
MPA ASSOCIATES
LIMITED PARTNERSHIP

AMENDMENT FIVE TO THE
FIRST AMENDED AND RESTATED
AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP

Dated as of *May 15th*, 1986

Reference is made to the First Amended and Restated Agreement and Certificate of Limited Partnership of MPA Associates Limited Partnership, dated as of December 1, 1985 and filed with the Filing Office on December 31, 1985 (the "Partnership Agreement") as amended by Amendment One to the First Amended and Restated Agreement and Certificate of Limited Partnership dated as of January 16, 1986 and filed in the Filing Office on January 31, 1986, by Amendment Two to the First Amended and Restated Agreement and Certificate of Limited Partnership dated as of February 28, 1986 and filed in the Filing Office on February 28, 1986, by Amendment Three to the First Amended and Restated Agreement and Certificate of Limited Partnership dated as of March 14, 1986 and filed in the Filing Office on March 14, 1986 and by Amendment Four to the First Amended and Restated Agreement and Certificate of Limited Partnership dated as of April 15, 1986 and filed in the Filing Office on April 16, 1986.

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

The purpose of this Amendment Four to the Partnership Agreement are (i) to admit the Investors listed in Exhibit A hereto (the "Investors") as additional Limited Partners, and (ii) to adjust the shares of profits, losses and residual interests allocated among the 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 hereby agreed as follows:

1. The General Partners hereby admit the Investors as additional Limited Partners pursuant to the provisions of Section 4.6A of the Partnership Agreement.

2. The Investors hereby agree to become Limited Partners and to be bound by all the provisions of the Partnership Agreement, as amended, 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.

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

4. Except as expressly amended hereby, the Partnership Agreement as previously amended 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 15, 1986.

GENERAL PARTNER:

PICERNE INVESTMENT CORPORATION, a Rhode Island corporation

By: *Raymond M. Christesen*

INVESTOR LIMITED PARTNERS:

By: *Raymond M. Christesen*
Attorney-in-Fact for all
of the Investor Limited
Partners listed in
Schedule A attached hereto

EXHIBIT A

LIST OF NEW INVESTOR LIMITED PARTNERS

Robert M. Kleven

MPA ASSOCIATES LIMITED PARTNERSHIP

SCHEDULE A

<u>General Partner</u>	<u>Capital Contribution</u>	<u>Final Percentage Interest</u>
Picerne Investment Corporation 75 Lambert Lind Highway Warwick, Rhode Island 02886	\$10.00	17.5%
<u>Investor Limited Partners</u>		
Richard H. Baylis 109 Homestead Avenue Warwick, Rhode Island 02886	\$98,500	6.6%
Thomas M. Duff 1 Hamton Street Cranford, New Jersey 07016	\$93,500	6.6%
Stanley B. Goldberg 199 Hope Street Providence, Rhode Island 02906	\$73,875	4.95%
Matthew Marcello 560 Fruit Hill Avenue North Providence, Rhode Island 02911	\$49,250	3.3%
Picerne Investment Corporation 75 Lambert Lind Highway Warwick, Rhode Island 02886	\$197,000	13.2%
Edward F. Ricci 210 Blackstone Boulevard Providence, Rhode Island 02906	\$73,875	4.95%
S. & S. Investment Company Sidney Goldstein, General Partner c/o Bentley Tobin, Esq. 1400 Fleet Center Providence, Rhode Island 02903	\$98,500	6.6%
Walter B. Schwab 78 East Orchard Avenue Providence, Rhode Island 02906	\$98,500	6.6%

Jacob Stone, M.D. 70 Wingate Road Providence, Rhode Island 02865	\$98,500	6.6%
Bentley Tobin 10 Mitris Boulevard Lincoln, Rhode Island 02865	\$98,500	6.6%
Ralph Vossler 15 Holburn Avenue Cranston, Rhode Island 02910	\$49,250	3.3%
Leonard Abrams 630 Elmgrove Avenue Providence, Rhode Island 02906	\$49,250	3.3%
Louise M. Lanoie 65 Wendy Way West Warwick, Rhode Island 02893	\$49,250	3.3%
Louis A. Lanoie 29 Fairview Avenue West Warwick, Rhode Island 02893	\$49,250	3.3%
Robert Kleven 222 Ocean Avenue Marblehead, Massachusetts 01945	\$46,750	3.3%

CP50 50.00
CHEK 50.00

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