

J. DH
56654

AMENDMENT
TO
AMENDED AND RESTATED AGREEMENT OF LIMITED PARTNERSHIP

This AMENDMENT TO AMENDED AND RESTATED AGREEMENT OF LIMITED PARTNERSHIP (the "**Amendment**") is entered into as of November 8, 2006 by and between Vincent J. Mesolella, Jr. (the "**General Partner**") and Preservation of Affordable Housing, Inc., an Illinois corporation, as limited partner ("**Limited Partner**") with respect to that certain Amended and Restated Agreement of Limited Partnership of Hillside Associates, l.p. (the "**Partnership**") dated as of January 15, 1991 by and among the General Partner and Vincent Mesolella ("**Withdrawing General Partner**"), as the original general partners, and Rhode Island Housing Equity Pool, L.P., as the original limited partner (the "**Withdrawing Limited Partner**") (the "**Agreement**"). Capitalized terms not otherwise defined herein shall be as defined in the Agreement.

WHEREAS, the Withdrawing General Partner involuntarily withdrew as a general partner on October 20, 1998;

WHEREAS, upon such involuntary withdrawal, the Interest of the Withdrawing General Partner inured to the benefit of the General Partner as his heir per Section 11.02 of the Agreement;

WHEREAS, the Withdrawing Limited Partner has donated as a charitable donation its limited partner interest in the Partnership to the Limited Partner pursuant to that Assignment and Assumption Agreement of even date hereof;

WHEREAS, the parties desire to amend the Agreement pursuant to Section 11.07 in order to reflect such changes to the Partnership and to continue the business of the Partnership.

NOW THEREFORE, the General Partner and the Limited Partner hereby agree to amend the Agreement as follows, effective as of the date first written above:

1. That Schedule I of the Agreement be deleted in its entirety and replaced with the following:

FILED
NOV 09 2006
By [Signature] 015-6845

RECEIVED
RECORDS & STATE
2006 NOV -9 PM 3:35

SCHEDULE I

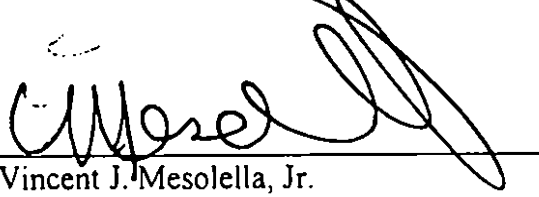
Partner	Percentage Interest	Capital Contribution
General Partner		
Vincent J. Mesolella, Jr. 235 Promenade Street Providence, RI 02908	1.00%	
Limited Partner	99%	\$606,360
Preservation of Affordable Housing, Inc. 40 Court Street, Suite 650 Boston, Massachusetts 02108		

2. No change is intended to the Agreement except as expressly set forth herein.

[The remainder of this page intentionally left blank.]

IN WITNESS WHEREOF, the General Partner and the Limited Partner of Hillside Associates, l.p. have executed this Amendment as of the date first provided, above.

GENERAL PARTNER:



Vincent J. Mesolella, Jr.

LIMITED PARTNER:

Preservation of Affordable Housing, Inc.

By: 

Name: Amy S. Anthony

Title: President