

DESIGNATION OF TAX MATTERS PARTNER

STATE OF _____)

COUNTY OF _____)

_____, a limited partnership, with its principal place of business at _____, _____, designates _____, a general partner of the partnership, as the tax matters partner for _____.

_____ is duly appointed as the attorney in fact for _____ to act for _____ in regards to the audit, negotiation, settlement and payment of taxes assessed by any and all taxing authorities including the Internal Revenue Service and the taxing authorities of the state of _____.

Dated: _____

_____, a limited partnership, by a General Partner