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David D. Douglas, Thomas B. Huguenin or John A. Cooter, such dissolution shall take effect on the date specified in a written notice of dissolution mailed or delivered to the other party, which date, however, shall not be sooner than thirty (30) days after said mailing or delivery of written notice. In the event of such dissolution, the partners shall proceed with reasonable promptness to liquidate the partnership. The assets of the partnership shall be used and distributed in the following order: (a) to pay or provide for the payment of all partnership liabilities and liquidating expenses and obligations; (b) to equalize the income accounts of the partners; (c) to discharge the balance of the income accounts of the partners; (d) to equalize the capital accounts of the partners; and (e) to discharge the balance of the capital accounts of the partners.

ARTICLE IX.

DEATH

Upon the death of either David D. Douglas, Thomas B. Huguenin or John A. Cooter, the survivor (s) of them shall have an option, exercisable or not within forty-five (45) days from the date of death of a partner, to purchase the entire interest of the deceased partner (s) at a purchase price equal to the decedent's capital account on the date of his or her death, adjusted as herein provided. The deceased partner's capital account shall be increased by his or her share of partnership profits, or decreased by his or her share of partnership losses, for the period from the beginning of the fiscal year in which his or her death occurred until the date of his or her death, and shall be decreased by his or her withdrawals during such period. The real estate owned by the partnership, or by the partners as tenants in common with one another, shall be appraised, as of the date of death of said partner (s), by three (3) appraisers, one of which shall be

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