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Attorneys for The Amalgamated Sugar Company

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF IDAHO

In re:

HIPWELL, TERRY,

Debtor.

Case No. 96-02095

**STIPULATION FOR SALE OF
COLLATERAL IN A
COMMERCIALY REASONABLE
MANNER**

The parties to this stipulation, as set forth below, do hereby stipulate and agree as follows:

1. As part of the bankruptcy plan approved by the Court, the Debtor has agreed to surrender the following equipment to The Amalgamated Sugar Company (TASCO):
 - a. 986 IHC tractor;
 - b. 1976 Ford 750 w/16-foot bed and hoist;
 - c. IHC 140 plow; and
 - d. 12-row dammer dicker.

The equipment shall be liquidated and the net proceeds thereof applied to the debt which is owed to TASCO by the Debtor.

2. TASCO has agreed to liquidate said collateral in a commercially reasonable manner.
3. TASCO has made arrangements to place the collateral property in the hands of Roger Baker, of Baker Auction Company, for sale at a public auction. Said public auction shall

**STIPULATION FOR SALE OF COLLATERAL IN A COMMERCIALY
REASONABLE MANNER - 1**

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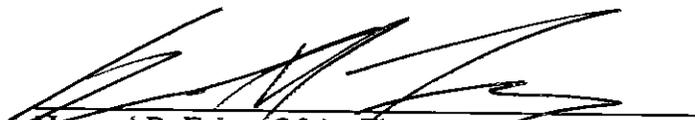
be at a time and place selected by Roger Baker and all items shall be auctioned without a reserve or minimum price.

4. TASC0 shall have the right, but not the obligation, to make repairs or improvements to the collateral prior to the time of auction. The cost of any such repairs or improvements shall be deducted from the proceeds and shall not be credited against the debt owed by Hipwell.

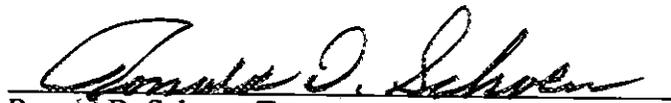
The parties to this stipulation hereby stipulate and agree that the manner and method of sale described above shall be deemed a commercially reasonable sale under the provisions of the Uniform Commercial Code as adopted in the state of Idaho. The parties further stipulate that no further notice of the time or place of sale shall be required.

DATED this 30 day of June, 1997.

FOLEY & FREEMAN

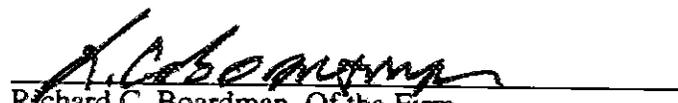

Howard R. Foley, Of the Firm
Attorneys for Debtor

DATED this 27 day of June, 1997.


Ronald D. Schoen, Trustee

DATED this 7th day of July, 1997.

PENLAND MUNTHER BOARDMAN, CHARTERED


Richard C. Boardman, Of the Firm
Attorneys for The Amalgamated Sugar Company