

PARTNERSHIP AGREEMENT for the practice of law made as of January 1, 1991 among those persons whose names are set forth on the signature pages hereof.

W I T N E S S E T H :

The parties have heretofore engaged in the practice of law as a partnership (the "Partnership") pursuant to a Partnership Agreement dated as of January 1, 1986, as amended (as so amended, the "Prior Agreement"). The parties desire to make arrangements, among other things, for the continuation, management and operation and the sharing of profits and losses of and the admission of new partners to the Partnership and as to matters relating to the death, withdrawal or disability of partners.

NOW, THEREFORE, the parties agree as follows:

SECTION 1. Continuation of Partnership and Related Matters.

1.01 Continuation of Partnership; Name. The Partnership shall continue to engage in the practice of law until terminated as hereinafter provided under the name Milberg Weiss Bershad Specthrie & Lerach or under such other name or names as the Managing Partners, in accordance with Section 3 below, may from time to time determine.

1.02 Partners. All of the parties hereto shall be partners ("Partners") in the Partnership. Partners are classified as Managing Partners, Equity Partners and Non-Equity Partners; all Managing Partners are also, and are included in the term, Equity Partners. Unless and until changed as hereinafter