

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

This Second Amendment to the River Place, Ltd. Amended and Restated Agreement and Amended and Restated Certificate of Limited Partnership is entered into as of the 3rd day of January, 1996.

W I T N E S S E T H:

WHEREAS, the undersigned parties, being all of the partners of River Place, Ltd. (the "Partnership"), executed that certain River Place, Ltd. Amended and Restated Agreement and Amended and Restated Certificate of Limited Partnership dated December 30, 1985 and filed with the Judge of Probate, Jefferson County, Alabama on March 31, 1986 and filed with the Judge of Probate, Shelby County, Alabama on March 31, 1986, as amended by that certain First Amendment to Amended and Restated Agreement and Amended and Restated Certificate of Limited Partnership (as amended, the "Agreement") dated August 21, 1989 and filed with the Judge of Probate, Jefferson County on October 23, 1989 and filed with the Judge of Probate, Shelby County on October 24, 1989; and

WHEREAS, Capital Realty Investors-85 Limited Partnership ("CRI-85"), the Limited Partner, has assigned a portion of its Interest in the Partnership to Charles V. Welden, Jr., Peter W. Field, W. Edgar Welden and River Place Investors, an Alabama general partnership (the "Assignees"); and

WHEREAS, the parties hereto, being all the partners of the Partnership, desire to amend the Agreement (i) to consent to the transfer of its Partnership Interests to the Assignees and the admission of the Assignees as new Limited Partners; and (ii) for such other purposes as are set forth herein.

NOW, THEREFORE, for and in consideration of the foregoing, of mutual covenants, agreements, representations and warranties hereinafter set forth, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto do hereby agree that the Agreement is amended as follows:

1. The undersigned hereby consent to (i) the transfer of Partnership Interests from CRI-85 to the Assignees, and (ii) the admission of the Assignees as new Limited Partners

2. Each of the Assignees hereby makes the representation and warranty contained in Section 9.01(a) of the Agreement, substituting his or its name for that of CRI-85, and agrees to be bound by the obligations of CRI-85 set forth in Section 9.01(b) of the Agreement.

07/24/1996-23820
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SHELBY COUNTY JUDGE OF PROBATE
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Inst # 1996-23820

3. The second sentence of Section 1.03(a) is hereby deleted and the following is added in lieu thereof:

The Partnership shall also maintain an office c/o C.R.H.C., Incorporated, 11200 Rockville Pike, Rockville, Maryland 20852.

4. Section 5.01(b) is amended to read as follows:

(b) The Limited Partners, their principal place of business, and Percentage Interests are as follows:

Capital Realty Investors-85 Limited Partnership	49.49%
The CRI Building	
11200 Rockville Pike	
Rockville, MD 20852	

Charles V. Welden, Jr.	2.64%
2040 Highland Avenue	
Birmingham, AL 35205	

Peter W. Field	2.64%
2040 Highland Avenue	
Birmingham, AL 35205	

W. Edgar Welden	4.62%
2040 Highland Avenue	
Birmingham, AL 35205	

River Place Investors	39.6%
2040 Highland Avenue	
Birmingham, AL 35205	

5. The Additional Management Services Agreement described in Section 8.09(b) of the Agreement has been terminated, and Section 8.09(b) is hereby deleted.

6. Capitalized terms used herein and not otherwise defined herein shall have the same meanings as are attributed to them in the Agreement.

7. Except as amended hereby, the terms and provisions of the Agreement, which are incorporated herein by this reference, are hereby reaffirmed and shall remain in full force and effect and shall be binding upon the parties hereto.

8. This Second Amendment may be executed in multiple counterparts, each which shall be an original but all of which shall constitute one and the same Amendment.

IN WITNESS WHEREOF, the parties hereto affixed their signatures and seals under penalty of perjury as of the day and year first written above to this Second Amendment to the River Place, Ltd. Amended and Restated Agreement and Amended and Restated Certificate of Limited Partnership.

GENERAL PARTNERS:

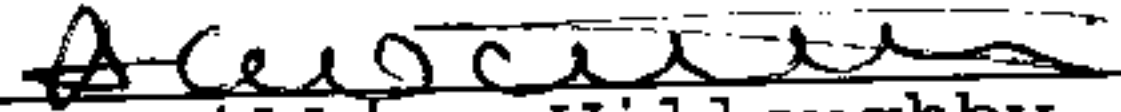
ALTADENA, INC.

By: 

Name: PETER W. FIELD

Its: PRESIDENT

C.R.H.C., INCORPORATED

By: 

H. William Willoughby

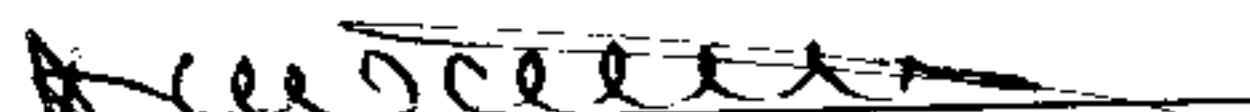
Its: President

LIMITED PARTNER:

CAPITAL REALTY INVESTORS-85
LIMITED PARTNERSHIP

By: C.R.I., Inc.

Its: General Partner

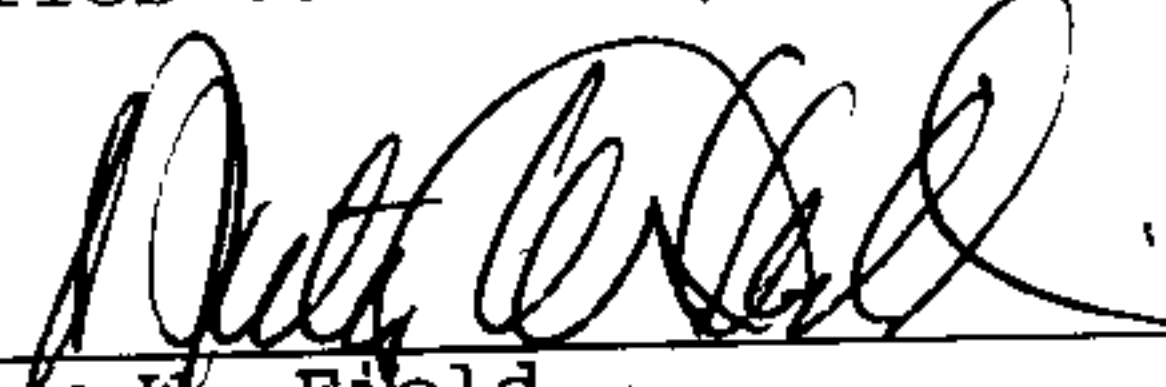
By: 

H. William Willoughby

Its: President

NEW LIMITED PARTNERS:


Charles V. Welden, Jr.


Peter W. Field


W. Edgar Welden

RIVER PLACE INVESTORS,
an Alabama general partnership

By: 

Name: Charles V. Welden, Jr.

Its: General Partner

STATE OF ALABAMA)
)
COUNTY OF JEFFERSON)

I, the undersigned, a Notary Public in and for said County, in said State, do hereby certify that Peter W. Field, as President of Altadena, Inc., a corporation, is signed to the foregoing River Place, Ltd. Second Amendment to Amended and Restated Agreement and Amended and Restated Certificate of Limited Partnership, acknowledged before me on this day, that, being informed of the contents thereof, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

May Given under my hand and official seal, this the 31st day of May, 1996.

Michael J. Brent
Notary Public

My Commission Expires: 3-26-98

STATE OF MARYLAND)
)
COUNTY OF MONTGOMERY)

I, the undersigned, a Notary Public in and for said County, in said State, do hereby certify that H. William Willoughby, as President of C.R.H.C., Incorporated, a corporation, is signed to the foregoing River Place, Ltd. Second Amendment to Amended and Restated Agreement and Amended and Restated Certificate of Limited Partnership, acknowledged before me on this day, that, being informed of the contents thereof, H. William Willoughby, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

May Given under my hand and official seal, this the 30th day of May, 1996.

V. Elaine Willinson
Notary Public

My Commission Expires: 1/14/98

STATE OF MARYLAND)
)
COUNTY OF MONTGOMERY)

I, the undersigned, a Notary Public in and for said County, in said State, do hereby certify that H. William Willoughby, as President of C.R.I., Inc., a corporation which is the managing general partner of Capital Realty Investors-85 Limited Partnership, a partnership, is signed to the foregoing River Place, Ltd. Second Amendment to Amended and Restated Agreement and Amended and Restated Certificate of Limited Partnership, and who is known to me, acknowledged before me on this day, that, being informed of the contents thereof, H. William Willoughby, as such officer and with full authority, and in such capacity as managing general partner, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal, this the 30th day of May, 1996.

J. Elaine Wilkison
Notary Public

My Commission Expires: 1/14/98

STATE OF ALABAMA)
)
COUNTY OF JEFFERSON)

I, the undersigned, a Notary Public in and for said County, in said State, do hereby certify that Charles V. Welden, Jr., an individual whose name is signed to the foregoing River Place, Ltd. Second Amendment to Amended and Restated Agreement and Amended and Restated Certificate of Limited Partnership, and who is known to me, acknowledged before me on this day, that, being informed of the contents of said River Place, Ltd. Second Amendment to Amended and Restated Agreement and Amended and Restated Certificate of Limited Partnership, executed the same voluntarily on the day the same bears date.

Given under my hand and official seal, this the 31st day of May, 1996.

Michael J. Brant
Notary Public

My Commission Expires: 3-26-98

STATE OF ALABAMA)

COUNTY OF JEFFERSON)

I, the undersigned, a Notary Public in and for said County, in said State, do hereby certify that Peter W. Field, an individual whose name is signed to the foregoing River Place, Ltd. Second Amendment to Amended and Restated Agreement and Amended and Restated Certificate of Limited Partnership, and who is known to me, acknowledged before me on this day, that, being informed of the contents of said River Place, Ltd. Second Amendment to Amended and Restated Agreement and Amended and Restated Certificate of Limited Partnership, executed the same voluntarily on the day the same bears date.

Given under my hand and official seal, this the 31st day of May, 1996.

Michael J. Brant
Notary Public

My Commission Expires: 3-26-98

STATE OF ALABAMA)

COUNTY OF JEFFERSON)

I, the undersigned, a Notary Public in and for said County, in said State, do hereby certify that W. Edgar Welden, an individual whose name is signed to the foregoing River Place, Ltd. Second Amendment to Amended and Restated Agreement and Amended and Restated Certificate of Limited Partnership, and who is known to me, acknowledged before me on this day, that, being informed of the contents of said River Place, Ltd. Second Amendment to Amended and Restated Agreement and Amended and Restated Certificate of Limited Partnership, executed the same voluntarily on the day the same bears date.

Given under my hand and official seal, this the 31st day of May, 1996.

Michael J. Brant
Notary Public

My Commission Expires: 3-26-98

STATE OF ALABAMA)
)
COUNTY OF JEFFERSON)

I, the undersigned, a Notary Public in and for said County, in said State, do hereby certify that Charles V. Wolden, Jr., as general partner of River Place Investors, an Alabama general partnership, is signed to the foregoing River Place, Ltd. Second Amendment to Amended and Restated Agreement and Amended and Restated Certificate of Limited Partnership, and who is known to me, acknowledged before me on this day, that, being informed of the contents thereof, executed the same voluntarily for and as the act of said partnership.

Given under my hand and official seal, this the 31st day of May, 1996.

Michael J. Brant
Notary Public

My Commission Expires: 3-26-98

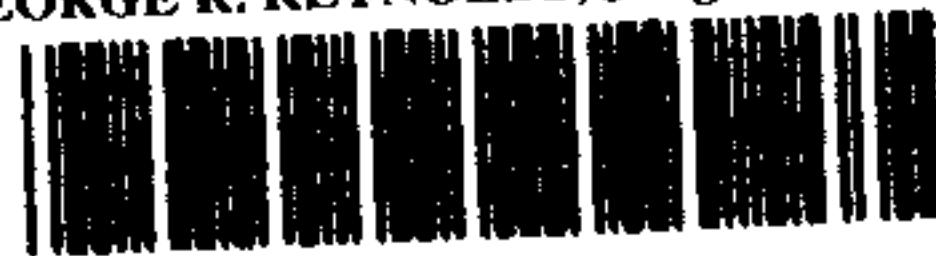
State of Alabama - Jefferson County

I certify this instrument filed on:

1996 JUL 19 P.M. 16:00

Recorded and \$		Mtg. Tax
and \$	19.50	Deed Tax and Esc. Amt.
\$		Total \$ 19.50

GEORGE R. REYNOLDS, Judge of Probate



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SHELBY COUNTY JUDGE OF PROBATE
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