

SECOND AMENDED CERTIFICATE OF LIMITED PARTNERSHIP OF
RILEY CREEK LODGE
JUL 6 3 06 PM '82
SECRETARY OF STATE

1. This Second Amended Certificate of Limited Partnership is made and executed pursuant to the laws of the State of Idaho and shall operate to amend the previous Amended Certificate of Limited Partnership of Riley Creek Lodge only to the extent explicitly set out below.

2. WHEREAS, Limited Partner Ben D. McCollum desires to transfer his one (1) unit of interest previously subscribed to Limited Partner J. R. Simplot Company; and

WHEREAS, all members of this Partnership are agreeable to the transfer of this one (1) unit of interest to Limited Partner J. R. Simplot Company;

3. WHEREAS, all members of this Partnership are desirous of having this Partnership continue in full force and effect upon the death or resignation of the General Partner;

NOW, THEREFORE, the Amended Certificate of Limited Partnership of Riley Creek Lodge shall be further amended as follows:

"EXHIBIT A to the Certificate of Limited Partnership of Riley Creek Lodge shall be amended in accordance with Exhibit A attached to this Second Amended Certificate of Limited Partnership of Riley Creek Lodge and shall be substituted for Exhibit A of the Certificate of Limited Partnership for Riley Creek Lodge."

Paragraph V of the Amended Certificate shall be amended to now read as follows:

"V - NAMES AND ADDRESS OF THE GENERAL AND LIMITED PARTNERS:

(A) The names and addresses of the General Partners are as follows:

General Partner:

Robert E. Whipkey
604 South Owyhee
Boise, Idaho 83705

Successor General Partner: Scott R. Simplot
P.O. Box 27
Boise, Idaho 83707

(B) The names and places of residence of each Limited Partner are as set forth in Exhibit A attached hereto and made a part hereof."

Paragraph XXII of the Amended Certificate shall be amended to now read as follows:

"XXII - SUCCESSOR GENERAL PARTNER: Successor General Partner, as designated in Paragraph V, shall not be required to be active in any way in the managing role as General Partner, until the occurrence of one of the following: In the event of the death, resignation, removal, bankruptcy or appointment of a receiver of or for the General Partner, then the General Partner's duties and obligations as herein contained shall be undertaken and fulfilled by Successor General Partner, who shall continue in his place and stead with all the rights, powers and duties of the General Partner as provided in this Agreement."

IN WITNESS WHEREOF, the General Partners and all of the Limited Partners, including substituted and assigning partners, have executed this Second Amended Certificate of Limited Partnership on the dates indicated opposite the individual signatures.

DATED: 6 - 16 - 82

By Scott R. Simplot
GENERAL PARTNER

DATED: May 27, 1982

By Scott R. Simplot
SUCCESSOR GENERAL PARTNER

LIMITED PARTNERS

DATED: May 27, 1982

Scott R. Simplot
Scott R. Simplot

DATED: 6-2-82

John M. Dahl
John M. Dahl

DATED: June 1, 1982

A. Dale Dunn
A. Dale Dunn

DATED: June 14, 1982

Ben D. McCollum
Ben D. McCollum

DATED: June 28, 1982

Jack E. Morgan
Jack E. Morgan

INLAND TERMINAL WAREHOUSE
COMPANY

DATED: June 16, 1982

By Gordon C. Smith
Its VICE PRESIDENT

ATTEST:

Ronald D. Grooms
Secretary

M. L. INVESTMENT COMPANY

DATED: June 7, 1982

By Jim Simplot
Its PRESIDENT

ATTEST:

Ronald D. Grooms
Secretary

J. R. SIMPLOT COMPANY

DATED: May 27, 1982

By [Signature]
Its EXECUTIVE VICE PRESIDENT

ATTEST:

Ronald D. Grooms
Secretary

STATE OF IDAHO)
)
COUNTY OF ADA)

On this 16th of June, 1982, before me, a Notary Public in and for said State, personally appeared Robert E. Whipkey, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that said person executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Laurel J. Walker
Notary Public for Idaho
Residing at Boise, Idaho

STATE OF IDAHO)
)
COUNTY OF ADA)

On this 27th of May, 1982, before me, a Notary Public in and for said State, personally appeared Scott R. Simplot, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that said person executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Laurel J. Walker
Notary Public for Idaho
Residing at Boise, Idaho

STATE OF IDAHO)
)
COUNTY OF ADA)

On this 2ND of June, 1982, before me, a Notary Public in and for said State, personally appeared John M. Dahl, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that said person executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Laurel J. Walker
Notary Public for Idaho
Residing at Boise, Idaho

STATE OF IDAHO)
)
COUNTY OF ADA)

On this 1st of June, 1982, before me, a Notary Public in and for said State, personally appeared A. Dale Dunn, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that said person executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Laurel J. Walker
Notary Public for Idaho
Residing at Boise, Idaho

STATE OF IDAHO)
)
COUNTY OF BANNOCK)

On this 14th of June, 1982, before me, a Notary Public in and for said State, personally appeared Ben D. McCollum, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that said person executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Carol Lisk
Notary Public for Idaho
Residing at:

STATE OF IDAHO)
)
COUNTY OF ADA)

On this 28th of June, 1982, before me, a Notary Public in and for said State, personally appeared Jack E. Morgan, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that said person executed the same.

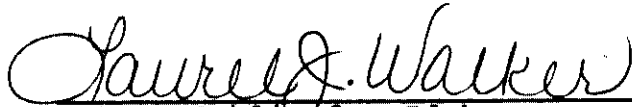
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Laurel J. Walker
Notary Public for Idaho
Residing at Boise, Idaho

STATE OF IDAHO)
) ss
COUNTY OF ADA)

On this 16th day of June, 1982, before me, a Notary Public in and for said State, personally appeared Gordon C. Smith and Ronald N. Graves, the Vice President and Secretary, respectively, of the corporation that executed the foregoing instrument on behalf of the said corporation, and acknowledged to me that such corporation executed the same.

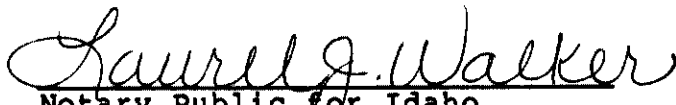
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.


Notary Public for Idaho
Residing at Boise, Idaho

STATE OF IDAHO)
) ss
COUNTY OF ADA)

On this 7th day of June, 1982, before me, a Notary Public in and for said State, personally appeared Don J. Simplot and Ronald N. Graves, the President and Secretary, respectively, of the corporation that executed the foregoing instrument on behalf of the said corporation, and acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.


Notary Public for Idaho
Residing at Boise, Idaho

STATE OF IDAHO)
) ss
COUNTY OF ADA)

On this 27th day of May, 1982, before me, a Notary Public in and for said State, personally appeared Scott R. Simplot and Ronald N. Graves, the Executive Vice President and Secretary, respectively, of the corporation that executed the foregoing instrument on behalf of the said corporation, and acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

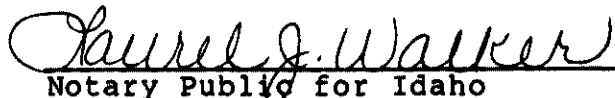

Notary Public for Idaho
Residing at Boise, Idaho

EXHIBIT "A"

LIMITED PARTNERS

The following listed Limited Partners hereby agree to purchase the Capital Units subscribed opposite their signature and address and to make payments on or before the dates indicated.

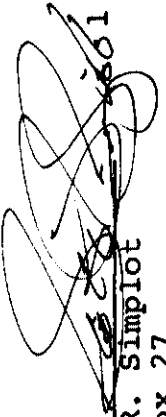
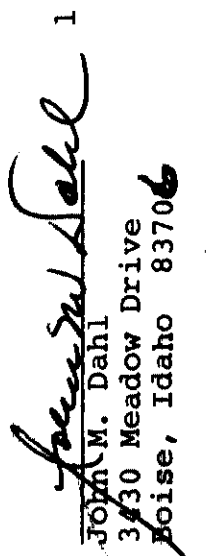


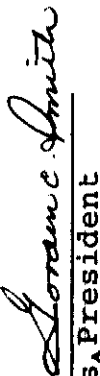
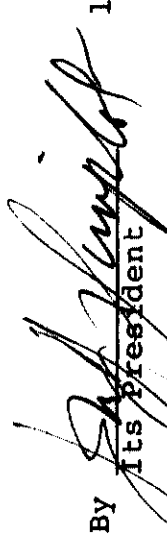
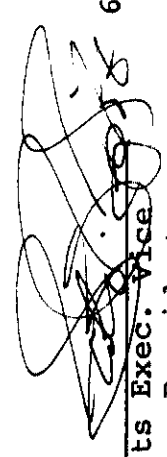
SIGNATURE AND ADDRESS	UNITS OF INTEREST	CAPITAL UNIT SUBSCRIBED	INITIAL CASH CONTRIBUTION AT EXECUTION OF PARTNERSHIP AGREEMENT	ADDITIONAL QUARTERLY CASH CONTRIBUTION IN ADVANCE
 Scott R. Simplot P.O. Box 27 Boise, Idaho 83707	1	\$10,000.00	\$ 3,000.00	\$ 287.50
 John M. Dahl 3430 Meadow Drive Boise, Idaho 83706	1	\$10,000.00	\$ 3,000.00	\$ 287.50
 A. Dale Dunn 10366 Barnsdale Drive Boise, Idaho 83704	1	\$10,000.00	\$ 3,000.00	\$ 287.50

EXHIBIT "A"

Continued

SIGNATURE AND ADDRESS	UNITS OF INTEREST	CAPITAL UNIT SUBSCRIBED	INITIAL CASH CONTRIBUTION AT EXECUTION OF PARTNERSHIP AGREEMENT	ADDITIONAL QUARTERLY CASH CONTRIBUTION IN ADVANCE
 Jack E. Morgan 1160 Santa Maria Drive Boise, Idaho 83702	1	\$10,000.00	\$ 3,000.00	\$ 287.50
INLAND TERMINAL WAREHOUSE COMPANY				
By  Loran C. Smith Its President Vice M. L. INVESTMENT COMPANY	1	\$10,000.00	\$ 3,000.00	\$ 287.50
By  J. R. SIMPLOT Its President J. R. SIMPLOT COMPANY	1	\$10,000.00	\$ 3,000.00	\$ 287.50
By  J. R. SIMPLOT Its Exec. Vice President	6	\$60,000.00	\$ 18,000.00	\$ 1,724.00