

AMENDMENT NO. 1 TO THE
AGREEMENT OF LIMITED PARTNERSHIP OF
WILLIS STEIN & PARTNERS, L.P.

THIS AMENDMENT NO. 1 (this "Amendment") is made as of April 26, 1996, by and among Willis Stein & Partners, L.L.C., a Delaware limited liability company (the "General Partner"), and each of the limited partners (the "Limited Partners") of Willis Stein & Partners, L.P.

WHEREAS, the General Partner and the Limited Partners desire to amend certain provisions of the Agreement of Limited Partnership of Willis Stein & Partners, L.P. dated as of December 13, 1995 (the "Partnership Agreement"). Capitalized terms used but not defined herein have the respective meanings set forth in the Partnership Agreement.

NOW, THEREFORE, the parties to this Amendment hereby agree as follows:

1. Section 1.1 of the Partnership Agreement is hereby amended by deleting the last sentence in its entirety and substituting the following sentence in its place: "The Partnership shall not have aggregate Commitments from Limited Partners in excess of \$340 million."

2. This Amendment may be executed in counterparts each of which may contain the signature of only one party but each such counterpart will be deemed an original and all such counterparts together will constitute one and the same Amendment.

3. Except as hereinabove specifically provided, the Partnership Agreement shall remain in full force and effect in accordance with the terms and provisions thereof as amended hereby. In the event of any conflict between the terms and provisions of the Amendment and the terms and provisions of the Partnership Agreement, the terms and provisions of this Amendment shall govern.

4. This Amendment shall be construed in accordance with the laws of the State of Delaware, and, to the maximum extent possible, in such manner as to comply with all the terms and conditions of the Delaware Partnership Act. If it is determined by a court of competent jurisdiction that any provision of this Amendment is invalid under applicable law, such provision shall be ineffective only to the extent of such prohibition or invalidity, without invalidating the remainder of this Amendment.

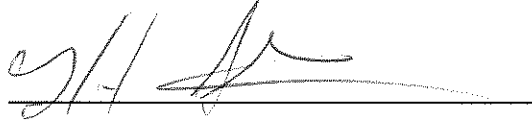
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IN WITNESS WHEREOF, the parties hereto have executed this Amendment No. 1 to the Agreement of Limited Partnership of Willis Stein & Partners, L.P. as of the date first written above.

GENERAL PARTNER:

WILLIS STEIN & PARTNERS, L.L.C.

By

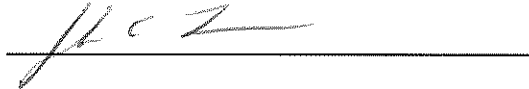


Its Manager

LIMITED PARTNER:

PENNSYLVANIA PUBLIC SCHOOL
EMPLOYEES' RETIREMENT SYSTEM

By



Its Chief Investment Officer

By:



Approved for form and Legality: Its: Deputy Executive Director

Chief Deputy Attorney General
Office of Attorney General



Deputy General Counsel
Office of General Counsel