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PSP ASSOCIATES
LIMITED PARTNERSHIP

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

Dated as of January 1, 1986

Reference is made to the First Amended and Restated Agreement and Certificate of Limited Partnership of PSP Associates Limited Partnership, dated as of December 1, 1985 and filed with the Filing Office on December 31, 1985 (the "Partnership Agreement").

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 One 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 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.

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 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 January __, 1986.

GENERAL PARTNER:

PICERNE INVESTMENT CORPORATION,
a Rhode Island corporation

By:  _____

INVESTOR LIMITED PARTNERS:

By:  _____
Attorney-in-Fact for all of the
Investor Limited Partners listed
in Schedule A attached hereto

EXHIBIT A

LIST OF NEW INVESTOR LIMITED PARTNERS

Edward U. Choi

Angelo Viticone

PSP ASSOCIATES LIMITED PARTNERSHIP

SCHEDULE A

<u>GENERAL PARTNER</u>	<u>CAPITAL CONTRIBUTION</u>	<u>FINAL % INTEREST</u>
Picerne Investment Corporation 75 Lambert Lind Highway Warwick, Rhode Island	\$ 10.00	18.325%
 <u>INVESTOR LIMITED PARTNERS</u>		
Peter J. Arpin 4 Corey Avenue Warwick, Rhode Island 02818	65,000.00	4.95%
Edward U. Choi 154 Tobie Street Pawtucket, Rhode Island 02861	64,000.00	4.95%
Gregory G. Demetrakas City Metal Co., Inc. 105 Valley Street East Providence, Rhode Island 02914	65,000.00	4.95%
Vladimoro Dukceovich 690 Angel Road Lincoln, Rhode Island 02865	65,000.00	4.95%
Robert W. Edwards, Jr. 25 Rhode Island Avenue Providence, Rhode Island 02906	32,500.00	2.475%
Bayard Ewing 41 Waterman Street Providence, Rhode Island 02906	32,500.00	2.475%
Paul J. Flanigan 575 Pleasant Street Pawtucket, Rhode Island 02860	32,500.00	2.475%
Constantine S. Georas 450 Lloyd Avenue Providence, Rhode Island 02906	32,500.00	2.475%

<u>INVESTOR LIMITED PARTNERS</u>	<u>CAPITAL CONTRIBUTION</u>	<u>FINAL % INTEREST</u>
Constance A. Howes 253 Freeman Parkway Providence, Rhode Island 02906	32,500.00	2.475%
N. Robert Meloccaro 64 Crocus Drive Cranston, Rhode Island 02920	65,000.00	4.95%
Paul Pasquariello 10 Kenned Drive North Providence, Rhode Island 02904	32,500.00	2.475%
Robert H. Pease, Jr. 54 Windward Walk North Kingston, Rhode Island 02852	65,000.00	4.95%
Robert H. Pease 47 Katherine Court Warwick, Rhode Island 02889	260,000.00	19.80%
D. James Photopoulos 80 Sunset Drive East Greenwich, Rhode Island 02818	32,500.00	2.475%
Eustace T. Pliakas 134 Blackstone Boulevard Providence, Rhode Island 02906	32,500.00	2.475%
Daniel J. Ryan 4 Pelham Parkway North Providence, Rhode Island 02911	32,500.00	2.475%
Jerry A. Sansiveri 40 Pinewood Drive North Providence, Rhode Island 02904	32,500.00	2.475%
Arun K. Singh, M.D. 110 Lockwood Street Providence, Rhode Island	65,000.00	4.95%
Angelo Viticonte 38 West River Parkway North Providence, Rhode Island 02904	32,000.00	2.475%

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