

FIRST AMENDMENT TO THE
SECOND AMENDED AND RESTATED CERTIFICATE
AND AGREEMENT OF LIMITED PARTNERSHIP OF
COLVILLE PARK ASSOCIATES LIMITED PARTNERSHIP

Oct 31 9 23 AM '85
SECRETARY OF STATE

This FIRST AMENDMENT TO THE SECOND AMENDED AND RESTATED CERTIFICATE AND AGREEMENT OF COLVILLE PARK ASSOCIATES LIMITED PARTNERSHIP is made and entered into as of the 28th day of October, 1985 by and among BLAIR REILEY, LOUIS BUCHSIEB, DAVID CORDES and BAYVIEW PARK ASSOCIATES LIMITED PARTNERSHIP, an Oregon limited partnership.

W I T N E S S E T H :

WHEREAS, the parties hereto executed and entered the Second Amended and Restated Certificate and Agreement of Limited Partnership of Colville Park Associates Limited Partnership (the "Partnership Agreement") on October 28, 1985;

WHEREAS, Article I Section 1.6 of the Partnership Agreement provides that if Bayview Park Associates Limited Partnership ("Additional Limited Partner") shall have raised \$294,996 in the private placement sale of its limited partnership interests ("Units") or waived such requirement by November 30, 1985, the parties thereto appoint Robert M. Arcand, a general partner of the Additional Limited Partner, with full power of substitution as their true and lawful attorney-in-fact, in their name, place and stead, with full power to act to make, execute, sign, acknowledge, swear to, verify, deliver, file, record and publish this amendment to the Partnership Agreement indicating the Additional Limited Partner raised the aforementioned \$294,996, or waived the requirement, and stating the effective date of the Additional Limited Partner's admission as the "Additional Limited Partner" as defined in the Partnership Agreement;

WHEREAS, the Additional Limited Partner has [raised the aforementioned \$294,996 by the private placement sale of its Units] [waived the requirement to raise the aforementioned \$294,996 by the private placement sale of its Units];

NOW, THEREFORE, in consideration of the premises set forth and for other good and valuable consideration, the Partnership Agreement is hereby amended as follows and continued as a limited partnership pursuant to the Uniform Limited Partnership Act of the State of Idaho:

1. Admission of the Additional Limited Partner.
Pursuant to Article I Section 1.6, effective October 28, 1985,
the Additional Limited Partner is deemed admitted and the
Initial Limited Partners withdrawn. Henceforth, all
allocations and distributions shall be made in accordance with
the provisions of the Partnership Agreement.

2. Continuation. The Partnership Agreement, as amended
hereby, shall be and continues in full force and effect.

IN WITNESS WHEREOF, each of the parties hereto declare
under penalty of perjury that each has examined this First
Amendment to the Partnership Agreement and to the best of their
knowledge and belief, this First Amendment to the Partnership
Agreement is true, correct and complete.

GENERAL PARTNERS and WITHDRAWING
INITIAL LIMITED PARTNERS:

Blair Reiley
Louis Buchsieb
David Cordes

LIMITED PARTNER AND ADDITIONAL
LIMITED PARTNER:

BAYVIEW PARK ASSOCIATES LIMITED
PARTNERSHIP

By


Robert M. Arcand

under power of attorney-in-fact for
the above listed General Partners,
Withdrawing Initial Limited
Partners, Limited Partner and
Additional Limited Partner.

STATE OF OREGON)
) ss.
County of Multnomah)

The foregoing instrument was acknowledged before me, the
undersigned Notary Public for the State of Oregon, this 28th
day of October, 1985, by R.M. ARCAND, attorney-in-fact, on
behalf of the General Partners, Withdrawing Initial Limited
Partners and Additional Limited Partner of Bayview Gardens
Associates A Limited Partnership.

Susan G. Carter Arcand
NOTARY PUBLIC for Oregon

My Commission Expires: 4/27/88