

# Partnership Interest Purchase Agreement

This Partnership Interest Purchase Agreement ("Agreement") is made and entered into as of , by and between  ("Seller") and  ("Buyer").

## 1. Sale of Partnership Interest

Seller hereby agrees to sell and transfer to Buyer, and Buyer agrees to purchase from Seller,  percent (%) of Seller's partnership interest in  (the "Partnership").

## 2. Purchase Price

The total purchase price for the partnership interest shall be \$ , payable as follows: .

## 3. Closing

The closing of the transaction contemplated by this Agreement shall take place on , at .

## 4. Representations and Warranties

- 1. Seller represents and warrants that Seller has full authority to transfer the partnership interest.
- 2. Buyer represents and warrants that Buyer has adequate funds to complete the purchase.

## 5. Governing Law

This Agreement shall be governed by and construed in accordance with the laws of the state of .

## 6. Signatures

**Seller:**

**Date:**

**Buyer:**

**Date:**