

This document was prepared by:
D. Max Perry, Esq.

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Associated Financial Corporation
881 Alma Real Drive, Suite 205
Pacific Palisades, CA 90272

RUDDLEPHIN CLAY
RECORDER

OCT 24 1 25 PM '86

STATE OF INDIANA
CLAY COUNTY
FILED FOR RECORD

(Space above this line for Recorder's use only.)

**EIGHTH AMENDMENT TO CERTIFICATE AND
AGREEMENT OF LIMITED PARTNERSHIP OF
HOMWOOD HOUSING LIMITED PARTNERSHIP
an Indiana limited partnership**

THIS EIGHTH AMENDMENT TO CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP OF HOMWOOD HOUSING LIMITED PARTNERSHIP, an Indiana limited partnership, is made and entered into effective as of September 1, 1986, by and among Wilshire Investments Corporation, a California corporation ("Wilshire"), Managing General Partner; Louis A. Cicalese, an individual ("Cicalese"), Co-General Partner (collectively, the "General Partners"), and Western Housing Associates, Ltd., a California limited partnership ("Western"); CP Investment Fund I, Ltd., a California limited partnership ("CP Fund I"); CP Investment Fund II, Ltd., a California limited partnership ("CP Fund II"); CP Investment Fund III, Ltd., a California limited partnership ("CP Fund III"); CP Investment Fund IV, Ltd., a California limited partnership ("CP Fund IV"); CP Investment Fund 83-I, Ltd., a District of Columbia limited partnership ("CP 83-I"); CP Investment Fund 83-II, Ltd., a District of Columbia limited partnership ("CP 83-II"); CP Investment Fund 83-III, Ltd., a District of Columbia limited partnership ("CP 83-III"); CP Investment Fund 83-IV, Ltd., a District of Columbia limited partnership ("CP 83-IV"); CP Investment Fund 83-V, Ltd., a District of Columbia limited partnership ("CP 83-V"); CP Investment Fund 84-I, Ltd., a District of Columbia limited partnership ("CP 84-I"); CP Investment Fund 84-II, Ltd., a District of Columbia limited partnership ("CP 84-II"); CP Investment Fund 84-III, Ltd., a District of Columbia limited partnership ("CP 84-III"); CP Investment Fund 84-IV, Ltd., a District of Columbia limited partnership ("CP 84-IV"); CP Investment Fund 84-V, Ltd., a District of Columbia limited partnership ("CP 84-V"); CP Investment Fund 84-VI, Ltd., a District of Columbia limited partnership ("CP 84-VI"); CP Investment Fund 85-I, Ltd., a District of Columbia limited partnership ("CP 85-I"); CP Investment Fund 85-II, Ltd., a District of Columbia limited partnership ("CP 85-II"); CP Investment Fund 85-III, Ltd., a District of Columbia limited partnership ("CP 85-III"); CP Investment Fund 85-IV, Ltd., a District of Columbia limited partnership ("CP 85-IV"); CP Investment Fund 85-IV, Ltd., a District of Columbia limited partnership ("CP 85-IV"); CP Investment Fund 85-V, Ltd., a

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District of Columbia limited partnership ("CP 85-V"); CP Investment Fund 85-VI, Ltd., a District of Columbia limited partnership ("CP 85-VI"); CP Investment Fund 85-VII, Ltd., a District of Columbia limited partnership ("CP 85-VII"); CP Investment Fund 86-I, Ltd., a District of Columbia limited partnership ("CP 86-I"); CP Investment Fund 86-II, Ltd., a District of Columbia limited partnership ("CP 86-II"); CP Investment Fund 86-III, Ltd., a District of Columbia limited partnership ("CP 86-III"); AFC Capital Fund, a California limited partnership ("AFC Fund"); AFC Capital Fund-II, a California limited partnership ("AFC Fund-II"); AFC Capital Fund-III, a California limited partnership ("AFC Fund-III"); AFC Capital Fund-IV, a California limited partnership ("AFC Fund-IV"); AFC Capital Fund-V, a California limited partnership ("AFC Fund-V"); AFC Capital Fund-VI, a California limited partnership ("AFC Fund-VI"); AFC Capital Fund-VII, a California limited partnership ("AFC Fund-VII"); AFC Capital Fund-XIII, a California limited partnership ("AFC Fund-XIII") (collectively, the "Limited Partners"), with respect to the following:

WITNESSETH:

WHEREAS, the parties formed a Limited Partnership under the laws of the State of Indiana as of August 1, 1984, by executing a Certificate and Agreement of Limited Partnership (the "Agreement"), which limited partnership is hereinafter referred to as the "Partnership"; (Doc. #772209)

WHEREAS, the parties by the First Amendment to the Agreement ("First Amendment") acknowledged the admission of CP 84-I and CP 85-I to the Partnership, effective December 1, 1984 and July 1, 1985, respectively, and receipt of their capital contributions; (Doc. #813674)

WHEREAS, the parties by the Second Amendment to the Agreement ("Second Amendment") admitted AFC Fund to the Partnership, effective September 1, 1985; (Doc. #822691)

WHEREAS, the parties by the Third Amendment to the Agreement ("Third Amendment") admitted AFC Fund-IV to the Partnership effective October 1, 1985 and acknowledged their initial capital contribution in the sum of \$8,100.00; (Doc. #830136)

WHEREAS, the parties by the Fourth Amendment to the Agreement ("Fourth Amendment") admitted CP 85-V, CP 85-VI, AFC Fund-II and AFC Fund-V as Limited Partners to the Partnership, effective November 1, 1985; (Doc. #832057)

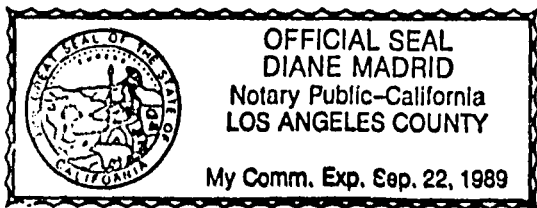
WHEREAS, the parties by the Fifth Amendment to the Agreement ("Fifth Amendment"), admitted AFC Fund-VI as Limited Partners to the Partnership, effective November 1, 1985, and AFC Fund-VII, CP 84-IV, CP 85-IV and CP 85-VII, effective December 16, 1985; (Doc. #840444)

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

On Sept. 30, 1986, before me, the undersigned, a Notary Public in and for said State, personally appeared Irwin J. Deutch, known to me to be a General Partner CP Investment Fund I, Ltd., a District of Columbia limited partnership, CP Investment Fund II, Ltd., a District of Columbia limited partnership, CP Investment Fund III, Ltd., a District of Columbia limited partnership, CP Investment Fund IV, Ltd., a District of Columbia limited partnership, CP Investment Fund 83-I, Ltd., a District of Columbia limited partnership, CP Investment Fund 83-II, Ltd., a District of Columbia limited partnership CP Investment Fund 83-III, Ltd., a District of Columbia limited partnership, CP Investment Fund 83-IV, Ltd., a District of Columbia limited partnership, CP Investment Fund 84-II, Ltd., a District of Columbia limited partnership, CP Investment Fund 84-III, Ltd., a District of Columbia limited partnership, CP Investment Fund 84-IV, Ltd., a District of Columbia limited partnership, CP Investment Fund 84-V, Ltd., a District of Columbia limited partnership, CP Investment Fund 84-VI, Ltd., a District of Columbia limited partnership, CP Investment Fund 85-I, Ltd., a District of Columbia limited partnership, CP Investment Fund 85-II, Ltd., a District of Columbia limited partnership, CP Investment Fund 85-III, Ltd., a District of Columbia limited partnership, CP Investment Fund 85-IV, Ltd., a District of Columbia limited partnership, CP Investment Fund 85-V, Ltd., a District of Columbia limited partnership, CP Investment Fund 85-VI, Ltd., a District of Columbia limited partnership, CP Investment Fund 85-VII, Ltd., a District of Columbia limited partnership, CP Investment Fund 86-I, Ltd., a District of Columbia limited partnership, CP Investment Fund 86-II, Ltd., a District of Columbia limited partnership, CP Investment Fund 86-III, Ltd., a District of Columbia limited partnership, the partnerships that executed the within instrument, who swore to the contents thereof and acknowledged to me that he executed the same on behalf of said limited partnership and in the capacity therein stated.

Diane Madrid
Notary Public in and for said
County and State

My Commission Expires:
9/22/89



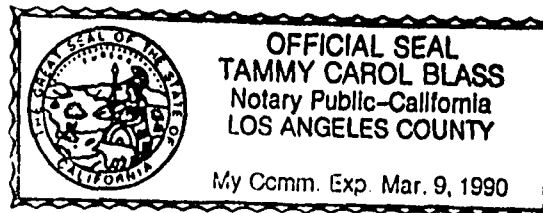
STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

On Oct 6, 1986, before me, the undersigned, a Notary Public in and for said State, personally appeared Lawrence F. Penn, known to me to be the Vice President, and Suzanne Magnuson, known to me to be the Secretary, of AFC Capital Corporation, a Delaware corporation, the persons who executed the within instrument, known to me to be the persons who executed the within instrument on behalf of such corporation, said corporation being known to me to be the General Partner of AFC Capital Fund, a California limited partnership, AFC Capital Fund-II, a California limited partnership, AFC Capital Fund-III, a California limited partnership, AFC Capital Fund-IV, a California limited partnership, AFC Capital Fund-V, a California limited partnership, AFC Capital Fund-VI, a California limited partnership, AFC Capital Fund-VII, a California limited partnership, AFC Capital Fund-XIII, a California limited partnership, the partnerships that executed the within instrument, who swore to the contents thereof and acknowledged to me that such corporation executed the same as such partner and that such partnership executed the same.

Tammy Carol Blass
Notary Public in and for said
County and State

My Commission Expires:

March 9, 1990



WHEREAS, the parties by the Sixth Amendment to the Agreement ("*Sixth Amendment*") set forth in full the Partners' respective capital contributions and interests in Profits, Losses and Distributions for the year 1985; (Doc. #857863) and

WHEREAS, the parties by the Seventh Amendment to the Agreement admitted CP Fund I, CP Fund II, CP Fund III, CP Fund IV, CP 83-I, CP 83-II, CP 83-III, CP 83-IV, CP 83-V, CP 84-II, CP 84-III, CP 84-V, CP 84-VI, CP 85-II, CP 85-III, CP 86-I, CP 86-II, CP 86-III and AFC Fund-III as Limited Partners to the Partnership, effective June 17, 1986; (Doc. #868648)

WHEREAS, by this Amendment to the Agreement ("*Eighth Amendment*") the parties wish to admit AFC Fund-XIII to the Partnership as a Limited Partner, effective September 1, 1986.

NOW, THEREFORE, in consideration of the mutual premises and undertakings herein contained and of other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto do hereby swear and agree as follows:

1. The parties acknowledge the admission of AFC Fund-XIII to the Partnership as Limited Partners, effective September 1, 1986, making an initial capital contribution in the amount of \$100.00.

2. The newly admitted Limited Partner shall share collectively with all the Limited Partners the Limited Partners' share of the Partnership's Profits, Losses and Distributions, subject to future allocation among them.

3. Except as hereby amended, the Partnership shall continue on the same terms and conditions as heretofore existing.

4. This Amendment may be executed in counterparts, all of which shall constitute one original.

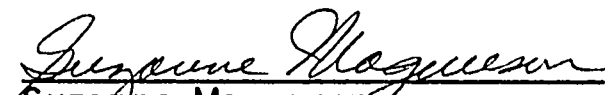
IN WITNESS WHEREOF, the undersigned have executed this instrument as of the day and year first above written.

GENERAL PARTNERS:

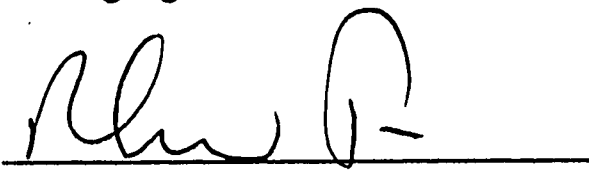
881 Alma Real Drive, Suite 205
Pacific Palisades, CA 90272

WILSHIRE INVESTMENTS CORPORATION, a California corporation, Managing General Partner

Attest:


Suzanne Magnuson
Secretary

By:


Richard Tell
Executive Vice President

881 Alma Real Drive, Suite 205
Pacific Palisades, CA 90272

Witness:

Suzanne Magnuson

881 Alma Real Drive, Suite 205
Pacific Palisades, CA 90272

Attest:

Suzanne Magnuson
Suzanne Magnuson
Secretary

LOUIS A. CICALESE, an individual
Co-General Partner

Louis A. Cicalese
Louis A. Cicalese

LIMITED PARTNERS:

WESTERN HOUSING ASSOCIATES,
LTD., a California limited partner-
ship, Limited Partner

By: Jasper Corporation of Dela-
ware, a Delaware corporation,
a General Partner

By: *Richard Tell*
Richard Tell
Vice President

CP INVESTMENT FUND I, LTD., a
District of Columbia limited
partnership

CP INVESTMENT FUND II, LTD., a
District of Columbia limited
partnership

CP INVESTMENT FUND III, LTD.,
a District of Columbia limited
partnership

CP INVESTMENT FUND IV, LTD., a
District of Columbia limited
partnership

CP INVESTMENT FUND 83-1,
LTD., a District of Columbia limited
partnership

CP INVESTMENT FUND 83-II,
LTD., a District of Columbia limited
partnership

CP INVESTMENT FUND 83-III,
LTD., a District of Columbia limited
partnership

CP INVESTMENT FUND 83-IV,
LTD., a District of Columbia limited
partnership

CP INVESTMENT FUND 83-V,
LTD., a District of Columbia limited
partnership

CP INVESTMENT FUND 83-VI,
LTD., a District of Columbia limited
partnership

CP INVESTMENT FUND 84-I,
LTD., a District of Columbia limited
partnership

CP INVESTMENT FUND 84-II,
LTD., a District of Columbia limited
partnership

CP INVESTMENT FUND 84-III,
LTD., a District of Columbia limited
partnership

CP INVESTMENT FUND 84-IV,
LTD., a District of Columbia limited
partnership

CP INVESTMENT FUND 84-V,
LTD., a District of Columbia limited
partnership

CP INVESTMENT FUND 84-VI,
LTD., a District of Columbia limited
partnership

CP INVESTMENT FUND 85-I,
LTD., a District of Columbia limited
partnership

CP INVESTMENT FUND 85-II,
LTD., a District of Columbia limited
partnership

CP INVESTMENT FUND 85-III,
LTD., a District of Columbia limited
partnership

CP INVESTMENT FUND 85-IV,
LTD., a District of Columbia limited
partnership

CP INVESTMENT FUND 85-V,
LTD., a District of Columbia limited
partnership

CP INVESTMENT FUND 85-VI,
LTD., a District of Columbia limited
partnership

CP INVESTMENT FUND 85-VII,
LTD., a District of Columbia limited
partnership

CP INVESTMENT FUND 86-I, LTD.,
a District of Columbia limited
partnership

CP INVESTMENT FUND 86-II,
LTD., a District of Columbia limited
partnership

10900 Wilshire Boulevard, #510
Los Angeles, California 90024

CP INVESTMENT FUND 86-III,
LTD., a District of Columbia limited
partnership

Witness:

Louise Besman

By:



Irwin J. Deutch
General Partner of the above-
referenced CP Investment
Funds

AFC CAPITAL FUND, a California
limited partnership

AFC CAPITAL FUND-II, a California
limited partnership

AFC CAPITAL FUND-III, a Califor-
nia limited partnership

AFC CAPITAL FUND-IV, a Califor-
nia limited partnership

AFC CAPITAL FUND-V, a Califor-
nia limited partnership

AFC CAPITAL FUND-VI, a Califor-
nia limited partnership


AFC CAPITAL FUND-VII, a Califor-
nia limited partnership

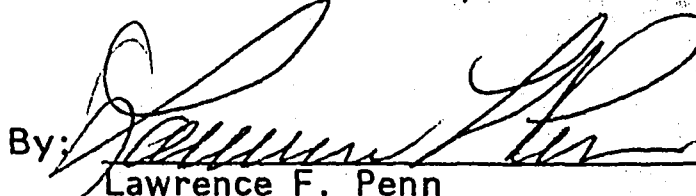
881 Alma Real Drive, Suite 205
Pacific Palisades, CA 90272

AFC CAPITAL FUND-XIII, a California limited partnership

By: AFC Capital Corporation, a
California corporation, General
Partner of the above-
referenced AFC Capital Funds

Attest:


Suzanne Magnuson
Secretary

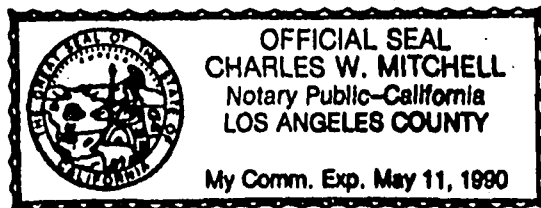
By: 
Lawrence F. Penn
Vice President

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

On September 26, 1986, before me, the undersigned, a Notary Public in and for said State, personally appeared Richard Tell, known to me to be the Executive Vice President and Suzanne Magnuson, known to me to be the Secretary, of Wilshire Investments Corporation, a California corporation, the corporation that executed the within instrument, known to me to be the persons who executed the within instrument on behalf of such corporation therein named, who swore to the contents thereof and acknowledged to me that such corporation executed the within instrument pursuant to its by-laws or a resolution of its board of directors.

Charles W. Mitchell
Notary Public in and for said
County and State

My Commission Expires:
May 11, 1990



STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

On Sept 25, 1986, before me, the undersigned, a Notary Public in and for said State, personally appeared Louis A. Cicalese, known to me to be the person whose name is subscribed to the within instrument, who swore to the contents thereof and acknowledged to me that he subscribed his name thereto.

Tammy Carol Blass
Notary Public in and for said
County and State

My Commission Expires:
March 9, 1990



STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

On September 26, 1986, before me, the undersigned, a Notary Public in and for said State, personally appeared Richard Tell, known to me to be the Vice President, and Suzanne Magnuson, known to me to be the Secretary, of Jasper Corporation of Delaware, a Delaware corporation, the persons who executed the within instrument, known to me to be the persons who executed the within instrument on behalf of such corporation, said corporation being known to me to be the General Partner of Western Housing Associates, Ltd., a California limited partnership, the partnership that executed the within instrument, who swore to the contents thereof and acknowledged to me that such corporation executed the same as such partner and that such partnership executed the same.

Charles W. Mitchell
Notary Public in and for said
County and State

My Commission Expires:
May 11, 1990

