

to develop the Marketable Unit at the existing appraised fair market value as determined in accordance with the provisions of paragraph 21 which follows. Payment in full will be made within ninety (90) days of the date of the agreement to sell.

21. Expulsion of a Limited Partner: The General Partners, by unanimous agreement between or among them, may terminate the interest of any Limited Partner and expel him or it from the partnership for any of the following reasons:

(a) Attempted assignment by a Limited Partner of all or part of his partnership interest without the prior written consent of all the General Partners;

(b) Adjudication as a bankrupt or insolvent in the State or Federal law, or filing a petition in voluntary bankruptcy, or making an assignment for the benefit of creditors, or permitting his interest as a Limited Partner to become subject to attachment, garnishment, or charging order, or similar charge which is not released within thirty (30) days;

(c) Failure to meet any written commitment to the partnership or to the General Partners.

(d) Any written misrepresentation made to the partnership or to the General Partners;

(e) Failure to comply with any of the terms and provisions of this Agreement.

Expulsion shall be accomplished by given written notice of the expulsion and the grounds therefor to such Limited Partner. The expulsion will be effective, and the expelled Limited Partner's interest shall terminate, immediately upon the sending of such notice; provided, however, within ten (10) days after notice of

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