JAN 1991

EXCHANGE AGREEMENT

- 1. Steven R. Rosen, John V. Gittins, and Richard Kantjas are equal partners, each owning an undivided one-third (1/3) interest in that certain business known as North Bonneville Contracting Company, a partnership located at North Bonneville, Washington.
- 2. Steven R. Rosen and John V. Gittins each own an undivided one-half (1/2) interest in the following described real estate situated in the County of Skamania, State of Washington:

Registered Indexed, Dir. Indirect Recorded Mailed

Lot 14, Block 10, Third Addition to Plats of the Relocated Town of North Bonneville Block 10, recorded in Book B of Plats, Pages 34 and 35, under Skamania County File No. 85402, Records of Skamania County, Washington.

3. Steven R. Rosen desires to acquire from John V. Gittins all of John V. Gittins' interest in the above-described real estate, and John V. Gittins desires to acquire from Steven R. Rosen all of Steven R. Rosen's interest in North Bonneville Contracting Company.

NOW, THEREFORE, the parties agree as follows:

John V. Gittins promises to execute a statutory warranty deed transferring to Steven R. Rosen all of John V. Gittins' interest in the above-described real estate for and in consideration of Steven R. Rosen's promise to transfer to John V. Gittins all of Steven R. Rosen's interest in North Bonneville Contracting Company.

Steven R. Rosen promises to transfer to John V. Gittins all of Steven R. Rosen's interest in North Bonneville Contracting Company, and to execute all such documents that may be necessary to effect that transfer for and in consideration of John V. Gittins' promise to transfer to Steven R. Rosen the