

AMENDMENT TO AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP
OF

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 and Amendment #L01195-c (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 or purchased additional units during November 1988:

<u>Name</u>	<u>Address</u>	<u>Units</u>
First Trust Corp., Trustee FBO David L. Swan	444 Sherman Street Denver, CO 80203	1 additional unit
Margaret I. Bender	1425 W. 28th Street, Apt. 314 Minneapolis, MN 55408	5 units
Equitec Securities Co., Custodian for Lynn D. Freed	P. O. Box 14364 Oakland, CA 94614	5 units
Carl J. Christianson and Theresa Y. Barila	Rt. #2, Box 236 Walla Walla, WA 99362	5 units
Wedbush Morgan Securities, Inc., Custodian for William E. West	P. O. Box 71584 Los Angeles, CA 90071	2 additional units

3. The following limited partners were admitted or purchased additional units during December 1988:

Michael K. & Jacqueline J. Feldman	3725 N.E. 143rd Street Portland, OR 97230	10 units
Bruce E. Speldel	12120 S.W. Foothill Drive Portland, OR 97225	10 units
Jon R. & Rene S. Bose	16921 Kiyona Circle Eagle River, AK 99577	5 units
Daniel R. & Catherine A. Walker	1519 Linden Lewiston, ID 83501	5 units

Wedbush Morgan Securities, Inc., Custodian for Mathew J. Ritzdorf	P. O. Box 71584 Los Angeles, CA 90071-0584	6 units
Frank A. & Valera J. Lake	20573 Highway 126 Noti, OR 97461	5 additional units
Wedbush Morgan Securities, Inc., Custodian for Carl F. Storment	P. O. Box 71584 Los Angeles, CA 90071-0584	5 units
Reliance Trust Co., Custodian for Karen O. Hill	P. O. Box 48449 Atlanta, GA 30362-1449	6 units
Wedbush Morgan Securities, Inc., Custodian FBO Eugene R. Ellis	P. O. Box 71584 Los Angeles, CA 90071-0584	3 units
Glenn W. & Veda E. Norris	24626 Highway 36 Cheshire, OR 97419	20 units
First Trust Corp., Trustee for Eli Rapalch Profit Sharing Plan	444 Sherman Street Denver, CO 80203	8 units
Wendy G. Alke	469 Devon Road Morgantown, WV 26505	15 units
First Trust Corp., Trustee for D. Allen Shrader Profit Sharing Plan	444 Sherman Street Denver, CO 80203	6 units

4. The following limited partners were admitted or purchased additional units during January 1989:

Mellon Bank of Delaware, Trustee FBO Mary A. Brocklebank	P. O. Box 8853 Wilmington, DE 19899	4 units
Wedbush Morgan Securities, Inc., Custodian FBO Charles M. Froslund	P. O. Box 71584 Los Angeles, CA 90017	1 unit
Charles G. & Dorothy L. Ekstrom	563 Brookside Drive Eugene, OR 97405	10 units
Reliance Trust Co., Trustee FBO Stephen D. Long	P. O. Box 48449 Atlanta, GA 30362	5 units
First Trust Corp., Trustee FBO Norma Jean Miles Profit Sharing Plan	444 Sherman Street Denver, CO 80203	1 unit
Donald L. & Barbara S. Wallace	6418 Ustick Road Boise, ID 83704	8 units
Reliance Trust Co., Trustee FBO Robin R. Wallis	P. O. Box 48449 Atlanta, GA 30362-1449	6.03169 units
Gustin Aviation, Inc. Ronald I. Gustin	Lewiston Airport P. O. Box 519 Lewiston, ID 83501	25 units

Gloria M. Lazzari	4507 N. Frace St. Tacoma, WA 98407	10 units
First Trust Corp., Trustee FBO Gary A. De Winter	444 Sherman Street Denver, CO 80203	3 units
First Trust Corp., Trustee for D. Allen Shrader Profit Sharing Plan	444 Sherman Street Denver, CO 80203	16 additional units
Equitec Securities Co., Custodian FBO Cheryl Petersen	P. O. Box 14364 Oakland, CA 94614-2364	3.06382 units
Reliance Trust Co., Trustee FBO Patrick D. Schow	P. O. Box 48449 Atlanta, GA 30362-1449	13.58088 units
Larry J. & Jean M. Schroeder	3128 4th Street D Lewiston, ID 83501	5 units
Dale P. & M. June Carlson	P. O. Box 1046 Leaburg, OR 97489	5 units
Kim J. & Linda C. Trout	Bollinger Plaza, Suite 300 Lewiston, ID 83501	5 units
Delaware Charter Guarantee & Trust Co. FBO Patrick J. Nuxoll	P. O. Box 8963 Wilmington, DE 19899	10 additional units
Key Bank of Idaho, Trustee FBO Jana Lantz	P. O. Box 1788 Pocatello, ID 83201	1 additional unit
Wedbush Morgan Securities, Inc., Custodian FBO Reuel N. Prinzing	P. O. Box 71584 Los Angeles, CA 90071-0584	5 units
Steve A. & Kathryn Claassen	4445 Silcott Road Clarkston, WA 99403	5 units
Thurston, Lamm & Company, P.A. Profit Sharing Plan, Kelly K. O'Neal, Trustee	960 Broadway, Suite 240 Boise, Idaho 83706	5 units

5. The following limited partners were admitted or purchased additional units during during February 1989:

Chandler, Dillion & Allyn Chartered Profit Sharing and Thrift Savings Plan Allan Bosch, Trustee	325 W. Idaho Street Boise, Idaho 83702-6040	2 units
Resources Trust Co., Trustee FBO John W. Ellis	8051 E. Maplewood, Suite 200 Englewood, CO 80111	5 units
Kent & Kathryn K. Kinyon	2011 Ripon Avenue Lewiston, ID 83501	8 units

Hazel R. Laughlin	1305 South Division Walla Walla, WA 99362	7 units
Equitec Securities Co., Custodian FBO Daniel P. Sydow	7677 Oakport Street Oakland, CA 94614	10 units
Kurt A. Donaldson	1300 Heritage Place Morgantown, WV 26505	5 units
Equitec Securities Co., Custodian for Arvid L. Brekke	P. O. Box 14364 Oakland, CA 94614-2364	20 additional units
Equitec Securities Co., Custodian FBO Larry E. De La Rosby	7677 Oakport Street Oakland, CA 94614	7 units
Gerald E. Helmgartner	1719 11th Street Lewiston, ID 83501	5 units
Donald A. Traxler	1400 Edgumbe Road St. Paul, MN 55116	50 units
William H. Abbott, Trustee for The Abbott Living Trust	c/o Woodside Asset Management, Inc. 3000 Sand Hill Road Menlo Park, CA 94025	25 units
Paul A. & Iris L. Brest Trust	c/o Woodside Asset Management, Inc. 3000 Sand Hill Road Menlo Park, CA 94025	25 units
David E. & Judith H. Creek Trust	c/o Woodside Asset Management, Inc. 3000 Sand Hill Road Menlo Park, CA 94025	30 units
James S. Everett	c/o Woodside Asset Management, Inc. 3000 Sand Hill Road Menlo Park, CA 94025	50 units
Samuel A. Havens, Trustee FBO Samuel A. Havens Revocable Trust	c/o Woodside Asset Management, Inc. 3000 Sand Hill Road Menlo Park, CA 94025	25 units
Pauline L. Lord Trust	c/o Woodside Asset Management, Inc. 3000 Sand Hill Road Menlo Park, CA 94025	25 units
Marjorie Wang McLaren Trust	c/o Woodside Asset Management, Inc. 3000 Sand Hill Road Menlo Park, CA 94025	100 units
Nora P. Nassutti	c/o Woodside Asset Management, Inc. 3000 Sand Hill Road Menlo Park, CA 94025	50 units

Frederick B. Rentschler II	c/o Woodside Asset Management, Inc. 3000 Sand Hill Road Menlo Park, CA 94025	40 units
Norma H. Smith	3042 Riverside Drive Clarkston, WA 99403	21 units
Paul A. & Katherine K. Strasburg	c/o Woodside Asset Management, Inc. 3000 Sand Hill Road Menlo Park, CA 94025	33 units
Edward W. & Rebecca E. Correll	Route 4, Box 110 Asotin, WA 99402	5 units
Equitec Securities Co., Custodian for Thomas L. Docken	7677 Oakport Street, P.O. Box 14364 Oakland, CA 94614	2.7 additional units
Resources Trust Company, Trustee FBO Diane E. Goss	8051 E. Maplewood, Suite 200 Englewood, CO 80111	2 units
Resources Trust Company, Trustee FBO Margaret Joan Marostica	8051 E. Maplewood, Suite 200 Englewood, CO 80111	2 units
First Trust Corporation, Trustee FBO Robert L. Olson	444 Sherman Street Denver, CO 80203	6 additional units
Two Harbors Machine Shop, Inc. Employee Profit Sharing Plan Attn: Gary Hastings	611 2nd Avenue Two Harbors, MN 55616	50 units
John A. Jr. & Janet B. Elway	c/o Woodside Asset Management, Inc. 3000 Sand Hill Road Menlo Park, CA 94025	50 units
First Trust Corp., Trustee FBO Ray A. Zielinski	444 Sherman Street Denver, CO 80203	18 units
Cameron D. & Marilyn K. Hinman	1606 25th Avenue Lewiston, ID 83501	10 units
Dean M. Browning	7 Wellesley Place Edina, MN 55436	10 units
Frank A. & Valera J. Lake	20573 Highway 126 Noti, OR 97461	2 additional units
Wedbush Morgan Securities, Inc., Custodian FBO James H. McLaughlin	P.O. Box 30014 Terminal Annex Los Angeles, CAS 90030-0014	1 unit
Wedbush Morgan Securities, Inc. Custodian for Mathew J. Ritzdorf	P.O. Box 71584 Los Angeles, CA 90071-0584	2 additional units
First Trust Corp., Trustee FBO Steven C. Nash	444 Sherman Street Denver, CO 80203	5 units

Douglas M. Rogers

10309 Duck Lane
Nampa, IC 83886

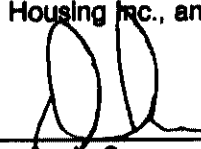
15 units

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 7th day of March, 1989.

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: William H. Abbott, Trustee for The Abbott Living Trust; Wendy G. Alke; Gerald V. Whalen, Trustee American Mold & Engineering Co. Profit Sharing Plan and Trust; Marilyn A. Bauman; Idaho First National Bank, Trustee Family Medical Clinic Profit Sharing Plan FBO Gerald C. Bauman (#9707509); Margaret I. Bender; Leonard and Gladys M. Bennett; Reliance Trust Company, Trustee for Janice G. Bergesen IRA (#160149688); Reliance Trust Company, Trustee for Arlan E. Bergesen IRA (#160149696); Equitec Securities Co., Custodian for Sharon Bertoglat IRA (25188); Equitec Securities Co., Custodian for Julian Bertoglat IRA (25189); Gary Lynn and Annette Bills; Key Bank of Idaho, Trustee FBO Walter K. Birkenhagen, Jr., M.D. IRA #64-098000-9; Jon R. and Rene S. Bose; Equitec Securities Co., Custodian for Arvid L. Brekke IRA (#22668); Equitec Securities Co., Custodian for Nancy E. Brekke IRA (#22667); Paul A. and Iris L. Brest Trust; Equitec Securities Co., Custodian for Gregory J. Brewer IRA (#13499); Mellon Bank of Delaware, Trustee FBO Mary A. Brocklebank IRA #060-345083-1-328; Dean M. Browning; Key Bank of Idaho, Trustee FBO Debra J. (Gutenberger) Burt IRA #64-099300-2; Delaware Charter Limited Partnership IRA FBO Ralph M. Capriglione (CAM/11376217); Equitec Securities Co., Custodian for Bonnie S. Capriglione IRA (#25399); John H. and Sondra A. Carder; Dale P. and M. June Carlson; Robert N. and Janell M. Carr; Allan Bosch, Trustee Chandler, Dillon & Allyn Chartered Profit Sharing and Thrift Savings Plan; Independent Trust Corp., Trustee for Frank B. Chauner IRA (#1604769); Reliance Trust Co., Trustee for Nancy A. Christensen IRA (#160144754); Reliance Trust Co., Trustee for Gary F. Christensen IRA (#160144762); Carl J. Christianson and Theresa Y. Barila; Reliance Trust Co., Trustee for Ronald L. Clark IRA (#160142220); Steve A. and Kathryn Claassen; Attn: Sheryl Brewer Clemons, Cosho & Humphrey, P.A. Employee Profit Sharing Plan; Snake River Sports Medicine, P.A. Pension Trust FBO Paul C. Collins, M.D. #41305314; Edward W. and Rebecca E. Correll; Lloyd O. and Phyllis A. Cox; David E. and Judith H. Creek Trust; 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; Equitec Securities Co., Custodian FBO Larry E. De La Rosby IRA #26212; First Trust Corporation, Trustee FBO Gary A. De Winter IRA #358274-0001; Ellen H. Dillon; Idaho First National Bank Family Medical Clinic Profit Sharing Plan FBO Thomas E. Dillon (#9707504); Equitec Securities Co., Custodian for Thomas L. Docken IRA (#23178); John Q. Doe; Kurt A. Donaldson; 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; Charles G. and Dorothy L. Ekstrom; Wedbush Morgan Securities, Inc. Custodian FBO Eugene Ellis IRA #060-402737-1-328; Resources Trust Co., Trustee FBO John W. Ellis IRA #1500-34-4657; 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; John A. Elway Jr. and Janet B. Elway; Wedbush Morgan Securities, Inc., Custodian for Rick D. Enos IRA (060-400173-1-280); Larry J. Essig; James S. Everett; Delaware Charter Guarantee & Trust Co., Trustee FBO Sharon L. Everson IRA (LP/0489616); Reliance Trust Company, Trustee for Glen W. Fairbourn IRA (#160145033); Michael K. and Jacqueline J. Feldman; Richard C. Fields; Equitec Securities Co., Custodian for Oris R. Fossum IRA #25833; Equitec Securities Co., Custodian for Lynn D. Freed IRA #26080; Mr. Ronald A. Barker Leavbank, Trustee FBO Mary A. Frisbee IRA; Wedbush Morgan Securities, Inc. Custodian FBO Charles M. Froslund IRA #060-415111-1-327; 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; Resources Trust Company, Trustee FBO Diane E. Goss IRA #1-539-44-4775; Arthur M. and Lucille B. Greenlee; Reliance Trust Co., Trustee FBO Erland Grief IRA (#160144861); Independent Trust Corporation, Trustee for Thomas A. Gust IRA (#1606152); Ronald I. Gustin Gustin Aviation Inc.; Reliance Trust Co., Trustee for Von L. Hansen IRA #160144036; Key Bank of Idaho, Trustee FBO Brenda I. Hassard IRA #64-100000-5; Key Bank of Idaho, Trustee FBO Charles E. Hassard IRA #64-099900-9; Samuel A. Havens, Trustee FBO Samuel A. Havens Revocable Trust; Gerald E. Helmgartner; 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; Reliance Trust Co., Custodian for Karen O. Hill IRA #160154019; Idaho First National Bank, Trustee for Family Medical Clinic Profit Sharing Plan FBO Douglas M. Hill (9707503); Cameron D. and Marilyn K. Hinman; Donald

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D. and Elsie B. Hogan; Robert E. and Barbara Hufstader; Robert S. and Grace B. Jeffery; Reliance Trust Co., Trustee Richard E. Johnson IRA #160150660; William A. Jones Profit Sharing Plan #89-0407980-200; George B. Keller, Trustee Keller P.A. & Employee Profit Sharing Plan; Marilyn A. Kerins; Karen R. Kinzer; Kent and Kathryn K. Kinyon; Equitec Securities Co., Custodian John Knutson IRA (#23678); Equitec Securities Co., Custodian Mary Knutson IRA (#23676); Frank A. and Valera J. Lake; Key Bank of Idaho, Trustee FBO Jana S. Lantz IRA #64-098300-3; Hazel R. Laughlin; Gloria M. Lazzari; Wedbush Morgan Securities, Inc., Custodian for Samuel B. Liberatore IRA (#060-392472-1-210); Reliance Trust Co., Trustee FBO Stephen D. Long IRA #160151627; Reliance Trust Co., Trustee for Gayle B. Lord IRA (#160144846); Pauline L. Lord Trust; Michael K. Magill, M.D. and Sherilyn E. Santaw; Resources Trust Company, Trustee FBO Margaret Joan Marosaitca IRA #1-543-52-2452; Key Bank of Idaho, Trustee FBO Carolyn R. Marsh IRA #64-099400-0; Joseph D. McCollum, Jr.; Marjorie Wang McLaren Trust; Wedbush Morgan Securities, Inc., Custodian FBO James H. McLaughlin IRA #060-394068-1-328; First Trust Corp., Trustee FBO Norma Jean Miles Profit Sharing Plan #513785-0003; 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; First Trust Corp., Trustee FBO Steven C. Nash IRA #365501-0001; Nora P. Nassutti; Myron D. and Anna Mae H. Newell #049-0004394; Equitec Securities Co., Custodian Frederick Nord IRA (#14394); Glenn W. and Veda E. Norris; Delaware Charter Guarantee & Trust Co. FBO Patrick J. Muxoll IRA (#0442571); First Trust Corporation, Trustee FBO Robert L. Olson IRA (#293532-0001); F. Edward and Jeanne P. Osborne; Patricia J. Osborne; Key Bank of Idaho, Trustee FBO David L. Palfreyman IRA #64-098500-8; Key Bank of Idaho, Trustee FBO Kathleen S. Palfreyman IRA #64-098600-6; 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; Equitec Securities Co., Custodian FBO Cheryl Petersen IRA #22869; First Trust Corp., Trustee FBO Lawrence L. Piepkorn IRA #359358-0001; Wedbush Morgan Securities, Inc. Custodian FBO Reuel M. Prinzing IRA #060-408166-1-328; Judy Ann Poindexter J. Ann Privrasky; W. B. Quisenberry; W. O. and Evelyn M. Randolph; First Trust Corp., Trustee for Eli Rapach Profit Sharing Plan #513785-0001; Nampa Radiologist Retirement Trust Donald A. Rau Account; Frederick B. Rentschler II; Jewel Reynolds; George R. Reynolds; Wedbush Morgan Securities, Inc. Custodian for Mathew J. Ritzdorf IRA #060-392545-1-328; First Security Bank, Trustee Moffatt, Thomas, Barrett & Blanton Profit Sharing Trust FBO Ronald B. Rock (50-570-003181-5); Douglas M. Rogers; Equitec Securities Company, Custodian for Joan Rosenberg IRA (#23297); California Federal S&L Assn., Trustee for Lorraine N. Russell IRA (#490276029); Reliance Trust Co., Trustee for Joseph M. Sanchez IRA (#160144820); Reliance Trust Co., Trustee FBO Patrick D. Schow, M.D. IRA #160152104; Larry J. and Jean M. Schroeder; Reliance Trust Company, Trustee FBO Avery L. Seifert, M.D. IRA (#160-141-396); Izzy Shifberg; Key Bank of Idaho, Trustee FBO Fredric V. Shoemaker IRA #64-099100-6; First Trust Corp., Trustee for D. Allen Shrader Profit Sharing Plan #249657-0002; Key Bank of Idaho, Trustee FBO Virginia A. Siegewin 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.; Norma H. Smith; Thomas M. and Carol F. Smith; Bruce E. Speidel; Gary Blakeslee; Trustee Stein Distributing Company, Inc. Employee Retirement Plan; Carl F. Stormont; Wedbush Morgan Securities, Inc., Custodian for Carl F. Stormont IRA #060-414638-1-328; Paul A. and Katherine K. Strasburg; 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 Douglas L. Swenson IRA #64-098900-0; Key Bank of Idaho, Trustee FBO E. Suzann Swenson IRA #64-099000-8; Equitec Securities Co., Custodian FBO Daniel P. Sydow IRA #26208; Kelly K. O'Neal, Trustee Thurston, Lamm & Company, P.A. Profit Sharing Plan; First Trust Corp., Trustee FBO Norma M. Tolin IRA No. 345007-0001; Key Bank of Idaho Trust Dept., Trustee FBO James R. Tomlinson Keogh Plan (#64-077700-9); Reliance Trust Co., Trustee for Sheryl L. Tomlinson IRA (#160144879); Donald A. Traxler; Carl R. Thornfeldt, M.D., Trustee Treasure Valley Dermatology Clinic, P.C. Profit Sharing Plan & Trust; Kim J. and Linda C. Trout; Attn: Gary Hastings Two Harbors Machine Shop, Inc. Employee Profit Sharing Plan; Daniel R. and Catherine A. Walker; Donald L. and Barbara S. Wallace; Reliance Trust Co., Trustee FBO Robin R. Wallis IRA #160152096; D. Elaine Wegner; Wedbush Morgan Securities, Inc., Custodian for William E. West IRA (060-399442-1-328); Reliance Trust Co., Trustee for Ronald A. Wicks IRA #160144622; Reliance Trust Co., Trustee for Diane Wicks IRA #160144630; Wedbush Morgan Securities, Inc., Custodian for Peggy L. Williams IRA (#060-410764-1-280); Key Bank of Idaho, Trustee FBO Carol G. Williams IRA #64-099800-1; Reliance Trust Company, Trustee for Peter J. Williams IRA (#160144317); Wedbush Morgan Securities, Inc., Custodian for Larry E. Williams IRA (#060-410756-1-280); Key Bank of Idaho, Trustee FBO Ann B. Yorgason IRA #64-099600-5; Key Bank of Idaho, Trustee FBO E. Renn. Yorgason IRA #64-099700-3; Reliance Trust Company, Trustee for Steven D. Young IRA (#160137899); First Trust Corp., Trustee FBO Ray A. Zielinski IRA #338376-0001;

DBSI Housing Inc.
(General Partner)



By: Douglas L. Swenson, President

AMENDMENT TO AGREEMENT AND CERTIFICATE

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STATE OF IDAHO)
) ss.
County of Ada)

On this 7th day of March 1989, 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.

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

STATE OF IDAHO)
) ss.
County of Ada)

On this 7th day of March 1989, 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.

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