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partners and of the estate of any deceased partner. Any excess shall be distributed among the surviving partners and the estate of any deceased partner in the respective percentages in which they shared in partnership profits immediately prior to the event which resulted in such liquidation. In connection with such liquidation, the surviving or remaining partners shall have the sole discretion as to whether to sell any partnership assets, including but not limited to, real estate and if so, whether at public or private sale and for what amount and on what terms, or whether (if sale thereof is not required to enable payments of debts, expenses of liquidation, loans by partners, and undrawn profits of partners) to distribute and transfer the same subject to any liabilities thereon, to and among the partners and the estate of any deceased partner, in the respective percentages in which profits and losses were shared immediately prior to the event which resulted in liquidation. In the event that the surviving or remaining partners determine to sell any real property, they shall not be required to sell the same promptly, but they shall have the full right and discretion to determine the time when and the manner in which the sale shall be had, having due regard to the activity and condition of the real estate market and general financial and economic conditions.

(18) Arbitration. Any partnership matter which cannot be resolved due to the lack of a majority opinion on behalf of the partners shall be submitted to arbitration as follows: Two arbitrators shall be appointed, one each by the partners holding dissimilar opinions. If the two aforementioned arbitrators cannot reach an agreement on the matter under consideration, then such arbitrators shall appoint a third arbitrator and the decision of the majority shall be binding upon all parties. It is understood and agreed that the arbitrators will consider all matters before them in the light of the best interest of the partnership. Any award made by a majority of such arbitrators shall be binding and

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