

AMENDED

RECEIVED

CERTIFICATE OF FAMILY LIMITED PARTNERSHIP

STATE

OF

'89 DEC 7 AM 8 55

KLOEPFER FAMILY LIMITED PARTNERSHIP

STATE OF IDAHO)
) ss.
COUNTY OF CASSIA)

We, the undersigned partners of the Kloepper Family Limited Partnership, desire to amend Paragraph 6 of the Certificate of Limited Partnership and do hereby swear and certify as follows:

1. Adjustments to previous contributions and their values have been made; therefore, partnership contributions, the agreed value of the contributions, the dollar amount of the credit balances after contributions, the percentage participations of the partners after contributions, the gifts of limited partnership interest and the credit balances and percentage participation of the partners after gifting have been restated for the years December, 1985 through December, 1987 and are outlined in Exhibits A-1 through B-3.

2. Additional contributions of property to the partnership were made in 1988. These contributions, the agreed value of the contributions, the dollar amount of the credit balances after contributions and the percentage participations of the partners after contributions are outlined in Exhibits C through E.

3. Gifts of limited partnership interests were made in December, 1988 and January, 1989, which affect the dollar amount of the credit balances and the percentage participations of the partners. These are outlined in Exhibits F-1 through G.

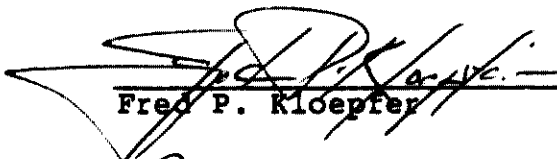
IN WITNESS WHEREOF, the undersigned have executed this Amendment to the Certificate of Limited Partnership this 20th day of October, 1989.

GENERAL PARTNER:


Fred P. Kloepper


Janet B. Kloepper

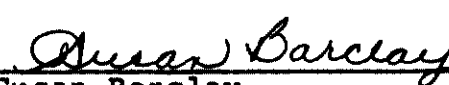
LIMITED PARTNERS:


Fred P. Kloepper


Janet B. Kloepper


Alfred E. Barkus, Trustee of
The Paul H. Kloepper Trust


Alfred E. Barkus, Trustee of
The Larry S. Kloepper Trust

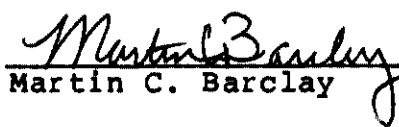

Susan Barclay


Michael D. Barclay


Karl H. Kloepper


Nadine H. Kloepper


Judy Barclay


Martin C. Barclay

Dixie Van Gorkum
Dixie VanGorkum formerly
Dixie Kloepper

John F. Kloepper
John F. Kloepper

EXHIBIT A-1

**RESTATEMENT OF CONTRIBUTIONS, AGREED VALUE OF CONTRIBUTIONS,
AND GIFTING - DECEMBER, 1985**

<u>General Partners</u>	8/85	<u>Property or Cash</u>		12/85	12/85	Total After
	Original	+	12/85 Contribution	=	Gifts	12/85 Gifts
Fred P. Kloepfer	\$ 2.50					
2.5% of 10,099 Shares of Kloepfer, Inc. valued at \$49.51 per share ⁺		\$ 12,500.04	\$ 12,502.54	\$ -0-		\$ 12,502.54
Janet B. Kloepfer	2.50					
2.5% of 10,099 Shares of Kloepfer, Inc. valued at \$49.51 per share ⁺		12,500.04	12,502.54	-0-		12,502.54
<u>Limited Partners</u>						
Fred P. Kloepfer	47.50					
47.5% of 10,099 Shares of Kloepfer, Inc. valued at \$49.51 per share ⁺		237,500.71	237,548.21	(100,000.00)		137,548.21
Janet B. Kloepfer	47.50					
47.5% of 10,099 Shares of Kloepfer, Inc. valued at \$49.51 per share ⁺		237,500.71	237,548.21	(100,000.00)		137,548.21
Alfred E. Barrus, Trustee of The Paul H. Kloepfer Trust	-0-	-0-	-0-		20,000.00	20,000.00
Alfred E. Barrus, Trustee of The Larry S. Kloepfer Trust	-0-	-0-	-0-		20,000.00	20,000.00
Susan Barclay	-0-	-0-	-0-		20,000.00	20,000.00
Machael D. Barclay	-0-	-0-	-0-		20,000.00	20,000.00
Karl H. Kloepfer	-0-	-0-	-0-		20,000.00	20,000.00
Nadine H. Kloepfer	-0-	-0-	-0-		20,000.00	20,000.00
Judy Barclay	-0-	-0-	-0-		20,000.00	20,000.00
Martin C. Barclay	-0-	-0-	-0-		20,000.00	20,000.00

<u>Limited Partners</u>	8/85	<u>Property or Cash</u>		12/85	12/85	Total After
	Original	+	Contribution	=	Gifts	12/85 Gifts
Dixie Kloepfer	-0-		-0-		-0-	20,000.00 20,000.00
John F. Kloepfer	\$ -0-		\$ -0-		\$ -0-	\$ 20,000.00 \$ 20,000.00
Total Partnership Capital	\$100.00		\$500,001.50**		\$500,101.50*	\$500,101.50*

[†]Based on a total Corporate Value of \$5,040,000 as of December 31, 1985

**Actual total Contribution: \$500,001.49

*Actual total Partnership Capital: \$500,101.49

EXHIBIT A-2

RESTATEMENT OF GIFTING AND ANNUAL INCREASE IN VALUE - 1986

<u>General Partners</u>	<u>12/85 Original +</u>	<u>1/86 Gifts</u>	<u>Total After = 1/86 Gifts</u>	<u>'86 Annual Increase†</u>	<u>Total After '86 Increase</u>
Fred P. Kloepfer	\$ 12,502.54	\$ -0-	\$ 12,502.54	\$ 209.56	\$ 12,712.10
Janet B. Kloepfer	12,502.54	-0-	12,502.54	209.56	12,712.10
<u>Limited Partners</u>					
Fred P. Kloepfer	137,548.21	(100,000.00)	37,548.21	628.67	38,176.88
Janet B. Kloepfer	137,548.21	(100,000.00)	37,548.21	628.67	38,176.88
Alfred E. Barrus, Trustee of The Paul H. Kloepfer Trust	20,000.00	20,000.00	40,000.00	670.57	40,670.57
Alfred E. Barrus, Trustee of The Larry S. Kloepfer Trust	20,000.00	20,000.00	40,000.00	670.57	40,670.57
Susan Barclay	20,000.00	20,000.00	40,000.00	670.57	40,670.57
Machael D. Barclay	20,000.00	20,000.00	40,000.00	670.57	40,670.57
Karl H. Kloepfer	20,000.00	20,000.00	40,000.00	670.57	40,670.57
Nadine H. Kloepfer	20,000.00	20,000.00	40,000.00	670.57	40,670.57
Judy Barclay	20,000.00	20,000.00	40,000.00	670.57	40,670.57
Martin C. Barclay	20,000.00	20,000.00	40,000.00	670.57	40,670.57
Dixie Kloepfer	20,000.00	20,000.00	40,000.00	670.57	40,670.57
John F. Kloepfer	<u>\$ 20,000.00</u>	<u>\$ 20,000.00</u>	<u>\$ 40,000.00</u>	<u>\$ 670.57</u>	<u>\$ 40,670.57</u>
Total Partnership Capital	\$500,101.50*		\$500,101.50*	\$8,382.16**	\$508,483.66

†Based on an increase of \$.83 per share as of December 31, 1986, of the 10,099 Shares of Kloepfer, Inc. previously issued to the Partnership

*Actual total Partnership Capital: \$500,101.49

**Actual total Contribution: \$8,382.17

EXHIBIT A-3

**RESTATEMENT OF CONTRIBUTIONS, AGREED VALUE OF CONTRIBUTIONS
AND GIFTING - DECEMBER, 1986**

<u>General Partners</u>	12/86	<u>Property or Cash</u>		12/86	12/86	Total After
	Original + Contribution =	12/86	Total	Gifts	12/86 Gifts	
Fred P. Kloepfer	\$ 12,712.10					
2.5% of 8,939 Shares of Kloepfer, Inc. valued at \$50.34 per share*		\$ 11,249.73	\$ 23,961.83	\$ -0-		\$ 23,961.83
Janet B. Kloepfer	12,712.10					
2.5% of 8,939 Shares of Kloepfer, Inc. valued at \$50.34 per share*		11,249.73	23,961.83	-0-		\$ 23,961.83
<u>Limited Partners</u>						
Fred P. Kloepfer	38,176.88					
47.5% of 8,939 Shares of Kloepfer, Inc. valued at \$50.34 per share*		213,744.90	251,921.78	(100,000.00)		151,921.78
Janet B. Kloepfer	38,176.88					
47.5% of 8,939 Shares of Kloepfer, Inc. valued at \$50.34 per share*		213,744.90	251,921.78	(100,000.00)		151,921.78
Alfred E. Barrus, Trustee of The Paul H. Kloepfer Trust	40,670.57	-0-	40,670.57	20,000.00		60,670.57
Alfred E. Barrus, Trustee of The Larry S. Kloepfer Trust	40,670.57	-0-	40,670.57	20,000.00		60,670.57
Susan Barclay	40,670.57	-0-	40,670.57	20,000.00		60,670.57
Machael D. Barclay	40,670.57	-0-	40,670.57	20,000.00		60,670.57
Karl H. Kloepfer	40,670.57	-0-	40,670.57	20,000.00		60,670.57
Nadine H. Kloepfer	40,670.57	-0-	40,670.57	20,000.00		60,670.57
Judy Barclay	40,670.57	-0-	40,670.57	20,000.00		60,670.57
Martin C. Barclay	40,670.57	-0-	40,670.57	20,000.00		60,670.57

<u>Limited Partners</u>	<u>Property or Cash</u>		<u>12/86</u> <u>Total</u>	<u>12/86</u> <u>Gifts</u>	<u>Total After</u> <u>12/86 Gifts</u>
	<u>12/86</u> <u>Original + Contribution =</u>	<u>12/86</u>			
Dixie Kloepper	40,670.57	-0-	40,670.57	20,000.00	60,670.57
John F. Kloepper	\$ 40,670.57	\$ -0-	\$ 40,670.57	\$ 20,000.00	\$ 60,670.57
Totals	\$508,483.66	\$449,989.26	\$958,472.92		\$958,472.92

*Based on a total Corporate value of \$5,125,000 as of December 31, 1986

EXHIBIT A-4**RESTATEMENT OF GIFTING - DECEMBER, 1987**

<u>General Partners</u>	<u>12/86 Original</u>	<u>12/87 Gifts</u>	<u>Totals After 12/87 Gifts</u>
Fred P. Kloepfer	\$ 23,961.83	\$ -0-	\$ 23,961.83
Janet B. Kloepfer	23,961.83	-0-	23,961.83
<u>Limited Partners</u>			
Fred P. Kloepfer	151,921.78	(100,000.00)	51,921.78
Janet B. Kloepfer	151,921.78	(100,000.00)	51,921.78
Alfred E. Barrus, Trustee of The Paul H. Kloepfer Trust	60,670.57	20,000.00	80,670.57
Alfred E. Barrus, Trustee of The Larry S. Kloepfer Trust	60,670.57	20,000.00	80,670.57
Susan Barclay	60,670.57	20,000.00	80,670.57
Machael D. Barclay	60,670.57	20,000.00	80,670.57
Karl H. Kloepfer	60,670.57	20,000.00	80,670.57
Nadine H. Kloepfer	60,670.57	20,000.00	80,670.57
Judy Barclay	60,670.57	20,000.00	80,670.57
Martin C. Barclay	60,670.57	20,000.00	80,670.57
Dixie Kloepfer	60,670.57	20,000.00	80,670.57
John F. Kloepfer	<u>\$ 60,670.57</u>	<u>\$20,000.00</u>	<u>\$ 80,670.57</u>
Total Partnership Capital	\$958,472.92		\$958,472.92

EXHIBIT B-1

RESTATEMENT OF PERCENTAGE PARTICIPATION AFTER ADDITIONAL CONTRIBUTIONS AND GIFTING - DECEMBER, 1985

<u>General Partners</u>	<u>8/85 Original</u>	<u>After 1985 Contributions</u>	<u>1985 Gifting</u>	<u>Total After 1985 Gifting</u>
Fred P. Kloepfer	2.5%	2.5%	-0-	2.5%
Janet B. Kloepfer	2.5	2.5	-0-	2.5
<u>Limited Partners</u>				
Fred P. Kloepfer	47.5	47.5	(20.0)	27.5
Janet B. Kloepfer	47.5	47.5	(20.0)	27.5
Alfred E. Barrus, Trustee of The Paul H. Kloepfer Trust	-0-	-0-	4.0	4.0
Alfred E. Barrus, Trustee of The Larry S. Kloepfer Trust	-0-	-0-	4.0	4.0
Susan Barclay	-0-	-0-	4.0	4.0
Machael D. Barclay	-0-	-0-	4.0	4.0
Karl H. Kloepfer	-0-	-0-	4.0	4.0
Nadine H. Kloepfer	-0-	-0-	4.0	4.0
Judy Barclay	-0-	-0-	4.0	4.0
Martin C. Barclay	-0-	-0-	4.0	4.0
Dixie Kloepfer	-0-	-0-	4.0	4.0
John F. Kloepfer	<u>-0- %</u>	<u>-0- %</u>	4.0%	<u>4.0%</u>
TOTAL	100.0%	100.0%		100.0%

EXHIBIT B-2

RESTATEMENT OF PERCENTAGE PARTICIPATION AFTER GIFTING AND ADDITIONAL CONTRIBUTIONS - 1986

<u>General Partners</u>	<u>12/86 Original</u>	<u>1/86 Gifting</u>	<u>Total After 1/86 Gifting</u>	<u>Total After '86 Contributions</u>
Fred P. Kloepfer	2.5%	-0- %	2.5%	2.50%
Janet B. Kloepfer	2.5	-0-	2.5	2.50
<u>Limited Partners</u>				
Fred P. Kloepfer	27.5	(20.0)	7.5	26.28
Janet B. Kloepfer	27.5	(20.0)	7.5	26.28
Alfred E. Barrus, Trustee of The Paul H. Kloepfer Trust	4.0	4.0	8.0	4.24
Alfred E. Barrus, Trustee of The Larry S. Kloepfer Trust	4.0	4.0	8.0	4.24
Susan Barclay	4.0	4.0	8.0	4.24
Machael D. Barclay	4.0	4.0	8.0	4.24
Karl H. Kloepfer	4.0	4.0	8.0	4.24
Nadine H. Kloepfer	4.0	4.0	8.0	4.24
Judy Barclay	4.0	4.0	8.0	4.24
Martin C. Barclay	4.0	4.0	8.0	4.24
Dixie Kloepfer	4.0	4.0	8.0	4.24
John F. Kloepfer	<u>4.0%</u>	<u>4.0%</u>	<u>8.0%</u>	<u>4.24%</u>
TOTAL	100.0%		100.0%	100.0%*

*Actual total Percentage 99.96%

EXHIBIT B-3

RESTATEMENT OF PERCENTAGE PARTICIPATION AFTER DECEMBER, 1986 AND DECEMBER, 1987 GIFTING

<u>General Partners</u>	<u>12/86 Original</u>	<u>12/86 Gifting</u>	<u>Total After 12/86 Gifting</u>	<u>12/87 Gifting</u>	<u>Total After 12/87 Gifting</u>
Fred P. Kloepfer	2.50%	-0-	2.50%	-0-	2.50%
Janet B. Kloepfer	2.50	-0-	2.50	-0-	2.50%
<u>Limited Partners</u>					
Fred P. Kloepfer	26.28	(10.43)	15.85	(10.43)	5.42
Janet B. Kloepfer	26.28	(10.43)	15.85	(10.43)	5.42
Alfred E. Barrus, Trustee of The Paul H. Kloepfer Trust	4.24	2.09	6.33	2.09	8.42
Alfred E. Barrus, Trustee of The Larry S. Kloepfer Trust	4.24	2.09	6.33	2.09	8.42
Susan Barclay	4.24	2.09	6.33	2.09	8.42
Machael D. Barclay	4.24	2.09	6.33	2.09	8.42
Karl H. Kloepfer	4.24	2.09	6.33	2.09	8.42
Nadine H. Kloepfer	4.24	2.09	6.33	2.09	8.42
Judy Barclay	4.24	2.09	6.33	2.09	8.42
Martin C. Barclay	4.24	2.09	6.33	2.09	8.42
Dixie Kloepfer	4.24	2.09	6.33	2.09	8.42
John F. Kloepfer	<u>4.24%</u>	2.09%	<u>6.33%</u>	2.09%	<u>8.42%</u>
TOTAL	100.0%*		100.00%		100.0%**

*Actual total Percentage: 99.96%

**Actual total Percentage: 100.04%

EXHIBIT C

ANNUAL INCREASE AND ADDITIONAL CONTRIBUTIONS OF PROPERTY DECEMBER, 1988

<u>General Partners</u>	12/87	<u>Property or Cash</u>		12/88	=	<u>Total</u>
	<u>Original</u>	+	<u>12/88</u> <u>Increase</u>	+	<u>Contribution</u>	
Fred P. Kloepfer	\$ 23,961.83	\$	509.27	\$	11,249.79	\$ 35,720.89
Janet B. Kloepfer	23,961.83		509.27		11,249.79	35,720.89
<u>Limited Partners</u>						
Fred P. Kloepfer	51,921.78		1,103.51		213,746.07	266,771.36
Janet B. Kloepfer	51,921.78		1,103.51		213,746.07	266,771.36
Alfred E. Barrus, Trustee of The Paul H. Kloepfer Trust	80,670.57		1,714.51		-0-	82,385.08
Alfred E. Barrus, Trustee of The Larry S. Kloepfer Trust	80,670.57		1,714.51		-0-	82,385.08
Susan Barclay	80,670.57		1,714.51		-0-	82,385.08
Machael D. Barclay	80,670.57		1,714.51		-0-	82,385.08
Karl H. Kloepfer	80,670.57		1,714.51		-0-	82,385.08
Nadine H. Kloepfer	80,670.57		1,714.51		-0-	82,385.08
Judy Barclay	80,670.57		1,714.51		-0-	82,385.08
Martin C. Barclay	80,670.57		1,714.51		-0-	82,385.08
Dixie Kloepfer	80,670.57		1,714.51		-0-	82,385.08
John F. Kloepfer	<u>80,670.57</u>	\$	<u>1,714.51</u>	\$	<u>-0-</u>	<u>\$ 82,385.08</u>
Totals	\$958,472.92	\$20,370.66		\$449,991.72*		\$1,428,835.30**

*Actual Contribution total: \$449,991.73

**Actual total Partnership Capital: \$1,428,835.31

EXHIBIT D

AGREED VALUE OF ANNUAL INCREASE AND CONTRIBUTED PROPERTY DECEMBER, 1988

<u>General Partners</u>	12/87	<u>Property or Cash</u>		12/88	=	<u>Total</u>
	<u>Original</u>	+	<u>12/88</u> <u>Increase</u>	+		
Fred P. Kloepfer	\$ 23,961.83					
2.5% of \$1.07 increase per share of 19,038 shares of Kloepfer, Inc. stock owned by Partnership*			\$ 509.27			
2.5% of 8,753 Shares of Stock of Kloepfer, Inc. valued at \$51.41 per share**				\$ 11,249.79	\$	35,720.89
Janet B. Kloepfer	23,961.83					
2.5% of \$1.07 increase per share of 19,038 shares of Kloepfer, Inc. stock owned by Partnership*			509.27			
2.5% of 8,753 Shares of Stock of Kloepfer, Inc. valued at \$51.41 per share**				11,249.79		35,720.89
<u>Limited Partners</u>						
Fred P. Kloepfer	51,921.78					
5.42% of \$1.07 increase per share of 19,038 shares of Kloepfer, Inc. stock owned by Partnership*			1,103.51			
47.5% of 8,753 Shares of Stock of Kloepfer, Inc. valued at \$51.41 per share**				213,746.07		266,771.36
Janet B. Kloepfer	51,921.78					
5.42% of \$1.07 increase per share of 19,038 shares of Kloepfer, Inc. stock owned by Partnership*			1,103.51			
47.5% of 8,753 Shares of Stock of Kloepfer, Inc. valued at \$51.41 per share**				213,746.07		266,771.36

<u>Limited Partners</u>	12/87	<u>Property or Cash</u>		12/88	=	Total
	Original	+	Increase	+ Contribution		
Alfred E. Barrus, Trustee of The Paul H. Kloepper Trust	80,670.57					
8.42% of \$1.07 increase per share of 19,038 shares of Kloepper, Inc. stock owned by Partnership*			1,714.51	-0-		82,385.08
Alfred E. Barrus, Trustee of The Larry S. Kloepper Trust	80,670.57					
8.42% of \$1.07 increase per share of 19,038 shares of Kloepper, Inc. stock owned by Partnership*			1,714.51	-0-		82,385.08
Susan Barclay	80,670.57					
8.42% of \$1.07 increase per share of 19,038 shares of Kloepper, Inc. stock owned by Partnership*			1,714.51	-0-		82,385.08
Michael D. Barclay	80,670.57					
8.42% of \$1.07 increase per share of 19,038 shares of Kloepper, Inc. stock owned by Partnership*			1,714.51	-0-		82,385.08
Karl H. Kloepper	80,670.57					
8.42% of \$1.07 increase per share of 19,038 shares of Kloepper, Inc. stock owned by Partnership*			1,714.51	-0-		82,385.08
Nadine H. Kloepper	80,670.57					
8.42% of \$1.07 increase per share of 19,038 shares of Kloepper, Inc. stock owned by Partnership*			1,714.51	-0-		82,385.08
Judy Barclay	80,670.57					
8.42% of \$1.07 increase per share of 19,038 shares of Kloepper, Inc. stock owned by Partnership*			1,714.51	-0-		82,385.08

<u>Limited Partners</u>	12/87	<u>Property or Cash</u>		12/88	=	Total
	Original	+	Increase	+	Contribution	
Martin C. Barclay	80,670.57					
8.42% of \$1.07 increase per share of 19,038 shares of Kloepfer, Inc. stock owned by Partnership*			1,714.51		-0-	82,385.08
Dixie Kloepfer	80,670.57					
8.42% of \$1.07 increase per share of 19,038 shares of Kloepfer, Inc. stock owned by Partnership*			1,714.51		-0-	82,385.08
John F. Kloepfer	80,670.57					
8.42% of \$1.07 increase per share of 19,038 shares of Kloepfer, Inc. stock owned by Partnership*	\$ _____		\$ 1,714.51		\$ -0-	\$ 82,385.08
Totals	\$958,472.92		\$20,370.66		\$449,991.72 ⁺	\$1,428,835.30 ⁺⁺

*Based on a total corporate value as of December 31, 1988 of Kloepfer, Inc. totalling \$5,234,000.

**Stock contribution of December, 1988: 8,753 Shares of Kloepfer, Inc. Stock valued at \$51.41 per share based on total corporate value of \$5,234,000.

⁺Actual Contribution total: \$449,991.73

⁺⁺Actual total Partnership Value: \$1,428,835.31

EXHIBIT E**PERCENTAGE PARTICIPATION - DECEMBER, 1988**

<u>General Partners</u>	<u>Original</u>	<u>After Contributions</u>
Fred P. Kloepfer	2.50%	2.50%
Janet B. Kloepfer	2.50	2.50
<u>Limited Partners</u>		
Fred P. Kloepfer	5.42	18.67
Janet B. Kloepfer	5.42	18.67
Alfred E. Barrus, Trustee of The Paul H. Kloepfer Trust	8.42	5.77
Alfred E. Barrus, Trustee of The Larry S. Kloepfer Trust	8.42	5.77
Susan Barclay	8.42	5.77
Machael D. Barclay	8.42	5.77
Karl H. Kloepfer	8.42	5.77
Nadine H. Kloepfer	8.42	5.77
Judy Barclay	8.42	5.77
Martin C. Barclay	8.42	5.77
Dixie Kloepfer	8.42	5.77
John F. Kloepfer	<u>8.42%</u>	<u>5.77%</u>
TOTAL	100.0%*	100.0%*

*Actual total Percentage: 100.04%

EXHIBIT F-1

DECEMBER, 1988 GIFTING

<u>General Partners</u>	<u>Property or Cash</u>		<u>Totals After 12/88 Gifting</u>
	<u>12/88 Original</u>	<u>12/88 Gifting</u>	
Fred P. Kloepfer	\$ 35,720.89	\$ -0-	\$ 35,720.89
Janet B. Kloepfer	35,720.89	-0-	\$ 35,720.89
 <u>Limited Partners</u>			
Fred P. Kloepfer	266,771.36	(100,000.00)	166,771.36
Janet B. Kloepfer	266,771.36	(100,000.00)	166,771.36
Alfred E. Barrus, Trustee of The Paul H. Kloepfer Trust	82,385.08	20,000.00	102,385.08
Alfred E. Barrus, Trustee of The Larry S. Kloepfer Trust	82,385.08	20,000.00	102,385.08
Susan Barclay	82,385.08	20,000.00	102,385.08
Machael D. Barclay	82,385.08	20,000.00	102,385.08
Karl H. Kloepfer	82,385.08	20,000.00	102,385.08
Nadine H. Kloepfer	82,385.08	20,000.00	102,385.08
Judy Barclay	82,385.08	20,000.00	102,385.08
Martin C. Barclay	82,385.08	20,000.00	102,385.08
Dixie Kloepfer	82,385.08	20,000.00	102,385.08
John F. Kloepfer	<u>\$ 82,385.08</u>	\$ 20,000.00	<u>\$ 102,385.08</u>
Total Partnership Capital	\$1,428,835.30*		\$1,428,835.30*

*Actual Total Partnership Capital: \$1,428,835.31

EXHIBIT F-2

JANUARY, 1989 GIFTING

<u>General Partners</u>	<u>Property or Cash</u>		<u>Totals After 1/89 Gifting</u>
	<u>12/88 Original</u>	<u>1/89 Gifting</u>	
Fred P. Kloepfer	\$ 35,720.89	\$ -0-	\$ 35,720.89
Janet B. Kloepfer	35,720.89	-0-	\$ 35,720.89
 <u>Limited Partners</u>			
Fred P. Kloepfer	166,771.36	(100,000.00)	66,771.36
Janet B. Kloepfer	166,771.36	(100,000.00)	66,771.36
Alfred E. Barrus, Trustee of The Paul H. Kloepfer Trust	102,385.08	20,000.00	122,385.08
Alfred E. Barrus, Trustee of The Larry S. Kloepfer Trust	102,385.08	20,000.00	122,385.08
Susan Barclay	102,385.08	20,000.00	122,385.08
Machael D. Barclay	102,385.08	20,000.00	122,385.08
Karl H. Kloepfer	102,385.08	20,000.00	122,385.08
Nadine H. Kloepfer	102,385.08	20,000.00	122,385.08
Judy Barclay	102,385.08	20,000.00	122,385.08
Martin C. Barclay	102,385.08	20,000.00	122,385.08
Dixie Kloepfer	102,385.08	20,000.00	122,385.08
John F. Kloepfer	<u>\$ 102,385.08</u>	\$ 20,000.00	<u>\$ 122,385.08</u>
Total Partnership Capital	\$1,428,835.30*		\$1,428,835.30*

*Actual Total Partnership Capital: \$1,428,835.31

EXHIBIT G

PERCENTAGE PARTICIPATION - AFTER DECEMBER, 1988 AND JANUARY, 1989 GIFTING

	12/88 Original	12/88 Gifting	After 12/88 Gifting	1/89 Gifting	After 1/89 Gifting
Fred P. Kloepfer	2.50%	-0- %	2.50%	-0- %	2.50%
Janet B. Kloepfer	2.50	-0-	2.50	-0-	2.50
<u>Limited Partners</u>					
Fred P. Kloepfer	18.67	(7.00)	11.67	(7.00)	4.67
Janet B. Kloepfer	18.67	(7.00)	11.67	(7.00)	4.67
Alfred E. Barrus, Trustee of The Paul H. Kloepfer Trust	5.77	1.40	7.17	1.40	8.57
Alfred E. Barrus, Trustee of The Larry S. Kloepfer Trust	5.77	1.40	7.17	1.40	8.57
Susan Barclay	5.77	1.40	7.17	1.40	8.57
Machael D. Barclay	5.77	1.40	7.17	1.40	8.57
Karl H. Kloepfer	5.77	1.40	7.17	1.40	8.57
Nadine H. Kloepfer	5.77	1.40	7.17	1.40	8.57
Judy Barclay	5.77	1.40	7.17	1.40	8.57
Martin C. Barclay	5.77	1.40	7.17	1.40	8.57
Dixie Kloepfer	5.77	1.40	7.17	1.40	8.57
John F. Kloepfer	<u>5.77%</u>	1.40%	<u>7.17%</u>	1.40%	<u>8.57%</u>
TOTAL	100.0%*		100.0%*		100.0%*

Actual total percentage: 100.04%