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| State of \_\_\_\_\_\_\_\_\_\_\_ | Rev. 133C585  |
| **Amendment No. \_\_ to Partnership Agreement** |

This Amendment No. \_\_ to the Partnership Agreement (the “Amendment”) is made as of this \_\_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_, 20\_\_\_, by and between \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, located at \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (the “Partner 1”) and \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, located at \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (the “Partner 2”), (each, a “Partner” and collectively, the “Partners”).

WHEREAS, the Partners formed a partnership under the name \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ pursuant to a Partnership Agreement dated as of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, and any amendments thereto (the “Partnership Agreement”).

WHEREAS, the Partners now wish to amend certain provisions of the Partnership Agreement.

 NOW THEREFORE, in consideration of the premises and mutual covenants contained herein and for other good and valuable consideration, the receipt and sufficiency of which are acknowledged, the Partners agree as follows:

1. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ is hereby added to the Partnership Agreement and shall read as follows: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_
2. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ of the Partnership Agreement is hereby deleted in its entirety.
3. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ of the Partnership Agreement is hereby amended by replacing the first sentence with the following sentence: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_
4. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ of the Partnership Agreement is hereby amended and restated in its entirety and shall read as follows: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_
5. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ of the Partnership Agreement is hereby amended as follows: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_
6. Capitalized terms used herein but not otherwise defined shall have the meaning ascribed to them in the Partnership Agreement.
7. This Amendment may be executed in one or more counterparts, each of which shall be deemed an original and all of which together, shall constitute one and the same document.
8. The terms of this Amendment shall be governed by and construed in accordance with the laws of the State of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, not including its conflicts of law provisions.
9. Except as otherwise modified and amended herein, the Partnership Agreement remains unchanged and continues in full force and effect.

**IN WITNESS WHEREOF**, this Amendment No. \_\_ to the Partnership Agreement has been executed and delivered as of the date first written above.

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| **Partner** Signature |  | **Partner** Full Name |

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| **Partner** Signature |  | **Partner** Full Name |