

Transfer No. 75148
Receipt No.E034394

STATE OF IDAHO
DEPARTMENT OF WATER RESOURCES
APPLICATION FOR TRANSFER OF WATER RIGHT
PART 1

1. Applicant Information IDAHOAN FOODS INC
PO BOX 130
LEWISVILLE ID 83431
(208) 754-4686

Will this transfer result in an ownership change? X Yes X No

2. Current Water Right

Part 2 Attached for Each Right

	Origin/Basis	Rate	Volume	Acre Limit	Total Acres	Source
1-10514	WR/Decreed	8.00			151.6	SNAKE RIVER
1-10516	WR/Decreed	3.64			151.6	SNAKE RIVER

3. Purpose of Transfer (Change Proposed)

Part 3A Attached for Each Proposed Right

Part 3B Attached for Each Split Right

Right	Split	POD	POU	Add POD	Period of Use	Nature of Use
1-10514	NO	NO	NO	YES	NO	NO
1-10516	NO	NO	NO	YES	NO	NO

Describe the reason for the proposed changes

add a point of diversion, a pump in the dry bed. 4 cfs from this pump

4. FOR CHANGES IN NATURE OF USE ONLY

A. Describe the expected quantity of the return flows and location of discharge after the proposed change

B. Describe the effects on other water uses resulting from the proposed change

5. Total Amounts Transferred

	Rate	Acre Limit	Total Acres	Volume
1-10514	8.00 cfs		151.6	
1-10516	3.64 cfs		151.6	
TOTAL	11.64 cfs	151.6	151.6	

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APPLICATION FOR TRANSFER OF WATER RIGHT
PART 1

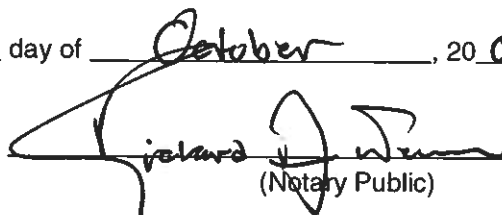
I hereby assert that no one will be injured by such change and that the change does not constitute an enlargement in use of the original right. The information contained in this application is true to the best of my knowledge. I understand that any willful misrepresentations made in this application may result in voiding its approval.




(Signature of Applicant)

CFO
(Title or Office)

Subscribed and sworn to before me this 10th day of October, 20 08


(Notary Public)

My commission expires 8/31/2012

**IDAHO DEPARTMENT OF WATER RESOURCES
APPLICATION FOR TRANSFER OF WATER RIGHT
PART 2**

Current Water Right No. 1-10514

Priority Date: June 01, 1888
Origin: Water Right
Basis: Decreed
Status: Active

Source: SNAKE RIVER**Tributary:** COLUMBIA RIVER

<u>Beneficial Use</u>	<u>From</u> <u>To</u>	<u>Diversion Rate</u>	<u>Volume</u>	<u>Subuse Code</u>
IRRIGATION	04/01 10/31	8.00 CFS		
	Total Diversion	8.00 CFS		

Source and Point(s) of Diversion:

SNAKE RIVER NWSE Sec. 1 Twp 04N Rge 38E JEFFERSON
County

PLACE OF USE: IRRIGATION

Twp Rge Sec	NE				NW				SW				SE				Totals
	NE	NW	SW	SE	NE	NW	SW	SE	NE	NW	SW	SE	NE	NW	SW	SE	
04N 38E 1						40.0	17.0										57.0
						L 4											
04N 38E 2	38.0			17.0													55.0
	L 1																
05N 38E 35															2.5		2.5
05N 38E 36									3.1	34.0							37.1

Total Acres: 151.6

Conditions/Remarks:

1. Right includes accomplished change in point of diversion pursuant to Section 42-1425, Idaho Code.
2. This right is a split from former right 1-362 .
3. This partial decree is subject to such general provisions necessary for the definition of the rights or for the efficient administration of the water rights as may be ultimately determined by the Court at a point in time no later than the entry of a final unified decree. Section 42-1412(6), Idaho Code.
4. Water is delivered from the Dry Bed.
5. Right Nos. 01-10514 and 01-10516 are limited to the irrigation of a combined total of 151.6 acres in a single irrigation season.

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6. Water is delivered through Bramwell Canal.

Documentation of Ownership of the Current Place of Use

Is this property subject to any liens, deeds of trust, mortgages, or contracts or other encumbrances?

NO

Describe the effect on the current place of use for this water right if the place of use is changed pursuant to this transfer

NO CHANGE

To your knowledge, has any portion of the water right undergone a period of five(5) or more consecutive years of non-use?

NO

**IDAHO DEPARTMENT OF WATER RESOURCES
APPLICATION FOR TRANSFER OF WATER RIGHT
PART 2**

Current Water Right No. 1-10516

Priority Date: April 01, 1939
Origin: Water Right
Basis: Decreed
Status: Active

Source: SNAKE RIVER**Tributary:** COLUMBIA RIVER

<u>Beneficial Use</u>	<u>From To</u>	<u>Diversion Rate</u>	<u>Volume</u>	<u>Subuse Code</u>
IRRIGATION	04/01 10/31	3.64 CFS		
	Total Diversion	3.64 CFS		

Source and Point(s) of Diversion:

SNAKE RIVER NWSE Sec. 1 Twp 04N Rge 38E JEFFERSON
County

PLACE OF USE: IRRIGATION

Twp Rge Sec	NE				NW				SW				SE				Totals
	NE	NW	SW	SE	NE	NW	SW	SE	NE	NW	SW	SE	NE	NW	SW	SE	
04N 38E 1						40.0	17.0										57.0
04N 38E 2	38.0			17.0		L 4											55.0
	L 1																
05N 38E 35															2.5		2.5
05N 38E 36									3.1	34.0							37.1

Total Acres: 151.6

Conditions/Remarks:

- The delivery of water to this right may be subject to procedures described in the United States Bureau of Reclamation "space holder" contracts and the Burley Irrigation Dist. v. Eagle, Supplemental Decree (Idaho 5th Jud. Dist., July 10, 1968) and Aberdeen-Springfield Canal Co. v. Eagle, Supplemental Decree (Idaho 7th Jud. Dist., March 12, 1969) together with the natural-flow and storage deliveries as calculated by the Idaho Department of Water Resources.
- Right includes accomplished change in place of use pursuant to Section 42-1425, Idaho Code.
- This right is a split from former right 1-300 .

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4. This partial decree is subject to such general provisions necessary for the definition of the rights or for the efficient administration of the water rights as may be ultimately determined by the Court at a point in time no later than the entry of a final unified decree. Section 42-1412(6), Idaho Code.
5. Water is delivered from the Dry Bed.
6. Right Nos. 01-10514 and 01-10516 are limited to the irrigation of a combined total of 151.6 acres in a single irrigation season.
7. Water is delivered through Bramwell Canal.

Documentation of Ownership of the Current Place of Use

Is this property subject to any liens, deeds of trust, mortgages, or contracts or other encumbrances?
NO

Describe the effect on the current place of use for this water right if the place of use is changed pursuant to this transfer
no change

To your knowledge, has any portion of the water right undergone a period of five(5) or more consecutive years of non-use?
NO

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**IDAHO DEPARTMENT OF WATER RESOURCES
APPLICATION FOR TRANSFER OF WATER RIGHT
PART 3A**

Proposed Water Right No. 1-10514

Priority Date: June 01, 1888

Origin: Water Right

Basis: Decreed

Status: Active

Source: SNAKE RIVER

Tributary: COLUMBIA RIVER

<u>Beneficial Use</u>	<u>From To</u>	<u>Diversion Rate</u>	<u>Volume</u>	<u>Subuse Code</u>
IRRIGATION	04/01 10/31	8.00 CFS		
	Total Diversion	8.00 CFS		

Source and Point(s) of Diversion:

SNAKE RIVER NWSE Sec. 1 Twp 04N Rge 38E JEFFERSON
County

SNAKE RIVER SWNE Sec. 2 Twp 04N Rge 38E JEFFERSON
County

Describe the proposed diversion system

Point of Diversion # 1 pump

PLACE OF USE: IRRIGATION

Twp	Rge	Sec	NE				NW				SW				SE				Totals
			NE	NW	SW	SE	NE	NW	SW	SE	NE	NW	SW	SE	NE	NW	SW	SE	
04N	38E	1						40.0	17.0										57.0
								L 4											
04N	38E	2	38.0			17.0													55.0
			L 1																
05N	38E	35															2.5		2.5
05N	38E	36									3.1	34.0							37.1

Total Acres: 151.6

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**IDAHO DEPARTMENT OF WATER RESOURCES
 APPLICATION FOR TRANSFER OF WATER RIGHT
 PART 3A**

Proposed Water Right No. 1-10516

Priority Date: April 01, 1939

Origin: Water Right

Basis: Decreed

Status: Active

Source: SNAKE RIVER

Tributary: COLUMBIA RIVER

<u>Beneficial Use</u>	<u>From To</u>	<u>Diversion Rate</u>	<u>Volume</u>	<u>Subuse Code</u>
IRRIGATION	04/01 10/31	3.64 CFS		
	Total Diversion	3.64 CFS		

Source and Point(s) of Diversion:

SNAKE RIVER	NWSE	Sec. 1 Twp 04N Rge 38E	JEFFERSON County
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SNAKE RIVER	SWNE	Sec. 2 Twp 04N Rge 38E	JEFFERSON County
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Describe the proposed diversion system

Point of Diversion # 1 pump

PLACE OF USE: IRRIGATION

Twp	Rge	Sec	NE				NW				SW				SE				Totals
			NE	NW	SW	SE	NE	NW	SW	SE	NE	NW	SW	SE	NE	NW	SW	SE	
04N	38E	1						40.0	17.0										57.0
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04N	38E	2	38.0			17.0												55.0	
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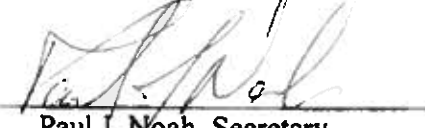
Total Acres: 151.6

SECRETARY'S CERTIFICATE
OF
IDAHOAN FOODS, LLC

The undersigned, being the duly elected, qualified and acting Secretary of Idahoan Foods, LLC, a Delaware limited liability company (the "Company"), hereby certifies that:

1. In such capacity as Secretary of the Company, he (a) has knowledge of the business affairs of the Company, b) is familiar with and maintains control of its certificate of organization, operating agreement and minute books and (c) is authorized and empowered to issue this Certificate for and on behalf of the Company.
2. Gordon Lewis, Kerry Buck, Rod Roberts and Tyler Falk are duly elected, qualified and acting officers of the Company, having the title of Chief Executive Officer, Chief Financial Officer, Controller or Treasurer and Governor, respectively, and, in such capacity each is duly authorized and empowered to execute any and all documents in connection with or related to making borrowing requests from the Working Capital Facility at ING CAPITAL LLC, a Delaware limited liability company, in its capacity as administrative agent (in such capacity, the "Agent") for the lenders (collectively, the "Lenders") as are, or may become, parties to the Credit Agreement, dated as of 17th of July, 2007 (the "Credit Agreement") as may be amended from time to time.

IN WITNESS WHEREOF, the undersigned has executed this certificate in his aforesaid capacity, this as of August 25, 2008.

By: 

Paul J. Noah, Secretary

Delaware

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The First State

I, HARRIET SMITH WINDSOR, 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 "NORTH AMERICAN FOODS, LLC", CHANGING ITS NAME FROM "NORTH AMERICAN FOODS, LLC" TO "IDAHOAN FOODS, LLC", FILED IN THIS OFFICE ON THE NINTH DAY OF JULY, A.D. 2008, AT 10:52 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE SEVENTEENTH DAY OF JULY, A.D. 2008.



4376064 8100

080767396

You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6716729

DATE: 07-09-08

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Idaho Department of Water Resources

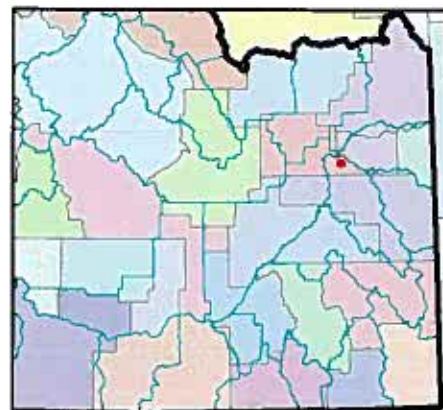
Water Right
1-10514
(IRRIGATION)

Legend

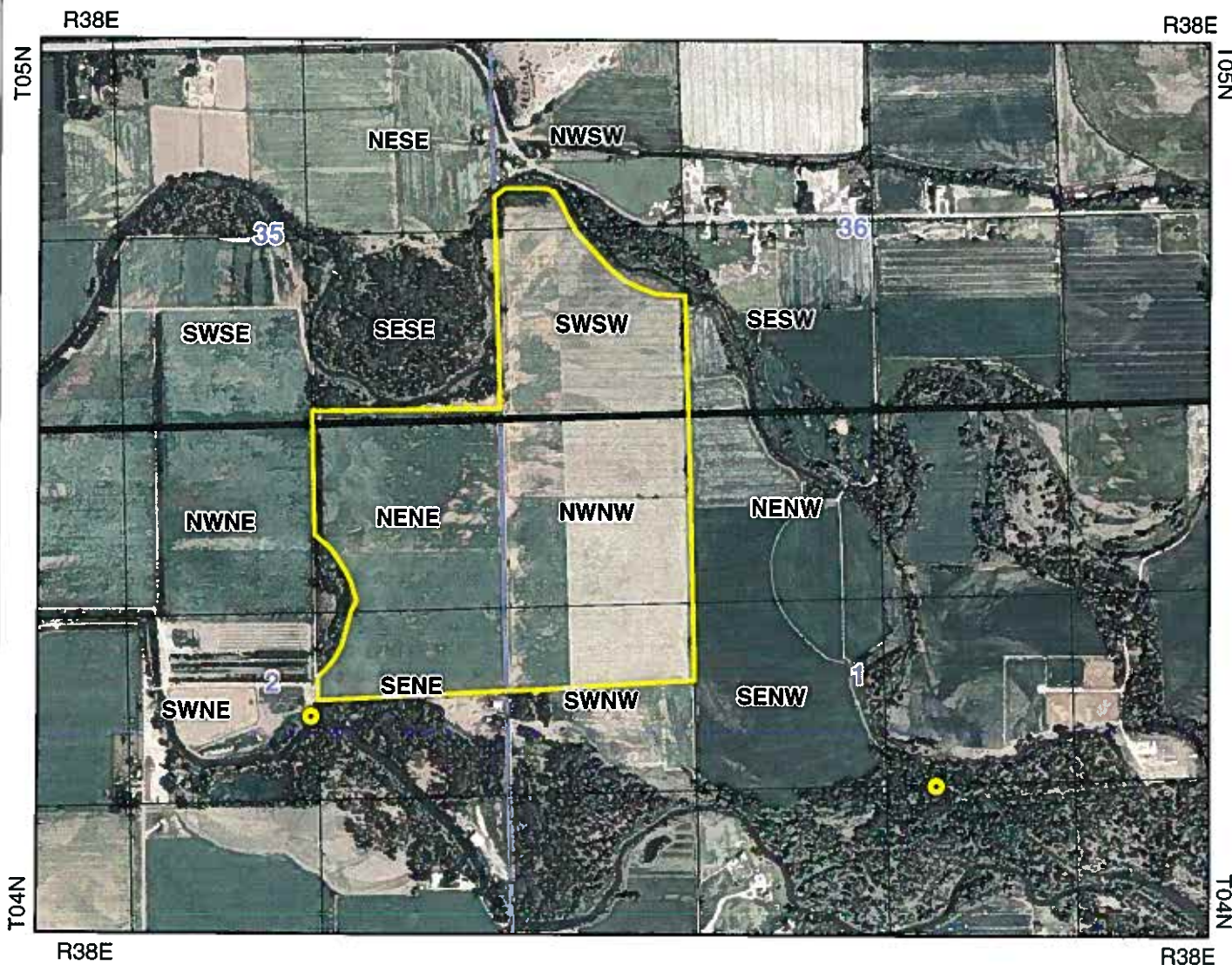
- Point of Diversion
- Place of Use
- State Outline
- Townships
- PLS Sections
- Quarter Quarters



75148



Jefferson County
IDWR Basin 1



Prepared by Blake Jordan
On October 14, 2008
2006 Aerial Photography

0 0.25 0.5 1 Miles

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