

(a) The Partnership may be dissolved at any time by the agreement of both partners. Such dissolution shall take effect on the date specified in the written notice of dissolution, which date, however, shall not be sooner than thirty (30) days after said mailing or delivery of written notice.

(b) Unless sooner terminated pursuant to (a) above, said partnership shall be terminated on December 31, 2050.

ARTICLE XV.

DISTRIBUTION ON DISSOLUTION OF PARTNERSHIP

Upon the dissolution of the partnership, the partners shall have the responsibility for expeditiously dissolving and liquidating the partnership. They shall promptly proceed to wind up the affairs of the partnership and after payment (or making provisions for payment) for liabilities owing to creditors (excluding partners), shall cause the remaining net assets to be distributed to the partners as follows:

(a) If any sums have been advanced by any of the partners as contemplated in this Agreement, such advancement, together with all accrued interest payable thereon under this Agreement, shall be repaid to the partners.

(b) The balance remaining in the capital accounts of the partners shall be repaid to the partners out of the next available assets.

(c) The remaining net assets, if any, shall be distributed to the partners in proportion to their respective interests in the profits and losses of the partnership.