

Moffatt Thomas

MOFFATT THOMAS BARRETT ROCK & FIELDS, CHTD.

Eugene C. Thomas
John W. Barrett
Richard C. Fields
John S. Simko
John C. Ward
D. James Manning
David B. Lincoln
Gary T. Dance
Larry C. Hunter
Randall A. Peterman
Mark S. Prusynski
Stephen R. Thomas
Glenna M. Christensen
Gerald T. Husch
Scott L. Campbell
Robert B. Burns
Michael E. Thomas

Patricia M. Olsson
Christine E. Nicholas
Bradley J. Williams
Lee Radford
Michael O. Roe
Nancy J. Garrett
David S. Jensen
James L. Martin
C. Clayton Gill
Michael W. McGreaham
David P. Gardner
Julian E. Gabiola
Tara Martens
Kimberly D. Evans Ross
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Tyler J. Anderson
Jon A. Stenquist

Jason G. Murray
Rebecca A. Rainey
Paul D. McFarlane
Tyler J. Henderson
C. Edward Cather III
Andrew J. Waldera
Dylan B. Lawrence
Benjamin C. Ritchie
Tonn K. Petersen
Matthew J. McGee
David J. Dance

Robert E. Bakes, *of counsel*

Willis C. Moffatt, 1907-1980

Kirk R. Helvie, 1956-2003

RECEIVED

APR 30 2010

DEPARTMENT OF
WATER RESOURCES

Boise
Idaho Falls
Pocatello
Twin Falls

420 Memorial Dr
PO Box 51505
Idaho Falls Idaho 83405 1505

208 522 6700
208 522 5111 Fax
www.moffatt.com

April 29, 2010

via Overnight Delivery

Shelley Keen

Idaho Department of Water Resources
322 East Front Street
P.O. Box 83720
Boise, ID 83720-0098

Re: GModelo Agriculture, LLC / InteGrow Malt, LLC
MTBR&F File No. 21843.0000

Dear Mr. Keen:

I am writing to update the records of the Idaho Department of Water Resources ("IDWR") in relation to permit number 25-13978, which is in the name of GModelo Agriculture, LLC.

On April 19, 2010, GModelo Agriculture LLC filed papers with the Idaho Secretary of State to change its name to InteGrow Malt LLC. I have attached as Exhibit "A" the page from the website of the Idaho Secretary of State showing this change. I have also attached as Exhibit "B" the Articles of Amendment to Articles of Organization filed on April 19, 2010 with the Idaho Secretary of State.

Although the company remains the same Idaho limited liability company as before, the name was changed to reflect the joint venture between subsidiaries of Cargill Inc. and Grupo Modelo to run the malt plant located in Idaho Falls, Idaho.

As a result of this name change, we request that the name on permit number 25-13978 be changed to "InteGrow Malt, LLC."

Based on our discussions, I do not believe it is necessary to file an Assignment of Permit form. The permit has not been assigned. The permit remains with the same Idaho limited liability company as before. Only the name of the limited liability company has changed. Since the form states that the right has been assigned, it does not seem appropriate to file that form.

I also do not believe it is necessary to file a Notice of Change of Ownership of Water Right. The ownership of the water right has not been changed. The ownership of the water right remains in the same Idaho limited liability company as before. Since the form states that the ownership has been changed, it does not seem appropriate to file that form.

Shelley Keen
April 29, 2010
Page 2

For these reasons, we are not submitting either of these forms at this time.

As further background, you should also understand that in December 2006, GModelo Agriculture, Inc. was renamed GModelo Malt, Inc., and merged into GModelo Agriculture, LLC. This merger transaction converted the form of the company from an Idaho corporation to an Idaho limited liability company. It did not change the ownership of the assets or responsibility for the liabilities of the company. I have attached as Exhibit "C" the Articles of Incorporation of GModelo Agriculture, Inc., filed with the Idaho Secretary of State on October 18, 2001. I have attached as Exhibit "D" the page from the website of the Idaho Secretary of State showing the merger of GModelo Malt, Inc. into GModelo Agriculture, LLC. I have attached as Exhibit "E" the Articles of Amendment changing the name of GModelo Agriculture, Inc. to GModelo Malt, Inc. I have attached as Exhibit "F" the Articles of Merger dated December 27, 2006, merging GModelo Malt, Inc. into GModelo Agriculture, LLC.

All of these exhibits are available and filed publicly on the website of the Idaho Secretary of State, at www.accessidaho.org.

In sum, in December 2006, GModelo Agriculture, Inc., converted its form to an Idaho limited liability company and became GModelo Agriculture, LLC. In April 2010, GModelo Agriculture, LLC was re-named InteGrow Malt, LLC. From its inception in 2001, it has been the same company with the same rights and liabilities throughout this period. For these reasons, we request that the name on permit number 25-13978 be changed to "InteGrow Malt, LLC."

We would be pleased to pay any fee required by the IDWR to defray the expenses of revising its records in this respect. Also, I am available to answer any questions you may have in relation to these changes.

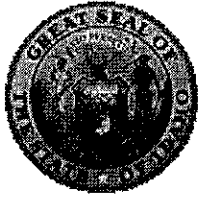
Sincerely,



Lee Radford

KLR/naj
Enclosures

EXHIBIT "A"



IDAHO SECRETARY OF STATE Viewing Business Entity

Ben Ysursa, Secretary of State

[[New Search](#)] [[Back to Summary](#)]
 [[Get a certificate of existence for INTEGROW MALT LLC](#)]

INTEGROW MALT LLC

5005 S 15TH W
 IDAHO FALLS, ID 83402-5899

Type of Business: LIMITED LIABILITY COMPANY

Status: EXISTING, ANREPT SENT 09 Oct 2009

State of Origin: IDAHO

Date of 21 Dec 2006

Origination/Authorization:

Current Registered Agent: PAT HOVIS
 5005 S 15TH W
 IDAHO FALLS, ID 83402-5899

File Number: W57336

Date of Last Annual Report: 11 Dec 2009

Original Filing:

Filed 21 Dec 2006 ARTICLES OF
 ORGANIZATION

[[Help Me Print/View TIFF](#)]

[View Image \(PDF format\)](#)

[View Image \(TIFF format\)](#)

Amendments:

Amendment Filed 27 Dec 2006 MERGED WITH
 GMODELO MALT
 INC

[[Help Me Print/View TIFF](#)]

[View Image \(PDF format\)](#) [View](#)

[Image \(TIFF format\)](#)

Amendment Filed 20 Apr 2010 NAME CHANGED
 TO INTEGROW
 MALT LLC

[View Image \(PDF format\)](#) [View](#)

[Image \(TIFF format\)](#)

Annual Reports:

Report for year 2009 ANNUAL REPORT

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Report for year 2008 ANNUAL REPORT

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Report for year 2007 ANNUAL REPORT

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Comments, questions or suggestions can be emailed to: sosinfo@sos.idaho.gov

EXHIBIT "B"

FILED EFFECTIVE



ARTICLES OF AMENDMENT TO ARTICLES OF ORGANIZATION LIMITED LIABILITY COMPANY

2010 APR 19 PM 4:51 SECRETARY OF STATE STATE OF IDAHO

(Instructions on back of application)

1. The name of the limited liability company is:

GModelo Agriculture LLC

If the LLC has been administratively dissolved and the name is no longer available for use, #3 below must include an amendment of name.

2. The date the articles of organization were filed was:

12-21-2008

COMPLETE ONLY THE APPLICABLE ITEMS

3. The name of the limited liability company is amended to read:

INTEGROW MALT LLO

4. The management of the limited liability company shall henceforth be vested in:

Manager(s) Members

5. The information on the managers/members shall be amended as follows:

Table with columns: Name, Address, Add, Delete, Other. Rows include Cargill International Luxembourg 1 S.A.R.L. and GModelo Corporation.

6. Signature of at least one manager, if any, or at least one member.

Signature: [Handwritten Signature]

Typed Name: Alfredo Avila

Capacity: General Manager

Signature: _____

Typed Name: _____

Capacity: _____

Secretary of State use only

IDAHO SECRETARY OF STATE 04/20/2010 05:00 CK: NONE CT: 1117 IN: 1210431 1 @ 30.00 = 30.00 ORGAN AMEN # 2

W57336

EXHIBIT "C"

FILED/EFFECTIVE

ARTICLES OF INCORPORATION

OF

Oct 18 2 54 PM '01

GMODELO AGRICULTURE, INC.

SECRETARY
STATE

FILE

1. **Name.** The name of the corporation is GModelo Agriculture, Inc.
2. **Authorized shares.** The aggregate number of shares the corporation is authorized to issue shall be 100,000, all of which shall be common voting stock having no par value.
3. **Registered office and agent.** The registered office of the corporation is 300 N 6th Street, Boise ID 83702, and its registered agent at that address is CT Corporation System.
4. **Corporate purpose.** The purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.
5. **Board of Directors.** All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, its board of directors, subject to any limitation set forth in a shareholder agreement authorized under section 30-1-732, Idaho Code. The number of directors constituting the initial board of directors shall be three (3), and the names and addresses of the persons to serve as the directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Antonino Fernandez Rodriguez	Campos.Eliseos 400-19 Lomas de Chapultepec 11000 Mexico, D.F.
Carlos Fernandez Gonzalez	Campos Eliseos 400-18 Lomas de Chapultepec 11000 Mexico, D.F.
Jorge Siegrist Prado	Campos Eliseos 400-13 Lomas de Chapultepec 11000 Mexico, D.F.

IDAHO SECRETARY OF STATE
 10/18/2001 05:00
 CK: none CT: 1117 SW: 425848
 1 0 100.00 OF M 100.00 Z.CORP # 2

C 141078

6. **Indemnification.** The corporation shall indemnify the directors and officers of the corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the corporation to provide prior to such amendment).

7. **Limitation of Liability.** No director shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty except liability for: (i) the amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the corporation or the shareholders; (iii) a violation of § 30-1-833, Idaho Code; or (iv) an intentional violation of criminal law.

8. **Incorporator.** The name of the incorporator is Mark A. Ellison, and the incorporator's address is P. O. Box 829, Boise, ID 83701.

In witness whereof, I have subscribed these Articles of Incorporation this 18th day of October, 2001.



Mark A. Ellison, Incorporator

EXHIBIT "D"



IDAHO SECRETARY OF STATE

Viewing Business Entity

Ben Ysursa, Secretary of State

[[New Search](#)] [[Back to Summary](#)]

GMODELO MALT, INC.

5005 SOUTH 15TH WEST
IDAHO FALLS, ID 83402

Type of Business: CORPORATION, GENERAL BUSINESS

Status: MERGED OUT 27 Dec 2006

State of Origin: IDAHO

Date of 18 Oct 2001

Origination/Authorization:

Current Registered Agent: PAT HOVIS
5005 S 15TH WEST
IDAHO FALLS, ID 83402

Organizational ID / Filing C141078
Number:

Number of Authorized Stock 100000
Shares:

Date of Last Annual Report: 30 Oct 2006

Original Filing:

Filed 18 Oct 2001 INCORPORATION [[Help Me Print/View TIFF](#)]
[View Image \(PDF format\)](#) [View Image \(TIFF format\)](#)

Amendments:

Amendment Filed 21 Dec 2006 NAME CHANGED TO GMODELO MALT, INC. [[Help Me Print/View TIFF](#)]
[View Image \(PDF format\)](#) [View Image \(TIFF format\)](#)

Amendment Filed 27 Dec 2006 MERGED OUT [View Image \(PDF format\)](#) [View Image \(TIFF format\)](#)

Annual Reports:

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Report for year 2006 ANNUAL REPORT [View Image \(PDF format\)](#) [View Image \(TIFF format\)](#)

Report for year 2005 ANNUAL REPORT [View Document Online](#)

Report for year 2004 ANNUAL REPORT [View Image \(PDF format\)](#) [View Image \(TIFF format\)](#)

Report for year 2003 ANNUAL REPORT [View Image \(PDF format\)](#) [View Image \(TIFF format\)](#)

Report for year 2002 ANNUAL REPORT [View Image \(PDF format\)](#) [View Image \(TIFF format\)](#)

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Comments, questions or suggestions can be emailed to: sosinfo@sos.idaho.gov

EXHIBIT "E"



ARTICLES OF AMENDMENT (General Business)

06 DEC 21 PM 4:15

To the Secretary of State of the State of Idaho
Pursuant to Title 30, Chapter 1, Idaho Code, the undersigned
corporation amends its articles of incorporation as follows:

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the corporation is:

GModelo Agriculture, Inc.

If the corporation has been administratively dissolved and the corporate name is no longer available for use, the amendment(s) below must include a change of corporate name.

2. The text of each amendment is as follows:

Article 1. Name. The name of the corporation is GModelo Malt, Inc.

3. The date of adoption of the amendment(s) was: December 21, 2006

4. Manner of adoption (check one):

- The amendment consists exclusively of matters which do not require shareholder action pursuant to section 30-1-1002, 30-1-1005 and 30-1-1006, Idaho Code, and was, therefore, adopted by the board of directors.
- None of the corporation's shares have been issued and was, therefore, adopted by the incorporator board of directors.
- Approval by the shareholders is required and the shareholders duly approved the amendment(s) as required by either Title 30, Idaho Code or by the Articles of Incorporation.

Customer Acct #:
(if using pre-paid account)
Secretary of State use only

Dated: December 21, 2006
 Signed: [Signature]
 Typed Name: Luis Miguel Alvarez P.
 Capacity: Vice President, GModelo Malt, Inc.

Articles of amendment
of business firms Revised 11/2004
Web Form

IDAHO SECRETARY OF STATE
 12/21/2006 05:00
 CR: NONE CT: 1117 BH: 1021232
 1 @ 30.00 = 30.00 AMEND PROF # 2
 1 @ 20.00 = 20.00 EXPEDITE C # 3

C141078

EXHIBIT "F"

ARTICLES OF MERGER OF
GMODELO MALT INC.

FILED EFFECTIVE

With and Into

GMODELO AGRICULTURE LLC

DEC 27 11:25

FILE
CO

Pursuant to the provisions of the Idaho Business Corporation Act and the Idaho Limited Liability Company Act, the undersigned corporation and limited liability company adopt the following Articles of Merger:

1. The names of the business entities proposing to merge and the states under which such entities are organized are as follows:

<u>Name of Entity</u>	<u>State of Organization</u>
GModelo Agriculture LLC ("Surviving Company")	Idaho
GModelo Malt, Inc. ("Corporation")	Idaho

2. The Agreement and Plan of Merger has been adopted, approved and executed by the Surviving Company in accordance with the Idaho Limited Liability Company Act and by the Corporation in accordance with the Idaho Limited Liability Company Act.

3. The name of the surviving business entity is GModelo Agriculture LLC.

4. The effective date and time of this merger shall be 3:00 p.m. Mountain Standard Time, December 31, 2006, or upon the filing of these Articles of Merger by the Secretary of State, if such filing occurs after December 31, 2006.

5. The Agreement and Plan of Merger is on file at the place of business of the Surviving Company at 5005 South 15th West, Idaho Falls, Idaho 83402.

6. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Company on request and without cost, to any person holding an interest in the Surviving Company or the Corporation.

7. The Articles of Organization of the Surviving Company in effect on the date these Articles and Plan of Merger are filed with the Idaho Secretary of State shall continue to be the Articles of Organization of the Surviving Company until thereafter amended as provided by law.

8. The Agreement and Plan of Merger was duly approved by the sole member of the Surviving Company.

IDAHO SECRETARY OF STATE
12/27/2006 05:00
CK: NONE CT: 1117 BH: 1021098
1 @ 30.00 = 30.00 MERGER # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C. 141077

DATED as of the 26th day of December, 2006.

SURVIVING COMPANY

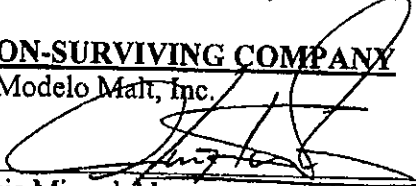
GModelo Agriculture I/LC



José Pares Gutierrez
Chairman and President, GModelo Corporation

NON-SURVIVING COMPANY

GModelo Malt, Inc.



Luis Miguel Alvarez
GModelo Malt, Inc.