

RETR

(a) Advance such funds to the partnership and the amount advanced shall be a loan from each partner advancing such funds to the defaulting partner. Such loan shall bear interest at the rate of twelve per cent (12%) per annum from the date so advanced until paid. Such loan and interest thereon shall be repaid at the time of the first distributions to which the defaulting partner would otherwise be entitled to receive hereunder if not sooner repaid by said defaulting partner, and each partner hereby authorizes and directs such disbursements to the partner who advanced such funds in accordance with this provision and each partner hereby releases the partnership and other partner from any and all claims or liabilities for making such disbursements.

(b) If said loan, together with the interest thereon, has not been repaid within thirty (30) days from the date of said advancement, then and in that event, the partner who advanced such funds in accordance with this provision may, at his option, purchase the non-contributing partner's interest in the partnership at an amount which shall be the aggregate amount of all capital and advances of the defaulting partner in the partnership, reduced by the aggregate amount of all sums owed by the partner to the partnership. The non-defaulting partner shall have the right to purchase the defaulting partner's interest in the partnership in the proportion that the non-defaulting partner's interest in the profits and losses of the partnership bears to the total of such interest of the non-defaulting partner electing to purchase said defaulting partner's interest.

(CONTINUED ON NEXT PAGE)

7328 (V.2)