

H. C. WAINWRIGHT & CO.

Amendment to Certificate of Limited Partnership
for Rhode Island

The undersigned, general and limited partners of H. C. Wainwright & Co., a limited partnership established and existing under Certificate of Limited Partnership dated August 1, 1936 filed in the office of the Secretary of the Commonwealth of Massachusetts, as amended from time to time, pursuant to Mass. G.L. Chapter 109, having filed a Certificate of Limited Partnership and amendments thereto in the office of the Secretary of State of Rhode Island, and now desiring to amend said Rhode Island Certificate in order to record that five general partners have been added, three general partners have become limited partners, one limited partner has deceased, changes of address of partners have occurred and certain other changes have been made, hereby amend said Certificate as follows:

1. In Article IV

(a) there are added to the names and addresses of the general partners the following:

Reese E. Howard	Larger Cross Road, Far Hills, New Jersey
Robert L. Clark	292 Bridge Street, Hamilton Massachusetts
Johann H. Gouws	119 Kilmer Road, Mahwah, New Jersey
Oliver Lobkowicz	336 Stanwich Road, Greenwich Connecticut
William D. Williams	245 Henry Street, Brooklyn, New York

(b) the residence addresses of the following general partners are changed to the following:

John S. Lansill, Jr.	36 Avon Road, Bronxville, New York
Perrin H. Long	20 Stearns Road, Brookline, Massachusetts
John R. Suydam, Jr.	Indian Hill Rd., Bedford Village, New York

(c) the following general partners have become limited partners and their names and addresses are added to the list

of limited partners as follows:

Joseph D. Buckley	40 Summit Avenue, Wollaston, Massachusetts
George G. Tenney	Washington, Connecticut
Floyd A. Zinck	Sunnyside Lane, Lincoln, Massachusetts

(d) there is struck out from the names and addresses of the limited partners the following limited partner:

J. Dudley Clark	2678 Eaton Rd., Shaker Heights, Ohio
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2. In Article VI, the names of the limited partners and the contributions of each are amended as follows:

(a) The contribution of George O. Clark, 2nd is increased to \$200,000.

(b) The following are added to the list of limited partners and the amount of the contribution of each:

Joseph D. Buckley	\$100,000
George G. Tenney	\$100,000
Floyd A. Zinck	\$ 50,000

(c) The second paragraph of said Article VI is deleted.

3. The second paragraph of Article VIII is deleted.

4. Article IX is deleted and there is inserted in place thereof the following:

IX. The share of the profits or other compensation by way of income which each limited partner shall receive by reason of his contribution shall be:

1. Each limited partner shall receive on the last day of each month an amount computed at the lowest call loan rate (charged by New York City banks on brokers' loans secured by stock exchange collateral) in effect on such day or at the rate of 6 per cent (6%) per annum, whichever is greater, upon the amount of cash capital standing to his credit from time to time during said month.

2. Each limited partner shall in addition be credited annually with a percentage of the profits of the partnership which percentage shall be subject to change by the managing partners at any time.

5. Article XII is struck out and in place thereof the following is inserted:

XII. No limited partner shall have priority over any other limited partner as to contributions or as to compensation by way of income.

6. Article XIV is struck out and in place thereof the following is inserted:

XIV. No limited partner shall have any right or power whatsoever to demand and receive property other than cash in return for his contribution.

No limited partner has any right or power to conduct and control partnership affairs or in the name or behalf of the partnership to enter into any undertaking, agreement or obligation of any sort.

IN WITNESS WHEREOF, all partners of H. C. Wainwright & Co., including said five additional general partners, have executed and acknowledged this instrument, to become effective as a sealed instrument as of the second day of January, 1970.

J. Dudley Clark, Jr.
J. Dudley Clark, Jr.

Forrester A. Clark
Forrester A. Clark

Lee Schaeenen
Lee Schaeenen

Francis V. Ward
Francis V. Ward

Warner L. Taylor
Warner L. Taylor

Harvey R. Stroud
Harvey R. Stroud

Robert T. Edmundson
Robert T. Edmundson

Eugene F. Proctor
Eugene F. Proctor

Joseph C. Baldwin
Joseph C. Baldwin

Alfred C. Morley, Jr.
Alfred C. Morley, Jr.

Malcolm C. Newell
Malcolm C. Newell

Robert E. Rouault
Robert E. Rouault

John R. Suydam, Jr.
John R. Suydam, Jr.

Forrester A. Clark, Jr.
Forrester A. Clark, Jr.

Perrin H. Long, Jr.
Perrin H. Long, Jr.

Stephen S. Walker
Stephen S. Walker

Russell B. Clark
Russell B. Clark

Charles A. Garvin, Jr.
Charles A. Garvin, Jr.

Eugene F. Kulyan
Eugene F. Kulyan

John F. Stockwell
John F. Stockwell

Harold J. Toddhunter, Jr.
Harold J. Toddhunter, Jr.

Reese E. Howard
Reese E. Howard

William L. Van Leer, Jr.
William L. Van Leer, Jr.

John S. Lansill, Jr.
John S. Lansill, Jr.

Martin G. Lobkowitz
Martin G. Lobkowitz

William D. Williams
William D. Williams

George O. Clark, 2nd
George O. Clark, 2nd

Joseph D. Buckley
Joseph D. Buckley

Robert L. Clark
Robert L. Clark

Johann H. Gouws
Johann H. Gouws

Oliver Lobkowitz
Oliver Lobkowitz

George G. Tenney
George G. Tenney

Floyd A. Zinck
Floyd A. Zinck

THE COMMONWEALTH OF MASSACHUSETTS

Suffolk, ss.

December 16, 1969

Then personally appeared before me Joseph D. Buckley, Forrester A. Clark, Forrester A. Clark, Jr., George O. Clark, 2nd, Robert L. Clark, Russell B. Clark, Martin G. Lobkowicz, Perrin H. Long, Jr., Malcolm C. Newell, Eugene F. Proctor, John F. Stockwell, Francis V. Ward and Floyd A. Zinck, known to me, who executed the foregoing instrument, and each acknowledged that he executed such instrument as his free act and deed and made oath that the same is true.

Michael H. Bell
Notary Public

My Commission Expires June 1, 1971

STATE OF NEW YORK

New York, ss.

December 22, 1969

Then personally appeared before me Joseph C. Baldwin, J. Dudley Clark, Jr., Robert T. Edmundson, Charles A. Garvin, Jr., Johann H. Gouws, Reese E. Howard, John S. Lansill, Jr., Oliver Lookowicz, Alfred C. Morley, Jr., Lee Schaenen, John R. Suydam, Jr., George G. Tenney, Harold J. Todhunter, Jr., William L. Van Leer, Jr., Stephen S. Walker and William D. Williams, known to me, who executed the foregoing instrument and each acknowledged that he executed such instrument as his free act and deed and made oath that the same is true.

M. Jane Warren

Notary Public
Notary Public, State of New York
No. 30-9539400
Qualified in Nassau County
Cert. filed with New York Co. Clerk
Term expires March 30, 1970

STATE OF OHIO

Cuyahoga, ss.

December 29, 1969

Then personally appeared before me Eugene F. Kulyan, Robert E. Rouault, Harvey R. Stroud and Warner L. Taylor, known to me, who executed the foregoing instrument, and each acknowledged that he executed such instrument as his free act and deed and made oath that the same is true.

Geraldine Payne
Notary Public

GERALDINE PAYNE, Notary Public
My Commission Expires April 30, 1973

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