

pro rata 50% partnership interest to Darracott Auto Parts, Inc., with the consent of all partners.;

WHEREAS, it is desired by the undersigned to continue said Partnership as amended herein.

NOW, THEREFORE, for and in consideration of the foregoing recitals and of the mutual promises and covenants herein contained, it is hereby agreed among the partners as follows:

1. Paragraph V of the original partnership agreement is amended a Fifth time by realigning the partnership interests. The realigned proportionate interest of the partners now comprising said partnership is as follows:

<u>NAME</u>	<u>PROPORTIONATE INTEREST</u>
M. William Bashor, Jr.	16.510
John F. Palmer	11.830
Edgar A. Semchenko	11.830
Rita A Balliew	11.830
Darracott Auto Parts, Inc.	48%

2. It is hereby acknowledged by all of the undersigned that transfer of a 2% partnership interest by Darracott Auto Parts, Inc., to M. William Bashor, Jr., John F. Palmer, Edgar A. Semchenko and Rita A. Balliew, on a pro rata basis, based on the interest they previously held in the partnership, has been done with the consent of all partners. It is further acknowledged that payment has been received for such transfer. It is further hereby acknowledged that the existing partners have all the rights and assume all the responsibilities as set forth in the original partnership agreement and the amendments thereto and that they assume all the existing rights and obligations of the Partnership.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this the day and year first above written.

WITNESSES:

J. Henry Phidgety

M. William Bashor, Jr.
M. William Bashor, Jr.

Paula L. Lewis

Edgar A. Semchenko
Edgar A. Semchenko

J. Henry Phidgety

Rita A. Balliew
Rita A. Balliew

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