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BY-LAWS
OF
ABC Inc.

ARTICLE I – OFFICES

Section 1. The registered office shall be in the City of Wilmington, New Castle County, Delaware.

Section 2. The corporation may also have offices at such other places both within and without the State of Delaware as the Board of Directors may from time to time determine, or the business of the corporation may require.

ARTICLE II - MEETINGS OF STOCKHOLDERS

Section 1. All meetings of the stockholders for election of directors shall be held in Wilmington, Delaware, at such place as may be fixed from time to time by the Board of Directors, or at such other place, either within or without Delaware as shall be designated from time to time by the Board of Directors and stated in the notice of the meeting. Meetings of stockholders for any other purpose may be held at such time and place, within or without Delaware, as shall be stated in the notice of meeting or in a duly executed waiver of notice thereof.

Section 2. Annual meetings of the stockholders commencing with the year 2012 shall be held on the thirty-first of December in each year. If the designated day is a legal holiday, then the annual meeting shall be held on the next secular day following or at such other date and time as shall be designated from time to time by the Board of Directors and stated in the notice of meeting, at which they shall elect by a plurality vote by written ballot a Board of Directors, and transact other business as may properly be brought before the meeting.

Section 3. Written notice of the annual meeting stating the place, date and hour of the meeting, shall be given to each stockholder entitled to vote at such meeting not less than ten nor more than fifty days before the date of the meeting.

Section 4. The officer who has charge of the stock ledger of the corporation shall prepare and make, at least ten days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to examination by any stockholder for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting or, if not so specified, at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present.

Section 5. Special meetings of the stockholders, for any purpose or purposes, unless otherwise prescribed by statute or by the certificate of incorporation, may be called by the president and shall be called by the president or secretary at the request in writing of a majority

THIS PARTNERSHIP INTERESTS PURCHASE AGREEMENT (this "Agreement") is made as of this 17th day of July, 2004, by and among JEFFREY I. FRIEDMAN, an individual ("Friedman"), and JIFCO, an Ohio corporation ("JIFCO") (Friedman and JIFCO are hereinafter sometimes referred to together as "Sellers"), and WINCHESTER, INC., an Ohio corporation ("Buyer").

WITNESSETH

WHEREAS, Friedman owns a 1% general partnership interest and JIFCO owns a 0.001% general partnership interest (the "Partnership Interests") in Winchester, an Ohio limited partnership (the "Partnership") pursuant to that certain Amended and Restated Agreement and Certificate of Limited Partnership signed by Sellers as general partners on May 21, 1984 (the "Partnership Agreement");

WHEREAS, the Partnership is the fee owner of that certain parcel of real property legally described on Exhibit A attached hereto and made a part hereof known as Winchester I Apartments located at 27400 Chardon Road, Willoughby Hills, Ohio 44094, together with all buildings, pools, poolhouses, fixtures, appliances, and all personal property of the Partnership located on such real property and used exclusively in connection with such real property and other improvements located thereon or therein and including all appurtenant rights and easements relating thereto (collectively, the "Property");

WHEREAS, Buyer desires to purchase the Partnership Interests from Sellers, and Sellers desire to sell their respective Partnership Interests to Buyer, on the terms and subject to the conditions hereinafter stated;

NOW, THEREFORE, for good and valuable consideration received to the full satisfaction of each of them, the parties agree as follows:

1. **Purchase and Sale of Partnership Interests.** Upon the terms and subject to the conditions set forth herein, each Seller agrees to convey, sell, transfer, assign, and deliver to Buyer at the Closing (as hereinafter defined), and Buyer agrees to buy and take from each Seller at the Closing, all of each Seller's right, title, estate, and interest in and to such Seller's respective Partnership Interests, free and clear in each case of all liens, security interests, and encumbrances whatsoever. Sellers waive and release any claims for fees that may be payable by the Partnership to either of them or any of their respective affiliates, except any fees already accrued on the books and records of the Partnership as of the date hereof.

2. **Consideration.**

(a) Buyer shall pay to Sellers as consideration for the sale of the Partnership Interests to Buyer an aggregate amount equal to 1.1% of the "net sales proceeds" derived from the future sale of the Property to a bona fide third party purchaser if and when such sale occurs. Payment of the consideration described above shall be due within 10 business days after the consummation of such sale and shall be allocated between Sellers as set forth in the first "Whereas" recital clause of this Agreement.

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