

RECEIVED

MAY 14 2009

WATER RESOURCES  
WESTERN REGION

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

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 63-21951       | 3-31-2000                |          |                   |                          |          |
| PD 63-03277       | 2-6-09                   | ✓        |                   |                          |          |
| PD 63-03570       | 2-6-09                   | ✓        |                   |                          |          |
| PD 63-21949       | 4-29-09                  | ✓        |                   |                          |          |
| PD 63-31036       | 4-29-09                  |          |                   |                          |          |
| PD 63-21952       | 4-29-09                  |          |                   |                          |          |

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.

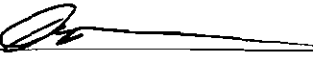
3. Name and Address of Former Owner/Claimant(s) Con Agra, Inc. dba Armour Fresh Meats c/o Brian Sweet  
P.O. Box 470  
Nampa, ID 83651

4. New Owner/Claimant(s) XL Four Star Beef Holdings (Idaho), Inc.  
Name Connector (Check one): ☐ and ☐ or ☐ and/or  
c/o Tony Jorgensen, VP/General Manager  
 New Mailing Address 3611 East Amity Ave., P.O. Box 1470  
 City, State and ZIP Code Nampa, ID 83653  
 New Telephone Number ( 208 ) 468-4231 Email: SUPPORT DATA

5. Date you acquired the property May 31, 2006
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.

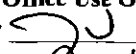
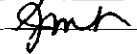
| DESCRIPTION OF YOUR PORTION OF WATER RIGHT<br>(If the right will not be split, skip this area and proceed to line 7) |                                                                            |                                                              |
|------------------------------------------------------------------------------------------------------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

*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.*

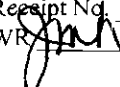
7. Signature(s) of New Owner(s) or Claimant(s)  VP/GENERAL MANAGER  
(title if applicable)  
  
(title if applicable)

**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   
 Received by   
 Processed by                      AJ

Date May 14 09  
 Date 5-14-09  
 Date                     

Receipt Amt. 150.<sup>00</sup>  
 Receipt No. W037455  
 WR  Date 5-15-09

## **EXHIBIT A**

**INSTRUMENT NO. 200642117**

**AT-5100618266**

**SPECIAL WARRANTY DEED**

FOR VALUE RECEIVED, **SWIFT BEEF COMPANY**, a Delaware corporation, formerly known as ConAgra Beef Company, Grantor, does hereby grant to **XL FOUR STAR BEEF HOLDINGS (IDAHO) INC.**, a Delaware corporation, Grantee, whose current mailing address is c/o Abrahams Kaslow & Cassman LLP, 8712 West Dodge Road, Suite 300, Omaha, Nebraska 68114 and further described on Exhibit A attached hereto and made a part hereof.

TOGETHER WITH all and singular the tenements, hereditament, and appurtenances thereunto belonging, or otherwise appertaining, including water rights, and all estate, right, title and interest in and to the said property.

SUBJECT TO: easements and restrictions of record and those certain permitted exceptions set forth on Exhibit B attached hereto and made a part hereof.

TO HAVE AND TO HOLD the said premises unto the said Grantee, its successors and assigns forever. And the said Grantor does hereby covenant to and with the said Grantee, that it is the owner in fee simple of said premises and that Grantor will warrant and defend the same from all lawful claims of all persons claiming by or through Grantor but not otherwise.

[Remainder of Page Intentionally Left Blank]

200642117

RECORDED

2006 MAY 31 PM 4 33

C. NOEL BAILEY

CANYON CITY RECORDER

BY

*[Signature]*

KILLANCE - NAMPA

REQUEST  
TYPE *[Signature]* FEE 18.00

IN WITNESS WHEREOF, Grantor has executed this Special Warranty Deed to be effective as of the 26th day of May, 2006.

GRANTOR:

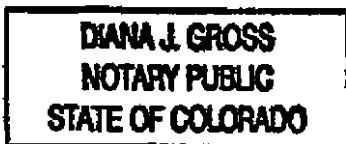
SWIFT BEEF COMPANY, a Delaware corporation

By: William G. Trupkiewicz  
William G. Trupkiewicz  
Acting Chief Financial Officer,  
Senior Vice President and Corporate  
Controller

STATE OF CO )  
 ) §§  
County of Weld )

On this 22<sup>nd</sup> day of May, 2006, before me, the undersigned, a Notary Public in and for said State, personally appeared William G. Trupkiewicz, known or identified to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



MY COMM. EXP. 08/24/2009

Diana J. Gross  
Notary Public for State of Colorado  
Residing at 1710 Promontory Circle, Greeley, CO  
My commission expires: 8/24/2009

## EXHIBIT A

### PARCEL I

Lots 3, 4, 5, 6, and 7 in Block 1 of GATEWAY PARK SUBDIVISION, Canyon County, Idaho, according to the official plat thereof, filed in Book 2 of Plats at Page 21, records of said County.

### PARCEL II

The North half of the Northeast quarter of Section 36, Township 3 North, Range 2 West, Boise Meridian, Canyon County, Idaho.

### PARCEL III

That portion of the Southeast quarter of the Northwest quarter of Section 36, Township 3 North, Range 2 West, Boise Meridian, Canyon County, Idaho, lying North of the Oregon Short Line Railroad right of way.

### EXCEPT

A parcel of land being on the South side of center line of East Amity Avenue, Project No. 02-99148, Highway Survey as shown on the plans thereof now on file in the office of the City of Nampa, and being a portion of the Northwest Quarter, Section 36, Township 3 North, Range 2 West, Boise Meridian, Canyon County, Idaho, more particularly described as follows:

Commencing at the Northwest corner of Section 36; thence along the Northerly boundary of said Section 36,

South 89°11'46" East 523.70 feet; thence

South 00°48'14" West 25.00 feet to the Southerly right of way of East Amity Avenue, the POINT OF BEGINNING; thence along the Southerly right of way of East Amity Avenue

South 89°11'46" East 1455.64 feet; thence leaving said right of way

South 00°30'53" West 25.00 feet; thence

North 89°11'46" West 214.20 feet; thence

North 85°20'09" West 300.66 feet; thence

South 89°20'01" West 400.14 feet; thence

South 85°03'16" West 100.49 feet; thence

South 83°45'23" West 368.76 feet to the Northeasterly right of way of East Railroad Street; thence along said right of way

North 46°16'08" West 103.28 feet to the POINT OF BEGINNING.

EXHIBIT B

1. General Taxes for the year 2006, a Lien, but not yet due and payable.
2. Special assessments, if any, for the City of Nampa.
3. Levies and assessments of the Nampa Municipal Irrigation District, and the rights, powers and easements of said district as by law provided.
4. Levies and assessments of the Nampa Meridian Irrigation District, and the rights, powers and easements of said district as by law provided.
5. Right of the public in and to that portion of the premises lying within the right-of-way of Amity Road.
6. Right of the public in and to that portion of the premises lying within the right-of-way of Happy Valley Road.
7. Right of the public in and to that portion of the premises lying within the right-of-way of Railroad Street.
8. Ditch, road and public utility easements of record as the same may exist over said premises.
9. An easement for the purpose shown below and rights incidental thereto as set forth in a document:  
Granted to: Idaho Power Company.  
Purpose: Public Utilities.  
Recorded: December 16, 1927.  
Instrument No.: 160143, of Official Records.
10. An easement for the purpose shown below and rights incidental thereto as set forth in a document:  
Granted to: Idaho Power Company.  
Purpose: Public Utilities.  
Recorded: May 7, 1928.  
Instrument No.: 163125, of Official Records.
11. An easement for the purpose shown below and rights incidental thereto as set forth in a document:  
Granted to: Idaho Power Company.  
Purpose: Public Utilities.  
Recorded: November 22, 1939.  
Instrument No.: 246272, of Official Records.
12. Covenants, conditions and restrictions, but omitting any covenant or restriction based on race, color, religion, sex, sexual orientation, disability, handicap, familial status, marital status ancestry, national origin or source of income, as set forth in applicable state or federal laws, except to the extent that said covenant or restriction is permitted by applicable law.  
Book: 5 of Bonds and Agreements.  
Page: 543, of Official Records.

Instrument No.: 65419, of Official Records.

13. An easement for the purpose shown below and rights incidental thereto as set forth in a document:

Granted to: Idaho Power Company.

Purpose: Public Utilities.

Recorded: October 11, 1988.

Instrument No.: 8820162, of Official Records.

14. An easement for the purpose shown below and rights incidental thereto as set forth in a document:

Granted to: Idaho Power Company.

Purpose: Public Utilities.

Recorded: October 11, 1988.

Instrument No.: 8820163, of Official Records.

15. An easement for the purpose shown below and rights incidental thereto as set forth in a document:

Granted to: Idaho Power Company.

Purpose: Public Utilities.

Recorded: January 15, 1991.

Instrument No.: 9100854, of Official Records.

16. An easement for the purpose shown below and rights incidental thereto as set forth in a document:

Granted to: Idaho Power Company.

Purpose: Public Utilities.

Recorded: August 27, 1999.

Instrument No.: 9934575, of Official Records.

17. An easement for the purpose shown below and rights incidental thereto as set forth in a document:

Granted to: Idaho Power Company.

Purpose: Public Utilities.

Recorded: April 28, 1999.

Instrument No.: 9916496, of Official Records.

18. An easement for the purpose shown below and rights incidental thereto as set forth in a document:

Granted to: Idaho Power Company.

Purpose: Public Utilities.

Recorded: August 27, 1999.

Instrument No.: 9934575, of Official Records.

19. An easement for the purpose shown below and rights incidental thereto as set forth in a document:

Granted to: Idaho Power Company.

Purpose: Public Utilities.

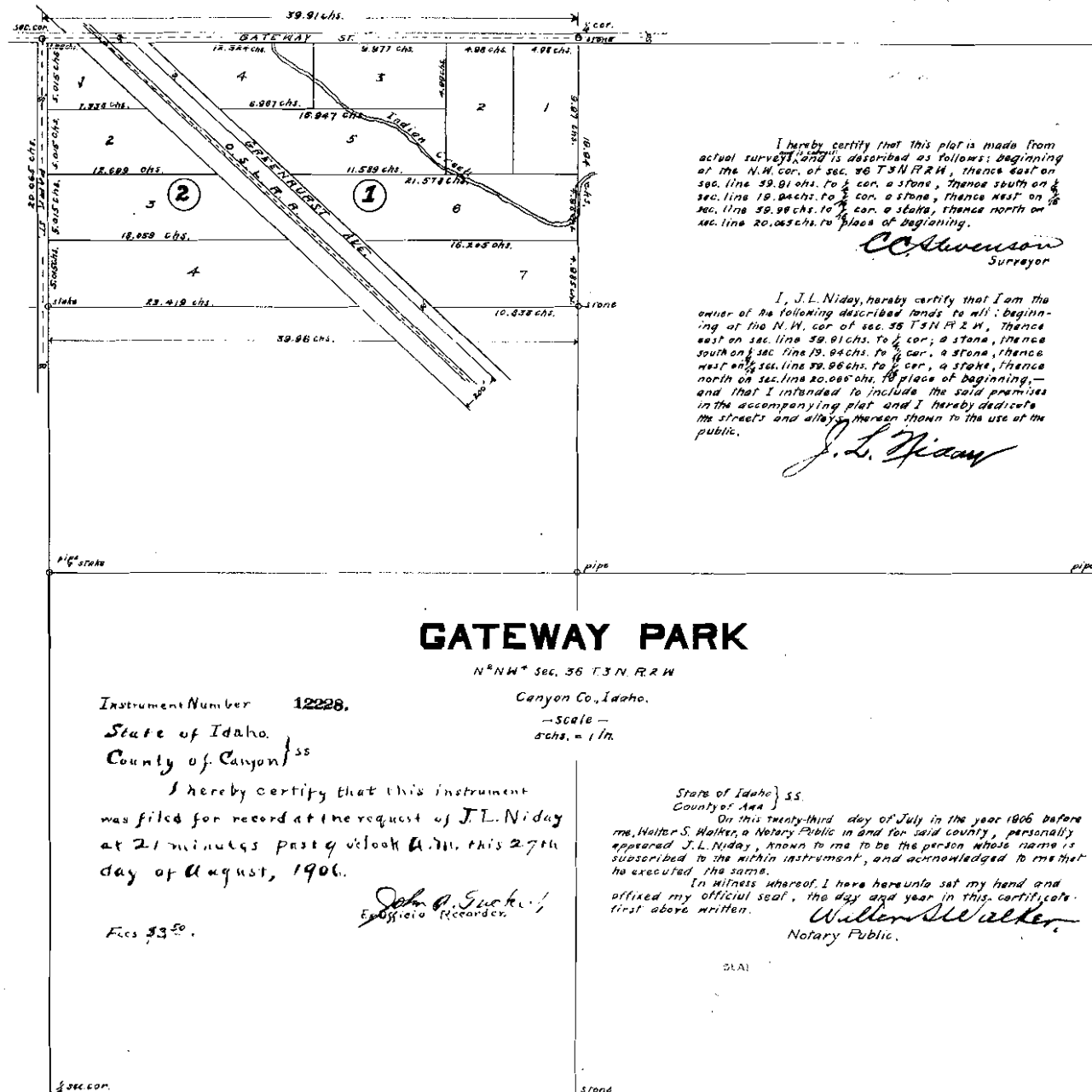
Recorded: January 11, 2006.

Instrument No.: 200602175, of Official Records.

20. Right-of-way for Indian Creek, and the rights of access thereto for maintenance of said creek.

21. Any question that may arise due to the shifting and changing in the course of Indian Creek.

## **EXHIBIT B**



## **EXHIBIT C**

# 200175475 INSTRUMENT NO. 200221872  
W# 7809

SPECIAL WARRANTY DEED

2  
FOR VALUE RECEIVED, CONAGRA FOODS, INC., a Delaware corporation, ("Grantor"), does hereby grant, bargain, sell and convey unto CONAGRA BEEF COMPANY, a Delaware corporation, whose principal place of business is One Conagra Drive, Omaha, Nebraska 68102 ("Grantee"), the following described premises, in Canyon County, Idaho, to wit:  
\* Successor to CAG Subsidiary, Inc. - a Delaware Corp.

See EXHIBIT "A" attached hereto and incorporated by reference.

TO HAVE AND TO HOLD the said premises, with their appurtenances unto the said Grantee, its successors and assigns forever. Said Grantor does hereby covenant to and with the said Grantee, that it is the owner in fee simple of said premises; that they are free from all encumbrances except

- (a) Current taxes and assessments which are a lien not yet delinquent;
- (b) Applicable laws, regulations, zoning regulations and ordinances, whether federal, state or local; and
- (c) Easements, rights-of-way, reservations, covenants and restrictions of record or not of record;

and that it will warrant and defend the same from all lawful claims claimed by or under Grantor.

DATED: June 21st, 2001.

CONAGRA FOODS, INC., a Delaware corporation

Attest:

By: Ken L. Weckus

Its: ASSISTANT SECRETARY

By: Debra L. Keith

Its: VICE PRESIDENT - TAX

STATE OF NEBRASKA )  
COUNTY OF DOUGLAS ) ss.

On this 21st day of June, in the year 2001, before me a notary public, personally appeared DEBRA L. KEITH and KEN L. WECKUS known or identified to me to be the VICE PRESIDENT - TAX and the ASSISTANT SECRETARY respectively of the corporation that executed the above instrument and acknowledged to me that such corporation executed the same.

In witness whereof, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

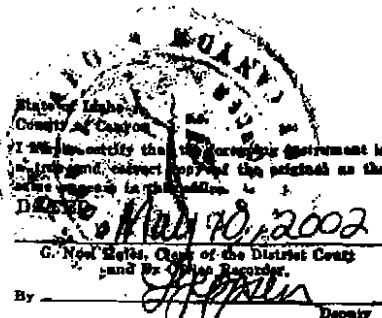


Eric M. Johnson  
Notary Public residing at Douglas County, NE  
My commission expires on 3-8-2003

*this DEED is being RErecorded to correct the Grantor*

Prepared by and return to:

Patrick R. McGill  
McGrath North Mullin & Kratz  
212 S. 15th Street, Suite 1400  
Omaha, Nebraska 68102  
(402) 341-3470



Canyon County, ID

Exhibit "A"

And more particularly described as follows:

**PARCEL I**

Lots 3, 4, 5, 6 and 7 in Block 1 of GATEWAY PARK SUBDIVISION, Canyon County, Idaho, according to the official plat thereof, filed in Book 2 of Plats at Page 21, records of said county.

**PARCEL II**

The North half of the Northeast quarter of Section 36, Township 3 North, Range 2 West, Boise Meridian, Canyon County, Idaho.

**PARCEL III**

That portion of the Southeast quarter of the Northwest quarter of Section 36, Township 3 North, Range 2 West, Boise Meridian, Canyon County, Idaho, lying North of the Oregon Short Line Railroad right of way.

THIS INSTRUMENT FILED FOR RECORD  
BY TRANSMISSION TITLE & ESCROW,  
INC. AS AN ACCOMMODATION ONLY. IT  
HAS NOT BEEN EXAMINED AS TO ITS  
EXECUTION OR AS TO ITS EFFECT  
UPON THE TITLE.

RECORDED  
TYPE Deed 6-00

2002 MAY 13 PM 4 25

G NOEL HALES  
CANYON COUNTY RECORDER  
BY *[Signature]*

2002 MAY 13 PM 4 25

RECORDED  
TYPE Deed 6-00

2001 JUN 28 PM 10 53

G NOEL HALES  
CANYON COUNTY RECORDER  
BY *[Signature]*

200125475

200221872

INSTRUMENT NO. 200149749

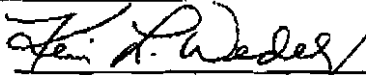
AFFIDAVIT

STATE OF NEBRASKA )  
 ) ss.  
COUNTY OF DOUGLAS )

I, Kevin L. Wedeking, being first duly sworn, depose and say:

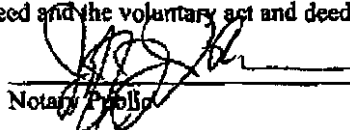
1. I am the Assistant Secretary of ConAgra Foods, Inc. I make this Affidavit to verify matters contained in the corporate records of ConAgra Foods, Inc., a Delaware corporation.
2. CAG Subsidiary, Inc., a Delaware corporation, filed a Certificate of Amendment to Certificate of Incorporation dated December 13, 1983, changing the name to Armour Food Company, a Delaware corporation, filed with the Delaware Secretary of State on December 19, 1983.
3. Armour Food Company, a Delaware corporation, filed a Certificate of Ownership and Merger merging Armour Food Company into ConAgra, Inc., a Delaware corporation, dated May 23, 1985, filed with the Delaware Secretary of State on May 28, 1985.
4. ConAgra, Inc., a Delaware corporation, filed a Certificate of Amendment of Certificate of Incorporation dated September 28, 2000, changing the name to ConAgra Foods, Inc., a Delaware corporation, filed with the Delaware Secretary of State on September 28, 2000.
5. A true and correct copy of each of the above referenced documents is attached hereto.
6. I certify that these documents have been filed with the Secretary of State of the state of Delaware as shown on the document, and the original documents may be found in the corporate books.

Dated this 1<sup>st</sup> day of October, 2001.

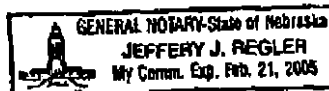


Kevin L. Wedeking  
Assistant Secretary of ConAgra Foods, Inc.

The foregoing instrument was signed and acknowledged before me this 1<sup>st</sup> day of October, 2001, by Kevin L. Wedeking, Assistant Secretary of ConAgra Foods, Inc., a Delaware corporation as his voluntary act and deed and the voluntary act and deed of said corporation.

  
Notary Public

My commission expires: 2/21/2005





# State of DELAWARE

## Office of SECRETARY OF STATE

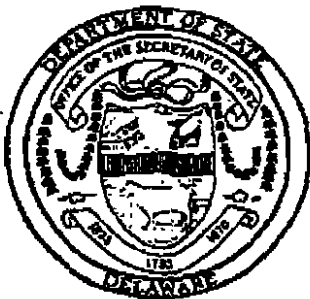
I, Michael Harkins, Secretary of State of the State of Delaware,  
do hereby certify that the attached is a true and correct copy of  
Certificate of Amendment  
filed in this office on December 19, 1983

287274

MICROFILMED

Office of Deputy Assistant  
Secretary of State, Wilmington

I hereby certify that the within instrument was filed in this  
office for record on the 11th day of August  
A.D. 19 87 at 2:55 o'clock P. M. and  
was duly microfilmed as Document No. 287274  
James J. Sullivan  
County Recorder  
By \_\_\_\_\_ Deputy



Michael Harkins  
Michael Harkins, Secretary of State

BY:

DATE:

August 3, 1987

7357

CERTIFICATE OF AMENDMENT  
TO CERTIFICATE OF INCORPORATION  
OF  
CAG SUBSIDIARY, INC.

Pursuant to Section 242 of the General Corporation Law of the State of Delaware, CAG SUBSIDIARY, INC., a corporate organization existing under the laws of the State of Delaware, does hereby certify:

FIRST: The Certificate of Incorporation for CAG SUBSIDIARY, INC. was filed in the office of the Delaware Secretary of State on the 21st day of September, 1983.

SECOND: In accordance with Sections 242, 141 and 22b of the Delaware General Corporation Law, a consent in lieu of a special joint meeting of the directors and shareholders was executed on December 13, 1983 by the corporation's sole shareholder and all its directors, duly adopting the following amendment to Article I of the Certificate of Incorporation in order that the name of the corporation be changed to "ARMOUR FOOD COMPANY":

"ARTICLE I

NAME

The name of the corporation is ARMOUR FOOD COMPANY."

IN WITNESS WHEREOF, said CAG Subsidiary, Inc. has caused this certificate to be signed by its Vice President and its Assistant Secretary this 13th day of December, 1983.

CAG SUBSIDIARY, INC.

POOR COPY

By: John J. O'Neil  
Vice President

ATTEST: Dorothy Young  
DOROTHY YOUNG  
Assistant Secretary

POOR COPY

00002

State of Delaware  
Office of the Secretary of State PAGE 1

---

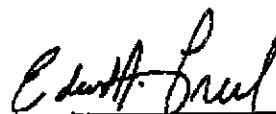
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"ARMOUR FOOD COMPANY", A DELAWARE CORPORATION,  
WITH AND INTO "CONAGRA, INC." UNDER THE NAME OF "CONAGRA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF MAY, A.D. 1985, AT 10 O'CLOCK A.M.



2017485 8100M

991043621

  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

AUTHENTICATION: 9557471

DATE: 02-03-99

8501480242

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

ARMOUR FOOD COMPANY

INTO

CONAGRA, INC.

FILED

MAY 28 1985 10AM

*Handwritten signature*  
JULY 19 1985

CONAGRA, INC., a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 5th day of December, 1975, pursuant to the Delaware Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the stock of ARMOUR FOOD COMPANY, a corporation incorporated on the 21st day of September, 1983, pursuant to the Delaware Corporation Law of the State of Delaware.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted at a meeting held on the 9th day of May, 1985, determined to and did merge into itself said ARMOUR FOOD COMPANY:

RESOLVED, that CONAGRA, INC. merge, and it hereby does merge into itself said ARMOUR FOOD COMPANY, and assumes all of its obligations; and

FURTHER RESOLVED, that the merger shall be effective upon the date of filing with the Secretary of State of Delaware.

FURTHER RESOLVED, that the proper officers of this corporation be and they hereby are directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said ARMOUR FOOD COMPANY and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and a certified copy recorded in the office of the Recorder of Deeds of New Castle County and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger.

IN WITNESS WHEREOF, said CONAGRA, INC., has caused this

certificate to be signed by John Dill, its Vice President, and  
attested by Dorothy Young, its Assistant Secretary, this 23<sup>rd</sup>  
day of May, 1985.

CONAGRA, INC.

BY:

John J. Dill  
JOHN DILL, Vice President

ATTEST:

Dorothy Young  
Dorothy Young,  
Assistant Secretary

60000

Certificate of Ownership of the "CONAGRA, INC.",

a corporation organized and existing under the laws of the State of Delaware,

merging "ARMOUR FOOD COMPANY",

a corporation organized and existing under the laws of the State of Delaware,

pursuant to Section 253 of the General Corporation Law of the State of Delaware,

as Received and filed in this office the twenty-eighth day of May,

A.D. 1985, at 10 o'clock A.M.

And I do hereby further certify that the aforesaid Corporation  
shall be governed by the laws of the State of Delaware.

11811.1

**State of Delaware**  
**Office of the Secretary of State**

PAGE 1

POOR COPY

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CONAGRA, INC.", CHANGING ITS NAME FROM "CONAGRA, INC." TO "CONAGRA FOODS, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF SEPTEMBER, A.D. 2000, AT 5 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Edward J. Freel*  
Edward J. Freel, Secretary of State

0818944 8100

AUTHENTICATION: 0706124

001489608

DATE: 09-28-00

FROM RICHARDS, LAYTON, & FINGER #1

(THU) 9.28'00 17:25/ST. 17:23/NO. 4863831157 P 3

FROM RICHARDS, LAYTON, & FINGER #1

(THU) 9.28'00 16:08/ST. 16:06/NO. 4863831138 P 2

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF

POOR COPY

CONAGRA, INC.

CONAGRA, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: That at a meeting of the Board of Directors of CONAGRA, INC., a resolution was duly adopted setting forth a proposed amendment to the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and submitting said amendment to a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

"RESOLVED, that the Board of Directors declare it advisable that ARTICLE I of the Certificate of Incorporation entitled 'NAME' be amended to read as follows to reflect a change in this corporation's name:

'ARTICLE I

NAME

The name of the Corporation shall be ConAgra Foods, Inc."

RESOLVED FURTHER, that such amendment be submitted to the stockholders of this corporation for approval at the annual meeting of the stockholders to be held on September 28, 2000; and

RESOLVED FURTHER, that if and when the stockholders holding the majority of the outstanding common stock of this corporation have voted in favor of such amendment, the Chief Executive Officer or a Vice President, and the Secretary or an Assistant Secretary, of this corporation are hereby authorized and directed to make, under the seal of this corporation, a certificate setting forth such amendment, and certifying that such amendment has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware, as amended, and to file such certificate in the office of the Secretary of State of the State of Delaware, and such other offices as are appropriate."

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 05:09 PM 09/28/2000  
001489608 - 0818941

FROM RICHARDS, LAYTON, & FINGER #1

(THU) 9.28'00 17:25/ST. 17:23/NO. 4863831157 P' 4

FROM RICHARDS, LAYTON, & FINGER #1

(THU) 9.28'00 16:09/ST. 16:06/NO. 4863831138 P 3

POOR COPY

**SECOND:** That thereafter, pursuant to resolution of its Board of Directors, an annual meeting of the shareholders of said corporation was duly called and held, upon notice in accordance with Sections 222 and 242 of the General Corporation Law of the State of Delaware on September 28, 2000 at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

**THIRD:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said CONAGRA, INC. has caused this Certificate to be signed by BRUCE C. ROHDE, its Chief Executive Officer, and attested to by JAMES P. O'DONNELL, its Corporate Secretary, this 28<sup>th</sup> day of September, 2000.

CONAGRA, INC.

By: 

BRUCE C. ROHDE  
Chief Executive Officer

ATTEST:

  
JAMES P. O'DONNELL  
Corporate Secretary

2001 NOV 29 PM 2 21  
G NOEL HALES  
CANYON CITY RECORDER  
BY   
McGrath, North  
request Mullin & Kratz  
MHC REC 30.00

RECORDED

200149743

## **EXHIBIT D**

# State of Idaho

Office of the Secretary of State

## AMENDED CERTIFICATE OF AUTHORITY

OF

**CONAGRA BEEF COMPANY**

File Number C 103416

I, PETE T. CENARRUSA, Secretary of the State, hereby certify that an Application for Amended Certificate of Authority, 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 Amended Certificate of Authority to reflect the name change from **CONAGRA BEEF COMPANY**, to **SWIFT BEEF COMPANY** and attach hereto a duplicate of the application for such amended certificate.

Dated: July 18, 2002



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Sally Lloyd*



# APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

(Instructions on back of application)

**FILED/EFFECTIVE**

02 JUL 18 PM 1:44

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-1504, Idaho Code, the undersigned Corporation hereby applies for an amended certificate of authority to transact business in the State of Idaho and for that purpose submits the following statement. Complete only applicable items.

1. A Certificate of Authority was issued to the corporation by your office on September 20, 1993  
authorizing it to transact business in the State of Idaho under the name of ConAgra Beef Company
2. Its corporate name has been changed to Swift Beef Company
3. The name which it shall use hereafter in the State of Idaho is Swift Beef Company
4. It has changed its jurisdiction of incorporation, without a change of corporate identity to: \_\_\_\_\_

Dated: 7/11/02

ConAgra Beef Company

(Corporation Name)

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

g:\corporate\corporate\amended\certofauthority.pms  
Revised 01/2001

IDAH0 SECRETARY OF STATE

07/18/2002 05:00

CK: 164107 CT: 282% BH: 477844

1 @ 30.00 = 30.00 AMEND CERT # 3  
1 @ 20.00 = 20.00 EXPEDITE C # 4

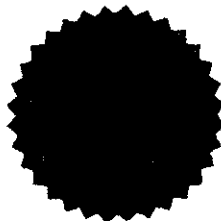
C 103416

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "CONAGRA BEEF COMPANY", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "SWIFT BEEF COMPANY", THE ELEVENTH DAY OF JULY, A.D. 2002, AT 1 O'CLOCK P.M.



0705607 8320

020450501

*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1882710

DATE: 07-15-02