised in the underlying case

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 Jane M. Anthony

Clerk

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County of Kent
Providence, Rhode Island

and judgment was entered against Respondent. ~~The principle of res~~
~~adjudicata applies and bars Bogosian's defense.~~

7. The Court further finds further that a charging order is not an exclusive remedy of a judgment creditor against the personal property interests of member of a partnership who is a judgment debtor, and that interests in a partnership may be sold in the same manner as stock interests in a corporation.

Based upon those facts and the verified complaint, the returns of the constable, and the arguments of the parties responding, it is therefore hereby,

ORDERED, ADJUDGED, AND DECREED, as follows:

1. Keven A. McKenna, P.C., as judgment creditor, is hereby granted a post judgment writ of attachment upon each of the general partnership interests of the judgment debtor, Elizabeth V. Bogosian, in each of the Respondent Limited Partnerships, and upon any interest that Elizabeth V. Bogosian may have, as a partner, in funds being held by such respondent partnerships for distribution to Elizabeth Bogosian in her capacity as a partner in such limited partnerships, to the extent of a sum of money equal to the amount of the Petitioner's unsatisfied execution, to wit, \$135,730.66, plus interest and costs, until the Petitioner, Keven A. McKenna, P.C. is paid the sums due to it.

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Warwick, Rhode Island

2. The individual partnership interests of the judgment debtor, Elizabeth V. Bogosian in the Respondent Limited Partnerships are hereby charged with the payment of unsatisfied execution of the judgment creditor, Keven A. McKenna, P.C. the sum of \$135,730.66, plus interest and costs until the Petitioner, Keven A. McKenna, P.C. is paid the sums due to it.
3. To the extent that such interests do not satisfy such unpaid execution before April 20, 2000, the Sheriff of Kent County shall forthwith levy upon, and sell such partnership interests of the judgment debtor, Elizabeth V. Bogosian, in each of the respondent limited partnerships, in seriatim, and, if necessary by batch sale, after advertisement in a publication of state wide circulation, at auction, in the same manner as set forth in the provisions of R.I.G.L. § 9-26-23, and § 9-26-4, as such sale or sales are required to satisfy such unpaid execution, interests, and costs of the Petitioner and of the Sheriff. After sale, the Sheriff shall thereafter provide to such person or entity buying any or all of such interests, a bill of sale for each such interest sold, as the case may be; and, the secretary of each respondent limited partnerships of which such interest of the judgement debtor is sold, shall then record on the books of the limited partnership the name of the person or entity purchasing such interest; and, the names of such purchasers shall then be

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CASE

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Jane M. Anthony

, Clerk



Law
GDR

R.I. H M F C SHALL RECEIVE
NOTICE BY CERTIFIED MAIL
TO ITS COUSEL, ALLEN RUBINE,
OF SALE DATE.

R I H M F C SHALL HAVE NO AUTHORITY
TO OBJECT TO THE SALE; BUT
R. I H M F C MAY OBJECT TO

A CLOSING AND TRANSFER OF
TITLE TO A PURCHASER ON GROUNDS
OF DISAPPROVAL IN ACCORDANCE
WITH R I H M F C CRITERIA. IF
KEENA MCKENNA PC BELIEVES
THAT AN OBJECTION BY R I H M F C
IS EITHER UNLAWFUL OR OUTSIDE
ITS AUTHORITY KEENA MCKENNA PC
MAY ADJUDICATE SUCH ISSUE IN
THIS COURT.

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Jane M. Anthony

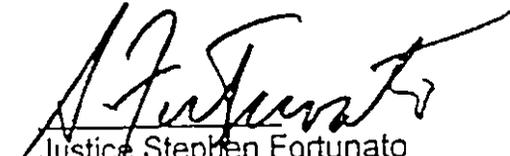
Clerk

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Clerk of Superior Court
County of Kent
Providence, Rhode Island

recorded in the records of the limited partnerships maintained in
its corporations division of the Secretary of State by the
Secretary of State.

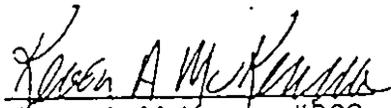
ENTER:


Justice Stephen Fortunato
April 14, 2000

PER ORDER:


Dep. ~~Assistant~~ Clerk 4/14/00
April 14, 2000

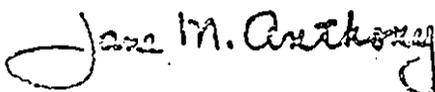
Prepared by
Counsel for the Petitioner
Keven A. McKenna, P.C.


Keven A. McKenna, #562
23 Acorn Street
Providence, RI 02903
(401) 273-8200 Tel
(401) 521-5820 Fax
Dated: April 14, 2000

CERTIFICATION

I, the undersigned hereby certify that on April 14, 2000, a copy of the
above order was either served by mail, postage prepaid, upon William R. Grimm,
Esq., Attorney for the Respondent Limited Partnerships and Respondent
Corporation, 1500 Fleet Center, Providence, R.I. 02903, and upon Counsel for
Respondent Elizabeth V. Bogosian, Joel D. Landry, Esquire, of 194 Waterman
Street, Suite 6, Providence, R. I. 02906.

True Copy Attest



, Clerk

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County of Kent
W. Wick, Rhode Island

