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THIRD AMENDMENT
TO
CERTIFICATE AND AGREEMENT
OF LIMITED PARTNERSHIP
OF
EAST GREENWICH ASSOCIATES

THIS AMENDMENT made as of the 1st day of December, 1988, by and among Ferland Corporation, ("Ferland"), the Housing Authority of the Town of East Greenwich ("Authority") and those Partners shown on the signature page.

WHEREAS, Ferland and the Authority entered into that certain Certificate And Agreement Of General Partnership filed with the Secretary of State of Rhode Island on June 30, 1976 ("the Partnership Agreement") establishing East Greenwich Associates, a Rhode Island limited partnership (the "Partnership") which was amended in certain respects by a First Amendment To Partnership Certificate And Agreement filed December 17, 1976 and by a Second Amendment filed May 5, 1977; and

WHEREAS, Limited Partner, Robert F. Quirk has died and his interest in the Partnership has been bequeathed to his surviving spouse.

NOW, THEREFORE, for valuable consideration given, the parties hereto agree as follows:

1. The Certificate And Agreement Of Limited Partnership of East Greenwich Associates is hereby amended by the withdrawal of

Robert F. Quirk as a Limited Partner and the substitution of Beverly A. Quirk as a Limited Partner with the same percentage ownership interest.

2. In all other respects, the Certificate And Agreeemnt Of Limited Partnership remains in full force and effect.

IN WITNESS WHEREOF, the parties hereto have affixed their signatures this 16th day of December, 1988.

Ferland Corporation

By: *Austin Ferland*
Its: *President*

Robert F. Quirk

by: *Beverly A. Quirk*
Beverly A. Quirk
Executrix of the Estate
of Robert F. Quirk

Beverly A. Quirk
Beverly A. Quirk
97 Hilltop Avenue
Providence, RI 02908
(SSN: 037-22-3350)

Housing Authority of The Town
of East Greenwich,

James C. Caiola, William J.
Patton, Gertrude G. Pugliese,
Jorge H. Sturam, Ellen
Hurvitz, Karen Hurvitz,
John Haxton, Henry W. McGreen,
Robert Gaudreau, Antonetta B.
Sardelli, as Trustee, Allen
Chatterton, Richard Mello,
Ronald Hillegass, David
Hedison, Harry Hedison, Henry
Urbanik

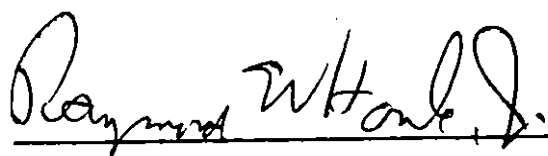
by: *Austin Ferland*
A. Austin Ferland
(under the Power of
Attorney granted to the
President of the General
Partner)

State of Rhode Island) cc.

County of Providence)

In Pawtucket on the 21st day of December, 1988, then personally appeared before me A. Austin Ferland in his capacity as President of Ferland Corporation, the Managing General Partner

of East Greenwich Associates, and as Attorney-in-Fact for the Housing Authority of The Town of East Greenwich, a General Partner, and for each of the Limited Partners named above who, being duly sworn, acknowledged the execution of the foregoing instrument as the free act and deed of said Managing General Partner, as his free act and deed and as the free act and deed of said Limited Partners.



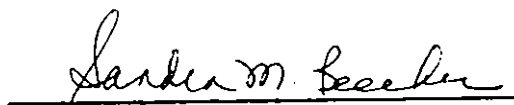
Notary Public

STATE OF RHODE ISLAND

RAYMOND W. HOULE, JR.
Notary Public of Rhode Island
My Commission Expires June 30, 1991

✓ COUNTY OF PROVIDENCE

In Providence on the 19th day of December, 1988, before me personally appeared Beverly A. Quirk, individually and in her capacity as Executrix of the Estate of Robert F. Quirk and she acknowledged her execution of the foregoing instrument as her free act and deed individually and in her capacity as Executrix.



Notary Public

SANDRA M. BEECHER, Notary Public
My Commission Expires June 30, 1991

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CORPORATIONS DIV.

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