

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

FOURTH AMENDMENT TO

CERTIFICATE OF LIMITED PARTNERSHIP

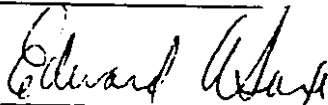
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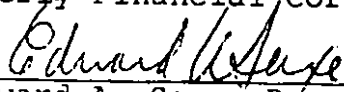
HILLSIDE TERRACE ASSOCIATES

KNOW ALL MEN BY THESE PRESENTS, that we, EDWARD A. SAXE, General Partner, WESTERLY FINANCIAL CORP., General Partner, and CHARLES C. JOHNSTON, CHARLES V. RUBIN, C. THEODORE WHITLEY, HERBERT WHITLEY, ERNEST CLIVIO, HAROLD D. PRICE, NORMAN W. BARRON, JOHN E. MURRAY, JR., EARLE H. ROSENBERG, and KENNETH M. SUSSMAN as Class A Limited Partners, desiring to amend a Certificate of Limited Partnership filed October 9, 1973, as amended on December 31, 1973, and on March 21, 1974, and again on July 5, 1978, by virtue of the powers conferred by Chapter 7-13 of the General Laws of Rhode Island, do solemnly swear that:

The purpose of this Amendment is to provide for the admission of WESTERLY FINANCIAL CORP. as a General Partner along with the General Partner EDWARD A. SAXE, and the assignment of all the General and Class B Limited Partnership interests by said Edward A. Saxe to said Westerly Financial Corp., and therefore said Certificate as amended is hereby further amended by substituting for the Schedule A that was attached to the Amended Limited Partnership Agreement referred to in said Certificate as amended, a new Schedule A attached hereto and dated December 11, 1978, to reflect such admission and assignment. The Schedule A was referred to in Articles Third, Sixth and Seventh of said Certificate as amended.

IN TESTIMONY WHEREOF, we have hereunto set our hands and stated our residences this eleventh day of December, 1978.

<u>Name</u>	<u>Residence</u>
<u>General Partner:</u>  Edward A. Saxe	84 Westerly Road, Weston, Mass.

<u>General Partner:</u> Westerly Financial Corp. By  Edward A. Saxe, President	84 Westerly Road, Weston, Mass.
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Class A Limited Partners:  
Charles C. Johnston, Charles V. Rubin, C. Theodore Whitley, Herbert Whitley, Ernest Clivio, Harold D. Price, Norman W. Barron, John E. Murray, Jr., Earle H. Rosenberg, and Kenneth M. Sussman.

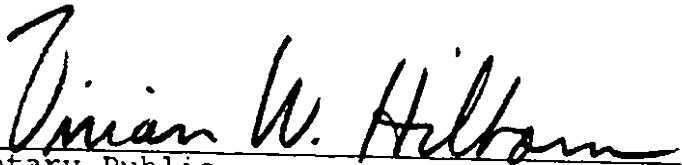
By their Attorney-in-Fact:

  
Edward A. Saxe

COMMONWEALTH OF MASSACHUSETTS

COUNTY OF SUFFOLK  
IN THE CITY OF BOSTON

in said county, this eleventh day of December, A.D. 1978, then personally appeared before me WESTERLY FINANCIAL CORP., by its President, Edward A. Saxe, the said EDWARD A. SAXE, in his capacity as General Partner, and as Attorney-in-Fact for all the aforementioned Class A Limited Partners, known to me and known by me to be the party executing the foregoing instrument, and he acknowledged said instrument by him subscribed to be his free act and deed and of the said Class A Limited Partners.

  
Notary Public

My Commission Expires 6-21-85

HILLSIDE TERRACE ASSOCIATES

SCHEDULE A

Amended as of December 11, 1978

	<u>Name</u>	<u>Residence</u>	<u>Cash Contribution Paid</u>
General Partners:	Edward A. Saxe	84 Westerly Road Weston, Mass.	None
	Westerly Financial Corp.	84 Westerly Road Weston, Mass.	\$100
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Class B			
Limited Partner:	None		
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Class A			
Limited Partners:	Charles C. Johnston	3 Mast Hill Road Hingham, Mass.	\$90,000
	Charles V. Rubin	30 Bassett Road Brockton, Mass.	24,750
	C. Theodore Whitley	P.O. Box 451 Salten Point Road Barnstable, Mass.	22,500
	Herbert Whitley	401 Summer Street Westwood, Mass.	45,000
	Ernest Clivio	24 Austin Road Medford, Mass.	49,500
	Harold D. Price	146 Bonad Road Chestnut Hill, Mass.	99,000
	Norman W. Barron	800 Greensward Court Apt. 1-103-The Hamlet Delray Beach, Florida	27,000
	John E. Murray, Jr.	1550 Worcester Road Apt. 624 Framingham, Mass.	45,000
	Earle H. Rosenberg	236 Buckminster Road Brookline, Mass.	4,950
	Kenneth M. Sussman	54 Carriageway Drive Leominster, Mass.	42,300

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FOURTH AMENDMENT TO  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
HILLSIDE TERRACE ASSOCIATES

Edward A. Saxe, Esq.

PEABODY, BROWN, ROWLEY & STOREY  
ONE BOSTON PLACE, BOSTON 02108

DEC 13 1978

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