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JUN 21 2004

WATER RESOURCES
WESTERN REGION

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\$25 filing fee ☒

Receipt # WDR 851

Date 6-21-04

STATE OF IDAHO
DEPARTMENT OF WATER RESOURCES

ASSIGNMENT OF PERMIT

To change the ownership of a permit

I, Trinity Springs, Ltd., hereby assign to TSL Acquisition Corp.
of, c/o AMCON Distributing Company, Attn: Chief Financial Officer, 7405 Irvington Road,
Omaha, Nebraska 68164-7940, 402-331-3727
(Full Address) (Phone)

All my right, title, and interest in and to Permit No. 63-11439
to appropriate the public waters of the State of Idaho;

Subject to the security interest of Trinity Springs, Ltd. ("Trinity"), to secure the performance of certain obligations of TSL Acquisition Corp. ("TSL") and AMCON Distributing Company ("AMCON") relating to the transaction contemplated by that certain Asset Purchase Agreement, dated April 24, 2004, among Trinity, TSL, and AMCON.

OR (for partial assignments)

The following described portion of my right, title, and interest in and to
Permit No. _____ to appropriate the public waters of the State of Idaho.

(Describe portion of the permit assigned, listing the number of acres in each 40 acre subdivision,
point of diversion location, and amount of the water in cubic feet per second.)

Made this 17 day of June, 2004.

OB
Permit Holder(s)

Trinity Springs Ltd.
CEO

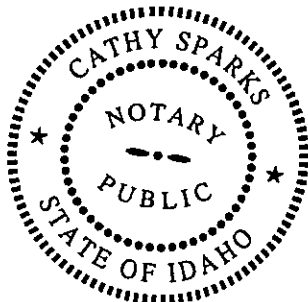
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State of Idaho)
County of Ada)

On this 17 day of JUNE, 2004, personally appeared before me the
signer(s) of the above instrument, who duly acknowledged to me that he(she) (they) executed
the same.

SEAL



Cathy Sparks
Notary Public
Residing at Boise
My commission expires 11-7-06