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Recorded at the Request of and after Recordation Return to:

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



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

TENTH AMENDMENT TO THE AMENDED AND RESTATED
CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP
OF
LEAWOOD APARTMENTS COMPANY

THIS TENTH AMENDMENT TO THE AMENDED AND RESTATED CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP OF LEAWOOD APARTMENTS COMPANY, an Illinois limited partnership, is made effective as of May 1, 1987, by and among Stephen D. Moses, Individual General Partner; ("Moses"), Partnership Investors Services, Inc., the Corporate General Partner; ("PISI"), Western Housing Fund, Ltd., a District of Columbia limited partnership; ("Western"), Robert L. Kahn, an individual; ("Kahn"), Stephen F. and Marie Biddle, individuals; (collectively, "Biddle"), Sanford J. Mock, an individual; ("Mock"), Arnold H. Robinson, an individual; ("Robinson"), as Limited Partners, with respect to the following.

WITNESSETH

WHEREAS, Joe W. Schmidt ("Schmidt") and Dearborn Projects, Inc. ("Dearborn") as General Partners and Jerome H. Debs ("Debs") as Limited Partner formed a limited partnership (the "Partnership") as of July 30, 1970 by filing a Certificate of Limited Partnership (the "Certificate");

WHEREAS, by the First Amendment to the Certificate ("1st Amendment") the parties approved the admittance of William S. Seltzer ("Seltzer") as the General Partner of the Partnership, in place of Schmidt, effective July 30, 1970;

WHEREAS, by the Second Amendment to the Certificate ("2nd Amendment") the parties approved a reallocation of the Partnership's profits and losses and eliminated the Provisions for admission of additional limited partners, effective July 30, 1970;

WHEREAS, by the First Amendment to the Agreement ("First Amendment") the parties approved the admission of Kahn as a Limited Partner to the Partnership, and approved an application for a Flexible Subsidy Program loan from HUD, effective May 1, 1981;

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WHEREAS, by the Second Amendment to the Agreement ("*Second Amendment*") the parties approved the admission of Biddle as Limited Partners to the Partnership and approved an application for a Flexible Subsidy Program loan from HUD, effective June 1, 1981;

WHEREAS, by the Third Amendment to the Agreement ("*Third Amendment*") the parties approved the admission of Mock as a Limited Partner to the Partnership and approved an application for a Flexible Subsidy Program loan from HUD, effective June 1, 1981;

WHEREAS, by the Fourth Amendment to the Agreement ("*Fourth Amendment*") the parties approved the admission of Robinson as a Limited Partner to the Partnership and approved an application for a Flexible Subsidy Program loan from HUD, effective August 24, 1981;

WHEREAS, by the Fifth Amendment to the Agreement ("*Fifth Amendment*") the parties approved the admission of David H. Levine ("*Levine*") and George C. Ward, Jr. ("*Ward*") as Limited Partners to the Partnership, effective June 1, 1983;

WHEREAS, by the Reformation of the Agreement (the "*Reformation*") the parties corrected the erroneous admission of Levine and Ward as Limited Partners to the Partnership, effective October 18, 1983;

WHEREAS, by the Sixth Amendment to the Agreement ("*Sixth Amendment*") the parties approved the increased losses, deductions and credits allocable to Mock and the existing Limited Partners appointed the General Partner as their respective attorney-in-fact, effective January 1, 1984;

WHEREAS, by the Seventh Amendment to the Agreement ("*Seventh Amendment*") the parties approved a change in the profit distribution and loss percentages as shown on Schedule 1, effective January 1, 1984;

WHEREAS, by the Eighth Amendment to the Agreement ("*Eighth Amendment*") the parties approved the conversion of Moses from Individual General Partner to Special Limited Partner and the admittance of S. Chandler Sweetser, Jr. as the Individual General Partner, effective January 1, 1985;

WHEREAS, by Ninth Amendment to the Agreement ("*Ninth Amendment*") the parties approved the withdrawal of Sweetser as the Individual General Partner and the conversion of Moses from the Special Limited Partner to the Individual General Partner, effective June 1, 1986;

NOW THEREFORE, in consideration of the mutual premises and undertakings herein contained and of other good and valuable consid-

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eration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto do hereby swear and agree as follows:

1. The parties amend the Agreement pursuant to the terms and conditions set forth in Exhibits A and B attached hereto.
2. Except as hereby amended, the Partnership shall continue on the same terms and conditions heretofore existing.
3. This Amendment may be executed in counterparts, all of which shall constitute one original.

IN WITNESS WHEREAS, the parties hereto have executed this Twelfth Amendment to the Partnership Agreement to be effective as of the day and year first above written.

INDIVIDUAL GENERAL PARTNER

12850 Marlboro
Los Angeles, CA 90049

STEPHEN D. MOSES
an individual




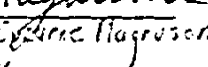
Stephen D. Moses

CORPORATE GENERAL PARTNER

881 Alma Real, Suite 205
Pacific Palisades, CA 90272

PARTNERSHIP INVESTORS
SERVICES, INC.

Attest:


~~David A. Loppert~~ 
Assistant Secretary

By: 

Lawrence F. Penn
Vice President

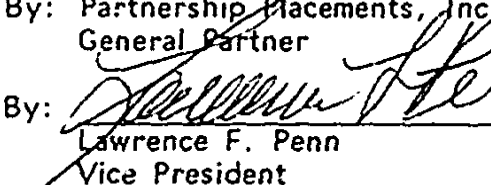
LIMITED PARTNERS:

881 Alma Real, Suite 205
Pacific Palisades, CA 90272

WESTERN HOUSING FUND, LTD.

Attest:


~~David A. Loppert~~ 
Assistant Secretary

By: Partnership Placements, Inc.
General Partner
By: 

Lawrence F. Penn
Vice President

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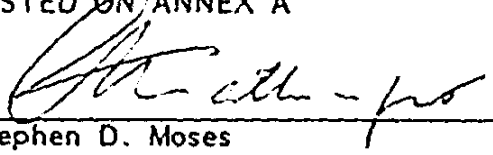
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STEPHEN D. MOSES AS
ATTORNEY-IN-FACT FOR ALL
THE LIMITED PARTNERS
LISTED ON ANNEX A



Stephen D. Moses

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ANNEX A

LIMITED PARTNERS

Robert L. Kahn
Stephen F. Biddle
Marie Biddle
Sanford J. Mock
Arnold H. Robinson

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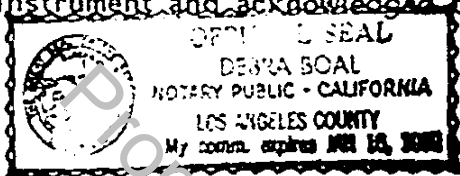
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STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

On 16th, 1987, before me, the undersigned, a Notary Public in and for said State, personally appeared Stephen D. Moses, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within Instrument and acknowledged to me that he executed the same.



Debra Soal

Notary Public in and for said
County and State

My Commission Expires:

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

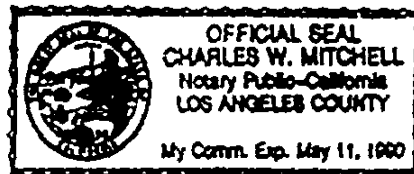
On January 13, 1987, before me, the undersigned, a Notary Public in and for said State, personally appeared Lawrence F. Penn, known to me to be the Vice President and ~~David A. Eppert~~ ^{David A. Eppert}, known to me to be the ~~Asst.~~ Secretary of Partnership Investors Services, Inc., the Corporation that executed the within Instrument, personally known to me (or proved to me on the basis of satisfactory evidence) to be the persons who executed the within Instrument on behalf of the Corporation herein named, 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:

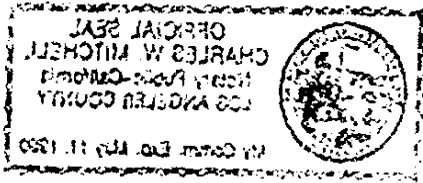
May 11, 1990



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

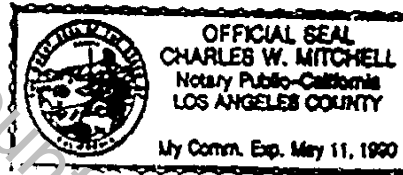
On January 13, 1987, before me, the undersigned, a Notary Public in and for said State, personally appeared Lawrence F. Penn, known to me to be the Vice President and ~~David A. Robertson~~ ^{Suzanne H. Robinson}, known to me to be the Asst. Secretary of Partnership Placements, Inc., the corporation that executed the within Instrument, personally known to me (or proved to me on the basis of satisfactory evidence) to be the persons who executed the within Instrument on behalf of said corporation, said corporation being known to me to be one of the General Partners of Western Housing Fund, Ltd., the limited partnership that executed the within instrument, and acknowledged to me that such corporation executed the same as such General Partner and that such limited partnership executed the same.

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

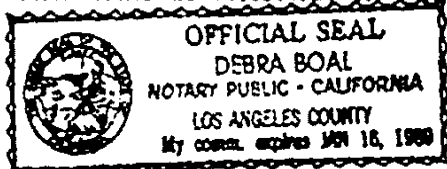
My Commission Expires:

May 11, 1990

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



On 10-20, 1987, before me, the undersigned, a Notary Public in and for said State, personally appeared Stephen D. Moses, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within Instrument, as the Attorney-in-Fact of all the Limited Partners listed on Annex A and acknowledged to me that he subscribed the name(s) of all the Limited Partners listed on Annex A thereto as principal and his own name as Attorney-in-Fact.



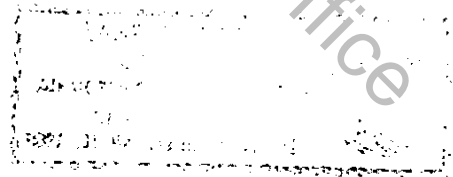
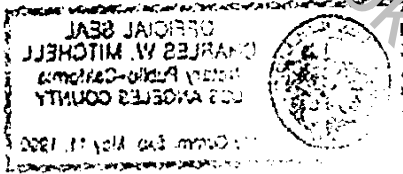
My Commission Expires:

Debra Boal
Notary Public in and for said
County and State

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LEAWOOD APARTMENT CO. EXHIBIT B

Partners' Percentage Interests in Profits,
Losses, Distributions and Capital for the Period
January 1, 1986 to December 31, 1986 and
Total Capital Contributions (may include
unpaid Promissory Notes)

Partner	Profits and Distributions	Losses	Capital Contributions
<u>General Partners</u>			
PISI (1/1/86-5/31/86)	.50%	.50%	\$100
(6/1/86-12/31/86)	1.00%	1.00%	
Moses (1/1/86-5/31/86)	0.00%	0.00%	\$100
(6/1/86-12/31/86)	4.00%	4.00%	
Sweetser (1/1/86-5/31/86)	.50%	.50%	\$100
(6/1/86-12/31/86)	0.00%	0.00%	
<u>Limited Partners</u>			
Western	66.90%	70.00%	\$70,999
Robert L. Kahn	8.50%	0.00%	\$50,000
Sanford J. Mock	9.50%	25.00%	\$34,000
Arnold H. Robinson	4.10%	0.00%	\$26,000
Stephen & Marie Biddle	5.70%	0.00%	\$30,000
<u>Special Limited Partner</u>			
Moses (1/1/86-5/31/86)	4.00%	4.00%	
(6/1/86-12/31/86)	0.00%	0.00%	

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