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SEP 21 1 50 PM '95  
LAND & NATURAL RESOURCES  
STATE OF HAWAII

Attorneys for Petitioner GROVE FARM PROPERTIES; INC.

BEFORE THE LAND USE COMMISSION

OF THE STATE OF HAWAII

|   |   |                |
|---|---|----------------|
| In the Matter of the Petition             | ) |                |
|   | ) |                |
| of  | ) | Docket A89-636 |
|   | ) |                |
| GROVE FARM PROPERTIES, INC.               | ) |                |
|   | ) |                |
| to Amend the Land Use District Boundary   | ) |                |
| of Property Situated at Lihue, Island and | ) |                |
| County of Kauai, State of Hawaii.         | ) |                |
| Tax Map Key No. (4) 3-3-01 (portion)      | ) |                |
| _____                                     | ) |                |

**SECOND AMENDMENT TO AMENDED AND RESTATED MOTION  
TO APPROVE INCREMENTAL REDISTRICTING OF THE BALANCE  
OF INCREMENT II LANDS  
FROM AGRICULTURAL TO URBAN CLASSIFICATION**

Petitioner Grove Farm Properties, Inc., a Hawaii corporation, respectfully submit this Second Amendment to its Amended and Restated Motion to Approve Incremental Redistricting of the Balance of Increment II Lands from Agricultural to Urban Classification ("Motion"), filed herein

(CERTIFICATE OF SERVICE ATTACHED)

on July 31, 1995. This Amendment shall supplement and amend the Motion in the following manner:

1. Addition of Exhibit "F"

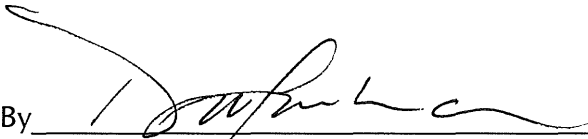
The Schedule of Exhibits to the Motion is hereby amended to add a reference to Exhibit F, a map entitled "Projects Completed, Under Construction, or Under Design as of 9/15/95". Copies of the revised Schedule of Exhibits and Exhibit F are hereto attached.

WHEREFORE, Petitioner, by and through its authorized representative, respectfully requests that the Petition be so amended.

Dated: Honolulu, Hawaii, September 21, 1995.

GROVE FARM PROPERTIES, INC.

CASE MYRDAL BIGELOW & LOMBARDI  
BELLES GRAHAM PROUDFOOT & WILSON

By 

Michael J. Belles  
Dennis M. Lombardi

BEFORE THE LAND USE COMMISSION  
OF THE STATE OF HAWAII

ORIGINAL

In the Matter of the Petition )  
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 GROVE FARM PROPERTIES, INC. )  
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 to Amend the Land Use District Boundary )  
 of Property Situated at Lihue, Island and )  
 County of Kauai, State of Hawaii. )  
 Tax Map Key No. (4) 3-3-3-01 (portion) )  
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STATE OF HAWAII

**SCHEDULE OF EXHIBITS**

|           |   |
|-----------|---|
| Exhibit A | Affidavit of Greg Kamm  |
| Exhibit B | Land Use Concept Plan Map   |
| Exhibit C | Proposed Land Use Change Map (shows areas to be urbanized)  |
| Exhibit D | Letter dated June 1, 1995 (filed as Annual Report to the Commission)  |
| Exhibit E | Map entitled "Land Use Map Portion of Grove Farm's Lihue/Puhi Project District Being Portions of Land Court Application 1087 at Lihue, Puna, Kauai, Hawaii" |
| Exhibit F | Map entitled "Projects Completed, Under Construction, or Under Design as of 9/15/95"  |

BEFORE THE LAND USE COMMISSION

OF THE STATE OF HAWAII

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In the Matter of the Petition )  
 )  
 of ) Docket A89-636  
 )  
 GROVE FARM PROPERTIES, INC. )  
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 to Amend the Land Use District )  
 Boundary of Property Situated at )  
 Lihue, Island and County of )  
 Kauai, State of Hawaii. )  
 Tax Map Key No. (4) 3-3-01 (portion) )  
 \_\_\_\_\_ )

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STATE OF HAWAII

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that, on the date set forth below, true and correct copies of the Second Amendment to Petitioner's Amended and Restated Motion to Approve Incremental Redistricting of the Balance of Increment II Lands from Agricultural to Urban Classification were duly served upon those noted below by depositing copies of same in the United States Mail, postage prepaid, and addressed as follows:

Mr. Gregory Pai, Director  
Office of State Planning  
P. O. Box 3540  
Honolulu, Hawaii 96811-3540

Mr. Abe Mitsuda, Administrator  
Land Use Division  
Office of State Planning  
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Honolulu, HI 96813

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Hartwell Blake, Esq.  
County Attorney  
Office of the County Attorney  
4396 Rice Street  
Lihue, Kauai, HI 96766

Kauai County Planning Commission  
c/o Planning Director  
4444 Rice Street  
Building A, Suite 473  
Lihue, Kauai, HI 96766

Mr. Robert B. Heiserman  
President  
Agricultural Operations, KLOP  
The Lihue Plantation Company, Ltd.  
2970 Kele Street  
Lihue, Kauai, HI 96766-1803

Mr. Steve Oliver, County Engineer  
Department of Public Works  
County of Kauai  
3021 Umi Street  
Lihue, Kauai, HI 96766

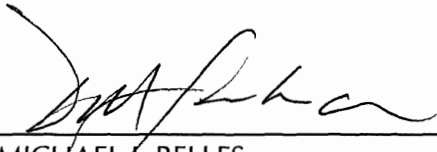
Ms. Angela Morehead, Vice President  
Grove Farm Land Corp.  
3-2600 Kaumualii Highway  
Kukui Grove Center, Suite 3001  
Lihue, Kauai, HI 96766

Mr. Murl Nielsen, Manager and Chief Engineer  
Department of Water  
County of Kauai  
4398 Pua Loke  
Lihue, Kauai, HI 96766

Mr. Kazu Hayashida, Director  
State of Hawaii  
Department of Transportation  
869 Punchbowl Street  
Honolulu, HI 96813

United States of America  
Secretary of Interior  
U.S. Fish & Wildlife Service  
300 Ala Moana Boulevard  
Room 5302  
Honolulu, HI 96813

DATED: Honolulu, Hawaii, September 21, 1995

  
\_\_\_\_\_  
MICHAEL J. BELLES  
DENNIS M. LOMBARDI  
Attorneys for Petitioner