

4255
FIRST AMENDMENT TO
AMENDED AND RESTATED AGREEMENT AND AMENDED
AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP
RIVER PLACE, LTD.

THIS AGREEMENT made and entered this 21st day of August, 1989, by and among the undersigned parties.

WITNESSETH as follows:

WHEREAS, the undersigned parties by Certificate and Agreement of Limited Partnership dated December 20, 1985, filed with the Judge of Probate, Jefferson County, Alabama on December 20, 1985, and with the Judge of Probate, Shelby County, Alabama on March 31, 1986, formed a limited partnership pursuant to the Uniform Limited Partnership Act of the State of Alabama known as River Place, Ltd.; and

WHEREAS, the undersigned parties by Amended and Restated Agreement and Amended and Restated Certificate of Limited Partnership dated December 30, 1985, filed with the Judge of Probate, Jefferson County, Alabama on March 31, 1986 and with the Judge of Probate, Shelby County, Alabama on March 31, 1986 amended the Agreement and Certificate to provide for terms and provisions governing the Partnership; and

WHEREAS, the parties hereto now desire to change the provisions of Article IV, 4.01(e) of the Amended and Restated Agreement and Amended and Restated Certificate of Limited Partnership.

NOW THEREFORE, in consideration of the foregoing, of mutual promises of the parties hereto and of other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby covenant, agree, sign and swear as follows:

The following paragraph substitutes and replaces the original paragraph designated as Article IV, 4.01(e) of the Amended and Restated Agreement and Amended and Restated Certificate of Limited Partnership for the limited partnership known as River Place, Ltd.:

(e) the Local General Partner represents that for so long as it remains a General Partner that it has and will continue to have a net worth of not less than \$200,000;

In all other respects, the Partnership shall be governed by the terms and provisions of the Amended and Restated Agreement and Amended and Restated Certificate of Limited Partnership of River Place, Ltd.

Enrich Tate

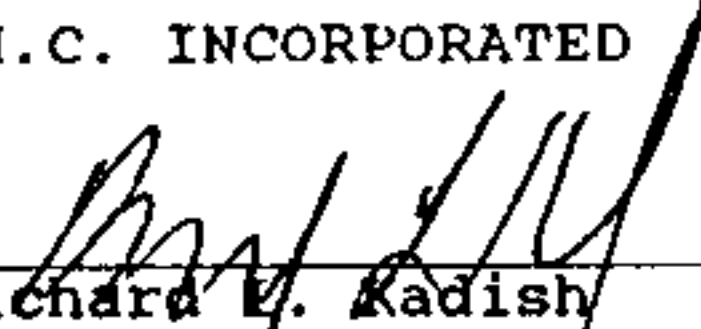
IN WITNESS WHEREOF, the parties hereto have affixed their signatures and seals to this First Amendment to Amended and Restated Agreement and Amended and Restated Certificate of Limited Partnership of River Place, Ltd.

GENERAL PARTNERS:

ALTADENA, INC.

By: 
Peter W. Field, President

C.R.H.C. INCORPORATED

By: 
Richard L. Kadish
Group Executive Vice President

LIMITED PARTNER:

CAPITAL REALTY INVESTORS - 85
LIMITED PARTNERSHIP

By: C.R.I. Inc., Its Managing
General Partner

By: 
Richard L. Kadish
Group Executive Vice President

COUNTY OF MONTGOMERY)

STATE OF MARYLAND)

Before me, the undersigned Notary Public in and for the aforesaid jurisdiction, personally appeared Richard L. Kadish in his capacities as (i) Group Executive Vice President of C.H.R.C. Incorporated, a Delaware corporation, as a General Partner of River Place, Ltd., an Alabama limited partnership and (ii) Group Executive Vice President of C.R.I., Inc., a Delaware corporation, as the Managing General Partner of Capital Realty Investors-85 Limited Partnership, a Maryland limited partnership, a Limited Partner of River Place, Ltd., and being duly sworn, swore to acknowledged the execution of the foregoing First Amendment to Amended and Restated Agreement and Amended and Restated Certificate of Limited Partnership of River Place, Ltd.

Witness my hand and notarial seal this 17th day of October, 1989.

Dorinda W. Hill
Notary Public

My Commission Expires: 7/1/90

COUNTY OF JEFFERSON)

STATE OF ALABAMA)

Before me, the undersigned Notary Public in and for the aforesaid jurisdiction, personally appeared Peter W. Field in his capacities as President of Altadena, Inc., an Alabama corporation and General Partner of River Place, Ltd. and being duly sworn, swore to and acknowledged the execution of the foregoing First Amendment to Amended and Restated Agreement and Amended and Restated Certificate of Limited Partnership of River Place, Ltd.

Witness my hand and notarial seal this 21st day of August, 1989.

Lemmie P. Prichard
Notary Public, Shelby County, Alabama

I CERTIFY THIS INSTRUMENT WAS FILED

My Commission expires: 9/7/91

89 OCT 24 PM 1:48

Thomas A. Shouder, Jr.
JUDGE OF PROBATE

Rec. 7.50
Ind 3.00
Cert 1.00
11.50