

sooner terminated or dissolved by law, or extended by written agreement of the parties, their successors or assigns.

14. Dissolution. Upon the termination or dissolution of this Limited Partnership an audited report by a Certified Public Accountant, upon which he shall render an unqualified opinion, shall be made of the Partnership's books of account, and a copy thereof shall be made available to all Partners, their representatives or assigns. A fair market valuation of the Partnership's assets shall be made in the manner as provided hereinbelow, and said assets shall be liquidated by the General Partner as promptly as possible and the proceeds applied in the following manner and order of priority:

- (a) To creditors in the order of priority as provided by law, except those to the Limited Partners on account of their contributions and to General Partner;
- (b) To General Partner in respect to capital;
- (c) To the Limited Partners in respect to their share of the profits and other compensation by way of income on its contribution;
- (d) To the Limited Partners in respect to their capital interests in the Partnership assets;
- (e) To General Partner other than for capital and profits; and
- (f) To General Partner in respect to profits.

A fair market valuation of the Partnership's assets shall be made by three (3) appraisers selected as hereinafter set forth within thirty (30) days of the termination or dissolution of this Limited Partnership. One appraiser shall be selected by the General Partner and one appraiser shall be selected by the Limited Partners. These two (2) appraisers so selected shall select within an additional ten (10) day period, a third appraiser, but in the event they cannot agree upon the said third appraiser, he shall be appointed by the Resident or Presiding Judge of the