

TAHOE PROPERTIES I

mod Part

The undersigned hereby amend the Limited Partnership Agreement of Tahoe Properties I, an Arizona Limited Partnership, as follows:

DKT 15207 PG1072

1. Paragraph 8 is amended to read as follows:

8. Additional Capital and Limited Partners. In the event that additional capital is needed in order for the Partnership to carry out the Partnership business, the General Partners are authorized to borrow on behalf of the Partnership, and are authorized to make loans to the Partnership as provided in paragraph 9 below. There will be no calls on the Limited Partners.

2. Paragraphs 10.2 and 10.3 are amended and renumbered to read as follows:

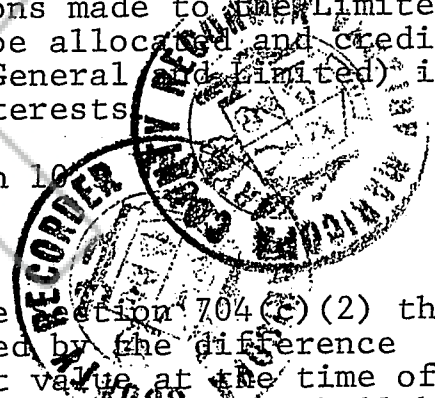
10.2. Allocation of Profits and Losses. The Partnership net profits and losses shall be allocated and credited ninety-nine per cent (99%) to the Limited Partners in proportion to their Partnership interests, and one per cent (1%) equally to the General Partners until the Limited Partners have received a return of ten per cent (10%) per annum simple interest on the capital contributions of the Limited Partners, adjusted for any capital distributions made to the Limited Partners. Thereafter, the net profits shall be allocated and credited to the income accounts of the Partners (both General and Limited) in proportion to their respective Partnership interests.

3. Paragraph 10.4 is renumbered as paragraph 10.

4. Paragraph 10.4 shall read as follows:

10.4. Pursuant to Internal Revenue Code Section 704(c)(2) the appreciation or diminution in value represented by the difference between the adjusted basis and the fair market value at the time of contribution of any property contributed to the Partnership shall be attributed to the contributing Partner upon any subsequent sale, exchange, or refinancing of the property by the Partnership.

5. Schedule A-1 to Agreement of Limited Partnership of Tahoe Properties I shall hereafter be and read as set forth in Schedule A-1 attached hereto, which Schedule reflects and sets forth the addresses and capital contributions of the Limited Partners.



TAHOE PROPERTIES I,
an Arizona Limited Partnership

By: [Signature]
CHRISTOPHER A. COMBS, General Partner
and Original Limited Partner

By: [Signature]
DENNIS L. HOF, General Partner and
Original Limited Partner

By: [Signature]
JAN S. COMBS, General Partner

MAY 1 - 1981 - 4 30

STATE OF ARIZONA }
County of Maricopa } ss

I hereby certify that the within instrument was filed and recorded at request of

[Signature]

in Docket 15207
on page 1072-1074
Witness my hand and official seal the day and year aforesaid.

[Signature]
County Recorder
Deputy Recorder

300

56730

THE LIMITED PARTNERS LISTED ON
SCHEDULE A-1

By: *Christopher A. Combs*
CHRISTOPHER A. COMBS, General
Partner, as Attorney-In-Fact

By: *Dennis L. Hof*
DENNIS L. HOF, General Partner,
as Attorney-In-Fact

By: *Jan S. Combs*
JAN S. COMBS, General Partner,
as Attorney-In-Fact

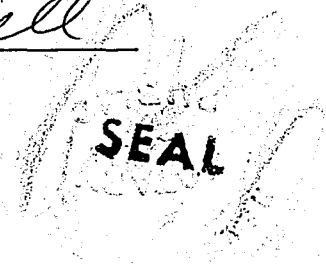
STATE OF ARIZONA)
) ss.
County of Maricopa)

On this, the *22nd* day of *April*, 1981, before
me, the undersigned Notary Public, personally appeared CHRISTOPHER A.
COMBS, DENNIS L. HOF, and JAN S. COMBS, known to me to be the persons
whose names are subscribed to the within instrument as General Partners
and as General Partners acting as Attorneys-In-Fact for the Limited
Partners of TAHOE PROPERTIES I, an Arizona Limited Partnership, and
acknowledged to me that they, being authorized to do so, executed the
foregoing instrument for the purposes therein contained by signing
their names in such capacities.

IN WITNESS WHEREOF, I have hereunto set my hand an official seal.

Helen M. Dell
Notary Public

My Commission Expires:
10/28/82



SCHEDULE A-1
OF
TAHOE PROPERTIES I

1. Limited Partners (Name and Address)	2. Amount of Investment	3. Number of Units
Christopher A. Combs 2202 E. Camelback Rd., #114 Phoenix, Arizona 85016	\$187,500.00	18.75
Dennis L. Hof P. O. Box 5548 Stateline, Nevada 89449	\$162,500.00	16.25
Gerald W. & Elizabeth R. McCullough 2009 Skyline Drive Bartlesville, Oklahoma	\$ 10,000.00 (Joint Tenancy)	1
Clifford H. & Mary K. Armstrong 47 Woodland Hills Tuscaloosa, Alabama 35405	\$ 10,000.00 (Joint Tenancy)	1
Philip H. Selway & Patricia I. Combs 417 Palm Street Litchfield Park, Arizona 85340	\$ 10,000.00 (Tenants In Common)	1
Pamela Earnhardt CAC Properties, Inc. 2202 E. Camelback Rd., #114 Phoenix, Arizona 85016	\$ 20,000.00	2

CERTIFICATE OF GENERAL PARTNERS

I hereby certify that the names and addresses listed herein and the investments and number of units recorded herein, are true and accurate.

[Signature]
CHRISTOPHER A. COMBS, General Partner

[Signature]
DENNIS L. HOF, General Partner

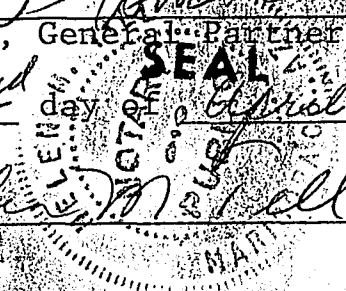
[Signature]
JAN S. COMBS, General Partner

STATE OF ARIZONA)
County of Maricopa) ss.

SUBSCRIBED AND SWORN to before me this 22nd day of April, 1981.

My Commission Expires:
10/28/82

[Signature]
Notary Public



REQUESTED BY
DOUGLAS COUNTY TITLE
IN OFFICIAL RECORDS OF
DOUGLAS CO. NEVADA
\$5.00 Pd.
1981 MAY 29 PM 12:51

MARIE A. RADEL
RECORDER
[Signature]
Dep. LIBER 56730
581 PAGE 1745