

HOLLAND & HART^{LLP}



Linda B. Jones

Phone (208) 342-5000

ljones@hollandhart.com

July 15, 2011

Idaho Department of Water Resources
Southern Region
1341 Fillmore Street, Suite 200
Twin Falls, ID 83301-3380

Re: Notices of Security Interests in Water Rights

Ladies and Gentlemen:

Enclosed for filing on behalf of our client Wells Fargo Bank, N.A. ("WFB" and the "Lender") are two Notices of Security Interests in Water Rights. Some of the water rights are owned by Southfield Properties, LLC and others are owned by Southfield Dairy, an Idaho general partnership.

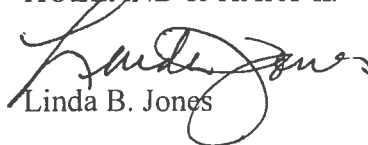
I enclose a copy of two Mortgages, encumbering the dairy and related agricultural properties and all water rights that are appurtenant to these properties. The 2011 Mortgage is a junior mortgage. A Memo of Intercreditor Agreement (between the Bank and the senior lender) is recorded as Instrument No. 238215 in the Gooding County records, evidencing the consent to the junior lien.

Enclosed is are two checks for the fees: 1) one check in the amount of \$2,175.00, calculated at \$25.00 per water right for 87 water rights for the Southfield Properties Notice; and 2) one check in the amount of \$150.00, calculated at \$25.00 per water right for 6 water rights for the Southfield Dairy Notice. A list of the water rights is attached to the Southfield Properties Notice form (the highlighted water rights are those belonging to Southfield Dairy and listed on the separate Southfield Dairy Notice form).

Thank you in advance for processing these Notices. If you have any questions about these filings, please contact me.

Sincerely,

HOLLAND & HART^{LLP}



Linda B. Jones

LBJ:tan

Enclosures

cc: Jared Myres (via e-mail w/Notices)

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Holland & Hart^{LLP}

Phone [208] 342-5000 Fax [208] 343-8869 www.hollandhart.com

101 South Capitol Boulevard Suite 1400 Boise, ID 83702 Mailing Address P.O. Box 2527 Boise, ID 83701-2527