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PURCHASE AND SALE
OF
PARTNERSHIP INTEREST

This Agreement is made this 16th day of February, 1992.

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KRB
GB
each*

PARTIES: Patricia A. Venable, ("Venable"), Seller
Matthew C. Biaggi ("Matthew") and Buyers
Kimberly A. Biaggi ("Kimberly")

RECITALS:

A. Venable is a partner in the partnership of Biaggi-Venable under an agreement dated January 21, 1977.

B. Venable has secured the approval of the remaining members of the partnership to the sale of a portion of his partnership interest to each of Matthew and Kimberly.

C. Each of Matthew and Kimberly has agreed to purchase forty-eight percent of Venable's interest.

AGREEMENT:

The parties agree:

1. **Transfer of Interest.** Venable hereby transfers forty-eight (48%) percent of his said partnership interest in Biaggi-Venable to Matthew and forty-eight (48%) percent of his said partnership interest to Kimberly. The purchase price is \$46,793.77 to be paid in monthly installments of \$451.57 including interest at the rate of ten (10%) percent per year by the promissory notes of each of Matthew and Kimberly copies of which are attached to this agreement as Exhibits A and B respectively and incorporated by this reference. These transfers constitute Matthew owner of a twelve percent interest and Kimberly owner of a twelve percent interest in the Biaggi-Venable Partnership.

2. Prior agreement. Matthew and Kimberly each are hereby bound by all the terms of the partnership agreement dated January 21, 1977, as if each of them had originally been a party to the agreement.

3. Prepayment. If Buyers elect to prepay the indebtedness evidenced by this obligation, Buyers shall pay Seller the amount equivalent to the monthly installment multiplied by the number of installments remaining to the end of term including both principal and interest.

In witness whereof the parties have signed this Agreement.

Patricia A. Venable
Patricia A. Venable

Matthew C. Biaggi
Matthew C. ~~Newell~~
BIAGGI MCB

Kimberly A. Biaggi
Kimberly A. ~~Newell~~
BIAGGI
KAB

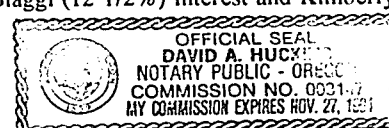
Approved:

Charles W. Biaggi
Charles W. Biaggi

Peggy J. Biaggi
Peggy J. Biaggi

The purchase price includes the purchase of Patricia A. Venable's twenty-five (25%) percent interest in Swan Lake Hay Movers by Matthew C. Biaggi (12 1/2%) interest and Kimberly A. Biaggi (12 1/2%) interest.

STATE OF OREGON
COUNTY OF KLAMATH



SUBSCRIBED AND SWORN TO ME ON 11/17/92 and 11/18/92 BY Patricia A. Venable, Charles W. Biaggi, Peggy J. Biaggi, Matthew C. Biaggi, and Kimberly A. Biaggi.

David A. Hucy
NOTARY PUBLIC
My Commission Expires 11/27/94

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PURCHASE AND SALE OF PARTNERSHIP INTEREST
VENABLE/NEWELL

STATE OF OREGON: COUNTY OF KLAMATH: ss.

Filed for record at request of S. Valley State Bank the 26th day
of Jan. A.D., 19 93 at 11:24 o'clock A. M., and duly recorded in Vol. M93,
of Partnerships on Page 1861.

FEE \$10.00

Evelyn Biehn -County Clerk
By Pauline Nielsen