

Partner, and inserting in said paragraph this name and realigning the proportionate interest of the partners now comprising said partnership as follows:

<u>NAME</u>	<u>PROPORTIONATE INTEREST</u>
M. William Bashor, Jr.	15.875%
John F. Palmer	11.375%
Edgar A. Semchenko	11.375%
Rita A. Balliew	11.375%
Darracott Auto Parts, Inc.	50%

2. It is hereby acknowledged by all of the undersigned that transfer of a 50% partnership interest by M. William Bashor, Jr., John F. Palmer, Edgar A. Semchenko and Rita A. Balliew, to Darracott Auto Parts, Inc., has been done with the consent of all partners. It is further acknowledged that payment has been received for such transfer. It is further hereby acknowledged that the existing partners have all the rights and assume all the responsibilities as set forth in the original partnership agreement and the amendments thereto and that they assume all the existing rights and obligations of the Partnership.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this the day and year first above written.

WITNESSES:

J. Henry Philzot Jr.

M. William Bashor, Jr.
M. William Bashor, Jr.

Kathy Hughes

Edgar A. Semchenko
Edgar A. Semchenko

J. Henry Philzot Jr.

Rita A. Balliew
Rita A. Balliew

Kathy Hughes

John F. Palmer
John F. Palmer

Frank A. Murphy

DARRACOTT AUTO PARTS, INC.

A. A. Crocker

By: Donald J. Breedlove

Rita A. Balliew

by: J. H. Darracott

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