

William D. Killebrew
Box A.T.,
So. Lake Tahoe, CA. 95705

AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP OF
HEAVENLY VALLEY
December 21, 1977

HEAVENLY VALLEY, a limited partnership existing under the laws of the State of California, pursuant to the provisions of the Uniform Limited Partnership Act of the State of California, hereby amends its Certificate of Limited Partnership now filed in the office of the Recorder of Douglas County in the State of Nevada and in the office of the Recorder of El Dorado County in the State of California as follows:

1. Paragraph 7 of the aforesaid Certificate of Limited Partnership is hereby amended to read in full as follows:

"7. The limited partners are not required to make further additional contributions to the capital of the partnership. Notwithstanding the foregoing, Martin Anderson and Alexander S. Atherton have agreed that they shall be obligated to contribute additional capital to the partnership as required to meet the debts and obligations of the partnership in the event that such debts and obligations cannot be satisfied out of the assets of Heavenly Valley or the general partners or out of proceeds from refinancing assets, or by borrowings of Heavenly Valley, in amounts up to the following extent:


Martin Anderson	\$350,000.00
Alexander S. Atherton	\$175,000.00

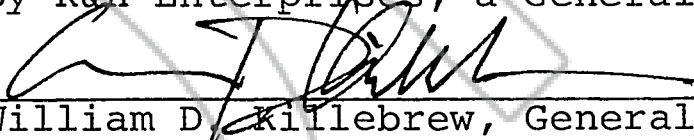
Such contributions shall be due ten (10) days after written notice is issued by the general

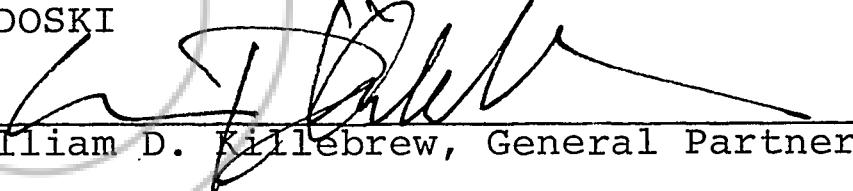
partners that they are unable to meet the debts and obligations of Heavenly Valley out of its assets, out of proceeds from refinancing assets, by other borrowings by Heavenly Valley or from the general partners' assets."

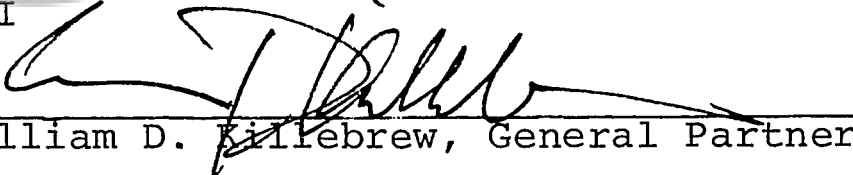
IN WITNESS WHEREOF, the undersigned have executed this Amendment to Certificate of Limited Partnership as of this 31st day of December, 1977.


WILLIAM D. KILLEBREW, Individually and as
General Partner of Heavenly Valley

K&H ENTERPRISES
By 
William D. Killebrew, General Partner

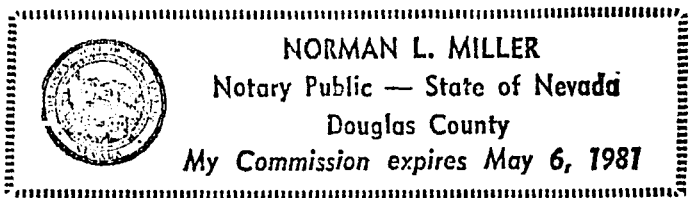
SKIBAWC
By K&H Enterprises, a General Partner
By 
William D. Killebrew, General Partner

BAMBIDOSKI
By 
William D. Killebrew, General Partner

BABSKI
By 
William D. Killebrew, General Partner

STATE OF NEVADA)
) ss.
COUNTY OF DOUGLAS)

On this 3/5th day of December, 1977, before me,
NORMAN L. MILLER, a Notary Public, personally
appeared WILLIAM D. KILLEBREW, known to me to be the person whose name
is subscribed to the within instrument, and acknowledged to me that he
executed the same.



SEAL

Norman L. Miller
Notary Public

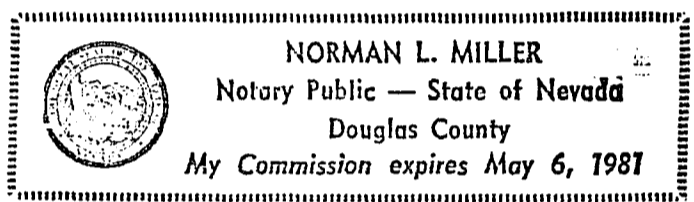
My Commission Expires: May 6, 1981

COOPER

STATE OF NEVADA)
) SS.
COUNTY OF DOUGLAS)

On this 31st day of December 1977, before me,
Norman L. Miller, a Notary Public, personally appeared
WILLIAM D. KILLEBREW, known to me to be the person whose name is
subscribed to the within instrument as General Partner of Heavenly
Valley, a Limited Partnership, a General Partner of K&H Enterprises,
and a General Partner of Skibawc, Bambidoski, and Babski and acknowledged
to me that all of such partnerships executed the same.

Norman L. Miller
Notary Public



My Commission Expires: May 6, 1981

(SEAL)

REQUESTED BY
William Killebrew
IN OFFICIAL RECORDS OF
DOUGLAS CO. NEVADA
#6.00 pd
1978 JAN -6 AM 11:37

PATRICIA J. WILLIAMS
RECORDER
Patricia Williams
clp.

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BOOK 178 PAGE 207