

## INVESTOR SUITABILITY STANDARDS

Investment in the Partnership Involves Risk and is not a Suitable Investment For All Potential Investors.

**Lack of Liquidity.** There is no market for Units in the Partnership and, because there are expected to be a limited number of investors and significant restrictions on the transferability of the Units, it is not expected that any public market will develop. The Units in the Partnership have not been registered under the Securities Act of 1933, as amended (the "Act") and, therefore, cannot be resold unless they are subsequently registered under the Act or an exemption from registration is available. It is not anticipated that Rule 144 under the Act will be available to investors in connection with such sales.

In addition, as of the date of this memorandum, the Units in the Partnership have not been and will not be registered with the regulatory agency of any state.

Further, the sale or transfer of any interest in the Partnership is restricted by the provisions of the Partnership Agreement. Accordingly, a purchaser of Units in the Partnership must be prepared to bear the economic risk of investment for an indefinite period of time.

**Purchaser Qualifications.** The Act and the rules and regulations promulgated under the Act by the Securities and Exchange Commission and the State of Texas impose limitations on who may participate in the Partnership and from whom subscriptions may be accepted. Accordingly, this Offering and the sale of Units under this Offering are limited to natural persons who have an individual net worth, together with that person's spouse, at the time of purchase which exceeds \$ 1,000,000 not including personal residence; natural persons who had an individual income in excess of \$ 200,000 in each of the two most recent years and who reasonably expect an income in excess of \$ 200,000 in the current year; persons who purchase not less than \$ 150,000 in Partnership Units where the purchaser's total purchase price does not exceed 20% of the purchaser's net worth at the time of sale or joint net worth with that person's spouse or any other "Accredited Investor" as that term is defined in Regulation D promulgated by the Securities and Exchange Commission; or to any person who the General Partners believe, immediately prior to the sale and upon making reasonable inquiry, has such knowledge and experience in financial and business matters that he or she is capable of evaluating the merits and risks of the investment described in this Memorandum.

Subject to the foregoing, an Investor may subscribe for Units by (i) executing the Subscription Agreement, and the Limited Partner Signature Page, and (ii) delivering those documents to the General Partner together with the subscription payment for each Unit purchased.

If you do not meet the requirements described above, do not read further, and return this memorandum to the General Partner immediately.