

I.D. Control # _____
License # _____

**Instrument of Admission or Increase in
Commitment for a Preferred Limited Partner**

1. Partnership Name: _____
2. Amount of Preferred Limited Partner's Capital Contribution: _____
3. Effective Date of Admission or Increase: _____ (the "Settlement Date")

Short Term Period Provisions:

For the period beginning on the Settlement Date and ending on _____ (the "Scheduled Pooling Date"), the following terms shall apply:

4. Short Term Rate of Prioritized Payment: _____
5. Short Term Payment Date: the Business Day before the Scheduled Pooling Date
6. **Short Term Calculation Method:** For the Short Term Period, Prioritized Payments will be calculated on the basis of a year of 360 days, for the actual number of days elapsed (including the first day but excluding the last day) from the Settlement Date to the Scheduled Pooling Date (and, if extended by SBA, from the Scheduled Pooling Date to the Pooling Date (as defined below)).

Short Term Period Extension Provisions:

If the Scheduled Pooling Date is extended one or more times by SBA, the following terms will apply during the extension period(s):

- | | | | |
|---|-----------|-----------|-----------|
| 7. Extension Period from and including: | (a) _____ | (b) _____ | (c) _____ |
| to but excluding: | (a) _____ | (b) _____ | (c) _____ |
| 8. Extension Period Rates of Prioritized Payment: | (a) _____ | (b) _____ | (c) _____ |
| 9. Extension Period Payment Dates: | (a) _____ | (b) _____ | (c) _____ |

Long Term Period Provisions:

For the period beginning on _____ (the "Pooling Date"), and ending on the date set forth in item 12 below, the following terms shall apply:

10. Long Term Rate of Prioritized Payment: _____
11. Long Term Payment Dates: February 1, May 1, August 1, November 1
12. Maturity Date: _____

13. **Long Term Calculation Method:** For the Long Term Period, Prioritized Payments will be calculated on the basis of a year of 365 days, for the actual number of day elapsed (including the first day but excluding the last) from the Pooling Date to the Maturity Date.

Provisions Applicable to Short Term and Long Term Periods:

If this is the first capital contribution by the Preferred Limited Partner in the partnership, the undersigned hereby is admitted and agrees to become a Preferred Limited Partner pursuant to the terms of the partnership's Agreement of Limited Partnership and to be bound by and comply with the terms of such Agreement. If the undersigned has already been admitted as a Preferred Limited Partner, the increase in the Preferred Limited Partner's capital contribution will be in the amount set forth in item 2 above effective on the Settlement Date.

The Prioritized Payment payable with respect to this capital contribution shall be at the rate(s) set forth above.

An additional charge of _____% per annum shall be payable to the Preferred Limited Partner under the same terms and conditions as are applicable to the payment of Prioritized Payments.

This Instrument shall have the same force and effect as if the undersigned parties had executed a counterpart of the partnership's Agreement of Limited Partnership. Capitalized terms used in this Instrument shall have the respective meanings set forth in such Agreement of Limited Partnership.

IN WITNESS WHEREOF the undersigned have executed this instrument as of

_____, _____, _____.

Partnership:

(Partnership Name)

By: _____
(Name of General Partner)

By: _____
(Signature of Officer or General Partner)

Name: _____

Title: _____

Preferred Limited Partner:

U.S. Small Business Administration
(Name of Preferred Limited Partner)

By: _____
(Signature of Authorized Person)

Name: _____

Title: _____

Address: U.S. Small Business Administration
Investment Division, 409 Third Street, S.W.
Washington, D.C. 20416