

MTC 22570-K  
WITHDRAWAL OF PARTNER AND AGREEMENT  
TO SELL PARTNERSHIP INTEREST

Charles E. Monschein and David M. Monschein hereby agree to the withdrawal of David M. Monschein from the partnership of "Tri-M Builders", said partnership entered into and executed on December 8, 1979, in Klamath County, Oregon.

Furthermore, agreement is hereby made by the parties above and undersigned that as of April 6, 1984, David M. Monschein has withdrawn from the above named partnership; and Charles E. Monschein has agreed pursuant to section 4.04 of the partnership agreement to purchase the Partnership interest of David M. Monschein for the sum of \$10,000.00.

RECITALS:

(1) David M. Monschein, hereinafter referred to as SELLER, is a partner of the firm of "Tri-M Builders", organized for the general business of construction, residential and commercial.

(2) SELLER desires to sell his Partnership interest to Charles E. Monschein, hereinafter referred to as PURCHASER.

(3) PURCHASER desires to purchase the Partnership interest of the SELLER. In consideration of the mutual covenants contained herein, the parties agree as follows:

(a) PURCHASER shall give to seller the sum of \$10,000.00 to purchase the complete partnership interest of the SELLER.

(b) SELLER hereby acknowledges receipt of the sum of \$10,000.00 as total purchase price for the complete Partnership interest of SELLER, and hereafter will have no claims of any kind whatever against said Firm or Charles E. Monschein.

(c) SELLER hereby agrees property held by Partnership known as: 415 Michigan Street, in Klamath County Oregon, further described as: Lot #14, block #53 of second Hot Springs Addition, to be sold with proceeds to be held in escrow, in an interest bearing account, until settlement is reached with USDA Forest Service Re: Project #50-04HI-2-9104C entered into on or about 11-1-82.

(d) SELLER hereby agrees funds currently held at Klamath First Federal Savings and Loan in Klamath County, Oregon in account #7001-240-8, as proceeds from sale of partnership property, shall continue to be held until settlement in USDA Forest Service contract is reached. Upon settlement, and after related expenses, \$6,000.00 is designated to repay loan to A.J. Monschein and H.E. Monschein, remaining funds, including interest will be divided equally between SELLER and PURCHASER.

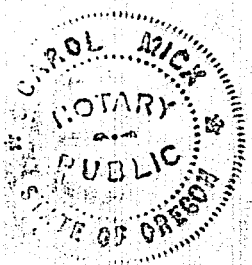
(e) SELLER hereby agrees property held by Partnership and described as: Lot #10, Block #2 Round Lake Estates, Tract #1046 and lot #13, Block #3 Round Lake Estates, Tract #1046, shall be retained by Partnership to secure loans to Partnership by: A.J. Monschein and H.E. Monschein and Charles E. Monschein. Retention of property shall be conclusive evidence of SELLER'S satisfaction of SELLER'S liability of above listed creditor's.

- (f) PURCHASER hereby agrees to accept total amount of liability for loan of \$20,000 from Frank and Sue Brown, 842 Grissom St., San Diego, CA., and reflected on Promissory note dated June 14, 1983. SELLER hereby agrees that his one half of the liability is to be credited as total consideration for his interest in the business. SELLER further agrees this credit is to be reflected as PURCHASE PRICE received from Purchaser in this agreement. (Paragraph #2 and sub-section A & B of Section #3).
- (g) Remaining Partner, Charles E. Monschein, shall assume all of the obligations now existing or to be incurred by the Partnership and shall hold the withdrawing Partner, David M. Monschein, and the property of any such withdrawing Partner free and harmless from all liability for such obligations.
- (h) The withdrawing Partner, David M. Monschein, hereby acknowledges and agrees to hold Charles E. Monschein free and harmless from all liabilities for any obligations arising from independent activities of David M. Monschein which were not and are not part of the partnership activities.

IN WITNESS WHEREOF, the parties have executed this agreement in Klamath Falls, Klamath County, Oregon, this 6th day of April, 1984.

SELLER: David M. Monschein PURCHASER: Charles E. Monschein  
 David M. Monschein Charles E. Monschein

Subscribed and sworn to before me this 6th day of April, 1984.



Carol Mick  
 Notary, State of Oregon

Term Expires: April 27, 1984

STATE OF OREGON: COUNTY OF KLAMATH: ss.

Filed for record at request of Mountain Title co. the 9th day  
 of Nov. A.D. 19 89 at 12:18 o'clock P M., and duly recorded in Vol. M89,  
 of Deeds on Page 21727.

FEE \$13.00

Return: M.T.C.

Evelyn Biehn County Clerk  
 By Quelise Muelandere