

(i) Being a contractor for or an agent or employee of the limited partner or of a general partner OR BEING AN OFFICER, DIRECTOR, OR STOCKHOLDER OF A CORPORATE GENERAL PARTNER, OR ANY COMBINATION OF THESE ROLES, WHETHER SOLELY OR JOINTLY WITH OTHER OFFICERS, DIRECTORS, OR STOCKHOLDERS, AND IRRESPECTIVE OF WHETHER THAT CORPORATE GENERAL PARTNER IS THE SOLE GENERAL PARTNER OF THE LIMITED PARTNERSHIP OR IS A GENERAL PARTNER OF ONE OR MORE LIMITED PARTNERSHIPS;

(ii) Consulting with or advising a general partner with respect to the business of the limited partnership;

(iii) Acting as surety for the limited partnership;

(iv) Approving or disapproving an amendment to the partnership agreement; or

(v) Voting on one or more of the following matters:

1. The dissolution and winding up of the limited partnership;

2. The sale, exchange, lease, mortgage, pledge, or other transfer of [all or substantially all] A MATERIAL PORTION OF the assets of the limited partnership;

3. The incurrence of indebtedness by the limited partnership other than in the ordinary course of its business;

4. A change in the nature of its business;

5. The removal of a general partner; [or]

6. The admission of a general or limited partner;

7. THE MERGER OF THE LIMITED PARTNERSHIP WITH OR INTO ANY OTHER ENTITY; OR

8. ANY MATTER RELATED TO THE BUSINESS OF THE LIMITED PARTNERSHIP NOT OTHERWISE ENUMERATED IN THIS SUBSECTION (B)(1) WHICH THE PARTNERSHIP AGREEMENT STATES IN WRITING MAY BE SUBJECT TO THE APPROVAL OR DISAPPROVAL OF LIMITED PARTNERS.

(2) The enumeration in subsection (b)(1) of this subsection does not necessarily mean that the possession or exercise of any other powers by a limited partner constitutes