

STATE OF IDAHO
DEPARTMENT OF WATER RESOURCES

RECEIVED

OCT 13 2010

Notice of Change in Water Right Ownership

DEPARTMENT OF
WATER RESOURCES

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.

Water Right/Claim No.	Split?	Water Right/Claim No.	Split?	Water Right/Claim No.	Split?
37-07380D	Yes ☐		Yes ☐		Yes ☐
	Yes ☐		Yes ☐		Yes ☐
	Yes ☐		Yes ☐		Yes ☐
	Yes ☐		Yes ☐		Yes ☐
	Yes ☐		Yes ☐		Yes ☐

2. Previous Owner's Name: Land O' Lakes Inc--Western Feed Div
Name of current water right holder/claimant
3. New Owner(s)/Claimant(s): J.D. Heiskell Holdings, LLC
Name of each new owner as listed on the conveyance document

New owner continued Name connector ☐ and ☐ or ☐ and/or

116 West Cedar Avenue

Mailing address

Tulare CA 93274

City State ZIP

(559)685-6100 tregan@heiskell.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: 12/29/2009 Tm
6. 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.

7. Signature: Tregan Executive VP/CFO September 27, 2010
Signature of new owner/claimant Title, if applicable Date
- Signature: _____ Title, if applicable Date
- Signature of new owner/claimant Title, if applicable Date

For IDWR Office Use Only:

Received by SR7 Date 10/13/2010 Receipt No. C091890 Receipt Amt. \$25-

Approved by _____ Processed by ERUSHING Date 10-13-10

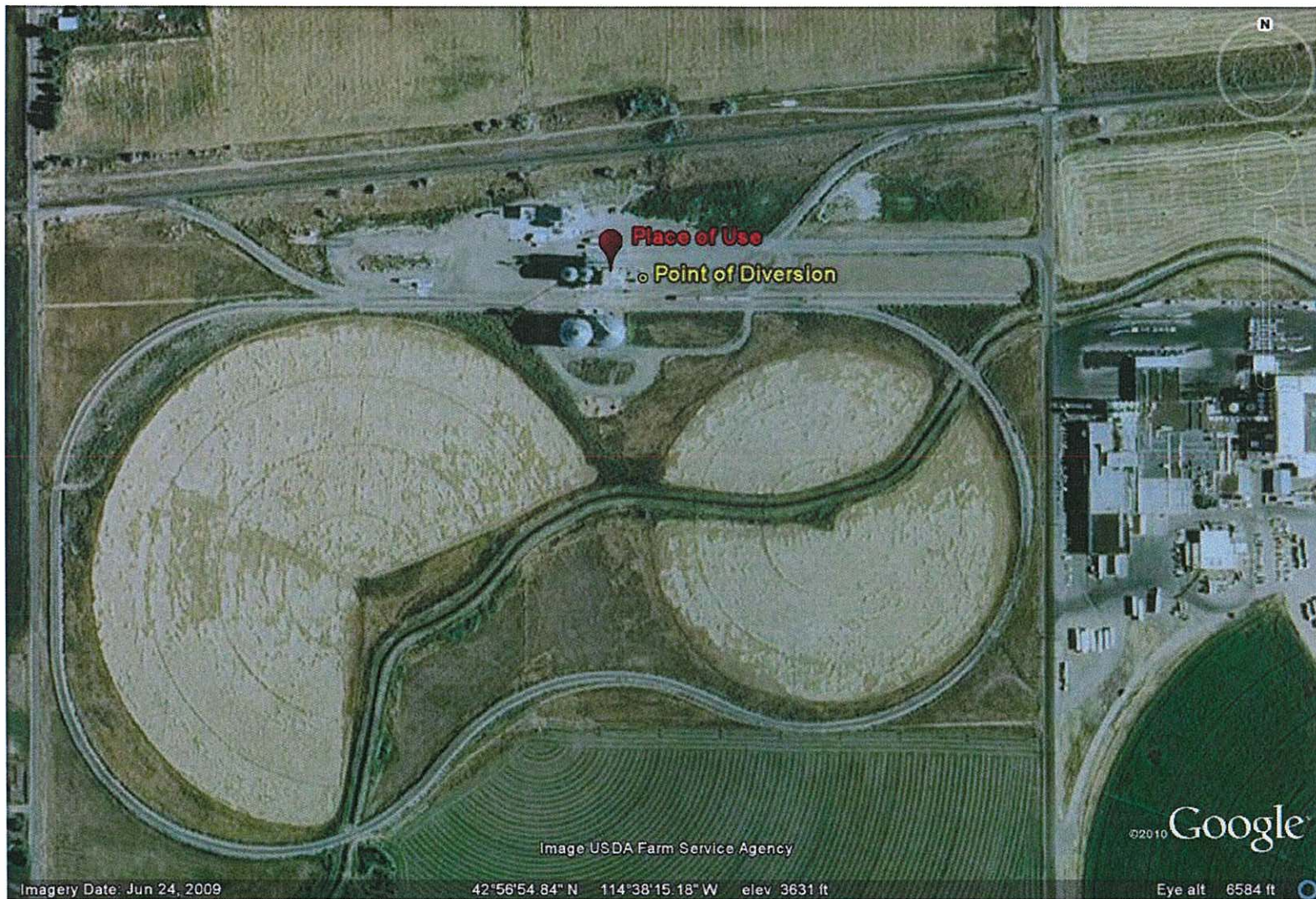


Image USDA Farm Service Agency

©2010 Google

Imagery Date: Jun 24, 2009

42°56'54.84" N 114°38'15.18" W elev 3631 ft

Eye alt 6584 ft



WARRANTY DEED

For Value Received

John C. Clarkson And Gertrude E. Clarkson,
Husband And Wife.

the grantor(s), do(es) hereby grant, bargain, sell, and convey unto

Land O'Lakes, Inc., a Minnesota corporation

the grantee(s), whose current address is

200 W. Mercer, Suite 205
Seattle, WA 98119

the following described premises, to-wit:

See Exhibit "A" attached hereto and made a part hereof.

TOGETHER with 4 shares of Big Wood Canal Company water.

161782

STATE OF IDAHO COUNTY OF GOODING

Filed for record at the request of FIRST AMERICAN TITLE

15 min, past 4 o'clock P.m., this 29

of JUNE, 1995 6.00

HELEN A. PAOLI, Recorder

By Cynthia S. [Signature] Deputy

TO HAVE AND TO HOLD the said premises, with their appurtenances unto the said Grantee(s), his/her/their heirs and assigns forever. And the said Grantor(s) do(es) hereby covenant to and with the said Grantee(s), that he/she/they are the owner(s) in fee simple of said premises; that said premises are free from all encumbrances except current years taxes, levies, and assessments, and except U. S. Patent reservations, restrictions, easements of record, and easements visible upon the premises, and that he/she/they will warrant and defend the same from all claims whatsoever.

Dated: June , 1995

[Signature]
John C. Clarkson

[Signature]
Gertrude E. Clarkson

STATE OF IDAHO

COUNTY OF GOODING

On This 29 day of JUNE, in the year 1995, before me, a Notary Public in and for said State, personally appeared: John C. Clarkson And Gertrude E. Clarkson, known or identified to me to be the person(s) whose name(s) is/are subscribed to the within Instrument, and acknowledged to me that he/she/they executed the same.

WITNESS my hand and official seal.

[Signature]

Notary Public of Idaho
Residing at Gooding, Idaho
Commission Expires: 10/16/98



First American Title Company of Idaho



EXHIBIT "A"

Township 5 South, Range 15 East of the Boise Meridian, Gooding County, Idaho

Section 35: A parcel of land located in the NE1/4 more particularly described as follows:

Commencing at the Northeast corner of said Section 35, Thence South $00^{\circ}10'40''$ East along the East boundary of the NE1/4 of Section 35 for a distance of 934.61 feet to a point on the Southerly right-of-way boundary of the Union Pacific Railroad and being the TRUE POINT OF BEGINNING;

Thence continuing South $00^{\circ}10'40''$ East along the East boundary of the NE1/4 of Section 35 for a distance of 436.18 feet to the center of an irrigation canal;

Thence along the center of the irrigation canal on the following courses:

South $85^{\circ}54'47''$ West 15.81 feet to the point of curve of a curve left;

Thence Southwesterly along the arc of the curve left for a distance of 180.95 feet to the point of tangent, said arc having a radius of 213.53 feet and a long chord bearing and distance of South $61^{\circ}38'09''$ West 175.59 feet;

Thence South $37^{\circ}21'31''$ West for a distance of 53.79 feet;

Thence South $33^{\circ}24'54''$ West for a distance of 185.40 feet;

Thence South $34^{\circ}06'02''$ West for a distance of 84.72 feet to the point of curve of a curve right;

Thence Southwesterly along the arc of the curve right for a distance of 132.88 feet to the point of tangent, said arc having a radius of 138.00 feet and a long chord bearing and distance South $54^{\circ}20'58''$ West 130.13 feet;

Thence South $74^{\circ}35'55''$ West for a distance of 169.87 feet to the point of curve of a curve right;

Thence Southwesterly along the arc of the curve right for a distance of 171.82 feet to the point of tangent, said arc having a radius of 475.00 feet and a long chord bearing and distance of South $84^{\circ}57'40''$ West 170.88 feet;

Thence leaving the center of the canal North $84^{\circ}40'35''$ West for a distance of 1251.69 feet;

Thence North $46^{\circ}00'23''$ West for a distance of 289.87 feet;

Thence North $67^{\circ}35'35''$ West for a distance of 397.37 feet to a point on the Easterly easement boundary of a County road;

Thence South $89^{\circ}54'13''$ West for a distance of 25.00 feet to a point on the West boundary of the NE1/4 of Section 35 and the center of the County road;

Thence North $00^{\circ}05'47''$ West along the West boundary of the NE1/4 of Section 35 and the center of the County road for a distance of 200.00 feet to a point on the Southerly right-of-way boundary of the Union Pacific Railroad;

Thence North $84^{\circ}28'12''$ East along the Southerly right-of-way boundary of the Union Pacific Railroad for a distance of 2650.77 feet to the TRUE POINT OF BEGINNING.

A. E. J. G.

181707

Order No. G990259

WARRANTY DEED

pd#29

For Value Received

John C. Clarkson and Gertrude E. Clarkson, Husband and Wife

the grantor(s), do(es) hereby grant, bargain, sell, and convey unto

Land O' Lakes, Inc.,

the grantee(s), whose current address is

4001 LEXINGTON AVE. N, ARDEN HILLS, MN 55164-0101

the following described premises, to-wit:

See Attached Exhibit "A"

TOGETHER WITH 4 SHARES OF BIG WOOD CANAL COMPANY WATER.

TO HAVE AND TO HOLD the said premises, with their appurtenances unto the said Grantee(s), his/her/their heirs and assigns forever. And the said Grantor(s) do(es) hereby covenant to and with the said Grantee(s), that he/she/they are the owner(s) in fee simple of said premises; that said premises are free from all encumbrances except current years taxes, levies, and assessments, and except U. S. Patent reservations, restrictions, easements of record, and easements visible upon the premises, and that he/she/they will warrant and defend the same from all claims whatsoever.

Dated: August 3, 1999


JOHN C. CLARKSON


GERTRUDE E. CLARKSON

STATE OF IDAHO.

SS
COUNTY OF GOODING

On This 3rd day of AUGUST, in the year 1999, before me, a Notary Public in and for said State, personally appeared John C. Clarkson and Gertrude E. Clarkson, known or identified to me to be the person(s) whose name(s) is/are subscribed to the within Instrument, and acknowledged to me that he/she/they executed the same.

WITNESS my hand and official seal.

Notary Public of Idaho
Residing at WENDELL, Idaho Twin Falls, ID
Commission Expires: 03/22/02 7/25/2002



TITLE & ESCROW
COMPANIES

EXHIBIT A
G990259
page 1 of 2 pages

Township 5 South, Range 15 East of the Boise Meridian, Gooding County, Idaho

Section 35: A parcel of land located in the Northeast Quarter, being more particularly described as follows:

pc #29

Commencing at the Northeast corner of Section 35, said point lies North 00°10'40" West 2639.98 feet from the East Quarter corner of Section 35;
Thence South 00°10'40" East 1370.79 feet along the East boundary of Section 35 to the center of an irrigation canal and being the REAL POINT OF BEGINNING;
Thence South 00°10'40" East 1089.01 feet along the East boundary of Section 35;
Thence South 89°49'20" West 617.90 feet;
Thence North 87°27'28" West 711.45 feet;
Thence South 55°48'42" West 478.02 feet;
Thence South 60°12'14" West 52.27 feet;
Thence South 65°27'05" West 71.51 feet to the center of an irrigation canal;
Thence along the centerline of said irrigation canal as follows:
South 12°21'07" West 66.11 feet;
South 28°29'35" West 138.77 feet;
South 40°09'15" West 81.12 feet;
South 55°44'02" West 59.67 feet;
South 80°39'41" West 37.71 feet;
North 89°27'41" West 102.40 feet;
South 88°17'36" West 191.25 feet;
North 80°51'14" West 78.90 feet;
North 70°10'05" West 132.30 feet;
North 62°31'07" West 54.61 feet;
North 42°03'23" West 63.32 feet along the centerline of said canal to a point on the West boundary of the Northeast Quarter Section 35;
Thence North 00°05'36" West 1527.76 feet along the West boundary of Northeast Quarter Section 35 to a point on the Southerly boundary of that parcel of land described in deed Instrument No. 161782, Gooding County records;
Thence North 89°54'24" East 25.00 feet along said boundary;
Thence South 67°35'35" East 397.45 feet along said boundary;
Thence South 46°00'23" East 289.87 feet along said boundary;
Thence South 84°40'35" East 1251.69 feet along said boundary;

continued

EXHIBIT A
G990259
page 2 of 2 pages

Thence along a curve left on said boundary:

Δ - 20°43'30"

R - 475.00 feet;

A - 171.82 feet;

C - 170.88 feet;

LCB - North 84°57'40" East

Thence North 74°35'55" East 169.87 feet along said boundary;

Thence along a curve left on said boundary

Δ - 40°29'53"

R - 188.00 feet;

A - 132.88 feet;

C - 130.13 feet;

LCB - North 54°20'58" East

Thence North 34°06'02" East 84.72 feet along said boundary;

Thence North 33°24'54" East 185.40 feet along said boundary;

Thence North 37°21'31" East 53.79 feet along said boundary;

Thence along a curve right on said boundary

Δ - 48°33'16"

R - 213.53 feet;

A - 180.95 feet;

C - 175.59 feet;

LCB - North 61°38'09" East

Thence North 85°54'47" East 15.81 feet along said boundary to a point on the East boundary
of Section 35 and being THE REAL POINT OF BEGINNING.

181707

STATE OF IDAHO COUNTY OF GOODING

Filed for record at the request of Gooding Title

34 min. past 4 o'clock P.m. this 4th

of August 19 99 900

By Denny Archibald Deputy

Pd #30, Inc #11; Pd #29

WARRANTY DEED

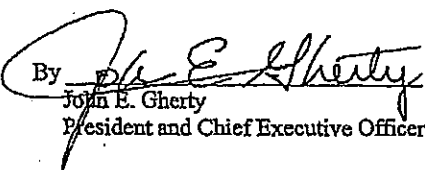
THIS WARRANTY DEED is made as of August 29, 2000 by and between LAND O'LAKES, INC., a Minnesota corporation ("Grantor"), having a mailing address of P.O. Box 64101, St. Paul, Minnesota 55164-0101 and LAND O'LAKES FARMLAND FEED LLC, a Delaware limited liability company ("Grantee"), having a mailing address of P.O. Box 64101, St. Paul, Minnesota 55164-0101.

Grantor, in consideration of the sum of Ten and No/100 Dollars (\$10.00) and other good and valuable consideration, to it paid by Grantee, the receipt of which is hereby acknowledged, CONVEYS AND WARRANTS to Grantee, its successors and assigns, the real property described on Exhibit "A" attached hereto, together with all hereditaments and appurtenances belonging thereto, subject to those matters listed on Exhibit "B" attached hereto.

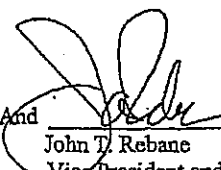
IN WITNESS WHEREOF, Grantor has caused this Deed to be executed as of the day and year first above written.

LAND O'LAKES, INC.

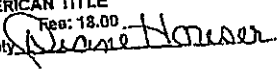
By


John E. Gherty
President and Chief Executive Officer

And


John T. Rebanc
Vice President and General Counsel

Instrument # 187697

GOODING, GOODING, IDAHO
2000-10-06 09:27:43 No. of Pages: 6
Recorded for: FIRST AMERICAN TITLE
HELEN EDWARDS Fee: 18.00
Ex-Officio Recorder Deputy 
Index to: DEED, WARRANTY

IDGoodingWd.doc

\\plant\inst\Gooding\187\00187697.000

State of Minnesota)
) ss.
County of Ramsey)

On this 30th day of August 2000, before me a Notary Public within and for said County, personally appeared John E. Gherty to me personally known, who being by me duly sworn did say that he is the President for Land O'Lakes, Inc. and that said instrument was signed on behalf of said Land O'Lakes, Inc. and said John E. Gherty acknowledged said instrument to be the free act and deed of said corporation.

Charlotte A. H. Wenger
Notary
My Commission Expires: 1-31-2005

State of Minnesota)
) ss.
County of Ramsey)



CHARLOTTE A. H. WENGER
NOTARY PUBLIC - MINNESOTA
MY COMMISSION EXPIRES
JANUARY 31, 2005

On this 27th day of August 2000, before me a Notary Public within and for said County, personally appeared John Rebanc to me personally known, who being by me duly sworn did say that he is the Vice President and General Counsel for Land O'Lakes, Inc. and that said instrument was signed on behalf of said Land O'Lakes, Inc. and said John Rebanc acknowledged said instrument to be the free act and deed of said corporation.

Charlotte A. H. Wenger
Notary
My Commission Expires: 1-31-2005

This instrument was prepared by and
when recorded return to:
Land O'Lakes, Inc.
P.O. Box 64101
Law Department MS 2500
St. Paul, MN 55164-0101



CHARLOTTE A. H. WENGER
NOTARY PUBLIC - MINNESOTA
MY COMMISSION EXPIRES
JANUARY 31, 2005

Send subsequent tax bills to:
Land O'Lakes Farmland Feed LLC
P.O. Box 64101
St. Paul, MN 55164-0101

Exhibit A to Warranty Deed
Legal Description
(Gooding County, Idaho)

The real property is located in the City of Gooding, County of Gooding, State of Idaho and more particularly described as follows:

Township 5 South, Range 15 East of the Boise Meridian, Gooding County, Idaho

Section 35: A parcel of land located in the NE1/4 more particularly described as follows:

Commencing at the Northeast corner of said Section 35, Thence South 00°10'40" East along the East boundary of the NE1/4 of Section 35 for a distance of 934.61 feet to a point on the Southerly right-of-way boundary of the Union Pacific Railroad and being the TRUE POINT OF BEGINNING;

Thence continuing South 00°10'40" East along the East boundary of the NE1/4 of Section 35 for a distance of 436.18 feet to the center of an irrigation canal;

Thence along the center of the irrigation canal on the following courses:

South 85°54'47" West 15.81 feet to the point of curve of a curve left;

Thence Southwesterly along the arc of the curve left for a distance of 180.95 feet to the point of tangent, said arc having a radius of 213.53 feet and a long chord bearing and distance of South 61°38'09" West 175.59 feet;

Thence South 37°21'31" West for a distance of 53.79 feet;

Thence South 33°24'54" West for a distance of 185.40 feet;

Thence South 34°06'02" West for a distance of 84.72 feet to the point of curve of a curve right;

Thence Southwesterly along the arc of the curve right for a distance of 132.88 feet to the point of tangent, said arc having a radius of 188.00 feet and a long chord bearing and distance of South 54°20'58" West 130.13 feet;

Thence South 74°35'55" West for a distance of 169.87 feet to the point of curve of a curve right;

Thence Southwesterly along the arc of the curve right for a distance of 171.82 feet to the point of tangent, said arc having a radius of 475.00 feet and a long chord bearing and distance of South 84°57'40" West 170.88 feet;

Thence leaving the center of the canal North 84°40'35" West for a distance of 1251.69 feet;

Thence North 46°00'23" West for a distance of 289.87 feet;

Thence North 67°35'35" West for a distance of 397.37 feet to a point on the Easterly easement boundary of a County road;

Thence South 89°54'13" West for a distance of 25.00 feet to a point on the West boundary of the NE1/4 of Section 35 and the center of the County road;

Thence North 00°05'47" West along the West boundary of the NE1/4 of Section 35 and the center of the County road for a distance of 200.00 feet to a point on the Southerly right-of-way boundary of the Union Pacific Railroad;

Thence North 84°28'12" East along the Southerly right-of-way boundary of the Union Pacific Railroad for a distance of 2650.77 feet to the TRUE POINT OF BEGINNING.

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Township 5 South, Range 15 East of the Boise Meridian, Gooding County, Idaho

Section 35: A parcel of land located in the Northeast Quarter, being more particularly described as follows:

Commencing at the Northeast corner of Section 35, said point lies North 00°10'40" West 2639.98 feet from the East Quarter corner of Section 35;

Thence South 00°10'40" East 1370.79 feet along the East boundary of Section 35 to the center of an irrigation canal and being the REAL POINT OF BEGINNING;

Thence South 00°10'40" East 1089.01 feet along the East boundary of Section 35;

Thence South 89°49'20" West 617.90 feet;

Thence North 87°27'28" West 711.45 feet;

Thence South 55°48'42" West 478.02 feet;

Thence South 60°12'14" West 52.27 feet;

Thence South 65°27'05" West 71.51 feet to the center of an irrigation canal;

Thence along the centerline of said irrigation canal as follows:

South 12°21'07" West 66.11 feet;

South 28°29'35" West 138.77 feet;

South 40°09'15" West 81.12 feet;

South 55°44'02" West 59.67 feet;

South 80°39'41" West 37.71 feet;

North 89°27'41" West 102.40 feet;

South 88°17'36" West 191.25 feet;

North 80°51'14" West 78.90 feet;

North 70°10'05" West 132.30 feet;

North 62°31'07" West 54.61 feet;

North 42°03'23" West 63.32 feet along the centerline of said canal to a point on the

West boundary of the Northeast Quarter Section 35;

Thence North 00°05'36" West 1527.76 feet along the West boundary of Northeast Quarter Section 35 to a point on the Southerly boundary of that parcel of land described in deed Instrument No. 161782, Gooding County records;

Thence North 89°54'24" East 25.00 feet along said boundary;

Thence South 67°35'35" East 397.45 feet along said boundary;

Thence South 46°00'23" East 289.87 feet along said boundary;

Thence South 84°40'35" East 1251.69 feet along said boundary;

continued

Thence along a curve left on said boundary:

Δ - $20^{\circ}43'30''$

R - 475.00 feet;

A - 171.82 feet;

C - 170.88 feet;

LCB - North $84^{\circ}57'40''$ East

Thence North $74^{\circ}35'55''$ East 169.87 feet along said boundary;

Thence along a curve left on said boundary

Δ - $40^{\circ}29'53''$

R - 188.00 feet;

A - 132.88 feet;

C - 130.13 feet;

LCB - North $54^{\circ}20'58''$ East

Thence North $34^{\circ}06'02''$ East 84.72 feet along said boundary;

Thence North $33^{\circ}24'54''$ East 185.40 feet along said boundary;

Thence North $37^{\circ}21'31''$ East 53.79 feet along said boundary;

Thence along a curve right on said boundary

Δ - $48^{\circ}33'16''$

R - 213.53 feet;

A - 180.95 feet;

C - 175.59 feet;

LCB - North $61^{\circ}38'09''$ East

Thence North $85^{\circ}54'47''$ East 15.81 feet along said boundary to a point on the East boundary
of Section 35 and being THE REAL POINT OF BEGINNING.

Exhibit B to Warranty Deed
Permitted Exceptions
(Gooding County, Idaho)

1. Any easement, right-of-way, reservation of title, covenant, condition, restriction, lease or other agreement that is of record, and any other matter that does not materially interfere with the current use of or title to the real estate,
2. Any lien for taxes not yet due and payable, or
3. Any municipal and zoning ordinances and state and federal regulations that do not materially interfere with the current use of the real estate.

IDGoodingWd.doc

Pl #30; Inc #11; Pl #29

Instrument # 210023

GOODING, GOODING, IDAHO

2005-02-22

11:35:14 No. of Pages: 5

Recorded for : LAND O'LAKES, INC

HELEN EDWARDS

Fee: 15.00

Ex-Officio Recorder Deputy

Leri John

QUIT CLAIM DEED

THIS QUIT CLAIM DEED is made this 14th day of February, 2005 by and between Land O'Lakes Purina Feed LLC, a Delaware limited liability company formerly known as Land O'Lakes Farmland Feed LLC, having a mailing address P.O. Box 64281, St. Paul, Minnesota 55164 ("Grantor") and Land O'Lakes Purina Feed LLC, a Delaware limited liability company ("Grantee") having a mailing address P.O. Box 64281, St. Paul, Minnesota 55164.

Grantor, in consideration of the sum of Ten and no/100 Dollars (\$10.00) and other good and valuable consideration, to it paid by Grantee, the receipt of which is hereby acknowledged, does hereby convey and quit claim to Grantee, its successors and assigns, all right, title and interest in and to the real property located in Gooding County, Idaho and more particularly described in Exhibit A attached hereto, together with all hereditaments and appurtenances belonging thereto.

IN WITNESS WHEREOF, Grantor has executed this Quit Claim Deed as of the day and year first above written.

LAND O'LAKES PURINA FEED LLC

By *J. Palacios*

Name Fernando Palacios

Its President

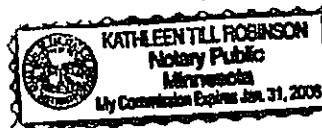
State of Minnesota)
) ss.
County of Ramsey)

On this 4th day of February, 2005, before me a Notary Public within and for said County, personally appeared Fernando Palacios to me personally known, who being by me duly sworn did say that he is the President for Land O'Lakes Purina Feed LLC, a Delaware limited liability company and that said instrument was signed on behalf of said Land O'Lakes Purina Feed LLC and said Fernando Palacios acknowledged said instrument to be the free act and deed of said company.



Notary
My Commission Expires: January 31, 2008

This instrument was prepared by:
Land O'Lakes, Inc.
P.O. Box 64101
Law Department MS 2500
St. Paul, MN 55164-0101
(651) 481-2222



When recorded return to and send
subsequent tax bills to:
Land O'Lakes Purina Feed LLC
c/o Land O'Lakes, Inc.
P.O. Box 64101, MS-4015
St. Paul, MN 55164-0101

EXHIBIT A

Legal Description
Gooding County, Idaho

The real property is located in the City of Gooding, County of Gooding, State of Idaho and more particularly described as follows:

Township 5 South, Range 15 East of the Boise Meridian, Gooding County, Idaho

Section 35: A parcel of land located in the NE1/4 more particularly described as follows:

Commencing at the Northeast corner of said Section 35, Thence South 00°10'40" East along the East boundary of the NE1/4 of Section 35 for a distance of 934.61 feet to a point on the Southerly right-of-way boundary of the Union Pacific Railroad and being the TRUE POINT OF BEGINNING;

Thence continuing South 00°10'40" East along the East boundary of the NE1/4 of Section 35 for a distance of 436.18 feet to the center of an irrigation canal;

Thence along the center of the irrigation canal on the following courses:

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Thence South 37°21'31" West for a distance of 53.79 feet;

Thence South 33°24'54" West for a distance of 185.40 feet;

Thence South 34°06'02" West for a distance of 84.72 feet to the point of curve of a curve right;

Thence Southwesterly along the arc of the curve right for a distance of 132.88 feet to the point of tangent, said arc having a radius of 188.00 feet and a long chord bearing and distance South 54°20'58" West 130.13 feet;

Thence South 74°35'55" West for a distance of 169.87 feet to the point of curve of a curve right;

Thence Southwesterly along the arc of the curve right for a distance of 171.82 feet to the point of tangent, said arc having a radius of 475.00 feet and a long chord bearing and distance of South 84°57'40" West 170.88 feet;

Thence leaving the center of the canal North 84°40'35" West for a distance of 1251.69 feet;

Thence North 46°00'23" West for a distance of 289.87 feet;

Thence North 67°35'35" West for a distance of 397.37 feet to a point on the Easterly easement boundary of a County road;

Thence South 89°54'13" West for a distance of 25.00 feet to a point on the West boundary of the NE1/4 of Section 35 and the center of the County road;

Thence North 00°05'47" West along the West boundary of the NE1/4 of Section 35 and the center of the County road for a distance of 200.00 feet to a point on the Southerly right-of-way boundary of the Union Pacific Railroad;

Thence North 84°28'12" East along the Southerly right-of-way boundary of the Union Pacific Railroad for a distance of 2650.77 feet to the TRUE POINT OF BEGINNING.

Township 5 South, Range 15 East of the Boise Meridian, Gooding County, Idaho

Section 35: A parcel of land located in the Northeast Quarter, being more particularly described as follows:

Commencing at the Northeast corner of Section 35, said point lies North 00°10'40" West 2639.98 feet from the East Quarter corner of Section 35;

Thence South 00°10'40" East 1370.79 feet along the East boundary of Section 35 to the center of an irrigation canal and being the REAL POINT OF BEGINNING;

Thence South 00°10'40" East 1089.01 feet along the East boundary of Section 35;

Thence South 89°49'20" West 617.90 feet;

Thence North 87°27'28" West 711.45 feet;

Thence South 55°48'42" West 478.02 feet;

Thence South 60°12'14" West 52.27 feet;

Thence South 65°27'05" West 71.51 feet to the center of an irrigation canal;

Thence along the centerline of said irrigation canal as follows:

South 12°21'07" West 66.11 feet;

South 28°29'35" West 138.77 feet;

South 40°09'15" West 81.12 feet;

South 55°44'02" West 59.67 feet;

South 80°39'41" West 37.71 feet;

North 89°27'41" West 102.40 feet;

South 88°17'36" West 191.25 feet;

North 80°51'14" West 78.90 feet;

North 70°10'05" West 132.30 feet;

North 62°31'07" West 54.61 feet;

North 42°03'23" West 63.32 feet along the centerline of said canal to a point on the

West boundary of the Northeast Quarter Section 35;

Thence North 00°05'36" West 1527.76 feet along the West boundary of Northeast Quarter Section 35 to a point on the Southerly boundary of that parcel of land described in deed Instrument No. 161782, Gooding County records;

Thence North 89°54'24" East 25.00 feet along said boundary;

Thence South 67°35'35" East 397.45 feet along said boundary;

Thence South 46°00'23" East 289.87 feet along said boundary;

Thence South 84°40'35" East 1251.69 feet along said boundary;

Thence along a curve left on said boundary:

Δ - $20^{\circ}43'30''$

R - 475.00 feet;

A - 171.82 feet;

C - 170.88 feet;

LCB - North $84^{\circ}57'40''$ East

Thence North $74^{\circ}35'55''$ East 169.87 feet along said boundary;

Thence along a curve left on said boundary

Δ - $40^{\circ}29'53''$

R - 188.00 feet;

A - 132.88 feet;

C - 130.13 feet;

LCB - North $54^{\circ}20'58''$ East

Thence North $34^{\circ}06'02''$ East 84.72 feet along said boundary;

Thence North $33^{\circ}24'54''$ East 185.40 feet along said boundary;

Thence North $37^{\circ}21'31''$ East 53.79 feet along said boundary;

Thence along a curve right on said boundary

Δ - $48^{\circ}33'16''$

R - 213.53 feet;

A - 180.95 feet;

C - 175.59 feet;

LCB - North $61^{\circ}38'09''$ East

Thence North $85^{\circ}54'47''$ East 15.81 feet along said boundary to a point on the East boundary
of Section 35 and being THE REAL POINT OF BEGINNING.

CORPORATE WARRANTY DEED

For Value Received

Land O'Lakes Purina Feed LLC, a Delaware limited liability company ("Grantor") does hereby GRANT, BARGAIN, SELL AND CONVEY unto J.D. Heiskell Holdings, LLC, a California limited liability company ("Grantee") the following described premises in Gooding County, State of Idaho, more particularly described as follows, to wit (the "Property"):

See Exhibit A attached hereto and incorporated herein.

TO HAVE AND TO HOLD the said premises, with their appurtenances unto the said Grantee, and Grantee's heirs, successors and assigns forever. And the said Grantor does hereby covenant to and with the said Grantee, that Grantor is the owner in fee simple of said premises; that said premises are free from all encumbrances, EXCEPT the general taxes for the year 2010 and those items listed in Exhibit B attached hereto and incorporated herein, and Grantor will warrant and defend the same from all lawful claims whatsoever.

The officers who sign this deed hereby certify that this deed and the transfer represented thereby was duly authorized under a resolution duly adopted by the board of directors of the Grantor at a lawful meeting duly held and attended by a quorum.

IN WITNESS WHEREOF, Grantor has executed this Deed as of the 29 day of December, 2009.

LAND O'LAKES PURINA FEED LLC

By

Name

Its

J.W. Curran
John W. Curran
Secretary

State of Minnesota)
) ss.
County of Ramsey)

On this 21 day of December 2009 before me a Notary Public within and for said County, personally appeared John W. Curran to me personally known, who being by me duly sworn did say that he is the Secretary for Land O'Lakes Purina Feed LLC and that said instrument was signed on behalf of said Land O'Lakes Purina Feed LLC and said John W. Curran acknowledged said instrument to be the free act and deed of said company.



Notary

My Commission Expires: 1/31/2010

This instrument was prepared by:
Land O'Lakes, Inc.
P.O. Box 64101
Law Department MS2500
St. Paul, MN 55164-0101

When recorded return to and
send subsequent tax bills to:
J.D. Heiskell Holdings, LLC
20010 Manderson Avenue, Suite A
Elkhorn, NE 68022
Attn: Tim Regan

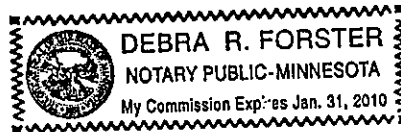


**Exhibit A to Warranty Deed
Real Property**

The Real Property is more particularly described as follows:

Parcel No. 1

Township 5 South, Range 15 East of the Boise Meridian, Gooding County, Idaho

Section 35:

A parcel of land located in the NE1/4 more particularly described as follows:

Commencing at the Northeast corner of said Section 35, Thence South 00°10'40" East along the East boundary of the NE1/4 of Section 35 for a distance of 934.61 feet to a point on the Southerly right-of-way boundary of the Union Pacific Railroad and being the True Point of Beginning;

Thence continuing South 00°10'40" East along the East boundary of the NE1/4 of Section 35 for a distance of 436.18 feet to the center of an irrigation canal;
Thence along the center of the irrigation canal on the following courses:

South 85°54'47" West 15.81 feet to the point of curve of a curve left;

Thence Southwesterly along the arc of the curve left for a distance of 180.95 feet to the point of tangent, said arc having a radius of 213.53 feet and a long chord bearing and distance of South 61°38'09" West 175.59 feet;

Thence South 37°21'31" West for a distance of 53.79 feet;

Thence South 33°24'54" West for a distance of 185.40 feet;

Thence South 34°06'02" West for a distance of 84.72 feet to the point of curve of a curve right;

Thence Southwesterly along the arc of the curve right for a distance of 132.88 feet to the point of tangent, said arc having a radius of 188.00 feet and a long chord bearing a distance South 54°20'58" West 130.13 feet;

Thence South 74°35'55" West for a distance of 169.87 feet to the point of curve of a curve right;

Thence Southwesterly along the arc of the curve right for a distance of 171.82 feet to the point of tangent, said arc having a radius of 475.00 feet and a long chord bearing a distance South 84°57'40" West 170.88 feet;

Thence leaving the center of the canal North 84°40'35" West for a distance of 1251.69 feet;

Thence North 46°00'23" West for a distance of 289.87 feet;

Thence North 67°35'35" West for a distance of 397.37 feet to a point on the Easterly easement boundary of a County road;

Thence South 89°54'13" West for a distance of 25.00 feet to a point on the West boundary of the NE1/4 of Section 35 and the center of the County road;

Thence North 00°05'47" West along the West boundary of the NE1/4 of Section 35 and the center of the County road for a distance of 200.00 feet to a point on the Southerly right-of-way boundary of the Union Pacific Railroad;

Thence North 84°28'12" East along the Southerly right-of-way boundary of the Union Pacific Railroad for a distance of 2650.77 feet to the True Point of Beginning.

Parcel No. 2

Township 5 South, Range 15 East of the Boise Meridian, Gooding County, Idaho

Section 35:

A parcel of land located in the NE1/4 more particularly described as follows:

Commencing at the Northeast corner of Section 35, said point lies North 00°10'40" West 2639.98 feet from the East Quarter corner of Section 35;

Thence South 00°10'40" East 1370.79 feet along the East boundary of Section 35 to the center of an irrigation canal and being the Real Point of Beginning;

Thence South 00°10'40" East 1089.01 feet along the East boundary of Section 35;

Thence South 89°49'20" West 617.90 feet;

Thence North 87°27'28" West 711.45 feet;

Thence South 55°48'42" West 478.02 feet;

Thence South 60°12'14" West 52.27 feet;

Thence South 65°27'05" West 71.51 feet to the center of an irrigation canal;

Thence along the centerline of said irrigation canal as follows:

South 12°21'07" West 66.11 feet;

South 28°29'35" West 138.77 feet;

South 40°09'15" West 81.12 feet;

South 55°44'02" West 59.67 feet;

South 80°39'41" West 37.71 feet;

North 89°27'41" West 102.40 feet;

South 88°17'36" West 191.25 feet;

North 80°51'14" West 78.90 feet;

North 70°10'05" West 132.30 feet;

North 62°31'07" West 54.61 feet;

North 42°03'23" West 63.32 feet along the centerline of said canal to a point on the West boundary of the Northeast Quarter of Section 35;

Thence North 00°05'36" West 1527.76 feet along the West boundary of Northeast Quarter Section 35 to a point on the Southerly boundary of that parcel of land described in deed Instrument No. 161782, Gooding County records.

Thence North 89°54'24" East 25.00 feet along said boundary;

Thence South 67°35'35" East 397.45 feet along said boundary;

Thence South 46°00'23" East 289.87 feet along said boundary;

Thence South 84°40'35" East 1251.69 feet along said boundary;

Thence along a curve left on said boundary;

- 20°43'30"

R - 475.00 feet;

A - 171.82 feet;

C - 170.88 feet;

LCB - North 84°57'40" East

Thence North 74°35'55" East 169.87 feet along said boundary;

Thence along a curve left on said boundary;

- 40°29'53"

R - 188.00 feet;

A - 132.88 feet;

C - 130.13 feet;

LCB - North 54°20'58" East

Thence North 34°06'02" East 84.72 feet along said boundary;

Thence North $33^{\circ}24'54''$ East 185.40 feet along said boundary;

Thence North $37^{\circ}21'31''$ East 53.79 feet along said boundary;

Thence along a curve right on said boundary:

- $48^{\circ}33'16''$

R - 213.53 feet;

A - 180.95 feet;

C - 175.59 feet;

LCB - North $61^{\circ}38'09''$ East

Thence North $85^{\circ}54'47''$ East 15.81 feet along said boundary to a point on the East boundary of Section 35 and being The Real Point of Beginning.

**Exhibit B to Warranty Deed
Permitted Exceptions**

The following items identified as exceptions to title to the Real Property noted in the, Commitment for Title Insurance dated August 5, 2009 issued by First American Title Insurance Company as Commitment No. NCS-407243-MPLS (the "Commitment"):

1. (a) Unpatented mining claims; (b) reservations or exceptions in patents or in Acts authorizing the issuance thereof, (c) water rights, claims or title to water, whether or not the matters excepted under (a), (b), or (c) are shown by the public records.
2. Assessments of the American Falls Reservoirs District No. 2 and the rights and powers of said District as by law provided.
3. Assessments of the Big Wood Canal Company and the rights and powers of said Company as by law provided none now due and payable.
4. Right of way for canals laterals and waste ditches of Big Wood Canal. Company Assessment of the North Snake Ground Water District, none now due and payable.
5. Agreement, including the terms and provisions thereof, between Charles Schabalka and Julia Koch and Hans Koch, husband and wife, dated March 14, 1912 and recorded March 16, 1912 in book 2 of Bonds and Agreements Page 497 as Instrument Number 26365, records of Gooding County, Idaho: regarding irrigation ditch.
6. Agreement, including the terms and provisions thereof, between the Oregon Short Line Railroad Company and J.K. Home and Chas, Schabalka dated April 17, 1918 and recorded May 24, 1918 in Book 1 of Bonds and Agreements Page 560 as Instrument Number 15025, records of Gooding County Idaho, regarding the Cast iron Pipe Culvert.
7. Easement for construction, maintenance and operation of a buried concrete pipeline including the terms and provisions thereof, between John C. Clarkson and Gertrude E. Clarkson, husband and wife and Martha Sue Abemathy, aka Sue Abemathy, dated April 18, 1995 and recorded April 28, 1995 as Instrument Number 161075, records of Gooding County, Idaho.
8. We note a survey of record of the subject property recorded July 18, 1935, as Instrument Number 161985, Gooding County records.
9. Power Line Easement given by Land O'Lakes, Inc., by Anthony W. Brand, Marketing Manager to Idaho Power Company, a corporation, dated December 19, 1995, recorded May 30, 1996 as Instrument Number 165699, Gooding County records, affecting part of the NE1/4 SE1/4 of Section 35, Township 5 South, Range 15 E.B.M.
10. Underground Power Line Easement given by Land O'Lakes, Inc., by Anthony W. Brand, Marketing Manager to Idaho Power Company, a corporation, dated December 19, 1995, recorded May 30, 1996 as Instrument Number 165700, Gooding County

records, affecting part of the NE1/4 NE1/4 of Section 35, Township 5 South, Range 15 E.B.M.

11. We note a survey of record of the subject property recorded July 30, 1999, as Instrument Number 181625, Gooding County records.
12. Underground Power Line Easement given by Land O'Lakes, Inc., to Idaho Power Company, a corporation, dated October 20, 1999, recorded March 6, 2000 as Instrument Number 184684, Gooding County records, affecting part of the NW1/4 SE1/4 of Section 35, Township 5 South, Range 15 E.B.M.
13. The following matter as shown on survey by EHM Engineers dated December 22, 2009 as Drawing No. 381-09ALTA: A buried fiber optic line crosses the subject property without benefit of an easement.