

(SEED CAPITAL EXEMPTION: S.107(1)(p))
SUBSCRIPTION AGREEMENT FOR CLASS "A" UNITS

**OFFERED FOR SALE BY [LIMITED PARTNERSHIP] PURSUANT TO AN OFFERING
MEMORANDUM DATED [OFFERING DATE] (THE "OFFERING MEMORANDUM")**

TO: [Limited Partnership]
[address]

A. SUBSCRIPTION

The undersigned hereby subscribes for [no. & class] Units (the "Units") in [Limited Partnership] (the "Partnership"), for the purchase price of _____ (\$_____) DOLLARS for each of the Units being an aggregate subscription price of \$_____ (\$_____) DOLLARS, payable by certified funds. Fractional Units will not be issued. Minimum subscription is [minimum] Units.

The undersigned hereby acknowledges that there is no assurance whatsoever that profits will be made by the Partnership and acknowledges receipt of a copy of the Offering Memorandum and the Partnership Agreement of the Partnership (the "Partnership Agreement"). The undersigned hereby specifically accepts and adopts each and every provision of the Partnership Agreement, as from time to time amended and in effect and further hereby irrevocably affirms, and becomes a party, to the Partnership Agreement.

The undersigned acknowledges that participation in the Partnership is subject to the acceptance of this subscription by the Partnership, and to certain other conditions set forth in the Offering Memorandum. The undersigned agrees that this subscription is given for valuable consideration and shall not be withdrawn or revoked by the undersigned. The acceptance of this subscription shall be effective upon the deposit of a unit certificate representing the purchase in the name of the undersigned of the number of Units set forth on the signature page and Power of Attorney, in the mail, addressed to the undersigned at the address indicated below.

The undersigned by executing this subscription agreement represents and warrants that: