

AMENDMENT NO. 1 TO THE
FIRST AMENDED AND RESTATED LIMITED PARTNERSHIP AGREEMENT
OF
FRANKLIN CAPITAL ASSOCIATES III L.P.

AMENDMENT dated as of the 14th day of April, 1995, by and among Franklin Ventures III L.P., a Delaware limited partnership, as general partner (the "General Partner"), those individuals, corporations and other entities listed in Exhibit 1 hereto (individually an "Existing Limited Partner" and collectively the "Existing Limited Partners"), and those individuals, corporations and other entities listed in Exhibit 2 hereto (individually a "Subscriber" and collectively the "Subscribers").

WHEREAS, the parties hereto desire to amend the First Amended and Restated Limited Partnership Agreement of Franklin Capital Associates III L.P. (the "Partnership") dated as of March 3, 1995 (the "Partnership Agreement") to accept an additional subscription from each of the Existing Limited Partners, each of which is currently a Limited Partner of the Partnership, and to admit as Limited Partners of the Partnership each of the Subscribers.

NOW, THEREFORE, the parties hereto, in consideration of the premises and the agreements herein contained and intending to be legally bound hereby, agree as follows:


A. Each of the Subscribers shall, upon admission to the Partnership as a Limited Partner, be severally bound by and observe all of the terms and conditions of the Partnership Agreement, as from time to time in effect, and such terms and conditions shall inure to their respective benefit.

B. Effective upon the signing of this Amendment by the General Partner, the Existing Limited Partners and the Subscribers, each of the Subscribers shall be admitted to the Partnership as a Limited Partner, the additional subscriptions from each of the Existing Limited Partners shall be accepted, and the section of Schedule A to the Partnership Agreement entitled "LIMITED PARTNERS" shall be amended by restating in its entirety the portion dealing with each of the Existing Limited Partners in the form set forth in Exhibit 1 hereto and by adding the information set forth in Exhibit 2 hereto with respect to each of the Subscribers.

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

GENERAL PARTNER

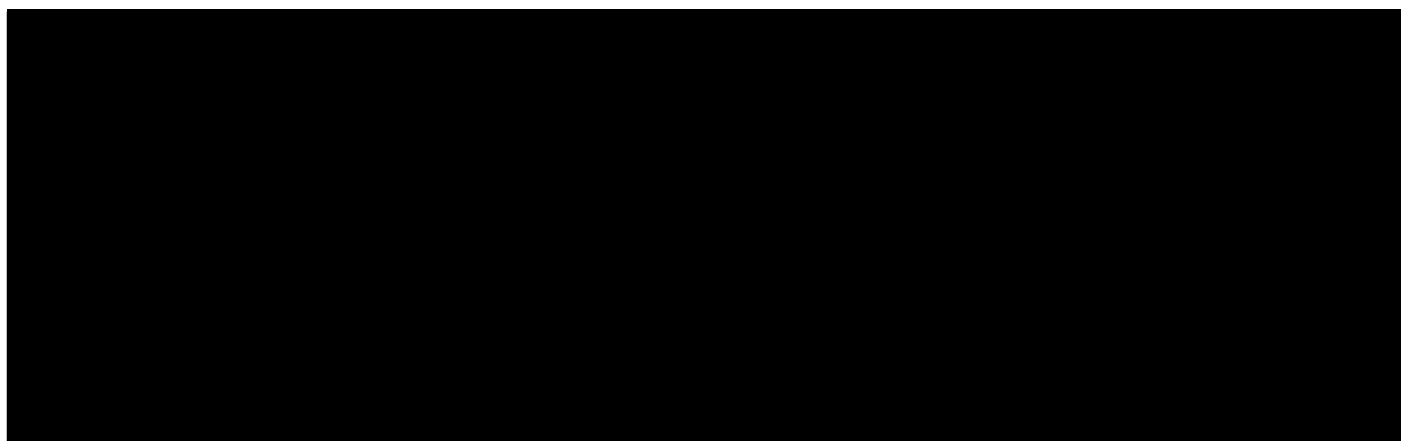
FRANKLIN VENTURES III L.P.

By: 
General Partner

FRANKLIN CAPITAL ASSOCIATES III L.P.

Limited Partner Signature Page

The undersigned Limited Partner hereby executes Amendment No. 1 to the First Amended and Restated Limited Partnership Agreement of Franklin Capital Associates III L.P., and hereby authorizes this signature page to be attached to a counterpart of such Amendment executed by the other parties thereto.




FRANKLIN CAPITAL ASSOCIATES III L.P.

Limited Partner Signature Page

The undersigned Limited Partner hereby executes Amendment No. 1 to the First Amended and Restated Limited Partnership Agreement of Franklin Capital Associates III L.P. (the "Partnership"), and hereby authorizes this signature page to be attached to a counterpart of such Amendment No. 1 executed by the other parties thereto.

This signature page also constitutes the undersigned's signature page for the Subscription Agreement for the purchase of an interest in the Partnership, and, accordingly, such Subscription Agreement is hereby accepted and agreed to by the undersigned as of the date thereof. The undersigned hereby authorizes this signature page to be attached to a counterpart of such Agreement executed by the other parties thereto.

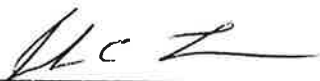
COMMONWEALTH OF PENNSYLVANIA
PUBLIC SCHOOL EMPLOYEES'
RETIREMENT SYSTEM



Arthur J. Granito
Assistant Executive Director

4/14/95

Date



John C. Lane
Chief Investment Officer

4/14/95

Date

FRANKLIN CAPITAL ASSOCIATES III L.P.

Limited Partner Signature Page

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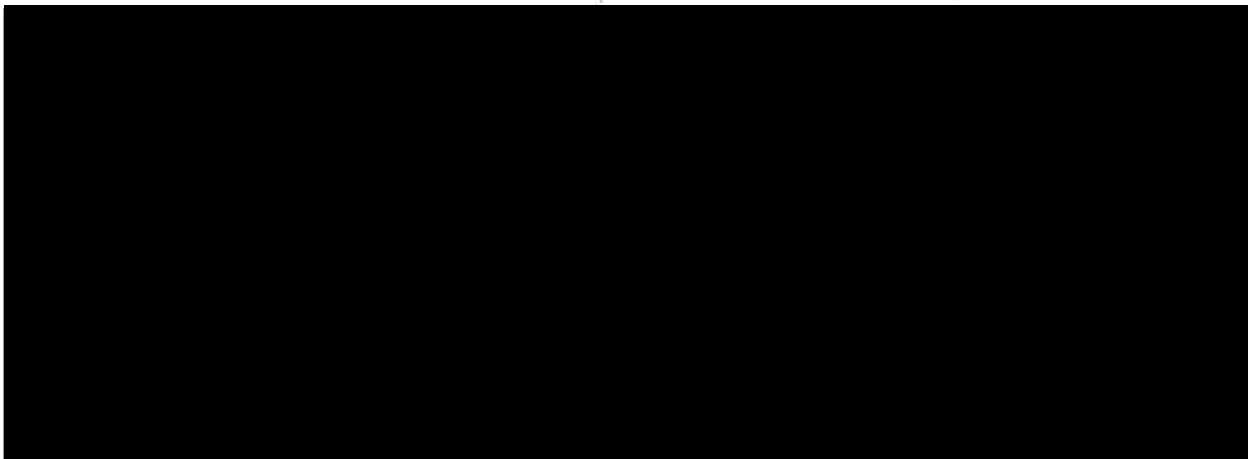


EXHIBIT 1

LIMITED PARTNERS

TOTAL SUBSCRIPTION



EXHIBIT 2

LIMITED PARTNERS

Commonwealth of Pennsylvania
Public School Employees'
Retirement System
5 North 5th Street
P.O. Box 125
Harrisburg, PA 17108

TOTAL SUBSCRIPTION

25% of the total Partners'
Subscriptions, not to exceed
\$15,000,000

