

DEV

MSI #20 GRANDVIEW FARM

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)
35-13582 WR			35-7920C WR	OK	
com 35-7246K WR	OK		com 35-13583 WR	OK	
com 35-2821A WR	OK		com 35-13488 WR	OK	
com 35-2540 WR	OK		com 35-7644B WR	OK	
com 35-2312B WR	OK		com 35-2774B WR	OK	
com 35-2821B WR	OK		com 35-13271A WR	OK	
com 35-7246N WR	OK		com 35-7882A WR	OK	
com 35-7246L WR	OK		com 35-2312C WR	OK	

RECEIVED

NOV 03 2008

Department of Water Resources
Eastern Region

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) REID G. STEWART
3100 W 1000 S
ABERDEEN, ID 83210

4. New Owner/Claimant(s) MIDNIGHT SUN, INC.
 Name Connector (Check one): ☐ and, ☐ or, ☐ and/or
c/o CHARLES W. BRYAN, V.P.
 New Mailing Address P.O. Box 53
 City, State and ZIP Code NAMPA, ID 83653
 New Telephone Number (208) 466-0419 Email: Charles.bryan@ubs.com

5. Date you acquired the property

6/15/07

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)

Chet -J. P.

(title if applicable)

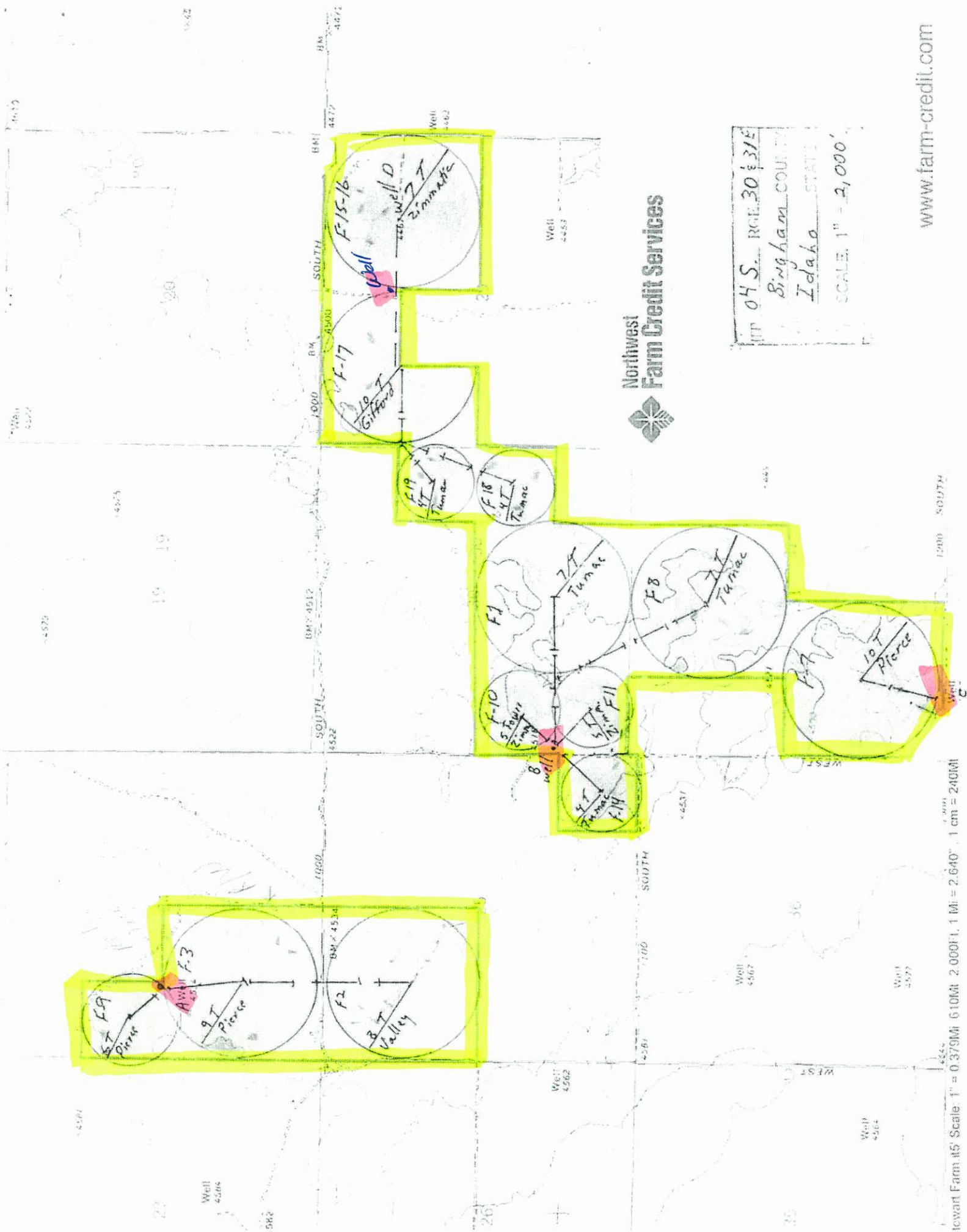
(title if applicable)

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.

Bmk11/17/08\$75.00E0346003

For IDWR Office Use Only:

Received by BmkDate 11/3/2008Receipt Amt. 400.00Received by BmkDate 11/3/2008Receipt No. E034571Processed by AJDate WR Date



www.farm-credit.com

**MIDNIGHT SUN, INC.
VOTE OF
BOARD OF DIRECTORS**

January 18, 2006

The following vote has been passed and adopted by the Board of Directors of Midnight Sun, Inc. on January 18, 2006.

VOTED: That the following persons be, and they hereby are, elected to the indicated offices of the Corporation to serve until a successor officer is appointed:

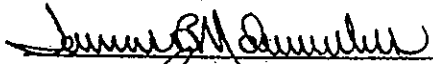
James B. McCandless	President, Treasurer
R. Brian Webb	Senior Vice President
George E. Schwab	Senior Vice President
Kim E. Morgan	Vice President
Michael P. Septer	Vice President
J. Scott Haffner	Vice President
Charles W. Bryan, Jr.	Vice President
Rose Marie Beaulieu	Secretary
Elaina Forsell	Controller

VOTED: That the President, Treasurer, and Senior Vice President acting severally or in combination with one or more of the others are hereby authorized to execute the following documents on behalf of the Corporation provided a separate vote authorizes the specific transaction:

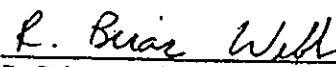
Real Estate Purchase Agreements
Real Estate Sale Listing Agreements
Real Estate Sale Agreements

VOTED: That all of the above named officers acting severally or in combination with one or more of the others are hereby authorized to execute the following documents on behalf of the Corporation, without further authorization:

Farm Lease and Security Agreements
Farm Management Service Agreements
Uniform Commercial Code Forms
U.S. Department of Agriculture Documents
U.S. Farm Services Agency
Commodity Credit Corporation Documents
Oil and Gas Leases, Geothermal Leases, and Mineral Leases
Federal, State, and Private Irrigation District Documents
Federal Bureau of Reclamation Documents


James B. McCandless, Director


George E. Schwab, Director


R. Brian Webb, Director

AMT 40-43131
3020709984+



IDWD
Order No. 40-43131

Instrument # 582014

BINGHAM COUNTY

2007-06-15

01:32:42 No. of Pages: 3

Recorded for : ALLIANCE TITLE & ESCROW

SARA J. STAUB

Ex-Officio Recorder Deputy

Fee: 9.00

NW

WARRANTY DEED

For Value Received,

Superior L & L LLC, an Idaho Limited Liability Company

GRANTOR(s), do(es) hereby GRANT, BARGAIN, SELL and CONVEY unto

Midnight Sun Inc, a Delaware Corporation

GRANTEE(s), whose address is: 242 Trumbull Street, Hartford, CT 06103

the following described real property, to-wit:

SEE EXHIBIT A WHICH IS MADE A PART HEREOF BY THIS REFERENCE

PURSUANT TO AN IRC 1031 TAX DEFERRED EXCHANGE ON BEHALF OF GRANTOR/GRANTEE

TO HAVE AND TO HOLD the premises with its appurtenances unto the said Grantees, their heirs and assigns forever. And the said Grantors do hereby covenant to and with the said Grantees, that they are the owners in fee simple of said premises that said premises are free from all encumbrances except the current year's taxes and assessments, conditions, covenants, restrictions, reservations, easements, rights and rights of way, apparent or of record and that they will warrant and defend the same from all lawful claims whatsoever.

DATED this 13th day of June, 2007.

Superior L & L LLC

BY: [Signature]
Reid G. Stewart, Manager

STATE OF IDAHO)
COUNTY OF BONNEVILLE)^{SS}

On this 15 day of June, 2007, before me, the undersigned, a Notary Public in and for said State, personally appeared Reid G. Stewart as Manager of Superior L & L LLC a Limited Liability Company, known or identified to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same in such capacity.

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

[Signature]
Notary Public for
Residing at:
Commission Expires:

Residing in Jefferson County
Commission Expires: 08-19-08

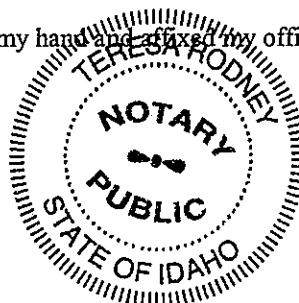


Exhibit "A"

PARCEL 1:

Township 4 South, Range 31 East, Boise Meridian, Bingham County, Idaho
Section 29: NE $\frac{1}{4}$

EXCEPTING THEREFROM: Beginning at the NE corner of said Section, thence South 450 feet; thence West 200 feet; thence Northwesterly to a point 200 feet South and 450 feet West of the Point of Beginning; thence North 200 feet to the North line of said Section; thence East 450 feet to the True Point of Beginning.

ALSO EXCEPTING THEREFROM: A parcel of land located in the NE $\frac{1}{4}$ NE $\frac{1}{4}$ of Section 29, Township 4 South, Range 31 East, Boise Meridian, Bingham County, Idaho, more particularly described as follows:

Beginning at a point 450 feet West of the Northeast corner of said Section thence South 200 feet; thence in a Northwesterly direction to a point 200 feet West of the Point of Beginning, said point being on the North line of said Section, thence East 200 feet to the True Point of Beginning.

PARCEL 2:

Township 4 South, Range 31 East, Boise Meridian, Bingham County, Idaho
Section 30: SW $\frac{1}{4}$; W $\frac{1}{2}$ SE $\frac{1}{4}$

PARCEL 3:

Township 4 South, Range 31 East, Boise Meridian, Bingham County, Idaho
Section 31: NE $\frac{1}{4}$ NW $\frac{1}{4}$

PARCEL 4:

Township 4 South, Range 31 East, Boise Meridian, Bingham County, Idaho
Section 31: SE $\frac{1}{4}$ NW $\frac{1}{4}$; SW $\frac{1}{4}$ NE $\frac{1}{4}$

PARCEL 5:

Township 4 South, Range 31 East, Boise Meridian, Bingham County, Idaho
Section 31: NW $\frac{1}{4}$ NE $\frac{1}{4}$

PARCEL 6:

Township 4 South, Range 31 East, Boise Meridian, Bingham County, Idaho
Section 31: SW $\frac{1}{4}$

EXCEPTING THEREFROM: Beginning at the SW corner of Section 31, which is marked by a 5/8" iron pin and aluminum cap marked PLS 843; thence North 0°05'04" West along the West line of said Section 438.83 feet; thence South 89°22'31" East 142.15 feet; thence South 49°04'46" East 314.92 feet; thence South 81°13'17" East 477.55 feet; thence South 0°05'04" East 167.40 feet to a point on the South line of said Section 31; thence North 89°22'31" West along the South line of said Section 851.71 feet to the Point of Beginning.

Continued...

Exhibit "A" Continued...

PARCEL 7:

Township 4 South, Range 30 East, Boise Meridian, Bingham County, Idaho

Section 24: SW $\frac{1}{4}$ NW $\frac{1}{4}$; SW $\frac{1}{4}$ excepting therefrom an easement for ingress and egress across the East 30 feet of said SW $\frac{1}{4}$

Also including a portion of the SE $\frac{1}{4}$ NW $\frac{1}{4}$ of Section 24, Township 4 South, Range 30, East, Boise Meridian, described as follows:

Beginning at the SW $\frac{1}{4}$ corner of said SE $\frac{1}{4}$ NW $\frac{1}{4}$ thence East 250 feet, thence North 660 feet; thence Northwesterly to the NW corner of said SE $\frac{1}{4}$ NW $\frac{1}{4}$ thence South to the Point of Beginning.

Section 25: NW $\frac{1}{4}$

PARCEL 8:

Township 4 South, Range 30 East, Boise Meridian, Bingham County, Idaho

Section 25: SE $\frac{1}{4}$ SE $\frac{1}{4}$

PARCEL 9:

Township 4 South, Range 31 East, Boise Meridian, Bingham County, Idaho

Section 29: N $\frac{1}{2}$ NW $\frac{1}{4}$; SW $\frac{1}{4}$ NW $\frac{1}{4}$

Section 30: SE $\frac{1}{4}$ NE $\frac{1}{4}$; NE $\frac{1}{4}$ SE $\frac{1}{4}$

Instrument # 582014

BINGHAM COUNTY

2007-06-15

01:32:42 No. of Pages: 3

Recorded for : ALLIANCE TITLE & ESCROW

SARA J. STAUB

Ex-Officio Recorder Deputy NW Fee: 9.00

RECORDING REQUESTED BY:

First American Title Company

AND WHEN RECORDED MAIL TO:First American Title Company
168 West Pacific/P.O. Box 868
Blackfoot, ID 83221**Instrument # 594797**

BINGHAM COUNTY

5-23-2008 03:56:17 No. of Pages: **3**

Recorded for : FIRST AMERICAN TITLE COMPANY

SARA J. STAUB

Fee: ~~0.00~~ **900**Ex-Officio Recorder Deputy 

Space Above This Line for Recorder's Use Only

WARRANTY DEEDFile No.: **255270-B (ld)**Date: **May 20, 2008**

For Value Received, **Ralph Dalley aka Ralph Fife Dalley and Joyce Ellis Dalley, husband and wife**, hereinafter called the Grantor, hereby grants, bargains, sells and conveys unto **Eagle Creek Northwest, LLC**, hereinafter called the Grantee, whose current address is **c/o UBS AgriVest LLC, PO Box 53, Nampa, ID 83653**, the following described premises, situated in **Bingham County, Idaho**, to-wit:

Legal Description attached hereto as Exhibit A, and by this referenced incorporated herein.

SUBJECT TO all easements, right of ways, covenants, restrictions, reservations, applicable building and zoning ordinances and use regulations and restrictions of record, and payment of accruing present year taxes and assessments as agreed to by parties above.

TO HAVE AND TO HOLD the said premises, with its appurtenances, unto the said Grantee, and to the Grantee's heirs and assigns forever. And the said Grantor does hereby covenant to and with the said Grantee, that the Grantor is the owner 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 Grantor will warrant and defend the same from all claims whatsoever.

Date: 05/20/2008

Warranty Deed
- continued

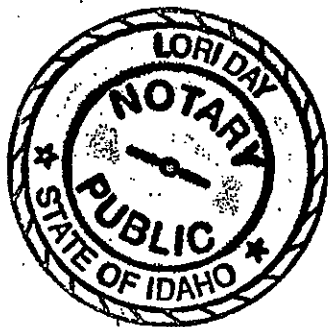
File No.: 255270-B (ld)

By: *Ralph Fife Dalley*
Ralph Fife Dalley

By: *Joyce Ellis Dalley*
Joyce Ellis Dalley

STATE OF Idaho)
SS.
COUNTY OF Bingham)

On this **23rd day of May, 2008**, before me, a Notary Public in and for said State, personally appeared **Ralph Fife Dalley and Joyce Ellis Dalley**, known or identified to me to be the person(s) whose name(s) are subscribed to the within instrument, and acknowledged to me that they executed the same.



Lori Day
Notary Public of Idaho
Residing at: Blackfoot, Idaho
Commission Expires: 10/21/2009

EXHIBIT A

PARCEL 1:

TOWNSHIP 2 SOUTH, RANGE 33 EAST, BOISE MERIDIAN, BINGHAM COUNTY, IDAHO:
SECTION 20: NE $\frac{1}{4}$, N $\frac{1}{2}$ SE $\frac{1}{4}$

LESS: PART OF SECTION 20, TOWNSHIP 2 SOUTH, RANGE 33 EAST, BOISE MERIDIAN, BINGHAM COUNTY, IDAHO, DESCRIBED AS:
COMMENCING AT THE SOUTHEAST CORNER OF SECTION 20, TOWNSHIP 2 SOUTH, RANGE 33 EAST AND RUNNING THENCE NORTH 00°32'51" EAST 1325.64 FEET ALONG THE EAST LINE OF SECTION 20 TO THE SOUTH 1/16 CORNER ON THE EAST LINE OF SAID SECTION 20, SAID POINT BEING THE TRUE POINT OF BEGINNING;
THENCE NORTH 89°37'10" WEST 237.01 FEET ALONG THE SOUTH 1/16 LINE OF SAID SECTION 20;
THENCE NORTH 00°32'25" EAST 662.03 FEET;
THENCE SOUTH 89°29'17" EAST 237.09 FEET TO A POINT ON THE EAST LINE OF SECTION 20;
THENCE ALONG SAID EAST LINE SOUTH 00°32'51" WEST 661.48 FEET TO THE POINT OF BEGINNING.

PARCEL 2:

TOWNSHIP 2 SOUTH, RANGE 33 EAST, BOISE MERIDIAN, BINGHAM COUNTY, IDAHO:
SECTION 21: SW $\frac{1}{4}$ NW $\frac{1}{4}$, NW $\frac{1}{4}$ SW $\frac{1}{4}$, AND COMMENCING AT THE SW CORNER OF THE SE $\frac{1}{4}$ SW $\frac{1}{4}$; THENCE N. 1086 FEET TO THE POINT OF BEGINNING; THENCE IN A NORTHEASTERLY DIRECTION MEANDERING WITH THE NATURAL DRAIN CHANNEL, 1007 FEET; THENCE DUE N. 1173 FEET TO THE N. BOUNDARY OF THE SW $\frac{1}{4}$ OF SAID SECTION 21; THENCE W. 858 FEET TO THE NW CORNER OF THE NE $\frac{1}{4}$ SW $\frac{1}{4}$ OF SAID SECTION 21; THENCE S. 1534 FEET TO THE POINT OF BEGINNING.

LESS: PART OF SECTION 21, TOWNSHIP 2 SOUTH, RANGE 33 EAST, BOISE MERIDIAN, BINGHAM COUNTY, IDAHO, DESCRIBED AS:
COMMENCING AT THE SOUTHWEST CORNER OF SECTION 21, TOWNSHIP 2 SOUTH, RANGE 33 EAST AND RUNNING THENCE NORTH 00°32'51" EAST 1325.64 FEET ALONG THE WEST LINE OF SECTION 21 TO THE SOUTH 1/16 CORNER ON THE WEST LINE OF SAID SECTION 21, SAID POINT BEING THE TRUE POINT OF BEGINNING;
THENCE CONTINUING NORTH 00°32'51" EAST 345.39 FEET ALONG SAID WEST LINE OF SAID SECTION 21;
THENCE NORTH 89°13'19" EAST 437.64 FEET;
THENCE SOUTH 00°32'51" WEST 356.25 FEET TO A POINT ON THE SOUTH 1/16 LINE OF SECTION 21;
THENCE ALONG SAID SOUTH 1/16 LINE NORTH 89°21'25" WEST 437.53 FEET TO THE POINT OF BEGINNING.

501737

Eagle Creek Northwest LLCResolution

August 16, 2006

The undersigned, being the sole Member of Eagle Creek Northwest LLC, a Delaware limited liability company (the "Company"), hereby consents to the adoption of the following resolutions:

RESOLVED: Pursuant to Article V of the Company's Operating Agreement, the following persons are hereby appointed to the indicated offices of the Company:

President	R. Brian Webb
Vice President	James B. McCandless
Vice President	J. Scott Haffner
Vice President	Charles W. Bryan, Jr.
Secretary	Rose Marie Beaulieu
Treasurer	Elaina Forsell

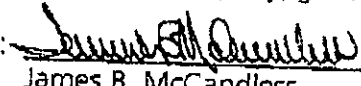
RESOLVED: Pursuant to Article III of the Company's Operating Agreement, any of the above officers shall be an "Authorized Person" to execute, deliver and file any documents or certificates on behalf of the Company.

RESOLVED: To direct that this Resolution be filed with the records of meetings of the Company.

EXECUTED as of this date set forth above.

UBS AGRIVEST FARMLAND FUND L.P., a
Delaware limited partnership

By: UBS AgriVest GP LLC, a Delaware
limited liability company, general partner

By: 
James B. McCandless
Vice President