Form 42-248/42-1409(6) Rev. 1/15

RECEIVED
OCT 04 2018
Dept OF WATER RESOURCES
SOUTHERN REGION

STATE OF IDAHO
DEPARTMENT OF WATER RESOURCES

Notice of Change in Water Right Ownership

1. List the numbers of all water rights and/or adjudication claim records to be changed. If you only acquired a portion of the water right or adjudication claim, check "*Yes*" in the "*Split?*" column. If the water right is leased to the Water Supply Bank, check "Yes". If you are not sure if the water right is leased to the Water Supply Bank, see #6 of the instructions.

Water Right/Claim No.	Split?	Leased to Water Supply Bank?	Water Right/Claim No.	Split?	Leased to Water Supply Bank?
36-8080	Yes ☐	Yes ☐		Yes ☐	Yes ☐
36-8639	Yes ☐	Yes ☐		Yes ☐	Yes ☐
	Yes ☐	Yes ☐		Yes ☐	Yes ☐
	Yes ☐	Yes ☐		Yes ☐	Yes ☐
	Yes ☐	Yes ☐		Yes ☐	Yes ☐

2. Previous Owner's Name: Clear Springs Trout Company
Name of current water right holder/claimant

3. New Owner(s)/Claimant(s): Clear Springs Foods, Inc.
New owner(s) as listed on the conveyance document — Name connector ☐ **and** ☐ **or** ☐ **and/or**

P.O. Box 712 — Mailing address
Buhl — City
ID — State
83316 — ZIP
(208) 543-4316 — Telephone
ty.popplewell@clearsprings.com — Email

4. If the water rights and/or adjudication claims were split, how did the division occur?
   - ☐ The water rights or claims were divided as specifically identified in a deed, contract, or other conveyance document.
   - ☐ The water rights or claims were divided proportionately based on the portion of their place(s) of use acquired by the new owner.

5. Date you acquired the water rights and/or claims listed above: 01/11/1985.

6. If the water right is leased to the Water Supply Bank changing ownership of a water right will reassign to the new owner any Water Supply Bank leases associated with the water right. Payment of revenue generated from any rental of a leased water right requires a completed IRS Form W-9 for payment to be issued to an owner. A new owner for a water right under lease shall supply a W-9. Water rights with multiple owners must specify a designated lessor, using a completed Lessor Designation form. Beginning in the calendar year following an acknowledged change in water right ownership, compensation for any rental will go to the new owner(s).

7. This form must be signed and submitted with the following **REQUIRED** items:
   - ☒ A copy of the conveyance document – warranty deed, quitclaim deed, court decree, contract of sale, etc. The conveyance document must include a legal description of the property or description of the water right(s) if no land is conveyed.
   - ☐ Plat map, survey map or aerial photograph which clearly shows the place of use and point of diversion for each water right and/or claim listed above (if necessary to clarify division of water rights or complex property descriptions).
   - ☒ Filing fee (see instructions for further explanation):
     - $25 per *undivided* water right.
     - $100 per *split* water right.
     - No fee is required for pending adjudication claims.
   - ☐ If water right(s) are leased to the Water Supply Bank AND there are multiple owners, a Lessor Designation form is required.
   - ☐ If water right(s) are leased to the Water Supply Bank, the individual owner or designated lessor must complete, sign and submit an IRS Form W-9.

SUPPORT DATA
IN FILE # 36-8080

8. Signature: [signature] — Signature of new owner/claimant — VP/CFO — Title, if applicable — 10/2/2018 — Date

Signature: [signature] — Signature of new owner/claimant — Controller — Title, if applicable — 10/2/2018 — Date

For IDWR Office Use Only:

Receipted by AM Date 10-4-2018 Receipt No. S036990 Receipt Amt. $125-

Active in the Water Supply Bank? Yes ☐ No ☑ If yes, forward to the State Office for processing W-9 received? Yes ☐ No ☐

Name on W-9 _____ Approved by _____ Processed by AI Date 6/22/19

SCANNED
DEC 09 2019

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT
OF

CLEAR SPRINGS TROUT COMPANY

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of CLEAR SPRINGS FOODS, INC. duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

COPY

October 25, 1991

GREAT SEAL OF THE STATE OF IDAHO
ESTO PERPETUA

Pete T. Cenarrusa
SECRETARY OF STATE

Sally J. Clark
Corporation Clerk

RECEIVED
SEC. OF STATE
91 OCT 25 AM 10 19

RECEIVED
SEC. OF STATE
91 OCT 9 AM 8 49

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF CLEAR SPRINGS TROUT COMPANY

Pursuant to the provisions of Idaho Code 30-1-59, etc., the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Clear Springs Trout Company.

SECOND: The following amendments of the Articles of Incorporation were adopted by the shareholders of the corporation on September 30, 1991, in the manner prescribed by Idaho Code Section 30-1-59 etc.

1. That ARTICLE I of the Articles of Incorporation of Clear Springs Trout Company be amended to read as follows:

The name of the corporation is and shall be Clear Springs Foods, Inc.

2. That ARTICLE IV(i) of the Articles of Incorporation of Clear Springs Trout Company be amended to read as follows:

(i) The preferential rights and restrictions granted to the corporation and the remaining shareholders shall not apply or pertain where an existing shareholder desires to sell, convey, give or otherwise transfer any or all of his shares to such stockholder's spouse, former spouse, issue or child, or other lineal descendent, or any trust or other institutional recipient established and created for the direct maintenance or benefit of such shareholder, shareholder's spouse, former spouse, issue or child, or lineal descendent. In the event a shareholder shall desire to sell, convey, give or otherwise transfer any or all of his shares as herein provided, such stockholder shall, upon request of the secretary or other duly authorized officer of the corporation present such proof or evidence as the corporation may deem necessary to demonstrate and provide the existence of the relationship described above.

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 1,671,758; and the number of shares entitled to vote thereon was the same.

FOURTH: The corporation only has one type or class of stock. All stockholders were eligible to vote.

FIFTH: At a special meeting of the stockholders held on September 30, 1991, at the corporate headquarters at Buhl, Idaho, after due and legal notice was given, the number of shares voted for such amendment was 1,349,277; and the number of shares voted against such amendment was 3,400. The amendments were therefore duly passed.

COPY

Dated this 30th day of September, 1991.

CLEAR SPRINGS TROUT COMPANY

Larry C. Cope, President

Keith E. Quigley, Assistant Secretary

STATE OF IDAHO)
) ss.
County of Twin Falls)

The undersigned, a notary public, does hereby certify that on this 30th day of September, 1991, personally appeared before me Larry W. Cope and Keith E. Quigley who, being first duly sworn by me, declared that they are the President and Assistant Secretary respectively of Clear Springs Trout Company, that they signed the foregoing document as President and Assistant Secretary of the corporation, and that the statements therein contained are true.

NOTARY PUBLIC FOR IDAHO
Residing at: Buhl
My Commission Expires: 12-22-91

(WLN\81019ART.003)

COPY

KNOW ALL MEN BY THESE PRESENTS

That THE PROSPECT COMPANY, a corporation organized and existing under the laws of the State of Delaware,

DOES HEREBY CERTIFY

That a certain Mortgage, bearing date the 20th day of DECEMBER, 1977 made and executed by CLEAR SPRINGS TROUT COMPANY, AN IDAHO CORPORATION

to THE PROSPECT COMPANY and recorded in the office of the RECORDER in and for the County of GOODING and the State of IDAHO, as INSTRUMENT NUMBER 143457 on page 68100 on the 2ND day of JANUARY, 1978, at 2:30 o'clock P.M.,

STATE OF IDAHO, COUNTY OF GOODING
Filed for record at the request of Clear Spring Trout Co.
3 min. past 40 o'clock P M. this 17
of Jan., 1991.
JOHN A. MYERS, Recorder
By Velda M. Dehmidt, Deputy

And THE PROSPECT COMPANY hereby authorizes and directs said RECORDER to discharge the same upon the record thereof, according to the Statute in such case provided.

And Witness Whereof THE PROSPECT COMPANY has caused this instrument to be executed in its corporate name by its ASSISTANT DIRECTOR and its corporate seal to be hereunto affixed this 11TH day of JANUARY, 1991

Signed, Sealed and Delivered in the presence of

Lisa Marcus
LISA MARCUS

Stephen Byron
STEPHEN BYRON

THE PROSPECT COMPANY,

By Gregory F. Lynch
GREGORY F. LYNCH, ASSISTANT DIRECTOR

Attest: Roberta F. Fennelly
ROBERTA F. FENNELLY, ASSISTANT SECRETARY

COPY

State of CONNECTICUT
SS. FARMINGTON
County of HARTFORD

Before me, a notary public in and for said County and State, on this day, personally appeared GREGORY F. LYNCH and ROBERTA F. FENNELLY to me known to be the identical persons who subscribed the name of The Prospect Company to the foregoing instrument as its ASSISTANT DIRECTOR, and ASSISTANT SECRETARY, respectively, who, being by me duly sworn, did state that they are the ASSISTANT DIRECTOR and ASSISTANT SECRETARY of said corporation, that the seal affixed to said instrument is the corporate seal of said corporation, and that said instrument was signed and sealed by them on behalf of said corporation by authority of its board of directors, and said GREGORY F. LYNCH and ROBERTA F. FENNELLY acknowledged to me that they executed the same for uses, purposes, and consideration therein set forth and in the capacity therein stated as their free and voluntary act and deed and as the free and voluntary act and deed of said corporation.

Given under my hand and seal of office this 11TH day of JANUARY, 1991

Penny D. Dean
PENNY D. DEAN
Notary Public

My commission expires MARCH 31, 1994

KNOW ALL MEN BY THESE PRESENTS

That THE PROSPECT COMPANY, a corporation organized and existing under the laws of the State of Delaware,

DOES HEREBY CERTIFY

That a certain Mortgage, bearing date the 20TH day of DECEMBER, 1977 made and executed by CLEAR SPRINGS TROUT COMPANY, AN IDAHO CORPORATION

to THE PROSPECT COMPANY and recorded in the office of the RECORDER in and for the County of TWIN FALLS and the State of IDAHO, in BOOK 212 of MORTGAGES on page 2730 on the 10TH day of JANUARY, 1978, at 4:30 o'clock P.M.,

is, together with the debt secured thereby, fully paid and satisfied. And THE PROSPECT COMPANY hereby authorizes and directs said RECORDER to discharge the same upon the record thereof, according to the Statute in such case provided. And Witness Whereof THE PROSPECT COMPANY has caused this instrument to be executed in its corporate name by its ASSISTANT DIRECTOR and its corporate seal to be hereunto affixed this 11TH day of JANUARY, 1991

Signed, Sealed and Delivered in the presence of

Lisa Marcus

LISA MARCUS

Stephen Byron

STEPHEN BYRON

THE PROSPECT COMPANY,

By Gregory F. Lynch

GREGORY F. LYNCH, ASSISTANT DIRECTOR

Attest: Roberta F. Fennelly

ROBERTA F. FENNELLY, ASSISTANT SECRETARY

State of CONNECTICUT

SS. FARMINGTON

County of HARTFORD

Before me, a notary public in and for said County and State, on this day, personally appeared GREGORY F. LYNCH and ROBERTA F. FENNELLY to me known to be the identical persons who subscribed the name of The Prospect Company to the foregoing instrument as its ASSISTANT DIRECTOR, and ASSISTANT SECRETARY, respectively, who, being by me duly sworn, did state that they are the ASSISTANT DIRECTOR and ASSISTANT SECRETARY of said corporation, that the seal affixed to said instrument is the corporate seal of said corporation, and that said instrument was signed and sealed by them on behalf of said corporation by authority of its board of directors, and said GREGORY F. LYNCH and ROBERTA F. FENNELLY acknowledged to me that they executed the same for uses, purposes, and consideration therein set forth and in the capacity therein stated as their free and voluntary act and deed and as the free and voluntary act and deed of said corporation.

Given under my hand and seal of office this 11TH day of JANUARY, 1991

Penny D. Dean

PENNY D. DEAN
Notary Public

My commission expires MARCH 31, 1994

STATE OF IDAHO, COUNTY OF TWIN FALLS, IDAHO

I hereby certify that this instrument was filed for record at the request of Clear Springs Trout

at 10 minutes past 11 o'clock a M., this day of JAN 18 1991, 19 , in my office, and duly recorded in Book of Deeds at Page

LINDA E. WRIGHT
Ex-Officio Recorder

By Marjorie Annis Deputy.

Fees $3.00

Mail to:

981379

State of Idaho
DEPARTMENT OF WATER RESOURCES
Southern Region • 650 ADDISON AVE W STE 500 • TWIN FALLS, ID 83301-5858
Phone: (208)736-3033 • Fax: (208)736-3037 • Website: www.idwr.idaho.gov

Brad Little
Governor

Gary Spackman
Director

May 28, 2019

CLEAR SPRINGS FOODS INC
C/O TY POPPLEWELL
PO BOX 712
BUHL ID 83316-0712

Re: Change in Ownership for Water Right No(s): 36-8080 & 36-8639 *(processed)*
36-7201, 36-7568, & 36-7218 *(not processed)*

Dear Water Right Holder(s):

The Department of Water Resources (Department) acknowledges the receipt of correspondence changing ownership of the above referenced water right(s) to you. The Department has modified its records for water rights 36-8080 and 36-8639 and has enclosed a computer-generated report for you.

Regarding rights 36-7201, 36-7568, and 36-7218, the Department was not able to update the ownership based on the information submitted with the Notice of Change in Water Right Ownership. It appeared that the intent of the Notice was to remove The Prospect Co as an owner on the right, leaving Clear Springs Foods Inc as the sole owner. Both Clear Springs Foods Inc and The Prospect Co were decreed by the Snake River Basin Adjudication Court as the current owners on those rights in 2000. In order to remove The Prospect Co as an owner, we need evidence of the conveyance of The Prospect Co's interest in the water rights to Clear Springs Foods Inc. As we discussed on the phone, Department legal staff clarified that the satisfaction of mortgage document from 1991 is not sufficient for the purpose of updating ownership because it does not specifically mention the water rights and, more importantly, it pre-dates the court decree. You may re-submit a Notice of Water Right Ownership for these rights with additional evidence of conveyance. Please note that Department records indicate there is an additional water right, 36-2708, which also lists Clear Springs Foods Inc and The Prospect Co as current owners. If you pursue this issue further, you may also want to include that right as well.

The filing fee submitted with the Notice was $125 for rights 11-2098, 36-7201, 36-7218, 36-7568, & 36-8080. Water right 11-2098 was processed in IDWR's Eastern Region. Right 36-8080 was processed, but there is no fee required because it is simply an entity name change (Clear Springs Trout Co to Clear Springs Foods Inc), and the remaining rights were not processed. Therefore, a refund of $100 has been initiated and will arrive under separate cover from the State Controller's office.

Updating the ownership record for a water right does not reconfirm the validity of the right. When processing a Notice of Change in Water Right Ownership, the Department does not review the history of water use to determine if the right has been forfeited or deliberately abandoned through five years or more of non-use. To read more about water right forfeiture, including how to protect a water right from forfeiture, please see Idaho Code §§ 42-222 and 42-223. Please note, water right owners are required to report any change of water right ownership and any change of mailing address to the Department within 120 days of the change. Reporting forms are available from any office of the Department, or from the Department's website.

If you have any questions concerning the enclosed information, please contact me at (208) 736-3033.
Sincerely,

Allison Inouye
Water Resource Agent, Senior

Enclosure(s)

Inouye, Allison

From: Ty Popplewell <ty.popplewell@clearsprings.com>
Sent: Wednesday, May 15, 2019 4:52 PM
To: Inouye, Allison
Subject: RE: Ownership Documentation for Water Rights
Attachments: State of Idaho - Assignment of Permits (01-29-91).pdf

Thank you, Ali, appreciate the commentary and insight.

We have tried many times in the past to have this issue corrected and the name changed exclusively to Clear Springs Foods with little or no movement and momentum. I will spend a bit more time in the files to try and find a conveyance document to satisfy the ownership and have the records updated, but don't have high expectations for locating such a document. Attached is one more document that could be of assistance; the "Assignment of Permits" that dates back to January 29, 1991.

Hope you have a good week off; talk to you soon.

Ty

CLEAR SPRINGS FOODS
Buhl, Idaho | Since 1966

Ty Popplewell
Controller
208.543.3440
PO Box 712 Buhl, ID 83316
ty.popplewell@clearsprings.com

From: Inouye, Allison <Allison.Inouye@idwr.idaho.gov>
Sent: Wednesday, May 15, 2019 12:47 PM
To: Ty Popplewell <ty.popplewell@clearsprings.com>
Subject: RE: Ownership Documentation for Water Rights

Hi Ty,
I have seen that document before – I think it was submitted with the paperwork in November. I mentioned that my co-worker had asked our legal counsel about this situation a couple months ago and she did send them that same satisfaction of mortgage document that you sent me yesterday. The legal counsel did not find that to be sufficient documentation to remove The Prospect Co. I think the main problem stems from the fact that the satisfaction of mortgage is from 1991 and the water rights were decreed by the Snake River Basin Adjudication court in 2000 with The Prospect Co as an owner. The Department tends to view anything decreed by the court as the final word. We tried to brainstorm a couple options you may want to consider…

- If you believe that The Prospect Co should never have been listed as an owner on the rights, you could contact the Snake River Basin Adjudication court and inquire about options to re-open that case and try to get it corrected through the court. I can't personally speak to what options may lie within the court system or evidence they would require in order to consider that, but we do also have staff who work with the courts so you could contact IDWR staff in Boise for a discussion.
    - SRBA court in Twin: 208-736-3011
    - IDWR adjudication staff in Boise (Craig Saxton): 208-287-4916
- Provide IDWR with a conveyance document, such as a deed, that conveys any interest in those water rights from The Prospect Co to Clear Springs Foods Inc.

Give it a little thought. I will be out of town til May 22 but if I can be of help, I'm happy to further discuss it when I get back.

Thanks,
Allison

Allison Inouye
Water Resource Agent
Southern Regional Office | Idaho Dept. of Water Resources
p (208) 736-3033 | f (208) 736-3037
Allison.Inouye@idwr.idaho.gov

From: Ty Popplewell [mailto:ty.popplewell@clearsprings.com]
Sent: Tuesday, May 14, 2019 5:17 PM
To: Inouye, Allison <Allison.Inouye@idwr.idaho.gov>
Cc: Keith Quigley <keith.quigley@clearsprings.com>
Subject: RE: Ownership Documentation for Water Rights

Allison,

Appreciate you taking the time earlier this afternoon to discuss the "Notices of Change in Water Right Ownership" for the three water rights noted and described below. Attached is a copy of a letter and corresponding documents dating back to when we were just kids; it is dated early 1990's. The water rights noted below (36-7201, 36-7218, 36-7568) are all referenced in the letter. The letter states in part that "the correspondence have been placed in the file for future reference and we have changed our computer records to remove The Prospect Company as a party of the water right." If this documentation (the letter and corresponding pages) will not suffice for the name change, please advise the next best option and step(s) in this process.

Thank you.

Ty

CLEAR SPRINGS FOODS
Buhl, Idaho | Since 1966

Ty Popplewell
Controller
208.543.3440
PO Box 712 Buhl, ID 83316
ty.popplewell@clearsprings.com

From: Inouye, Allison <Allison.Inouye@idwr.idaho.gov>
Sent: Tuesday, May 14, 2019 4:15 PM
To: Ty Popplewell <ty.popplewell@clearsprings.com>
Subject: Ownership Documentation for Water Rights

Hi Ty,
As we discussed on the phone, Clear Springs Foods Inc filed Notices of Change in Water Right Ownership for water rights 36-7201, 36-7568, & 36-7218. Those water rights list The Prospect Co as a current owner in addition to Clear Springs Foods Inc. We reached out to our legal staff and the direction we were given is that in order to remove The Prospect Co as an owner on those rights, we need some sort of evidence of conveyance from The Prospect Co to Clear Springs Foods. If you have documentation showing that, feel free to email it to me, or if you have any questions give me a call anytime. Just a note that I will be out of the office from May 15-21.

Talk to you soon.
Thanks,
Allison

Allison Inouye
Water Resource Agent
Southern Regional Office | Idaho Dept. of Water Resources
p (208) 736-3033 | f (208) 736-3037
Allison.Inouye@idwr.idaho.gov

Maline, Denise

From: Baxter, Garrick
Sent: Wednesday, February 13, 2019 9:39 AM
To: Maline, Denise
Subject: RE: Clear Springs Foods ownership question
Attachments: 3607201xx00430.tiff

Denise,
I agree with your conclusion. The *Notice of Change in Water Right Ownership* ("Notice") was submitted for water right 36-7201. This water right was decreed in the name of "Clear Springs Foods Inc" and "The Prospect Co". A copy of the partial decree is attached. The Notice seeks to remove the Prospect Company from the water right.

Idaho Code 42-248 states:

"A notice of change of ownership of all or part of a water right shall be accompanied by evidence showing the basis for the change in ownership, and how the right is divided if the change divides the right among multiple owners." In order for IDWR to remove the Prospect Company as a listed owner in IDWR's records, evidence must be submitted showing that the Prospect Company's interest in the water right has either been transferred to Clear Springs Foods or that the Prospect Company now disclaims any interest in the water right. The documents submitted by Clear Springs Foods in support of the Notice are not adequate for IDWR to change ownership of water right no. 36-7201. The certificate of amendment to the articles of incorporation documenting the name change from Clear Springs Trout to Clear Springs Foods is not relevant to this matter as water right 36-7201 was already decreed in the name of Clear Springs Foods. The two release of mortgage signed by the Prospect Company, do not speak to water right 36-7201. More importantly, the releases were dated 1991. The water right was decreed in 2000. Thus, I agree with your conclusion that the documents they have submitted so far are not sufficient to remove the Prospect Company as owner of water right 36-7201. Let me know if you have any questions.
Thanks,
Garrick

Garrick Baxter | Deputy Attorney General
Office of the Idaho Attorney General | Water Resources Section
Ph: (208) 287-4811 | Fax: (208) 287-6700
322 East Front Street | PO Box 83720 | Boise, ID 83720-0098

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If you are not the intended recipient of this message or an agent of the intended recipient, or if this message has been addressed to you in error, please immediately alert the sender by reply email and then delete this message and any attachments.

From: Maline, Denise
Sent: Friday, January 18, 2019 10:56 AM
To: Baxter, Garrick <Garrick.Baxter@idwr.idaho.gov>
Subject: Clear Springs Foods ownership question

Hi Garrick,

I am working on some ownership / name changes for Clear Springs Foods Inc., however I am questioning whether or not the documents they submitted are sufficient enough to make the changes. They submitted Ownership Changes for 36-7201, 36-7218 & 36-7568; all of which are requesting to change the name from Clear Springs Foods Inc. **and** The Prospect Company, solely to Clear Springs Foods Inc. They submitted an

Article of Amendment dated 1991, referencing Clear Springs *Trout*, Inc. changing their entity name to Clear Springs Foods Inc. This happened during the adjudication process.

The question we have is regarding The Prospect Company. They seem to have been on the water right / AJ records from the beginning; however the Secretary of State website indicates they have not been active since 1976. This was apparently never addressed in the AJ claim review process, but I could be wrong. Furthermore, there was a partial decree issued in 1998 (page 33 of scanned AJ file for 36-7201) showing only the name Clear Springs Foods Inc. There was another partial decree issued in 2000 (page 19-20 of scanned AJ file for 36-7201), now showing Clear Springs Foods Inc. **and** The Prospect Company.

I don't believe the documents they submitted recently are sufficient to remove The Prospect Company. As far as I can tell, we don't have anything conveying or removing them from the water right records.

I attached 1 of the ownership changes they submitted. All of the documents are the same, for each one they sent in. I have also scanned the AJ file for 36-7201 and am in the process of scanning the other AJ files. They seem to have all of the same related information in them, this far.

I appreciate your time and insight on this.

Thank you,

Denise