

HNC MORTGAGE AND REALTY INVESTORS
AMENDMENT TO SECOND RESTATED AGREEMENT
 AND DECLARATION OF TRUST

THIS CONSENT TO AMENDMENT, given as of the first day of October, 1977, by the Trustees whose signatures are set forth below.

WITNESSETH THAT:

WHEREAS, the First Amended and Restated Agreement and Declaration of Trust (the "First Restatement") of HNC Mortgage and Realty Investors (the "Trust"), a trust with transferable shares under the laws of Massachusetts, was signed and delivered on the 12th day of November, 1971, and thereafter filed in the offices of the Secretary of the Commonwealth of Massachusetts and the City Clerk of Springfield, Massachusetts; and

WHEREAS, thereafter the Trust's principal place of business in the Commonwealth of Massachusetts was changed to Boston; and

WHEREAS, pursuant to procedures contained in Section 13.1 of the First Restatement, the First Restatement was amended by Amendment to First Amended and Restated Agreement and Declaration of Trust (the "Amendment"), signed and delivered as of the 16th day of March, 1976 and on the 30th day of March, 1976 filed in the offices of the Secretary of the Commonwealth of Massachusetts and the City Clerk of Boston, Massachusetts; and

WHEREAS, pursuant to procedures contained in Section 14.5 of the First Restatement, as amended by the Amendment, the First Restatement and the Amendment were supplanted by a Second Restated Agreement and Declaration of Trust (the "Second Restatement"), signed and delivered as of the 14th day of April, 1976 and on the 30th day of April, 1976 filed in the offices of the Secretary of the Commonwealth of Massachusetts and the City Clerk of Boston, Massachusetts; and

WHEREAS, Section 13.1 of the Second Restatement provides certain procedures for the amendment thereof;

NOW THEREFORE, the undersigned Trustees, not all of whom were signatories to the aforesaid documents in the form on file, even though they had consented thereto, wishing to indicate their approval thereof, hereby consent to the First Restatement, the Amendment and the Second Restatement, as if they all had been the signatories to the First Restatement, the Amendment and the Second Restatement in the form that those documents were actually filed, with such consent to apply retroactively to the times of filing of those documents, and hereby further consent that the Second Restatement be amended as follows:

The words "HNC Mortgage and Realty Investors" set forth in Section 1.1 of the Second Restatement be deleted and replaced with the words "The Westport Company".

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