

**APPLICATION FOR
WITHDRAWAL OF FOREIGN LIMITED PARTNERSHIP**

To the Secretary of State of the State of Idaho:

Pursuant to the provisions of Chapter 2, Title 53, Idaho Code, the undersigned limited partnership hereby applies to withdraw from the State of Idaho and for that purpose submits the following statement:

1. The name of the limited partnership is MAGIC VALLEY MALL LAND COMPANY
_____. The name which it used in Idaho is MAGIC VALLEY
LAND COMPANY
2. It is organized under the laws of Utah
3. It is not transacting business in the State of Idaho.
4. It hereby surrenders its authority to transact business in said state.
5. It revokes the authority of its registered agent in the State of Idaho to accept service of process and consents that service of process in any action, suit or proceeding based upon any cause of action arising in the State of Idaho during the time it was authorized to transact business therein may thereafter be made on it by registered or certified mail to the corporation at the address listed in item 6., below.
6. The post office address to which process against the limited partnership that may be mailed is _____
35 Century Park-Way, Salt Lake City, Utah 84115

By PRICE DEVELOPMENT COMPANY

A General Partner

By _____

STATE OF UTAH

G. Rex Frazier, President

ss:

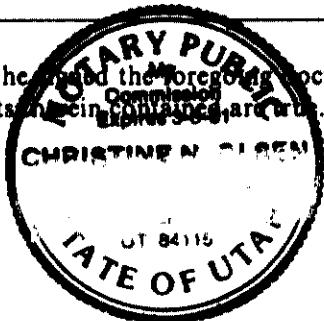
COUNTY OF SALT LAKE

I, Christina, a notary public, do hereby certify that on this
7th day of February, 19 89, personally appeared

before me G. REX FRAZIER, who being by me first duly sworn,
the President of Price Development Company
declared that he is/a general partner of Magic Valley Mall Land Company

that he is a general partner of the limited partnership and that the statements herein contained are true.

in behalf of said corporation



Christina
Notary Public