

FIFTH AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP

OF

DBSI/TRI XXI LIMITED PARTNERSHIP

SEC. OF STATE
JUN 19 AM 8 38

STATE OF IDAHO)
) ss.
County of Ada)

The undersigned General Partner for themselves and as attorney-in-fact for the Limited Partners, desiring to amend the Certificate of Limited Partnership filed with the Secretary of State of the State of Idaho on May 4, 1987, as filing No. L01256 and all amendments thereto (collectively the "Certificate") to acknowledge the change of ownership of one limited partnership unit, pursuant to the laws of the State of Idaho, hereby sign and swear to the following:

1. The ownership of one limited partnership unit has been transferred from the Donald C. Kieffer Living Trust, Donald C. Kieffer, Trustee, to the Ruth H. Kieffer Q-Tip Trust, Donald C. Kieffer, Trustee.
2. The Donald C. Kieffer Living Trust has withdrawn as a limited partner.
3. The Ruth H. Kieffer Q-Tip Trust has been admitted as a Limited Partner.
4. The name and place of residence or business 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>Place of Residence or Business</u>	<u>Contribution</u>
Ruth H. Kieffer Q-Tip Trust Donald C. Kieffer, Trustee	W4743 Hwy. 32 Elkhart Lake, WI 53020	\$50,000

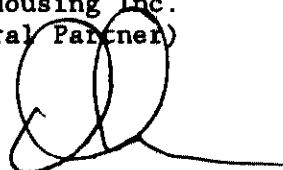
Dated, executed and sworn to this 18 day of June, 1991.

DBSI Housing Inc.
General Partner)


By: Douglas L. Swenson, President

Pursuant to the special power of attorney granted to the General Partner in Article XI of the Articles of Limited Partnership of DBSI/TRI XXI Limited Partnership, the General Partner DBSI Housing Inc., hereby executes this Certificate for and in behalf of the Limited Partners, including the withdrawing Limited Partner as follows: Julian J. & Sharon L. Bertogliat, Lawrence L. & Carol R. Bjorlin, Jon R. & Rene S. Bose, William S. Bourquard, M.D., Michael A. Erickson, Dr. William & Nancy A. Goodman, Thomas Kent Guelzow, Charles M. Haagenson, Roger Haagenson, Robert H. & Beverly J. Hanson, James A. & Lorene A. Harder, Robert E., Jr. & Linda C. Ingalls, Robert E. Ingalls, Jr., Orville Dick Jensen, Jon R. Kattenhorn, James L. & Erika C. Kelly, John B. Kinkead, Arthur W. Kootz, Frank J. & Edna Kozuch, Bobby A. & Kit E. Kunze, Richard L. Lucas, Exchange Bank of Schmidt & Koester TTEE Leo McAlister, Howard C. & Rosetta E. McIntosh, William C., Jr. & Jean M. McVaugh, Raymond V. Maisuk, Florence L. Marten, Sherry I. Nelson, Guardian FBO Telina Lois Nelson, Joseph P. & Marie C. Nunes, Harry A. & Betty Nusbaum, Cheryl M. Petersen, Dale & Harvey Pulkrabek Partnership, Robert E. Ruddy, Richard A. & Beverly A. Sawilchik, James B. Terry, Donald A. Traxler, Gordon F. & Dorothy L. Willson, V. Gerald & Ann D. Woeste, Margaret Benson Parker Trust, Trust B of the WOER Trust, Roger O. Randolph and Sharon Rae Fereday, Trustees, Donald C. Kieffer Living Trust, Donald C. Kieffer, Trustee and Ruth H. Kieffer Q-Tip Trust, Donald C. Kieffer, Trustee.

DBSI Housing Inc.
(General Partner)



By: Douglas L. Swenson, President

STATE OF IDAHO)
) ss
County of Ada)

On this 18 day of June, 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/TRI XXI 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.

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

STATE OF IDAHO)
) ss.
County of Ada)

On this 18 day of June, 1991, before me, a Notary public in and for said State, personally 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 for and in behalf of all the limited partners by special power of attorney as a General Partner of DBSI/TRI XXI 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.

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