

Limited Partnership Agreement

This Limited Partnership Agreement ("Agreement") is made as of [Date] by and between the following parties:

- **General Partner:** [General Partner Name], a [State of Incorporation] [Entity Type], having an address at [Address].
- **Limited Partners:** The persons or entities listed on Exhibit A attached hereto.

Article I: Formation

The parties hereby form a Limited Partnership ("Partnership") pursuant to the laws of the State of [State] to engage in the business of operating a hedge fund and any other lawful purpose permitted by law.

Article II: Capital Contributions

Each Limited Partner shall make an initial capital contribution as set forth in Exhibit B. Additional contributions may be made at the discretion of the General Partner.

Article III: Distribution of Profits and Losses

Profits and losses of the Partnership shall be allocated among the Partners in proportion to their respective capital contributions.

Article IV: Management

The General Partner shall have full authority to manage and control the business and affairs of the Partnership.

Article V: Indemnification

The Partnership shall indemnify the General Partner and each Limited Partner to the fullest extent permitted by law against any losses arising out of their choices made in good faith.

Article VI: Termination

This Agreement shall continue until terminated pursuant to the provisions set forth herein.

IN WITNESS WHEREOF

The parties have executed this Limited Partnership Agreement as of the date first above written.

[General Partner Name], General Partner

[Limited Partner Name], Limited Partner

[Limited Partner Name], Limited Partner

Date: _____

Exhibits

- Exhibit A: List of Limited Partners
- Exhibit B: Capital Contributions