

*Lawrence, Carter, Creek & Leckamp
151 N. Delaware
Philadelphia, Pa. 19104*

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SIXTH AMENDMENT
TO
AGREEMENT OF LIMITED PARTNERSHIP
AND
CERTIFICATE OF LIMITED PARTNERSHIP
OF
EAGLE CREEK LAND COMPANY

AMENDMENT to the Agreement of Limited Partnership and Certificate of Limited Partnership of Eagle Creek Land Company made this 11th day of May, 1982.

STATE OF DELAWARE
COUNTY OF NEW CASTLE
JUN 2 10 43 AM '82
WILLIAM BIELSKI JR.
RECORDER

WITNESSETH:

WHEREAS, Marion Carter, General Partner of Eagle Creek Land Company (hereinafter referred to as the "Partnership"), has transferred and assigned by several deeds of gift dated May 11, 1982, portions of his twenty-seven and seventy-five one-hundredths percent (27.75%) interest in the Partnership to Ruth C. Swart, Lawrence W. Carter, David L. Carter, Dennis Swart, Nancy N. Carter, and Mary Ann B. Carter, all of whom are partners of the Partnership; and

WHEREAS, Henrietta Carter, General Partner of the Partnership, has transferred and assigned by several deeds of gift dated May 11, 1982, portions of her twenty-seven and seventy-five one-hundredths percent (27.75%) partnership interest in the Partnership to Ruth C. Swart, Lawrence W. Carter, David L. Carter, Dennis Swart, Nancy N. Carter, and Mary Ann B. Carter; and

WHEREAS, Marion Carter has also assigned and transferred his then remaining twenty-one and seventy-five one-hundredths percent (21.75%) interest in the Partnership by an Assignment dated May 11, 1982 to the Marion Carter Family Trust with such interest to become a limited partnership interest by agreement of all parties hereto; and

WHEREAS, Henrietta Carter has also assigned and transferred her then remaining twenty-one and seventy-five one-hundredths percent (21.75%) interest in the Partnership by an Assignment dated May 11, 1982 to the Henrietta Carter Family Trust with such interest to become a limited partnership interest by agreement of all parties hereto; and

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WHEREAS, all of the partners of the Partnership desire to amend the Agreement of Limited Partnership (hereinafter referred to as the "Agreement") and Certificate of Limited Partnership (hereinafter referred to as the "Certificate") to reflect such assignments; and

NOW, THEREFORE, the parties hereto do hereby agree and certify that the Agreement and Certificate shall be amended as follows:

1. Schedule A of the Agreement and Schedule A of the Certificate are hereby amended to reflect the following assignments of partnership interests by Marion Carter out of his twenty-seven and seventy-five one-hundredths percent (27.75%) partnership interest in the Partnership:

A. (1) Assignment by deed of gift dated May 11, 1982, from Marion Carter to Lawrence W. Carter of a one percent (1%) interest in the capital and profits and losses of the partnership;

(2) Assignment by deed of gift dated May 11, 1982, from Marion Carter to Nancy N. Carter of a one percent (1%) interest in the capital and profits and losses of the partnership;

B. (1) Assignment by deed of gift dated May 11, 1982, from Marion Carter to Ruth C. Swart of a one percent (1%) interest in the capital and profits and losses of the partnership;

(2) Assignment by deed of gift dated May 11, 1982, from Marion Carter to Dennis Swart of a one percent (1%) interest in the capital and profits and losses of the partnership;

C. (1) Assignment by deed of gift dated May 11, 1982, from Marion Carter to David L. Carter of a one percent (1%) interest in the capital and profits and losses of the partnership;

(2) Assignment by deed of gift dated May 11, 1982, from Marion Carter to Mary Ann B. Carter of a one percent (1%) interest in the capital and profits and losses of the partnership;

2. Schedule A of the Agreement and Schedule A of the Certificate are hereby amended to reflect the following assignments of partnership interests by Henrietta Carter out of her twenty-seven and seventy-five one-hundredths percent (27.75%) partnership interest in the Partnership:

A. (1) Assignment by deed of gift dated May 11, 1982, from Henrietta Carter to Lawrence W. Carter of a one percent (1%) interest in the capital and profits and losses of the partnership;

(2) Assignment by deed of gift dated May 11, 1982, from Henrietta Carter to Nancy N. Carter of a one percent (1%) interest in the capital and profits and losses of the partnership;

B. (1) Assignment by deed of gift dated May 11, 1982, from Henrietta Carter to Ruth C. Swart of a one percent (1%) interest in the capital and profits and losses of the partnership;

(2) Assignment by deed of gift dated May 11, 1982, from Henrietta Carter to Dennis Swart of a one percent (1%) interest in the capital and profits and losses of the partnership;

C. (1) Assignment by deed of gift dated May 11, 1982, from Henrietta Carter to David L. Carter of a one percent (1%) interest in the capital and profits and losses of the partnership;

(2) Assignment by deed of gift dated May 11, 1982, from Henrietta Carter to Mary Ann B. Carter of a one percent (1%) interest in the capital and profits and losses of the partnership;

3. Schedule A of the Agreement and Schedule A of the Certificate are hereby amended to reflect the Assignment of partnership interest by Marion Carter of his remaining twenty-one and seventy-five one-hundredths percent (21.75%) partnership interest in the Partnership to the Marion Carter Family Trust.

4. Schedule A of the Agreement and Schedule A of the Certificate are hereby amended to reflect the Assignment of partnership interest by Henrietta Carter of her remaining twenty-one and seventy-five one-hundredths percent (21.75%) partnership interest in the Partnership to the Henrietta Carter Family Trust.

5. Schedule A of the Agreement and Schedule A of the Certificate, as amended by sections 1, 2, 3 and 4 above, are attached hereto and made a part hereof.

6. Lawrence W. Carter shall continue as a general partner of the Partnership to the extent of the partnership interest owned by him prior to the assignments described in sections 1 and 2 above and to the extent of the partnership interest assigned to him as described in such sections.

7. Ruth C. Swart, Dennis Swart, Nancy N. Carter, David L. Carter, and Mary Ann B. Carter shall continue as limited partners of the Partnership to the extent of the partnership interests owned by them prior to the assignments referred to in sections 1 and 2 above and to the extent of the partnership interests transferred to them as described in such sections.

8. The Marion Carter Family Trust shall become a limited partner of the Partnership to the extent of the partnership interest transferred to it as described in Section 3.

9. The Henrietta Carter Family Trust shall become a limited partner of the Partnership to the extent of the partnership interest transferred to it as described in Section 4.

10. Except as hereinabove modified and amended, the Agreement and Certificate shall in all other respects remain and be in full force and effect.

IN WITNESS WHEREOF, the undersigned parties have executed this SIXTH AMENDMENT on the date first written above.

WITNESS:

GENERAL PARTNER:

Mary A. Critter

Lawrence W. Carter SEAL
LAWRENCE W. CARTER

LIMITED PARTNERS:

MARION CARTER FAMILY TRUST

Mary A. Critter

BY: Lawrence W. Carter SEAL
LAWRENCE W. CARTER, TRUSTEE

HENRIETTA CARTER FAMILY TRUST

Mary A. Critter

BY: Lawrence W. Carter SEAL
LAWRENCE W. CARTER, TRUSTEE

Luanna Punter

Ruth C. Swart SEAL
RUTH C. SWART

Karen C. Ferrell

David L. Carter SEAL
DAVID L. CARTER

Luanna Punter

Dennis Swart SEAL
DENNIS SWART

Mary A. Critter

Nancy N. Carter SEAL
NANCY N. CARTER

Karen C. Ferrell

Mary Ann B. Carter SEAL
MARY ANN B. CARTER

STATE OF INDIANA)
) SS:
COUNTY OF JASPER)

I, Mary A. Critser, a Notary Public in and for the jurisdiction aforesaid, do hereby certify that LAWRENCE W. CARTER, as Trustee of the Marion Carter Family Trust, personally appeared before me in said jurisdiction, and being personally well-known to me and being by me first duly sworn did depose and say that he, as Trustee of the Marion Carter Family Trust as aforesaid, is a party to the foregoing and annexed Sixth Amendment to Agreement of Limited Partnership and Certificate of Limited Partnership of Eagle Creek Land Company and that the facts relating to the said Lawrence W. Carter, as Trustee as aforesaid, set forth in said Sixth Amendment are true and correct, and the said Lawrence W. Carter, as Trustee as aforesaid, acknowledged to me that he executed said Sixth Amendment as his free act and deed in his capacity as Trustee as aforesaid.

July 15, 1983

My Commission Expires:

Mary A. Critser
NOTARY PUBLIC Mary A. Critser
A resident of Jasper County, IN.

STATE OF INDIANA)
) SS:
COUNTY OF JASPER)

I, Mary A. Critser, a Notary Public in and for the jurisdiction aforesaid, do hereby certify that LAWRENCE W. CARTER, as Trustee of the Henrietta Carter Family Trust, personally appeared before me in said jurisdiction, and being personally well-known to me and being by me first duly sworn did depose and say that he, as Trustee for the Henrietta Carter Family Trust as aforesaid, is a party to the foregoing and annexed Sixth Amendment to Agreement of Limited Partnership and Certificate of Limited Partnership of Eagle Creek Land Company and that the facts relating to the said Lawrence W. Carter, as Trustee as aforesaid, set forth in said Sixth Amendment are true and correct, and the said Lawrence W. Carter, as Trustee as aforesaid, acknowledged to me that he executed said Sixth Amendment as his free act and deed in his capacity as Trustee as aforesaid.

July 15, 1983

My Commission Expires:

Mary A. Critser
NOTARY PUBLIC Mary A. Critser
A resident of Jasper County, IN.

STATE OF INDIANA)
) SS:
COUNTY OF JASPER)

I, Mary A. Critser, a Notary Public in and for the jurisdiction aforesaid, do hereby certify that LAWRENCE W. CARTER, as general partner of Eagle Creek Land Company, personally appeared before me in said jurisdiction, and being personally well-known to me and being by me first duly sworn did depose and say that he, as general partner as aforesaid, is a party to the foregoing and annexed Sixth Amendment to Agreement of Limited Partnership and Certificate of Limited Partnership of Eagle Creek Land Company and that the facts relating to the said Lawrence W. Carter, as general partner as aforesaid, set forth in said Sixth Amendment are true and correct, and the said Lawrence W. Carter, as general partner as aforesaid, acknowledged to me that he executed said Sixth Amendment as his free act and deed in his capacity as general partner as aforesaid.

July 15, 1983
My Commission Expires:

Mary A. Critser
NOTARY PUBLIC Mary A. Critser
A resident of Jasper County, IN.

STATE OF INDIANA)
) SS:
COUNTY OF MARION)
COUNTY OF JASPER)

I, Karen E. Ferrell, a Notary Public in and for the jurisdiction aforesaid, do hereby certify that DAVID L. CARTER, as limited partner of Eagle Creek Land Company, personally appeared before me in said jurisdiction, and being personally well-known to me and being by me first duly sworn did depose and say that he, as limited partner as aforesaid, is a party to the foregoing and annexed Sixth Amendment to Agreement of Limited Partnership and Certificate of Limited Partnership of Eagle Creek Land Company and that the facts relating to the said David L. Carter, as limited partner as aforesaid, set forth in said Sixth Amendment are true and correct, and the said David L. Carter, as limited partner as aforesaid, acknowledged to me that he executed said Sixth Amendment as his free act and deed in his capacity as limited partner as aforesaid.

Sept. 20, 1983
My Commission Expires:

Karen E. Ferrell
NOTARY PUBLIC Johnson County

STATE OF INDIANA)
) SS:
COUNTY OF JASPER)

I, Luanna Punter, a Notary Public in and for the jurisdiction aforesaid, do hereby certify that DENNIS SWART, as limited partner of Eagle Creek Land Company, personally appeared before me in said jurisdiction, and being personally well-known to me and being by me first duly sworn did depose and say that he, as limited partner as aforesaid, is a party to the foregoing and annexed Sixth Amendment to Agreement of Limited Partnership and Certificate of Limited Partnership of Eagle Creek Land Company and that the facts relating to the said Dennis Swart, as limited partner as aforesaid, set forth in said Sixth Amendment are true and correct, and the said Dennis Swart, as limited partner as aforesaid, acknowledged to me that he executed said Sixth Amendment as his free act and deed in his capacity as limited partner as aforesaid.

Oct 1, 1982
My Commission Expires:

Luanna Punter
NOTARY PUBLIC
LUANNA PUNTER

STATE OF INDIANA)
) SS:
COUNTY OF JASPER)

I, Mary A. Critser, a Notary Public in and for the jurisdiction aforesaid, do hereby certify that NANCY N. CARTER, as limited partner of Eagle Creek Land Company, personally appeared before me in said jurisdiction, and being personally well-known to me and being by me first duly sworn did depose and say that she, as limited partner as aforesaid, is a party to the foregoing and annexed Sixth Amendment to Agreement of Limited Partnership and Certificate of Limited Partnership of Eagle Creek Land Company and that the facts relating to the said Nancy N. Carter, as limited partner as aforesaid, set forth in said Sixth Amendment are true and correct, and the said Nancy N. Carter, as limited partner as aforesaid, acknowledged to me that she executed said Sixth Amendment as her free act and deed in her capacity as limited partner as aforesaid.

July 15, 1983
My Commission Expires:

Mary A. Critser
NOTARY PUBLIC Mary A. Critser
A resident of Jasper County, IN.

STATE OF INDIANA)
) SS:
) MARION
COUNTY OF JASPER)

I, Karen E. Ferrell, a Notary Public in and for the jurisdiction aforesaid, do hereby certify that MARY ANN B. CARTER, as limited partner of Eagle Creek Land Company, personally appeared before me in said jurisdiction, and being personally well-known to me and being by me first duly sworn did depose and say that she, as limited partner as aforesaid, is a party to the foregoing and annexed Sixth Amendment to Agreement of Limited Partnership and Certificate of Limited Partnership of Eagle Creek Land Company and that the facts relating to the said Mary Anne B. Carter, as limited partner as aforesaid, set forth in said Sixth Amendment are true and correct, and the said Mary Ann B. Carter, as limited partner as aforesaid, acknowledged to me that she executed said Sixth Amendment as her free act and deed in her capacity as limited partner as aforesaid.

Sept. 20, 1983
My Commission Expires:

Karen E. Ferrell
NOTARY PUBLIC Johnson County

STATE OF INDIANA)
) SS:
)
COUNTY OF JASPER)

I, Luanna Punter, a Notary Public in and for the jurisdiction aforesaid, do hereby certify that RUTH C. SWART, as limited partner of Eagle Creek Land Company, personally appeared before me in said jurisdiction, and being personally well-known to me and being by me first duly sworn did depose and say that she, as limited partner as aforesaid, is a party to the foregoing and annexed Sixth Amendment to Agreement of Limited Partnership and Certificate of Limited Partnership of Eagle Creek Land Company and that the facts relating to the said Ruth C. Swart, as limited partner as aforesaid, set forth in said Sixth Amendment are true and correct, and the said Ruth C. Swart, as limited partner as aforesaid, acknowledged to me that she executed said Sixth Amendment as her free act and deed in her capacity as limited partner as aforesaid.

Oct 1, 1983
My Commission Expires:

Luanna Punter
NOTARY PUBLIC
LUANNA PUNTER

This instrument prepared by: David L. Carter, Attorney at Law, 1145 Market Square Center, 151 N. Delaware Street, Indianapolis, Indiana, 46204.

Eagle Creek Land Company
CERTIFICATE OF LIMITED PARTNERSHIP

SCHEDULE A

<u>General Partner</u>	<u>Capital Account</u>	<u>Partnership Interest</u>
Lawrence W. Carter 5305 E. 197th Street Hebron, IN 46341		
<u>Limited Partners</u>		
Marion Carter Family Trust 5954 Crestview Avenue Indianapolis, IN 46220	\$ 95,310	21.75
Henrietta Carter Family Trust 5954 Crestview Avenue Indianapolis, IN 46220	95,310	21.75
Ruth C. Swart 39 Dogleg Drive Demotte, IN 46310	51,552	11.3334
David L. Carter 5954 Crestview Avenue Indianapolis, IN 46220	51,552	11.3333
Dennis Swart 39 Dogleg Drive Demotte, IN 46310	17,012	3.5
Nancy N. Carter 5305 East 197th Street Hebron, IN 46341	17,012	3.5
Mary Ann B. Carter 5954 Crestview Avenue Indianapolis, IN 46220	17,011	3.5