

Partnership shall be deemed gains or losses incurred in the operation of the Partnership.

B. Second, if the Partnership holds property, the fair market value of which exceeds or is exceeded by, the property's adjusted basis in the hands of the Partnership, then for purposes of this Section, such property shall be deemed to have been sold for its fair market value and any gain or loss calculated under this subsection shall be credited or charged to the Partners' capital accounts in accordance with their Partnership Interests.

C. The Partnership property, valued at the fair market, shall be distributed to the former Partners in the proportion of their respective capital accounts.

#### ARTICLE XIX.

##### REPORTS

On the 31st day of September, 1979, and every quarter thereafter, a general account shall be made and taken by the Partners of all the sales, purchases, receipts, payments and transactions of the Partnership during the then preceeding quarter, and of all the capital, property and liabilities for the time being of the Partnership; and the same general account, immediately after it shall be made and taken, shall be signed by each Partner and after such signature, each Partner shall be bound by every account except that, in any manifest error be found therein by any Partner, and shown to the other Partners within sixty (60) days after the same shall have been so signed by them, such error shall be rectified.

#### ARTICLE XX.

##### PARTNERSHIP MEETINGS

1. Meetings of the Partnership, for any purpose or purposes, may be called by the Managing Partner or by any one of the other Partners.
2. The Managing Partner may designate any place for any meeting.
3. Should the Managing Partner call the meeting, written notice stating the place, day and hour and purpose or purposes of the meeting shall be delivered not less than 5 nor more than 10 days before the

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