

**PARTNERSHIP AMENDMENT AGREEMENT**

**THIS PARTNERSHIP AMENDMENT AGREEMENT** (the "Amendment") made and entered into this \_\_\_\_\_ (the "Execution Date"),

**BETWEEN:**

\_\_\_\_\_ of \_\_\_\_\_, and  
\_\_\_\_\_ of \_\_\_\_\_  
(individually the "Partner" and collectively the "Partners").

**BACKGROUND:**

- A. The parties to this Amendment are the Partners in a general partnership agreement (the "Partnership Agreement") formed on \_\_\_\_\_.
- B. The Partners desire to amend the current Partnership Agreement to reflect a new understanding.
- C. This is the first amendment to the Partnership Agreement.
- D. The partnership that forms the subject of this Amendment is called \_\_\_\_\_ of \_\_\_\_\_. It was formed for the purpose of: \_\_\_\_\_

**IN CONSIDERATION OF** and as a condition of the Partners entering into this Amendment and other valuable consideration, the receipt and sufficiency of which consideration is acknowledged, the parties to this Amendment agree as follows:

**Amendment**

- 1. \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**Governing Law**

2. The Partnership Agreement will be governed by and construed in accordance with the laws of the State of California.

### **Reaffirmation**

3. The Partnership Agreement in its original and amended form will remain in full force and effect except as expressly modified by this Amendment.

### **Execution**

4. On and after the execution date of this Amendment, any reference in the original Partnership Agreement to "the Agreement" or any words of similar meaning will refer to the original Partnership Agreement as amended by this Amendment.

### **Miscellaneous**

5. Time is of the essence in this Amendment.
6. This Amendment may be executed in counterpart.
7. This Amendment will not be assigned either in whole or in part by any party to this Amendment without the written consent of the other party.
8. Headings are inserted for the convenience of the parties only and are not to be considered when interpreting this Amendment. Words in the singular mean and include the plural and vice versa. Words in the masculine gender include the feminine gender and vice versa. Words in the neuter gender include the masculine gender and the feminine gender and vice versa.
9. This Amendment and the terms and conditions contained in this Amendment apply to and are binding upon the Partner's successors, assigns, executors, administrators, beneficiaries, and representatives.
10. If any term, covenant, condition or provision of this Amendment is held by a court of competent jurisdiction to be invalid, void or unenforceable, it is the parties' intent that such provision be reduced in scope by the court only to the extent deemed necessary by that court to render the provision reasonable and enforceable and the remainder of the

provisions of this Amendment will in no way be affected, impaired or invalidated as a result.

11. All negotiations and understandings intended to be included in this Amendment have been included in this final written Amendment. Statements or representations which may have been made by any party to this Amendment in the negotiation stages of this Amendment may in some way be inconsistent with this final written Amendment. All such statements are declared to be of no value in this Amendment. Only the written terms contained in this final written Amendment will bind the parties.
  
12. Any notices or delivery required here will be deemed completed when hand-delivered, delivered by agent, or seven (7) days after being placed in the post, postage prepaid, to the parties at the addresses contained in this Amendment or as the parties may later designate in writing.
  
13. All of the rights, remedies and benefits provided by this Amendment will be cumulative and will not be exclusive of any other such rights, remedies and benefits allowed by law.

**IN WITNESS WHEREOF** the parties have duly affixed their signatures under hand and seal on this \_\_\_\_\_.

\_\_\_\_\_  
\_\_\_\_\_(Partner)

\_\_\_\_\_  
\_\_\_\_\_(Partner)