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751(c) of the Internal Revenue Code) if any; inventory items (as defined in section 751(d)(2) of the Internal Revenue Code), if any; goodwill or going concern value, if any; real property and depreciable property, if any; and all other property of the partnership. Negotiations shall continue as long as required, provided that if an agreement is not reached within ninety (90) days after (a) the giving of written notice of intention of a partner to withdraw or (b) the appointment of the personal representative of a deceased partner or (c) the expulsion of a partner, either party may terminate the negotiations and require the valuation to be submitted to arbitration as provided in Section 12.2.

Section 12.2 Arbitration to Determine Valuation

If the parties are unable to reach agreement through negotiations among themselves, the value of the five categories of partnership property described in Section 12.1 shall be determined by an appraisal of the fair market value of the property to be made by two licensed real estate brokers, one to be appointed by the purchaser and one to be appointed by the seller. If the two appraisers cannot agree upon an appraisal, the two appraisers shall appoint a third appraiser, and the value shall be that determined by agreement of any two of the three appraisers.

Section 12.3 Adjustment to Capital Accounts for Values In Excess of Book Values

The total book value of the partnership property shall be subtracted from the value of all partnership property as determined under Section 12.1 or Section 12.2. The excess of negotiated or arbitrated value over the book value shall be credited to the capital accounts of the partners in the proportions of their then interests in profits or losses of the partnership, as provided in Article VII. The amount of the balance in the capital account of the withdrawing or deceased partner, adjusted as provided in

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