

**TRANSFER AND ASSIGNMENT OF  
MEMBERSHIP INTEREST IN 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 Biofuels, LLC, a Missouri limited liability company, and owns \_\_\_\_\_ units of membership interest in Biofuels, LLC, and he/she does hereby voluntarily withdraw as a member of 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 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 Biofuels, LLC identified above.
- b. After said assignment and transfer of interest Withdrawing Member shall no longer be liable for any obligation of 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 Biofuels, LLC, as amended, including the right to receive any distribution or allocation from 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 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 Biofuels, LLC.
- f. That Withdrawing Member's membership interest in 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 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**

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 Biofuels, LLC from [name of Withdrawing Member] to [Name of purchasing member].

Dated this \_\_\_\_ day of \_\_\_\_\_, 20 \_\_\_\_.

BIOFUELS, LLC

By: \_\_\_\_\_  
Printed name: \_\_\_\_\_