

CERTIFICATE OF LIMITED PARTNERSHIP

OF

THE IDAHO COMPANY

STATE OF NEW YORK)
)ss:
COUNTY OF NEW YORK)

We, the undersigned, being desirous of forming a limited partnership pursuant to the laws of the State of Idaho and being severally duly sworn, do certify as follows:

1. The name of the limited partnership is "The Idaho Company".

2. (a) The character of the business of the limited partnership shall be the acquisition and exploitation of certain real and personal properties located within and/or without the State of Idaho.

(b) Any person dealing with the limited partnership or its properties shall be entitled to rely fully on any deed, mortgage, bill of sale, contract, note or other written instrument signed by the general partners, or by any two of them, in the name and/or on behalf of the limited partnership.

3. The principal place of business of the limited partnership in the State of Idaho is 357 C Street, Idaho Falls, Idaho. The limited partnership may have such other offices in or out of the State of Idaho as the general partners may determine.

4. The name and place of residence of each general partner of the limited partnership is as follows:

<u>Name</u>	<u>Residence Address</u>
William E. Anderson, II	Park Taylor Road Idaho Falls, Idaho
William H. Anderson	Park Taylor Road Idaho Falls, Idaho
Francis H. Cabot	1107 Fifth Avenue New York, New York
Thomas J. Devine	703 Midland Nat'l Bank Bldg. Midland, Texas
John Train	770 Park Avenue New York, New York

The name and place of residence of each limited partner of the limited partnership is as follows:

<u>Name</u>	<u>Place of Residence</u>
William H. Anderson	Park Taylor Road Idaho Falls, Idaho
Francis H. Cabot	1107 Fifth Avenue New York, New York
Thomas J. Devine	703 Midland Nat'l Bank Bldg. Midland, Texas
Frances C. Fosburgh	Mianus Road Bedford, New York
John Goelet	Sandricourt, par Ambloinvillle Oise, France
Francis Goelet, Trustee f/b/o Philip Goelet ("Philip Goelet Trust")	425 Park Avenue New York, New York
Francis Goelet, Trustee f/b/o Christopher Goelet ("Christopher Goelet Trust")	425 Park Avenue New York, New York
Francis Goelet, Trustee f/b/o Thomas Goelet ("Thomas Goelet Trust")	425 Park Avenue New York, New York
Greenstreet & Co.	110 West 51st Street New York, New York
Herrick K. Lidstone	260 Highbrook Avenue Pelham, New York
Stanley Livingston, Jr. and Martha S. N. Livingston, Trustees U/T/A 7/3/69 ("Livingston Trustees")	315 Turks Head Building Providence, Rhode Island
John Macomber	1185 Park Avenue New York, New York
Evelyn B. Messner	28 Station Plaza Great Neck, New York
Edward P. Morgan	4507 Crest Lane McLean, Virginia

George Putnam	Procter Street Manchester, Mass.
David D. Ryus	755 Park Avenue New York, New York
J. Walter Severinghaus	38 Lockwood Road Scarsdale, New York
Frank S. Streeter	141 East 72nd Street New York, New York
Henry S. Streeter	Old Farm Wenham, Mass.
John Train	770 Park Avenue New York, New York
Elizabeth M. Webster	Mountain View Road Princeton, New Jersey
George R. Webster	Mountain View Road Princeton, New Jersey
Vincent West, Trustee	44 Barkers Point Road Sands Point, New York
Warwick Land Co.	50 South Main Street Providence, Rhode Island

5. The term of the limited partnership, which is the continuation of a general partnership of which the general partners were the sole partners, shall commence on the day upon which the Certificate of Limited Partnership is duly filed (but as and from January 1, 1969, the beginning of the current year of said general partnership) and shall continue until the business of the partnership shall have terminated.

6. (a) The amount of the cash contributed to the limited partnership by each limited partner and the minimum share of the net profits or other compensation by way of income which each limited partner shall receive by reason of his contribution are as follows:

<u>Name Of Limited Partner</u>	<u>Amount Of Cash Contribution</u>	<u>Percentage Share of Net Profits or other Compensation</u>
Mr. Anderson	\$ 8,000	0.4
Mr. Cabot	4,000	0.2
Mr. Devine	4,000	0.2
Mrs. Fosburgh	20,000	1.0
Mr. Goelet	120,000	6.0
Philip Goelet Trust	40,000	2.0
Christopher Goelet Trust	40,000	2.0
Thomas Goelet Trust	40,000	2.0
Greenstreet & Co.	40,000	2.0
Mr. Lidstone	20,000	1.0
Livingston Trustees	80,000	4.0
Mr. Macomber	40,000	2.0
Mrs. Messner	20,000	1.0
Mr. Morgan	40,000	2.0
Mr. Putnam	20,000	1.0
Mr. Ryus	20,000	1.0
Mr. Severinghaus	40,000	2.0
Mr. F. S. Streeter	20,000	1.0
Mr. H. S. Streeter	20,000	1.0
Mr. Train	4,000	0.2
Mrs. Webster	40,000	2.0
Mr. Webster	20,000	1.0
Mr. West	60,000	3.0
Warwick Land Co.	40,000	2.0
 Total:	 \$800,000 =====	 40.0% =====

(b) The additional contributions which each limited partner has agreed to make and the times at which they shall be made are as follows:

<u>Name Of Limited Partner</u>	<u>Date Of Additional Contributions</u> <u>October 15, 1970</u>	<u>March 15, 1971</u>
Mr. Anderson	\$ 8,000	\$ 4,000
Mr. Cabot	4,000	2,000
Mr. Devine	4,000	2,000
Mrs. Fosburgh	20,000	10,000
Mr. Goelet	120,000	60,000
Philip Goelet Trust	40,000	20,000
Christopher Goelet Trust	40,000	20,000
Thomas Goelet Trust	40,000	20,000
Greenstreet & Co.	40,000	20,000
Mr. Lidstone	20,000	10,000
Livingston Trustees	80,000	40,000

Mr. Macomber	40,000	20,000
Mrs. Messner	20,000	10,000
Mr. Morgan	40,000	20,000
Mr. Putnam	20,000	10,000
Mr. Ryus	20,000	10,000
Mr. Severinghaus	40,000	20,000
Mr. F. S. Streeter	20,000	10,000
Mr. H. S. Streeter	20,000	10,000
Mr. Train	4,000	2,000
Mrs. Webster	40,000	20,000
Mr. Webster	20,000	10,000
Mr. West	60,000	30,000
Warwick Land Co.	40,000	20,000
Total:	\$800,000	\$400,000
	=====	=====

(c) The limited partners have each agreed to make additional contributions ("Overcalls") upon written notice from the general partners up to, but not exceeding, 20% of the sum of his agreed cash contributions as set forth in paragraphs 6(a) and 6(b) above, but not exceeding 10% in any calendar year.

7. After reduction for losses and distributions theretofore made, the contributions of each limited partner shall be returned to him upon the termination of the limited partnership and the abandonment of further intention of exploiting the properties of the partnership. If any sum by way of repayment of contributions or distribution of net profits or any other distributions shall have been paid prior or subsequent to the termination of the limited partnership, and at any time subsequent to such payment there shall be any unpaid debts, taxes, liabilities or obligations of the limited partnership, and the limited partnership shall not have sufficient assets to meet them, then each limited and each general partner shall be obligated to repay proportionately any profits theretofore distributed to them on a last-in-first-out basis, and if the repayments of such distributed profits shall be insufficient, each general and each limited partner shall return distributions of capital or other distributions which may have been paid to them, such return by the general and limited partners to be made on a last-in-first-out basis in proportion to the amounts of capital and other distributions which may have been paid to them.

8. No assignee of a limited partner shall become, or have the right to become, a substituted limited partner in the place of his assignor except upon the consent of a general partner.

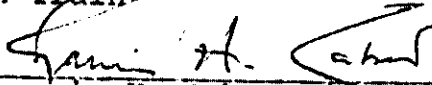
9. No limited partner shall have any priority over other limited partners as to contributions or as to compensation by way of income.

10. The limited partnership shall terminate upon the death, insanity or retirement of a general partner.

11. Unless agreed to in writing by all of the general and limited partners, no limited partners shall have any right to demand or receive property other than cash in return for his contributions.

GENERAL PARTNERS

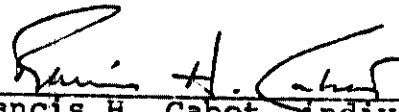
William E. Anderson, II
William H. Anderson
Francis H. Cabot
Thomas J. Devine
John Train

By 
Francis H. Cabot, individually
and as attorney-in-fact

LIMITED PARTNERS

William H. Anderson
Francis H. Cabot
Thomas J. Devine
Frances C. Fosburgh
John Goelet
Francis Goelet, Trustee
f/b/o Philip Goelet
Francis Goelet, Trustee
f/b/o Christopher Goelet
Francis Goelet, Trustee
f/b/o Thomas Goelet
Greenstreet & Co.
Herrick K. Lidstone
Stanley Livingston, Jr. and
Martha S. N. Livingston, Trustees
U/T/A 7/3/69 ("Livingston Trustees")
John Macomber
Evelyn B. Messner
Edward P. Morgan
George Putnam

David D. Ryus
J. Walter Severinghaus
Frank S. Streeter
Henry S. Streeter
John Train
Elizabeth M. Webster
George R. Webster
Vincent West, Trustee
Warwick Land Co.

By 
Francis H. Cabot, individually
and as attorney-in-fact

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

On this 26th day of December, 1969, before me personally appeared FRANCIS H. CABOT, to me known and known to me to be the individual and the attorney-in-fact of the individuals hereinafter described and who, by said attorney-in-fact, executed the foregoing instrument, and he duly acknowledged that he executed the foregoing instrument as his own act and deed and as the act and deed of said individuals and company for the purposes thereof maintained by virtue of powers of attorney, duly executed by said individuals and company in favor of FRANCIS H. CABOT, THOMAS J. DEVINE and JOHN TRAIN, or any of them, the originals of the powers of attorney for the said individuals listed below as general and limited partners are annexed hereto and made a part hereof.

AS GENERAL PARTNERS

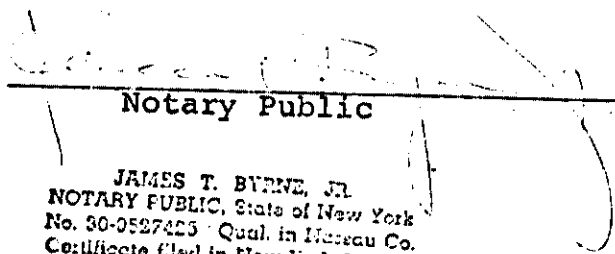
William E. Anderson, II
William H. Anderson
Francis H. Cabot
Thomas J. Devine
John Train

AS LIMITED PARTNERS

William H. Anderson
Francis H. Cabot
Thomas J. Devine
Frances C. Fosburgh
John Goelet
Francis Goelet, Trustee
f/b/o Philip Goelet

Francis Goelet, Trustee
f/b/o Christopher Goelet
Francis Goelet, Trustee
f/b/o Thomas Goelet
Greenstreet & Co.
Herrick K. Lidstone
Stanley Livingston, Jr. and
Martha S. N. Livingston, Trustees
U/T/A 7/3/69 ("Livingston Trustees")
John Macomber
Evelyn B. Messner
Edward P. Morgan
George Putnam
David D. Ryus
J. Walter Severinghaus
Frank S. Streeter
Henry S. Streeter
John Train
Elizabeth M. Webster
George R. Webster
Vincent West, Trustee
Warwick Land Co.

[Seal]


Notary Public

JAMES T. BYRNE, JR.
NOTARY PUBLIC, State of New York
No. 30-0527425 Qual. in Warren Co.
Certificate filed in New York County
Commission Expires March 30, 1971

THE IDAHO COMPANY

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned make, constitute and appoint FRANCIS H. CABOT, THOMAS J. DEVINE and JOHN TRAIN, or any of them, General Partners of THE IDAHO COMPANY, the true and lawful attorney for the undersigned, and in the name, place and stead of the undersigned, to make, execute, sign, acknowledge and file in appropriate recording offices in the State of Idaho and/or, at the discretion of the said attorneys, in any other jurisdiction, one or more Certificates of Limited Partnership for and on behalf of THE IDAHO COMPANY under the appropriate law, and such certificates of amendment as the said attorneys may deem necessary or advisable, and to include therein all information required by law, and also to make, execute, sign, acknowledge and file such certificates of conducting business under an assumed name, as required by the laws of the State of Idaho or of any other jurisdiction.

WITNESS the hands and seals of the undersigned this 11th day of December, 1969.

Francis H. Cabot L.S.

L.S.

STATE OF New York)
COUNTY OF New York) ss:

On this 11th day of December, 1969, before me personally came Francis H. Cabot to me known and known to me to be one of the individuals described in, and who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.

Notary Public

JOHN J. TRACY, JR.
Notary Public, State of New York
No. 21-61124-0
Qualified in New York County
Commission Expires March 30, 1970

THE IDAHO COMPANY

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned make, constitute and appoint FRANCIS H. CABOT, THOMAS J. DEVINE and JOHN TRAIN, or any of them, General Partners of THE IDAHO COMPANY, the true and lawful attorney for the undersigned, and in the name, place and stead of the undersigned, to make, execute, sign, acknowledge and file in appropriate recording offices in the State of Idaho and/or, at the discretion of the said attorneys, in any other jurisdiction, one or more Certificates of Limited Partnership for and on behalf of THE IDAHO COMPANY under the appropriate law, and such certificates of amendment as the said attorneys may deem necessary or advisable, and to include therein all information required by law, and also to make, execute, sign, acknowledge and file such certificates of conducting business under an assumed name, as required by the laws of the State of Idaho or of any other jurisdiction.

11th WITNESS the hands and seals of the undersigned this day of December, 1969.

[Signature] L.S.

L.S.

STATE OF New York)
COUNTY OF New York) ss:

On this 11 day of December, 1969, before me personally came THOMAS J. DEVINE to me known and known to me to be one of the individuals described in, and who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.

[Signature]
Notary Public

JOHN J. TRASK, JR.
Notary Public, State of New York
No. 00102410
Qualified in New York County
Commission Expires March 30, 1974

THE IDAHO COMPANY

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned make, constitute and appoint FRANCIS H. CABOT, THOMAS J. DEVINE and JOHN TRAIN, or any of them, General Partners of THE IDAHO COMPANY, the true and lawful attorney for the undersigned, and in the name, place and stead of the undersigned, to make, execute, sign, acknowledge and file in appropriate recording offices in the State of Idaho and/or, at the discretion of the said attorneys, in any other jurisdiction, one or more Certificates of Limited Partnership for and on behalf of THE IDAHO COMPANY under the appropriate law, and such certificates of amendment as the said attorneys may deem necessary or advisable, and to include therein all information required by law, and also to make, execute, sign, acknowledge and file such certificates of conducting business under an assumed name, as required by the laws of the State of Idaho or of any other jurisdiction.

23 WITNESS the hands and seals of the undersigned this day of December, 1969.

Francis C. Folsburgh L.S.

L.S.

STATE OF New York)
COUNTY OF New York) ss:

On this 23 day of December, 1969, before me personally came Francis C. Folsburgh to me known and known to me to be one of the individuals described in, and who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.

[Signature]
Notary Public

JOHN J. TRACK JR.
Notary Public, State of New York
No. 31-4012420
Qualified in New York County
Commission Expires March 30, 1969

THE IDAHO COMPANY

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned make, constitute and appoint FRANCIS H. CABOT, THOMAS J. DEVINE and JOHN TRAIN, or any of them, General Partners of THE IDAHO COMPANY, the true and lawful attorney for the undersigned, and in the name, place and stead of the undersigned, to make, execute, sign, acknowledge and file in appropriate recording offices in the State of Idaho and/or, at the discretion of the said attorneys, in any other jurisdiction, one or more Certificates of Limited Partnership for and on behalf of THE IDAHO COMPANY under the appropriate law, and such certificates of amendment as the said attorneys may deem necessary or advisable, and to include therein all information required by law, and also to make, execute, sign, acknowledge and file such certificates of conducting business under an assumed name, as required by the laws of the State of Idaho or of any other jurisdiction.

WITNESS the hands and seals of the undersigned this
23 day of December, 1969.

John Cabot
by Francis Cabot L.S.

Charles J. Mylod
Attorneys-in-fact L.S.

STATE OF New York)
COUNTY OF New York) ss:

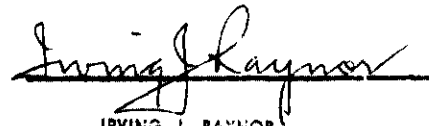
On this 23rd day of December, 1969, before me personally came Francis Cabot and Charles J. Mylod to me known and known to me to be ~~one~~ the individuals described in, and who executed the foregoing instrument, and they duly acknowledged to me that they executed the same.

Henry S. Ziegler
Notary Public
HENRY S. ZIEGLER
NOTARY PUBLIC, STATE OF NEW YORK
No. 31-4387125
Qualified in New York County
Commission expires March 30, 1971

**STATE OF NEW YORK
COUNTY OF NEW YORK**

I, IRVING J. RAYNOR, a Notary Public in and for the County of New York, State of New York, hereby CERTIFY that I have personally compared the foregoing copy of the Power of Attorney executed by John Golet on September 12, 1967 with the original thereof in the possession of the said John Golet and that it is a true and correct copy of such original and of the whole thereof.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal, this 23rd day of DEC., 1969.



IRVING J. RAYNOR
NOTARY PUBLIC, State of New York
No. 60-000000
Qualified in Westchester County
Cert. filed in New York County
Term Expires March 30, 1970

POWER OF ATTORNEYKNOW ALL MEN BY THESE PRESENTS:

That I, JOHN GOELET, residing at No. 14 Sutton Square, New York, N.Y. 10022, have nominated, constituted and appointed, and by these presents do nominate, constitute and appoint ROBERT G. GOELET, residing at No. 7 Sutton Place, New York, N.Y. 10022, FRANCIS GOELET, residing at No. 16 Sutton Square, New York, N.Y. 10022, HENRY B. GUTHRIE, residing at No. 169 East 70th Street, New York, N.Y. 10021, CHARLES J. MYLOD, residing at No. 564 4th Street, Prospect Park West, Brooklyn, New York 11215, and GILBERT KERLIN, residing at Dodge Lane and Palisade Avenue (no street number), Riverdale, New York, N.Y. 10071, my true and lawful attorneys-in-fact, with power to be exercised by any two of them, for me and in my name, place and stead:

To sell, assign, transfer and deliver all stocks, bonds, or other securities now or hereafter belonging to me, to transfer upon the books of any corporation any stocks, bonds or other securities which may be registered in my name or which may require to be transferred, to collect and receive all dividends or interest (including stock dividends and extraordinary distributions of capital, surplus, profits or interest) which may be or become payable to me upon any shares of stock or upon any bonds, notes or other securities now or hereafter belonging to me, to make, execute and deliver dividend orders or other similar instruments, to receive, exercise, purchase, sell or otherwise dispose of, any and all rights or subscriptions or other rights or privileges which may accrue upon any stocks, bonds or other securities now or hereafter owned by me, to subscribe for and purchase with my funds such stocks, bonds, or other securities as they may deem proper;

To vote, or to appoint any other person or persons to vote, on my behalf, at any annual or special meeting, or meetings, of the stockholders of any association, joint stock company or corporation, domestic or foreign, in which I am or may be hereafter a stockholder or a member, and at any adjournment of any such meeting, upon any and all shares of stock and with respect to any interest which is, are or may be registered hereafter in my name and upon or with respect to which I would be entitled to vote if there personally present, and WITH POWER to them and to such person or persons as they may appoint to vote for the election of directors of any such association, joint stock company or corporation, and also to vote according to their discretion upon any special propositions or other matters or business which may be brought before any such meeting, or any adjournment thereof, and likewise to execute in my behalf such stockholders' or members' consents as they may deem proper;

To endorse for collection or otherwise all checks, drafts, notes or other instruments drawn to my order, to sign receipts in my name for all money due or which may become due to me, to deposit checks and moneys for me in such banks and trust companies, or with such bankers, as they may from time to time select, and to draw checks in my name upon such banks, trust companies or bankers for any and all purposes;

To ask, demand, sue for, levy, recover and receive any and all manner of goods, chattels, debts, duties, claims, or sums of money whatsoever, due or hereafter to become due and owing to me, and upon the receipt thereof to make, give and execute acquittances, receipts or other discharges for the same under seal or otherwise, to prosecute or defend, in my name or otherwise, all suits and actions, as well as real or personal or mixed, which they may deem advisable to institute in my behalf or which may be brought against me by any person whomsoever, to pay and discharge all debts, liabilities or obligations now or hereafter due and payable by me, and to settle and adjust with any person or persons all accounts, dues or demands subsisting or to subsist between me and them, and to release, compound, arbitrate and agree to the same in such manner as to them shall seem proper;

To make any agreements for the sale and/or exchange of, and to grant, bargain, sell, partition and exchange all and every the lands, tenements and hereditaments wheresoever situa-

ted, with the appurtenances thereto appertaining and the fixtures thereon, to me in any wise belonging or that may hereafter belong to me, or any part or parts thereof, or any interest or interests therein, for such sum or sums, for such consideration or considerations, at such time or times, on such terms, including purchase money mortgage or mortgages, and in such parcels, as they shall in their discretion deem to be in my interest, and for me and in my name to make, execute, acknowledge and deliver full and sufficient contracts, deeds and conveyances for the same, either without covenants, or with such covenants as may to them seem proper;

To purchase for me upon any terms that may to them seem proper any property, real or personal, and to take the title thereof to any corporation or person;

To lease and demise any and all such real estate or any parts or portions thereof, or interests therein, for such periods, and upon such terms and conditions, as they shall in their discretion deem to be in my interest;

To exercise general control and supervision over all such real estate and interests therein, and to make such repairs or alterations or additions thereto, and to erect buildings or other improvements thereon, and to raze or demolish the whole or any part of any building or buildings now or hereafter on any portion of any of said premises, as they shall deem advisable, and to effect and maintain any and all kinds of insurance thereon in such amounts as they may deem proper, and to collect, compromise or adjust claims arising under any such insurance, and in case of payment for any losses sustained under any such policies of insurance, to execute and deliver proper receipts therefor, and to ask, demand, sue for, collect and receive, and to compromise, compound, remit and release all rents and arrears of rent and all other sums which may be or become due or owing to me from tenants or other persons whomsoever;

To collect, satisfy and discharge any and all mortgages owned by me on real or personal property, or to extend or renew such mortgages, or accept payment prior to due date, on such terms as they may deem proper, and to execute, acknowledge and deliver acquittances, satisfaction pieces or releases, and to institute and prosecute proceedings for the foreclosure of

any such lien, in my name or otherwise;

To employ, pay and discharge such agents, assistants, employees and servants as they may deem necessary or desirable for better enabling them to protect my property or to promote my interest;

To make, sign, execute and deliver in my behalf any and all manner of contracts and agreements, under seal or otherwise, as they may deem advisable in my interest;

To pay, compromise, compound or recover back any and all taxes, assessments or other charges which may be levied, assessed or imposed upon my real or personal property or income, or which otherwise may become payable by me, to pay any and all expenses and charges in connection therewith, to make, sign and verify in my behalf such statements, reports or returns relating to any tax or taxes as may be required by any law or laws now or hereafter enacted as they may deem proper, to contest by legal proceedings or otherwise the validity or legality of any such taxes, assessments or other charges, and, by legal proceedings or otherwise, to protect, demand, sue for, recover back and collect any sums which may be recoverable by reason of any such taxes, assessments or other charges, heretofore or hereafter paid;

AND generally to exercise any and all of the powers herein conferred as fully and effectually in all respects as I myself could do, it being my intention that all questions which may arise hereunder concerning the extent of any of the powers, general or specific, hereby granted to my said attorneys-in-fact, shall be resolved in favor of the possession by my said attorneys-in-fact of such powers in the broadest and most discretionary sense;

AND FURTHER, notwithstanding the above mentioned specific powers given to my said attorneys, and in addition thereto, I give to my said attorneys the power and authority

to do and perform all acts and deeds with relation to my personal affairs which I myself might or could do and perform and which can be delegated to attorneys, HEREBY GIVING AND GRANTING unto my said attorneys and proxies, and their appointee or appointees full power and authority to do and perform all and every act and thing whatsoever requisite and necessary to be done in and about the premises as fully to all intents and purposes as I might or could do if personally present, hereby ratifying and confirming all that my said attorneys and proxies, and their appointee or appointees shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 11th day of September, 1967.

In the Presence of: *J. R. [Signature]* (L.S.)
E. V. Aldrich

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

On the 12th day of September, 1967, before me
personally came -----JOHN GOELET-----
to me known and known to me to be the individual described
in and who executed the foregoing instrument, and acknow-
ledged to me that he executed the same.

Antoinette M. Ingenito

Notary Public

ANTOINETTE M. INGENITO
NOTARY PUBLIC, State of New York
No. 41-7036375
Qualified in Queens County
Cert. filed in New York County
Commission Expires March 30, 1968

The following are the signatures of
the Attorneys-in-Fact authorized to
sign on behalf of

JOHN GOELET

in accordance with the foregoing
Power of Attorney, executed by

JOHN GOELET

under date of September 12, 1967:

Robert G. Goelet
Robert G. Goelet

Charles J. Mylod
Charles J. Mylod

Francis Goelet
Francis Goelet

Gilbert Kerlin
Gilbert Kerlin

Henry B. Guthrie
Henry B. Guthrie

SIGNATURES GUARANTEED
CHEMICAL BANK TRUST COMPANY
425 PARK AVENUE (55th Street)
NEW YORK

[Signature]
AUTHORIZED SIGNATURE

Signatures Guaranteed

15058

1967 DEC 20 PM 12:03

CLIF REESHER - N.Y. COUNTY

OFFICE OF CITY REGISTER

New York County

RECORDED

Witness my hand
and official seal

Ed. Michael Moore

ACTING CITY REGISTER

4-1200

O

SHEARMAN & STERLING
ATTORNEYS AND COUNSELORS AT LAW
20 EXCHANGE PLACE
NEW YORK, N.Y. 10005

REC. 254 PAGE 436

DEC-20-67 9 01 26

THE IDAHO COMPANY

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned make, constitute and appoint FRANCIS H. CABOT, THOMAS J. DEVINE and JOHN TRAIN, or any of them, General Partners of THE IDAHO COMPANY, the true and lawful attorney for the undersigned, and in the name, place and stead of the undersigned, to make, execute, sign, acknowledge and file in appropriate recording offices in the State of Idaho and/or, at the discretion of the said attorneys, in any other jurisdiction, one or more Certificates of Limited Partnership for and on behalf of THE IDAHO COMPANY under the appropriate law, and such certificates of amendment as the said attorneys may deem necessary or advisable, and to include therein all information required by law, and also to make, execute, sign, acknowledge and file such certificates of conducting business under an assumed name, as required by the laws of the State of Idaho or of any other jurisdiction.

11 th WITNESS the hands and seals of the undersigned this day of December, 1969.

J Train L.S.

L.S.

STATE OF New York)
COUNTY OF New York) ss:

On this 4 day of December, 1969, before me personally came JOHN TRAIN to me known and known to me to be one of the individuals described in, and who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.

[Signature]
Notary Public

NOTARY PUBLIC
STATE OF NEW YORK
JAN 1 1970
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THE IDAHO COMPANY

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned make, constitute and appoint FRANCIS H. CABOT, THOMAS J. DEVINE and JOHN TRAIN, or any of them, General Partners of THE IDAHO COMPANY, the true and lawful attorney for the undersigned, and in the name, place and stead of the undersigned, to make, execute, sign, acknowledge and file in appropriate recording offices in the State of Idaho and/or, at the discretion of the said attorneys, in any other jurisdiction, one or more Certificates of Limited Partnership for and on behalf of THE IDAHO COMPANY under the appropriate law, and such certificates of amendment as the said attorneys may deem necessary or advisable, and to include therein all information required by law, and also to make, execute, sign, acknowledge and file such certificates of conducting business under an assumed name, as required by the laws of the State of Idaho or of any other jurisdiction.

WITNESS the hands and seals of the undersigned this
23 day of December, 1969.

Francis Goelet

L.S.

Trustee u/a dated 12/17/69
fbo Philip Goelet

L.S.

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss:

On this 23rd day of DECEMBER, 1969, before me personally came FRANCIS GOELET, to me known and known to me to be one of the individuals described in, and who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.

Irving J. Raynor

Notary Public

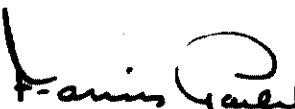
NOTARY PUBLIC, State of New York
No. 44-000000
Qualified in Westchester County
Cert. filed in New York County
Term Expires March 30, 1970

THE IDAHO COMPANY

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned make, constitute and appoint FRANCIS H. CABOT, THOMAS J. DEVINE and JOHN TRAIN, or any of them, General Partners of THE IDAHO COMPANY, the true and lawful attorney for the undersigned, and in the name, place and stead of the undersigned, to make, execute, sign, acknowledge and file in appropriate recording offices in the State of Idaho and/or, at the discretion of the said attorneys, in any other jurisdiction, one or more Certificates of Limited Partnership for and on behalf of THE IDAHO COMPANY under the appropriate law, and such certificates of amendment as the said attorneys may deem necessary or advisable, and to include therein all information required by law, and also to make, execute, sign, acknowledge and file such certificates of conducting business under an assumed name, as required by the laws of the State of Idaho or of any other jurisdiction.

WITNESS the hands and seals of the undersigned this 23rd day of December, 1969.



L.S.

Trustee u/a dated 12/17/69

for Christopher Goelet

L.S.

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss:

On this 23rd day of DECEMBER, 1969, before me personally came FRANCIS GOELET, to me known and known to me to be one of the individuals described in, and who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.


Notary Public
IRVING J. RAYNOR
NOTARY PUBLIC, State of New York
No. 62, 110
Qualified in Sullivan County
Cert. filed in Sullivan County
Term Expires March 30, 1970

THE IDAHO COMPANY

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned make, constitute and appoint FRANCIS H. CABOT, THOMAS J. DEVINE and JOHN TRAIN, or any of them, General Partners of THE IDAHO COMPANY, the true and lawful attorney for the undersigned, and in the name, place and stead of the undersigned, to make, execute, sign, acknowledge and file in appropriate recording offices in the State of Idaho and/or, at the discretion of the said attorneys, in any other jurisdiction, one or more Certificates of Limited Partnership for and on behalf of THE IDAHO COMPANY under the appropriate law, and such certificates of amendment as the said attorneys may deem necessary or advisable, and to include therein all information required by law, and also to make, execute, sign, acknowledge and file such certificates of conducting business under an assumed name, as required by the laws of the State of Idaho or of any other jurisdiction.

WITNESS the hands and seals of the undersigned this
23 day of December, 1969.



L.S.

Trustee u/a dated 12/17/69
fbo Thomas Goelet

L.S.

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss:

On this 23rd day of DECEMBER, 1969, before me personally came FRANCIS GOELET, to me known and known to me to be one of the individuals described in, and who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.


Notary Public

IRVING J. RAYNOR
NOTARY PUBLIC, State of New York
No. 604 09100
Qualified in Westchester County
Cert. filed in New York County
Term Expires March 30, 1970

THE IDAHO COMPANY

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned make, constitute and appoint FRANCIS H. CABOT, THOMAS J. DEVINE and JOHN TRAIN, or any of them, General Partners of THE IDAHO COMPANY, the true and lawful attorney for the undersigned, and in the name, place and stead of the undersigned, to make, execute, sign, acknowledge and file in appropriate recording offices in the State of Idaho and/or, at the discretion of the said attorneys, in any other jurisdiction, one or more Certificates of Limited Partnership for and on behalf of THE IDAHO COMPANY under the appropriate law, and such certificates of amendment as the said attorneys may deem necessary or advisable, and to include therein all information required by law, and also to make, execute, sign, acknowledge and file such certificates of conducting business under an assumed name, as required by the laws of the State of Idaho or of any other jurisdiction.

WITNESS the hands and seals of the undersigned this 22nd day of December, 1969.

GREENSTREET CO. L.S.

BY James A. Minter
GENERAL PARTNER L.S.

STATE OF New York)
COUNTY OF New York) ss:

On this 22nd day of December, 1969, before me personally came Francis H. Cabot, to me known and known to me to be one of the individuals described in, and who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.

Florence E. Dickerson
Notary Public

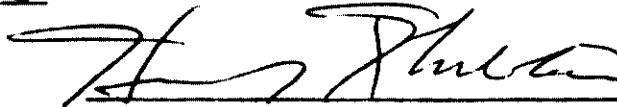
FLORENCE E. DICKERSON
Notary Public, State of New York
No. 31-0949375
Qualified in New York County
Filed in Westchester County
Comm. as on Expires March 30, 1971

THE IDAHO COMPANY

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned make, constitute and appoint FRANCIS H. CABOT, THOMAS J. DEVINE and JOHN TRAIN, or any of them, General Partners of THE IDAHO COMPANY, the true and lawful attorney for the undersigned, and in the name, place and stead of the undersigned, to make, execute, sign, acknowledge and file in appropriate recording offices in the State of Idaho and/or, at the discretion of the said attorneys, in any other jurisdiction, one or more Certificates of Limited Partnership for and on behalf of THE IDAHO COMPANY under the appropriate law, and such certificates of amendment as the said attorneys may deem necessary or advisable, and to include therein all information required by law, and also to make, execute, sign, acknowledge and file such certificates of conducting business under an assumed name, as required by the laws of the State of Idaho or of any other jurisdiction.

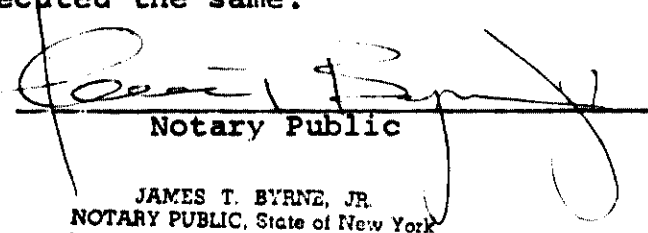
WITNESS the hands and seals of the undersigned this 26 day of December, 1969.

 L.S.

L.S.

STATE OF NEW York)
COUNTY OF New York) ss:

On this 26 day of December, 1969, before me personally came HERRICK K. Lidstone to me known and known to me to be one of the individuals described in, and who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.


Notary Public

JAMES T. BYRNE, JR.
NOTARY PUBLIC, State of New York
No. 30-0527425 Qual. in Nassau Co.
Certificate filed in New York County
Commission Expires March 30, 1974

THE IDAHO COMPANY

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned make, constitute and appoint FRANCIS H. CABOT, THOMAS J. DEVINE and JOHN TRAIN, or any of them, General Partners of THE IDAHO COMPANY, the true and lawful attorney for the undersigned, and in the name, place and stead of the undersigned, to make, execute, sign, acknowledge and file in appropriate recording offices in the State of Idaho and/or, at the discretion of the said attorneys, in any other jurisdiction, one or more Certificates of Limited Partnership for and on behalf of THE IDAHO COMPANY under the appropriate law, and such certificates of amendment as the said attorneys may deem necessary or advisable, and to include therein all information required by law, and also to make, execute, sign, acknowledge and file such certificates of conducting business under an assumed name, as required by the laws of the State of Idaho or of any other jurisdiction.

WITNESS the hands and seals of the undersigned this 8th day of December, 1969.

Martha S. Livingston L.S.
Stanley Livingston Jr. L.S.
SL Jr.

STATE OF Rhode Island)
COUNTY OF PROVIDENCE) ss:

On this 9th day of DECEMBER, 1969, before me personally came STANLEY LIVINGSTON JR. & MARTHA S. LIVINGSTON, to me known and known to me to be one of the individuals described in, and who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.

Paul W. Whyte
Notary Public

THE IDAHO COMPANY

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned make, constitute and appoint FRANCIS H. CABOT, THOMAS J. DEVINE and JOHN TRAIN, or any of them, General Partners of THE IDAHO COMPANY, the true and lawful attorney for the undersigned, and in the name, place and stead of the undersigned, to make, execute, sign, acknowledge and file in appropriate recording offices in the State of Idaho and/or, at the discretion of the said attorneys, in any other jurisdiction, one or more Certificates of Limited Partnership for and on behalf of THE IDAHO COMPANY under the appropriate law, and such certificates of amendment as the said attorneys may deem necessary or advisable, and to include therein all information required by law, and also to make, execute, sign, acknowledge and file such certificates of conducting business under an assumed name, as required by the laws of the State of Idaho or of any other jurisdiction.

WITNESS the hands and seals of the undersigned this
9th day of December, A.D., 1969.

 L.S.

L.S.

STATE OF New York)
) ss:
COUNTY OF New York)

On this 9th day of December, A.D., 1969, before me personally came John Macomber, to me known and known to me to be one of the individuals described in, and who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.



Notary Public

LOUISE C. FARRUGH
NOTARY PUBLIC, State of New York
No. 31-367-215
Qualified in New York County
Commission expires March 20, 1971

THE IDAHO COMPANY

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned make, constitute and appoint FRANCIS H. CABOT, THOMAS J. DEVINE and JOHN TRAIN, or any of them, General Partners of THE IDAHO COMPANY, the true and lawful attorney for the undersigned, and in the name, place and stead of the undersigned, to make, execute, sign, acknowledge and file in appropriate recording offices in the State of Idaho and/or, at the discretion of the said attorneys, in any other jurisdiction, one or more Certificates of Limited Partnership for and on behalf of THE IDAHO COMPANY under the appropriate law, and such certificates of amendment as the said attorneys may deem necessary or advisable, and to include therein all information required by law, and also to make, execute, sign, acknowledge and file such certificates of conducting business under an assumed name, as required by the laws of the State of Idaho or of any other jurisdiction.

WITNESS the hands and seals of the undersigned this
16 day of December, 1969.

Evelyn B. Masaner L.S.
FBA

L.S.

STATE OF New York)
COUNTY OF Albany) ss:

On this 16 day of December, 1969, before me personally came Evelyn B. Masaner to me known and known to me to be one of the individuals described in, and who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.

DOROTHY PETT
Notary Public, State of New York
No. 803016700
Qualified in Nassau County
Commission Expires March 30, 1970

Dorothy Pett
Notary Public

THE IDAHO COMPANY

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned make, constitute and appoint FRANCIS H. CABOT, THOMAS J. DEVINE and JOHN TRAIN, or any of them, General Partners of THE IDAHO COMPANY, the true and lawful attorney for the undersigned, and in the name, place and stead of the undersigned, to make, execute, sign, acknowledge and file in appropriate recording offices in the State of Idaho and/or, at the discretion of the said attorneys, in any other jurisdiction, one or more Certificates of Limited Partnership for and on behalf of THE IDAHO COMPANY under the appropriate law, and such certificates of amendment as the said attorneys may deem necessary or advisable, and to include therein all information required by law, and also to make, execute, sign, acknowledge and file such certificates of conducting business under an assumed name, as required by the laws of the State of Idaho or of any other jurisdiction.

19 WITNESS the hands and seals of the undersigned this day of December, 1969.

Edward P. Morgan L.S.
EPM

L.S.

STATE OF
COUNTY OF

New York ss:
New York

On this 19 day of December, 1969, before me personally came Edward P. Morgan to me known and known to me to be one of the individuals described in, and who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.

Notary Public

NOTARY PUBLIC
STATE OF NEW YORK
County
1971

THE IDAHO COMPANY

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned make, constitute and appoint FRANCIS H. CABOT, THOMAS J. DEVINE and JOHN TRAIN, or any of them, General Partners of THE IDAHO COMPANY, the true and lawful attorney for the undersigned, and in the name, place and stead of the undersigned, to make, execute, sign, acknowledge and file in appropriate recording offices in the State of Idaho and/or, at the discretion of the said attorneys, in any other jurisdiction, one or more Certificates of Limited Partnership for and on behalf of THE IDAHO COMPANY under the appropriate law, and such certificates of amendment as the said attorneys may deem necessary or advisable, and to include therein all information required by law, and also to make, execute, sign, acknowledge and file such certificates of conducting business under an assumed name, as required by the laws of the State of Idaho or of any other jurisdiction.

23-1 WITNESS the hands and seals of the undersigned this
day of December, 1969.

Benjamin L.S.

L.S.

STATE OF *Mass.*)
COUNTY OF *Suffolk*) ss:

On this 23rd day of December, 1969, before me personally came George F. Brown, to me known and known to me to be one of the individuals described in, and who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.

Allen Z. Harvey.
Notary Public

THE IDAHO COMPANY

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned make, constitute and appoint FRANCIS H. CABOT, THOMAS J. DEVINE and JOHN TRAIN, or any of them, General Partners of THE IDAHO COMPANY, the true and lawful attorney for the undersigned, and in the name, place and stead of the undersigned, to make, execute, sign, acknowledge and file in appropriate recording offices in the State of Idaho and/or, at the discretion of the said attorneys, in any other jurisdiction, one or more Certificates of Limited Partnership for and on behalf of THE IDAHO COMPANY under the appropriate law, and such certificates of amendment as the said attorneys may deem necessary or advisable, and to include therein all information required by law, and also to make, execute, sign, acknowledge and file such certificates of conducting business under an assumed name, as required by the laws of the State of Idaho or of any other jurisdiction.

WITNESS the hands and seals of the undersigned this 10th day of DECEMBER, 1969.

David D Ryan L.S.

LLA

L.S.

STATE OF New York)
COUNTY OF New York) ss:

On this 10th day of December, 1969, before me personally came David D Ryan to me known and known to me to be one of the individuals described in, and who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.

Eleanor Vothier
Notary Public

ELEANOR VOTHIER
NOTARY PUBLIC, State of New York
No. 41561
Qualified in County of New York
Commission Expires 11/10/71

THE IDAHO COMPANY

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned make, constitute and appoint FRANCIS H. CABOT, THOMAS J. DEVINE and JOHN TRAIN, or any of them, General Partners of THE IDAHO COMPANY, the true and lawful attorney for the undersigned, and in the name, place and stead of the undersigned, to make, execute, sign, acknowledge and file in appropriate recording offices in the State of Idaho and/or, at the discretion of the said attorneys, in any other jurisdiction, one or more Certificates of Limited Partnership for and on behalf of THE IDAHO COMPANY under the appropriate law, and such certificates of amendment as the said attorneys may deem necessary or advisable, and to include therein all information required by law, and also to make, execute, sign, acknowledge and file such certificates of conducting business under an assumed name, as required by the laws of the State of Idaho or of any other jurisdiction.

17th WITNESS the hands and seals of the undersigned this day of DECEMBER, 1969.

John L. Seeringhaus L.S.

L.S.

STATE OF New York)
COUNTY OF New York) ss:

On this 17th day of December, 1969, before me personally came J. Walter Seeringhaus to me known and known to me to be one of the individuals described in, and who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.

Angela M. Patinella
Notary Public

ANGELA M. PATINELLA
Notary Public, State of New York
No. 41-8292685
Qualified in Queens County
Commission Expires March 30, 1970

THE IDAHO COMPANY

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned make, constitute and appoint FRANCIS H. CABOT, THOMAS J. DEVINE and JOHN TRAIN, or any of them, General Partners of THE IDAHO COMPANY, the true and lawful attorney for the undersigned, and in the name, place and stead of the undersigned, to make, execute, sign, acknowledge and file in appropriate recording offices in the State of Idaho and/or, at the discretion of the said attorneys, in any other jurisdiction, one or more Certificates of Limited Partnership for and on behalf of THE IDAHO COMPANY under the appropriate law, and such certificates of amendment as the said attorneys may deem necessary or advisable, and to include therein all information required by law, and also to make, execute, sign, acknowledge and file such certificates of conducting business under an assumed name, as required by the laws of the State of Idaho or of any other jurisdiction.

WITNESS the hands and seals of the undersigned this _____ day of _____, 1969.

Francis H. Cabot L.S.

L.S.

STATE OF New York)
COUNTY OF New York) ss:

On this 22nd day of December, 1969, before me personally came Frank S. Sneeles to me known and known to me to be one of the individuals described in, and who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.

Florence E. Dickerson
Notary Public

FLORENCE E. DICKERSON
Notary Public, State of New York
No. 31-0949575
Qualified in New York County
Filed in Westchester County
Commission Expires March 30, 1971

THE IDAHO COMPANY

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned make, constitute and appoint FRANCIS H. CABOT, THOMAS J. DEVINE and JOHN TRAIN, or any of them, General Partners of THE IDAHO COMPANY, the true and lawful attorney for the undersigned, and in the name, place and stead of the undersigned, to make, execute, sign, acknowledge and file in appropriate recording offices in the State of Idaho and/or, at the discretion of the said attorneys, in any other jurisdiction, one or more Certificates of Limited Partnership for and on behalf of THE IDAHO COMPANY under the appropriate law, and such certificates of amendment as the said attorneys may deem necessary or advisable, and to include therein all information required by law, and also to make, execute, sign, acknowledge and file such certificates of conducting business under an assumed name, as required by the laws of the State of Idaho or of any other jurisdiction.

8th WITNESS the hands and seals of the undersigned this day of December, 1969.

Francis H. Cabot L.S.

L.S.

STATE OF Massachusetts,
COUNTY OF Suffolk) ss:

On this 8th day of December, 1969, before me personally came Francis H. Cabot to me known and known to me to be one of the individuals described in, and who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.

Helen A. Doherty
Notary Public

HELEN A. DOHERTY, Notary Public
My Commission Expires January 31, 1975

THE IDAHO COMPANY

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned make, constitute and appoint FRANCIS H. CABOT, THOMAS J. DEVINE and JOHN TRAIN, or any of them, General Partners of THE IDAHO COMPANY, the true and lawful attorney for the undersigned, and in the name, place and stead of the undersigned, to make, execute, sign, acknowledge and file in appropriate recording offices in the State of Idaho and/or, at the discretion of the said attorneys, in any other jurisdiction, one or more Certificates of Limited Partnership for and on behalf of THE IDAHO COMPANY under the appropriate law, and such certificates of amendment as the said attorneys may deem necessary or advisable, and to include therein all information required by law, and also to make, execute, sign, acknowledge and file such certificates of conducting business under an assumed name, as required by the laws of the State of Idaho or of any other jurisdiction.

WITNESS the hands and seals of the undersigned this 16th day of December, 1969.

Elizabeth M. Webster L.S.
F.N.N.

L.S.

STATE OF New Jersey ,
COUNTY OF Mercer) ss:

On this 16th day of December, 1969, before me personally came Elizabeth M. Webster to me known and known to me to be one of the individuals described in, and who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.

Terrence A. Plyler
Notary Public

NOTARY PUBLIC OF NEW JERSEY
My Commission Expires November 15, 1971

THE IDAHO COMPANY

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned make, constitute and appoint FRANCIS H. CABOT, THOMAS J. DEVINE and JOHN TRAIN, or any of them, General Partners of THE IDAHO COMPANY, the true and lawful attorney for the undersigned, and in the name, place and stead of the undersigned, to make, execute, sign, acknowledge and file in appropriate recording offices in the State of Idaho and/or, at the discretion of the said attorneys, in any other jurisdiction, one or more Certificates of Limited Partnership for and on behalf of THE IDAHO COMPANY under the appropriate law, and such certificates of amendment as the said attorneys may deem necessary or advisable, and to include therein all information required by law, and also to make, execute, sign, acknowledge and file such certificates of conducting business under an assumed name, as required by the laws of the State of Idaho or of any other jurisdiction.

WITNESS the hands and seals of the undersigned this 16th day of December, 1969.

George R. Webster L.S.

_____ L.S.

STATE OF New Jersey)
COUNTY OF Mercer) ss:

On this 16th day of December, 1969, before me personally came George R. Webster to me known and known to me to be one of the individuals described in, and who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.

Gerardine A. Plyler
Notary Public

NOTARY PUBLIC OF NEW JERSEY.
My Commission Expires November 15, 1971

THE IDAHO COMPANY

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned make, constitute and appoint FRANCIS H. CABOT, THOMAS J. DEVINE and JOHN TRAIN, or any of them, General Partners of THE IDAHO COMPANY, the true and lawful attorney for the undersigned, and in the name, place and stead of the undersigned, to make, execute, sign, acknowledge and file in appropriate recording offices in the State of Idaho and/or, at the discretion of the said attorneys, in any other jurisdiction, one or more Certificates of Limited Partnership for and on behalf of THE IDAHO COMPANY under the appropriate law, and such certificates of amendment as the said attorneys may deem necessary or advisable, and to include therein all information required by law, and also to make, execute, sign, acknowledge and file such certificates of conducting business under an assumed name, as required by the laws of the State of Idaho or of any other jurisdiction.

WITNESS the hands and seals of the undersigned this 15th day of December, 1969.

Vincent West L.S.
Trustee under Agreement dated 12/1/69

L.S.

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

On this 15th day of December, 1969, before me personally came Vincent West to me known and known to me to be one of the individuals described in, and who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.

Joseph A. Cole
Notary Public

JOSEPH A. COLE
Notary Public, State of New York
No. 30,000,000
Qualified in Nassau County
Cert. filed in N.Y. Co. Clk's Office
Commission Expires March 30, 1971

THE IDAHO COMPANY

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned make, constitute and appoint FRANCIS H. CABOT, THOMAS J. DEVINE and JOHN TRAIN, or any of them, General Partners of THE IDAHO COMPANY, the true and lawful attorney for the undersigned, and in the name, place and stead of the undersigned, to make, execute, sign, acknowledge and file in appropriate recording offices in the State of Idaho and/or, at the discretion of the said attorneys, in any other jurisdiction, one or more Certificates of Limited Partnership for and on behalf of THE IDAHO COMPANY under the appropriate law, and such certificates of amendment as the said attorneys may deem necessary or advisable, and to include therein all information required by law, and also to make, execute, sign, acknowledge and file such certificates of conducting business under an assumed name, as required by the laws of the State of Idaho or of any other jurisdiction.

18th WITNESS the hands and seals of the undersigned this day of December, 1969.

Warwick Land Co L.S.
by Robert H. Fiddard L.S.
Pres.

STATE OF Rhode Island
COUNTY OF Providence } ss:

On this 18th day of December, 1969, before me personally came Robert H. Fiddard to me known and known to me to be one of the individuals described in, and who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.

Edna A. Savits
Notary Public

THE IDAHO COMPANY

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned make, constitute and appoint FRANCIS H. CABOT, THOMAS J. DEVINE and JOHN TRAIN, or any of them, General Partners of THE IDAHO COMPANY, the true and lawful attorney for the undersigned, and in the name, place and stead of the undersigned, to make, execute, sign, acknowledge and file in appropriate recording offices in the State of Idaho and/or, at the discretion of the said attorneys, in any other jurisdiction, one or more Certificates of Limited Partnership for and on behalf of THE IDAHO COMPANY under the appropriate law, and such certificates of amendment as the said attorneys may deem necessary or advisable, and to include therein all information required by law, and also to make, execute, sign, acknowledge and file such certificates of conducting business under an assumed name, as required by the laws of the State of Idaho or of any other jurisdiction.

29 WITNESS the hands and seals of the undersigned this day of December, 1969.

William E. Adams L.S.

William H. Anderson L.S.

STATE OF)
COUNTY OF) ss:

On this 29 day of December, 1969, before me personally came William E. Adams & William H. Anderson to me known and known to me to be one of the individuals described in, and who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.

Paul J. Baker
Notary Public

THE IDAHO COMPANY

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned make, constitute and appoint FRANCIS H. CABOT, THOMAS J. DEVINE and JOHN TRAIN, or any of them, General Partners of THE IDAHO COMPANY, the true and lawful attorney for the undersigned, and in the name, place and stead of the undersigned, to make, execute, sign, acknowledge and file in appropriate recording offices in the State of Idaho and/or, at the discretion of the said attorneys, in any other jurisdiction, one or more Certificates of Limited Partnership for and on behalf of THE IDAHO COMPANY under the appropriate law, and such certificates of amendment as the said attorneys may deem necessary or advisable, and to include therein all information required by law, and also to make, execute, sign, acknowledge and file such certificates of conducting business under an assumed name, as required by the laws of the State of Idaho or of any other jurisdiction.

29 WITNESS the hands and seals of the undersigned this day of December, 1969.

William E. Adams II L.S.

William H. Anderson

STATE OF
COUNTY OF

)
) ss:
)

On this 29 day of Dec., 1969, before me personally came William E. Adams II & William H. Anderson to me known and known to me to be one of the individuals described in, and who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.

[Signature]
Notary Public

27233

At the request of

Paul J. Nelson

of 50

County of

Idaho January 9 1970

and recorded in book

of page 1 - I

County

State of Idaho

R. Rhule Leonardson
Recorder

By *W. J. Paulson*
Deputy

CERTIFICATE OF LIMITED PARTNERSHIP
OF
THE IDAHO COMPANY

STATE OF IDAHO }
COUNTY OF CLARK } SS.

I hereby certify that the foregoing instrument is a full, true and correct copy of the original on file in the office of the undersigned County Recorder of Clark County, Idaho. INSTRUMENT NO 27233

Given under my hand and seal at my office in Dubois, Idaho, this 22 day of Dec, 1982

R. RHULE LEONARDSON
Recorder
BY *[Signature]*
Deputy Recorder

31504

FILED FOR RECORD AT 15 MINUTES PAST
4 O'CLOCK 7 M. THIS 1 DAY OF
Nov 1936 AND RECORDED AS
MICROFILM NO. 31504

RECORDS OF CLAY COUNTY, IDAHO

R. Shule
Recorder
Philip S. Sutherland
Deputy
FOR FILED, INDEXED, SERIALIZED, FILED

AMENDING CERTIFICATE NO. 5
OF
THE CERTIFICATE OF LIMITED PARTNERSHIP
OF
THE IDAHO COMPANY

AMENDING CERTIFICATE NO. 5

OF

THE CERTIFICATE OF LIMITED PARTNERSHIP

OF

THE IDAHO COMPANY

STATE OF NEW YORK).
) ss.
County of New York)

We, the undersigned, desiring further to amend the Certificate of Limited Partnership of The Idaho Company (the "Partnership") as heretofore amended and restated by Amending and Restating Certificates filed in the office of the County Clerks of Bonneville and Clark Counties, Idaho, and being severally duly sworn, do hereby certify as follows:

1. William H. Anderson, having an original interest in the Partnership as both a general partner and limited partner, died on the 7th day of July, 1975.

2. Thomas J. Devine, having an original interest in the Partnership as both a general and limited partner, retired as a general partner effective on the 7th day of July, 1975, the date of the death of William H. Anderson.

3. From and after the death of William H. Anderson and the retirement of Thomas J. Devine, the remaining general partners have continued the business of the Partnership with a view to winding up the affairs of the Partnership and liquidating the assets of the Partnership in an orderly manner.

GENERAL PARTNERS

William E. Anderson, II
Francis H. Cabot
John Train

By 
Francis H. Cabot, individually
and as attorney-in-fact

LIMITED PARTNERS

William E. Anderson, II
Hyman L. Battle, Jr.
Francis Colin Cabot
Charles W. Chatfield
Thomas J. Devine
Frances C. Fosburgh
Charles Gilman, Jr.
Francis Goelet
Francis Goelet, Trustee
f/b/o Philip Goelet
Francis Goelet, Trustee
f/b/o Christopher Goelet
Francis Goelet, Trustee
f/b/a Thomas Goelet
John Goelet
Greenstreet & Co.
Charles L. Jaffin
Herrick K. Lidstone
Stanley Livingston, Jr. and
Martha S. N. Livingston, Trustees
U/T/A 7/3/69 ("Livingston Trustees")
John Macomber
Robert Messner
Warren S. Messner
Edward P. Morgan
George Putnam
David D. Ryus
J. Walter Severinghaus
David M. Solinger
Frank S. Streeter
Henry S. Streeter
John Train
Elizabeth M. Webster
George R. Webster
Vincent West, Trustee
Warwick Land Co.

Subscribed and sworn to
before me this 29th day
of October, 1976.

By Barbara McC. Sloan
Notary Public

BARBARA Mc C. SLOAN
Notary Public, State of New York
No. 31-3706458
Qualified in New York County
Commission Expires March 30, 1977

By Francis H. Cabot
Francis H. Cabot, individually and
as attorney-in-fact

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this 29th day of October, 1976, before me personally appeared FRANCIS H. CABOT, to me known and known to me to be the individual and the attorney-in-fact of the individuals hereinafter described and who, by said attorney-in-fact, executed the foregoing instrument, and he duly acknowledged that he executed the foregoing instrument as his own act and deed and as the act and deed of said individuals and company for the purposes thereof maintained by virtue of powers of attorney, duly executed by said individuals and company in favor of FRANCIS H. CABOT, and JOHN TRAIN, or either of them.

AS GENERAL PARTNERS

William E. Anderson, II
Francis H. Cabot
John Train

AS LIMITED PARTNERS

William E. Anderson, II
Hyman L. Battle, Jr.
Francis Colin Cabot
Charles W. Chatfield
Thomas J. Devine
Frances C. Fosburgh
Charles Gilman, Jr.
Francis Goelet
Francis Goelet, Trustee
f/b/o Philip Goelet
Francis Goelet, Trustee
f/b/o Christopher Goelet

Francis Goelet, Trustee
f/b/o Thomas Goelet
John Goelet
Greenstreet & Co.
Charles L. Jaffin
Herrick K. Lidstone
Stanley Livingston, Jr. and
Martha S.N. Livingston,
Trustees U/T/A 7/3/69
("Livingston Trustees")
John Macomber
Robert Messner
Warren P. Messner
Edward P. Morgan
George Putnam
David D. Ryus
J. Walter Severinghaus
David M. Solinger
Frank S. Streeter
Henry S. Streeter
John Train
Elizabeth M. Webster
George R. Webster
Vincent West, Trustee
Warwick Land Co.



Notary Public

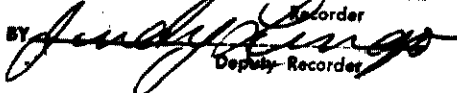
(Seal)

BARBARA Mc C. SLOAN
Notary Public, State of New York
No. 31-3706458
Qualified in New York County
Commission Expires March 30, 1977

STATE OF IDAHO }
COUNTY OF CLARK } SS.

I hereby certify that the foregoing instrument is a
full, true and correct copy of the original on file in
the office of the undersigned County Recorder of
Clark County, Idaho. INSTRUMENT NO. 31504
Given under my hand and seal at my office in
Dubois, Idaho, this 22 day of Dec.,
19 82

R. RHULE LEONARDSON

BY 
Recorder
Deputy-Recorder

CERTIFICATE OF AMENDMENT OF LIMITED PARTNERSHIP
OF

DEC 27

THE IDAHO COMPANY

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

We, the undersigned, being all of the parties to the Certificate of Limited Partnership of The Idaho Company heretofore filed acting individually and by Power of Attorney pursuant to the laws of the State of Idaho and being severally duly sworn witnesseth as follows:

(1) The Certificate of Limited Partnership of The Idaho Company shall be amended by adding to the names of the Limited Partners the following persons:

<u>Name</u>	<u>Residence Address</u>
Charles Gilman, Jr.	241 East 61st Street New York, New York 10021
Francis Goelet	16 Sutton Square New York, New York
David M. Solinger	33 East 70th Street New York, New York 10021

(2) The amount of the cash contributed to the Limited Partnership by each limited partner and the minimum share of the net profits or other compensation by way of income which each limited partner shall receive by reason of his contribution are amended as follows:

<u>Name of Limited Partner</u>	<u>Amount Of Cash Contribution</u>	<u>Percentage Share Of Net Profits Or Other Compensation</u>
Mr. Anderson	\$ 25,000	0.5000
Mr. Cabot	12,500	0.2500
Mr. Devine	12,500	0.2500
Mrs. Fosburgh	50,000	1.0000
Mr. J. Goelet	300,000	6.0000
Philip Goelet Trust	100,000	2.0000
Christopher Goelet Trust	100,000	2.0000
Thomas Goelet Trust	100,000	2.0000
Greenstreet & Co.	125,000	2.5000
Mr. Lidstone	53,125	1.0625

Livingston Trustees	200,000	4.0000
Mr. Macomber	100,000	2.0000
Mrs. Messner	50,000	1.0000
Mr. Morgan	100,000	2.0000
Mr. Putnam	62,500	1.2500
Mr. Ryus	50,000	1.0000
Mr. Severinghaus	125,000	2.5000
Mr. F. S. Streeter	62,500	1.2500
Mr. H. S. Streeter	62,500	1.2500
Mr. Train	12,500	0.2500
Mrs. Webster	125,000	2.5000
Mr. Webster	62,500	1.2500
Mr. West	150,000	3.0000
Warwick Land Co.	100,000	2.0000
Mr. F. Goelet	150,000	3.0000
Mr. Solinger	42,000	0.8400
Mr. Gilman	21,000	0.4200
Total:	\$2,353,625	47.0725

GENERAL PARTNERS

William E. Anderson, II
 William H. Anderson
 Francis H. Cabot
 Thomas J. Devine
 John Train

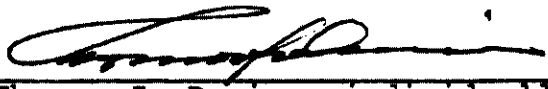
By


Thomas J. Devine, individually
 and as attorney-in-fact

LIMITED PARTNERS

William H. Anderson
 Francis H. Cabot
 Thomas J. Devine
 Frances C. Fosburgh
 John Goelet
 Francis Goelet, Trustee
 f/b/o Philip Goelet
 Francis Goelet, Trustee
 f/b/o Christopher Goelet
 Francis Goelet, Trustee
 f/b/o Thomas Goelet
 Greenstreet & Co.

Herrick K. Lidstone
Stanley Livingston, Jr. and
Martha S. N. Livingston, Trustees
U/T/A 7/3/69 ("Livingston Trustees")
John Macomber
Evelyn B. Messner
Edward P. Morgan
George Putnam
David D. Ryus
J. Walter Severinghaus
Frank S. Streeter
Henry S. Streeter
John Train
Elizabeth M. Webster
George R. Webster
Vincent West, Trustee
Warwick Land Co.
Charles Gilman, Jr.
Francis Goelet
David M. Solinger

By 
Thomas J. Devine, individually
and as attorney-in-fact

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

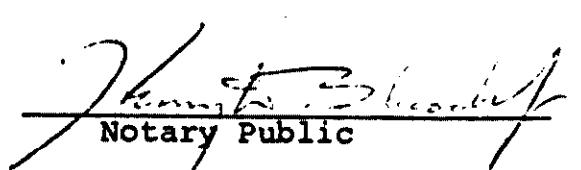
On this 29th day of December, 1971, before me personally appeared Thomas J. Devine, to me known and known to me to be the individual and the attorney-in-fact of the individuals hereinafter described and who, by said attorney-in-fact, executed the foregoing instrument, and he duly acknowledged that he executed the foregoing instrument as his own act and deed and as the act and deed of said individuals and company for the purposes thereof maintained by virtue of powers of attorney, duly executed by said individuals and company in favor of FRANCIS H. CABOT, THOMAS J. DEVINE and JOHN TRAIN, or any of them, the originals of the powers of attorney for the said individuals listed below as general and limited partners are annexed hereto and made a part hereof.

AS GENERAL PARTNERS

William E. Anderson, II
William H. Anderson
Francis H. Cabot
Thomas J. Devine
John Train

AS LIMITED PARTNERS

William H. Anderson
Francis H. Cabot
Thomas J. Devine
Frances C. Fosburgh
John Goelet
Francis Goelet, Trustee
f/b/o Philip Goelet
Francis Goelet, Trustee
f/b/o Christopher Goelet
Francis Goelet, Trustee
f/b/o Thomas Goelet
Greenstreet & Co.
Herrick K. Lidstone
Stanley Livingston, Jr. and
Martha S. N. Livingston, Trustees
U/T/A 7/3/69 ("Livingston Trustees")
John Macomber
Evelyn B. Messner
Edward P. Morgan
George Putnam
David D. Ryus
J. Walter Severinghaus
Frank S. Streeter
Henry S. Streeter
John Train
Elizabeth M. Webster
George R. Webster
Vincent West, Trustee
Warwick Land Co.
Charles Gilman, Jr.
Francis Goelet
David M. Solinger


Notary Public

HENRY D. BABCOCK, JR.
Notary Public, State of New York
No. 80-5185875
Qualified in Nassau County
Cert. Filed in New York County
Commission Expires March 30, 1972

THE IDAHO COMPANY

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned make, constitute and appoint FRANCIS H. CABOT, THOMAS J. DEVINE and JOHN TRAIN, or any of them, General Partners of THE IDAHO COMPANY, the true and lawful attorney for the undersigned, and in the name, place and stead of the undersigned, to make, execute, sign, acknowledge and file in appropriate recording offices in the State of Idaho and/or, at the discretion of the said attorneys, in any other jurisdiction, one or more Certificates of Limited Partnership for and on behalf of THE IDAHO COMPANY under the appropriate law, and such certificates of amendment as the said attorneys may deem necessary or advisable and to include therein all information required by law, and also to make, execute, sign, acknowledge and file such certificates of conducting business under an assumed name, as required by the laws of the State of Idaho or of any other jurisdiction.

WITNESS the hands and seals of the undersigned this 28th day of December, 1971.

Francis Cabot L.S.

L.S.

STATE OF _____)
COUNTY OF _____) ss:

On this 28th day of December, 1971, before me personally came Francis Golet to me known and known to me to be one of the individuals described in, and who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.

Thomas P. Hayden
Notary Public

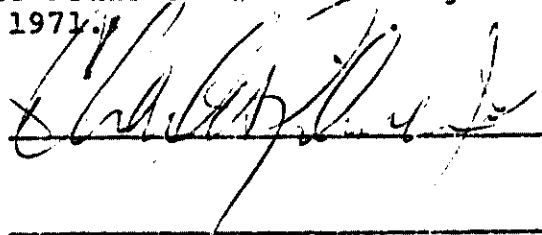
THOMAS P. HAYDEN
NOTARY PUBLIC, State of New York
No. 24-9820006
Qualified in Kings County
Certificate Filed in New York County
Commission Expires March 30, 1972

THE IDAHO COMPANY

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned make, constitute and appoint FRANCIS H. CABOT, THOMAS J. DEVINE and JOHN TRAIN, or any of them, General Partners of THE IDAHO COMPANY, the true and lawful attorney for the undersigned, and in the name, place and stead of the undersigned, to make, execute, sign, acknowledge and file in appropriate recording offices in the State of Idaho and/or, at the discretion of the said attorneys, in any other jurisdiction, one or more Certificates of Limited Partnership for and on behalf of THE IDAHO COMPANY under the appropriate law, and such certificates of amendment as the said attorneys may deem necessary or advisable, and to include therein all information required by law, and also to make, execute, sign, acknowledge and file such certificates of conducting business under an assumed name, as required by the laws of the State of Idaho or of any other jurisdiction.

WITNESS the hands and seals of the undersigned this
16th day of December, 1971.



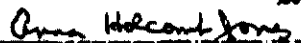
L.S.

L.S.

STATE OF New York)
) ss:
COUNTY OF New York)

On this 16th day of December, 1971, before me personally came Charles Hilman Jr. to me known and known to me to be one of the individuals described in, and who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.

ANNA HOLCOMB
Notary Public
No. 6
Qualified In
Commission Expires



Notary Public

POWER OF ATTORNEY

WITNESS the hands and seals of the undersigned this
15th day of December, 1971.

X Harold G. Smith L.S.

L.S.

On this 15th day of December, 1971, before me personally came David M. Solinger, to me known and known to me to be one of the individuals described in, and who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.

John C. Moss
Notary Public

Dated Dec 30 1971

By Debra Dubach
Deputy

JOHN C. GROSZ
Notary Public, State of New York
No. 81-1500970
Qualified in New York County
Commission Expires March 30, 1973

Figure 1

OF

OF

[illegible]

STATE OF NEW YORK)
) ss. :
COUNTY OF NEW YORK)

We, the undersigned, desiring to amend the Certificate of Limited Partnership of The Idaho Company (the "Partnership") as heretofore amended by the Amending Certificate filed in the offices of the County Clerks of Bonneville and Clark Counties, Idaho on December 30, 1971, and being desirous both to correct the Amending Certificate and to reflect the substitution of a limited partner and being severally duly sworn, do hereby certify as follows:

1. Francis H. Cabot acknowledges that the limited partnership interest listed in the Original Certificate of Limited Partnership of the Partnership as being held by him for his own account has been held by him in trust for his son, Francis Colin Cabot. As of May 15, 1972 Francis Colin Cabot terminated the trust under which the above-mentioned limited partnership interest was held, and, consequently:

Paragraph 4 of the Original Certificate of Limited Partnership of the Partnership is hereby amended by substituting "Francis Colin Cabot" for "Francis H. Cabot" in the table listing the names of the limited partners of the Partnership.

2. The Amending Certificate filed on December 30, 1971 is hereby corrected as follows:

(a) In the table set forth in paragraph 2 containing the amount of cash contributed to the Partnership by and the share of the net profits or other compensation by way of income which each limited partner shall receive by reason of his contribution, the Philip Goelet Trust, the Christopher Goelet Trust and the Thomas Goelet Trust each was incorrectly listed as having made a cash contribution of \$100,000 and having a 2.0000 percentage share in the net profits or other compensation from the Partnership, and Mr. F. Goelet was incorrectly listed as having made a cash contribution of \$150,000 and having a 3.0000 percentage share in the net profits or other compensation from the Partnership. The amounts of cash contributed and the percentage shares of net profits or other compensation for the above-mentioned persons are hereby corrected to read as follows:

<u>Name of Limited Partner</u>	<u>Amount of Cash Contribution</u>	<u>Percentage Share of Net Profits or Other Compensation</u>
Philip Goelet Trust	\$125,000	2.5000
Christopher Goelet Trust	\$125,000	2.5000
Thomas Goelet	\$125,000	2.5000
Mr. F. Goelet	\$ 75,000	1.5000

GENERAL PARTNERS

William E. Anderson, II
 William H. Anderson
 Francis H. Cabot
 Thomas J. Devine
 John Train

By 
 Thomas J. Devine, individually
 and as attorney-in-fact

LIMITED PARTNERS

William H. Anderson
Francis Colin Cabot, as substituted
Thomas J. Devine limited partner
Frances C. Fosburgh
John Goelet
Francis Goelet, Trustee
f/b/o Philip Goelet
Francis Goelet, Trustee
f/b/o Christopher Goelet
Francis Goelet, Trustee
f/b/o Thomas Goelet
Greenstreet & Co.
Herrick K. Lidstone
Stanley Livingston, Jr. and
Martha S.N. Livingston, Trustees
U/T/A 7/3/69 ("Livingston Trustees")
John Macomber
Evelyn B. Messner
Edward P. Morgan
George Putnam
David D. Ryus
J. Walter Severinghaus
Frank S. Streeter
Henry S. Streeter
John Train
Elizabeth M. Webster
George R. Webster
Vincent West, Trustee
Warwick Land Co.
Charles Gilman, Jr.
Francis Goelet
David M. Solinger
Francis H. Cabot, as transferring limited
partner

By 
Thomas J. Devine, individually
and as attorney-in-fact

STATE OF NEW YORK)
)ss.:
COUNTY OF NEW YORK)

On this *29th* day of June, 1972, before me personally appeared Thomas J. Devine, to me known and known to me to be the individual and the attorney-in-fact of the individuals hereinafter described and who, by said attorney-in-fact, executed the foregoing instrument, and he duly acknowledged that he executed the foregoing instrument as his own act and deed and as the act and deed of said individuals and company for the purposes thereof maintained by virtue of powers of attorney, duly executed by said individuals and company in favor of FRANCIS H. CABOT, THOMAS J. DEVINE and JOHN TRAIN, or any of them, the originals of the powers of attorney for the said individuals listed below as general and limited partners are annexed hereto and made a part hereof.

AS GENERAL PARTNERS

William E. Anderson, II
William H. Anderson
Francis H. Cabot
Thomas J. Devine
John Train

AS LIMITED PARTNERS

William H. Anderson
Francis Colin Cabot
Thomas J. Devine
Frances C. Fosburgh
John Goelet
Francis Goelet, Trustee
f/b/o Philip Goelet
Francis Goelet, Trustee
f/b/o Christopher Goelet
Francis Goelet, Trustee
f/b/o Thomas Goelet
Greenstreet & Co.
Herrick K. Lidstone
Stanley Livingston, Jr. and
Martha S.N. Livingston, Trustees
U/T/A 7/3/69 ("Livingston Trustees")

John Macomber
 Evelyn B. Messner
 Edward P. Morgan
 George Putnam
 David D. Ryus
 J. Walter Severinghaus
 Frank S. Streeter
 Henry S. Streeter
 John Train
 Elizabeth M. Webster
 George R. Webster
 Vincent West, Trustee
 Warwick Land Co.
 Charles Gilman, Jr.
 Francis Goelet
 David M. Solinger
 Francis H. Cabot

Alice M. Wolf
 Notary Public

ALICE M. WOLF
 Notary Public, State of New York
 No. 60-4322290
 Qualified in Westchester County
 Certificate filed in New York County
 Commission Expires March 30, 1973

STATE OF IDAHO }
 COUNTY OF CLARK } SS.

I hereby certify that the foregoing instrument is a full, true and correct copy of the original on file in the office of the undersigned County Recorder of Clark County, Idaho. **INSTRUMENT NO 28778**
 Given under my hand and seal at my office in Dubois, Idaho, this 22 day of Dec, 1967.

R. RHULE LEONARDSON

BY *[Signature]*
 Recorder
 Deputy Recorder

28778

Filed for record at the request
 of J. D. [Signature]
 at 5:30 Minutes past 5
 O'clock P. M., this 22
 day of Jan, 1972
 and Recorded in Book 1
 at 1 Page

Records of Clark County,
 State of Idaho.
[Signature]
 Recorder
 BY *[Signature]*
 Deputy

The Idaho Co.
345 Park Ave
Room 4100
10012
New York, NY

Mail
 Recording
 to
 28778

CERTIFICATE AMENDING AND RESTATING

THE

CERTIFICATE OF LIMITED PARTNERSHIP

OF

THE IDAHO COMPANY

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

We, the undersigned, desiring to amend further the Certificate of Limited Partnership (the "Certificate") of The Idaho Company (the "Partnership") filed in the offices of the County Clerks of Bonneville and Clark Counties, Idaho on March 6, 1970 and March 9, 1970, respectively, as heretofore amended by the Amending Certificate (the "1971 Amending Certificate") filed in the offices of the County Clerks of Bonneville and Clark Counties, Idaho on December 30, 1971 and by Amending Certificate No. 2 filed in the offices of the County Clerks of Bonneville and Clark Counties, Idaho on July 3, 1972 and July 5, 1972, respectively, and being severally duly sworn, do hereby certify as follows:

A. (1) William H. Anderson acknowledges that 50% of the limited partnership interest listed in the Certificate as being held by him for his own account, was acquired and has been held by him since the organization of the Partnership for the account of William E. Anderson, II, and that William E. Anderson, II has made 50% of all capital contributions heretofore credited to William H. Anderson's partner's account.

(2) Herrick K. Lidstone acknowledges that the limited partnership interest listed in the 1971 Amending Certificate as being held by him for his own account, was acquired and has been held by him since the organization of the Partnership for the

following-named persons, who have contributed to the capital of the Partnership the amounts set forth opposite their names:

<u>Name</u>	<u>Amount of Cash Contribution</u>
Hyman L. Battle, Jr.	\$ 7,812.50
Charles W. Chatfield	25,000.00
Charles L. Jaffin	7,812.50
Herrick K. Lidstone	<u>12,500.00</u>
TOTAL	\$53,125.00

Accordingly Paragraph 4 of the Certificate is hereby amended by adding to the table listing the names of the limited partners of the Partnership the names William E. Anderson II, Hyman L. Battle, Jr., Charles W. Chatfield and Charles L. Jaffin.

B. Sub-paragraph 6(a) of the Certificate, which lists the amount of cash contributed to the Partnership by each limited partner and the minimum share of the net profits or other compensation by way of income which each limited partner shall receive by reason of his contribution, is hereby deleted, and the following new Sub-paragraph 6(a) is substituted in lieu thereof:

"6.(a) The amount of the cash contributed to the limited partnership by each limited partner and the minimum share of the net profits or other compensation by way of income which each limited partner shall receive by reason of his contribution are as follows:

<u>Name of Limited Partner</u>	<u>Amount of Cash Contribution</u>	<u>Minimum Percentage Share of Net Profits or other Compensation</u>
William H. Anderson	\$ 12,500	0.25%
William E. Anderson, II	12,500	0.25
Hyman L. Battle, Jr.	7,812.50	0.15625

<u>Name of Limited Partner</u>	<u>Amount of Cash Contribution</u>	<u>Minimum Percentage Share of Net Profits or Other Compensation</u>
Francis Colin Cabot	\$ 12,500	0.25 %
Charles W. Chatfield	25,000	0.50
Thomas J. Devine	12,500	0.25
Frances C. Fosburgh	50,000	1.00
Charles Gilman, Jr.	21,000	0.42
Francis Goelet	75,000	1.50
Francis Goelet, Trustee f/b/o Philip Goelet	125,000	2.50
Francis Goelet, Trustee f/b/o Christopher Goelet	125,000	2.50
Francis Goelet, Trustee f/b/o Thomas Goelet	125,000	2.50
John Goelet	300,000	6.00
Greenstreet & Co.	125,000	2.50
Charles L. Jaffin	7,812.50	0.15625
Herrick K. Lidstone	12,500	0.25
Stanley Livingston, Jr. and Martha S.N. Livingston, Trustees U/T/A 7/3/69	200,000	4.00
John Macomber	100,000	2.00
Evelyn B. Messner	50,000	1.00
Edward P. Morgan	100,000	2.00
George Putnam	62,500	1.25
David D. Ryus	50,000	1.00
J. Walter Severinghaus	125,000	2.50
David M. Solinger	42,000	0.84
Frank S. Streeter	62,500	1.25
Henry S. Streeter	62,500	1.25
John Train	12,500	0.25
Elizabeth M. Webster	125,000	2.50
George R. Webster	62,500	1.25
Vincent West, Trustee	150,000	3.00
Warwick Land Co.	100,000	2.00
TOTAL:	\$ 2,353,125	47.0725 % "

C. Since all future contributions to the capital of the Partnership provided for in Sub-paragraph 6(b) of the Certificate were in fact made, Article 6(b) of the Certificate is hereby deleted, and new Sub-paragraph 6(b) is substituted in lieu thereof:

"(b) Each of the limited partners has agreed to make additional contributions ("Overcalls") upon written notice from the general partners up to, but not exceeding, 20% of the amount of his cash contributions as set forth in Sub-paragraph 6(a) above, but not exceeding 10% in any calendar year."

D. To reflect the foregoing and to consolidate the Certificate, the 1971 Amending Certificate, Amending Certificate No. 2 and this Amending and Restating Certificate, the Certificate of Limited Partnership of the Partnership is hereby restated as follows:

CERTIFICATE OF LIMITED PARTNERSHIP

OF

THE IDAHO COMPANY

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

We, the undersigned, being desirous of forming a limited partnership pursuant to the laws of the State of Idaho and being severally duly sworn, do certify as follows:

1. The name of the limited partnership is "The Idaho Company".

2. (a) The character of the business of the limited partnership shall be the acquisition and exploitation of certain real and personal properties located within and/or without the State of Idaho.

(b) Any person dealing with the limited partnership or its properties shall be entitled to rely fully on any deed, mortgage, bill of sale, contract, note or other written instrument signed by the general partners, or by any two of them, in the name and/or on behalf of the limited partnership.

3. The principal place of business of the limited partnership in the State of Idaho is 357 C Street, Idaho Falls, Idaho. The limited partnership may have such other offices in or out of the State of Idaho as the general partners may determine.

4. The name and place of residence of each general partner of the limited partnership is as follows:

<u>Name</u>	<u>Residence Address</u>
William E. Anderson, II	Park Taylor Road Idaho Falls, Idaho
William H. Anderson	Park Taylor Road Idaho Falls, Idaho
Francis H. Cabot	1107 Fifth Avenue New York, New York
Thomas J. Devine	703 Midland National Bank Building Midland, Texas
John Train	770 Park Avenue New York, New York

The name and place of residence of each limited partner of the partnership is as follows:

<u>Name</u>	<u>Place of Residence</u>
William E. Anderson, II	Park Taylor Road Idaho Falls, Idaho

<u>Name</u>	<u>Place of Residence</u>
William H. Anderson	Park Taylor Road Idaho Falls, Idaho
Hyman L. Battle, Jr.	860 U.N. Plaza New York, New York
Francis Colin Cabot	1107 Fifth Avenue New York, New York
Charles W. Chatfield	16 Hay Road Belmont Centre, Massachusetts
Thomas J. Devine	703 Midland National Bank Building Midland, Texas
Frances C. Fosburgh	Mianus Road Bedford, New York
Charles Gilman, Jr.	214 East 61st Street New York, New York
Francis Goelet	16 Sutton Square New York, New York
Francis Goelet, Trustee f/b/o Philip Goelet ("Philip Goelet Trust")	425 Park Avenue New York, New York
Francis Goelet, Trustee f/b/o Christopher Goelet ("Christopher Goelet Trust")	425 Park Avenue New York, New York
Francis Goelet, Trustee f/b/o Thomas Goelet ("Thomas Goelet Trust")	425 Park Avenue New York, New York
John Goelet	Sandricourt, par Ambloinvillle Oise, France
Greenstreet & Co.	110 West 51st Street New York, New York
Herrick K. Lidstone	260 Highbrook Avenue Pelham, New York

<u>Name</u>	<u>Place of Residence</u>
Charles L. Jaffin	522 Rosedale Road Princeton, New Jersey
Stanley Livingston, Jr. and Martha S.N. Livingston, Trustees U/T/A 7/3/69 ("Livingston Trustees")	315 Turks Head Building Providence, Rhode Island
John Macomber	1185 Park Avenue New York, New York
Evelyn B. Messner	28 Station Plaza Great Neck, New York
Edward P. Morgan	4507 Crest Lane McLean, Virginia
George Putnam	Procter Street Manchester, Massachusetts
David D. Ryus	755 Park Avenue New York, New York
J. Walter Severinghaus	38 Lockwood Road Scarsdale, New York
David M. Solinger	33 East 70th Street New York, New York
Frank S. Streeter	141 East 72nd Street New York, New York
Henry S. Streeter	Old Farm Wenham, Massachusetts
John Train	770 Park Avenue New York, New York
Elizabeth M. Webster	Mountain View Road Princeton, New Jersey
George R. Webster	Mountain View Road Princeton, New Jersey

<u>Name</u>	<u>Place of Residence</u>
Vincent West, Trustee	44 Barkers Point Road Sands Point, New York
Warwick Land Co.	50 South Main Street Providence, Rhode Island

5. The term of the limited partnership, which is the continuation of a general partnership of which the general partners were the sole partners, shall commence on the day upon which the Certificate of Limited Partnership is duly filed (but as and from January 1, 1969, the beginning of the current year of said general partnership) and shall continue until the business of the partnership shall have terminated.

6. (a) The amount of the cash contributed to the limited partnership by each limited partner and the minimum share of the net profits or other compensation by way of income which each limited partner shall receive by reason of his contribution are as follows:

<u>Name of Limited Partner</u>	<u>Amount of Cash Contribution</u>	<u>Minimum Percentage Share of Net Profits or Other Compensation</u>
William H. Anderson	\$ 12,500	0.25 %
William E. Anderson	12,500	0.25
Hyman L. Battle, Jr.	7,812.50	0.15625
Francis Colin Cabot	12,500	0.25
Charles W. Chatfield	25,000	0.50
Thomas J. Devine	12,500	0.25
Frances C. Fosburgh	50,000	1.00
Charles Gilman, Jr.	21,000	0.42
Francis Goelet	75,000	1.50
Francis Goelet, Trustee f/b/o Philip Goelet	125,000	2.50
Francis Goelet, Trustee f/b/o Christopher Goelet	125,000	2.50
Francis Goelet, Trustee f/b/o Thomas Goelet	125,000	2.50

<u>Name of Limited Partner</u>	<u>Amount of Cash Contribution</u>	<u>Minimum Percentage Share of Net Profits or Other Compensation</u>
John Goelet	\$ 300,000	6.00 %
Greenstreet & Co.	125,000	2.50
Charles L. Jaffin	7,812.50	0.15625
Herrick K. Lidstone	12,500	0.25
Stanley Livingston, Jr. and Martha S.N. Livingston, Trustees U/T/A 7/3/69	200,000	4.00
John Macomber	100,000	2.00
Evelyn B. Messner	50,000	1.00
Edward P. Morgan	100,000	2.00
George Putnam	62,500	1.25
David D. Ryus	50,000	1.00
J. Walter Severinghaus	125,000	2.50
David M. Solinger	42,000	0.84
Frank S. Streeter	62,500	1.25
Henry S. Streeter	62,500	1.25
John Train	12,500	0.25
Elizabeth M. Webster	125,000	2.50
George R. Webster	62,500	1.25
Vincent West, Trustee	150,000	3.00
Warwick Land Co.	100,000	2.00
TOTAL:	\$ 2,353,125	47.0725 %

6. (b) Each of the limited partners has agreed to make additional contributions ("Overcalls") upon written notice from the general partners up to, but not exceeding, 20% of the amount of his cash contributions as set forth in Sub-paragraph 6(a) above, but not exceeding 10% in any calendar year.

7. After reduction for losses and distributions theretofore made, the contributions of each limited partner shall be returned to him upon the termination of the limited partnership and the abandonment of further intention of exploiting the properties of the partnership. If any sum by way of repayment of contributions or distribution of net profits or any other distributions shall have been paid prior or subsequent to the termination of the limited partnership, and at any time subsequent

to such payment there shall be any unpaid debts, taxes, liabilities or obligations of the limited partnership, and the limited partnership shall not have sufficient assets to meet them, then each limited and each general partner shall be obligated to repay proportionately any profits theretofore distributed to them on a last-in-first-out basis, and if the repayments of such distributed profits shall be insufficient, each general and each limited partner shall return distributions of capital or other distributions which may have been paid to them, such return by the general and limited partners to be made on a last-in-first-out basis in proportion to the amounts of capital and other distributions which may have been paid to them.

8. No assignee of a limited partner shall become, or have the right to become, a substituted limited partner in the place of his assignor except upon the consent of a general partner.

9. No limited partner shall have any priority over other limited partners as to contributions or as to compensation by way of income.

10. The limited partnership shall terminate upon the death, insanity or retirement of a general partner.

11. Unless agreed to in writing by all of the general and limited partners, no limited partners shall have any right to demand or receive property other than cash in return for his contributions.

GENERAL PARTNERS

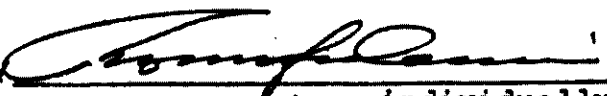
William E. Anderson, II
William H. Anderson
Francis H. Cabot
Thomas J. Devine
John Train

By 

Thomas J. Devine, individually
and as attorney-in-fact

LIMITED PARTNERS

William E. Anderson, II
William H. Anderson
Hyman L. Battle, Jr.
Francis Colin Cabot
Charles W. Chatfield
Thomas J. Devine
Frances C. Fosburgh
Charles Gilman, Jr.
Francis Goelet
Francis Goelet, Trustee
f/b/o Philip Goelet
Francis Goelet, Trustee
f/b/o Christopher Goelet
Francis Goelet, Trustee
f/b/o Thomas Goelet
John Goelet
Greenstreet & Co.
Charles L. Jaffin
Herrick K. Lidstone
Stanley Livingston, Jr. and
Martha S.N. Livingston, Trustees
U/T/A 7/3/69 ("Livingston Trustees")
John Macomber
Evelyn B. Messner
Edward P. Morgan
George Putnam
David D. Ryus
J. Walter Severinghaus
David M. Solinger
Frank S. Streeter
Henry S. Streeter
John Train
Elizabeth M. Webster
George R. Webster
Vincent West, Trustee
Warwick Land Co.

By 
Thomas J. Devine, individually
and as attorney-in-fact

STATE OF NEW YORK)
)ss.:
COUNTY OF NEW YORK)

On this *19th* day of *September*, 1972, before me personally appeared THOMAS J. DEVINE, to me known and known to me to be the individual and the attorney-in-fact of the individuals hereinafter described and who, by said attorney-in-fact, executed the foregoing instrument, and he duly acknowledged that he executed the foregoing instrument as his own act and deed and as the act and deed of said individuals and company for the purposes thereof maintained by virtue of powers of attorney, duly executed by said individuals and company in favor of FRANCIS H. CABOT, THOMAS J. DEVINE and JOHN TRAIN, or any of them, the originals of the powers of attorney for the said individuals listed below as general and limited partners are annexed hereto and made a part hereof.

AS GENERAL PARTNERS

William E. Anderson, II
William H. Anderson
Francis H. Cabot
Thomas J. Devine
John Train

AS LIMITED PARTNERS

William E. Anderson, II
William H. Anderson
Hyman L. Battle, Jr.
Francis Colin Cabot
Charles W. Chatfield
Thomas J. Devine
Frances C. Fosburgh
Charles Gilman, Jr.
Francis Goelet
Francis Goelet, Trustee
f/b/o Philip Goelet
Francis Goelet, Trustee
f/b/o Christopher Goelet
Francis Goelet, Trustee
f/b/o Thomas Goelet
John Goelet

Greenstreet & Co.
 Charles L. Jaffin
 Herrick K. Lidstone
 Stanley Livingston, Jr. and
 Martha S.N. Livingston, Trustees
 U/T/A 7/3/69 ("Livingston Trustees")
 John Macomber
 Evelyn B. Messner
 Edward P. Morgan
 George Putnam
 David D. Ryus
 J. Walter Severinghaus
 David M. Solinger
 Frank S. Streeter
 Henry S. Streeter
 John Train
 Elizabeth M. Webster
 George R. Webster
 Vincent West, Trustee
 Warwick Land Co.

[Seal]

Alice M. Wolf
 Notary Public
 ALICE M. WOLF
 Notary Public, State of New York
 No. 60-432290
 Qualified in Westchester County
 Certificate filed in New York County
 Commission Expires March 30, 1973

STATE OF IDAHO }
 COUNTY OF CLARK } SS.

I hereby certify that the foregoing instrument is a full, true and correct copy of the original on file in the office of the undersigned County Recorder of Clark County, Idaho. INSTRUMENT NO 28896

Given under my hand and seal at my office in Dubois, Idaho, this 27 day of Dec, 1967.

R. RHULE LEONARDSON

BY *[Signature]* Recorder
 Deputy Recorder

28896

Filed for record at the request
 of T. L. Davine
 at 30 Minutes past 4
 O'clock P. M., this 25
 day of Sept, 1972
 and Recorded in Book _____
 of _____ Page _____

Records of Clark County,
 State of Idaho.

BY *[Signature]* Recorder
 Deputy

AMENDING CERTIFICATE NO. 4
OF
THE CERTIFICATE OF LIMITED PARTNERSHIP
OF
THE IDAHO COMPANY

29269

FILED FOR RECORD AT 15 MINUTES past
9 O'CLOCK — on the 24th day of
May 1928 AND RECORDED AS
MICROFILM NO. 29269
RECORDS OF BLAINE COUNTY, IDAHO
[Signature]
[Signature]
FOR FILE RECORDS BOOK 112

5-21 73

[Signature]

AMENDING CERTIFICATE NO. 4
OF
THE CERTIFICATE OF LIMITED PARTNERSHIP
OF
THE IDAHO COMPANY

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

We, the undersigned, desiring further to amend the Certificate of Limited Partnership of The Idaho Company (the "Partnership") as heretofore amended and restated by the Amending and Restating Certificate filed in the offices of the County Clerks of Bonneville and Clark Counties, Idaho on September 22, 1972 and September 25, 1972, respectively, (the "Certificate") and being severally duly sworn, do hereby certify as follows:

1. Evelyn B. Messner, a limited partner having an original interest of 1.00% in the net profits or other compensation of the Partnership, has assigned, as of January 1, 1973, all of her interest as a limited partner to the following persons in the following percentage amounts:

<u>Assignee</u>	<u>Percentage Interest in the Net Profits and Other Compensation of the Partnership Assigned</u>
Robert Messner	0.50%
Warren S. Messner	0.50%

2. Article 4 of the Certificate, which lists the names and places of residence of the general and limited partners, is hereby amended (a) by deleting from the list of limited partners the name "Evelyn B. Messner" and (b) by adding at the end of the list of limited partners the following-named persons, together with their places of residence:

"Robert Messner
Apartment M-10
One Washington Square Village
New York, New York 10012

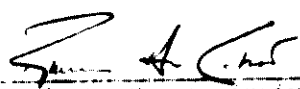
Warren S. Messner
12 Donna Drive
Upper Brookville
Oyster Bay, New York 11771".

3. In sub-paragraph 6(a) of the Certificate, which lists the amount of cash contributed to the Partnership by each limited partner and the minimum share of the net profits or other compensation by way of income which each limited partner shall receive by reason of his contribution, the name "Evelyn B. Messner" and the amount of cash contributed by her "\$50,000" are hereby deleted and the following names and amounts of cash contributed are hereby added:

"Robert Messner	\$25,000
Warren S. Messner	\$25,000".

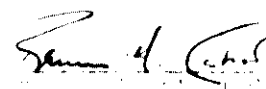
GENERAL PARTNERS

William E. Anderson, II
William H. Anderson
Francis H. Cabot
Thomas J. Devine
John Train

By 
Francis H. Cabot, individually
and as attorney-in-fact

LIMITED PARTNERS

William E. Anderson, II
William H. Anderson
Hyman L. Rattle, Jr.
Francis Colin Cabot
Charles W. Chatfield
Thomas J. Devine
Frances C. Fosburgh
Charles Gilman, Jr.
Francis Goelet
Francis Goelet, Trustee
f/b/o Philip Goelet
Francis Goelet, Trustee
f/b/o Christopher Goelet
Francis Goelet, Trustee
f/b/o Thomas Goelet
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Stanley Livingston, Jr. and
Martha S. N. Livingston, Trustees
U/T/A 7/3/69 ("Livingston Trustees")
John Macomber
Robert Messner
Warren S. Messner
Edward P. Morgan
George Putnam
David D. Ryus
J. Walter Severinghaus
David H. Solinger
Frank S. Streeter
Henry S. Streeter
John Train
Elizabeth M. Webster
George R. Webster
Vincent West, Trustee
Warwick Land Co.

By 

and an attorney-in-fact

WITHDRAWING LIMITED PARTNER

Evelyn B. Messner

By Francis H. Cabot
Francis H. Cabot, individually
and as attorney-in-fact

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 30th day of April, 1973, before me personally appeared FRANCIS H. CABOT, to me known and known to me to be the individual and the attorney-in-fact of the persons herein-after described and who, by said attorney-in-fact, executed the foregoing instrument, and he duly acknowledged that he executed the foregoing instrument as his own act and deed and as the act and deed of said persons for the purposes thereof maintained by virtue of powers of attorney, duly executed by said persons in favor of FRANCIS H. CABOT, THOMAS J. DEVINE and JOHN TRAIN, or any of them. The originals of the powers of attorney for the said persons listed below as general and limited partners are annexed hereto and made a part hereof.

AS GENERAL PARTNERS

William E. Anderson, II
William H. Anderson
Francis H. Cabot
Thomas J. Devine
John Train

AS LIMITED PARTNERS

William E. Anderson, II
William H. Anderson
Hyman L. Battle, Jr.
Francis Colin Cabot
Charles W. Chatfield
Thomas J. Devine
Frances C. Fosburgh
Charles Gilman, Jr.
Francis Goelet
Francis Goelet, Trustee
f/b/o Philip Goelet
Francis Goelet, Trustee
f/b/o Christopher Goelet
Francis Goelet, Trustee
f/b/o Thomas Goelet

John Goelet
Greenstreet & Co.
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J. Walter Severinghaus
David M. Solinger
Frank S. Streeter
Henry S. Streeter
John Train
Elizabeth M. Webster
George R. Webster
Vincent West, Trustee
Warwick Land Co.

AS WITHDRAWING LIMITED PARTNER

Evelyn B. Messner

Barbara McC. Sloan
Notary Public

BARBARA McC. SLOAN
Notary Public, State of New York
No. 313706458
Qualified in New York County
Commission Expires March 10, 1976

THE IDAHO COMPANY

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned make, constitute and appoint FRANCIS H. CABOT, THOMAS J. DEVINE and JOHN TRAIN, or any of them, General Partners of THE IDAHO COMPANY, the true and lawful attorney for the undersigned, and in the name, place and stead of the undersigned, to make, execute, sign, acknowledge and file in appropriate recording offices in the State of Idaho and/or, at the discretion of the said attorneys, in any other jurisdiction, one or more Certificates of Limited Partnership for and on behalf of THE IDAHO COMPANY under the appropriate law, and such certificates of amendment as the said attorneys may deem necessary or advisable, and to include therein all information required by law, and also to make, execute, sign, acknowledge and file such certificates of conducting business under an assumed name, as required by the laws of the State of Idaho or of any other jurisdiction.

WITNESS the hands and seals of the undersigned this
10 day of April, 1973

Evelyn B. Messner L.S.

L.S.

STATE OF New York)
COUNTY OF New York) ss:

On this 10th day of April, 1973 before me personally came Evelyn B. Messner to me known and known to me to be one of the individuals described in, and who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.

STATE OF IDAHO }
COUNTY OF CLARK } ss.

I hereby certify that the foregoing instrument is a full, true and correct copy of the original on file in the office of the undersigned County Recorder of Clark County, Idaho. INSTRUMENT NO. 29269
Given under my hand and seal at my office in Dubois, Idaho, this 22 day of Dec., 1972

R. EMULE LEONARDSON

BY [Signature]
County Recorder

[Signature]
Notary Public
HENRY G. BARON, JR.
Notary Public, State of New York
No. 50-810075
Qualified in Nassau County
Cert. Filed in New York County
Commission Expires March 30, 1974