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Inv. 64853

My Rueth Amendment to
1006-165th St.
Blount, Indiana #6324
Attn: Harold D. Rueth

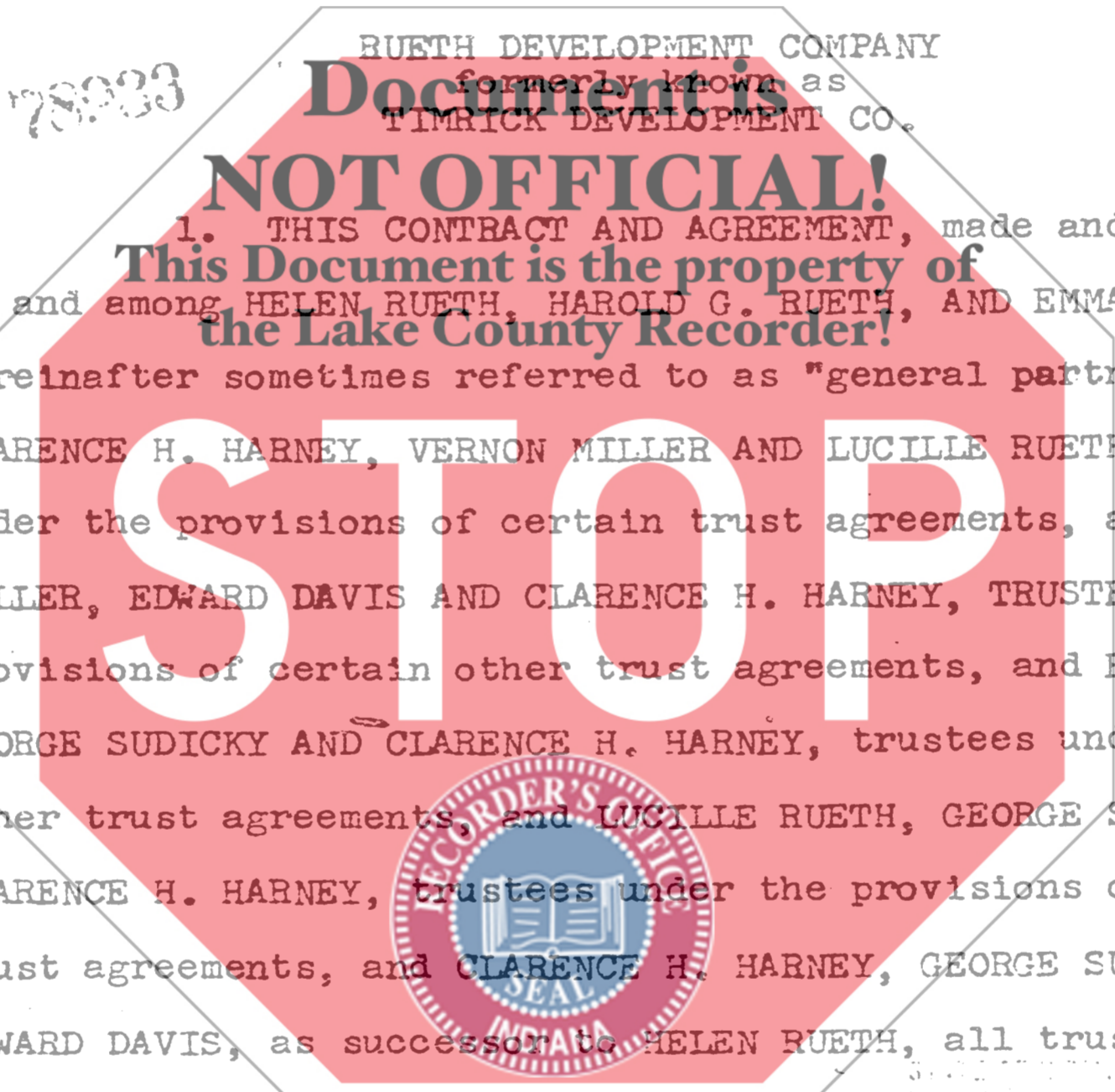
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FIFTH AMENDMENT
of
AGREEMENT OF LIMITED PARTNERSHIP

LAKE COUNTY TITLE COMPANY
DIVISION OF CHICAGO TITLE INSURANCE COMPANY

RUETH DEVELOPMENT COMPANY
formerly known as
TIMRICK DEVELOPMENT CO.

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1. THIS CONTRACT AND AGREEMENT, made and entered into by and among HELEN RUETH, HAROLD G. RUETH, AND EMMA RUETH, hereinafter sometimes referred to as "general partners" and CLARENCE H. HARNEY, VERNON MILLER AND LUCILLE RUETH, trustees under the provisions of certain trust agreements, and VERNON MILLER, EDWARD DAVIS AND CLARENCE H. HARNEY, TRUSTEES under the provisions of certain other trust agreements, and EDWARD DAVIS, GEORGE SUDICKY AND CLARENCE H. HARNEY, trustees under certain other trust agreements, and LUCILLE RUETH, GEORGE SUDICKY AND CLARENCE H. HARNEY, trustees under the provisions of certain other trust agreements, and CLARENCE H. HARNEY, GEORGE SUDICKY AND EDWARD DAVIS, as successors to HELEN RUETH, all trustees for various parties, commonly known as trust superior -- Claudia Rueth et al, and CLARENCE H. HARNEY and LUCILLE RUETH, trustees of HERBERT RUETH residuary trust.



ANDREW J. TERRY
RECORDER

2. WHEREAS, a certain agreement was entered into on January 20, 1956, creating a limited partnership, known and designated as TIMRICK DEVELOPMENT COMPANY, which agreement will hereafter be referred to as the "Original Agreement" and

3. Effective June 1, 1962 ARTICLE II (a) shall be changed to read: "The business of the partnership shall be conducted under the firm name of "RUETH DEVELOPMENT CO." Said Partnership dated February 10, 1960 in all places that have designated the title "Timrick Development Co.," or Timrick Development Company" shall be changed to read "Rueth Development Co."

4. WHEREAS, the undersigned, being desirous of admitting new general and limited partners and adjusting the

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partnership interest of Herbert Rueth, deceased, in accordance with his will, and also being desirous of obtaining the lumber business, now operated under a partnership known as Superior Lumber Company, and,

WHEREAS, all the general and limited partners of Superior Lumber Company are agreeable that said partnership assets be absorbed by Rueth Development Company, and

6. WHEREAS, all the general and limited partners of Rueth Development Company believe it is to their advantage to acquire the assets of Superior Lumber Company, and

7. WHEREAS, the said merger or amalgamation would be beneficial for credit reasons and obtaining better lines of credit if said partnership were operating as a single unit. Therefore, all the general partners herein agree to such amalgamation.

8. WHEREAS, it is desirous of HELEN RUETH, the general partner, that her capital be .593 interest and,

9. WHEREAS, the general partner HAROLD G. RUETH'S interest would be 5.311 and,

10. WHEREAS, the general partner EMMA RUETH'S interest would be 1.163, and the balance would be apportioned among the limited partners as set out below.

11. WHEREAS, it would be to the advantage of said partnership and to the estate of Herbert Rueth if the interest of Herbert Rueth in Rueth Development Co. be handled as a limited partnership represented by the Trustees, namely, Lucille Rueth and Clarence H. Harney, or their successors, as designated by said Trustees.

12. Further effective January 1, 1970, agreement as to general partners and limited partners shall be amended to read as follows:

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The opening capital account of each general partner shall be the proportion of the initial capital of the partnership and all net profits and losses of the partners shall be divided in the proportions set out below:

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HELEN RUETH	.593
HAROLD G. RUETH	5.311
EMMA RUETH	1.163

12. The names and places of residence of the general and limited partners are:

Helen Rueth	General Partner	7441 Knickerbocker Hammond, Indiana
Harold G. Rueth	General Partner	7226 Knickerbocker Hammond, Indiana
EMMA Rueth	General Partner	1040 Cherry St. Hammond, Indiana
Clarence H. Harney, Trustee	Limited Partner	6639 VanBuren Hammond, Indiana
Vernon Miller, Trustee	Limited Partner	37 Terrace Drive Munster, Indiana
Lucille Rueth, Trustee	Limited Partner	7226 Knickerbocker Hammond, Indiana
Vernon Miller, Trustee	Limited Partner	37 Terrace Drive Munster, Indiana
Edward Davis, Trustee	Limited Partner	8423 Hohman Munster, Indiana
Clarence H. Harney, Trustee	Limited Partner	6639 VanBuren Hammond, Indiana
Edward Davis, Trustee	Limited Partner	8423 Hohman Munster, Indiana
George Sudicky, Trustee	Limited Partner	7320 Oakdale Hammond, Indiana
Clarence H. Harney, Trustee	Limited Partner	6639 VanBuren Hammond, Indiana
Lucille Rueth, Trustee	Limited Partner	7226 Knickerbocker Hammond, Indiana
George Sudicky, Trustee	Limited Partner	7320 Oakdale Hammond, Indiana
Clarence H. Harney, Trustee	Limited Partner	6639 VanBuren Hammond, Indiana



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Clarence H. Harney, Trustee	Limited Partner	6639 VanBuren Hammond, Indiana
George Sudicky, Trustee	Limited Partner	7320 Oakdale Hammond, Indiana
Edward Davis, Trustee	Limited Partner	8423 Hohman Munster, Indiana
Lucille Rueth, Trustee	Limited Partner	7226 Knickerbocker Hammond, Indiana

a. Further effective January 1, 1970, Article V, sub-paragraph (b) of the Original Agreement shall be amended to read as follows:

(b) The net profits earned by the partnership during each fiscal year shall be credited as of the close thereof to the capital accounts of the partners in the following proportions:

HELEN RUETH	.593
HAROLD G. RUETH	5.311
EMMA RUETH	1,163

CLARENCE H. HARNEY, VERNON MILLER, AND LUCILLE RUETH, Trustees for TRUST HERBERT RAYMOND RUETH	4.718
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CLARENCE H. HARNEY, VERNON MILLER, AND LUCILLE RUETH, Trustees for TRUST ROBERT JAMES RUETH	4.718
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CLARENCE H. HARNEY, VERNON MILLER, AND LUCILLE RUETH, Trustees for TRUST BARBARA LOUISE RUETH	4.718
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CLARENCE H. HARNEY, VERNON MILLER, AND LUCILLE RUETH, Trustees for TRUST ROSEMARY KATHRYN RUETH	4.718
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CLARENCE H. HARNEY, VERNON MILLER, AND LUCILLE RUETH, Trustees for TRUST TIMOTHY MICHAEL RUETH	4.718
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CLARENCE H. HARNEY, VERNON MILLER, AND LUCILLE RUETH, Trustees for TRUST JANINE EMILY RUETH	4.718
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VERNON MILLER, EDWARD DAVIS AND CLARENCE H. HARNEY, Trustees for TRUST CLAUDIA RUETH	4.718
VERNON MILLER, EDWARD DAVIS AND CLARENCE H. HARNEY, Trustees for TRUST NANCY ANN RUETH	4.718
VERNON MILLER, EDWARD DAVIS AND CLARENCE H. HARNEY, Trustees for TRUST RICHARD LEO RUETH	4.718
VERNON MILLER, EDWARD DAVIS AND CLARENCE H. HARNEY, Trustees for TRUST HAROLD GEORGE RUETH, JR.	4.718
VERNON MILLER, EDWARD DAVIS AND CLARENCE H. HARNEY, Trustees for TRUST THOMAS JOSEPH RUETH	4.718
VERNON MILLER, EDWARD DAVIS AND CLARENCE H. HARNEY, Trustees for TRUST JEROME RUETH	4.718
CLARENCE H. HARNEY, GEORGE SUDICKY AND EDWARD DAVIS, Trustees for TRUST LUCILLE GERARD RUETH	4.718
CLARENCE H. HARNEY, GEORGE SUDICKY AND EDWARD DAVIS, Trustees for TRUST MARY GERARD RUETH	4.718
CLARENCE H. HARNEY, GEORGE SUDICKY AND LUCILLE RUETH, Trustees for TRUST KEVIN GERARD RUETH	4.718
CLARENCE H. HARNEY AND LUCILLE RUETH, Trustees for HERBERT RUETH RESIDUARY TRUST	4.718
CLARENCE H. HARNEY, GEORGE SUDICKY AND LUCILLE RUETH, TRUSTEES for TRUST SUPERIOR- HERBERT R. RUETH	1.163
CLARENCE H. HARNEY, GEORGE SUDICKY, AND LUCILLE RUETH, Trustees for TRUST SUPERIOR - ROBERT J. RUETH	1.163
CLARENCE H. HARNEY, GEORGE SUDICKY, AND LUCILLE RUETH, Trustees for TRUST SUPERIOR - BARBARA L. RUETH	1.163

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CLARENCE H. HARNEY,
GEORGE SUDICKY, AND
LUCILLE RUETH, Trustees for
TRUST SUPERIOR - TIMOTHY RUETH 1.163

CLARENCE H. HARNEY,
GEORGE SUDICKY, AND
LUCILLE RUETH, Trustees for
TRUST SUPERIOR - JANINE RUETH 1.163

CLARENCE H. HARNEY,
GEORGE SUDICKY, AND
LUCILLE RUETH, Trustees for
TRUST SUPERIOR - ROSEMARY RUETH 1.163

CLARENCE H. HARNEY,
GEORGE SUDICKY, AND
LUCILLE RUETH, Trustees for
TRUST SUPERIOR - KEVIN G. RUETH 1.163

CLARENCE H. HARNEY,
GEORGE SUDICKY, AND
EDWARD DAVIS, Trustees for
TRUST SUPERIOR - CLAUDIA RUETH 1.163

CLARENCE H. HARNEY,
GEORGE SUDICKY, AND
EDWARD DAVIS, Trustees for
TRUST SUPERIOR - NANCY RUETH 1.163

CLARENCE H. HARNEY,
GEORGE SUDICKY, AND
EDWARD DAVIS, Trustees for
TRUST SUPERIOR - RICHARD L. RUETH 1.163

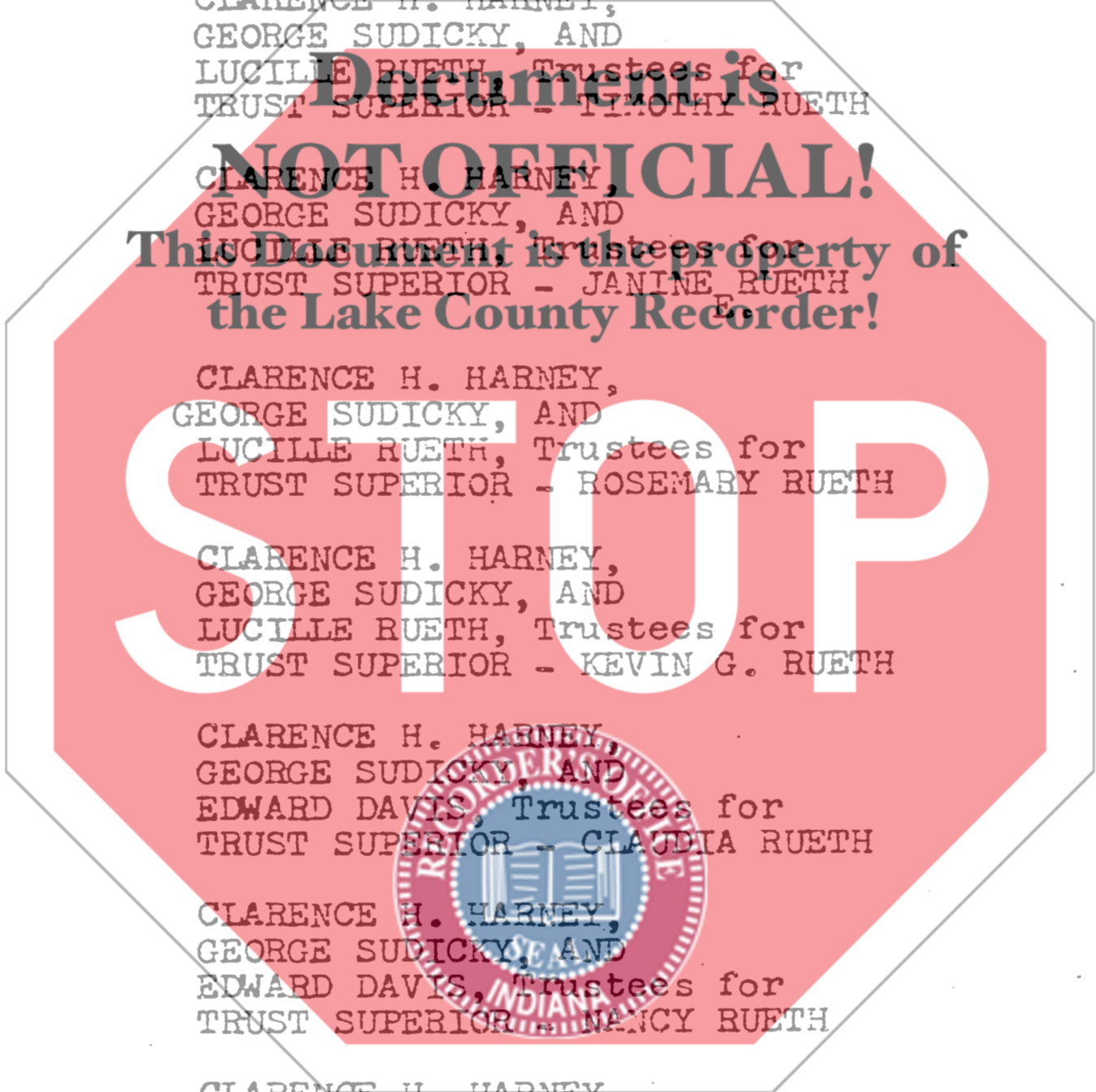
CLARENCE H. HARNEY,
GEORGE SUDICKY, AND
EDWARD DAVIS, Trustees for TRUST SUPERIOR
THOMAS J. RUETH 1.163

CLARENCE H. HARNEY,
GEORGE SUDICKY, AND
EDWARD DAVIS, Trustees for
TRUST SUPERIOR - HAROLD G. RUETH, JR. 1.163

CLARENCE H. HARNEY,
GEORGE SUDICKY, AND
EDWARD DAVIS, Trustees for
TRUST SUPERIOR - JEROME RUETH 1.163

CLARENCE H. HARNEY,
GEORGE SUDICKY, AND
EDWARD DAVIS, Trustees for
TRUST SUPERIOR - MARY GERARD RUETH 1.163

CLARENCE H. HARNEY,
GEORGE SUDICKY, AND
EDWARD DAVIS, Trustees for
TRUST SUPERIOR - LUCILLE RUETH 1.163



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(c) The General partners shall be paid for 1970 and years thereafter a yearly salary. The salary may be adjusted each year by mutual agreement and consent, either orally or in writing. The yearly salary for 1970 shall be \$2,400.00 for Emma Rueth, \$15,200.00 for Helen Rueth and \$18,000.00 for Harold G. Rueth. If at the end of the taxable year, the partnership has not earned sufficiently to pay the General partners' salaries in full, after payment of all other operating expenses, each such salary shall be reduced proportionately as to the profits earned for such year.

It is further agreed that in determining the profits and/or losses between the parties hereto, in accordance with their respective interests shall be the net profits, if any, after the payment, in order of priority, (1) all operating expenses, and (2) the salaries of the General partners, as herein provided for; and the losses, if any, shall consist of the deficiency between the amount of gross receipts and all operating expenses and salaries of partners to be adjusted.

13. (a) It is agreed herewith that Emma Rueth, Helen Rueth and Harold G. Rueth, General partners, shall be given the power to assign their interest to persons acceptable to the majority of the General partners. The Trustees representing such limited partners shall agree with their selection. It is further mutually agreed herein that Emma Rueth, Helen Rueth and Harold G. Rueth also reserve the right to convey their interest to their heirs or assignees by will. If Emma Rueth, Helen Rueth or Harold G. Rueth should die and not provide for additional General partner by their will, then the remaining General partners may, by agreement, admit a new General partner. If an additional partner enters during the subsequent year, then the partnership agreement shall be amended to reflect such change.

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(b) In the event of the death, disability, insanity or retirement of any General Partner during the time fixed for the continuance of this partnership, this partnership shall not be thereby dissolved, but shall be continued by the remaining partners, and the personal representatives (as defined in Burns' Indiana Statutes) of such deceased or legally disabled partner, and also any new General Partner accepted by them in the partnership. The then remaining partners, the personal representatives as partners and any other new partners, shall have the right to continue the business of the partnership under the same name by themselves, or in conjunction with any other person or persons they may select.

14. The remaining General Partners may continue the business on the death, disability, insanity or retirement of a General Partner.

15. The Limited Partners may receive property other than cash in return for their contribution.

16. It is further agreed that the terms as set out in the "Original Agreement" and the various Amendments are made a part hereof, except as shown by the Amendment as to "Limited Partner", and the specific terms are set out herein that said partners are signing this agreement with full knowledge of these important clauses.

IN WITNESS WHEREOF, we have hereunto set out hands and seals this 3rd day of January, 1970.

Helen Rueth
 General Partner
 Helen Rueth

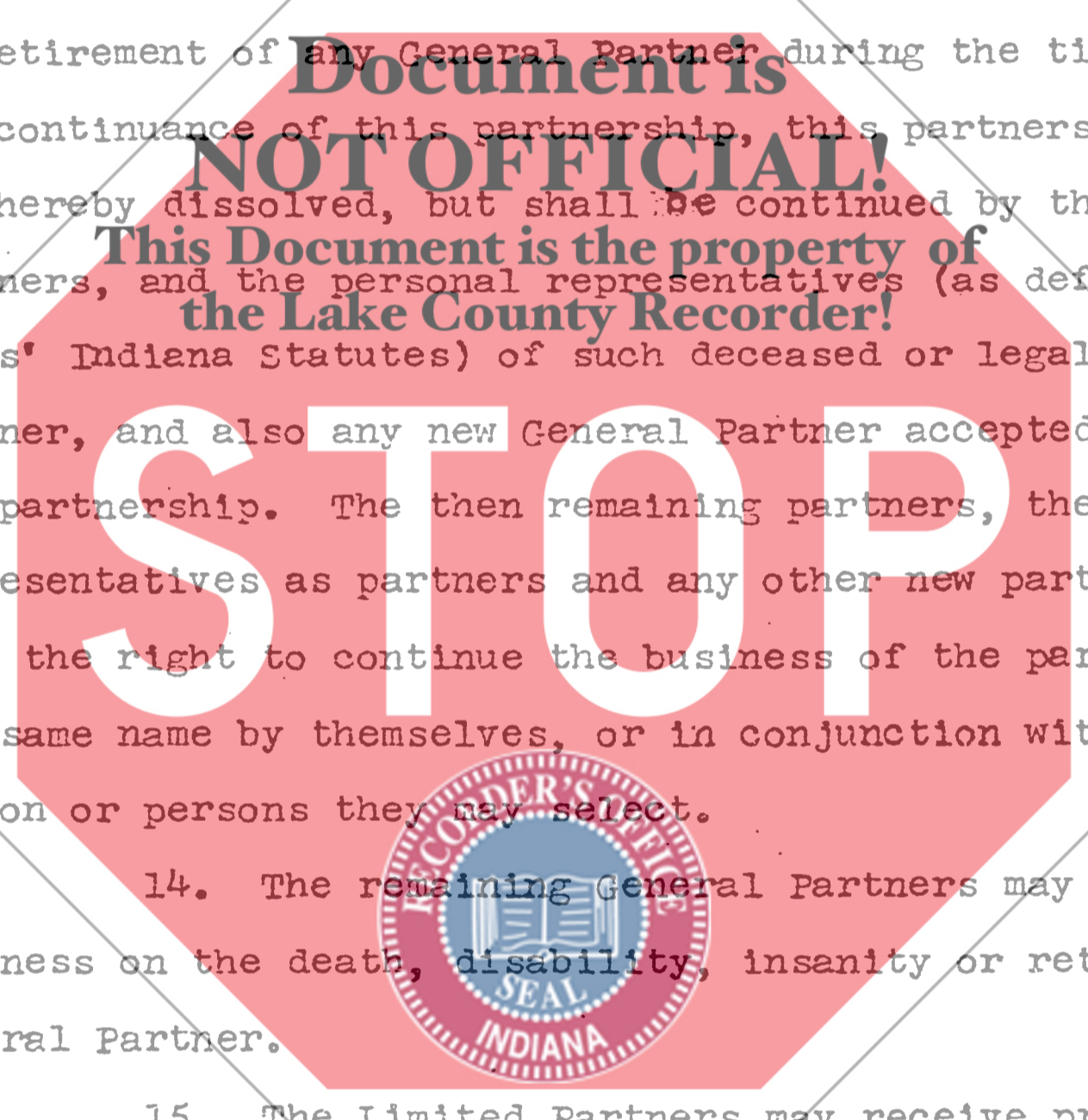
Emma Rueth
 General Partner
 Emma Rueth

Edward Davis
 Limited Partner
 As Trustee Aforesaid
 Edward Davis

Harold G. Rueth
 General Partner
 Harold G. Rueth

Clarence H. Harney
 Limited Partner
 As Trustee Aforesaid
 Clarence H. Harney

Vernon Miller
 Limited Partner
 As Trustee Aforesaid
 Vernon Miller



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Vernon Miller
Limited Partner
As Trustee Aforesaid
Vernon Miller

Lucille A. Rueth
Limited Partner
As Trustee Aforesaid
Lucille Rueth, a/k/a
Lucille A. Rueth

Clarence H. Harney
Limited Partner
As Trustee Aforesaid
Clarence H. Harney

Edward Davis
Limited Partner
As Trustee Aforesaid
Edward Davis

Lucille A. Rueth
Limited Partner
As Trustee Aforesaid
Lucille Rueth, a/k/a
Lucille A. Rueth

George Sudicky
Limited Partner
As Trustee Aforesaid
George Sudicky

Clarence H. Harney
Limited Partner
As Trustee Aforesaid
Clarence H. Harney

Limited Partner
As Trustee Aforesaid
Clarence H. Harney

THIS INSTRUMENT PREPARED BY CLARENCE H. HARNEY

