

to extinguish all indebtedness and liquidate the assets in kind or the surviving partners may purchase the other partner's interest in the business. In the event that the surviving partners elect to purchase the other partner's interest, the procedure in Article 14-d with reference to the purchase of a decedent's interest shall govern the purchase price.

17. NOTICES: All notices provided for under this Agreement shall be in writing and sufficient if sent by registered or certified mail to the last known address of the party to whom such notice is to be given.

18. ASSIGNMENT: The interest of a partner in the partnership may not be assigned, without prior written consent of all of the other partners.

IN WITNESS WHEREOF, the parties have signed and sealed this instrument the day and year first above written.

IN THE PRESENCE OF:

Kay B. Payne  
Lorraine A. Grace

Kay B. Payne  
Lorraine A. Grace

Thomas F. Bryan  
Thomas F. Bryan

Harriette B. Dunn  
Harriette B. Dunn

CONTINUED ON NEXT PAGE

1220

1220