

ASSIGNMENT OF LLC INTEREST

This ASSIGNMENT OF LLC INTEREST ("Assignment") is made by _____("Assignor") to _____("Assignee") as of the date set forth below.

WITNESSETH:

WHEREAS, Assignor is the owner of a ____% Membership Interest in _____, a limited liability company (the "LLC");

WHEREAS, Assignor desires to assign 100% of its Membership Interest in the LLC , or ____%, to Assignee by means of this instrument (the "Assigned Interest").

NOW THEREFORE, in consideration of _____Dollars (\$____) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby takes the following actions:

1. ASSIGNMENT OF INTEREST

Assignor hereby irrevocably and unconditionally assigns, transfers and conveys to Assignee all of Assignor's rights, title and interest in the Assigned Interest in the LLC to Assignee.

2. CONSIDERATION

The Assignor assigns, transfers, and conveys the Assigned Interest to Assignee for the sum of \$____.

3. REPRESENTATIONS AND WARRANTIES.

Assignor hereby represents and warrants to the Assignee that:

(a) the Assigned Interest represents a ____% Interest in the LLC;

(b) the Assignor is the lawful owner and has good title to the Assigned Interest, free and clear of any liens, claims, encumbrances, security interest or options.

4. APPROVAL AND RELEASE

The LLC hereby approves the transfer of the Membership Interest from Assignor to Assignee. The LLC and Assignor hereby release each other from all claims arising under the LLC.

5. EFFECTIVE DATE.

The Assignment is effective on _____, 2015 .

IN WITNESS WHEREOF, Assignor has executed this Assignment as of the Effective Date.

WITNESS

Assignor:

Assignee:

CONSENT OF GENERAL PARTNER

The undersigned hereby consents to the assignment of the limited membership interest.

WITNESS:

_____ LLC

By: _____
Steven Denholtz, Managing Member