



Amendment to Limited Partnership Agreement

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[NUMBER] AMENDMENT TO LIMITED PARTNERSHIP AGREEMENT

[NAME OF LIMITED PARTNERSHIP]

This [NUMBER] AMENDMENT TO LIMITED PARTNERSHIP AGREEMENT is entered into on this ____ day of _____, 20__ by and among (a) [NAME OF GENERAL PARTNER], a _____ corporation (“**General Partner**”) and [LIST LIMITED PARTNERS] (the “**Limited Partners**,” and together with the General Partner, the “**Partners**”).

WITNESSETH:

WHEREAS, pursuant to a Certificate of Limited Partnership dated [DATE] and filed with the Secretary of State of [STATE] on [DATE], [NAME OF LIMITED PARTNERSHIP] (the “**Partnership**”) was formed;

WHEREAS, the Partners entered into a Limited Partnership Agreement with regard to the Partnership dated [DATE] (the “**Agreement**”);

WHEREAS, capitalized terms used herein and not otherwise defined herein shall have the meanings set forth in the Agreement.

NOW THEREFORE, for valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

1. Section of the Agreement is hereby deleted in its entirety and is replaced with the following:

[INSERT TEXT]

2. All other terms and conditions of the Agreement shall remain in full force and effect.

[The remainder of this page has been intentionally left blank.]

IN WITNESS WHEREOF, the parties hereto have executed this [NUMBER] Amendment to Limited Partnership Agreement as of the date first above written.

GENERAL PARTNER:

[NAME OF GENERAL PARTNER]

By: _____
Its:

LIMITED PARTNERS:

[Limited Partner]

[Limited Partner]

[Limited Partner]