

AMENDING AGREEMENT

THIS AMENDING AGREEMENT dated this ____ day of _____, 20__

BETWEEN:

OF THE FIRST PART

- AND -

OF THE SECOND PART

Background

A. _____ and _____ (the "Parties") entered into the contract (the "Contract") dated (MM/DD/YYYY), for the purpose of

_____.

B. The Parties desire to amend the Contract on the terms and conditions set forth in this Amending Agreement (the "Agreement").

C. This Agreement is the first amendment to the Contract.

IN CONSIDERATION OF the Parties agreeing to amend their obligations in the existing Contract, and other valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties agree to keep, perform, and fulfill the promises, conditions and agreements below:

Amendments

1. The Contract is amended as follows:

a. _____

No Other Change

2. Except as otherwise expressly provided in this Agreement, all of the terms and conditions of the Contract remain unchanged and in full force and effect.

Miscellaneous Terms

3. Capitalized terms not otherwise defined in this Agreement will have the meanings ascribed to them in the Contract. Headings are inserted for the convenience of the parties only and are not to be considered when interpreting this Agreement. Words in the singular mean and include the plural and vice versa. Words in the masculine include the feminine and vice versa. No regard for gender is intended by the language in this Agreement.

Governing Law

4. Subject to the terms of the Contract, it is the intention of the Parties that this Agreement, and all suits and special proceedings under this Agreement, be construed in accordance with and governed, to the exclusion of the law of any other forum, by the laws of the State of California, without regard to the jurisdiction in which any action or special proceeding may be instituted.

IN WITNESS WHEREOF the Parties have duly affixed their signatures under hand and seal on this ____ day of _____, 20____.

(Party)

WITNESS: _____

(Party)

WITNESS: _____

