

**FIRST AMENDMENT TO THE  
AGREEMENT OF LIMITED PARTNERSHIP OF  
CROSS ATLANTIC TECHNOLOGY FUND, L.P.**

THIS FIRST AMENDMENT dated as of November 30, 2009 to the AGREEMENT OF LIMITED PARTNERSHIP dated as of December 8, 1999, as amended (the "Agreement"), of CROSS ATLANTIC TECHNOLOGY FUND, L.P. (the "Partnership"), a Delaware limited partnership, between XATF Management, L.P., its general partner (the "General Partner") and its LIMITED PARTNERS.

The undersigned wish to amend the Agreement to the extent set forth herein.

Accordingly, in consideration of the mutual covenants and agreements contained herein, the sufficiency of which is hereby acknowledged, the parties agree as follows:

**1. Amendment to Section 1.4.**

Section 1.4 of the Agreement is hereby amended to read:

The Partnership shall be formed pursuant to this Agreement and the term of the Partnership shall continue through the close of business on December 31, 2011, unless sooner terminated in accordance with the termination provisions of Article IV.

**2. Capitalized Terms.**

Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to such terms in the Partnership Agreement.

**3. Enforceability of Agreement.**

Except as amended hereby, the Agreement shall remain in full force and effect.

**4. Entire Agreement.**

This Amendment contains the entire agreement among the parties hereto with respect to the subject matter hereof and supersedes all prior agreements and understandings with respect thereto.

**5. Counterparts.**

This Amendment may be executed in any number of counterparts, and when so executed, all of such counterparts shall constitute a single agreement binding upon all parties notwithstanding the fact that all parties are not signatories to the original counterpart.

**6. Governing Law.**

This Amendment shall be governed by, and construed in accordance with, the laws of the State of Delaware without giving effect to principals governing conflicts of laws.


IN WITNESS WHEREOF, the undersigned have executed this Amendment as of the date first above written.

**XATF MANAGEMENT, L.P.**

By: Cross Atlantic Capital Partners, Inc., its General Partner

By: 

Name: Brian Adamsky

Title: CFO & Treasurer 

**LIMITED PARTNER:**

Name: Public School Employees' Retirement System

By: see next page

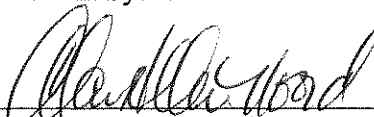
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CROSS ATLANTIC TECHNOLOGY FUND, L.P.

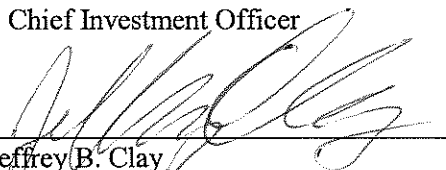
SIGNATURE PAGE TO FIRST AMENDMENT TO THE  
AGREEMENT OF LIMITED PARTNERSHIP

Limited Partner:

Commonwealth Of Pennsylvania  
Public School Employees'  
Retirement System



By: Alan H. Van Noord, CFA  
Title: Chief Investment Officer



By: Jeffrey B. Clay  
Title: Executive Director

Approved for form and legality:



Gerald Gornish, Chief Counsel  
Public School Employees' Retirement System