

chasing Parties is less than the entire interest offered by the Selling Party, the Selling Party shall have the right to sell his interest so offered to the person or persons named in the offer communicated to the Purchasing Parties within sixty (60) days from the date of mailing of the original offer to the managing agent and provided further that such sale is made strictly in accordance with the terms of the offer originally submitted to the Purchasing Parties.

(iii) In the event that the aggregate total of the fractional interests accepted as aforesaid by the Purchasing Parties is equal to the entire interest offered by the Selling Party, the Selling Party shall be deemed bound to sell the entire interest offered and the Purchasing Parties shall be deemed severally bound to purchase the fractional interests which each of them has accepted.

(iv) In the event that the aggregate total of the fractional interests accepted as aforesaid by the Purchasing Parties shall exceed the entire interest offered by the Selling Party, the managing agent shall allocate among the Purchasing Parties respective interests to be purchased by each of said parties in such allocable amounts, including to itself, as it shall determine. The decision of the managing agent shall be binding and conclusive upon all the parties as to such allocation. The managing agent shall notify the accepting Purchasing Parties of the determination so made by the managing agent within thirty (30) days from the date of the receipt by the managing agent of the offer of the Selling Party and the managing agent shall notify the Selling Party of the acceptance or rejection of the offer within sixty (60) days from the date of mailing of