

20008477 02

When recorded mail to:

ROGER L. HEYWOOD, P.C.
P.O. BOX 1029
MESA, AZ 85211-1029

December 31, 1992

**THIRD AMENDMENT TO THE
CERTIFICATE OF LIMITED PARTNERSHIP OF
MULESHOE X CATTLE COMPANY,
AN ARIZONA LIMITED PARTNERSHIP**

1036

KNOW ALL MEN BY THESE PRESENTS:

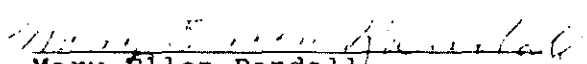
That the Certificate of Limited Partnership of MULESHOE X CATTLE COMPANY, AN ARIZONA LIMITED PARTNERSHIP, dated December 30, 1988, and filed in the office of the Secretary of State for the State of Arizona, on December 30, 1988, under Instrument No. 20008477, and amended by a First Amendment, dated April 28, 1989, and filed in the office of the Secretary of State for the State of Arizona on November 17, 1989, and by a Second Amendment, dated December 28, 1990 and filed on December 31, 1990, is hereby further amended by substituting the Exhibit "A" attached hereto for the Exhibit "A" attached to the original Certificate of Limited Partnership and for the Exhibit "A"s attached to the First and Second Amendments.

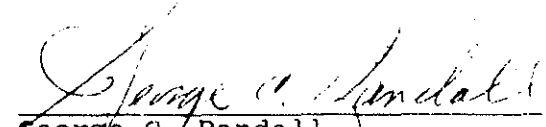
The purpose of this amendment is to reflect certain transfers of portions of the interests in the limited partnership that were made as of December 31, 1992. The Exhibit, "A" attached hereto shows the ownership and interests in the partnership that resulted from said transfers and that are now in effect as of December 31, 1992.

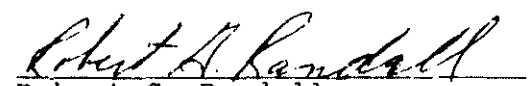
All other terms and provisions as set forth in the original Certificate of Limited Partnership, as heretofore amended, are hereby reaffirmed to the extent not inconsistent herewith.

IN WITNESS WHEREOF, this Second Amendment to the Certificate of Limited Partnership of MULESHOE X CATTLE COMPANY, AN ARIZONA LIMITED PARTNERSHIP, is signed this 31st day of December 1992, and is to be effective as of the close of business on December 31, 1992.

GENERAL PARTNERS


Mary Ellen Randall


George C. Randall


Robert G. Randall


Fred M. Randall

LIMITED PARTNERS

Mary Ellen Randall
Mary Ellen Randall

George C. Randall
George C. Randall

Robert G. Randall
Robert G. Randall

Fred M. Randall
Fred M. Randall

Victoria A. Randall
Victoria A. Randall

Sally L. Randall
Sally L. Randall

Karen L. Randall
Karen L. Randall

George C. Randall
George C. Randall, as a Co-Trustee of the Mary Ellen Randall Grandchild Trusts created under an Agreement dated as of September 15, 1983.

Clayton Robert Randall
Clayton Robert Randall

Allyson René Randall
Allyson René Randall

Robert G. Randall
Robert G. Randall, as a Co-Trustee of the Mary Ellen Randall Grandchild Trusts created under an Agreement dated as of September 15, 1983

Fred M. Randall
Fred M. Randall, as a Co-Trustee of the Mary Ellen Randall Grandchild Trusts created under an Agreement dated as of September 15, 1983.

STATE OF ARIZONA)
) ss.
County of Gila)

The foregoing instrument was acknowledged before me, a Notary Public, on this 28th day of December, 1992, by MARY ELLEN RANDALL, GEORGE C. RANDALL, ROBERT G. RANDALL and FRED M. RANDALL as the general partners of MULESHOE X CATTLE COMPANY, AN ARIZONA LIMITED PARTNERSHIP.

Regina Lambert
Notary Public

My Commission Expires:
1-20-96

STATE OF ARIZONA)
) ss.
County of Gila)

The foregoing instrument was acknowledged before me, a Notary Public, on this 28th day of December, 1992, by the limited partners of MULESHOE X CATTLE COMPANY, AN ARIZONA LIMITED PARTNERSHIP, which said limited partners are as follows: MARY ELLEN RANDALL; GEORGE C. RANDALL; ROBERT G. RANDALL; FRED M. RANDALL; VICTORIA A. RANDALL; SALLY L. RANDALL; KAREN I. RANDALL; CLAYTON ROBERT RANDALL; ALLYSON RENÉ RANDALL; and GEORGE C. RANDALL, ROBERT G. RANDALL and FRED M. RANDALL as the trustees of the MARY ELLEN RANDALL GRANDCHILD TRUSTS, created under an Agreement dated as of September 15, 1983.

Regina Lambert
Notary Public

My Commission Expires:
1-20-96

EXHIBIT "A"
TO THE THIRD AMENDMENT TO THE
CERTIFICATE OF LIMITED PARTNERSHIP OF
MULESHOE X CATTLE COMPANY,
AN ARIZONA LIMITED PARTNERSHIP

<u>NAMES AND ADDRESSES</u> <u>OF PARTNERS</u>	<u>% INTEREST IN</u> <u>PARTNERSHIP</u> <u>PROFITS, LOSSES</u> <u>AND CAPITAL</u>	<u>AMOUNT OF</u> <u>CONTRIBUTION</u>
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General Partners:

Mary Ellen Randall Post Office Box 96 Pine, Arizona 85544	1.25	\$ 10,875
George C. Randall Post Office Box 448 Payson, Arizona 85547	1.25	10,875
Robert G. Randall General Delivery Pine, Arizona 85544	1.25	10,875
Fred M. Randall General Delivery Pine, Arizona 85544	1.25	10,875

Limited Partners:

Mary Ellen Randall Post Office Box 96 Pine, Arizona 85544	16.22	141,119
George C. Randall Post Office Box 448 Payson, Arizona 85547	18.84	163,912
Robert G. Randall General Delivery Pine, Arizona 85544	18.84	163,912
Fred M. Randall General Delivery Pine, Arizona 85544	18.84	163,912

(Continued from page one)

<u>NAMES AND ADDRESSES OF PARTNERS</u>	<u>% INTEREST IN PARTNERSHIP PROFITS, LOSSES AND CAPITAL</u>	<u>AMOUNT OF CONTRIBUTION</u>
Victoria A. Randall 1001 Mud Spring Road Payson, Arizona 85541	3.42	\$ 29,754
Sally L. Randall General Delivery Pine, Arizona 85544	3.42	29,754
Karen L. Randall General Delivery Pine, Arizona 85544	3.42	29,754
Clayton Robert Randall General Delivery Pine, AZ 85544	1.00	8,701
Allyson René Randall General Delivery Pine, AZ 85544	1.00	8,701
George C. Randall, Robert G. Randall and Fred M. Randall as Trustees of the Mary Ellen Randall Grandchild Trusts, created under an Agreement dated as of September 15, 1983 P.O. Box 448 Payson, AZ 85547	10.00	87,005
Total	<u>100.00%</u>	<u>\$870,024</u>

The contribution to the capital of this partnership includes all of the assets of Muleshoe X Cattle Company (a general partnership), as of the close of business on the date of the commencement of this partnership, whether such assets were then held in the name of said Muleshoe X Cattle Company, one or more of its partners, or this partnership. As of the time specified above, said persons shall be deemed to be holding such assets for and in behalf of this partnership to the extent, if any, that such assets were not then titled in the name of this partnership.

(Continued from page two)

The values of the contributed capital as originally set forth on the Exhibit "A" to the original Certificate of Limited Partnership were based on the working trial balance of Muleshoe X Cattle Company as of December 31, 1987, and were, therefore, a reflection of the estimated and approximate book values of the partnership at the time of its conversion to a limited partnership. The amounts of the contribution as reflected above are based on the amounts originally contributed, and on appropriate allocations of the amount originally contributed by Mary Ellen Randall with respect to the gifts of partnership interests made by her in 1988, 1990 and 1992; and are also based on the unaudited financial statements of the partnership as of December 31, 1988. Therefore, the total set forth here and the amounts of contributed capital set forth here are different than the total originally set forth on the original Partnership Agreement and the original Certificate of Limited Partnership, and on prior amendments thereto. The total fair market value of the assets may exceed said book value.

Each partner's interest in the partnership is the sole and separate property of that partner; and the spouse of the partner has no interest in the partnership interest of his or her spouse. In other words, no interest in the partnership shall be deemed to be a community property interest.

The differences in the interests of the respective partners in the profits, losses and capital of the partnership from December 30, 1988 to December 31, 1988, was the result of gifts made by Mary Ellen Randall to other partners. Said gifts were made on December 31, 1988.

The differences in the interests of the respective partners in the profits, losses and capital of the partnership from December 31, 1988 and December 31, 1990 as compared to December 31, 1992, are the result of gifts made by Mary Ellen Randall to the other partners of this partnership. Said gifts were made effective as of the 31st day of December, 1990, and as of the 31st day of December, 1992.