

SIXTH AMENDMENT TO AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP

OF

DBSI/TRI EQUITY INCOME FUND
A Real Estate Limited Partnership

DEC 20 3 58 PM '89

SECRETARY OF STATE

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 all Amendments thereto (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 the month of March, 1989:

<u>Name</u>	<u>Address</u>	<u>Units</u>
Andrew B. and Reba Jo Stevenson	14001 S. E. 50th Street Bellevue, WA 98006	6 units

3. The following limited partners were admitted or purchased additional units during the month of July, 1989:

<u>Name</u>	<u>Address</u>	<u>Units</u>
Tracy B. Brown	9448 S.W. Taylor Portland, OR 97225	10 units
Reliance Trust Co., Custodian for Ronald L. Clark IRA (#160142220)	P.O. Box 48449 Atlanta, GA 30362	.96426 additional unit
Frank J. Florian	2409 Columbus Street Boise, ID 83705	5 units
Key Bank of Idaho, Trustee FBO John D. Foster IRA #64-106100-7	P. O. Box 1788 Pocatello, ID 83204	5 units
Thomas E. and Shauna B. Garfield	2326 North 2350 East Layton, UT 84404	2.40013 units
Mary Anne Huxford	304 Edmonds Street Edmonds, WA 98020	15 units
Key Bank of Idaho, Trustee FBO John B. Iverson IRA 64-105700-5	P. O. Box 1788 Pocatello, ID 83201	5 units
Blaine Eugene Kozak Keogh	4522 S. W. Greenhills Way Portland, OR 97221	5 units

Resources Trust Co., Trustee FBO Daniel J. Kralik IRA #1380-40-8728	8051 E. Maplewood, Suite 200 Englewood, CO 80111	5 units
Alfred A. and Verna M. Kuhn	3332 N. E. 132nd Avenue Portland, OR 97230	5 units
Brent McGrath, Trustee Mico Inc. Profit Sharing Plan	1911 Lee Blvd. N. Mankato, MN 56001	75 units
Boise Podiatry Clinic Profit Sharing Plan FBO Marshall D. Ogden MNY05688LPA	429 N. Pennsylvania Street Indianapolis, IN 46204-1897	10 units
Boise Podiatry Clinic Profit Sharing Plan FBO Coe J. Parker, Trustee MNY05688	429 N. Pennsylvania Street Indianapolis, IN 46204-1897	5 units
E. James and Julianne Powers	6604 76th Street W. Tacoma, WA 98467	5 units
Presnell, Gage & Co. Defined Benefit Plan & Trust	1216 Idaho Street Lewiston, ID 83501	50 units
C B & T of Monongalia County, Custodian FBO V. K. Raju Keogh	P. O. Box 1220 Morgantown, WV 26505	5 units
Wedbush Morgan Securities, Inc. Custodian for Mathew J. Ritzdorf IRA #080-392545-1-328	P.O. Box 71584 Los Angeles, CA 90071-0584	2 additional units
Al Schissell, Trustee Shadow Plastics Inc. Pension and Profit Sharing Plan	16 E. Messenger Rice Lake, WI 54868	20 units
First National Bank of Onaga, Custodian FBO John C. Solomon, II IRA #41000394	301 Leonard St. Onaga, KS 66521	2 units
First National Bank of Onaga, Custodian FBO Steven B. Solomon IRA #41000395	301 Leonard St. Onaga, KS 66521	2 units
Reliance Trust Co., Custodian FBO Orville L. Tarter IRA #160168837	P. O. Box 48449 Atlanta, GA 30362-1449	9.38991 units
Linda C. Trout	P. O. Box 896 Lewiston, ID 83501	5 units
Resources Trust Co., Trustee FBO Marshall G. Weiss IRA #1540-48-7103	8051 E. Maplewood, Suite 200 Englewood, CO 80111	3 units

4. The following limited partners were admitted or purchased additional units during the month of August, 1989:

<u>Name</u>	<u>Address</u>	<u>Units</u>
First Trust Corp., Trustee FBO Joanne L. Anderson IRA #262751-0001	444 Sherman Street Denver, CO 80217	3 units
Leavbank, Trustee FBO Katherine W. Anderson IRA	P. O. Box 330 Leavenworth, KS 66048	6 units
Resources Trust Co., Custodian FBO Marilyn R. Anderson IRA #1526-60-6477	8051 E. Maplewood, Suite 200 Englewood, CO 80111	2 units
Quenton Dee & Donnie D. Balls	2806 Kathryn Street Boise, ID 83705	10 units
Orpha V. Bardwell	1125 Eleventh Avenue Lewiston, ID 83501	20 units
Reliance Trust Company, Custodian FBO Roy M. Barrett IRA #160174116	P.O. Box 48449 Atlanta, GA 30362-1449	16.26211 units
Key Bank of Idaho, Trustee FBO Burdett L. Bernhardt IRA #64-106600-6	P. O. Box 1788 Pocatello, ID 83201	13.85321 units
Key Bank of Idaho, Trustee FBO Cheryl M. Bernhardt IRA #64-106700-4	P. O. Box 1788 Pocatello, ID 83201	6.29243 units
Michael E. Bliemann Profit Sharing Plan	5900 N. Lombard Portland, OR 97203	15 units
John Edward Bishop	6141 Sterling Drive Boise, Idaho 83703	10 units
Lee R. Bondurant	6600 Randolph Drive Boise, ID 83709	10 units
Key Bank of Idaho, Trustee FBO Richard A. Butler IRA #64-106400-1	P. O. Box 1788 Pocatello, ID 83204	15 units
Sharon L. Cannon	1901 Constitution Drive Fairmont, WV 26554	28 units
Delaware Charter Limited Partnership IRA FBO Ralph M. Capriglione (CAM/11376217)	P.O. Box 8963 Wilmington, DE 19899	.950 additional units
Resources Trust Co., Custodian FBO David C. Castimore IRA #1144-34-0009	8051 E. Maplewood, Suite 200 Englewood, CO 80111	2 units
Resources Trust Co., Custodian FBO Robert A. Catton IRA #1534-36-1819	8051 E. Maplewood, Suite 200 Englewood, CO 80111	2 units

Gregory M. Chrones	2350 Trillium Street Eugene, OR 97401	10 units
First National Bank of Onaga, Custodian FBO Thomas S. Clark IRA #41002097	301 Leonard Street Onaga, KS 66521	14 units
Snake River Sports Medicine, P.A. Pension Trust FBO Paul C. Collins, M.D. #41305314	206 E. Elm Caldwell, ID 83605	10 additional units
Resources Trust Co., Custodian FBO Curtis J. Connolly IRA #1516-42-1636	P. O. Box 5900 Denver, CO 80217	6 units
Edward H. and Edward W. Correll	Route 4, Box 110 Asotin, WA 99402	10 units
Tina L. Cotton	Route 1, Box 338 Point Pleasant, WV 25550	5 units
Lloyd O. Cox	2081 White Pine Lane Boise, ID 83706	5 units
Michaela L. Tilgner and Steven V. DeCock	9112 Delmar Prairie Village, KS 66207	5 units
Richard F. and Wiltrud E. Dittmar	6359 Perrin Way Carmichael, CA 95608	6 units
Alan C. and Ruth R. Donaldson	1300 Heritage Place Morgantown, WV 26505	5 units
First National Bank of Onaga, Custodian FBO Ruth R. Donaldson IRA #41000382	301 Leonard Onaga, KS 66521	3 units
Susie M. Douglas-Matlock	420 S. W. Miken Lane West Linn, OR 97068	25 units
Resources Trust Co., Custodian FBO George G. Goss IRA #1534-48-6665	8051 E. Maplewood, Suite 200 Englewood, CO 80111	3 units
Wayne H. and Donna R. Hall	304 Nolan Brown Place Cheney, WA 99004	5 units
Garry and Marjane Hammond	544 Crestline Circle Dr. Lewiston, ID 83501	5 units
Reliance Trust Co., Trustee for Von L. Hansen IRA #160144036	P.O. Box 48449 Atlanta, GA 30362	5 additional units
Gary W. and Beth E. Ham	1111 Shearer Street The Dalles, OR 97058	5 units
First National Bank of Onaga, Custodian FBO Denise M. Harper IRA #41002227	301 Leonard Street Onaga, KS 66521	2 units

Cameron D. and Marilyn K. Hinman	1606 25th Avenue Lewiston, ID 83501	10 additional units
Ada G. Howell	1215 Evergreen Ct. #300C Clarkston, WA 99403	10 units
Resource Trust Co., Custodian FBO Gary J. M. Hu IRA #R578-56-1574	8051 E. Maplewood, Suite 200 Englewood, CO 80111	5 units
Glenn and Ann Jefferson	811 86th Avenue Lewiston, ID 83501	5 units
Wilbur H. and Theona N. Jessen	4045 Ferry Street Eugene, OR 97405	5 units
Dan E. and Shirley A. Karr	601 Maple Overbrook, KS 66524	5 units
George B. Keller, Trustee Keller P.A. & Employee Profit Sharing Plan	615 2nd Street South Nampa, ID 83651	10 additional units
Robert E. and Nancy J. Keller	3333 Meadowlark Drive Lewiston, ID 83501	5 units
James L. and Erika C. Kelly	3630 36th Avenue N.E. Rochester, MN 55904	10 units
Leavbank, Trustee FBO Richard E. Kelter IRA	P. O. Box 330 Leavenworth, KS 66048	5 units
Karl F. and Beatrice E. Kimmel	1237 Bryant Cottage Grove, OR 97424	100 units
Kent and Kathryn K. Kinyon	2011 Ripon Avenue Lewiston, ID 83501	5 additional units
First Security Bank, Trustee FBO G. Robert Klomp, M.D. Profit Sharing Plan #004628	P. O. Box 7069 Boise, ID 83730	10 units
First Trust Corp., Trustee FBO Christina Kowrach IRA #327510-0001	444 Sherman Street Denver, CO 80217	5 units
Reliance Trust Co., Trustee FBO Stephen D. Long IRA #160151627	P. O. Box 48449 Atlanta, GA 30362	2 additional units
Dale R. Peterson, Trustee Marion Construction Co. Profit Sharing Plan & Trust	1620 Oxford Street S.E. P. O. Box 12218 Salem, OR 97309	50 units
Resources Trust Co., Custodian FBO Beverly L. Merryman IRA #R539-58-7288	8051 E. Maplewood, Suite 200 Englewood, CO 80111	5 units
Betty Lou Montell	East 202 South Sixth Street Grangeville, ID 83530	5 units

Key Bank of Idaho, Trustee FBO Robert B. Montgomery IRA #84-108500-8	P. O. Box 1788 Pocatello, ID 83204	12.31575 units
Leavbank, Trustee FBO Vernon R. Ochs Keogh	P.O. Box 330 Leavenworth, KS 66048	10 units
Thomas W. and Judy H. Okita	S. W. 905 Crestview Pullman, WA 99163	6 units
First Trust Corporation, Trustee FBO Robert L. Olson IRA (#283532-0001)	444 Sherman Street Denver, CO 80217	8 additional units
Charles J. and Barbara L. Quann	NW 1220 State #30 Pullman, WA 99163	5 units
Elaine A. Quinn	17028 S. E. Rhone Portland, OR 97236	5 units
Donald G. Rau	3410 Ginger Lane Nampa, ID 83686	6.5 units
Communkty National Bank, Custodian FBO John W. Reinke IRA #830534	P. O. Box 210 Seneca, KS 66538	20 units
Michael W. and N. Liane Retherford	4600 N. Wyandotte Kansas City, MO 64116-1518	8 units
Jon D. Sandberg, M.D., Inc. P.S. Pension Plan	1930 N. 13th Street Shelton, WA 98584	20 units
Matthew E. and Shelly L. Schultze	15513 W. 127th Terrace Olathe, KS 66062	5 units
Marvin G. Slind	S. E. 1240 Earthtone Court Pullman, WA 99163	5 units
Norma H. Smith	3042 Riverside Drive Clarkston, WA 99403	5 additional units
Mildred W. Soltow	16480 S. W. King Charles King City, OR 97224	6 units
Judith A. Space	140 - 112th Street Orofino, ID 83544	5 units
Melvin R. and Lynnette K. Streeter	421 Park Drive Lewiston, ID 83501	5 additional units
West One Bank, Trustee Family Medical Clinic Profit Sharing Plan FBO Samuel M. Summers, M.D. (#19708824)	P.O. Box 7928 Boise, ID 83707	3 additional units
D. A. Davidson & Co., Inc., Custodian FBO David L. Swan IRA #027-801976	P.O. Box 5015 Great Falls, MT 59401	4.32 additional units

California Federal Bank, Custodian
FBO Frances A. Tabbert IRA
#490326915

P. O. Box 80498 TA
Los Angeles, CA 90060

10 units

Merrill Lynch, Pierce, Fenner & Smith,
Inc. Custodian FBO Mark C. Thomas
SEP #413-84590

999 Main Street, Box U
Boise, ID 83702

5 units

Paul J. Hintze Family Trust
K. Eugene Thurston, Trustee

960 Broadway Avenue, Suite 240
Boise, ID 83706

20 units

WINVESCO Ltd., John J. Walsh,
General Partner

200 S. 333rd, Suite 250
Federal Way, WA 98003

10 units

Gerald W. and Janet Sue Walters

2076 West Pueblo Ave.
Napa, CA 94558

8 units

Rick Wasem

1611 Wilson Court
Clarkston, WA 99403

5 units

Francis C. Weeks

c/o Alaska Railroad Corp.
421 W. First Street, P.O. Box 103689
Anchorage, AK 99501

10 units

Marshall G. and Nancy L. Wales

3339 North Defiance
Tacoma, WA 98407

7 units

E. Whitney Westgate

12305 Charlotte
Kansas City, MO 64146

5 units

Resources Trust Co., Trustee
FBO Elaine P. Whittle IRA
#R530-28-3611

8051 E. Maplewood, Suite 200
Englewood, CO 80111

5 units

Robert T. and Sharon M. Woody

69940 Sanderson Road
Summerville, OR 97876

50 units

First Trust Corp., Trustee
FBO Ray A. Zielinski IRA
#338376-0001

444 Sherman Street
Denver, CO 80217

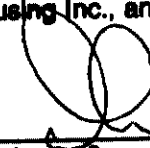
7.5 additional
units

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 18 day of
December, 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; David E. and Elaine L. Albrightson; Wendy G. Alke; Wendy G. Alke, Custodian FBO Devon B. Alke; Caldwell Radiological Associates, P.A. Profit Sharing Plan and Trust FBO George R. Allen; Caldwell Radiological Associates, P.A. Pension Plan FBO George R. Allen; Gerald V. Whalen, Trustee American Mold & Engineering Co. Profit Sharing Plan and Trust; First Trust Corp., Trustee FBO Joanne L. Anderson IRA #262751-0001; Leavbank, Trustee FBO Katherine W. Anderson IRA; First Trust Corp., Trustee FBO Lee R. Anderson IRA #126154-0001; Resources Trust Co., Custodian FBO Marilyn R. Anderson IRA #1526-80-8477; Quenton Dee & Donnie D. Bells; Orpha V. Bardwell; Reliance Trust Company, Custodian FBO Roy M. Barrett IRA #160174118; Reliance Trust Company, Custodian FBO Wilma J. Barry IRA #160160081; Marilyn A. Bauman; West One Bank, Trustee Family Medical Clinic Profit Sharing Plan FBO Gerald C. Bauman (#19707509); James L. Asbury, Trustee Bell Products, Inc. Profit Sharing Plan; Wilma R. Bender; Margaret I. Bender; Leonard and Gladys M. Bennett; Reliance Trust Company, Trustee for Arlen E. Bergesen IRA (#160149698); Reliance Trust Company, Trustee for Janice G. Bergesen IRA (#160149688); Key Bank of Idaho, Trustee FBO Burdett L. Bernhardt IRA #64-106900-6; Key Bank of Idaho, Trustee FBO Cheryl M. Bernhardt IRA #64-106700-4; Resources Trust Co., Trustee FBO Julian Bertogilat IRA #1475-52-8693; Resources Trust Co., Trustee FBO Sharon Bertogilat IRA #1471-58-8252; Michael E. Biermann Profit Sharing Plan; Gary Lynn and Annette Bills; Key Bank of Idaho, Trustee FBO Walter K. Birkenhagen, Jr., M.D. IRA #64-098000-9; John Edward Bishop; Reliance Trust Co., Custodian FBO Lynn R. Blaisdell IRA #160167458; Leo A. and Frances H. Bodde; Unified Management Corp., Custodian FBO Daniel R. Boespflug IRA #1386109905031; Unified Management Corp., Custodian FBO Kathleen O. Boespflug IRA #1386109905023; Lee R. Bondurant; Jon R. and Rene S. Bose; First National Bank of Onaga, Custodian FBO Forest J. Bowman IRA #41000586; Resources Trust Co., Trustee FBO Daren J. Bragot IRA #1539-88-7437; Resources Trust Co., Trustee FBO Arvid L. Brekke IRA #1469-48-8817; Resources Trust Co., Trustee FBO Nancy E. Brekke IRA #1476-50-2864; Paul A. and Iris L. Brest Trust; Resources Trust Co., Trustee FBO Gregory J. Brewer IRA #1504-62-2086; Mellon Bank of Delaware, Trustee FBO Mary A. Brookbank IRA #060-345063-1-328; Tracy B. Brown; Mary V. Brown, Willard E. (Gene) Brown and Harold W. Brown; Dean M. Browning; Richard K. and E. Cecelia Bruggen; Key Bank of Idaho, Trustee FBO Debra J. (Gutenberger) Burt IRA #64-099300-2; Key Bank of Idaho, Trustee FBO Richard A. Butler IRA #64-106400-1; Leavbank, Trustee FBO Thomas D. Canaday IRA; Sharon L. Cannon; Resources Trust Co., Trustee FBO Bonnie S. Capriglione IRA #1468-62-7163; Delaware Charter Limited Partnership IRA FBO Ralph M. Capriglione (CAM/11376217); John H. and Sandra A. Carder; Dale P. and M. June Carlson; Resources Trust Co., Trustee FBO John H. Carlson IRA #1470-60-8322; First Trust Corp., Trustee FBO Elbert A. Carpenter IRA #337328-0001; Robert N. Carr; Robert N. and Janell P. Carr; Resources Trust Co., Custodian FBO David C. Castmore IRA #1144-34-0006; Resources Trust Co., Custodian FBO Robert A. Catton IRA #1534-36-1819; Allan Boeh, Trustee Chandler, Dillon & Allyn Chartered Profit Sharing and Thrift Savings Plan; Arlen L. Chaney; Independent Trust Corp., Trustee for Frank B. Chauner IRA (#1604769); Reliance Trust Co., Trustee for Gary F. Christensen IRA (#160144782); Reliance Trust Co., Trustee for Nancy A. Christensen IRA (#160144754); Carl J. Christianson and Theresa Y. Barila; Timothy M. Chrones; Gregory M. Chrones; Steve A. and Kathryn Claassen; Reliance Trust Co., Custodian for Ronald L. Clark IRA (#160142220); First National Bank of Onaga, Custodian FBO Thomas S. Clark IRA #41002067; Attn: Sheryl Brewer Clemons, Cocho & Humphrey, P.A. Employee Profit Sharing Plan; Ronald R. Cochran; Snake River Sports Medicine, P.A. Pension Trust FBO Paul C. Collins, M.D. #41305314; Resources Trust Co., Custodian FBO Curtis J. Connolly IRA #1516-42-1636; Bernard M. and Margaret G. Cooper; First Trust Corp., Trustee FBO La Dean Copeland IRA #368403-0001; First Trust Corp., Trustee FBO Robert L. Copeland IRA #368404-0001; Edward H. and Edward W. Correll; Edward W. and Rebecca E. Correll; Resources Trust Co., Trustee FBO Dennis M. Cory IRA #1517-46-5709; Tina L. Cotton; Lloyd O. and Phyllis A. Cox; Lloyd O. Cox; David E. and Judith H. Creek Trust; Piper Jaffray & Hopwood, Inc., Custodian FBO Larry L. Creek IRA #890-217655; Caldwell Internal Medicine Money Purchase Pension Plan Douglas W. Dammrose, Trustee; Roy V. Daniels; Resources Trust Co., Trustee FBO Larry E. De La Roey IRA #1471-48-1972; Western Recycling & Waste Paper Co., Inc. Retirement Account David Dean, Trustee; Michaela L. Tilgner and Steven V. DeCook; Stewart R. and Helen J. DeFord; Robbin Isaacson DeWeese; First Trust Corporation, Trustee FBO Gary A. DeWinter IRA #358274-0001; Resources Trust Co., Trustee FBO Gregory L. Dickey IRA #1638-58-6724; Ellen H. Dillon; West One Bank Family Medical Clinic Profit Sharing Plan FBO Thomas E. Dillon (#19707504); Richard F. and Wiltrud E. Dittmar; Resources Trust Co., Trustee FBO Thomas L. Docken IRA #1474-52-7368; John Q. Doe; Alan C. and Ruth R. Donaldson; Kurt A. Donaldson; First National Bank of Onaga, Custodian FBO Kurt A. Donaldson IRA #41001741; First National Bank of Onaga, Custodian FBO Ruth R. Donaldson IRA #41000382; Susie M. Douglas-Matlock; A. Dale Dunn; Key Bank of Idaho, Trustee for Merrill & Merrill Chartered Profit Sharing Plan FBO Stephen S. Dunn (#61-002381-4); 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 Nanole B. Ellison IRA #64-098800-2; Roy J. Ellsworth, M.D., IRA #16011831 West One Bank; John A. Elway Jr. and Janet B. Elway; C. S. English MDPA Profit Sharing Plan; C. S. English MDPA Money Purchase Pension Plan; C. S. English, M.D.; Wedbush Morgan Securities, Inc., Custodian for Rick D. Enos IRA (060-400173-1-280); Michael A. Erickson; Larry J. Esalg; 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; Frank J. Florian; Wedbush Morgan Securities, Inc., Custodian FBO Betsy Bodine Ford IRA #060-417566-1-328; Wedbush Morgan Securities, Inc., Custodian FBO Michael Edward Ford IRA #060-417564-1-328; Resources Trust Co., Trustee FBO Oris R. Fossum IRA #1477-48-2974; Key Bank of Idaho, Trustee FBO John D. Foster IRA #64-106100-7; Resources Trust Co., Trustee FBO Lynn D. Freed IRA #1480-46-8686; James H. Freer; Mr. Ronald A. Barker Leavbank, Trustee FBO Mary A. Friebee IRA; Wedbush Morgan Securities, Inc. Custodian FBO Charles M. Froeland IRA #060-415111-1-327; Reliance Trust Company, Trustee for Murray Brent Gardner IRA (#160138069); Thomas E. and Shauna B. Garfield; Garoutte Family Limited Partnership Helen A. Garoutte, General Partner; Mr. Ken Puralley Givens, McDevitt, Puralley, Webb & Buser Profit Sharing Plan; Key Bank of Idaho, Trustee FBO Ma Patricia Goettel IRA #64-098400-1; Resources Trust Company, Trustee FBO Diane E. Goes IRA #1-639-44-4775; Resources Trust Co., Custodian FBO George G. Goes IRA #1534-48-6665; Arthur M. and Lucille B. Greenlee; Reliance Trust Co., Trustee FBO Erlend Grief IRA (#160144861); Jonathan E. and Linda J. Guinn; Independent Trust Corporation, Trustee for Thomas A. Gust IRA (#1606152); Ronald I. Gustin Aviation Inc.; Wayne H. and Donna R. Hall; Reliance Trust Company, Custodian FBO Stephen J. Hall IRA #160160420; Garry and Marjane Hammond; Reliance Trust Co., Trustee for Von L. Hansen IRA #160144036; Gary W. and Beth E. Ham; First National Bank of Onaga, Custodian FBO Denise M. Harper IRA #41002227; Amanda M. Harries; Key Bank of Idaho, Trustee FBO Brenda I. Hassard IRA #64-100000-6; Key Bank of Idaho, Trustee FBO Charles E. Hassard IRA #64-099900-9; Gerald D. and Irene A. Haupt; 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 Hennessy; First Trust Corp., Trustee FBO James S. Hicks IRA #371576-0001; Reliance Trust Co., Custodian for Karen O. Hill IRA #160154018; West One Bank, Trustee for Family Medical Clinic Profit Sharing Plan FBO Douglas M. Hill (19707503); Joseph R. Hilton; Cameron D. and Marilyn K. Hinman; Resources Trust Co., Trustee FBO Mildred M. Hinz IRA #1538-44-3321; Donald D. and Elaine B. Hogan; Jacquelyn I. Holm; First National Bank of Onaga FBO James V. Horne, IRA #41001437; Ada G. Howell; Resources Trust Co., Custodian FBO Gary J. M. Hu IRA #R576-58-1574; Robert E. and Barbara Hufstad; Mary Anne Hudford; Key Bank of Idaho, Trustee FBO John B. Iverson IRA 84-105700-5; Glenn and Ann Jefferson; Robert S. and Grace B. Jeffery; Wilbur H. and Theona N. Jeezen; Wedbush Morgan Securities, Inc., Custodian FBO Carol L. John IRA #060-392336-1-328; Kim O. and Sharyn O. Johnson; Resources Trust Co., Trustee FBO Leroy F. Johnson IRA #1535-38-4241; Reliance Trust Co., Trustee FBO Richard E. Johnson IRA #160150900; Piper, Jaffray & Hopwood, Custodian FBO William A. Jones Profit Sharing Plan #89-0407980-200; Resources Trust Co., Trustee FBO Joseph A. Kantarik IRA #1399-88-2031; Dan E. and Shirley A. Karr; Robert E. and Nanoy J. Keller; George B. Keller, Trustee Keller P.A. & Employee Profit Sharing Plan; James L. and Erika C. Kelly; Leavbank, Trustee FBO Richard E. Keller IRA; Marilyn A. Kerins; Wedbush Morgan Securities, Inc., Custodian FBO Joseph F. Klignore IRA #060-392336-1-328; Karl F. and Beatrice E. Kimmel; Edward C. and Artha L. King; Kent and Kathryn K. Kinyon; Karen R. Kinzer; First Security Bank, Trustee FBO G. Robert Klomp, M.D. Profit Sharing Plan #004628; Resources Trust Co., Trustee FBO John Knutsen IRA #1397-40-1241; Resources Trust Co., Trustee FBO Mary Knutsen IRA #1391-44-5571; Resources Trust Co., Trustee FBO Stanley L. Kossak IRA #1399-76-7512; First Trust Corp., Trustee FBO Christina Kowrach IRA #327510-0001; Blaine Eugene Kozak Keogh; Resources Trust Co., Trustee FBO Daniel J. Kralk IRA #1380-40-5728; Resources Trust Co., Trustee FBO Sharon L. Krostad IRA #1516-60-4314; Resources Trust Company, Trustee FBO William H. Kroma IRA #1390-44-4399; Frank A. and Valera J. Lake; Key Bank of Idaho, Trustee FBO Jana S. Lantz IRA #64-098300-3; Jacquelyn N. Larson; Hazel R. Laughlin; Jeanna M. LaValley; Gloria M. Lazzari; Leavbank, Trustee Leavenworth Anesthesia P/S; Eugene J. Lentach; Wedbush Morgan Securities, Inc., Custodian for Samuel B. Liberatore IRA (#060-392472-1-210); Reliance Trust Co., Trustee FBO Stephen D. Long IRA #160151627; Pauline L. Lord Trust; Reliance Trust Co., Trustee for Gayle B. Lord IRA (#160144846); Resources Trust Co., Trustee FBO Frances A. Luster IRA #1538-48-5922; Michael K. Magill, M.D. and Sherilyn E. Santaw; First National Bank of Onaga, Custodian FBO Stanley R. Mahaffey IRA #41001613; James E. and Susan J. Mahan; First Trust Corp., Trustee FBO Joyce A. Majure #726888-01; Dale R. Peterson, Trustee Marion Construction Co. Profit Sharing Plan & Trust; Resources Trust Company, Trustee FBO Margaret Joan Marosheca IRA #1-543-52-2452; Key Bank of Idaho, Trustee FBO Carolyn R. Marsh IRA #64-099400-0; Caldwell Radiological Associates, P.A. Profit Sharing Plan and Trust FBO David L. Matheson; Packaged Software of Idaho Keogh Plan FBO Dennis N. McAllister; Resources Trust Co., Trustee FBO David E. McCleary IRA #1468-70-4795; Joseph D. McCollum, Jr.; Marjorie Wang McLaren Trust; Wedbush Morgan Securities, Inc., Custodian FBO James H. McLaughlin IRA #060-394058-1-328; Resources Trust Co., Custodian FBO Beverly L. Merryman IRA #R539-58-7288; Brent McGrath, Trustee Mico Inc. Profit Sharing Plan; First Trust Corp., Trustee FBO Norma Jean Miles Profit Sharing Plan #513785-0003; Reliance Trust Co., Trustee for Shirley Miller IRA (#160144853); Delaware Charter Limited Partnership IRA FBO Catherine R. Mitchell #0542571; Delaware Charter Limited Partnership IRA FBO James M. Mitchell #0542570; Betty Lou Montell; Key Bank of Idaho, Trustee FBO Robert B. Montgomery IRA #64-106500-8; First Trust Corporation, Trustee FBO Christopher A. Moreno #726888-03; 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; Delaware Chapter Guarantee & Trust, Trustee FBO Lore Nelson IRA #0543558; Myron D. and Anna Mae H. Newell; Resources Trust Co., Trustee FBO Frederick Nord IRA #1474-44-1252; Glenn W. and Veda E. Norris; Delaware Charter Guarantee & Trust Co. FBO Patrick J. Nuxoll IRA (#0442571); Leavbank, Trustee FBO Vernon R. Ochs Keogh; Resources Trust Company, Trustee FBO Donald J. Odermann IRA #R395-48-4197; Boise Podiatry Clinic Profit Sharing Plan FBO Marshall D. Ogden MNY056881PA; Thomas W. and Judy H. Okita; First Trust Corporation, Trustee FBO Robert L. Olson IRA (#293532-0001); Wedbush Morgan Securities, Inc., Custodian FBO Margaret A. Orre IRA #060-417688-1-328; Patricia J. Osborne; F. Edward and Jeanne P. Osborne; Key Bank of Idaho, Trustee FBO David L. Palfreyman IRA #64-098500-8; Key Bank of Idaho, Trustee FBO Kathleen S. Palfreyman IRA #64-098500-6; Reliance Trust Co., Trustee for Tony Pappenfus IRA (#160144838); Paul H. Kimpel, Trustee Paradigm Corporation Pension Plan and Trust; Viola Parberry; Larry C. Parberry; Margaret Benson Parker; Boise Podiatry Clinic Profit Sharing Plan FBO Coe J. Parker, Trustee MNY05688; Randall M. Patten, M.D.; Richard M. and Cheryl K. Peck; Robert K. Pedersen; Resources Trust Co., Trustee FBO Cheryl Peterson IRA #1469-58-5217; Philip E. Peterson PA Profit Sharing Plan & Trust; Resources Trust Co., Trustee FBO Marjorie E. Peterson IRA #1469-44-0998; First Trust Corp., Trustee FBO Lawrence L. Piepkorn IRA #359358-0001; E. James and Julianne Powers; Preenell, Gage & Co. Defined Benefit Plan & Trust; Price Ragen Co. Profit Sharing Plan Elizabeth C. Price, Trustee; Wedbush Morgan Securities, Inc. Custodian FBO Ruel N. Prinzing IRA #060-408166-1-328; Judy Ann Polindexter J. Ann Privrasky; Charles J. and Barbara L. Quann; Elaine A. Quinn; W. B. Quisenberry; Price Ragen Company Profit Sharing Plan Patrick A. Ragen, Jr., Trustee; C B & T of Monongalia County, Custodian FBO V. K. Raju Keogh; Roger O. Randolph, personal representative for W. O. Randolph; Evelyn M. Randolph; First Trust Corp., Trustee for Eli Rapalch Profit Sharing Plan #513785-0001; Donald G. Rau; Nampa Radiologist Retirement Trust Donald A. Rau Account; Community National Bank, Custodian FBO John W. Reinke IRA #830534; Frederick B. Rentachler II; Michael W. and N. Lane Retherford; First Interstate Bank of California, Custodian FBO Gwen R. Reyer IRA #FIF001830; Jewel Reynolds; George R. Reynolds; Resources Trust Co., Trustee FBO Roger R. Richert IRA #1532-36-4141; 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; Resources Trust Co., Trustee FBO Joan Rosenberg IRA #1389-64-1131; California Federal S&L Assn., Trustee for Lorraine M. Russell IRA (#490276029); Reliance Trust Co., Trustee for Joseph M. Sanchez IRA (#160144820); Jon D. Sandberg, M.D., Inc. P.S. Pension Plan; Reliance Trust Co., Trustee FBO Patrick D. Schow, M.D. IRA #160152104; Larry J. and Jean M. Schroeder; Matthew E. and Shelly L. Schultze; Reliance Trust Company, Trustee FBO Avery L. Seifert, M.D. IRA (#160-141-396); Al Schissell, Trustee Shadow Plastics Inc. Pension and Profit Sharing Plan; Izzy Shiftberg; 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. Slegwein IRA #64-099500-7; Reliance Trust Company, Trustee for Kay M. Sleafiff IRA (#160144980); Reliance Trust Company, Trustee for Martin M. Sleafiff IRA (#160144952); Marvin G. Slind; Charles E. Smith, M.D., P.A.; Thomas M. and Carol F. Smith; Norma H. Smith; Resources Trust Co., Trustee FBO Emrinia T. Smith IRA #1531-44-8778; Leavbank, Trustee FBO Jack D. Soden IRA; First National Bank of Onaga, Custodian FBO John C. Solomon, II IRA #41000364; First National Bank of Onaga, Custodian FBO Steven B. Solomon IRA #41000395; Mildred W. Soltow; Judith A. Space; Bruce E. Spidel; Irma F. Starrett; Gary Blakeslee, Trustee Stein Distributing Company, Inc. Employee Retirement Plan; Andrew B. and Reba Jo Stevenson; 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.; Melvin R. and Lynnette K. Streeter; West One Bank, Trustee Family Medical Clinic Profit Sharing Plan FBO Samuel M. Summers, M.D. (#19708824); D.

SIXTH AMENDMENT TO AGREEMENT AND CERTIFICATE

A. Davidson & Co., Inc., Custodian FBO David L. Swan IRA #027-801978; Key Bank of Idaho, Trustee FBO Douglas L. Swenson IRA #64-099000-0; Key Bank of Idaho, Trustee FBO E. Suzann Swenson IRA #64-099000-8; Resources Trust Co., Trustee FBO Daniel P. Sydow IRA #1395-40-7828; California Federal Bank, Custodian FBO Frances A. Tabbert IRA #490326915; Orville L. Tarter; Reliance Trust Co., Custodian FBO Orville L. Tarter IRA #160168837; Merrill Lynch, Pierce, Fenner & Smith, Inc. Custodian FBO Mark C. Thomas SEP #413-84890; Kelly K. O'Neal, Trustee Thurston, Lamm & Company, P.A. Profit Sharing Plan; Paul J. Hintze Family Trust K. Eugene Thurston, Trustee; 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; Linda C. Trout; 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; West One Bank, Custodian FBO Carol A. Wallis IRA #16009854; West One Bank, Custodian FBO Gary E. Wallis IRA #16009853; Reliance Trust Co., Trustee FBO Robin R. Wallis IRA #160182098; WINVESCO Ltd. John J. Walsh, General Partner; Gerald W. and Janet Sue Walters; Rick Wasern; Merrill Lynch Pierce Fenner & Smith, Inc., Custodian FBO Troy B. Watkins, Jr. Keogh #413-80834; Resources Trust Co., Trustee FBO John M. Weber IRA #1536-38-8100; Francis C. Weeks; D. Elaine Wegner; Marshall G. and Nancy L. Weiss; Resources Trust Co., Trustee FBO Marshall G. Weiss IRA #1640-46-7103; Resources Trust Co., Trustee FBO Robert E. West, Jr. IRA #R539-44-6462; Wedbush Morgan Securities, Inc., Custodian for William E. West IRA (060-390442-1-328); E. Whitney Westgate; Resources Trust Co., Trustee FBO Elaine P. Whittle IRA #R530-28-3611; Reliance Trust Co., Trustee for Diane Wicks IRA #160144630; Reliance Trust Co., Trustee for Ronald A. Wicks IRA #160144622; Key Bank of Idaho, Trustee FBO Carol G. Williams IRA #64-099000-1; Wedbush Morgan Securities, Inc., Custodian for Larry E. Williams IRA (#060-410756-1-280); Wedbush Morgan Securities, Inc., Custodian for Peggy L. Williams IRA (#060-410764-1-280); Reliance Trust Company, Trustee for Peter J. Williams IRA (#160144917); First National Bank of Onaga, Custodian FBO Myra F. Woodfork IRA #41001275; Robert T. and Sharon M. Woody; Delaware Charter Guarantee and Trust Co., Trustee FBO Christine S. Yoder IRA LP/0407689; Delaware Charter Guarantee and Trust Co., Trustee FBO Lester M. Yoder IRA LP/0407670; Key Bank of Idaho, Trustee FBO Ann B. Yorgason IRA #64-099000-5; Key Bank of Idaho, Trustee FBO E. Renn. Yorgason IRA #64-099700-3; Reliance Trust Company, Trustee for Steven D. Young IRA (#160137899); and First Trust Corp., Trustee FBO Ray A. Zielinski IRA #338376-0001.

DBSI Housing Inc.
(General Partner)



By: Douglas L. Swenson, President

STATE OF IDAHO }
County of Ada } ss.

On this 18 day of December, 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.


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

STATE OF IDAHO }
County of Ada } ss.

On this 18 day of December, 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.

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