

REFERRAL AGREEMENT REGARDING COMMERCIAL REAL ESTATE

This Referral Agreement Regarding Commercial Real Estate is entered into this ___ day of September, 2009 by and between United Country Pagel, Inc. Realty & Auction, a real estate broker and auction licensee in good standing licensed in the State of Nebraska (hereinafter referred to as Pagel), and United Country Central States Land & Auction, LLC, a real estate and auction licensee in good standing licensed in the State of Missouri (hereinafter referred to as Central States).

Central States does hereby refer to Pagel for the purposes of holding a real auction Orscheln Farm & Home, LLC, a subsidiary of Orscheln Industries, Inc., Moberly, Missouri, under the following terms and conditions:

1. Pagel shall comply with all applicable laws and regulations of the state of Nebraska, including laws and regulations relating to agency, advertising and supervision.
2. The parties agree to keep each other informed in advance of all showings and negotiations for commercial real estate. All negotiations for which commissions are paid shall be conducted by Pagel in strict accordance with Sections 76-2401 to 76-2430 of the Nebraska Code.
3. Pagel agrees to furnish, execute and retain forms and documents (except as generated by Seller) for an auction and real estate transaction as required by the regulatory bodies of the State of Nebraska, including but not limited to, agency disclosures, listing contracts, offers, counter-offers, purchase and sales contracts, leases and closing statements.
4. Central States, acting in a consulting capacity, may make recommendations and assist in the configuration and placement of advertising and promotion. All such advertising and promotion will be done in the trade name and/or licensure name of Pagel as required by law. All fees for advertising and promotion will be paid to and all invoices and bills for advertising will be paid by Central States.
5. Of the commissions received through this sale, Pagel shall direct closing agency or attorney that distribution shall be as follows:
 - A. 30% of the gross commission to Pagel;
 - B. 70% Central States Land & Auction, LLC;

Agreed:

Pagel

Central States Land & Auction, LLC