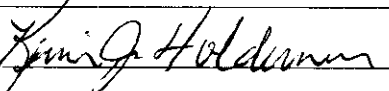
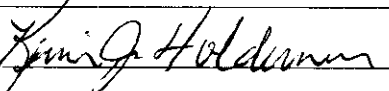
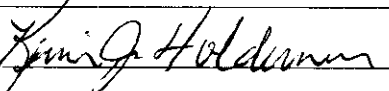


| No. <b>W 3296</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <b>Due no later than Dec 31, 2000</b><br><b>Annual Report Form</b>                                                                                                                                                                 |                                                                                                                                                                                                                                                                                                 | 2. Registered Agent and Office <b>NO PO BOX</b>                                                                                                                                                    |                                                                                              |                 |                                             |                                               |       |     |        |                    |                           |        |     |       |   |                  |                    |         |     |       |   |                 |                    |           |     |       |   |                   |                |        |     |       |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|-----------------|---------------------------------------------|-----------------------------------------------|-------|-----|--------|--------------------|---------------------------|--------|-----|-------|---|------------------|--------------------|---------|-----|-------|---|-----------------|--------------------|-----------|-----|-------|---|-------------------|----------------|--------|-----|-------|
| Return to:<br>SECRETARY OF STATE<br>700 WEST JEFFERSON<br>PO BOX 83720<br>BOISE, ID 83720-0080<br><br><b>NO FILING FEE IF<br/>RECEIVED BY DUE DATE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 1. Mailing Address - Correct in this box, if applicable<br><b>GEM VALLEY LAND &amp; LIVESTOCK, L.C.</b><br><b>KEVIN J HOLDERNESS</b><br><del>4526 GINGER CREEK</del> 12474 W Ginger Creek<br>MERIDIAN, ID 83642 Boise, Idaho 83713 |                                                                                                                                                                                                                                                                                                 | <b>KEVIN J HOLDERNESS</b><br><del>4526 GINGER CREEK DRIVE</del><br><del>12474 GINGER CREEK DRIVE</del><br><del>MERIDIAN, ID 83642</del><br>Boise, Idaho 83713<br>3. New Registered Agent Signature |                                                                                              |                 |                                             |                                               |       |     |        |                    |                           |        |     |       |   |                  |                    |         |     |       |   |                 |                    |           |     |       |   |                   |                |        |     |       |
| 4. Limited Liability Companies: Enter Names and Addresses of Members. <table border="1"> <thead> <tr> <th>Office held</th> <th>Name</th> <th>Street or P.O. Address</th> <th>City</th> <th>State</th> <th>Zip</th> </tr> </thead> <tbody> <tr> <td>Member</td> <td>Kevin J Holderness</td> <td>12474 W. Ginger Creek Dr.</td> <td>Boise,</td> <td>Id.</td> <td>83713</td> </tr> <tr> <td>"</td> <td>Antone Mickelson</td> <td>712 S. 58th Avenue</td> <td>Yakima,</td> <td>Wa.</td> <td>98908</td> </tr> <tr> <td>"</td> <td>Marty Mickelson</td> <td>999 North 800 West</td> <td>Lewiston,</td> <td>Ut.</td> <td>84320</td> </tr> <tr> <td>"</td> <td>Marlowe Mickelson</td> <td>280 Highway 34</td> <td>Grace,</td> <td>Id.</td> <td>83241</td> </tr> </tbody> </table> |                                                                                                                                                                                                                                    |                                                                                                                                                                                                                                                                                                 |                                                                                                                                                                                                    | Office held                                                                                  | Name            | Street or P.O. Address                      | City                                          | State | Zip | Member | Kevin J Holderness | 12474 W. Ginger Creek Dr. | Boise, | Id. | 83713 | " | Antone Mickelson | 712 S. 58th Avenue | Yakima, | Wa. | 98908 | " | Marty Mickelson | 999 North 800 West | Lewiston, | Ut. | 84320 | " | Marlowe Mickelson | 280 Highway 34 | Grace, | Id. | 83241 |
| Office held                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Name                                                                                                                                                                                                                               | Street or P.O. Address                                                                                                                                                                                                                                                                          | City                                                                                                                                                                                               | State                                                                                        | Zip             |                                             |                                               |       |     |        |                    |                           |        |     |       |   |                  |                    |         |     |       |   |                 |                    |           |     |       |   |                   |                |        |     |       |
| Member                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Kevin J Holderness                                                                                                                                                                                                                 | 12474 W. Ginger Creek Dr.                                                                                                                                                                                                                                                                       | Boise,                                                                                                                                                                                             | Id.                                                                                          | 83713           |                                             |                                               |       |     |        |                    |                           |        |     |       |   |                  |                    |         |     |       |   |                 |                    |           |     |       |   |                   |                |        |     |       |
| "                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | Antone Mickelson                                                                                                                                                                                                                   | 712 S. 58th Avenue                                                                                                                                                                                                                                                                              | Yakima,                                                                                                                                                                                            | Wa.                                                                                          | 98908           |                                             |                                               |       |     |        |                    |                           |        |     |       |   |                  |                    |         |     |       |   |                 |                    |           |     |       |   |                   |                |        |     |       |
| "                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | Marty Mickelson                                                                                                                                                                                                                    | 999 North 800 West                                                                                                                                                                                                                                                                              | Lewiston,                                                                                                                                                                                          | Ut.                                                                                          | 84320           |                                             |                                               |       |     |        |                    |                           |        |     |       |   |                  |                    |         |     |       |   |                 |                    |           |     |       |   |                   |                |        |     |       |
| "                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | Marlowe Mickelson                                                                                                                                                                                                                  | 280 Highway 34                                                                                                                                                                                                                                                                                  | Grace,                                                                                                                                                                                             | Id.                                                                                          | 83241           |                                             |                                               |       |     |        |                    |                           |        |     |       |   |                  |                    |         |     |       |   |                 |                    |           |     |       |   |                   |                |        |     |       |
| 5. Organized Under the Laws of:<br><br>IDAHO<br>W 3296                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                                                                                                                                    | 6. <table border="1"> <tr> <td>Signature </td> <td>Date 23 Oct '00</td> </tr> <tr> <td>Name (Typed or Printed) Kevin J. Holderness</td> <td>Title: <del>XXX</del> Member/Registered Agent</td> </tr> </table> |                                                                                                                                                                                                    | Signature  | Date 23 Oct '00 | Name (Typed or Printed) Kevin J. Holderness | Title: <del>XXX</del> Member/Registered Agent |       |     |        |                    |                           |        |     |       |   |                  |                    |         |     |       |   |                 |                    |           |     |       |   |                   |                |        |     |       |
| Signature                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Date 23 Oct '00                                                                                                                                                                                                                    |                                                                                                                                                                                                                                                                                                 |                                                                                                                                                                                                    |                                                                                              |                 |                                             |                                               |       |     |        |                    |                           |        |     |       |   |                  |                    |         |     |       |   |                 |                    |           |     |       |   |                   |                |        |     |       |
| Name (Typed or Printed) Kevin J. Holderness                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Title: <del>XXX</del> Member/Registered Agent                                                                                                                                                                                      |                                                                                                                                                                                                                                                                                                 |                                                                                                                                                                                                    |                                                                                              |                 |                                             |                                               |       |     |        |                    |                           |        |     |       |   |                  |                    |         |     |       |   |                 |                    |           |     |       |   |                   |                |        |     |       |

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