

4/9/87

FOURTH AMENDMENT TO THE AMENDED AND RESTATED AGREEMENT
AND CERTIFICATE OF LIMITED PARTNERSHIP
OF
SCHS ASSOCIATES

This Fourth Amendment to the Amended and Restated Agreement and Certificate of Limited Partnership of SCHS Associates, a Rhode Island limited partnership (the "Partnership"), is made and entered into as of this first day of April, 1992 by and among the General Partners and the Limited Partners (collectively, the "Partners").

WHEREAS, a limited partnership in the name of PR Associates was formed as a Rhode Island limited partnership pursuant to the Agreement and Certificate of Limited Partnership (the "Agreement") filed in the office of the Secretary of State of Rhode Island (the "Secretary") on November 8, 1982; and

WHEREAS, the First Amendment to the Agreement was filed in the office of the Secretary on September 13, 1983, pursuant to which the name of the Partnership was changed from PR Associates to SCHS Associates; and

WHEREAS, the Agreement was amended and restated in its entirety by the Amended and Restated Agreement and Certificate of Limited Partnership of the Partnership (the "Agreement and Certificate") which was filed with the Secretary on October 31, 1983; and

WHEREAS, the Agreement and Certificate was amended by the First Amendment to the Agreement and Certificate filed with the Secretary on November 30, 1983 to reflect the admission of certain persons as Limited Partners; and

WHEREAS, the Agreement and Certificate was further amended by the Second Amendment to the Agreement and Certificate filed with the Secretary on December 31, 1983 to reflect the admission of a certain person as Limited Partner; and

WHEREAS, the Agreement and Certificate was further amended by the Third Amendment to the Agreement and Certificate filed with the Secretary on October 15, 1984 to reflect the admission of certain persons as additional Limited Partners and the resulting redistribution of certain Limited Partners' interest in the Profits and Losses in Excess Cash Receipts and in the Excess Capital Proceeds of the Partnership; and

WHEREAS, the Partners hereby desire to further amend the Agreement and Certificate as follows:

1. The Partners hereby desire to reflect the transfer of the two units of limited partnership interest from the Estate of Edward Rosenthal (the "Withdrawing Limited Partner") to Dentree Associates (the "Substitute Limited Partner").

2. The Substitute Limited Partner is hereby admitted to the Partnership as a Limited Partner and agrees to be subject to and bound by all of the terms and provisions of the Agreement and Certificate.

3. The Withdrawing Limited Partner hereby assigns, transfers and sets over to the Substitute Limited Partners his limited partnership interest, which includes all rights, title and benefits allocable under the Agreement and Certificate to the interest hereby assigned.

4. Schedule A to the Agreement and Certificate is hereby deleted in its entirety and there is substituted in its place the Schedule A attached hereto.

5. This amendment may be executed in any number of counterparts, either by the parties hereto or by their lawful attorney in fact, with the same effect as if all parties had executed one document. All counterparts shall be construed together and shall constitute one and the same amendment.

IN WITNESS WHEREOF, the parties hereto have executed, sworn to and sealed this Fourth Amendment to the Amended and Restated Agreement and Certificate of Limited Partnership of SCHS Associates as of the day and year first above written.

GENERAL PARTNER

SOUTH PROVIDENCE REVITALIZATION
COMMITTEE as General Partner
and as attorney-in-fact for the
remaining General Partners and
the Partners listed on Schedule
A attached hereto.

Kathleen A. Souza
Witness

By: Robert J. Mason
Title:

STATE OF Rhode Island)
COUNTY OF Providence) ss

On this 7th day of August, 1992³, before me
personally appeared Robert J. Mason, to me known, who
being by me duly sworn, did depose and say that he is
the Treasurer of South Providence Revitalization
Committee and executed said amendment on behalf of South
Providence Revitalization Committee, as General Partner and
as attorney-in-fact for the remaining General Partners and
the Partners of the Partnership.

Kathleen A. Souza
Notary Public
(Notarial Seal)

My commission expires:
August 15, 1993

WITHDRAWING LIMITED PARTNER

THE ESTATE OF EDWARD ROSENTHAL

Naive Echevar
Witness

Doris S. Rosenthal
Doris S. Rosenthal, Executrix

STATE OF New York)
COUNTY OF Westchester) ss

On this 17 day of August, 1993, before me personally appeared Doris S. Rosenthal, to me known, who being by me duly sworn, did depose and say that she is the Executrix of the Estate of Edward Rosenthal and executed said amendment on behalf of the Estate of Edward Rosenthal, the Withdrawing Limited Partner of the Partnership.

Maria A. Salemo
Notary Public

(Notarial Seal)

My commission expires:

MARIA A. SALEMMO
NOTARY PUBLIC, State of New York
No. 4970485
Qualified in Westchester County
Commission Expires August 13, 1994

SUBSTITUTE LIMITED PARTNER

DENTREE ASSOCIATES

[Signature]
Witness

By: [Signature]
Title: Managing General Partner

STATE OF NY)
COUNTY OF NY) ss

On this 24th day of Sept, 1993, before me personally appeared Harold Grano, to me known, who being by me duly sworn, did depose and say that s/he is the Managing General Partner of Dentree Associates and executed said amendment on behalf of Dentree Associates, the Substitute Limited Partner of the Partnership.

[Signature]
Notary Public
(Notarial Seal)

JAMES K. LANDAU
Notary Public, State of New York
No. 4914705
Qualified in New York County
Commission Expires Nov. 23, 1993

My commission expires:

LIMITED PARTNERS

NAME & PREFERRED ADDRESS	SS #	% INTEREST	# OF UNITS
----- Mr. Thomas M. Ahearn 620 Miller Street Ludlow, MA 01056	██████████	1.960000	1.0000
 Dr. George J. Alker, Jr. 54 The Village Green Williamsville, NY 14221	██████████	1.960000	1.0000
 Mr. Ronald A. Andree 6 Downing Avenue Newburg, NY 12550	██████████	1.960000	1.0000
 Mr. Michael Bennett 4439 Country Club Lane Long Beach, CA 90807	██████████	0.980000	0.5000

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LIMITED PARTNERS

NAME & PREFERRED ADDRESS	SS #	% INTEREST	# OF UNITS
----- Mr. Marshall S. Cohen 1780 North Holly Lane Atlanta, GA 30329	██████████	0.980000	0.5000
Mr. Joseph Crotone 4 Donna Drive Poughkeepsie, NY 12603	██████████	1.960000	1.0000
Dentree Associates c/o Harold Grabino 145 Central Park West New York, NY 10023	██████████	3.920000	2.0000
Mr. N. Jack Dilday 5620 E. 4th Street Long Beach, CA 90814	██████████	0.980000	0.5000

LIMITED PARTNERS

NAME & PREFERRED ADDRESS	SS #	% INTEREST	# OF UNITS
----- Mr. Peter R. Elliott 82 Highland Avenue Greenfield, MA 01301	██████████	0.980000	0.5000
Dr. Mark M. Eule 63 Woodlawn Avenue Auburn, ME 04210	██████████	1.960000	1.0000
Dr. Clarence C. Evans Mrs. Judith A. Evans 429 G. Street Washington, DC 20024	██████████	1.960000	1.0000
Dr. Thomas J. Gamble 1429 East Mountain Drive Santa Barbara, CA 93108	██████████	1.960000	1.0000

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LIMITED PARTNERS

NAME & PREFERRED ADDRESS	SS #	% INTEREST	# OF UNITS
----- Mr. Charles Gatt, Jr. 783 Valley Road New Canaan, CT 06840	██████████	1.960000	1.0000
Dr. Andrew J. Genualdi 70 Rotary Drive Summit, NJ 07901	██████████	1.960000	1.0000
Mr. Bertram M. Goldstein 222 Blaustein Building Charles & Fayette Streets Baltimore, MD 21201	██████████	1.960000	1.0000
Ms. Kathy Gray c/o Stacy Pheoulatos 9 West 57th St., 28th Floor New York, NY 10019	██████████	0.980000	0.5000

LIMITED PARTNERS

NAME & PREFERRED ADDRESS	SS #	% INTEREST	# OF UNITS
----- Mr. Pierre J. Jacques Mrs. Dorothy J. Jacques 10 Coptor Court Huntington, NY 11743	██████████	1.960000	1.0000
Dr. Erza E. Kleiner Mrs. Martha Kleiner 216 North Glenroy Avenue Los Angeles, CA 90049	██████████	1.960000	1.0000
Mr. Martin Kushner 1132 Tennyson Place, NE Atlanta, GA 30319-1985	██████████	1.960000	1.0000
Mr. Ronald LeBright Tradewind Townhouses 1332-12 Ocean Avenue Sea Bright, NJ 07760	██████████	1.960000	1.0000

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LIMITED PARTNERS

NAME & PREFERRED ADDRESS	SS #	% INTEREST	# OF UNITS
----- Mr. Leo J. LeClair 1009 Stanton Drive Naperville, IL 60540	██████████	1.960000	1.0000
Mr. Ed Leerdam 1327 Alberta Drive Winter Park, FL 32789	██████████	1.960000	1.0000
Mr. Benno P. Lotz 4920 S. Mountain Lane Salt Lake City, UT 84124	██████████	3.920000	2.0000
Dr. Norman A. Luban 8200 Wisconsin Ave. Bethesda, MD 20814	██████████	1.960000	1.0000

LIMITED PARTNERS

NAME & PREFERRED ADDRESS	SS #	% INTEREST	# OF UNITS
----- Mr. James B. McKillip Ms. Ardis J. McKillip 154 Eucalyptus Hill Cr. Santa Barbara, CA 93102	██████████	1.960000	1.0000
Dr. Pravin V. Mehta Ms. Malini P. Mehta 192 Scamridge Curve Williamsville, NY 14221	██████████	1.960000	1.0000
Mr. Robert A. Meyer Ellisdale Rd. Crosswicks, NJ 08515	██████████	1.960000	1.0000
Dr. Lewis Milhim 158 Clinton St. Hempstead, NY 11550	██████████	1.960000	1.0000

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LIMITED PARTNERS

NAME & PREFERRED ADDRESS	SS #	% INTEREST	# OF UNITS
----- Mr. H. Ronald Miller Ms. Sandra K. Miller Shearson Lehman-Hutton 400 Perimeter Ctr. Terrace N.E Atlanta, GA 30346	██████████	0.980000	0.5000
Dr. Edward S. Morris Ms. Jane S. Morris Westchester Condominiums Apt. 204, Building B 4835 Gulf of Mexico Drive Longboat Key, FL 34228	██████████	1.960000	1.0000
Mr. Johnnie R. Nabours 1525 Shasta St. Sulphur, LA 70663	██████████	3.920000	2.0000
Dr. Gurumurthaiah Magabushana RD #1 Box 49 Almond, NY 14804	██████████	1.960000	1.0000

LIMITED PARTNERS

NAME & PREFERRED ADDRESS	SS #	% INTEREST	# OF UNITS
----- Mr. Gilbert Isaiah Noble 3679 High Point Drive Memphis, TN 38122	[REDACTED]	0.980000	0.5000
 Dr. Stuart Oster 829 Park Ave. New York, NY 10028	 [REDACTED]	 1.960000	 1.0000
 Dr. Panol C. Ram 5901 Mt. Eagle Dr. #308 Alexandria, VA 22303	 [REDACTED]	 1.960000	 1.0000
 Mr. Arnold Raphael 150 E. 69th St. Apt. 20L New York, NY 10021	 [REDACTED]	 1.960000	 1.0000

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LIMITED PARTNERS

NAME & PREFERRED ADDRESS	SS #	% INTEREST	# OF UNITS
----- Mr. Irwin Roth Attorney at Law 135 E. 36th. St. New York, NY 10016	██████████	1.960000	1.0000
Dr. Peter C. Satmary RD 5 Box 265 Middletown, NY 10940	██████████	1.960000	1.0000
Mr. Ferd J. Spangler 267 Windover Grove CV Memphis, TN 38111-4560	██████████	0.980000	0.5000
Mr. Stephen Stefiuk Federal Bronze Products 9 Backus St. Newark, NJ 07105	██████████	1.960000	1.0000

LIMITED PARTNERS

NAME & PREFERRED ADDRESS	SS #	% INTEREST	# OF UNITS
----- Mr. Louis Sturman 342 Cinnamon Dr. Memphis, TN 38104	██████████	1.960000	1.0000
Mr. Michael Tarby Bagley Rd. Southbury, CT 06488	██████████	1.960000	1.0000
Mr. James D. Taylor 187 Atlantic Drive Maitland, FL 32751	██████████	9.800000	5.0000
Mr. Rex Tidwell, Jr. 5635 Del Monte Houston, TX 77056	██████████	1.960000	1.0000

LIMITED PARTNERS

NAME & PREFERRED ADDRESS	SS #	% INTEREST	# OF UNITS
----- Mr. Richard Ullo Ms. Marcia Ullo 5 Fawn Path Holmdel, NJ 07733	██████████	1.960000	1.0000
Dr. James Urback 659 Douglas Rd. Altamonte Springs, FL 32701	██████████	1.960000	1.0000
Dr. Wen T. Yap Geisinger Clinic Division of Urology Danville, PA 17822	██████████	1.960000	1.0000
----- TOTAL:		98.0000	50.0000

Rec'd & Filed OCT 25 1993

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DEPARTMENT OF STATE
OFFICE OF
SECRETARY OF STATE
PROVIDENCE, R. I.