

[Only to be used in conjunction with a lawyer / back office provider]

[FUND LETTERHEAD]

[Date]

[Investor] (“**Investor**”)

Attention: [Investor Contact]

Subject: Amendment and Restatement of the Cornerstone Agreement of [FUND NAME] (the “**Fund**”)

Dear [Investor Contact]:

By this letter, the undersigned General Partner of the Fund requests your consent and approval to amend and restate the Cornerstone Agreement of the Fund, dated as of [DATE] (the “**Cornerstone Agreement**”) to be as set forth on Exhibit A (the “**Amended and Restated Cornerstone Agreement**”).

Please sign and date the signature page to consent to and approve this Amendment to the Cornerstone Agreement.

Upon receiving Approval from a Majority in Interest of the Limited Partners (as such terms are defined in the Cornerstone Agreement), the General Partner shall take any and all actions to ratify, confirm and approve this Amendment to the Cornerstone Agreement. The actions taken by this consent shall have the same force and effect as if taken at a special meeting of the limited partners duly called and constituted pursuant to the Delaware Revised Uniform Limited Partnership Act. This consent may be executed in counterparts each of which shall be deemed an original for all purposes, and together shall constitute one and the same consent.

[Signature pages follow.]

IN WITNESS WHEREOF, the undersigned have caused this Amendment and Restatement of the Cornerstone Agreement to be duly executed and delivered by their duly authorized representatives.

GENERAL PARTNER OF [NAME OF FUND]

[GENERAL PARTNER NAME]

[MANAGER NAME], its Manager

By: _____

Name:

Title:

IN WITNESS WHEREOF, the undersigned have caused this Amendment and Restatement of the Cornerstone Agreement to be duly executed and delivered by their duly authorized representatives.

[LIMITED PARTNER]

By: _____

Name:

Title:

Date: _____

EXHIBIT A

AMENDED AND RESTATED CORNERSTONE AGREEMENT