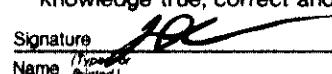


ISSUED: 07-05-1994

No. 113	Idaho Limited Liability Company Annual Report Form		2. Registered Agent and Office		
Return To Secretary of State Room 203, Statehouse P.O. BOX 83720 Boise, ID 83720-0080 * FIRST NOTICE * NO FEE REQUIRED	Due No Later Than November 1, 1994		JERRY L CAVEN 6874 FAIRVIEW AVE		
USTICK 37% LIMITED LIABILITY CO JERRY L CAVEN 6874 FAIRVIEW AVE BOISE ID 83704		BOISE ID 83704			
4. Names and Addresses of <input type="checkbox"/> Managers or <input checked="" type="checkbox"/> Members (check one)			3. Organized Under The Laws of ID NO: 113		
Name		Street or P.O. Address	City	State	Zip
<i>See Attached</i>					
5. Signature of the Current Registered Agent (if changed in block 2)		6. I certify that this Annual Report has been examined by me and is to the best of my knowledge true, correct and complete.			
		Signature  Name (Type or Printed) <i>JLC</i>			
		Date 7-8-94			

Operating Agreement are true and that they have signed this Operating Agreement on the respective dates set forth below to be effective as of the date first above written.

MEMBERS:

Royal Fork Restaurant Corporation,
an Idaho corporation

Date: _____

By: _____
Its: Jerry Caven
Address: 6874 FAIRVIEW
City/State/Zip: BOISE, ID
Telephone: (208) 322-5600
Federal I.D. #: _____

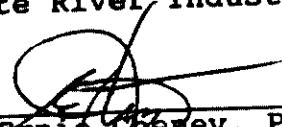
L B & C, an L.L.C.

Date: _____

By: 
A. J. Bohner, Member
Address: P.O. Box 1069
City/State/Zip: Boise, ID 83704
Telephone: 208-345-3260
Federal I.D. #: _____

Payette River Industries, Inc.

Date: _____

By: 
Ernie Cheney, President
Address: P.O. Box 1046
City/State/Zip: McCall, Idaho 83358
Telephone: (208) 634-5553
Federal I.D. #: 12-0314972

States Realty Corporation,
an Idaho corporation

Date: _____

By: _____
Its: Jerry Caven
Address: 6874 FAIRVIEW
City/State/Zip: Boise, ID 83704
Telephone: 208-322-5600
Federal I.D. #: _____

Date: June 18, 1994

E. Keith Bottles
E. Keith Bottles, an individual
Address: 239 E. Anderson
City/State/Zip: BOURBONNAIS IL 60914
Telephone: 815 933 8417
Social Security #: 342-38-7200

Date: June 18, 1994

Joan E. Bottles
Joan E. Bottles, an individual and
Spouse of E. Keith Bottles
N:\Ustk-LLC.Agr