

STATE OF RHODE ISLAND

First Amendment to
Amended and Restated Agreement and
Certificate of Limited Partnership
of MDC Partners

KNOW ALL MEN BY THESE PRESENTS: That we, MARATHON DEVELOPMENT CORPORATION, a Rhode Island corporation, ROBERT P. FREEMAN, E. PAUL IACONO, THEODORE F. PARKER, THE MARATHON GROUP OF COMPANIES, INC., a Rhode Island corporation and V. DUNCAN JOHNSON, as Trustee under a Declaration of Trust of Robert P. Freeman dated November 21, 1980 (the "Trustee"), desiring to amend the Amended and Restated Agreement and Certificate of Limited Partnership of MDC PARTNERS, dated the 19th day of August, 1983 (the "Certificate"), in order to reflect the withdrawal from the partnership of E. Paul Iacono and the admission of Robert P. Freeman as a limited partner, do solemnly swear that:

1. Schedule A of said Certificate is hereby amended to read as set forth in Exhibit A attached hereto.

2. That said amendment shall be effective as of the 31st day of December, 1985.

IN WITNESS WHEREOF, we have hereunto set our hands and stated our residences as of the 31st day of December, 1985.

MARATHON DEVELOPMENT CORPORATION


By 

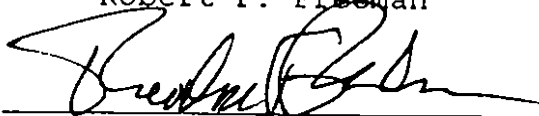
Robert P. Freeman

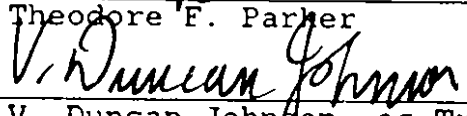
THE MARATHON GROUP OF COMPANIES


By


Robert P. Freeman


Robert P. Freeman



Theodore F. Parker


V. Duncan Johnson, as Trustee


E. Paul Iacono -- as
withdrawing partner

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

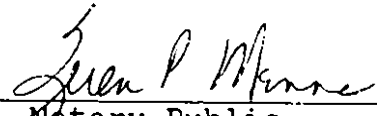
In said county and state on the 16th day of December, 1986,
before me personally appeared ROBERT P. FREEMAN, to me known
and known by me to be the party executing the foregoing instru-
ment individually and on behalf of Marathon Development Company
and The Marathon Group of Companies, and he acknowledged said
instrument, by him executed, to be his free act and deed and
the free act and deed of said corporations,


Notary Public

My Commission Expires June 30, 1991

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

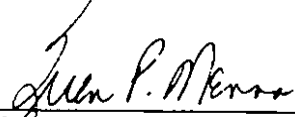
In said county and state on the 16th day of December, 1986,
before me personally appeared E. PAUL IACONO, to me known and
known by me to be the party executing the foregoing instrument,
and he acknowledged said instrument, by him executed, to be his
free act and deed.


Notary Public

My Commission Expires June 30, 1991

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

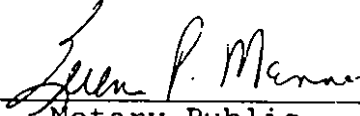
In said county and state on the 19th day of December, 1986, before me personally appeared THEODORE F. PARKER, to me known and known by me to be the party executing the foregoing instrument, and he acknowledged said instrument, by him executed, to be his free act and deed.



Notary Public
My Commission Expires June 30, 1991

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In said county and state of the 22^d day of December, 1986, before me personally appeared V. DUNCAN JOHNSON, AS TRUSTEE, to me known and known by me to be the party executing the foregoing instrument, and he acknowledged said instrument, by him executed to be his free act and deed.



Notary Public
My Commission Expires June 30, 1991

EXHIBIT A

SCHEDULE A

<u>GENERAL PARTNER</u>	<u>PERCENTAGE INTEREST</u>	<u>CAPITAL CONTRIBUTION</u>
Marathon Development Corporation	25%	\$250

LIMITED PARTNERS

The Marathon Group of Companies, Inc.	30%	\$300
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Robert Freeman	15%	\$150
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Theodore F. Parker	15%	\$150
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00.02 W29 Duncan Johnson,	15%	\$150
00.02 T30 Stee		

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DEC 22 1986

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