

TRANSFEROR'S FORM AND CERTIFICATION

FOR VALUE RECEIVED, the undersigned Owner hereby sells, assigns and transfers unto _____, whose taxpayer identification number is _____ and whose address including postal zip code is _____, the within Restricted Depository Receipt and all rights thereunder, hereby irrevocably constituting and appointing _____ as attorney-in-fact to transfer said Restricted Depository Receipt on the books of the Depository with full power of substitution in the premises.

In connection with the transfer of the Restricted Depository Receipt, the undersigned Owner certifies that:

1. This Restricted Depository Receipt is being transferred to a transferee that has duly executed and delivered a Transferee's Letter; and
2. Either (please check one box):
 - This Restricted Depository Receipt is being transferred to a person whom the undersigned Owner reasonably believes is (a) a qualified institutional buyer (as defined in Rule 144A under the U.S. Securities Act), (b) not a broker-dealer that owns and invests on discretionary basis less than \$25 million in securities of unaffiliated issuers and (c) not a participant directed employee plan, such as a plan described in subsections (a)(1)(i)(d), (e) or (f) of Rule 144A under the U.S. Securities Act, and such person is aware that the transfer is being made in reliance on Rule 144A; or
 - This Restricted Depository Receipt is being transferred pursuant to another available exemption from the registration requirements of the U.S. Securities Act, subject to the right of the Partnership and the Depository to require delivery of an opinion of counsel and to require delivery of other information satisfactory to each of them as to the availability of such exemption.

The undersigned has notified the transferee of the restrictions on transfer contained in the legend. The undersigned certifies that the transfer of this Restricted Depository Receipt will not violate the securities laws of the United States or any other applicable jurisdiction.

The Depository shall not be obligated to register this Restricted Depository Receipt in the name of any person other than the Owner hereof unless and until (i) one of the above boxes is checked and (ii) the conditions to any such transfer of registration set forth herein, on the face hereof and in the Restricted Deposit Agreement shall have been satisfied.

Dated: _____

SIGNATURE GUARANTEED:

Name: _____

By: _____

Title: _____

NOTICE: The signature of the Owner must correspond with the name as written upon the face of the within instrument in every particular, without alteration or enlargement or any change whatsoever.