

GREENWOOD TERRACE ASSOCIATES

AMENDMENT TO CERTIFICATE OF
LIMITED PARTNERSHIP

We, the undersigned, desiring to amend the Certificate of Limited Partnership of Greenwood Terrace Associates (the "Partnership"), filed in the office of the Secretary of State of Rhode Island on July 18, 1977, as thereafter amended from time to time, in order to reflect (a) changes of address for certain of the Partners and (b) the transfer of one (1) Unit of Limited Partner interest from John P. Trebellas to John P. Trebellas and First National Bank in Champaign, Illinois, Co-Trustees u/a 5/23/84, in accordance with the provisions of Article VIII thereof, hereby agree and certify that Schedule A annexed to and constituting a part of said Certificate of Limited Partnership, as amended to date, is hereby superseded by "Amended Schedule A" annexed hereto, which sets forth the name and address of each Partner and the amount of capital contribution to the Partnership of each Partner.

Signed and sworn to as of the 28th day of September, 1984.

*WITHDRAWING LIMITED PARTNER:
John P. Trebellas

GENERAL PARTNERS:

*By: Joseph Piscopio
Attorney-in-Fact

Joseph Piscopio
Joseph Piscopio

*SPECIAL LIMITED PARTNER AND
LIMITED PARTNERS:

[Those Persons Listed on
Amended Schedule A hereto
Attached]

Clifford A. Peimeau
Clifford A. Peimeau

*By: Clifford A. Peimeau
Attorney-in-Fact pursuant
to Section 13.2 of the
Amended and Restated
Limited Partnership
Agreement of the Part-
nership filed April, 18,
1978

assignment and returning the same in the envelope provided herewith. Please retain one such original copy for the files of the Partnership.

Very truly yours,

John P. Trebellas
John P. Trebellas

The undersigned, Co-Trustees as aforesaid, hereby accept the assignment contemplated herein and adopt and agree to be bound by the terms of the Partnership Agreement and the Project Documents.

FIRST NATIONAL BANK
in Champaign, Illinois,
Co-Trustee

By: *Lawrence H. Sneyd, Sr. Partner* *John P. Trebellas*
John P. Trebellas, Co-Trustee

The undersigned, General Partners of Greenwood Terrace Associates, hereby consent to the transfer herein described and agree to admit John P. Trebellas and First National Bank in Champaign, Illinois, Co-Trustees u/a 5/23/84, as a Substitute Investor Limited Partner of the Partnership pursuant to Article VIII of the Partnership Agreement.

Joseph P. Piscopio
Joseph Piscopio
Clifford A. Primeau
Clifford A. Primeau

Dec 10

1984

Greenwood Terrace Associates
15 Westminster Street
Providence, RI 02903

Gentlemen:

The undersigned, John P. Trebellas, is the owner of one unit of limited partnership interest (the "Interest") in Greenwood Terrace Associates (the "Partnership"). Pursuant to the terms of Article VIII of the Amended and Restated Limited Partnership Agreement of the Partnership dated as of March 1, 1978 (the "Partnership Agreement"), request is hereby made for approval of the transfer of ownership of the Interest to John P. Trebellas and First National Bank in Champaign, Illinois, Co-Trustees u/a 5/23/84 (the "Assignee"), said transfer to be effective as of the date hereof. I understand that your approval of such transfer is conditioned upon Assignee's adoption of and agreement to be bound by the terms and provisions of (i) the Partnership Agreement (including without limitation the appointment of each General Partner as attorney-in-fact pursuant to Section 13.2 thereof) as if Assignee were an actual signatory thereto and (ii) the Project Documents (as defined in the Partnership Agreement) and other documents required in connection therewith, to the same extent as the other limited partners of the Partnership. Assignee, by its signature below, hereby adopts and agrees to be so bound by the Partnership Agreement (hereby acknowledging that such power of attorney in Section 13.2 thereof will be exercised for the purpose of executing an amendment to the Certificate of Limited Partnership of the Partnership to effect the transfer herein contemplated) and Project Documents (and other documents required in connection therewith), as set forth above.

Would you kindly signify your approval of the transfer described above and your willingness to admit John P. Trebellas and First National Bank in Champaign, Illinois, Co-Trustees as aforesaid, as a Substitute Limited Partner of the Partnership, by executing the enclosed duplicate original of this instrument of

STATE OF Rhode Island
COUNTY OF Providence) ss.
)

Then personally appeared before me Joseph Piscopio,
in his capacity as General Partner of Greenwood Terrace Asso-
ciates and as Attorney-in-Fact for John P. Trebellas, Withdrawing
Limited Partner and for each of the persons listed on Amended
Schedule A hereto attached as a Special Limited Partner or
Limited Partner (the "Limited Partners"), who, being duly sworn,
acknowledged the execution of the foregoing instrument as his
free act and deed and the free act and deed of the Limited
Partners and stated that the information therein set forth is
true.

WITNESS my hand and affixed seal this 28th day of
December, 1984.

Richard W. Noel
Notary Public

My Commission expires: _____

STATE OF Rhode Island
COUNTY OF Providence) ss.
)

Then personally appeared before me Clifford A. Buricaw,
in his capacity as General Partner of Greenwood Terrace Associates,
who, being duly sworn, acknowledged the execution of the foregoing
instrument as his free act and deed and stated that the information
therein set forth is true.

WITNESS my hand and affixed seal this 28th day of _____
December, 1984.

Richard W. Noel
Notary Public

My Commission expires: June 30, 1986

GREENWOOD TERRACE ASSOCIATES

SCHEDULE A

GENERAL PARTNERS:

<u>Name</u>	<u>Address</u>	<u>Capital Contribution (in cas</u>
Joseph Piscopio	355 Grandview Road E. Greenwich, RI 02818	\$250.00
Clifford A. Primeau	5 Oakwood Drive E. Greenwich, RI 02891	\$250.00

SPECIAL LIMITED PARTNER:

LMS Associates	One McKinley Square Boston, MA 02109	\$100.00
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LIMITED PARTNERS:

Elizabeth Stuart Nelson Trust	c/o James Roche, Esq. McDermott, Will & Emery 111 West Monroe Street Chicago, IL 60604	\$82,500 (1 unit
John P. Trebellas and First National Bank in Champaign, Illinois, Co-Trustees u/a 5/23/84	801 Dodds Drive Champaign, IL 61820	\$82,500 (1 unit
W. Courtney Wells	14052 Wellspring Drive Box 21 Chester, VA 23831	\$82,500 (1 unit
Seymour Faigen	3416 Mansfield Road Falls Church, VA 22041	\$41,250 (½ unit
James Shapland	4102 Farhills Drive Champaign, IL 63820	\$41,250 (½ uni'

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