

**RESIGNATION OF GENERAL PARTNER
OF VERDONE LIMITED PARTNERSHIP
AND APPOINTMENT OF SUCCESSOR
GENERAL PARTNER**

THIS RESIGNATION OF MANAGING GENERAL PARTNER AND APPOINTMENT OF SUCCESSOR MANAGING GENERAL PARTNER (this "Agreement") is made and entered into effective as of the 1st of April, 2014 (the "Effective Date"), by and between Emily McCoy Verdone, as the sole General Partner (the "General Partner") of Verdone Limited Partnership, a Delaware limited partnership (the "Partnership"), and George F. Verdone, Jr., as the sole Member and Manager of Tump, LLC, the successor General Partner of the Partnership (the "Successor General Partner").

WITNESSETH:

WHEREAS, the Partnership was formed on December 16, 1997, by filing in the Office of the Secretary of State of Delaware a Certificate of Limited Partnership; and

WHEREAS, on that same date, the General Partner and the Limited Partners, Emily McCoy Verdone, Elsy V. Stockin, Catherine E. Verdone, George F. Verdone, Jr., and James G. Verdone, executed an Agreement of Limited Partnership (the "Agreement"); and

WHEREAS, Emily McCoy Verdone no longer owns a Limited Partner Interest in the Partnership; and

WHEREAS, Article 26 of the Agreement provides that the Agreement may be modified by written consent of the General Partners and a Majority in Interest of the Limited Partners; and

WHEREAS, Catherine E. Verdone and George F. Verdone, Jr., now own a Majority in Interest of the Limited Partner Interests; and

WHEREAS, pursuant to Article 26 of the Agreement, the General Partner, Catherine E. Verdone, and George F. Verdone, Jr., modified and amended the Agreement by a First Amendment effective as of January 1, 2014 (the "Amended Agreement"); and


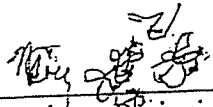
WHEREAS, Section 19.7 of the Amended Agreement provides in relevant part that in the event Emily McCoy Verdone resigns as Managing General Partner, she shall have the right to appoint a new Managing General Partner to have all the powers and duties specified in Article 19 of the Amended Agreement; and

WHEREAS, Emily McCoy Verdone now wishes to resign as General Partner and appoint Tump, LLC (the "LLC") as the successor General Partner.

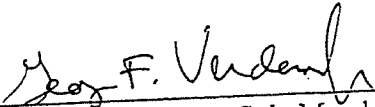
NOW, THEREFORE, pursuant to Article 19 of the Amended Agreement, the parties to this Agreement hereby agree as follows:

1. Emily McCoy Verdone hereby resigns as the General Partner of the Partnership as of the Effective Date of this Agreement and appoints the LLC as the successor General Partner of the Partnership as of the same date.
2. George F. Verdone, Jr., as the sole Member and Manager of the LLC, hereby accepts the appointment of the LLC as the successor General Partner of the Partnership as of the Effective Date of this Agreement.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the Effective Date first set forth above.

  (SEAL)
Emily McCoy Verdone, Resigning General Partner

Tump, LLC, Successor General Partner

By: 
George F. Verdone, Jr., Sole Member and Manager