

TWELFTH CERTIFICATE OF AMENDMENT
TO
RESTATED CERTIFICATE OF LIMITED PARTNERSHIP
OF
THE BAIN CAPITAL FUND LIMITED PARTNERSHIP

WE, THE UNDERSIGNED, wishing to continue a limited partnership organized under the laws of The Commonwealth of Massachusetts under the name and style of the Bain Capital Fund Limited Partnership by the filing of a Certificate of Limited Partnership with the office of the Secretary of State of The Commonwealth of Massachusetts on ~~March 10, 1988~~, and a Restated Certificate of Limited Partnership filed with such office on June 14, 1984, as, amended through the date hereof (the "Certificate"), and wishing to provide for the admission of those limited partners with an asterisk next to their names on Exhibit I attached hereto and the withdrawal of limited partners whose names are no longer on such Exhibit I and to indicate the amounts of capital contribution now paid in to the partnership as set forth in such Exhibit I, DO HEREBY CERTIFY as follows:

May 29, 1984
RWC

1. Exhibit I to the Certificate is hereby amended and replaced in its entirety and Exhibit I to the partnership's certificate of limited partnership shall henceforth read as and be the Exhibit I attached hereto.


IN WITNESS WHEREOF, the undersigned have executed this Twelfth Certificate of Amendment as of this 1st day of March 1988.


General Partner

All those Limited Partners named on Exhibit I hereto

Bain Capital Partners,
A California Limited Partnership

By Bain Capital Partners, A California
Limited Partnership as Attorney-In-Fact

By: 
Robert F. White
General Partner

By: 
Robert F. White
General Partner

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EXHIBIT I
Partners and Capital Contribution

Capital Contributions

Name and Address of General Partner -----	Initial Cash Capital Contri- bution Payable -----	Balance of Capital Contri- bution Payable -----	Capital Contribution -----
Bain Capital Partners A California Limited Partnership Two Copley Place Boston, MA 02116	273,708.37	54,741.67	328,450.05
General Partners' Total Capital Contribution			----- 328,450.05
Names and Addresses of Limited Partners -----			
Jean Overseas Limited, Inc. c/o M. Elfen 8 Rue de Candolle 1205 Geneva, Switzerland	2,082,667.00	417,333.00	2,500,000.00
SFA Investors c/o E. L. Mulliner 233 Post Street Sixth Floor San Francisco, CA 94108	166,666.67	33,333.33	200,000.00
St. Francis Associates c/o E.L. Mulliner 233 Post Street Sixth Floor San Francisco, CA 94108	3,833,333.33	766,666.67	4,600,000.00
Melvin G. Alper and Jane L. Alper 5309 Edgemoor Lane Bethesda, MD 20814	166,666.70	33,333.30	200,000.00
Barcel Corporation P.O. Box N-4843 Nassau, Bahamas	2,500,000.00	500,000.00	3,000,000.00

Miguel A. Duenas 2121 S.W. 3rd Avenue Miami, FL 33129	625,000.00	125,000.00	750,000.00
Miguel A. Duenas, Trustee 2121 S.W. 3rd Avenue Miami, FL 33129	625,000.00	125,000.00	750,000.00
John W. Hanley Roaring Gap Club Sunrise Lane Roaring Gap, NC 28668	833,333.34	166,666.66	1,000,000.00
Tropical Investment Corp. c/o Sr. Luis Endriquez 1001 S. Bayshore Drive Suite 1808 Miami, FL 33131	833,333.34	166,666.66	1,000,000.00
Velof Trust c/o Ms. Leonora Saurel 156 East 81st Street New York, NY 10028	416,666.67	83,333.33	500,000.00
Katsura, S.A. Edificio Omanco Apartado Postal 4297 Panama 5 Panama	291,666.67	58,333.33	350,000.00
Jolla Edificio Interoceanic Apartado Postal 10-287 Calle 50 y La Alameda Zona 4, Panama	166,666.07	33,333.93	200,000.00
Graham Anthony Lyons 23 Ormonde Gate London, SW3 4EX ENGLAND	125,000.00	25,000.00	150,000.00
Suzanne Lyons and Harold Ivor Connick, Trustees of the G.A. Lyons Trust 56 Portland Place London, W1N 4BD ENGLAND	62,500.00	12,500.00	75,000.00
The British Printing & Communications Corp. Maxwell House 74 Worship Street London EC2A2E England	1,666,666.65	333,333.35	2,000,000.00

Joseph W. Bartlett, Esq. Gaston Snow Beekman & Bogue 14 Wall Street New York, NY 10005	20,833.00	4,167.00	25,000.00
Sumer Limited Partnership c/o John P. Chambliss Gaston Snow & Ely Bartlett One Federal Street Boston, MA 02110	83,333.33	16,666.67	100,000.00
HKZ Associates c/o Robert K. Kraft One Boston Place Boston, MA 02109	833,333.34	166,666.66	1,000,000.00
Inversiones Lakehurst c/o Bette Leibe 2121 S.W. 3rd Avenue Miami, FL 33129	625,000.00	125,000.00	750,000.00
Inversiones Aries c/o Bette Leibe 2121 S.W. 3rd Avenue Miami, FL 33129	625,000.00	125,000.00	750,000.00
Colin F. Anderson 63 Wake Robin Road Sudbury, MA 01776	49,236.71	9,847.34	59,084.05
Thomas R. Day 11 Aldridge Road Needham, MA 02192	61,545.88	12,309.18	73,855.06
Ronald S. Frank 30 Bellevue Road Wellesley Hills, MA 02181	24,618.36	4,923.67	29,542.03
Orit Gadiesh c/o Bain & Company Two Copley Place Boston, MA 02116	36,927.53	7,385.51	44,313.04
Kenyon B. Hodge 98 Centre Street Dover, MA 02030	61,545.88	12,309.18	73,855.06

Christopher T. Jenny 39 Stage Coach Road North Andover, MA 01845	32,824.48	6,564.89	39,389.37
Janet Lamb 45 Pine Plain Road Wellesley Hills, MA 02181	34,465.68	(0.00)	34,465.68
Stephen J. Schaubert 37 Bradford Road Weston, MA 02193	82,061.18	16,412.24	98,473.42
Carl H. Whittaker c/o Bain & Company Hibiya Kokusai Building 14th 2-2-3 Uchisaiwai-Cho Chiyoda-Ku, Tokyo 100	41,030.59	8,206.12	49,236.71
Christopher J. Zook 19 Pine Road Chestnut Hill, MA 02167	29,542.03	5,908.41	35,450.43
Charles M. Farkas 276 Marlborough Street Unit 3 Boston, MA 02116	24,618.36	4,923.67	29,542.03
Francois J. Chaillou 14 Rue Raynouard Paris 75016 France	9,847.34	1,969.47	11,816.81
Gregory P. Hutchinson c/o Bain & Company 16 Connaught Street London W2 2ES England	9,847.34	1,969.47	11,816.81
Michael E. Kolowich 2 Byron Road Weston, MA 02193	123,091.78	24,618.36	147,710.13

Lee Adrean c/o Bain & Company Two Copley Place Boston, MA 02116	9,847.34	1,969.47	11,816.81
Paul W. Russo 97 Gordon Road Newton, MA 02168	36,927.53	7,385.51	44,313.04
Donald C. Doolittle APM 2125 Oak Grove, Suite 129 Walnut Creek, CA 94598	41,030.59	8,206.12	49,236.71
Peter Tornquist Nymonenburger 8000 Munich 19 West Germany	24,618.36	4,923.67	29,542.03
William Achtmeyer Longmeadow Road Lincoln, MA 01773	3,856.88	771.38	4,628.25
David Eckert 6 Solsom's Pond Road Wayland, MA 01778	11,570.63	2,314.13	13,884.75
Keith Aspinall c/o Bain & Company Two Copley Place Boston, MA 02116	7,713.75	1,542.75	9,256.50
Dwight L. Gertz c/o Bain & Company Two Copley Place Boston, MA 02116	7,713.75	1,542.75	9,256.50
Steven J. Hoffman 548 North Avenue Weston, MA 02193	7,713.75	1,542.75	9,256.50
Earl Kivett 47 Kenilworth Road Wellesley, MA 02181	15,427.50	3,085.50	18,513.00
Royce Yudkoff 116 Commonwealth Ave Boston, MA 02116	38,732.88	7,746.57	46,479.45
Vernon Altman 61 Old Connecticut Path Wayland, MA 01778	24,618.36	4,923.67	29,542.03

T. Coleman Andrews, III 6720 Wemberly Way McLean, VA 22101	54,252.99	0.00	54,252.99
William S. Antle 150 Glezen Lane Wayland, MA 01778	86,164.24	17,232.85	103,397.09
William W. Bain, Jr. c/o Bain & Company Two Copley Place Boston, MA 02116	1,641,223.66	328,244.73	1,969,468.39
Charles Baird, Jr. 11 Coburn Road Weston, MA 02193	73,855.07	14,771.01	88,626.08
George P. Denny III, Trust c/o Bain & Company Two Copley Place Boston, MA 02116	82,061.18	16,412.24	98,473.42
Michael A. D'Amato 22 Sears Road Wayland, MA 01778	90,267.30	18,053.46	108,320.76
George P. Denny, III c/o Bain & Company Two Copley Place Boston, MA 02116	82,061.18	16,412.24	98,473.42
Richard A. DiPerna 4 Cabot Road Wayland, MA 01778	328,244.73	65,648.95	393,893.68
Michael J. Farmer 120 Avenue Rapp 75007 Paris France	61,545.88	12,309.18	73,855.06
Ian Fisher c/o Bain & Company 10 Connaught Street London W2 2ES England	82,061.18	16,412.24	98,473.42
Peter Gates 6 Wampatuck Road Dedham, MA 02026	49,236.71	9,847.34	59,084.05

Patrick F. Graham 14 Otis Place Boston, MA 02108	246,183.55	49,236.71	295,420.26
*Odile Basch Grogan Old Rickhurst Alford Road Dunsfold, Surrey	410,305.92	82,061.18	492,367.10
John Halpern 2 Commonwealth Avenue, PH3 Boston, MA 02116	1,641,223.66	328,244.73	1,969,468.39
David A. Hoare 40 Chepstow Place London, W24TA U.K.	98,473.42	19,694.68	118,168.10
Michael J. Jacobson 16 Highland Avenue Cambridge, MA 02139	209,256.02	41,851.20	251,107.22
Ralph L. Judah 16 Deer Run Wayland, MA 01778	123,091.78	24,618.36	147,710.13
Eric A. Kriss, Trustee FBO Kriss Revocable Trust UTD 5/19/80 36 Ivanhoe Street Newton, MA 02158	123,091.78	24,618.36	147,710.13
Robert A. Lola 41 South Street Medfield, MA 02052	8,333.33	1,666.67	10,000.00
David Neirenberg Trinity Ventures 20813 Stevens Creek Blvd. Suite 101 Cupertino, CA 95014	123,091.78	24,618.36	147,710.13
Stanley L. Pace & Bonnie B. Pace, Joint Tennants 21360 Blue Hills Lane Cupertino, CA 95014	123,091.78	24,618.36	147,710.13
Frederick F. Reichheld 40 Hampshire Road Wellesley, MA 02181	61,545.88	12,309.18	73,855.06

Darrell K. Rigby & Angela W. Rigby 106 Winn Street Belmont, MA 02178	102,576.48	20,515.30	123,091.77
David N. Roberts Bain & Company 2 Copley Place Boston, MA 02116	36,927.53	7,385.51	44,313.04
Willard M. Romney 8 Tyler Road Belmont, MA 02178	136,163.50	27,232.70	163,396.20
Olivier R. Roux 30A Landowne Road London, UK W11 3LL	24,618.36	4,923.67	29,542.03
John C. Rutherford 66 Montrose Street Newton, MA 02158	164,122.37	32,824.47	196,946.84
Harry W. Strachan 122 Temple Street West Newton, MA 02165	209,256.02	41,851.20	251,107.22
Thomas J. Tierney c/o Bain & Company One Embarcadero Center Suite 3400 San Francisco, CA 94111-3723	86,164.24	17,232.85	103,397.09
Ralph R. Willard c/o Bain & Company 16 Connaught Street London W2 2ES	1,641,223.66	328,244.73	1,969,468.39
Margaret C. Whitman 3030 Pacific Avenue San Francisco, CA 94115	84,000.00	16,000.00	100,000.00
Clinton P. Harris c/o T.A. Associates 45 Milk Street Boston, MA 02109	41,667.00	8,333.00	50,000.00

John Theroux 26 Argyll Road London W8 7BG Kensington, UK	615,458.88	123,091.78	738,550.65
Universal Selling Company P.O. Box 1751 Panama 1, Panama	833,000.00	167,000.00	1,000,000.00
*Eduardo Poma 2121 S.W. 3rd Avenue Miami, FL 33129	11,142.25	2,228.25	13,370.50
*William Swanson 2995 Spring Street St. Helena, CA 94574	166,666.66	33,333.34	200,000.00

Total Limited Partners' Capital Contributions			32,845,004.94
General Partners' Total Capital Contributions (from above)			328,450.05

Total Capital Contributions			33,173,454.99 =====

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Michael J. Connelly

FEE PAID

75.00

JUN - 9 1988

CASHIERS
SECRETARY'S OFFICE

AMENDMENT

THE BAIN CAPITAL FUND LIMITED PARTNERSHIP

Name of Limited Partnership

~~Form 1099~~ - Amendment Mass. General Laws, Chapter 109

Filed in the Office of the Secretary of State JUNE 9, 1988