

AMENDMENT NUMBER 2
TO
AGREEMENT OF LIMITED PARTNERSHIP OF
NEPA VENTURE FUND II, L.P.

This Amendment dated as of December 31, 1996 to the Amended and Restated Agreement of Limited Partnership dated as of July 24, 1992, as amended as of January 15, 1993 (the "Partnership Agreement") of NEPA Venture Fund II, L.P. (the "Partnership") by and among the parties to the Partnership Agreement.

WHEREAS, under Section 10.07 of the Partnership Agreement, the Partnership Agreement may be amended "by a writing signed by the General Partner and by a Majority in Interest of the Limited Partners" (capitalized terms used in this Amendment and not otherwise defined have the meanings set forth in the Partnership Agreement), with certain exceptions; and

WHEREAS, the principals of NEPA II Management Partners, L.P., a Pennsylvania limited partnership (the "General Partner"), desire to reorganize their internal operations and have the Partnership contract directly with MAVF Management Corporation, a Pennsylvania corporation previously known as NEPA II Management Corporation ("MAVF Management") owned by certain of the principals of the General Partner which will be managing the Partnership, the NEPA Venture Fund, L.P. and a new venture fund to be called Mid-Atlantic Venture Fund III, L.P.; and

WHEREAS, the management fee set forth in the Investment Management Agreement between MAVF Management and the Partnership, a copy of which is attached hereto as Exhibit A, is the same as the management fee previously paid to the General Partner pursuant to Section 5.08 of the Partnership Agreement; and

WHEREAS, as part of the restructuring, MAVF Management intends to assign its interest as general partner in the General Partner to NEPA II G.P., Inc., a Pennsylvania corporation owned by the same principals who own MAVF Management; and

WHEREAS, the General Partner has approved this Amendment and, thus, this Amendment will become effective upon execution of this Amendment by a Majority in Interest of the Limited Partners, with the parties agreeing to give economic effect to this Amendment as of December 31, 1996.

NOW THEREFORE, for and in consideration of the foregoing, the parties hereto, intending to be legally bound, hereby agree as follows.

1. Section 5.08 of the Partnership Agreement is hereby amended and restated in its entirety to read as follows:

5.08 Supervision of Investment Management. The Partnership will enter into an Investment Management Agreement with MAVF Management Corporation, a Pennsylvania corporation ("MAVF Management"), thereby delegating certain rights, powers and duties to MAVF Management. The General Partner shall supervise MAVF Management.

2. The definition of "General Partners" in Section II of the Partnership Agreement is hereby amended to substitute NEPA II GP, Inc., a Pennsylvania corporation, as general partner of the General Partner.

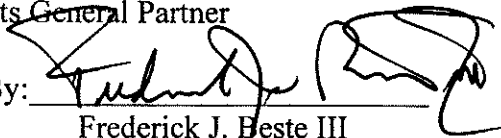
3. Except as provided above, the Agreement shall continue in full force and effect without modification.

4. This Amendment may be executed in one or more counterparts and when a Majority in Interest of the Limited Partners has executed at least one counterpart, this Amendment shall be deemed adopted and in full force and effect as of December 31, 1996.

IN WITNESS WHEREOF, this Amendment is hereby adopted as of the 31st day of December 1996.

NEPA II MANAGEMENT PARTNERS, L.P.

By: NEPA II Management Corporation,
its General Partner

By: 
Frederick J. Beste III
President

LIMITED PARTNERS:

By: _____

Name:

Title:

By: _____

Name:

Title:

[Redacted]

[Redacted]

[Redacted]

By: _____

Name:

Title:

[Redacted]

By: _____

Name:

Title:

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

By: _____

Name:

Title:

[Redacted]

[Redacted]

[Redacted]

[Redacted]

By: _____
Name:
Trustee:

[Redacted] _____

[Redacted] _____

[Redacted] _____

[Redacted] _____

[Redacted]

By: _____
Name:
Title:

[Redacted] _____

[Redacted] _____

[Redacted] _____

[Redacted] _____



By: _____
Name:
Title:



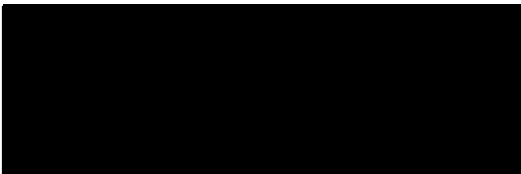
By: _____
Name:
Title:



By: _____
Name:
Title:



By: _____
Name:
Title:

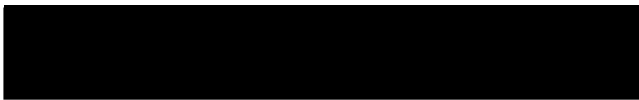


By: 

By: _____
Name:
Title:

PENNSYLVANIA PUBLIC SCHOOL
EMPLOYES' RETIREMENT SYSTEM

By: _____
Name:
Title:



By: _____
Name:
Title:

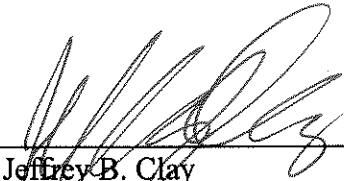
NEPA VENTURE FUND II, L.P.


Amendment No. 2 to Agreement of Limited Partnership

Existing Limited Partner Signature Page

IN WITNESS WHEREOF, the Commonwealth of Pennsylvania Public School Employees' Retirement System, a Limited Partner of NEPA Venture Fund II, L.P., hereby adopts Amendment No. 2 to the July 24, 1992, Agreement of Limited Partnership, effective December 31, 1996.


COMMONWEALTH OF PENNSYLVANIA
PUBLIC SCHOOL EMPLOYEES' RETIREMENT SYSTEM

By:  4/10/97
Jeffrey B. Clay Date
Deputy Executive Director

By:  4-14-97
Arthur J. Grunio Date
Title: Asst. Exec. Dir.

APPROVED FOR FORM AND LEGALITY

By: _____
Chief Deputy Attorney General
Office of Attorney General

By: 
Deputy General Counsel
Office of General Counsel