

FIFTH AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP

OF

DBSI/TRI XII LIMITED PARTNERSHIP

RECEIVED
SECRETARY OF STATE

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STATE OF IDAHO)
) ss.
County of Ada)


The undersigned General Partner of DBSI/TRI XII Limited Partnership for themselves and as attorney-in-fact for the Limited Partners, desiring to amend the Certificate of Limited Partnership filed with the Idaho Secretary of State August 13, 1985 as Filing No. L00981, and all Amendments thereto (collectively the "Certificate") to acknowledge the assignment of one limited partnership unit, pursuant to the laws of the State of Idaho, hereby sign and swear to the following:

1. One limited partnership unit held in the name of W. O. and Evelyn Randolph has been assigned pursuant to probate of the Estate of William O. Randolph to Trust B of the WOER Trust, Roger O. Randolph and Sharon Rae Fereday, Independent Trustees.
2. W. O. and Evelyn Randolph has been removed as a Limited Partner.
3. Trust B of the WOER Trust has been admitted as a Limited Partner.
4. The name and address of the new Limited Partner in the Partnership and the amount of cash or agreed value of any other property or services contributed are as follows:

<u>Name</u>	<u>Address</u>	<u>Contribution</u>
Trust B of the WOER Trust, Roger O. Randolph and Sharon Rae Fereday, Trustees	6810 Randolph Drive Boise, Idaho 83709	\$55,000


Dated, executed and sworn to this 20 day of August, 1990, Boise, Idaho.

DBSI Housing Inc.
(General Partner)


By: Charles E. Hassard
Vice President -
Partnership Operations

Pursuant to the special power of attorney granted to the General Partners in Article XI of the Articles of Limited Partnership of DBSI/TRI XII Limited Partnership, the General Partner DBSI Housing Inc., hereby executes this Certificate for and in behalf of the following Limited Partners including the withdrawing Limited Partner: S. Hugh Atchley, Lowell D. Browning Associates, Arlen L. Chaney, Samuel W. Coil, Larry and Connie Creek, Craig S. Darsie, Michael F. Donnelly, A. Dale Dunn, Michael A. Erickson, John A. Fahnestock, Dr. Bradley L. Johnson, Jon R. Kattenhorn, Paul McGee, Catherine R. Mitchell, John G. Morley, Dr. Thomas C. and Jeanne Patterson, W. O. and Evelyn Randolph, Larry and Linda Rule, Charles B. Strauss, Jr., John Stuart, Jr., George L. and Rosalie Whyel, Jr., Charles L. Williams, Richard A. Blott, and Trust B of WOER Trust, Roger O. Randolph and Sharon Rae Fereday, Trustees.


DBSI Housing Inc.


By: Charles E. Hassard
Vice President -
Partnership Operations

STATE OF IDAHO)
) ss
County of Ada)

On this 20 day of August, 1990, before me, the undersigned, a Notary Public in and for said State, personally and individually appeared CHARLES E. HASSARD, known to me to be the VICE PRESIDENT - PARTNERSHIP OPERATIONS of DBSI HOUSING INC., and that he, as such officer, being authorized so to do, executed the foregoing instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.


Notary Public for Idaho
Residence: Boise, Idaho
My commission expires: Feb 1, 1994

STATE OF IDAHO)
) ss
County of Ada)

On this 20 day of August, 1990, before me, the undersigned, a Notary Public in and for said State, personally and individually appeared CHARLES E. HASSARD, known to me to be the VICE PRESIDENT - PARTNERSHIP OPERATIONS of DBSI HOUSING INC., and that he, as such officer, being authorized so to do, executed the foregoing instrument for and in behalf of all the limited partners by special power of attorney as a General Partner of DBSI/TRI XII Limited Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

Carolyn B. Marsh
Notary Public for Idaho
Residence: Boise, Idaho
My commission expires: Feb 1, 1994