JOINT VENTURE AMENDMENT AGREEMENT

This Joint Venture Amendment Agreement, (hereinafter referred to as the "Amendment") is made and entered into by and between the Parties who executed a Joint Venture Agreement dated _____.

WHEREAS, the Parties entered into a Joint Venture Agreement dated _____ (hereinafter referred to as the "Joint Venture Agreement").

The Parties hereby agree to amend the said Joint Venture Agreement in accordance with the terms and conditions contained in this Amendment.

In consideration of the mutual promises and conditions contained hereunder and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

The parties agree that the Joint Venture Agreement is hereby modified and amended as follows:

_____
_____
_____
_____

TERMS & CONDITIONS

The parties agree that all of the terms and conditions of the Joint Venture Agreement, not amended by this Amendment, shall remain in full force and effect.

ENTIRE AGREEMENT

The Joint Venture Agreement, as amended by this Amendment, contains the entire agreement of the parties hereto with respect to the subject matter hereof. Any representations, inducements, or agreements, oral or otherwise, between the parties not contained in this Amendment shall be of any force and effect. This Amendment may not be modified, changed or terminated, in whole or in part, in any manner other than by an agreement in writing signed by duly authorized representatives of the Parties.

The parties agree to this amendment and have signed this agreement to acknowledge their consent.

_____
_____

Date _____

_____
_____

Date _____

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