

**FIRST AMENDMENT TO
LIMITED PARTNERSHIP AGREEMENT OF
SCP PRIVATE EQUITY PARTNERS II, L.P.**

This First Amendment to the Limited Partnership Agreement (the "Partnership Agreement") of SCP Private Equity Partners II, L.P. (the "Partnership") is made effective the 13th day of March 2002 by and among SCP Private Equity II General Partner, L.P., a limited partnership organized under the laws of the State of Delaware, as the general partner of the Partnership, and those persons listed on Schedule A attached hereto, as Limited Partners.

WHEREAS, the General Partner and the Limited Partners desire to amend the Partnership Agreement to extend the date of the Final Closing; and

WHEREAS, the General Partner and the Limited Partners desire that all other terms and provisions of the Partnership Agreement remain in full force and effect.

NOW, THEREFORE, upon the terms and conditions set forth herein, the parties hereto, intending to be legally bound, hereby agree as follows:

All capitalized terms not otherwise defined herein shall have the meanings as set forth in the Partnership Agreement.

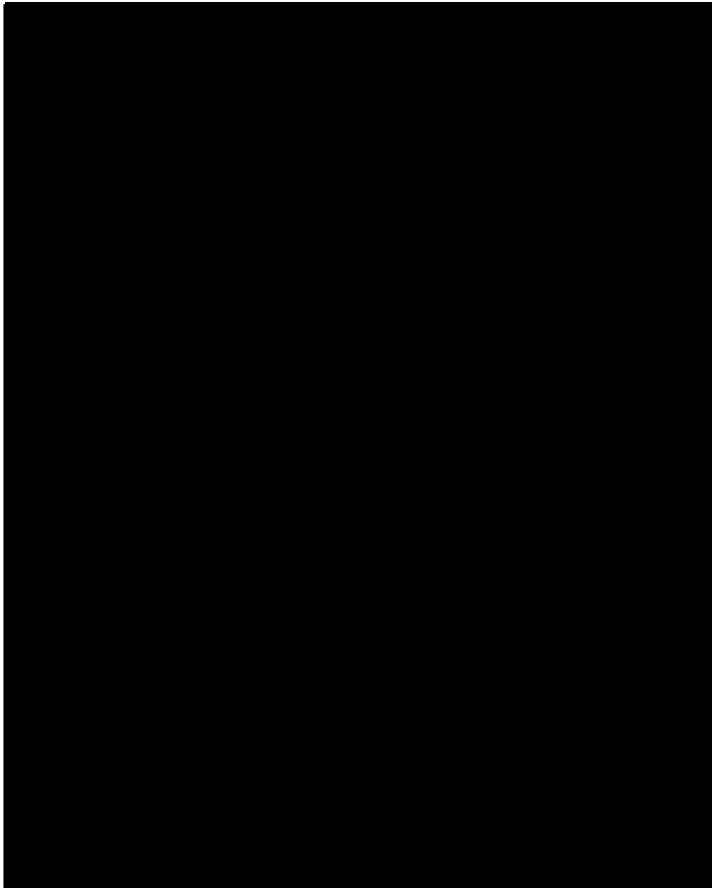
1. The definition of "Final Closing" set forth in Article I of the Partnership Agreement is deleted and shall instead read as follows:

""Final Closing" means June 30, 2002."

All other provisions as set forth in Article I shall remain unchanged and shall continue to remain in full force and effect.

2. All other terms and provisions contained in the Partnership Agreement are hereby ratified and shall remain in full force and effect.

SCHEDULE A



Approved for form and legality:

By: [Signature]
Deputy General Counsel
Office of General Counsel

By: [Signature]
Chief Deputy Attorney General
Office of Attorney General

Commonwealth of Pennsylvania Public School
Employees' Retirement System

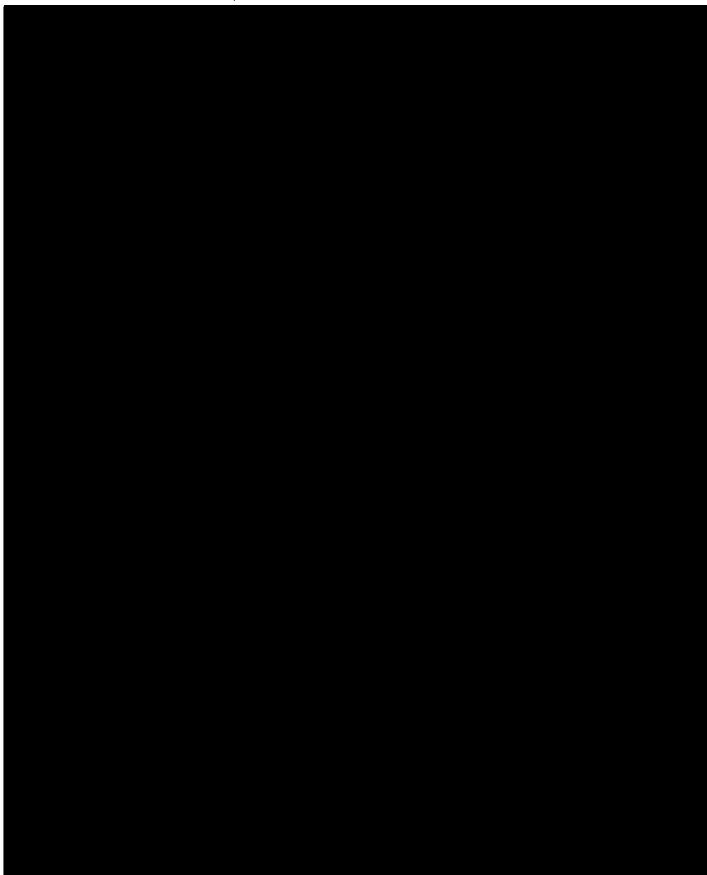
By: [Signature]
Name: Jeffrey B. Clay
Title: Deputy Executive Director

By: [Signature]
Name: Dale H. Everhart
Title: Executive Director

By: [Signature]
Name: Thomas E. Ross
Title: Chief Counsel

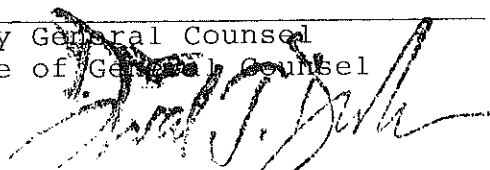
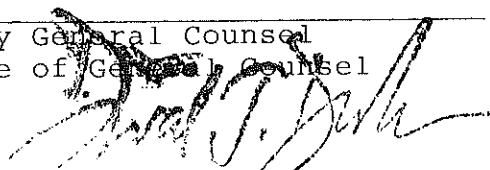
By: _____
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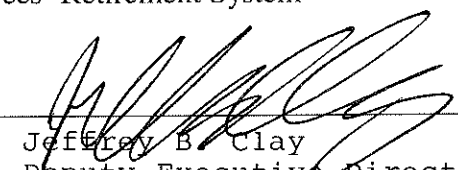
SCHEDULE A

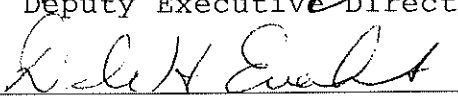


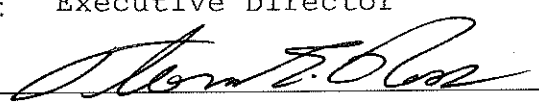
Commonwealth of Pennsylvania Public School
Employees' Retirement System

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By: 
Deputy General Counsel
Office of General Counsel
By: 
Chief Deputy Attorney General
Office of Attorney General

By: 
Name: Jeffrey B. Clay
Title: Deputy Executive Director

By: 
Name: Dale H. Everhart
Title: Executive Director

By: 
Name: Thomas E. Ross
Title: Chief Counsel

By: _____
Name:
Title:

3. This First Amendment to the Partnership Agreement shall be governed by and construed in accordance with the laws of the State of Delaware without giving effect to the conflict of laws principles thereof.

4. This First Amendment to the Partnership Agreement shall become effective upon execution by the General Partner and a majority in interest of the Limited Partners.


5. This First Amendment to the Partnership Agreement may be executed in any number of counterparts, each of which together shall be deemed to be an original as against any party whose signature appears thereon, and all of such shall together constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals.

GENERAL PARTNER:

SCP PRIVATE EQUITY II GENERAL PARTNER, L.P.

By: SCP Private Equity II, LLC,
its manager

By: 
Name: Winston J. Churchill
Title: Manager

