

TRANSFER OF PARTNERSHIP UNITS

TO: _____

The undersigned hereby transfers, assigns and sells all right, title and interest of the undersigned in _____ Units of the Partnership to _____.

The undersigned hereby agrees to execute or furnish such documents and to perform any other acts as the General Partner and the Registrar of the Partnership may reasonably require to properly and legally effect a valid transfer of the Units, including executing a transfer of the Certificate representing the Units and thereby constitute the transferee a substituted Limited Partner and to reserve the status of the Partnership as a limited partnership. The undersigned agrees that the power of attorney previously granted to the General Partner will be effective for the purpose of executing and filing the documents and instruments necessary to give effect to this transfer and to preserve the status of the Partnership as a limited partnership.

DATED this _____ day of _____, _____.

SAMPLE PREVIEW

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TRANSFEROR

Acceptance by Transferee

The transferee by execution hereby accepts the within transfer and agrees to be bound, as a party to, and as a limited partner in the Partnership by the terms of the Agreement made as of _____, among the General Partner and _____ and the Limited Partners, as amended or supplemental from time to time. The transferee acknowledges that he has received a copy of the Partnership Agreement and that the execution hereof shall be deemed to constitute execution by the transferee of a counterpart of the Partnership Agreement.

Witness

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