

THIRD AMENDMENT TO AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP**OF****DBSI PACIFIC INCOME & GROWTH FUND - II****A Real Estate Limited Partnership**RECEIVED
SEC. OF STATE

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The undersigned General Partner for itself and as attorney-in-fact for the Limited Partners herein described, hereby amends the Agreement and Certificate of Limited Partnership of DBSI PACIFIC INCOME & GROWTH FUND - II A Real Estate Limited Partnership filed with the Idaho Secretary of State as No. 01547 on May 17, 1989 and Amended and Restated Agreement and Certificate of Limited Partnership No. L01547-a and all Amendments thereto (collectively the "Agreement and Certificate"), to acknowledge the addition of limited partners, hereby certifies as follows:

1. The additional limited partners herein listed have been admitted as limited partners of the partnership and are listed with their addresses and number of partnership units.
2. The following limited partners were admitted or purchased additional units during the month of October, 1990, after the 23rd day of that month.

<u>Name</u>	<u>Address</u>	<u>Units</u>
Bank of Newport, Custodian FBO Deborah J. Anderson IRA #1202446-01	P. O. Box 2053 Tustin, CA 92681	10
First National Bank of Onaga, Trustee FBO Evelyn Boogaard IRA #41001971	301 Leonard Street Onaga, KS 66521	1.2
First National Bank of Onaga, Trustee FBO William A. Boogaard IRA #41001972	301 Leonard Street Onaga, KS 66521	1.2
Jack R and Christine A. Brown	8434 A. Street Tacoma, WA 98444	5
First National Bank of Onaga, Trustee FBO Peg Fernholz IRA #41205240	301 Leonard Street Onaga, KS 66521	3
Resources Trust Co., Trustee FBO Joseph Giulitto IRA # 1284324962	8051 E. Maplewood Ave #200 Englewood, CO 80111	3 additional units
Security Pacific National Bank, Custodian FBO Harvey Groden IRA #72371788	1201 Elm Street, Suite 4300 Dallas, TX 75270	16
Harold E. & Jean D. Holden JTWROS	3150 N E 36th Ave., #518 Ocala, FL 32670	8
William C. Johnson	5511 Carlson Road Shoreview, MN 55126	5
First National Bank of Onaga, Trustee FBO Jon F. Peterson IRA #41206100	301 Leonard Street Onaga, KS 66521	1.2

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First National Bank of Onaga, Trustee FBO Arvid Rasanen IRA #41201886	301 Leonard Street Onaga, KS 66521	1.4
Capitol Consulting Profit Sharing Plan FBO Donald J. Reisner P.S.P.	911 Saverien Drive Sacramento, CA 95864	10
Irene Rienzi	2570 Killian Road Uniontown, OH 44685	15
Conner B. and Ann Maria Tolbert, Co-TTEES FBO Tolbert Revocable Living Trust	815 Iona Avenue Akron, OH 44324	5

3. The following limited partners were admitted or purchased additional units during the month of November, 1990:

Carol F. Begert	9919 118th East Puyallup, WA 98373	5
Resources Trust Company TR UA FBO Marsha D. Brown IRA #I-002-32-1102	8051 E. Maplewood Avenue Englewood, CO 80111	1.6
Resources Trust Co., Trustee FBO William J. Cain IRA #R534683313	8051 E. Maplewood, #200 Englewood, CO 80111	4.5
Gerald A. & Velma A. Ciccone JTWROS	8439 S. W. Tropical Ave. Stuart, FL 34997	10
Resources Trust Co. TTEE FBO Weldon J. Cooke IRA #R329248112	P.O. Box 5900 Denver, CO 80217	10
Resources Trust Company TRUSTEE FBO Ray E. Corpuz IRA #R-535-46-8025	8051 E. Maplewood, Suite 200 Englewood, CO 80111	2
Resources Trust Company, Trustee FBO Perry G. Dickinson IRA #R298141736	8051 E. Maplewood, Suite 200 Englewood, CO 80111	15
Resources Trust Company TRUSTEE FBO Michael Dunbar IRA	8051 E. Maplewood, Suite 200 Englewood, CO 80111	2
Exchange Bank of Schmidt & Koester FBO Kenneth Eaton IRA #801620	823 Broadway Marysville, KS 66508	1.647
William & Catherine Elford	824 North G. Street Tacoma, WA 98403	5
Resources Trust Company, Trustee FBO William H. Gebhardt IRA #I-356-30-1268	8051 E. Maplewood Englewood, CO 80111	4
Resources Trust Company TR UA FBO Victoria E. Gillespie IRA #I291465620	8051 E. Maplewood, Suite 200 Englewood, CO 80111	2

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Robert P. Hardt	606 Lavoie Avenue Elgin, IL 60120	10
West One Bank of Idaho, Trustee FBO Dr. Douglas M. Hill IRA #19707503	P. O. Box 7928 Boise, ID 83707	7
Sterling Trust Co., TRUSTEE FBO Evelyn J. Howe IRA #7594	4547 Lake Shore Dr., Suite 4 Waco, TX 76710	15.64828
Sterling Trust Co., TRUSTEE FBO Larry Howe IRA #7595	4547 Lake Shore Dr., Suite 4 Waco, TX 76710	15.21834
Resources Trust Co., TRUSTEE FBO James C. Isom IRA #1540-36-6816	8051 E. Maplewood, Suite 200 Englewood, CO 80111	10
Jeffrey B. & Nancy O. Karls JTWROS	4690 Debra Lane Shoreview, MN 55126	5
Richard T. Kartchner	4325 N. Ten Mile Meridian, ID 83642	2.5
Dana E. Kasprzyk	25 W. 124 Jane Avenue Naperville, IL 60540	5
Thomas W. & Sharon I. Keaton JTWROS	Rt. 1 Box 83 B Baker City, OR 97814	10
George B. Keller, Trustee FBO Employee Profit Sharing Plan	615 2nd St. South Nampa, ID 83651	10
Kenneth R. Keough	1907 N.E. 32nd Avenue Portland, OR 97212	10
First Trust Corp, Trustee FBO Lemuel C. Kinnamon, Jr. IRA #726930-1	P. O. Box 5508 Denver, CO 80217	10
Retirement Accounts, Inc., Custodian FBO Ann Kowalski IRA #86023	P.O. Box 2017 Winter Park, FL 32790	15
Transcorp Pension Services, Inc., Cust. FBO Thomas Krejci IRA #IRZ-1085-0R	P.O. Box 31051 Laguna Hills, CA 92653	5
First Nat'l Bank of Onaga, Custodian FBO Alice Lagasse IRA #41196105	301 Leonard St. Onaga, KS 66521	3.637
Security Pacific Nat'l Bank, Cust. FBO Nicholas Lapidakis IRA #72371439	1201 Elm Street, Suite 4300 Dallas, TX 74270	12
Resources Trust Company TRUSTEE FBO Dane Liberty IRA #I101420524	8051 E. Maplewood, Suite 200 Englewood, CO 80111	3

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First Trust Corp., TTEE FBO Warren W. Osborne IRA #368228-0001	P.O. BOX 173301 Denver, CO 80217-3301	1
Frederick C. & Martha B. Peithman JTWROS	122 Point Fosdick Circle Gig Harbor, WA 98335	10
Rauscher Pierce Refsnes, Custodian FBO Ralph Reinke IRA #37CA6932-6310	Plaza of the Americas, 2300 2 RPR Tower, Box 331 Dallas, TX 75201	
Rauscher Pierce Refsnes, Cust. FBO Carolyn Reinke IRA #37CA6932-5967	Plaza of the Americas, 2300 2 RPR Tower, Box 331 Dallas, TX 75201	
Ralph & Carolyn Reinke JTWROS	P.O. Box 586 McCall, ID 83638	20
First Trust Corp., Trustee FBO Margaret P. Roberts IRA #383899-0001	P.O. Box 173301 Denver, CO 80317-3301	5
Carmelo C. Ruiz, M.D., TTEE Profit Sharing Plan	200 North Street Chanahan, IL 60410	5
Sterling Trust Co., Trustee FBO Rodney W. Small IRA #13367	P. O. Box 2526 Waco, TX 76702-2526	25
Cecile M. Stafford-Watts	192 Dubois Twin Falls, ID 83301	25
Mel & Lynette K. Streeter JTWROS	421 Park Drive Lewiston, ID 83501	10
Resources Trust Company TR UA FBO Marvin S. Voltin IRA #1471568454	8051 E. Mpalewood Ave., 200 4 Englewood, CO 80111	

4. The following limited partners were admitted or purchased additional units during the month of December, 1991:

Wayne E. Bennett	204 E. 22nd Street Vancouver, WA 98663	15
Dolly Dee Bergstrom	8748 Metcalf Avenue Overland Park, KS 66212	10
Retirement Accounts, Inc., Custodian FBO David L. Churchill IRA #91233	P.O. Box 3017 Winter Park, FL 32790	5
Key Bank of Idaho, Trustee for Merrill & Merrill PSP FBO Stephen S. Dunn	P.O. Box 1788 Pocatello, ID 83204	5

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Resources Trust Company, Trustee FBO Mary Alice Egy IRA #I72383614	8051 E. Maplewood, Suite 200 Englewood, CO 80111	4
First Trust Corporation, Trustee FBO Ralene J. Gleeson IRA #282794-0001	P.O. Box 173301 Denver, CO 80217-3301	6
Palma M. Gow	Box 13117 Scottsdale, AZ 85267	100
Douglas C. & Jean K. Howard, Trustee	2671 West Poeblo Avenue Napa, CA 94558	10
William H. Irving	123 DiSalvo Avenue, Suite C San Jose, CA 95128-1782	20
Transcorp Pension Services, Inc. FBO Raymond L. Isitt IRA #IR2-1299-OR	P.O. Box 31051 Laguna, Hills, CA 92653	20
Resources Trust Compnay, Trustee FBO Phillip E. Katzen IRA #I-549-68-9998	8051 E. Maplewood Ave. Englewood, CO 80111 5.091	5.091
Charlotte R. Kniskern	23 Lake Street Cooperstown, NY 13326	30
Marcia N. Lambeth	2212 N. 46th Street Seattle, WA 98103	5
Thomas F. Lorenz	1912 Stratford Avenue Westchester, IL 60154	5
Caldwell Radiological Associates PA, Trustee FBO David L. Matheson Pension Plan	16566 Linden Caldwell, ID 83605	10
National Financial Services, Custodian FBO Helena M. Newby IRA #04J-316474	200 Liberty Street, Fifth Floor New York, NY 10281	1.81891
Richard L. Miller, Trustee Profit Sharing Plan	2325 Westmoreland Drive San Jose, CA 85124	25 units
V. Wilson, T. Rickman, & J. Bell, Trustees FBO Nez Perce Nez Perce Tribe Employees Retirement Fund	P.O. Box 365 Lapwi, ID 83540	5 additional units
F. Edward Osborne	4515 Hillcrest Drive Boise, ID 83705	15 additional units
Resources Trust Company, Trustee FBO R. Dean Palmer IRA #R008267568	8051 E. Maplewood Ave. Englewood, CO 80111-4757	10

Robert K. Pedersen	139 E. Braemere Road Boise, ID 83702	10
Resources Trust Company, Trustee FBO Donna J. Peterson IRA #I-538-38-6803	8051 E. Maplewood, Suite 200 Englewood, CO 80111	4.196
First Trust Corporation, Trustee FBO Donald R. Phelps IRA #164107-0001	P.O. Box 173301 Denver, CO 80217-3301	4.5
Coe J. Parker, Trustee FBO Boise Podiatry Clinic PSP	1408 West Bannock Boise, ID 83702	5
Resources Trust Company, Trustee FBO Jack W. Porter IRA #I-541-70-5337	8051 E. Maplewood, Suite 200 Englewood, CO 80111	1.425
William and Betty Proesch JTWROS	2633 Riviera Court White Bear Lake, MN 55110	5
Capitol Consulting Pension Plan FBO Donald J. Reisner	911 Saverien Drive Sacramento, CA 95864	5 additional units
Jewel Reynolds	6516 Robertson Drive Boise, Idaho 83705	40
Sterling Trust Company, Trustee FBO Homer C. Sims IRA/SEP #14957	4547 Lake Shore Drive, Suite 4 Waco, TX 76710	10
John W. Spackman	454 Eaton Way Hershey's Mill West Chester, PA 19380	15
V. Wilson, T. Rickman, J. H. Bell FBO Tribe Employees Retirement Fund	P. O. Box 365 Lapwai, ID 83540	5 additional units
Beverly J. and Curtis G. Wahl	4900 Royal Oaks Drive Minnetonka, MN 55343	4 additional units
Linda B. Washington	5529 NE 26th Portland, OR 97211	15
Resources Trust Company, Trustee FBO Mike Weick IRA #I471S04157	8051 E. Maplewood, Suite 200 Englewood, CO 80111	4
Transcorp Pension Services, Inc. FBO John B. Wood Jr. IRA #IRC-7438-OR	P.O. Box 31051 Laguna Hills, CA 92653	25

5. The following limited partners were admitted or purchased additional units during the month of January, 1991:

Donn P. Barber	3908 Richfield Road Minneapolis, MN 55410	10
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Edward K. Bixby	6925 Moccasin Valley Road Edina, MN 55435	50
Reliance Trust Co., Trustee FBO Patricia Boswell IRA	P. O. Box 48449 Atlanta, GA 30362	15
Retirement Accounts, Inc., Cust. FBO David L. Churchill IRA #91233	P. O. Box 3017 Winter Park, FL 32790	5
Retirement Accounts, Inc., Custodian FBO Jean M. Domian	P. O. Box 3017 Winter Park, FL 32790	30
Terrance J. and Barbara L. Grove	1691 West Hastie Lake Road Oak Harbor, WA 98277	5
The Citizens Bank, Custodian FBO James T. Hill IRA 1606500	P. O. Box 1458 Gainesville, GA 30503	10
Linden C. and Coralie N. Hultquist	811 Shoreacres Drive Big Lake, MN 55309	15
Retirement Accounts, Inc., Custodian FBO Preston T. Huntley IRA #91582	P. O. Box 3017 Winter Park, FL 32790-3017	8
First Trust Corp., Trustee FBO Valerie L. Kendrick	P. O. Box 173301 Denver, CO 80217-3301	17
Delaware Charter Guarantee & Trust, TTEE FBO Dean A. Knowles	P. O. Box 8963 Wilmington, DE 19899	3
Jenne E. Kunter	612 N. Garden Boise, ID 83706	10
Resources Trust Co., Trustee FBO Richard T. Larson IRA #1534-32-8647	8051 E. Maplewood Ave., #200 Englewood, CO 80111	2.8
Lynette C. Mock, MD	1250 East Shaw Avenue, #152 Fresno, CA 93710	15
Morgan 1990 Irrevocable Trust Donald C. Morgan, Trustee	28626 183rd Ct. SE Kent, WA 98042-4274	20
DLJSC - Pershing, Custodian FBO Robert E. Nemzek IRA #761-153402	Attn: Ltd. Partnership Dept. One Pershing Plaza, 7th Floor Jersey City, NJ 0329925	25
Frances A. Parody	9382 Blue Oak Drive Orangevale, CA 94662	10

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Patricia A. Robertson	3821 101st St. Ct. N.W. Gig Harbor, WA 98335	12
David L. Rygmyr	20304 - 13th Drive SE Bothell, WA 98012	8
Resources Trust Co., Trustee FBO Patrick J. Secrest IRA #I-537-38-4086	8051 E. Maplewood Ave., #200 Englewood, CO 80111	5
Resources Trust Co., Trustee FBO Arthur D. Shick IRA #176241024	8051 E. Maplewood Ave., #200 Englewood, CO 80111	60
Craig A. Smith	25850 Melibee Drive Westlake, OH 44145	5
First National Bank of Onaga, Trustee FBO Theresa Stagnitta, IRA #41201601	301 Leonard Street Onaga, KS 66521	1.173
Resources Trust Co., Trustee FBO Teresa Lasher Winslow IRA #112424967	8051 E. Maplewood Ave. #200 Englewood, CO 80111	10

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 21 day of Feb., 1991.

DBSI Housing Inc., an Idaho Corporation

By: 
Douglas L. Swenson, President

Pursuant to the power of attorney granted to the General Partners in Article XI of the Amended and Restated Agreement and Certificate of Limited Partnership of DBSI PACIFIC INCOME & GROWTH FUND - II, A Real Estate Limited Partnership, the General Partner, DBSI Housing Inc., hereby executes this certificate for and in behalf of the limited partners as follows: Resources Trust Company, Trustee FBO Leroy Adams IRA #1555584754; Thomas L. Althausser, Bank of Newport, Custodian FBO Deborah J. Anderson IRA #1202446-01; Kirsten M. Anderson; May D. Anderson; Donald J. & Judith H. Andrich, Trustee; Loren G. Hinger, Trustee FBO Anesthesia Associates Pension Plan; Rauscher, Pierce, Refsnes, Inc., Trustee FBO Clyde L. Archer, Jr. IRA-SEP#1200-0425; Ann L. Arguinchona; Howard D. and Lynn Ann Bailey; Donn P. Barber; Carol F. Begert; Wilma R. Bender; Wayne E. Bennett; Resources Trust Co., Trustee FBO Robert W. Berger IRA #1271465494; Richard E. and Nancy D. Berger; Dolly Dee Bergstrom; William Berliner & Morton Rayfield, Trustee FBO Berliner - Rayfield Surg. Chart. P.S.P.; Retirement Accounts, Inc., Trustee FBO Garland L. Bernard IRA #89756; Edward K. Bixby; First National Bank of Onaga, Trustee FBO Evelyn Boogaard IRA #41001971; First National Bank of Onaga, Trustee FBO William A. Boogaard IRA #41001972; Leroy E. and Lamoyne G. Bostrum; Reliance Trust Co., Trustee FBO Patricia Boswell IRA #160209888; Reliance Trust Co., Trustee FBO Ronald E.

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Boswell IRA #160209904; First National Bank of Onaga, Custodian FBO Howard Breeggemann IRA #41001825; Resources Trust Company, Trustee FBO Elsie I. Brooks IRA #1301184159; First Trust Corp, Trustee FBO David A. Brown IRA #566255-0001; Resources Trust Company TR UAFBO Marsha D. Brown IRA #I-002-32-1102; Jack R and Christine A. Brown; Pamela M. Burke; Resources Trust Company, Trustee FBO Robert E. Burns IRA #1199380538; Mary Jo Butler and Paul J. Dawson; Merrill Lynch, Trustee FBO Richard A. Butler SEP Acct. #413-83962; Mary Jo Butler, Custodian FBO Brice Butler-Dawson; Paul J. Dawson, Custodian FBO Jaime Butler-Dawson; Resources Trust Co., Trustee FBO William J. Cain IRA #R534683313; Resources Trust Company, Trustee FBO Jeffrey L. Carty IRA #R280440091; Loren E. and Lorel S. Case; James M. and Heide Cathcart; Independent Trust Corp., Trustee FBO Frank B. Chauner IRA #1604769; Jacqueline S. Childress Trust; Retirement Accounts, Inc., Custodian FBO David L. Churchill IRA #91233; Gerald A. & Velma A. Ciccone JTWR0S; Resources Trust Co., Trustee FBO Karen I. Cockrell IRA #I272-36-0899; Resources Trust Company, Trustee FBO James W. Cockrell IRA #I284344321; Resources Trust Co. TTEE FBO Weldon J. Cooke IRA #R329248112; Robert G. and Catherine M. Cooper; Paul I. Corddry; Retirement Accounts, Inc., Custodian FBO John B. Corna IRA #89445; Resources Trust Company, Trustee FBO Ray E. Corpuz IRA #R-535-46-8025; Edward W. & Rebecca E. Correll; Piper, Jaffrey & Hopwood, Cust. FBO C. Connie Creek IRA #890-217651-040; Sterling Trust Company, Trustee FBO Kerry Crollard IRA #14366; Leavbank, Trustee FBO John C. Culver, Jr. IRA; Glendon H. Davies; Rauscher Pierce Refsnes, Custodian FBO Paul J. Dawson IRA #2714-2756; William S. and Susan E. Dawson; Resources Trust Company, Trustee FBO David P. Debooy IRA #I506649592; Stelio and Olga Della Pietra; Sterling Trust Co., Trustee FBO James L. DeSpain IRA #14053; Sterling Trust Co., Trustee FBO Joan M. DeSpain IRA #14054; James D. and Joan M. DeSpain; Robert P. and Proydys F. Deupree, Living Trust; First Trust Corp., Trustee FBO Patricia A. Di Prizio IRA #566576-0001; Resources Trust Company, Trustee FBO Perry G. Dickinson IRA #R298141736; Retirement Accounts, Inc., Custodian FBO Jean M. Domian; J. L. Dooley DPM Inc. Profit Sharing Plan; Resources Trust Co., Trustee FBO Gertrude L. Drohman IRA #R536-34-4197; Resources Trust Company, Trustee FBO Michael Dunbar IRA; Key Bank of Idaho, Trustee for Merrill & Merrill PSP FBO Stephen S. Dunn; Exchange Bank of Schmidt & Koester FBO Kenneth Eaton IRA #801620; Resources Trust Co., Trustee FBO Michael C. Ecklund IRA #I535-40-5461; Resources Trust Company, Trustee FBO Mary Alice Egy IRA #I72383614; William & Catherine Elford; Security Pacific National Bank, Custodian FBO Harlan Elkin IRA #72361379; West One Bank, Custodian FBO Roy J. Ellsworth, M.D. IRA #19011831; Roy J. Ellsworth' M.D.; George B. Keller, Trustee FBO Employee Profit Sharing Plan; Rauscher Pierce Refsnes - Custodian FBO Barbara E. Erickson IRA #3104-2441; Rauscher Pierce Refsnes - Custodian FBO Keith D. Erickson IRA #3105-3396; David E. Evans; Retirement Accounts, Inc., Custodian FBO David Earl Evans IRA #90736; Priscilla V. Feeney; First National Bank of Onaga, Trustee FBO Peg Fernholz IRA #41205240; First Trust Corp., Trustee FBO Linda A. Ferris IRA #562747-0001; Karen C. Fisher; Resources Trust Co., Trustee FBO Linda L. Flindt IRA #I540-56-9579; Resources Trust Co., Trustee FBO Cory J. Flindt IRA #I526-58-5735; First Trust Corp., Trustee, Community Emergency Medical Group Master Trust FBO Scott C. Ford, M.D. #727077-0006; Karen R. Foster; First Trust Corp., Trustee FBO Margaret A. Froese IRA #567163-0001; Larry T. Gabrielson; Reliance Trust Co., Custodian FBO Francine R. Gaillour IRA #160207270; Douglas A. Kroesch, Trustee FBO Gallawa, Brown, Kroesch, & Kauffroath, APC, 401(K) PSP; Reliance Trust Company, Custodian FBO Thomas G. Garden SEP #155200199; Resources Trust Company, Trustee FBO William H. Gebhardt IRA #I-356-30-1268; Resources Trust Company TR UAFBO Victoria E. Gillespie IRA #I291465620; L. Elaine Gillies; Resources Trust Co., Trustee FBO Joseph Giulitto IRA #I284324962; First Trust Corporation, Trustee FBO Ralene J. Gleeson IRA #282794-0001; First National Bank of Onaga, Custodian FBO Michael T. Gocke IRA #41000419; Samuel and Mary H. Goldman; Leavbank, Trustee FBO Charles O. Gomer IRA; Palma M. Gow; Security Pacific National Bank, Custodian FBO Harvey Groden IRA #72371788; Terrance J. and Barbara L. Grove; Independent Trust Corp, Trustee FBO Gray H. Gust IRA #1606711; Independent Trust Corp, Trustee FBO Thomas A. Gust IRA #1606152; Walter and Helen T. Gysling; Robert P. Hardt; Janice Marie Hare, Trustee, Janice Marie Hare Family Trust; Retirement Accounts, Inc., Custodian FBO Earl R. Hartley IRA #89883; First Trust Corp. Trustee FBO D. June Heard IRA #566558-0001; Leavbank, Trustee FBO Betty R. Heintzelman IRA; Peter S. Helming; Resources Trust Company, Trustee FBO Terry Helminiak IRA #I278681252; Ralph C. & Theresa S. Henning JTWR0S; Resources Trust Co., Custodian FBO Michael Hernandez MD, Money Purchase Pension Plan #K334-56-4242; Gerald D. Herrick; Dewey K. Randall, Trustee, Heaville Cable & Sling Co.; Kathryn L. Hickel; West One Bank of Idaho, Trustee FBO Dr. Douglas M. Hill IRA #19707503; The Citizens Bank, Custodian FBO James T. Hill IRA #1606500; Resources Trust Co., Trustee FBO Ken M. Hines IRA #I585181213; Resources Trust Co., Trustee FBO Mildred M. Hinz IRA #I538-44-3321; Resources Trust Co., Trustee FBO Stuart E. Hinz IRA #I-533-34-9440; Security Pacific National, Cust. FBO Douglas Hoffman IRA #72338416; Harold E. & Jean D. Holden JTWR0S; Sterling Trust Co., Trustee FBO Jerome A. Holland SEP-IRA #14148; Sterling Trust Co., Custodian FBO Mariette M. Holland IRA #14149; Sidney Hollander; Custodian FBO Rachel Hollander; Douglas C. & Jean K. Howard, Trustee; Sterling Trust Co., TRUSTEE FBO Evelyn J. Howe IRA #7594; Sterling Trust Co., TRUSTEE FBO Larry Howe IRA #7595; Linden C. and Coralie N. Hultquist; Retirement Accounts, Inc., Custodian FBO Preston T. Huntley IRA #91582; First Trust Corp., Trustee FBO Jim L. Hutchins IRA #551378-0001; Thomas M. Imhoff; William H. Irving; Transcorp Pension Services, Inc. FBO Raymond L. Isitt IRA #IR2-1299-OR; Resources Trust Co., TRUSTEE FBO James C. Isom IRA #I540-36-6816; Nancy C. Jeane; Glenn and Ann Jefferson; William C. Johnson; Retirement Accounts, Inc., Custodian FBO Robert S. Johnson IRA #88982; Piper, Jaffray & Hopwood, Custodian FBO William A. Jones Profit Sharing Plan #89-0407980-200; Stephen M. and Marlene K. Karl; Jeffry B. & Nancy O. Karls JTWR0S; Richard T. Kartchner; Dana E. Kasprzyk; Resources Trust Company, Trustee FBO Phillip E. Katzen IRA #I-549-68-9998; Thomas W. & Sharon I. Keaton JTWR0S; First Trust Corp, Trustee FBO Valerie L. Kendrick IRA #571896-0001; Kenneth R. Keough; Retirement Accounts, Inc., Custodian FBO Sally J. Kibler #90046; Gerald W. and Edith King; First Trust Corp, Trustee FBO Lemuel C. Kinnamon Jr. IRA #726930-1; Resources Trust Company, Trustee FBO Byron Kirpatrick IRA #I343402575; Edward J. Kiancar; Charlotte R. Kniskern; Delaware Charter Guarantee & Trust, TTEE FBO Dean A. Knowles IRA #0618485; Retirement Accounts, Inc., Custodian FBO Ann Kowalski IRA #86023; Transcorp Pension Services, Inc., Cust. FBO Thomas Krejci IRA #IRZ-1085-OR; Jennie E. Kunter; First Nat'l Bank of Onaga, Custodian FBO Alice Lagasse IRA #41196105; Marcia N. Lambeth; First Trust Corp., Trustee FBO George Lambrix IRA #399393-0001; Key Bank of Idaho, Trustee FBO Jana S. Lantz IRA #64-098300-3; Security Pacific Nat'l Bank, Cust. FBO Nicholas Lapidakis IRA #72371439; Resources Trust

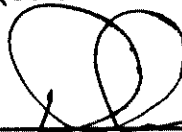
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Co., Trustee FBO Richard T. Larson IRA #1534-32-8647; Eugene J. Lentach; Resources Trust Company TRUSTEE FBO Dane Liberty IRA #1101420524; Resources Trust Company, Trustee FBO Lorraine H. Liniger IRA #R272282935; Lina V. Loken; Resources Trust Company, Trustee FBO Darrell E. Long IRA #1297449852; Thomas F. Lorenz; F. Brian Lowry, DDS, PA, Trustee; Michael A. Makuch and Anne H. Warner; Retirement Accounts, Inc., Custodian FBO Stanley R. Marcinko IRA #89217; Delaware Charter Guarantee & Trust Co., TTEE FBO Kennan C. Marsh Acct. #90446172; Resources Trust Co., Trustee FBO Paul N. Martin IRA #1537-36-0459; Henry S. and Esther B. Martinez; Resources Trust Company, Trustee FBO Ruth E. Marzano IRA# RU46226803; Clifford S. Mason, Trustee Clifford S. Mason Revocable Trust; Donald E. Masterson, Jr.; Caldwell Radiological Associates PA, Trustee FBO David L. Matheson Pension Plan; Rauscher Pierce Refsnes, Inc., Custodian FBO James W. McCafferty IRA #5633-1500; Retirement Accounts, Inc., Custodian FBO Evelyn D. McLay IRA #419154; Resources Trust Company, Trustee FBO John M. Meier, Jr. IRA #1329385333; Resources Trust Company, Trustee FBO Diane Millard IRA#1518587448; Security Pacific National Bank, Custodian FBO Paula L. Miller IRA #72368818; Lynette C. Mock, MD; First Trust Corp., Trustee FBO Joyce M. Moore IRA#347670-0001; First Trust Corp., Trustee FBO Claudette Viau Moore IRA#359549-0001; Rauscher Pierce Refsnes - Custodian FBO Donna A. Moran IRA#6022-0962; Donald C. Morgan, Trustee FBO Morgan 1990 Irrevocable Trust; Evers J. Morgan; Resources Trust Company, Trustee FBO Harold R. Naragon IRA #R293208881; Kenneth G. and Shirley J. Naylor; Gary and Mary R. Neidert; Lola M. Nelson; Gary Nelson; DLJSC - Pershing, Custodian FBO Robert E. Nemzek IRA #761-153402; National Financial Services, Custodian FBO Helena M. Newby IRA #04J-316474; First Interstate Bank of CA, Custodian FBO Anna Mae H. Newell IRA#FIP906653; V. Wilson, T. Rickman, & J. Bell, Trustees FBO Nez Perce Tribe Employees Retirement Fund; First Trust Corp., Trustee FBO Josephine F. Oddo IRA #556545-0001; Key Bank of Idaho, Trustee FBO Jean W. Odmark MPPP Keogh Acct. #00-6288; Marjorie C. Oglesby; Resources Trust Co., Trustee FBO George H. Oram IV IRA #1518529445; F. Edward Osborne; First Trust Corp., TTEE FBO Warren W. Osborne IRA #368228-0001; Gerald D. and Faye D. Owings; Resources Trust Company, Trustee FBO R. Dean Palmer IRA #R008267568; Frances A. Parody; Robert K. Pedersen; Frederick C. & Martha B. Peithman JTWROS; Martha A. and Jon P. Penwell; Reliance Trust Co., Custodian FBO Sarah Beth Pereira IRA#160204517; First National Bank of Onaga, Trustee FBO Jon F. Peterson IRA #41206100; Resources Trust Co., Trustee FBO Dale L. Peterson IRA#1531-54-3103; Resources Trust Company, Trustee FBO Donna J. Peterson IRA #1-538-38-6803; Resources Trust Co., Trustee FBO Diane D. Peugh IRA#1539-38-4923; Resources Trust Company, Trustee FBO William F. Pfeiffer IRA #1327421207; First Trust Corporation, Trustee FBO Donald R. Phelps IRA #164107-0001; David C. and Renee E. Pickett; Resources Trust Company, TR UAFBO Robert N. Podesta IRA #1551360217; Coe J. Parker, Trustee FBO Boise Podiatry Clinic PSP; Resources Trust Company, Trustee FBO Jack W. Porter IRA #1-541-70-5337; Sterling Trust Co., Trustee FBO E. James Powers IRA #9177; Sterling Trust Co., Trustee FBO Julianne Powers IRA #9178; Resources Trust Company, Trustee FBO Amanda Prescott IRA #1240110564; Isola Enterprises, John C. Prioli, Owner, William and Betty Proesch JTWROS; Sterling Trust Company, Trustee FBO Kyle Quaranto IRA #4482; DLJSC, Trustee FBO Walter L. Racette IRA 4BW-907813-1; Roger O. and Judy K. Randolph; First National Bank of Onaga, Trustee FBO Arvid Rasanen IRA #41201886; Rauscher Pierce Refsnes, Cust. FBO Carolyn Reinke IRA #37CA6932-5967; Ralph & Carolyn Reinke JTWROS; Rauscher Pierce Refsnes, Custodian FBO Ralph Reinke IRA #37CA6932-6310; Capitol Consulting Profit Sharing Plan FBO Donald J. Reisner P.S.P.; Jewel Reynolds; Profit Sharing Plan, Richard L. Miller, Trustee; Irene Rienzi; First Trust Corp., Trustee FBO Margaret P. Roberts IRA #383899-0001; Patricia A. Robertson; First National Bank of Onaga, Custodian FBO Vernice Robinson IRA#41208311; Leavbank, Trustee FBO Ronald L. Rowles IRA; Carmelo C. Ruiz, M.D., TTEE, Profit Sharing Plan; First Trust Corp., Trustee FBO Arnfinn Rusten IRA#156814-0001; David L. Rygmyr; Resources Trust Company, Trustee FBO Donald Saus IRA#1269409874; Leavbank, Trustee FBO Eugene L. Sawyer, Sr. IRA; Leavbank, Trustee FBO Gail L. Sawyer IRA; Resources Trust Co., Trustee FBO Dr. Richard L. Schneider IRA; Security Pacific National Bank, Custodian FBO Randy Schnieders IRA#72360902; Beverly Jo Henry and Cynthia Lynn Schofield; Dorothy J. Schreiner; Rauscher, Pierce, Refsnes, Inc. FBO Dave Schwalbe IRA#7387-2237; Rauscher, Pierce, Refsnes, Inc. FBO Janet A. Schwalbe IRA#7387-2594; David J. and Janice M. Schwan; Resources Trust Co., Trustee FBO Patrick J. Secrest IRA #1-538-38-4086; Joseph Sepos; Derrick S. and Peggy C. Shadel; Leavbank, Trustee FBO Donna J. Sheppard IRA; Phyllis J. Sherck; Sharon Sherwood, Custodian for Jeffrey C. Sherwood; Sharon Sherwood, Custodian for Lisa Marie Sherwood; Resources Trust Co., Trustee FBO Arthur D. Shick IRA #176241024; Retirement Accounts, Inc., Custodian FBO Richard S. Simpson IRA #90739; Sterling Trust Company, Trustee FBO Homer C. Sims IRA/SEP #14957; Mary E. Singer; Sterling Trust Co., Trustee FBO Rodney W. Small IRA #13367; Craig A. Smith; First National Bank of Onaga, Custodian FBO Steven B. Solomon IRA #41000395; First National Bank of Onaga, Custodian FBO John C. Solomon IRA #41001769; John W. Speckman; Duane L. St.Clair and Darrell J. Ludders, Trustees FBO St.Clair Professional Assoc. P.S.P.#67646071; Duane L. and Evelyn H. St.Clair; Evelyn H. St.Clair; Cecile M. Stafford-Watts; First National Bank of Onaga, Trustee FBO Theresa Stagnitta IRA #41201601; William J. Stecker; Resources Trust Company, Trustee FBO Storm J. Stevenson IRA #1573740876; Jeff E. & Julie Ann Streeter; Mel & Lynette K. Streeter JTWROS; John L. and Janice M. Sullivan; John H. and Martha L. Tassier; First National Bank of Onaga, Custodian FBO Jeanette Thompson IRA#41001367; Resources Trust Co., Trustee FBO Monica L. Thoms IRA#1358-50-7066; W. M. and Alice M. Tipton; Alexander H. Tischler, Trustee, Alexander H. Tischler MD Inc. PSP; Retirement Accounts, Inc., Custodian FBO Kathleen J. Toepppe IRA#83069; Conner B. and Ann Maria Tolbert, CO-TTEES FBO Tolbert Revocable Living Trust; Wayne T. Trimmer Living Trust; Retirement Accounts, Inc., Custodian FBO Eleanor C. Truett IRA #90598; Resources Trust Co., Trustee FBO Peggy Sue Tucker IRA #1561-52-1898; James Edward Turconi; Daniel J. and Susanne M. Ulrich; Security Pacific National Bank, Custodian FBO Anthony A. Vacca IRA #72367588; Kimberly J. VanTassel; Resources Trust Company TR UAFBO Marvin S. Voltin IRA #1471568454; First Trust Corp., Trustee FBO Donna L. Von Oy IRA#556157-0001; Security Pacific National Bank, Custodian FBO Betty I. Wagner IRA #72367526; Retirement Accounts, Inc. Custodian FBO Shirley M. Wagner IRA #89969; Resources Trust Company, TRUSTEE FBO James P. Wagner IRA #1203281884; Curtis G. & Beverly J. Wahl JTWROS; Resources Trust Co., Trustee FBO Charles V. Waid IRA#1546-42-4958; Linda B. Washington; Resources Trust Company, Trustee FBO Mike Weick IRA #1471S04157; Resources Trust Company, Trustee FBO Richard V. West IRA #1274329267; Security Pacific, Custodian FBO Joan M. Whitaker IRA #72365532; Arlene L. White; First Trust Corp, Trustee FBO Jane A. Widmer IRA #567140-0001; Kenneth D. and Patti L. Williams; Delaware Charter Guarantee & Trust Co., TTEE FBO Dennis

THIRD AMENDMENT TO AGREEMENT AND CERTIFICATE

R. Wills Acct. #90623964; Resources Trust Co., Trustee FBO Teresa Lasher Winslow IRA #R112424967; Resources Trust Company, Trustee FBO Randall E. Woesner IRA #I561-88-1391; Transcorp Pension Services, Inc. FBO John B. Wood Jr. IRA #IRC-7438-0R; First Trust Corp., Trustee FBO J. David Woolsey IRA #275800-0001; First Trust Corp., Trustee FBO Christie Lee Woolsey IRA #275802-0001; Resources Trust Company, Trustee FBO Linda Yohner IRA #I568629477; and Kristin H. Young.

DBSI Housing Inc.
(General Partner)

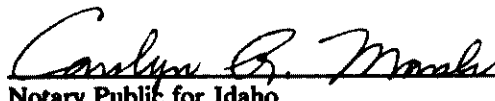


By: Douglas L. Swenson, President

STATE OF IDAHO)
) ss.
COUNTY OF ADA)

On this 21 day of Feb., 1991, before me, the undersigned, a Notary Public in and for said State, personally and individually appeared DOUGLAS L. SWENSON, known to me to be the President of DBSI Housing Inc., and that he, as such officer, being authorized so to do, executed the foregoing instrument as a General Partner of DBSI PACIFIC INCOME & GROWTH FUND - II A Real Estate 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.



Notary Public for Idaho

Residence: Boise, Idaho

My Commission expires Feb. 1, 1994

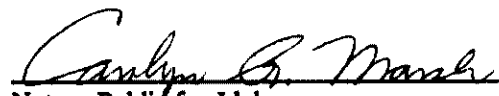
THIRD AMENDMENT TO AGREEMENT AND CERTIFICATE

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STATE OF IDAHO)
) ss.
COUNTY OF ADA)

On this 21 day of Feb, 1991, before me, the undersigned, a Notary Public in and for said State, personally and individually appeared DOUGLAS L. SWENSON, known to me to be the President of DBSI Housing Inc., and that he, as such officer, being authorized so to do, executed the foregoing instrument as a General Partner of DBSI PACIFIC INCOME & GROWTH FUND - II A Real Estate Limited Partnership by power of attorney for the Limited Partners.

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