

**HERITAGE FUND I, L.P.**

**AMENDMENT NO. 5 TO  
FIRST AMENDED AND RESTATED  
AGREEMENT OF LIMITED PARTNERSHIP**

As of November 12, 2004

This Amendment No. 5 (the "Amendment") to the First Amended and Restated Agreement of Limited Partnership dated as of December 14, 1994, as previously amended (the "Partnership Agreement"), of Heritage Fund I, L.P. (the "Partnership") is made and entered into as of November 12, 2004 among HF Partners I, L.P. (the "General Partner") and the undersigned Limited Partners of the Partnership. Capitalized terms used herein without definition have the meanings given to them in the Partnership Agreement.

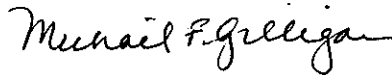
In accordance with Section 11.01 of the Partnership Agreement, the undersigned consent to the extension of the term of the Partnership for two years, until December 14, 2006.

Except as expressly set forth above, the Partnership Agreement is hereby confirmed in all respects.

IN WITNESS WHEREOF, the undersigned General Partner and Limited Partners have executed this Amendment as a sealed instrument as of the date set forth above.

GENERAL PARTNER:

HF PARTNERS I, L.P.



Michael F. Gilligan  
General Partner

HERITAGE FUND I, L.P.

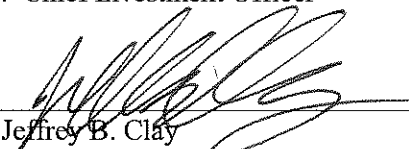
SIGNATURE PAGE TO AMENDMENT NO. 5 TO  
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AGREEMENT OF LIMITED PARTNERSHIP

Limited Partner:

Commonwealth Of Pennsylvania  
Public School Employees'  
Retirement System

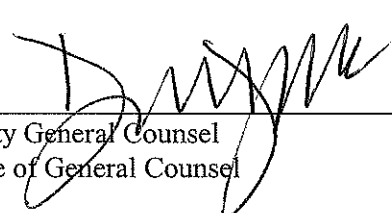


By: Alan H. Van Noord, CFA  
Title: Chief Investment Officer



By: Jeffrey B. Clay  
Title: Executive Director

Approved for form and legality:



Deputy General Counsel  
Office of General Counsel

Chief Deputy Attorney General  
Office of Attorney General



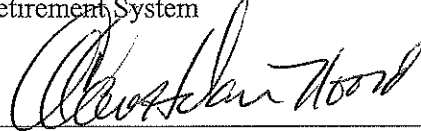
Gerald Gornish, Chief Counsel  
Public School Employees' Retirement System

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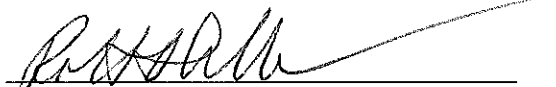
By: Alan H. Van Noord, CFA  
Title: Chief Investment Officer



By: Jeffrey B. Clay  
Title: Executive Director

Approved for form and legality:

\_\_\_\_\_  
Deputy General Counsel  
Office of General Counsel



\_\_\_\_\_  
Chief Deputy Attorney General  
Office of Attorney General



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Gerald Gornish, Chief Counsel  
Public School Employees' Retirement System