

Proprietary and Confidential

6.3.2	Default	17
6.3.3	Bifurcated Default.	20
6.3.4	Assignment of Partner Contributions.	20
ARTICLE 7 - DISTRIBUTIONS		21
7.1	Amount, Timing and Form.	21
7.1.1	General.	21
7.1.2	Distribution of Proceeds of Investments.	21
7.2	Discretionary Distributions.	21
7.2.1	General.	21
7.2.2	Operational Rules.	22
7.3	Special Distributions.	22
7.4	Payment of Taxes.	22
7.4.1	General.	22
7.4.2	Tax Liability.	23
7.4.3	Partnership Obligation.	23
7.5	Certain Distributions Prohibited.	23
ARTICLE 8 - CAPITAL ACCOUNTS; ALLOCATIONS		23
8.1	Capital Accounts.	23
8.1.1	Creation and Maintenance.	23
8.1.2	Timing of Allocations.	24
8.1.3	Compliance with Treasury Regulations.	24
8.2	Allocations of Net Gain or Loss.	24
8.2.1	Net Gain and Net Loss, Generally.	24
8.2.2	Special Allocations of Items of Loss or Deduction.	25
8.2.3	Allocations Following a Default.	25
8.3	Other Specially Allocated Items.	25
8.4	Admission of Additional Partners.	25
ARTICLE 9 - DURATION OF THE PARTNERSHIP		26
9.1	Term of Partnership.	26
9.2	Dissolution Upon Withdrawal of General Partner.	26
9.3	Dissolution by the General Partner.	26
ARTICLE 10 - LIQUIDATION OF ASSETS ON DISSOLUTION		26
10.1	General.	26
10.2	Liquidating Distributions.	26
10.3	Expenses of Liquidator.	27
10.4	Duration of Liquidation.	27
10.5	Liability for Returns.	27
10.5.1	General.	27
10.5.2	Limited Partner Obligations.	27
ARTICLE 11 - LIMITATIONS ON TRANSFERS AND WITHDRAWALS		27
11.1	Transfers of Limited Partnership Interests.	27
11.1.1	General.	27
11.1.2	Consent of General Partner.	28
11.1.3	No Public Trading in Partnership Interests.	28
11.1.4	No Recognition of Certain Transfers.	28
11.1.5	Required Representations by Parties.	28
11.1.6	Other Prohibited Legal Consequences.	29
11.1.7	Opinion of Counsel.	30
11.1.8	Reimbursement of Transfer Expenses.	30
11.2	Admission of Substituted Limited Partners.	30
11.2.1	General.	30