

*Proprietary and Confidential***11.1.2 Consent of General Partner.**

The prior written consent of the General Partner, which may be granted or withheld in its sole discretion, shall be required for any Transfer of all or part of any Limited Partner's interest in the Partnership, including a Transfer of solely an economic or synthetic interest in the Partnership. In determining whether to grant its consent to a Transfer, the General Partner shall take into account whether such Transfer would result in the "termination" of the Partnership pursuant to Section 708 of the Code and, if so, whether such termination would result in material adverse income tax consequences or material additional expense to the Partnership or any Partner.

11.1.3 No Public Trading in Partnership Interests.

The General Partner shall not cause or permit any offering of interests in the Partnership to be registered under the Securities Act or to become "traded on an established securities market or the substantial equivalent thereof," and shall withhold its consent to any Transfer that, to the General Partner's knowledge after reasonable inquiry, otherwise would be accomplished by a trade on a "secondary market or the substantial equivalent thereof," in each case within the meaning of Sections 7704 or 469(k) of the Code and the applicable Treasury Regulations.

11.1.4 No Recognition of Certain Transfers.

No Transfer of any "partnership interest" (as defined in Treasury Regulation Section 1.7704-1(a)(2)) in the Partnership or portion thereof or derivative interest therein shall be permitted or "recognized" (within the meaning of Treasury Regulation Section 1.7704-1(d)) by the Partnership or the General Partner unless either (a) the General Partner determines that either such Transfer or the Partnership (immediately after such Transfer) will qualify for a safe harbor set forth in the Treasury Regulations under Section 7704 or (b) the General Partner otherwise determines, after consulting with the Partnership's tax advisors, that such Transfer will not cause the Partnership to be treated as a publicly traded partnership under Section 7704(b) of the Code.

11.1.5 Required Representations by Parties.

- (a) The transferor and each transferee shall provide to the General Partner, in connection with any proposed Transfer, written representations to the effect that:
 - (1) The proposed Transfer will not be effected on or through (A) a United States national, regional or local securities exchange, (B) a foreign securities exchange or (C) an interdealer quotation system that regularly disseminates firm buy or sell quotations by identified brokers or dealers; and
 - (2) Such Person is not, and its proposed Transfer or acquisition (as the case may be) will not be made by, through or on behalf of (A) a Person, such as a broker or a dealer, making a market in interests in the Partnership, or (B) a Person who makes available to the public bid or offer quotes with respect to interests in the Partnership.
- (b) The transferor and transferee(s) shall provide such additional written representations as the General Partner reasonably may request, including representations required by 14.6.4.
- (c) The General Partner and counsel to the Partnership shall be permitted to rely upon any representations made by the transferor and transferee(s), whether pursuant to 11.1.5(a) or