

RECEIVED

FEB 02 2016

WATER RESOURCES
WESTERN REGIONSTATE 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?
63-32001	Yes ☐	Yes ☐		Yes ☐	Yes ☐
63-32002	Yes ☐	Yes ☐		Yes ☐	Yes ☐
63-32202	Yes ☐	Yes ☐		Yes ☐	Yes ☐
63-33705	Yes ☐	Yes ☐		Yes ☐	Yes ☐
NEEDS ASSN. OF PERMIT	Yes ☐	Yes ☐		Yes ☐	Yes ☐

2. Previous Owner's Name: Midland Bottling LLC, successor by merger to Pepsi Bottling Ventures of Idaho, Inc.
Name of current water right holder/claimant
3. New Owner(s)/Claimant(s): Bottling Group, LLC
New owner(s) as listed on the conveyance document Name connector ☐ and ☐ or ☐ and/or
- 1 Pepsi Way Somers NY 10589
Mailing address City State ZIP
914-767-7107 David.Patrick@PepsiCo.com
Telephone 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: 6/18/2013
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):
o \$25 per undivided water right.
o \$100 per split water right.
o 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
8. Signature: By: David H. Patrick Legal Senior Director, Operations January 28, 2016
Signature of new owner/claimant Title, if applicable Date

SUPPORT DATA

IN FILE # 63-32001

Signature: _____ Title, if applicable _____ Date _____
Signature of new owner/claimant

For IDWR Office Use Only:

Received by CS Date 2/2/16 Receipt No. W043856 Receipt Amt. \$100⁰⁰
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 X Approved by CS Processed by CS Date 2/18/16

Recording Requested By and
When Recorded Return to:

Fidelity National Title Company
Attn: Lynn Darling
8665 W. Emerald, Suite 200
Boise, ID 83704

2013-027232
RECORDED
06/18/2013 10:23 AM
CHRIS YAMAMOTO
CANYON COUNTY RECORDER
Pgs=7 MBROWN \$28.00
TYPE: DEED
FIDELITY NATIONAL TITLE - BOISE
ELECTRONICALLY RECORDED

1077844

SPACE ABOVE THIS LINE FOR RECORDER'S USE ONLY

SPECIAL WARRANTY DEED
(Nampa, Idaho)

FOR GOOD AND VALUABLE CONSIDERATION, the receipt and sufficiency of which is hereby acknowledged, MIDLAND BOTTLING LLC, a Delaware limited liability company as successor by merger to Pepsi Bottling Ventures of Idaho, Inc., an Idaho corporation, which acquired title as Nagel Beverage Co. ("Grantor"), does hereby grant, bargain, sell and convey unto Bottling Group, LLC, a Delaware limited liability company ("Grantee"), whose address is 1 Pepsi Way, Somers, New York 10589, all of Grantor's right, title and interest in and to the real property located in Canyon County, Idaho, legally described as follows:

See Schedule I attached hereto and incorporated herein by this reference

Together with all and singular the tenements, hereditaments, and appurtenances thereunto belonging to or in anywise appertaining, the rents, issues and profits thereof; and all estate, right, title and interest, as well in law as in equity, except as expressly provided otherwise herein (the "Property").

TO HAVE AND TO HOLD the Property, with its all and singular appurtenances unto Grantee, and Grantee's heirs, successors and assigns forever.

Grantor makes no covenants or warranties with respect to title, express or implied, other than that previous to the date of this deed, Grantor has not conveyed the same estate to any person other than Grantee and that such estate is at the time of the execution of this deed free from encumbrances made or suffered by the Grantor, or any person claiming under Grantor, subject, however, to those exceptions set forth on Schedule II attached hereto and incorporated herein by this reference.

DATED effective this 15 day of June, 2013.

[Signature page follows]

SPECIAL WARRANTY DEED - 1
(Nampa, Idaho)

44508.0007.5851311.3

SCHEDULE I

LEGAL DESCRIPTION

Parcel A:

A parcel of land being a portion of Parcel "A" as shown on Record of Survey Instrument No. 200421866, records of Canyon County, Idaho, and situated in the Northwest quarter of the Southwest quarter of Section 10, Township 3 North, Range 2 West, Boise Meridian, Canyon County, Idaho, and more particularly described as follows:

Commencing at the Northwest corner of said Southwest quarter of Section 10, from which the Southwest corner of said Section 10 bears South 00°12'00" East 2647.42 feet; thence along the Westerly boundary of said Section 10, said Westerly boundary also being the centerline of Northside Boulevard, South 00°12'00" East 80.11 feet; thence leaving said Westerly boundary North 89°53'52" East 50.00 feet to the Easterly right-of-way of said Northside Boulevard and the Point of Beginning; thence continuing North 89°53'52" East along the Southerly right-of-way of Birch Lane 902.12 feet; thence leaving said Southerly right-of-way South 00°00'00" East 1110.43 feet; thence South 89°56'06" West 630.65 feet to an iron pin on the Northeasterly right-of-way of the Northern Pacific Railroad; thence along said Northeasterly right-of-way North 19°27'20" West 811.42 feet to said Easterly right-of-way of Northside Boulevard; thence along said Easterly right-of-way North 00°12'00" West 344.45 feet to the Point of Beginning.

Parcel B:

A parcel of land being a portion of Parcel "B" as shown on Record of Survey Instrument No. 200421866, records of Canyon County, Idaho, and situated in the Northwest quarter, of the Southwest quarter of Section 10, Township 3 North, Range 2 West, Boise Meridian, Canyon County, Idaho, and more particularly described as follows:

Commencing at the Northwest corner of said Southwest quarter, of Section 10, from which the Southwest corner of said Section 10 bears South 00°12'00" East 2647.42 feet; thence along the Westerly boundary of said Section 10, said Westerly boundary also being the centerline of Northside Boulevard, South 00°12'00" East 80.11 feet; thence leaving said Westerly boundary North 89°53'52" East 50.00 feet to the Easterly right-of-way of said Northside Boulevard; thence continuing North 89°53'52" East along the Southerly right-of-way of Birch Lane 902.12 feet to the Point of Beginning; thence continuing North 89°53'52" East along the Southerly right-of-way of Birch Lane 341.21 feet to the Westerly right-of-way of Norco Way; thence leaving said Southerly right-of-way and along said Westerly right of way South 00°13'00" East 371.50 feet; thence leaving said Westerly right-of-way South 89°53'52" West 342.62 feet; thence North 0°00'00" West 371.50 feet to the Point of Beginning.

Parcel C:

A parcel of land being a portion of Parcel "C" as shown on Record of Survey Instrument No. 200421866, records of Canyon County, Idaho, and situated in the Northwest quarter of the Southwest quarter of Section 10, Township 3 North, Range 2 West, Boise Meridian, Canyon County, Idaho, and more particularly described as follows:

Commencing at the Northwest corner of said Southwest quarter of Section 10, from which the Southwest corner of said Section 10 bears South 00°12'00" East 2647.42 feet; thence along the Westerly boundary of said Section 10, said Westerly boundary also being the centerline of Northside Boulevard, South 00°12'00" East 80.11 feet; thence leaving said Westerly boundary North 89°53'52" East 50.00 feet to the Easterly right-of-way of said Northside Boulevard; thence continuing North 89°53'52" East along the Southerly right-of-way of Birch Lane 1243.33 feet to the Westerly right-of-way of Norco Way; thence leaving said Southerly right-of-way and along said Westerly right-of-way South 00°13'00" East 371.50 feet to the Point of Beginning; thence continuing along said Westerly right-of-way South 00°13'00" East 370.32 feet; thence leaving said Westerly right-at-way South 89°56'06" West 344.02 feet; thence North 00°00'00" West 370.09 feet; thence North 89°53'52" East 342.62 feet to the Point of Beginning.

Parcel D:

A parcel of land being a portion of Parcel "D" as shown on Record of Survey Instrument No. 200421866, records of Canyon County, Idaho, and situated in the Northwest quarter of the Southwest quarter of Section 10, Township 3 North, Range 2 West, Boise Meridian, Canyon County, Idaho and more particularly described as follows:

Commencing at the Northwest corner of said Southwest quarter of Section 10, from which the Southwest corner of said Section 10 bears South 00°12'00" East 2647.42 feet; thence along the Westerly boundary of said Section 10, said Westerly boundary also being the centerline of Northside Boulevard, South 00°12'00" East 80.11 feet; thence leaving said Westerly boundary North 89°53'52" East 50.00 feet to the Easterly right-of-way of said Northside Boulevard; thence continuing North 89°53'52" East along the Southerly right-at-way of Birch Lane 1243.33 feet to the Westerly right-of-way of Norco Way; thence leaving said Southerly right-of-way and along said Westerly right-of-way South 00°13'00" East 741.82 feet to the Point of Beginning; thence continuing along said Westerly right-of-way South 00°13'00" East 368.83 feet, thence leaving said Westerly right-of-way South 89°56'06" West 345.41 feet; thence North 00°00'00" West 368.83 feet; thence North 89°56'06" East 344.02 feet to the Point of Beginning.

SCHEDULE II

APPROVED EXCEPTIONS

[Insert all exceptions approved by Buyer]

SCHEDULE II
APPROVED EXCEPTIONS

1. Water rights, claims or title to water.
2. Reservations and exceptions in the United States Patent, and in the act authorizing the issuance thereof.
Recorded: November 21, 1895
In Book 3 of Patents, at Page 358, of Official Records.
3. Protective Covenants, Conditions, Restrictions and/or Easements, and other matters imposed by instrument recorded January 13, 2004 as Instrument No. 200402005, of Official Records.
4. Record of Survey/Boundary Line Adjustment and Lot Split for Nagel Beverage Company
Recorded: April 23, 2004
Instrument No: 200421866, of Official Records.
5. An easement for public utilities and incidental purposes in favor of Idaho Power Company, a corporation
Recorded: May 19, 2004
Instrument No: 200426581, of Official Records.
(Affects Parcel A)
6. Terms, conditions, and obligations set forth in that certain Ordinance No. 3402 of the City of Nampa, Idaho
Recorded: December 14, 2004
Instrument No: 200468380, of Official Records.
(Affects Parcel A)
7. Terms, conditions, provisions and obligations set forth in that certain Agreement for Deferral of Curb, Gutter and/or Sidewalk Construction
Between: The City of Nampa and Nagel Beverage Co.
Recorded: December 14, 2004
Instrument No: 200468388, of Official Records. (Affects Parcel A)
8. Terms, conditions, provisions and obligations set forth in that certain Conditional Use Permit Agreement granted by the City of Nampa
Recorded: July 18, 2005
Instrument No: 200541746, of Official Records.
(Affects Parcel A)
9. Terms, conditions, provisions, easements and obligations set forth in that certain Agreement for Permanent Easement
Between: Nagel Beverage Company and the City of Nampa, Idaho
Recorded: August 25, 2005
Instrument No: 200552693, of Official Records. (Affects Parcel A)

10. Any rights, interest, or claims which may exist or arise by reason of the following shown on ALTA/ASCM Land Title Survey dated May 2, 2013, prepared by 4 Rivers Surveying Inc., Craig R McCullough, as follows:
- a. Fences are not coincident with property lines
 - b. Railroad spur located on southwesterly portion of subject property
 - c. Underground utility lines not located
 - d. Possible buried gas line along Norco Way
 - e. Building on Parcel A encroaches onto Idaho Power Easement Instrument No. 200426581

FILED EFFECTIVE
2013 JUN 11 PM 2:35
SECRETARY OF STATE
STATE OF IDAHO

STATEMENT OF MERGER

MERGING

PEPSI BOTTLING VENTURES OF IDAHO, INC.,

an Idaho corporation,

WITH AND INTO

MIDLAND BOTTLING LLC

a Delaware limited liability company

*Pursuant to Chapter 18, Part 2, Title 30 of the
Idaho Entity Transactions Act and
Section 18-209 of the Delaware Limited Liability Company Act*

Pepsi Bottling Ventures of Idaho, Inc., an Idaho corporation ("PBV") and Midland Bottling LLC, a Delaware limited liability company ("Midland Bottling"), DO HEREBY CERTIFY as follows:

1. The constituent entities in the merger (the "Merger") are PBV, with its principal place of business at 4141 ParkLake Ave. Suite 600, Raleigh, NC 27612 and Midland Bottling, with its principal place of business at 4141 ParkLake Ave. Suite 600, Raleigh, NC 27612.
2. A Plan of Merger (the "Merger Plan") has been duly authorized and approved by the sole Shareholder and the Directors of PBV in accordance with Chapter 18, Part 2, Title 30 of the Idaho Entity Transactions Act ("IETA"). The Merger Plan has been duly authorized and approved by the sole Member and Manager of Midland Bottling in accordance with Chapter 18, Part 2, Title 30 of the IETA and the Delaware Limited Liability Company Act ("DLLCA").
3. Pursuant to the Merger Plan and in accordance with IETA, PBV is being merged with and into Midland Bottling, with Midland Bottling being the surviving limited liability company in the Merger (the "Surviving Entity").
4. The address of the Surviving Entity where copies of process may be sent by the Idaho Secretary of State is 4141 ParkLake Ave. Suite 600, Raleigh, NC 27612.
5. The Merger Plan was submitted to and approved by the sole Member and Manager of Midland Bottling.

IDAHO SECRETARY OF STATE
06/11/2013 05:00
CK: 1435662 CT: 172099 MH: 1377672
1 @ 30.00 = 30.00 STMT MERGE # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C41837

6. The Merger Plan was submitted to and approved by the sole shareholder and all of the directors of PBV.
7. The Merger is effective as of 11:59 p.m. on June 12, 2013 upon filing an executed version of this Statement of Merger with the Idaho Secretary of State pursuant to IETA (the "*Effective Time*").
8. At the Effective Time, the Certificate of Formation of Midland Bottling in effect immediately prior to the Effective Time, attached hereto as Exhibit A, shall be the Certificate of Formation of the Surviving Corporation.

[The next page is the signature page]

IN WITNESS WHEREOF, PBV and Midland Bottling have caused this Statement of Merger to be executed by their authorized officers this 11th day of June, 2013.

**PEPSI BOTTLING VENTURES OF IDAHO,
INC.**

By: 
Paul Finney, Chief Executive Officer

MIDLAND BOTTLING LLC

By: Meadowbrook Distributing Corporation,
its Sole Member and Manager

By: 
Name: Paul Finney
Title: Chief Executive Officer

EXHIBIT A
CERTIFICATE OF FORMATION

See attached.

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "MIDLAND BOTTLING LLC", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF APRIL, A.D. 2013, AT 12:52 O'CLOCK P.M.



5321257 8100

130454316

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0369126

DATE: 04-18-13

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:01 PM 04/18/2013
FILED 12:52 PM 04/18/2013
SRV 130454316 - 5321257 FILE

MIDLAND BOTTLING LLC

CERTIFICATE OF FORMATION

This Certificate of Formation of Midland Bottling LLC (the "Company") has been duly executed and is being duly filed by the undersigned, as an authorized person, to form a limited liability company in the State of Delaware under the Delaware Limited Liability Company Act.

FIRST: The name of the limited liability company is Midland Bottling LLC.

SECOND: The name and address of the registered agent for service of process on the Company in the State of Delaware is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Formation on 18th day of April, 2013.



Jeffrey J. Truitt
Authorized Person



State of Idaho

DEPARTMENT OF WATER RESOURCES

Western Region • 2735 Airport Way • Boise, Idaho 83705-5082

Phone: (208) 334-2190 • Fax: (208) 334-2348 • Website: www.idwr.idaho.gov

C.L. "BUTCH" OTTER
Governor

GARY SPACKMAN
Director

February 18, 2016

BOTTLING GROUP LLC
1 PEPSI WAY
SOMERS NY 10589

RE: Notice of Ownership Change in Water Right No's:

63-32001, 63-32002 & 63-32202

Dear Applicants,

The Department acknowledges the receipt of correspondence changing ownership of the above referenced water rights to you. The Department has modified its records to reflect the change in ownership and has enclosed computer-generated reports for your records.

Updating the ownership record for a water right does not reconfirm the validity of the right. When processing an ownership change notice, the Department does not review the history of water use to determine if the right has been forfeited 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 Sections 42-222 and 42-223, Idaho Code.

Please note that as of July 1, 1996, water right owners are required to report any change of water right ownership and any change of mailing address of the owner of a water right, to the Department. Notice of the change must be provided to the Department within 120 days of the change. Change reporting forms are available from any office of the Department, or at www.idwr.idaho.gov.

Thank you for your patience and cooperation. Please call me if you have any questions concerning the enclosed information.

Sincerely,

Chad Jones
Office Specialist II
Western Regional Office
208-334-2190

Enclosures

Cc: HAWLEY TROXELL ENNIS & HAWLEY LLP
877 MAIN ST STE 1000
PO BOX 1617
BOISE ID 83701



State of Idaho

DEPARTMENT OF WATER RESOURCES

Western Region • 2735 Airport Way • Boise, Idaho 83705-5082

Phone: (208) 334-2190 • Fax: (208) 334-2348 • Website: www.idwr.idaho.gov

C.L. "BUTCH" OTTER
Governor

GARY SPACKMAN
Director

February 18, 2016

BOTTLING GROUP LLC
1 PEPSI WAY
SOMERS NY 10589

RE: Notice of Ownership Change in Water Right No. 63-33705

Dear Applicants:

Thank you for submitting your request for a Change of Ownership for the above mentioned water right. However, the water right is still in the permit stage and will require an Assignment of Permit. The form needs to be completed, signed by the current owner of the permit, and notarized before we can complete your request. I have enclosed the form required which is also available on our web site, www.idwr.idaho.gov. The fee you submitted with the ownership change request will be transferred over to the Assignment of Permit.

Please return the required form, ATTN: Chad Jones, to IDWR Western Region. If you have any questions, please call this office at 208-334-2190.

Sincerely,

Chad Jones
Office Specialist II
Western Regional Office
208-334-2190

Enclosures

Cc: HAWLEY TROXELL ENNIS & HAWLEY LLP
877 MAIN ST STE 1000
PO BOX 1617
BOISE ID 83701



ATTORNEYS AND COUNSELORS

Hawley Troxell Ennis & Hawley LLP
877 Main Street, Suite 1000
P.O. Box 1617
Boise, Idaho 83701-1617
208.344.6000
www.hawleytroxell.com

CHRISTINE GREEN
PARALEGAL
EMAIL: CGREEN@HAWLEYTROXELL.COM
DIRECT DIAL: 208.388.4847
DIRECT FAX: 208.954.5221

RECEIVED

FEB 02 2016

WATER RESOURCES
WESTERN REGION

February 2, 2016

VIA HAND DELIVERY

Idaho Department of Water Resources
IDWR Western Region
2735 Airport Way
Boise, ID 83705-5082

Re: *Midland Bottling LLC, successor by merger to Pepsi Bottling Ventures of Idaho, Inc./Bottling Group, LLC*
Notice of Change in Water Right Ownership
Water Rights 63-32001, 63-32002, 63-32202, 63-33705

Dear Sir or Madam:

Enclosed for filing please find:

1. Original and one copy of Notice of Change in Water Right Ownership;
2. Copy of Statement of Merger merging Pepsi Bottling Ventures of Idaho, Inc., with and into Midland Bottling LLC;
3. Copy of Special Warranty Deed recorded June 18, 2013, as Instrument No. 2013-027232, records of Canyon County; and
4. Bottling Group, LLC's check in the amount of \$100.00 for your filing fee.

After filing, please conform the copy of the Notice of Change in Water Right Ownership and return the conformed copy to me in the enclosed self-addressed and stamped envelope.

If you have any questions, please do not hesitate to contact me. Thank you.

Sincerely,

HAWLEY TROXELL ENNIS & HAWLEY LLP

Christine Green
Paralegal

Enclosures