

ADDENDUM TO THE _____ LIMITED PARTNERSHIP
AGREEMENT

_____, constituting all of the general partners of the
_____ limited partnership and _____
_____, constituting all of the limited partners of
_____, agree:

The general partners shall be indemnified by the partnership from all liability related to their actions taken on behalf of the limited partnership, provided that the actions to be indemnified were undertaken in good faith, and do not constitute criminal acts or any act of intentional misconduct.

In the event that a dispute occurs between the limited partnership and a partner as to whether or not an action is properly subject to this indemnity the dispute shall be submitted to arbitration before a single arbitrator under the rules of the American Arbitration Association. Any decision rendered by the arbitrator shall be final and may be entered as a judgment in any court having jurisdiction.

Dated: _____

Limited partners:

General partners: