

AMENDMENT TO AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP**OF****Nov 10 2 22 PM '88****SECRETARY OF STATE****DBSI/TRI EQUITY INCOME FUND
A Real Estate Limited Partnership**

The undersigned General Partner for itself and as attorney-in-fact for the Limited Partners herein described, desiring to amend the Agreement and Certificate of Limited Partnership of DBSI/TRI EQUITY INCOME FUND A Real Estate Limited Partnership filed with the Idaho Secretary of State as No. L01195 on January 6, 1987 and Amended and Restated Agreement and Certificate of Limited Partnership No. L01195-a and Amended and Restated Agreement and Certificate of Limited Partnership No. L01195-b (collectively the "Agreement and Certificate") to acknowledge and recognize the addition of limited partners, hereby certifies as follows:

1. The additional limited partners listed below 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 during July:

<u>Name</u>	<u>Address</u>	<u>Units</u>
Karen R. Kinzer	S.W. 1340 Wedleigh Pullman, WA 99163	15 units
Reliance Trust Co., Trustee for Von L. Hansen	P. O. Box 48449 Atlanta, GA 30362	5 units
Wedbush Securities Inc., Custodian for Samuel B. Liberatore	P. O. Box 71548 Los Angeles, CA 90071	6 units
Reliance Trust Co., Trustee for Diane Wicks	P. O. Box 48449 Atlanta, GA 30362	1 unit
Gary Lynn & Annette Bills	24 Reed Street Payette, ID 83661	150 units
Reliance Trust Co., Trustee for Ronald A. Wicks	P. O. Box 48449 Atlanta, GA 30362	1 unit
Stein Distributing Co., Inc. Employee Retirement Plan	P. O. Box 9367 Boise, ID 83707	50 units
Equitec Securities Co., Custodian for Oris R. Fossum	P. O. Box 14364 Oakland, CA 94614	10 units
Frank A. & Valera J. Lake	20573 Highway 126 Noti, OR 97461	10 units

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2. The following limited partners were admitted during August 1988:

<u>Name</u>	<u>Address</u>	<u>Units</u>
First Trust Corp., Trustee FBO Norma M. Tolln	444 Sherman Street Denver, CO 80203	5 units
Independent Trust Corp., Trustee for Frank B. Chauner	1301 W. 22nd Street, #702 Oak Brook, IL 60521	5 units
California Federal Savings & Loan Assn., Trustee for Lorraine M. Russell	P. O. Box 60498 TA Los Angeles, CA 90060	6 units
George R. Reynolds	5402 E. McKellips Rd., Mesa, AZ 85205	20 units
Jewell Reynolds	5402 E. McKellips Rd. Mesa, AZ 85205	40 units

3. The following limited partners were admitted during September 1988:

<u>Name</u>	<u>Address</u>	<u>Units</u>
Marquette Bank Minneapolis, Larkin, Hoffman, Daley & Lindgren Ltd. Second Restated Profit Sharing Plan & Trust, FBO Robert Hennessey	P. O. Box 520 Minneapolis, MN 55480	20 units
Equitec Securities Co., Custodian for Joan Rosenberg	P. O. Box 14364 Oakland, CA 94614	2.5 units
Larry L. Essig	566 Gardendale Road Encinitas, CA 92024	10 units
Independent Trust Corp., Trustee for Thomas A. Gust	1301 W. 22nd Street, #702 Oak Brook, IL 60521	10 units
Reliance Trust Co., Trustee for Arian E. Bergesen	P. O. Box 48449 Atlanta, GA 30362	5.52421 units

4. The following limited partners were admitted during October 1988:

<u>Name</u>	<u>Address</u>	<u>Units</u>
Reliance Trust Co., Trustee for Janice G. Bergesen	P. O. Box 48449 Atlanta, GA 30362	7.08736 units
Reliance Trust Co., Trustee for Larry L. Creek	P. O. Box 48449 Atlanta, GA 30362	5 units
Michael K. Magill & Sherilyn E. Santaw	2655 Egret Ct. Tallahassee, FL 32308	5 units

First Trust Corp., Trustee
FBO Lawrence L. Piepkorn

444 Sherman St.
Denver, CO 80203

10 units

Reliance Trust Co., Trustee
FBO Richard E. Johnson

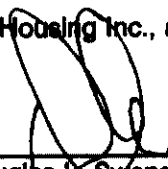
P. O. Box 48449
Atlanta, GA 30362

5 units

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 10th day of Nov., 1988.

GENERAL PARTNER:

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/TRI EQUITY INCOME FUND 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: Gerald V. Whalen, Trustee, American Mold & Engineering Co. Profit Sharing Plan; Idaho First National Bank, Trustee, Family Medical Clinic Profit Sharing Plan FBO Gerald C. Bauman (#9707509); Marilyn A. Bauman; Leonard and Gladys M. Bennett; Reliance Trust Company, Trustee for Arian E. Bergesen IRA (#160149698); Reliance Trust Company, Trustee for Janice G. Bergesen IRA (#160149698); Equitec Securities Co., Custodian for Julian Bertogliat IRA (25189); Equitec Securities Co., Custodian for Sharon Bertogliat IRA (25188); Dr. and Mrs. Gary Lynn Bills; Key Bank of Idaho, Trustee FBO Walter K. Birkenhagen, Jr., M.D. IRA #64-098000-9; Equitec Securities Co., Custodian for Arvid L. Brekke IRA (#22668); Equitec Securities Co., Custodian for Nancy E. Brekke IRA (#22667); Equitec Securities Co., Custodian for Gregory J. Brewer IRA (#13499); Equitec Securities Co., Custodian for Bonnie S. Capriglione IRA (#25399); Delaware Charter Limited Partnership IRA FBO Ralph Capriglione (CAM/11376217); Robert N. and Janell P. Carr; Independent Trust Corp., Trustee for Frank B. Chauner IRA (#1604769); Reliance Trust Co., Trustee for Gary F. Christensen IRA (#160144762); Reliance Trust Co., Trustee for Nancy A. Christensen IRA (#160144754); Reliance Trust Co., Trustee for Ronald L. Clark IRA (#160142220); Clemons, Cosho & Humphrey, P.A. Employee Profit Sharing Plan; Snake River Sports Medicine, P.A. Pension Trust FBO Paul C. Collins, M.D.; Lloyd O. & Phyllis A. Cox; Reliance Trust Co., Trustee FBO Larry L. Creek IRA #160144267; Caldwell Internal Medicine Money Purchase Pension Plan, Douglas W. Dammrose, Trustee; Western Recycling & Waste Paper Co., Inc. Retirement Account, David Dean, Trustee; Key Bank of Idaho, Trustee, Family Medical Clinic Profit Sharing Plan FBO Thomas E. Dillon (#9707504); Ellen H. Dillon; Equitec Securities Co., Custodian for Thomas L. Docken IRA (#23178); Key Bank of Idaho, Trustee for Merrill & Merrill Chartered Profit Sharing Plan FBO Stephen S. Dunn (#61-002381-4); A. Dale Dunn; Jack L. and Helen M. Dunsmoor; Hugh Eugene Eddy; Key Bank of Idaho, Trustee FBO Mark A. Ellison IRA #64-098700-4; Key Bank of Idaho, Trustee FBO Nancie B. Ellison IRA #64-098800-2; Roy J. Ellsworth, M.D., P.A. Profit Sharing Plan; Larry J. Essig; Wedbush Securities, Inc., Custodian for Rick D. Enos IRA (060-400173-1-280); Delaware Charter Guarantee & Trust Co., Trustee FBO Sharon L. Everson IRA (LP/0489616); Reliance Trust Company, Trustee for Glen W. Fairbourn IRA (#160145033); Richard C. Fields; Equitec Securities Co., Custodian for Orils R. Fossum IRA #25833; Reliance Trust Company, Trustee for Murray Brent Gardner IRA (#160136099); Mr. Ken Pursley, Givens, McDevitt, Pursley, Webb & Buser Profit Sharing Plan; Key Bank of Idaho, Trustee FBO Iva Patricia Goettel IRA #64-098400-1; Arthur M. and Lucille B. Greenlee; Reliance Trust Co., Trustee FBO Erlend Grief IRA (#160144861); Independent Trust Corporation, Trustee for Thomas A. Gust IRA (#1606152); Key Bank of Idaho, Trustee FBO Debra J. (Gutenberg) Burt IRA #64-099300-2; Reliance Trust Co., Trustee for Von L. Hansen IRA #160144036; Key

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Bank of Idaho, Trustee FBO Charles E. Hassard IRA #64-099900-9; Key Bank of Idaho, Trustee FBO Brenda I. Hassard IRA #64-100000-5; Peter S. and Vicki A. Helming; Marquette Bank Minneapolis, Custodian for Larkin, Hoffman, Daley & Lindgren Ltd. Second Restated Profit Sharing Plan & Trust FBO Robert Hennessey; Idaho First National Bank, Trustee for Family Medical Clinic Profit Sharing Plan FBO Douglas M. Hill (970 7 503); Donald D. and Eisle B. Hogan; Robert E. and Barbara Hufstader; Robert S. & Grace B. Jeffery; Reliance Trust Co., Trustee, Richard E. Johnson IRA #160150860; William A. Jones Profit Sharing Plan #89-0407980-200; George B. Keller, Trustee, Keller P.A. & Employee Profit Sharing Plan; Marilyn A. Kerlins; Karen R. Kinzer; Equitec Securities Co., Custodian, Mary Knutson IRA (#23676); Equitec Securities Co., Custodian, John Knutson IRA (#23678); Frank A. and Valera J. Lake; Key Bank of Idaho, Trustee FBO Jana S. Lantz IRA #64-098300-3; Wedbush Securities, Inc., Custodian for Samuel B. Liberatore IRA (#060-392472-1-210); Reliance Trust Co., Trustee for Gayle B. Lord IRA (#160144846); Michael K. Magill, M.D. and Sherilyn E. Santaw; Key Bank of Idaho, Trustee FBO Carolyn R. Marsh IRA #64-099400-0; Joseph D. McCollum, Jr.; Reliance Trust Co., Trustee for Shirley Miller IRA (#160144853); Stanley W. Moss, M.D.; William K. Mueller, M.D.; Edward J. and Jeanne M. Mulick; Myron D. and Anna Mae Newell #049-0004394; Equitec Securities Co., Custodian Frederick Nord IRA (#14394); Delaware Charter Guarantee & Trust Co. FBO Patrick J. Nuxoll IRA (#0442571); First Trust Corporation, Trustee FBO Robert L. Olson IRA (#293532-0001); Patricia J. Osborne; F. Edward and Jeanne P. Osborne; Key Bank of Idaho, Trustee FBO Kathleen S. Palfreyman IRA #64-098600-8; Key Bank of Idaho, Trustee FBO David L. Palfreyman IRA #64-98500-8; Reliance Trust Co., Trustee for Tony Pappenfus IRA (#160144838); Viola Parberry; Larry C. Parberry; Margaret Benson Parker; Randall M. Patten, M.D.; Robert K. Pedersen; First Trust Corp., Trustee FBO Lawrence L. Plepkorn IRA #359358-0001; Judy Ann Polindexter/J. Ann Privrasky; W. B. Quisenberry; W. O. and Evelyn M. Randolph; Nampa Radiologist Retirement Trust, Donald A. Rau Account; George R. Reynolds; Jewel Reynolds; First Security Bank, Trustee Moffatt, Thomas, Barrett & Blanton Profit Sharing Trust FBO Ronald B. Rock (50-570-003181-5); Equitec Securities Company, Custodian for Joan Rosenberg IRA (#23297); California Federal S&L Assn., Trustee for Lorraine M. Russell IRA (#490276029); Reliance Trust Co., Trustee for Joseph M. Sanchez IRA (#160144820); Reliance Trust Company, Trustee FBO Avery L. Selfert, M.D. IRA (#160-141-396); Izzy Shilberg; Key Bank of Idaho, Trustee FBO Fredric V. Shoemaker IRA #64-099100-8; Key Bank of Idaho, Trustee FBO Virginia A. Siegwein IRA #64-099500-7; Reliance Trust Company, Trustee for Kay M. Sielaff IRA (#160144960); Reliance Trust Company, Trustee for Martin M. Sielaff IRA (#160144952); Charles E. Smith, M.D., P.A. Defined Benefit Pension Plan; Thomas M. and Carol F. Smith; Gary Blakelee, Trustee, Stein Distributing Company, Inc. Employee Retirement Plan; Carl F. Storment; Charles B. Strauss, Jr.; Idaho First National Bank, Trustee, Family Medical Clinic Profit Sharing Plan FBO Samuel M. Summers, M.D. (#9708824); First Trust Corp., Trustee FBO David L. Swan IRA (#261695-0001); Key Bank of Idaho, Trustee FBO E. Suzann Swenson IRA #64-099000-8; Key Bank of Idaho, Trustee FBO Douglas L. Swenson IRA #64-098900-0; Reliance Trust Co., Trustee for Sheryl L. Tomlinson IRA (#160144879); Key Bank of Idaho Trust Dept., Trustee FBO James R. Tomlinson Keogh Plan (#64-077700-9); First Trust Corp., Trustee FBO Norma M. Tolin IRA No. 345007-0001; Carl R. Thornfeldt, M.D., Trustee, Treasure Valley Dermatology Clinic, P.C., Profit Sharing Plan & Trust; D. Elaine Wegner; Wedbush Securities Inc., Custodian for William E. West IRA (060-399442-1-328); Reliance Trust Co., Trustee for Diane Wicks IRA #160144630; Reliance Trust Co., Trustee for Ronald A. Wicks IRA #160144622; Reliance Trust Company, Trustee for Peter J. Williams IRA (#160144317); Wedbush Securities, Inc., Custodian for Peggy L. Williams IRA (#060-410764-1-280); Wedbush Securities, Inc., Custodian for Larry E. Williams IRA (#060-410758-1-280); Key Bank of Idaho, Trustee FBO Carol G. Williams IRA #64-099800-1; Key Bank of Idaho, Trustee FBO E. Renn. Yorgason IRA #64-099700-3; Key Bank of Idaho, Trustee FBO Ann B. Yorgason IRA #64-099600-5; Reliance Trust Company, Trustee for Steven D. Young IRA (#160137899).

DBSI Housing Inc.
(General Partner)


By: Douglas L. Swenson, President

STATE OF IDAHO)
County of Ada) ss.

On this 10th day of Nov. 1988, 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/TRI EQUITY INCOME FUND 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.

Carolyn R. Monah
Notary Public for Idaho
Residence: Boise, Idaho
My Commission expires Feb. 1, 1994

STATE OF IDAHO)
County of Ada) ss.

On this 10th day of Nov. 1988, 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/TRI EQUITY INCOME FUND 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.

Carolyn R. Monah
Notary Public for Idaho
Residence: Boise, Idaho
My Commission expires Feb. 1, 1994