

of the appraisers of the value of the decedent's interest, to pay such sum, in full, as the purchase price for the decedent's undivided one-third (1/3) interest in said business, to the personal representative of the decedent's estate and such personal representative shall execute such documents as may be necessary to convey and transfer the decedent's undivided one-third interest in said partnership business to the surviving partners;

(5) It is further understood and agreed by and between the parties hereto that any outstanding indebtednesses owed by the partnership business at the time of the death of any one of the partners shall be taken into consideration and deducted when arriving at the net value of the deceased partner's interest in said business and the surviving partners, if they purchase said business, shall agree to assume and pay said indebtednesses as part of the consideration of the transfer;

(6) It is further agreed and understood by and between the parties hereto that the surviving partners shall account to the estate of the deceased partner for said deceased partner's one-third (1/3) of the profits during the period of time mentioned herein, during which period of time the surviving partners shall continue to operate said business unabated;

(7) It is further agreed and understood by and between the parties hereto that in the event that the representative of the deceased partner should, for any cause, become dissatisfied with the accounting as to the profits made by the business while it is in operation after the death of the deceased partner and before the final inventory, that such personal representative may cause an audit of the books of said partnership to be made at the expense of the decedent's estate;

(8) It is further understood and agreed by and between the parties hereto that accounts receivable will enter into the appraisal of the value of the decedent's interest but the following table shall apply, that is to say, all accounts receivable which are less than thirty (30) days old will be figured at one hundred (100) cents on the dollar; all accounts thirty (30) days old will be figured at eighty (80) cents on the dollar; all accounts sixty (60) days old will be figured at sixty (60) cents on the dollar; all accounts ninety days old will be figured at thirty (30) cents on the dollar; and accounts one hundred and twenty (120) days old, or older, will have no value; however, the latter will become the property of the surviving partners;

(9) It is further agreed and understood by and between the parties that

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