

SECTION 754 ELECTION CONSENT AGREEMENT

This Section 754 Election Consent Agreement (this "Agreement") is entered into and made effective as of _____, by and among the partners of _____, a _____ partnership (the "Partnership").

RECITALS

WHEREAS, the Partnership is governed by the terms of its Partnership Agreement dated _____;

WHEREAS, a transfer of an interest in the Partnership or a distribution of property to a partner has occurred or is expected to occur, which qualifies under Internal Revenue Code (IRC) Section 743(b) or Section 734(b);

WHEREAS, the Partners desire to make an election under Section 754 of the Internal Revenue Code of 1986, as amended, to adjust the basis of partnership property in the manner provided in Sections 734 and 743 of the Code; and

WHEREAS, pursuant to the Partnership Agreement and applicable treasury regulations, the consent of the undersigned Partners is required to execute and file said election.

AGREEMENT

NOW, THEREFORE in consideration of the mutual covenants contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

- 1. Section 754 Election.** The Partners hereby authorize, approve, and direct the Partnership (and its designated Partnership Representative or Tax Matters Partner) to make and execute an election under Section 754 of the Internal Revenue Code (and any corresponding state or local tax election) for the taxable year ending _____, and for all subsequent taxable years unless and until such election is revoked with the consent of the Internal Revenue Service.
- 2. Filing of Election.** The Partnership Representative, Tax Matters Partner, or authorized officer of the Partnership is hereby directed to file the written statement required to make the Section 754 election with the Partnership's federal income tax return for the taxable year specified above.
- 3. Cooperation.** Each Partner agrees to cooperate fully with the Partnership and to provide all information reasonably requested by the Partnership to calculate, record, and report the basis adjustments resulting from the Section 754 election.
- 4. Governing Law.** This Agreement shall be governed by, and construed in accordance with, the laws of the State of _____, without regard to its conflict of laws principles.
- 5. Counterparts.** This Agreement may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF the undersigned have executed this Section 754 Election Consent Agreement as of the date first written above.

Partnership: _____
Name: _____
Date: _____

By: _____
Title: _____

Partner: _____
Name: _____

Signature: _____
Date: _____

Partner: _____
Name: _____

Signature: _____
Date: _____