

AMENDMENT TO  
CERTIFICATE OF LIMITED PARTNERSHIP  
(RHODE ISLAND)

WHEREAS, Certificate of Limited Partnership was executed as of July 1, 1946, by all the partners of G. H. Walker & Co., in compliance with provisions of Paragraph 2, Chapter 429 of the General Laws of Rhode Island 1938, and subsequently amended; and,

WHEREAS, Gilbert M. Mears, named therein as a General Partner, has resigned from the Partnership of G. H. Walker & Co. as a general partner, effective as of the year end, midnight, December 31, 1967, and is becoming a limited partner of G. H. Walker & Co., effective as of said time, making a contribution of \$25,000 to the firm's capital as a limited partner; and,

WHEREAS, William H. Bixby, named therein as a General Partner, died September 9, 1967, and it having been determined that effective as of the year end, midnight, December 31, 1967, his interest in said Partnership shall be terminated with payment being made to the Executors of his Estate of \$30,000 contributed by him as capital for the firm plus interest at the rate of 6% per annum due thereon from January 1, 1967 to December 31, 1967, plus his interest in the profit or loss of the firm for the accounting period ending as of said date; and

WHEREAS, George B. Delmhorst, Donald K. Miller, Scott Pierce, Raun J. Rasmussen, David K. Sims, George W. Waterman and Leonard A. Yerkes III will become general partners of the partnership of G. H. Walker & Co., effective as of the year end, midnight, December 31, 1967; and,

WHEREAS, certain partnership interests are reallocated among present general partners of the firm,

NOW THEREFORE, in compliance with Paragraph 24, Chapter 429, General Laws of Rhode Island 1938 and pursuant to Paragraph 25 thereof, we, the

undersigned, being all the partners of G. H. Walker & Co., a limited partnership, with the principal place of business in the State of Rhode Island, at 15 Westminster Street, Providence, Rhode Island, do hereby make, sign and acknowledge this amendment to Certificate of Limited Partnership dated July 1, 1946, as amended, to reflect and record the changes incident to the resignation of Gilbert M. Mears as a General Partner in the firm of G. H. Walker & Co., effective as of the year end, midnight, December 31, 1967, and his becoming a limited partner thereof as of said time; and, to reflect and record the changes incident to the termination of interest of William H. Bixby, as a General Partner in the firm of G. H. Walker & Co.; and, to reflect and record the changes incident to the addition of George B. Delmhörst, Donald K. Miller, Scott Pierce, Raun J. Rasmussen, David K. Sims, George W. Waterman and Leonard A. Yerkes III as general partners in the firm of G. H. Walker & Co. effective as of the year end, midnight, December 31, 1967.

1. Paragraph IV of said Certificate of Limited Partnership dated July 1, 1946, as amended, is hereby further amended to read as follows:

"The name and place of residence of each partner, general and limited, as designated, is as follows:

GENERAL PARTNERS

Thatcher M. Brown, Jr.	Rye, New York
Jonathan J. Bush	New York, New York
Gordon E. Cadwgan	Boston, Massachusetts
George B. Delmhorst	Brooklyn, New York
Howard H. Fitch	Kansas City, Missouri
W. Ronald Gill	Darien, Connecticut
Roy W. Jordan	St. Louis County, Missouri
Gerald A. Lodge	Hohokus, New Jersey
Clifford P. McKinney	St. Louis County, Missouri
Clifford P. McKinney, Jr.	St. Louis County, Missouri
David W. McKnight	Boston, Massachusetts
Donald K. Miller	New York, New York
George A. Newton	St. Louis County, Missouri
Scott Pierce	Rye, New York
Walter G. Rafferty	West Hartford, Connecticut
Roun J. Rasmussen	Glen Rock, New Jersey
John Shepley	St. Louis County, Missouri
Clarke Simonds	Providence, Rhode Island
David K. Sims	Chicago, Illinois
Richard H. Smith	Pelham, New York
Charles R. Symington, Jr.	Tuxedo Park, New York
George H. Walker, Jr.	Greenwich, Connecticut
George H. Walker III	Chicago, Illinois
John M. Walker	Greenwich, Connecticut
Louis Walker	Farmington, Connecticut
John D. Warren	New York, New York
George W. Waterman	Barrington, Rhode Island
Frederick S. Wonham	New York, New York
Leonard A. Yerkes III	Providence, Rhode Island

LIMITED PARTNERS

A. V. L. Brokaw	St. Louis, Missouri
Gilbert M. Mears	Warwick Neck, Rhode Island."

2. Paragraph VI of said Certificate of Limited Partnership dated July 1, 1946, as amended, is hereby further amended to read as follows:

"The amount of cash contributed by the Limited Partners is as follows:

A. V. L. Brokaw	\$25,000
Gilbert M. Mears	\$25,000 "

IN WITNESS WHEREOF the parties hereto have hereunto set their respective hands as of the 15th day of December, 1967, to become effective as of the year end, midnight, December 31, 1967.

<u><i>A. V. Z. Brokaw</i></u> A. V. Z. Brokaw	<u><i>Scott Pierce</i></u> Scott Pierce
<u><i>Thatcher M. Brown Jr</i></u> Thatcher M. Brown, Jr.	<u><i>Walter G. Rafferty</i></u> Walter G. Rafferty
<u><i>Jonathan J. Bush</i></u> Jonathan J. Bush	<u><i>Roun J. Rasmussen</i></u> Roun J. Rasmussen
<u><i>Gordon E. Cadogan</i></u> Gordon E. Cadogan	<u><i>John Shepley</i></u> John Shepley
<u><i>George B. Delhorst</i></u> George B. Delhorst	<u><i>Clarke Simonds</i></u> Clarke Simonds
<u><i>Howard H. Fitch</i></u> Howard H. Fitch	<u><i>David K. Sims</i></u> David K. Sims
<u><i>W. Ronald Gill</i></u> W. Ronald Gill	<u><i>Richard H. Smith</i></u> Richard H. Smith
<u><i>Roy W. Jordan</i></u> Roy W. Jordan	<u><i>Charles H. Symington, Jr.</i></u> Charles H. Symington, Jr.
<u><i>Gerald A. Lodge</i></u> Gerald A. Lodge	<u><i>George H. Walker, Jr.</i></u> George H. Walker, Jr.
<u><i>Clifford P. McKinney</i></u> Clifford P. McKinney	<u><i>George H. Walker III</i></u> George H. Walker III
<u><i>Clifford P. McKinney Jr.</i></u> Clifford P. McKinney, Jr.	<u><i>John M. Walker</i></u> John M. Walker
<u><i>David W. McKnight</i></u> David W. McKnight	<u><i>Louis Walker</i></u> Louis Walker
<u><i>Gilbert M. Mears</i></u> Gilbert M. Mears	<u><i>John D. Warren</i></u> John D. Warren
<u><i>Donald H. Miller</i></u> Donald H. Miller	<u><i>George W. Waterman</i></u> George W. Waterman
<u><i>George A. Newton</i></u> George A. Newton	<u><i>Frederick S. Wonham</i></u> Frederick S. Wonham

*Leonard A. Yerkes III*  
Leonard A. Yerkes III

STATE OF MASSACHUSETTS )  
 ) SS  
COMMONWEALTH OF MASSACHUSETTS )

In Boston, in said Commonwealth, on this 1 day of March, 1968, personally appeared before me GORDON E. CADWGAN and DAVID W. MCKNIGHT, to me personally known and personally known to me to be the persons who executed the foregoing instrument, and acknowledged the same to be their free act and deed.

IN WITNESS WHEREOF, I have set my hand and seal at Boston, Massachusetts, the day and year above written.

C 11. 10M-2-67-944547

The Commonwealth of Massachusetts

*Handwritten signature*

K - 3283

Secretary of the Commonwealth

Boston, March 4 1968

I hereby certify, That at the date of the attestation hereto annexed

*Handwritten signature: Springfield C. MacLeod*

whose name is signed to the attached certificate of acknowledgment, proof or affidavit, was at the time of taking such acknowledgment, proof or affidavit, a NOTARY PUBLIC for the said Commonwealth duly commissioned and sworn; that to ~~his~~ acts and attestations as such, full faith and credit are and ought to be given in and out of court; that as such Notary Public ~~she~~ was by law authorized to take the same, to take depositions, to administer oaths and take acknowledgments of deeds or conveyances of lands, tenements or hereditaments and other instruments throughout the Commonwealth to be recorded according to law; that I have compared ~~his~~ signature to the annexed attestation with the original on file in this office, and certify believe it to be genuine. I further certify that the impressions of the seals of Notaries Public are not required by law to be filed in this office.

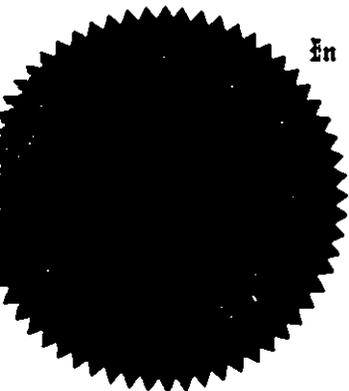
In testimony of which, I have hereunto affixed the

Great Seal of the Commonwealth

the date above written.

*Handwritten signature: John F. Dawson*

Secretary of the Commonwealth



*J. H. Walker*

*Es.*

APR 17 1968