

[REDACTED] RD TECHNOLOGY PARTNERS LP

SECOND AMENDED AND RESTATED AGREEMENT OF LIMITED PARTNERSHIP (the "Agreement"), dated as of January 15, 1999 of [REDACTED] RD [REDACTED] DGY [REDACTED] RS LP (the "Partnership") by and among [REDACTED] DGY LLC, [REDACTED] are limited liability company, as the general partner of the Partnership (the "General Partner"), and those Persons (as defined herein) listed on Exhibit A hereto under the heading "Limited Partners," as the limited partners of the Partnership (the "Limited Partners").

WHEREAS, the Partnership has heretofore been formed as a limited partnership under the Delaware Act (as defined herein) pursuant to a Certificate of Limited Partnership filed with the Secretary of State of the State of Delaware on February 13, 1998;

WHEREAS, the Agreement of Limited Partnership of the Partnership dated as of February 13, 1998, was amended and restated as of March 1, 1998 (the "First Amended and Restated Agreement") pursuant to which the Withdrawing Limited Partner withdrew from the Partnership as limited partner and certain persons were admitted as limited partners of the Partnership; and

WHEREAS, the General Partner and Limited Partners now wish to make certain modifications to the Partnership and to restate in its entirety the First Amended and Restated Agreement as set forth below.

NOW, THEREFORE, the General Partner and the Limited Partners hereby amend and restate the First Agreement of Limited Partnership of the Partnership in its entirety to read as follows:

ARTICLE 1**General Provisions**

1.1 Definitions. For the purpose of this Agreement, the following terms shall have the following meanings:

"Actively Invested Capital" shall mean, with respect to each Partner, the Capital Contributions of such Partner the proceeds of which have been used to fund Investments (including Partnership expenses, other than Management Fees, that are related to such Investments) that, in all cases, have not been Disposed Of.

"Additional Limited Partner" shall mean a Person admitted to the Partnership as a Limited Partner after the date hereof.

"Advisory Board" shall mean the advisory board of the Partnership established pursuant to Section 2.5.