

**LIMITED LIABILITY COMPANY  
MEMBERSHIP PURCHASE AGREEMENT**

This **LIMITED LIABILITY COMPANY MEMBERSHIP PURCHASE AGREEMENT** (this "Agreement") is made and entered into as of the 1<sup>st</sup> day of December 2022, between Victoria Gandy (the "Seller") and Randolph and Debra McKone (the Buyers")

**RECITALS**

**WHEREAS**, Seller owns 12.5% interest in KCMB, LLC, an Oregon limited liability company, and 12.5% interest in KWRL, LLC an Oregon limited liability company (the "Seller's Interests").

**WHEREAS**, Seller desires to convey to Buyers and Buyers desire to acquire from Seller the Seller's Interests.

**NOW, THEREFORE**, in consideration of the mutual promises and covenants set forth below, the parties, intending to be legally bound, agrees as follows:

**ARTICLE 1  
SALE OF SELLER'S INTERESTS**

On the terms and subject to the conditions set forth in this Agreement, Seller shall assign, transfer, convey and deliver to Buyers, and Buyers shall acquire from Seller, the Seller's Interests. Seller represents and warrants that none of the Seller's Interests are subject to any liens or encumbrances. Seller further represents and warrants that she has not pledged any of the Seller's Interests for any purpose.

**ARTICLE II  
PURCHASE PRICE**

The aggregate purchase price to be paid by Buyers to Sellers shall be ~~Twenty-Eight Thousand Seven Hundred Fifty Dollars (\$28,750)~~ (the "Purchase Price") on the date first written above. Buyer will pay the Purchase Price to Seller by personal check.

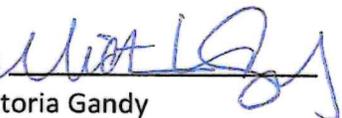
**ARTICLE III**  
**MISCELLANEOUS PROVISIONS**

3.1 Governing Law and Venue. The construction and performance of this Agreement shall be governed by the laws of the State of Oregon without effect to the choice of law provisions thereof.

3.2 Counterparts. This Agreement may be executed in one or more counterparts, each of which will be deemed an original of which together will constitute one and the same instrument. Signatures on this Agreement transmitted by facsimile or email shall be deemed to be original signatures for all purposes of this Agreement.

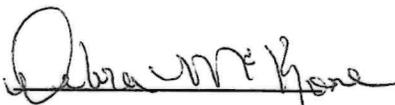
**IN WITNESS WHEREOF**, each of the parties has caused this Limited Liability Company Membership Purchase Agreement to be duly executed and delivered as of the date first above written.

SELLER.

By:   
Victoria Gandy

BUYERS:

By:   
Randolph McKone

By:   
Debra McKone