

SECOND AMENDMENT TO PARTNERSHIP AGREEMENT
WOMEN'S INVESTMENT NETWORK

WHEREAS the WOMEN'S INVESTMENT NETWORK, a general partnership, was formed in and in accordance with the laws of the State of Indiana under a Partnership Agreement; and

WHEREAS the document titled Partnership Agreement WOMEN'S INVESTMENT NETWORK was duly recorded at the Office of Recorder, Lake County Indiana on March 5, 1997, document number 97014077; and

WHEREAS the WOMEN'S INVESTMENT NETWORK properly amended its original, recorded agreement on the 14th day of October, 1997 AND SAID AMENDMENT CONTINUES TO BIND THE PARTNERSHIP;

IT IS HEREBY STATED THAT THE ORIGINAL PARTNERSHIP AGREEMENT IS AMENDED THIS SECOND TIME AS FOLLOWS:

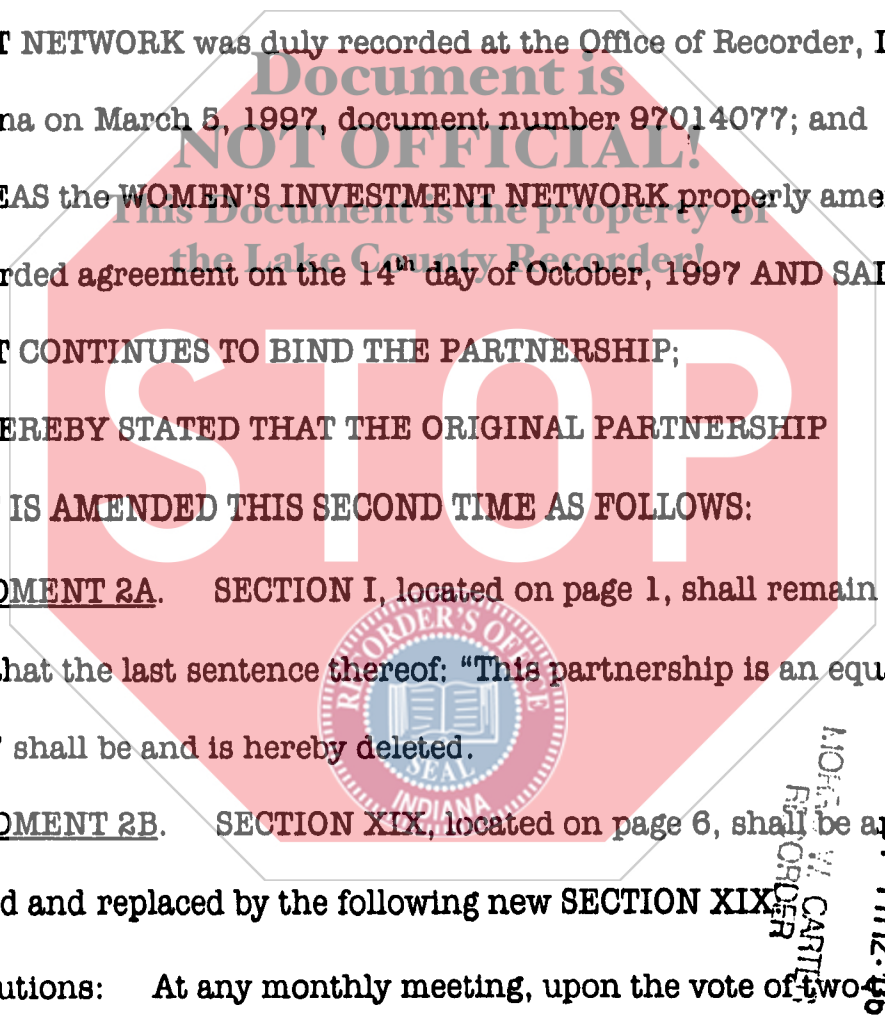
AMENDMENT 2A. SECTION I, located on page 1, shall remain the same except that the last sentence thereof: "This partnership is an equal partnership." shall be and is hereby deleted.

AMENDMENT 2B. SECTION XIX, located on page 6, shall be and is hereby deleted and replaced by the following new SECTION XIX:

Distributions: At any monthly meeting, upon the vote of two thirds of the partners, the Financial Partners may be directed to distribute to the partners a percentage sum of the Partnership's capital account, to be distributed to each individual partner in a percentage amount that has been determined by dividing the individual financial interest (the amount in the

M. VARNER
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HAMMOND IN 46327

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individual capital account) by the total Partnership assets (the total amount in the Partnership capital account). The Financial Partners shall take account of these distributions upon the books of the Partnership. Any such direction to the Financial Partners shall include a direction as to the exact date of the distributions.

Amendment 2C. The following shall be and is hereby added to the Partnership Agreement as Section XXIV:

XXIV. Additional Partners: Additional partners may be admitted at any time, upon the unanimous consent of all the partners, so long as the number of partners does not exceed eighteen (18).

Amendment 2D. The following shall be and is hereby added to the Partnership Agreement as Section XXV:

XXV. One Partner, One Vote: Each partner shall have a single vote regardless of the financial value of the individual partner's interest in the Partnership.

Amendment 2E. The following shall be and is hereby added to the Partnership Agreement as Section XXVI:

XXVI. Incoming Partners Financial Contribution: In the event that an individual is purchasing a partnership interest upon the withdrawal of a partner as provided in Section XIV, the purchaser shall pay to the Partnership as and for her beginning capital account contribution an amount equal to the withdrawing partner's capital account. Any individual who is not purchasing a withdrawing partner's interest and who becomes a partner after July 31,

1999 shall at the time of becoming a partner make an irrevocable election between the following two options: (1) to make an initial contribution to her capital account in any amount not exceeding the value of the largest individual partner capital account then in existence, or (2) to make no initial contribution to her capital account. Neither of these options shall in any way change the incoming partner's obligation for monthly contributions.

I Margaret H. Quinn duly authorized general partner of WOMEN'S INVESTMENT NETWORK do hereby certify under penalty of perjury that the above and foregoing is a true and complete statement of the Amendment to the Partnership Agreement of the WOMEN'S INVESTMENT NETWORK which was executed and agreed to by all partners of WOMEN'S INVESTMENT NETWORK.



Printed Name: Margaret H. Quinn

SUBSCRIBED AND SWORN TO BEFORE ME, a Notary Public, this 19 day of October, 1999.

My Commission Expires:

11-2-99

My County of Residence:

LAKE

Delores Bennett

Delores Bennett

Brenda J. Rotz

NOTARY PUBLIC

BRENDA J. ROTZ

Printed Name

Patricia Bell

Patricia Bell

Marie K. Blackman Bonny Bishop

Marie K. Blackman

Bonny Bishop

Lorraine Corns

Lorraine Corns

Margaret L. Demkovich

Margaret L. Demkovich

Virginia Dorn

Virginia Dorn

Irja Fortuna

Irja Fortuna

Janet E. Hartl

Janet E. Hartl

Mary Manchak

Mary Manchak

Frances M. Meyers

Frances M. Meyers

Nancy Parker

Nancy Parker

Margaret H. Quinn

Margaret H. Quinn

Merilyn H. Rooney

Merilyn H. Rooney

Janet M. Trusty

Janet M. Trusty

Jane Tufford

Jane Tufford

Marjorie A. Varner

Marjorie A. Varner

