

**ESTATE DISTRIBUTION and ASSIGNMENT OF MEMBERSHIP INTEREST
Risch Properties LLC, an Idaho Limited Liability Company**

THIS ESTATE DISTRIBUTION AND ASSIGNMENT is made and entered into this 20 day of August, 2015, by and between Estate of Joel Risch, acting through its Personal Representative ("Estate") and Sarah Suzanne Risch and Katrina Claire Risch, ("Risch") agree, acknowledge and consent to this distribution by Estate of Risch Properties, LLC, an Idaho Limited Liability Company ("Company") as follows:

WHEREAS:

A. The Company was formed March 14, 2011 for the purpose of acquiring and holding certain real property located in Kootenai County, Idaho, and which is more particularly depicted and described as follows:

See Exhibit A attached.

B. Estate is the sole successor Member/Manager of the Company following the death of Joel V. Risch and opening of probate as "In the Matter of the Estate of Joel Vincent Risch, Date of Death: 2-24-2014" Bonner County case #CV2014-675 (Probate). Joel V. Risch was the original, single members of the Company.

C. Pursuant to mediation entered into by the interested parties to the Probate a Mediated Settlement Agreement was entered into attached hereto as Exhibit B, calling for the distribution of the Company from the Estate to Risch upon lender approval of Risch assuming liability of certain loans;

NOW, THEREFORE, in consideration for the mutual covenants, conditions and agreements set forth herein and in the Mediated Settlement Agreement, receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. Transfer of Membership Interest Effective August, 2015, Estate hereby distributes, assigns and conveys to Sarah Suzanne Risch and Katrina Claire Risch, equally, subject to Court approval, all membership in the Company together with all right, title and interest in and to the Company's assets. Further, any improvements upon the Property owned by the Company together with fixtures, furniture and equipment owned by the Company and located on the Property.

2. Warranties Risch warrants and represents that they owe no third party on any obligation or liability that may encumber the interest(s) assigned and Estate has the full right to distribute and transfer membership interest in the Company, subject to the Court approval in the Probate proceeding and subject to the conditions and terms of the Mediated Settlement Agreement attached hereto as Exhibit B.

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3. Effective Date. This Agreement shall be effective upon Court approval in the Probate proceeding or as agreed to by the parties in writing.

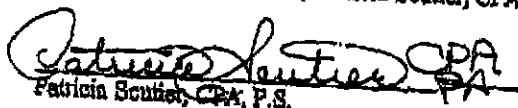
4. Execution of Documents. The parties hereby agree to execute, and record where appropriate, any and all documents necessary to effectuate the intent of the parties as set forth herein, including but not necessarily limited to execution of an Amendment to Certificate of Organization Limited Liability Company in the same, or substantially similar format as set forth on Exhibit C attached hereto for filing with the State of Idaho, Office of the Secretary of State to reflect the removal of Estate as a member, manager and/or registered agent for the Company and replacement thereof with Risch or designee.

5. Entire Agreement. This agreement together with the attachments constitutes the entire agreement between the parties.

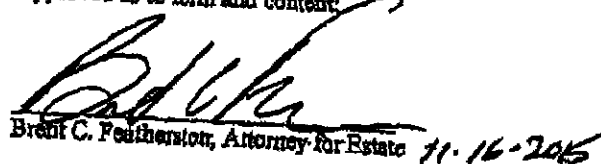
Neither party shall be bound by any terms, conditions, statements or representations, oral or written, not herein contained. Each party hereby acknowledges that in executing this Agreement he has not been induced, persuaded or motivated by any promise or representation made by the other party, unless expressly set forth herein. All previous negotiations, statements and preliminary instruments by the parties or their representatives are fully integrated and merged into this instrument.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the day and year first above written.

Estate of Joel Vincent Risch acting through
its Personal Representative, Patricia Scutler, CPA.


Patricia Scutler, CPA, P.S.

Approved as to form and content:


Brent C. Featherston, Attorney for Estate 11-16-2015


Sarah Suzanne Risch

Approved as to form and content:


Ponda Jovick, Attorney for Risch


Katrina Claire Risch

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