

8355D/0256B
DSK 12/19/84

GREENWICH VILLAGE ASSOCIATES

AMENDMENT ^{SIX}~~FIVE~~ TO THE
FIRST AMENDED AND RESTATED
AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP

Dated as of May 31, 1984

Reference is made to the First Amended and Restated Agreement and Certificate of Limited Partnership of GREENWICH VILLAGE ASSOCIATES dated as of January 1, 1984 (the "Partnership Agreement") which was filed with the Filing Office on January 31, 1984, as amended by (i) Amendment One thereto dated as of February 1, 1984 which was filed with the Filing Office on February 29, 1984, (ii) Amendment Two thereto dated as of March 1, 1984 which was filed with the Filing Office on March 30, 1984, (iii) Amendment Three thereto dated as of April 1, 1984 which was filed with the Filing Office on April 30, 1984 and (iv) Amendment Four thereto dated as of April 2, 1984 which was filed with the Filing Office on December 28, 1984.

Capitalized terms used herein, and not otherwise defined, shall have the respective meanings as set forth in the Partnership Agreement.

The purposes of this Amendment Five to the Partnership Agreement are to provide for the withdrawal of John A. Shearing as a Limited Partner and the admission of Robert H. and Virginia P. Reck and Archangelo Mariano as Substitute Limited Partners.

NOW, THEREFORE, for and in consideration of the mutual promises of the parties hereto, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, it is agreed as follows:

1. John A. Shearing (the "Withdrawing Limited Partner") hereby withdraws as a Limited Partner of the Partnership and acknowledges that he has no further claim against the Partnership in respect of his partnership interest.

2. The General Partners hereby admit Robert H. and Virginia P. Reck and Archangelo Mariano as Substitute Limited Partners pursuant to the provisions of the Partnership Agreement.

3. Robert H. and Virginia P. Reck and Archangelo Mariano hereby agree to become Substitute Limited Partners and to be bound by all of the provisions of the Partnership Agreement, as amended by this Amendment, the Project Documents and any other documents required in connection therewith to the same extent and on the same terms as the other Limited Partners.

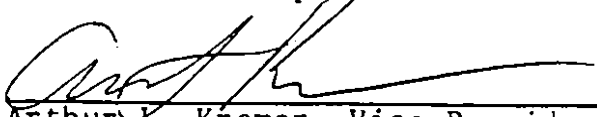
4. Schedule A to the Partnership Agreement is hereby amended in its entirety to read as set forth in Schedule A attached hereto.

5. Except as expressly amended hereby, the Partnership Agreement is hereby ratified and confirmed and shall remain in full force and effect.

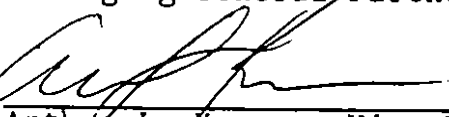
IN WITNESS WHEREOF, the parties have executed and sworn to
this Amendment as of May 31, 1984.

GENERAL PARTNERS:

KELLY & PICERNE VENTURE CORP.,
a Rhode Island corporation

By: 
Arthur L. Kramer, Vice President

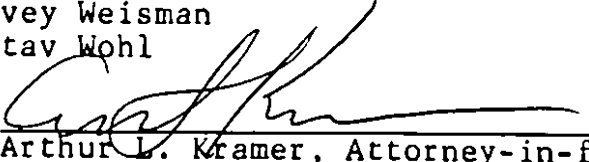
GVA ASSOCIATES LIMITED PARTNERSHIP
By Kelly & Picerne Venture Corp.,
its Managing General Partner

By: 
Arthur L. Kramer, Vice President

EXISTING INVESTOR LIMITED PARTNERS:

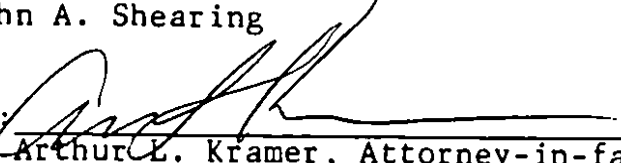
Everett K. Arnold
Paul S. Beattie
Charles F. and June S. Bowers
Mark E. and Sharon L. Boykin
John C. Bracy
Arthur C. Chamberlain
Byung R. Chung
Martin N. DeGrand
Peter J. Erceg
John A. Farina
Gloria S. Frank
Lionel S. Frank
John D. Galligan
Joseph P. Gambacorta
Richard E. Gardner
Richard O. and Elva A. Gilleland
Del E. Goedeker
Robert L. and Miriam M. Goldman
Perry B. Goldstein
Raymond J. Hill
Robert W. Irwin
J&T Blue Sky Associates
Alex B. and Rosemary Juhasz
Mary Margaret Kerr
Harold A. and Geraldine K. LaValley
Teh Hsuang and Dorothy En Che Lee
Marvin Lifson
Robert P. McCluskey
Gordon and Marcia McDugle
Donald R. Muzyka
William Packer
Douglas F. Pierce

Fred P. and Lucille C. Polesky
Thomas W. Quinn
Thomas Russo
Robert C. Segall
Kenneth D. Silvestri
Ruth M. and Peter M. Silvia
Jovitas Skucas
Bruce L. Stevens
Kenneth and Eileen Stevenson
John A. and Nora M. Tyree
Leroy F. Van Lent
Harvey Weisman
Gustav Wohl

By: 
Arthur L. Kramer, Attorney-in-fact
For all of the Investor Limited
Partners

WITHDRAWING INVESTOR
LIMITED PARTNER:

John A. Shearing

By: 
Arthur L. Kramer, Attorney-in-fact
for the Withdrawing Investor Limited
Partner

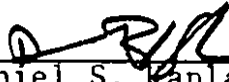
SUBSTITUTE INVESTOR LIMITED PARTNERS:

Robert H. and Virginia P. Reck
Archangelo Mariano

By: 
Arthur L. Kramer, Attorney-in-fact
for the Substitute Investor Limited
Partner

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence, on this 20th day of December, 1984, before me personally appeared Arthur L. Kramer, to me known and known by me to be a Vice President of Kelly & Picerne Venture Corp. and the person executing the foregoing instrument, and being duly sworn, swore that said instrument by him executed to be his free act and deed and the free act and deed of said Kelly & Picerne Venture Corp. on behalf of itself and as the general partner of GVA Associates Limited Partnership.


Daniel S. Kaplan, Notary Public
My commission expires 6/30/86.

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence, on this 20th day of December, 1984, before me personally appeared Arthur L. Kramer, to me known and known by me, being first duly sworn, swore that said instrument by him executed to be his free act and deed, individually and in said capacity as Attorney-in-fact for all of the Existing Investor Limited Partners, the Withdrawing Investor Limited Partner and for the Substitute Investor Limited Partner.


Daniel S. Kaplan, Notary Public
My Commission Expires 6/30/86

**SCHEDULE A
GREENWICH VILLAGE ASSOCIATES**

**Names and Resident
Address**

**Capital
Contributions**

GENERAL PARTNERS

Kelly & Picerne Venture Corp. 75 Lambert Lind Highway Warwick, Rhode Island 02886	\$100.00
GVA Associates Limited Partnership 75 Lambert Lind Highway Warwick, Rhode Island 02886	\$100.00

INVESTOR LIMITED PARTNERS:

Capital Contributions

Name and Address of Limited Partners	No. of Units	First Install.	Second Install.	Third Install.	Fourth Install.	Fifth Install.	Sixth Install.	Seventh Install.	Total
Charles F. and June S. Bowers, Joint Tenants 506 Beaver Road Edgeworth, PA 15003 184-32-0144	1	715	16,000	15,930	13,140	11,000	9,430	6,715	72,930
John C. Bracy 3225 East Avenue Rochester, NY 14618 318-26-2689	1/2	357.50	8,000	7,965	6,570	5,500	4,715	3,357.50	36,465
Mark E. Boykin, M.D. & Sharon L. Boykin, Joint Tenants 3 Coates Lane Indiana, PA 15701 194-36-6682	1	715	16,000	15,930	13,140	11,000	9,430	6,715	72,930
Martin DeGrand 313 Benham Hill Road West Haven, CT 06516 043-24-1096	1/2	357.50	8,000	7,965	6,570	5,500	4,715	3,357.50	36,465
Gloria S. Frank 170 West End Avenue New York, NY 10023 114-26-9287	1	715	16,000	15,930	13,140	11,000	9,430	6,715	72,930

Name and Address of Limited Partners	No. of Units	First Install.	Second Install.	Third Install.	Fourth Install.	Fifth Install.	Sixth Install.	Seventh Install.	Total
Joseph P. Gambacorta 2162 Main Street Buffalo, NY 14214 050-12-8964	1/2	357.50	8,000	7,965	6,570	5,500	4,715	3,357.50	36,465
Richard E. Gardner 33 Jarvis Avenue Hingham, MA 02043 148-34-0768	1/2	357.50	8,000	7,965	6,570	5,500	4,715	3,357.50	36,465
Richard O. Gilleland, DMD & Elvie A. Gilleland, JTWROS R.D. 2, Box 262 Washington, PA 15301 181-26-5658	1/2	357.50	8,000	7,965	6,570	5,500	4,715	3,357.50	36,465
Del E. Goedecker 200 Geneva Drive Alliquippa, PA 15001 184-32-2422	2	1,430	32,000	31,860	26,280	22,000	18,860	13,430	145,860
Perry B. Goldstein 16 Sarasota Drive Jericho, NY 11753 130-14-6195	1/2	357.50	8,000	7,965	6,570	5,500	4,715	3,357.50	36,465
Robert W. Irwin R.D. 1 W. Sand Lake, NY 12196 533-48-0293	1/2	357.50	8,000	7,965	6,570	5,500	4,715	3,357.50	36,465
Alex B. Juhasz & Rosemary Juhasz, Joint Tenants RD #6, Box 78 Indiana, PA 15701 166-36-8434	1	715	16,000	15,930	13,140	11,000	9,430	6,715	72,930
Mary Margaret Kerr 4828 Rolling Hills Road Pittsburgh, PA 15236 249-82-7523	1/2	357.50	8,000	7,965	6,570	5,500	4,715	3,357.50	36,465
Harold A. & Geraldine LaValley, Joint Tenants Page Hill Newport, NH 03773 003-22-1859	2	1,430	32,000	31,860	26,280	22,000	18,860	13,430	145,860

Name and Address of Limited Partners	No. of Units	First Install.	Second Install.	Third Install.	Fourth Install.	Fifth Install.	Sixth Install.	Seventh Install.	Total
Teh Hsiung Lee & Dorothy En Che Lee, Joint Tenants 760 Hightower Way Webster, NY 14580 134-34-8082	1/2	357.50	8,000	7,965	6,570	5,500	4,715	3,357.50	36,465
Gordon McDugle and Marcia McDugle, Joint Tenants 276 Dorchester Road Rochester, NY 14610 455-68-3958	1/2	357.50	8,000	7,965	6,570	5,500	4,715	3,357.50	36,465
Robert C. Segall 506 Boyne Road Weyside, NJ 07712 137-38-5073	1/2	357.50	8,000	7,965	6,570	5,500	4,715	3,357.50	36,465
Kenneth D. Silvestri 34 Gilbert Stuart Drive Warwick, RI 02886 035-26-5164	1	715	16,000	15,930	13,140	11,000	9,430	6,715	72,930
Jovitas Skucas 1156 Peck Road Hilton, NY 14468 149-28-0554	1/2	357.50	8,000	7,965	6,570	5,500	4,715	3,357.50	36,465
Harvey Waleman 10 Bucksway Road Owings Mills, MD 21117 199-28-2278	1/2	357.50	8,000	7,965	6,570	5,500	4,715	3,357.50	36,465
Peter J. Erceg 180 Beacon Street Boston, MA 02116 056-26-3532	1	715	16,000	15,930	13,140	11,000	9,430	6,715	72,930

Name and Address of Limited Partners	No. of Units	First Install.	Second Install.	Third Install.	Fourth Install.	Fifth Install.	Sixth Install.	Seventh Install.	Total
John D. Galligan 30 Bakers Hill Road Weston, MA 02193 577-40-4643	1	715	16,000	15,930	13,140	11,000	9,430	6,715	72,930
Robert L. & Miriam M. Goldman, Joint Tenants 50 Holland Road Brookline, MA 02146 033-26-9992	1/2	357.50	8,000	7,965	6,570	5,500	4,715	3,357.50	36,465
J&T Blue Sky Associates 163 Boies Road Marshfield, MA 02050	1/2	357.50	8,000	7,965	6,570	5,500	4,715	3,357.50	36,465
Marvin Lifson 2 Bay Club Drive, Apt. 20L Bayside, NY 11360 053-28-8688	1	715	16,000	15,930	13,140	11,000	9,430	6,715	72,930
Robert P. McCluskey 208 Gardner Road Brookline, MA 02146 047-14-1045	1/2	357.50	8,000	7,965	6,570	5,500	4,715	3,357.50	36,465
William Packer 1106 Centre St. Newton, MA 02159 828-03-7424	1/2	357.50	8,000	7,965	6,570	5,500	4,715	3,357.50	36,465
Fred P. & Lucille C. Polesky, Joint Tenants 408 Marney Drive Coraopolis, PA 15108 163-26-8121	1/2	357.50	8,000	7,965	6,570	5,500	4,715	3,357.50	36,465
Thomas Russo 1 Jackson Road Sherborn, MA 01770 046-32-5821	1	715	16,000	15,930	13,140	11,000	9,430	6,715	72,930
Bruce L. Stevens 180 Kent Drive E. Greenwich, RI 02818 079-34-2433	1/2	357.50	8,000	7,965	6,570	5,500	4,715	3,357.50	36,465

Name and Address of Limited Partners	No. of Units	First Install.	Second Install.	Third Install.	Fourth Install.	Fifth Install.	Sixth Install.	Seventh Install.	Total
Kenneth & Eileen Stevenson, Joint Tenants 7144 Apple Avenue Pittsburgh, PA 15206 211-18-1500	1/2	357.50	8,000	7,965	6,570	5,500	4,715	3,357.50	36,465
Gustav Wohl P.O. Box 1 Providence, RI 02901 556-40-5549	1	715	16,000	15,930	13,140	11,000	9,430	6,715	72,930
Everett K. Arnold 98 Barbary Road Yorktown Heights, NY 10598 012-26-1619	1	715	16,000	15,930	13,140	11,000	9,430	6,715	72,930
Paul S. Beattie 71 Mt. Joy Drive Tewksbury, MA 01876 016-32-8267	1/2	357.50	8,000	7,965	6,570	5,500	4,715	3,357.50	36,465
John A. Farina 85 Byron Road Weston, MA 02193 032-24-3933	1	715	16,000	15,930	13,140	11,000	9,430	6,715	72,930
Raymond J. Hill 9 Tenth Avenue Warwick, RI 036-16-8370	1/2	357.50	8,000	7,965	6,570	5,500	4,715	3,357.50	36,465
Donald R. Muzyka Galen Hill Road, RD #1 Reinhold, PA 17563 020-28-6397	1/2	357.50	8,000	7,965	6,570	5,500	4,715	3,357.50	36,465
Douglas F. Pierce 8 Royal Lake Drive Braintree, MA 02104 028-16-0147	1/2	357.50	8,000	7,965	6,570	5,500	4,715	3,357.50	36,465
Thomas W. Quinn 120 Hinckley Road Milton, MA 02187 026-16-7050	1	715	16,000	15,930	13,140	11,000	9,430	6,715	72,930

Name and Address of Limited Partners	No. of Units	First Install.	Second Install.	Third Install.	Fourth Install.	Fifth Install.	Sixth Install.	Seventh Install.	Total
Ruth M. & Peter M. Sylvia, Joint Tenants 65 Dexter Street Attleboro, MA 02703 031-16-7907	1/2	357.50	8,000	7,965	6,570	5,500	4,715	3,357.50	36,465
John A. Tyree, Jr. & More M. Tyree, Jimmies 14 Baldwin Drive Waterford CT 06385 224-52-1746	1/2	357.50	8,000	7,965	6,570	5,500	4,715	3,357.50	36,465
Arthur C. Chamberlain 455 York Hill Road Yorktown Heights, NY 12550 073-16-1841	1	715	16,000	15,930	13,140	11,000	9,430	6,715	72,930
Byung R. Chung 35 Chestnut Road Newburgh NY 12550 068-44-8754	1	715	16,000	15,930	13,140	11,000	9,430	6,715	72,930
Lionel S. Frank 2 Deerwood Drive R.D. 3 Hopewell Junction, NY 12533 360-10-5480	1	715	16,000	15,930	13,140	11,000	9,430	6,715	72,930
Leory F., Van Lent Box 292 Somers, NY 10587 350-18-3405	1	715	16,000	15,930	13,140	11,000	9,430	6,715	72,930
Dr. Robert H. and Virginia P. Reck 35 Fairwood Drive Andover, MA 01810 110-32-0834	1/4	357.50	8,000	7,965	6,570	5,500	4,715	3,357.50	36,465
Dr. Archangelo Mariano 800 Washington Street Canton MA 02021 011-26-4831	1/4	357.50	8,000	7,965	6,570	5,500	4,715	3,357.50	36,465

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