**ASSIGNMENT OF LIMITED PARTNERSHIP INTEREST IN**

**<INSERT PARTNESHIP NAME>**

**FROM < INSERT NAME>**

**TO <INSERT NAME>**

I, <INSERT NAME> (hereafter referred to as “Assignor”), owning a <INSERT PERCENTAGE> partnership interest as limited partner in <INSERT PARTNERSHIP NAME>, a California limited partnership (the “Limited Partnership”), does hereby assign all of my right, title and interest in and to the Limited Partnership to <INSERT NAME> (hereafter referred to as “Assignee”).

This Assignment is effective as of <INSERT DATE> and from and after that date, all profits, losses, distributions, and other rights and obligations attributable to the limited partnership interest being transferred shall inure to the benefit of and be the obligation of Assignee. Any distributions and correspondence to the Assignee shall be sent to the address set forth below.

<INSERT NAME AND ADDRESS, CITY, STATE, ZIP>

ASSIGNOR:

Dated: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 201\_ By: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

<INSERT NAME>

The undersigned accepts the foregoing Assignment and agrees to be bound by all covenants, terms and conditions of the Agreement of Limited Partnership of <INSERT PARTNERSHIP NAME>, a California limited partnership, a copy of which has been provided to me.

ASSIGNEE:

Dated: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 201\_ By: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

<INSERT NAME>

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| A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document. |

State of CALIFORNIA )

)

County of LOS ANGELES )

On \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 2016 before me, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, Notary Public, personally appeared \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (Seal)

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| --- |
| A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document. |

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WITNESS my hand and official seal.

Signature \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (Seal)