

**TRANSFER AND ASSIGNMENT OF
MEMBERSHIP INTEREST IN PASEO BIOFUELS, LLC
WITH GENERAL FULL RELEASE**

Know all men by these presents that the undersigned, [Name of Withdrawing Member] ("Withdrawing Member"), is currently a member of Paseo Biofuels, LLC, a Missouri limited liability company, and owns _____ units of membership interest in Paseo Biofuels, LLC, and he/she does hereby voluntarily withdraw as a member of Paseo Biofuels, LLC effective _____, 20____ and does hereby transfer, bargain, sell, convey and assign, for good and valuable consideration, receipt of which is hereby acknowledged, all of his/her right, title and interest in and to his/her membership interest set forth above in Paseo Biofuels, LLC as follows:

_____.

In making this transfer and assignment, Withdrawing Member does so with the understanding and representations that:

- a. [Name of purchasing member] will pay Withdrawing Member the sum of \$ _____ on or before _____, 20____ in full and complete payment of the Withdrawing Member's membership interest in Paseo Biofuels, LLC identified above.
- b. After said assignment and transfer of interest Withdrawing Member shall no longer be liable for any obligation of Paseo Biofuels, LLC.
- c. Withdrawing Member does hereby waive any and all rights under Chapter 347, RSMo, relating to limited liability companies and under the Operating Agreement of Paseo Biofuels, LLC, as amended, including the right to receive any distribution or allocation from Paseo Biofuels, LLC or any return of Withdrawing Member's capital account related to the units of membership interest sold.
- d. That after said assignment and transfer of interest Withdrawing Member will no longer have any right to participate in the management or operations of Paseo Biofuels, LLC.
- e. That Withdrawing Member is the only owner of and has complete and unrestricted right, power and authority to transfer good title of the membership interest referenced above in Paseo Biofuels, LLC.
- f. That Withdrawing Member's membership interest in Paseo Biofuels, LLC referenced herein is free and clear of all liens, security interests, encumbrances, charges, pledges, or any other type of claim of any other person, firm or entity.
- g. That Withdrawing Member will defend title to the membership interest against all persons claiming by, through or under Withdrawing Member.

IN WITNESS WHEREOF, the undersigned has signed this assignment and transfer document on the date set forth below.

Date: _____, 20_____

[Name of Withdrawing Member]

STATE OF MISSOURI)
) ss.
COUNTY OF _____)

On this ____ day of _____, 20____, before me personally appeared [Name of Withdrawing Member], to me known to be the person described in and who executed the foregoing instrument and acknowledged that he/she executed the same as his/her free act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal at my office in said county the day and year first above written.

Notary Public

ACCEPTANCE OF ASSIGNMENT AND TRANSFER

The undersigned, [Name of purchasing member], does hereby agree as follows:

- A. On or before _____, 20____ [Name of purchasing member] shall pay [Name of Withdrawing Member] the sum of \$ _____ for the membership interest in Paseo Biofuels, LLC identified as _____ units of membership interest.
- B. [Name of purchasing member] is hereby admitted as a Member in the Company effective _____, 20____ and [Name of purchasing member] hereby approves and accepts the terms of the existing Operating Agreement of the Company and agrees to be bound by same.
- C. That _____ [Name of purchasing member] represents and warrants compliance with Section 9.9 of the Company's Operating Agreement.

IN WITNESS WHEREOF, the undersigned has signed this acceptance document on the date set forth below.

Date: _____, 20____
_____ [Name of purchasing member]

Purchasing member Information:

Name: _____

Address (street, city, state, zip): _____

SSN # / EIN # / TIN #: _____

Email address: _____ Telephone no.: _____

Purchasing member is (please select one):

- | | | |
|--|--------------------------------------|--|
| <input type="checkbox"/> Individual | <input type="checkbox"/> Partnership | <input type="checkbox"/> Corporation |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Trust | <input type="checkbox"/> S Corporation |

CONSENT TO TRANSFER

Paseo Biofuels, LLC, a Missouri limited liability company, by and through its board of directors does hereby consent to the transfer of _____ units of membership interest in Paseo Biofuels, LLC from [name of Withdrawing Member] to [Name of purchasing member].

Dated this ____ day of _____, 20 ____.

PASEO BIOFUELS, LLC

By: _____
Printed name: _____