

October 21, 2009

CONAGRA FOODS LAMB WESTON, INC
PO BOX 489
AMERICAN FALLS, ID 83211

RE: CHANGE OF OWNERSHIP FOR WATER RIGHTS 35-2603, 35-4127, 35-8669,
35-12670, 47-17438

In February, 2009 your company submitted ownership change forms for the above water rights. In March, 2009 a letter was sent to your company from the Department requesting \$125.00 for fees (\$25.00 per water right) to change the ownership. We also asked for documentation to show the name change from the old owner to the new owner.

We have received no documentation or fees so I am returning the Change of Ownership forms and the documentation we received with them and the ownership changes will not be processed.

If you would like to proceed with the change of ownerships, you may at any time resubmit the proper forms and documentation plus fees.

Sincerrely,

Sandy Egbert
GIS Specialist

Enclosures

cc CONAGRA FOODS LAMB WESTON, INC.
PO BOX 128
TWIN FALLS, ID 83303-0128

Name Change Only

STATE OF IDAHO
DEPARTMENT OF WATER RESOURCES
NOTICE OF CHANGE IN WATER RIGHT OWNERSHIP

RECEIVED

FEB 24 2009

DEPARTMENT OF
WATER RESOURCES

Please print or type. Attach pages with additional information. Instructions are included at the end of this form. Incomplete forms will be returned.

1. Please list the water right number(s) and/or adjudication claim number(s) (if any) for each water right to be changed. List just the adjudication claim number if there is no corresponding water right record on file with the department. Indicate, by checking in the space provided (under the "split" heading), if the change in ownership is limited to a portion of a water right in which case IDWR will produce new water right number(s) for the split(s).

Water Right No(s)	Adjudication Claim No(s)	Split(s)	Water Right No(s)	Adjudication Claim No(s)	Split(s)
PD 35-2603					
PD 35-4127					
LIC 35-8669					
PD 35-12670					

2. The following **REQUIRED** information must be submitted with this form:

- A. The appropriate **FILING FEE**. See instructions for fee amounts.
- B. A copy of the most recent **DEED, TITLE POLICY, CONTRACT OF SALE** or other legal document indicating your ownership of the property and water right(s) or claim(s) in question, **WITH ATTACHED LEGAL DESCRIPTION**.
- C. Either of the following (if necessary to clarify division of water rights or other complex property descriptions):
PLAT OF PROPERTY or **SURVEY MAP** clearly showing the location of the point(s) of diversion and place of use of your water right(s) and/or adjudication claim(s) (these are on file with the county Planning and Zoning or Recorder's Office).
- OR**
- D. If your water right(s) and/or adjudication claim(s) is for ten or more acres of irrigation, you must submit a USDA Farm Service Agency or equivalent **AERIAL PHOTO** with the irrigated acres outlined and point(s) of diversion clearly marked. The **AERIAL PHOTO** should be submitted in place of the **PLAT OF PROPERTY** or **SURVEY MAP**.

3. Name and Address of Former
Owner/Claimant(s)

Lamb Weston Inc.

2975 Lamb Weston Rd., PO Box 489

American Falls, ID 83211

4. New Owner/Claimant(s)

ConAgra Foods Lamb Weston, Inc.

Name Connector (Check one): ☐ and, ☐ or, ☐ and/or

New Mailing Address

2975 Lamb Weston Rd., PO Box 489

City, State and ZIP Code

American Falls, ID 83211

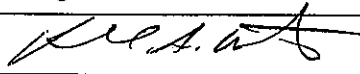
New Telephone Number

(208) 226-2301 ext. 63500 Email: Tommy.Brown@conagrafoods.com

5. Date you acquired the property _____
6. If the change in ownership affects the entire water right for each water right or adjudication claim number listed in line 1, then skip this line and go to line 7. If the change in ownership divides the water right(s) among multiple owners, you must describe, in detail, your portion of each water right after the change. Fill in the appropriate spaces in the box(es) below to describe your water right(s) after the change (you may copy this page, if necessary). If your quantity of water is greater than a proportionate split, you must attach documentation to show justification for a larger amount. If you are not sure how to identify your portion of the original water right or adjudication claim records, please contact the nearest IDWR office for assistance.

DESCRIPTION OF YOUR PORTION OF WATER RIGHT (If the right will not be split, skip this area and proceed to line 7)		
Water Use	Diversion Rate or Volume (cubic feet per second or acre-feet per annum)	Description (acres, number and type of stock, homes, etc)
Water Right and/or Adjudication Claim Number		
Irrigation		
Stock		
Domestic		
Other		
Totals		
Water Right and/or Adjudication Claim Number		
Irrigation		
Stock		
Domestic		
Other		
Totals		
Water Right and/or Adjudication Claim Number		
Irrigation		
Stock		
Domestic		
Other		
Totals		

For Snake River Basin Adjudication Claims: Please attach a Notice of Appearance completed by your attorney, if you wish IDWR to correspond with him/her for all matters related to your claims.

7. Signature(s) of New Owner(s) or Claimant(s) ConAgra Foods Lamb Weston, Inc.

 (title if applicable) VP, Manufacturing
 (title if applicable)

Richard A. Martin, Vice President Manufacturing

IT IS IMPORTANT TO FILE THIS COMPLETED FORM AT THE APPROPRIATE IDWR OFFICE, WITH PAYMENT OF THE FILING FEE AND THE OWNERSHIP DOCUMENT(S), AS REFERRED TO IN LINE 2.

For IDWR Office Use Only:

Received by _____	Date _____	Receipt Amt. _____
Received by _____	Date _____	Receipt No. _____
Processed by _____ AJ	Date _____	WR _____ Date _____

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
CONAGRA FOOD LAMB WESTON, INC.**

File Number C 173230

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: May 22, 2007



Ben Yursa

SECRETARY OF STATE

By

A large, stylized handwritten signature of Ben Yursa, written in black ink, positioned over a horizontal line.

FILED EFFECTIVE



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

2007 MAY 22 AM 10:06

SECRETARY OF STATE
STATE OF IDAHO

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is:
CONAGRA FOODS LAMB WESTON, INC.
2. The name which it shall use in Idaho is: CONAGRA FOODS LAMB WESTON, INC.
3. It is incorporated under the laws of: DELAWARE
4. Its date of incorporation is: 4/12/2007
5. The address of its principal office is:
ONE CONAGRA DRIVE, 1-237/OMAHA, NE 68102-5001
6. The address to which correspondence should be addressed, if different from Item 5, is:

7. The street address of its registered office in Idaho is: 1401 Shoreline Drive, Suite 2, Boise, ID 83702
and its registered agent in Idaho at that address is: The Prentice Hall Corporation System, Inc.
8. The names and respective business addresses of its directors and officers are:

Name	Office Held	Address
PLEASE SEE ATTACHED		
REPORT.		

Dated: 5-18-07Signature: R D HarveyTyped Name: RANDALL D. HARVEYCapacity: VICE PRESIDENT, TAX
[The signer must be a director or an officer of the corporation.]

Customer Acct #:

(if using pre-paid account)

Secretary of State use only

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form\app\corporate\authority\prod.pdf
Revised 02/2005

IDAHO SECRETARY OF STATE
05/22/2007 05:00
CK: 680473214 CT: 174438 BH: 1055266
1 @ 100.00 = 100.00 AUTH PRO # 2

Web Form

C173230

ConAgra Foods Lamb Weston, Inc.**Directors****John F. Gehring****Director**

Primary Address: ConAgra Foods, Inc.
One ConAgra Drive
Omaha, Nebraska 68102-5001 (United States)

Leo A. Knowles**Director**

Primary Address: ConAgra Foods, Inc.
One ConAgra Drive
Omaha, Nebraska 68102 (United States)

Scott E. Messel**Director**

Primary Address: ConAgra Foods, Inc.
One ConAgra Drive
Omaha, Nebraska 68102-5001 (United States)

Officers**Gregory A. Heckman****President**

Primary Address: ConAgra Foods, Inc.
Eleven ConAgra Drive
Omaha, Nebraska 68102 (United States)

Tracey P. Beck**Vice President**

Primary Address: ConAgra Foods, Inc.
Five ConAgra Drive
Omaha, Nebraska 68102 (United States)

James G. Doyle**Vice President, Real Estate**

Primary Address: ConAgra Foods, Inc.
One ConAgra Drive
Omaha, Nebraska 68102-5001 (United States)

John F. Gehring**Vice President & Controller**

Primary Address: ConAgra Foods, Inc.
One ConAgra Drive
Omaha, Nebraska 68102-5001 (United States)

Randall D. Harvey**Vice President, Tax**

Primary Address: ConAgra Foods, Inc.
One ConAgra Drive
Omaha, Nebraska 68102-5001 (United States)

Scott E. Messel**Vice President & Treasurer**

Primary Address: ConAgra Foods, Inc.

ConAgra Foods Lamb Weston, Inc.

One ConAgra Drive:
Omaha, Nebraska 68102-5001 (United States)

Colleen R. Batcheler

Secretary

Primary Address:

ConAgra Foods, Inc.
One ConAgra Drive
Omaha, Nebraska 68102-5001 (United States)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CONAGRA FOODS LAMB WESTON, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF MAY, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CONAGRA FOODS LAMB WESTON, INC." WAS INCORPORATED ON THE TWELFTH DAY OF APRIL, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



4333639 8300

070592609

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5692443

DATE: 05-21-07

State of Idaho

Office of the Secretary of State

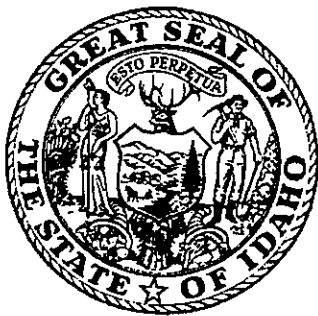
CERTIFICATE OF WITHDRAWAL
OF
LAMB-WESTON, INC.

File Number C 87213

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that Application for Certificate of Withdrawal from this State, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Withdrawal and attach hereto a duplicate of the Application for such Certificate.

Dated: October 22, 2004



Ben Yursa

SECRETARY OF STATE

By *Sally Lloyd*



APPLICATION FOR CERTIFICATE OF WITHDRAWAL

(Instructions on back of application)

2004 OCT 22 AM 8:55

STATE OF IDAHO

To the Secretary of State of Idaho

Pursuant to Section 30-1-1520, Idaho Code, the undersigned Corporation hereby applies for a certificate of withdrawal from the State of Idaho, and for that purpose submits the following statement:

1. The name of the corporation is:

Lamb-Weston, Inc.

The name which it used in Idaho is:

2. It is incorporated under the laws of Delaware
3. It is not transacting business in the State of Idaho.
4. It hereby surrenders its authority to transact business in said state.
5. It revokes the authority of its registered agent in the State of Idaho to accept service of process and consents that service of process in any action, suit or proceeding based upon any cause of action arising in the State of Idaho during the time it was authorized to transact business therein may thereafter be made on it by registered or certified mail to the corporation at the address listed in item 6., below.
6. The post office address to which process against the corporation may be mailed is:
- One ConAgra Drive, Omaha, Nebraska 68102
7. It agrees to notify the Secretary of State of the State of Idaho of any change to the address in Item 6.

Signature

Debra L. Keith

Typed Name Debra L. Keith

Capacity Vice President, Tax

Customer Acct # :

(if using pre-paid account)

Secretary of State use only

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certofwithdrawal_corp.p65
Revised 07/2002

IDAHO SECRETARY OF STATE
10/22/2004 05:00
CK: 206379 CT: 124768 BH: 772570
1 @ 20.00 = 20.00 FOR WITHDR # 2

C 87213

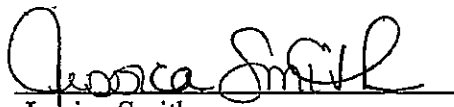
CONAGRA FOODS PACKAGED FOODS, LLC
Assistant Secretary's Certificate

I, Jessica Smith, the duly appointed Assistant Secretary of ConAgra Foods Packaged Foods, LLC ("Company"), am familiar with the facts set forth below and, being authorized to do so, certify that:

1. The Company is a Delaware limited liability company and indirect wholly owned subsidiary of ConAgra Foods, Inc.
2. On September 26, 2004, Lamb-Weston, Inc., a Delaware corporation, merged with and into ConAgra Foods Packaged Foods Company, Inc., a Delaware corporation and wholly owned subsidiary of ConAgra Foods, Inc.
3. ConAgra Foods Packaged Foods Company, Inc., merged with and into the Company, effective May 28, 2007.
4. The Company transferred assets associated with the Lamb Weston operations, including the facilities located below, to ConAgra Foods Lamb Weston, Inc., a wholly owned subsidiary of ConAgra Foods, Inc., via a Purchase Agreement dated May 28, 2007.

American Falls, ID
Twin Falls, ID
Boardman, OR
Hermiston, OR
Connell, WA
Pasco, WA
Prosser, WA
Quincy, WA
Richland, WA

IN WITNESS WHEREOF, I have subscribed my name as Assistant Secretary of the Company this 27th day of February, 2008.

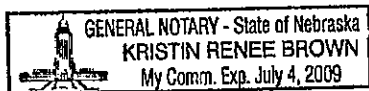

Jessica Smith
Assistant Secretary

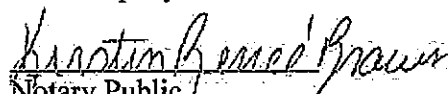
STATE OF NEBRASKA

§

COUNTY OF DOUGLAS

The foregoing instrument was acknowledged before me this 27th day of February, 2008, by Jessica Smith, known to me to be the Assistant Secretary of the Company.




Notary Public