

JOINDER AGREEMENT

Parties:

This Joinder Agreement ("Agreement") is entered into by the undersigned party ("Joining Party") and the existing members listed in the

RECITALS:

WHEREAS, the Joining Party desires to become a party to the Agreement to which this Joinder is attached, and
WHEREAS, the existing parties to the Agreement desire to admit the Joining Party as a party thereto, subject to the terms and conditions set forth herein;

AGREEMENT:

1. Definitions

All capitalized terms used but not defined herein shall have the meanings assigned to such terms in the Agreement.

2. Joinder

The Joining Party hereby accepts and agrees to be bound by all terms, conditions, provisions, and obligations of the Agreement as if an original party thereto, and agrees to perform all duties and obligations and to be subject to all liabilities and restrictions set forth in the Agreement.

3. Representations and Warranties of Joining Party

The Joining Party represents and warrants that it has full power and authority to enter into this Joinder and to become a party to the Agreement, that this Joinder has been duly authorized, executed, and delivered by the Joining Party and constitutes a valid and binding agreement enforceable in accordance with its terms.

4. Effectiveness

This Joinder shall become effective upon execution by the Joining Party and delivery to the other parties to the Agreement. Upon such effectiveness, the Joining Party shall be deemed a party to the Agreement for all purposes.

5. Governing Law

This Joinder shall be governed by and construed in accordance with the laws of the State specified in the Agreement, without regard to conflicts of law principles.

6. Counterparts

This Joinder may be executed in counterparts, each of which shall be deemed an original, and all of which together shall constitute one and the same instrument.

7. Severability

If any provision of this Joinder is determined to be invalid or unenforceable, such determination shall not affect the validity of the remaining provisions.

8. No Waiver

No failure or delay in exercising any right or remedy hereunder shall operate as a waiver thereof.

9. Notices

Notices to the Joining Party shall be sent to the address provided herein or as set forth in the Agreement.

10. Entire Agreement

This Joinder, together with the Agreement, constitutes the entire agreement of the parties with respect to the subject matter hereof.

JOINING PARTY SIGNATURE

Name: _____

Title/Capacity: _____

Date: _____

Signature: _____

EXISTING MEMBER SIGNATURE

Name: _____

Title/Capacity: _____

Date: _____

Signature: _____

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