

RECEIVED

JAN 24 2007

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

Department of Water Resources
 Eastern Region

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)
<u>PL 29-2284</u>	_____	_____	_____	_____	_____
<u>PL 29-2301</u>	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____

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 diversion 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 claims(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 **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) FMC Idaho LLC
1735 Market Street, Philadelphia, PA 19103
4. New Owner/Claimant(s) Southeast Idaho Energy, LLC
Name Connector (Check one). [] and, [] or, [] and/or
- New Mailing Address 71 Goldens Bridge Road
- City, State and ZIP Code Katonah, NY 10536
- New Telephone Number (410) 340-9441

SUPPORT DATA

IN FILE # 29-2284

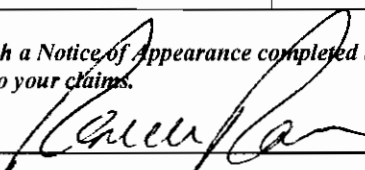
5. Date you acquired the property

December 19, 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 as 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 of New Owner(s) or Claimant(s) , President & Manager
(title if applicable)

CEO

(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 _____ Date _____ Receipt Amt. \$ 50 -
 Received by JC Date 1-24-07 Receipt No. E032564
 Processed by _____ AJ Date _____ WR _____ Date _____



When Recorded Return To:

Christopher H. Meyer, Esq.
Givens Pursley LLP
P.O. Box 2720
Boise, Idaho 83701

WATER RIGHTS GENERAL WARRANTY DEED AND ASSIGNMENT

FOR VALUE RECEIVED, FMC Idaho LLC, a Delaware limited liability company whose principal place of business is located at 1735 Market Street, Philadelphia, PA 19103 ("Grantor"), does hereby grant, bargain, sell, assign, and convey unto Southeast Idaho Energy, LLC, a Delaware limited liability company, whose principle place of business is located at 71 Goldens Bridge Road, Katonah, New York 10536 ("Grantee"), and to Grantee's heirs, successors, and assigns forever, all of Grantor's right, title, and interest in the water rights described in Exhibits 1, 2, 3, and 4 hereto (collectively the "Water Rights").

The Idaho Department of Water Resources shall be entitled to enter the change in ownership of said Water Rights effected hereby upon its records and those of the Snake River Basin Adjudication, Fifth Judicial District, in the State of Idaho, in and for the County of Twin Falls, Case No. 39576.

Grantor assigns to Seller any other interest it may have in the Water Rights including any claim, permit, licensc, or shares of stock evidencing, claiming, or representing such Water Rights.

To the extent the Water Rights, or any of them, are represented by a permit or other property not conveyable by deed, this deed shall be deemed and shall operate as a bill of sale therefore.

Grantor retains no residual or reversionary interest in any of the Water Rights.

Grantor hereby covenants and warrants to Grantee as follows:

that Grantor is the owner in fee simple of the Water Rights;

that each of the Water Rights is free from all liens, claims, or encumbrances, except that they may be subject to one or more water supply bank leases or rentals that expire or may be terminated at a time no more than one year from the date of the execution of this deed;

that Grantor has the authority to convey the Water Rights to Grantee;

that Grantor has acted in good faith in acquiring and using the Water Rights,

that Grantor has disclosed to Grantee in good faith all relevant information known to Grantor bearing on the validity and extent of the Water Rights; and

that Grantor will warrant and forever defend the same against the lawful claims and demands of all persons whomsoever.

G.T.W.

Grantor makes no other covenants or warranties as to the Water Rights.

IN WITNESS WHEREOF, the undersigned authorized officers of Grantor, acting on behalf of Grantor, have caused their names to be hereunto subscribed on the date shown by each name.

Grantor: FMC IDAHO LLC

Dated: December 18, 2006 By: D. Michael Wilson
D. Michael Wilson, Manager

Exhibits to Water Rights Deed:

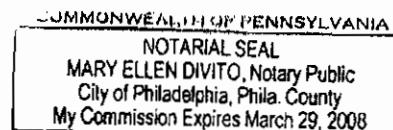
- Exhibit 1: Partial Decree for Water Right No. 29-2284
- Exhibit 2: Water Right Report for Water Right No. 29-2284
- Exhibit 3: Partial Decree for Water Right No. 29-2301
- Exhibit 4: Water Right Report for Water Right No. 29-2301

Pennsylvania
STATE OF ~~IDAHO~~)
) ss.
County of ~~Ada~~ Philadelphia

On this 18th day of December, 2006 before me, a Notary Public in and for the State of Idaho, personally appeared D. MICHAEL WILSON, known or identified to me to be the manager of the limited liability company that executed the instrument or the person who executed the instrument on behalf of said limited liability company, and acknowledged to me that such limited liability company executed the same.

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

Mary Ellen D. Vito
Notary Public for ~~Idaho~~ Pennsylvania
Residing at: 1735 Market Street, Philadelphia, PA
My commission expires: March 29, 2008



G.W. R

Exhibit 1

PARTIAL DECREE FOR WATER RIGHT NO. 29-2284

IN THE DISTRICT COURT OF THE FIFTH JUDICIAL DISTRICT OF THE
STATE OF IDAHO, IN AND FOR THE COUNTY OF INDIAN PAI

NAME AND ADDRESS: F H C CORP
PO BOX 4111
MCCATILLO, TX 75103

SOURCE:	GROUND WATER		
QUANTITY:	4.80 CFS		
	1257 90 AFW		
PERMITS DATE:	03/02/1945		
POINT OF DIVERSION:	TOSS HOLE #12	USEROW	Within Power County
	#13	NEWMAN	
PURPOSE AND PERIOD OF USE:	PURPOSE OF USE	PERIOD OF USE	QUANTITY
	Industrial	01-01 TO 12-31	4.80 CFS
			1257 90 AFW
PLACE OF USE:	Industrial		Within Power County
	TOSS HOLE #12	SEW	SEW
		SWR	SWR
	#13	WDR	WDR
		SWR	SWR
		SEW	SEW
		SWR	SWR
		SEW	SEW

OTHER PROVISIONS NECESSARY FOR DEFINITION OR ADMINISTRATION OF THIS WAIVER ATTEST:

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. (C. SECTIONS 48-1412(a))

RL75 94(b) CERTIFICATE

With respect to the issues determined by the above judgment or order, it is hereby CERTIFIED, in accordance with Rule 54(b), I.R.C.P., that the court has determined that there is no just reason for delay of the entry of a final judgment and that the issues are and does hereby direct that the above judgment or order shall be a final judgment upon which execution may issue and an appeal may be taken as provided by the Idaho Appellate Rules.

John H. Melanson
Presiding Judge of the
Snake River Basin Adjudication

SRNA PARTIAL DECREE PURSUANT TO T.A.C. 9. 34(b)
WATER RIGHT 38-01284

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MAY-16-2004

C.7.4.2

Exhibit 2

WATER RIGHT REPORT FOR WATER RIGHT NO. 29-2284



Close |

IDAHO DEPARTMENT OF WATER RESOURCES
Water Right Report

11/15/2006

WATER RIGHT NO. 29-2284

<u>Owner Type</u>	<u>Name and Address</u>
Current Owner	FMC CORP LLC PO BOX 4111 POCATELLO, ID 83205 (208)236-8236
Original Owner	FMC CORP LLC PO BOX 4111 POCATELLO, ID 83205 (208)236-8236

Priority Date: 03/02/1949
Basis: Decreed
Status: Active

<u>Source</u>	<u>Tributary</u>
GROUND WATER	

<u>Beneficial Use</u>	<u>From</u>	<u>To</u>	<u>Diversion Rate</u>	<u>Volume</u>
INDUSTRIAL	01/01	12/31	4.5 CFS	3257.9 AFA
Total Diversion			4.5 CFS	

Location of Point(s) of Diversion:

GROUND WATER	SESESW	Sec. 12	Township 06S	Range 33E	POWER County
GROUND WATER	NENWNW	Sec. 13	Towoship 06S	Range 33E	POWER County

Place(s) of use:

Place of Use Legal Description: INDUSTRIAL POWER County

Township	Range	Section	Lot	Tract	Acres	Lot	Tract	Acres	Lot	Tract	Acres	Lot	Tract	Acres
06S	33E	12		SWSW			SESW							
				SWSE			SESE							
		13		NENE			NWNE			SWNE			SENE	
				NENW			NWNW			SWNW			SENW	
				NESE			NWSE							

Conditions of Approval:

1. C18 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.
2. F05 RIGHT NO. 29-2301 IS ALSO DIVERTED THROUGH POINT OF DIVERSION DESCRIBED IN NENWNW, 13-06S-33E.

Dates:

Licensed Date:

Decreed Date: 03/22/2004

Permit Proof Due Date:

Permit Proof Made Date:

Permit Approved Date:

Permit Moratorium Expiration Date:

Enlargement Use Priority Date:

Enlargement Statute Priority Date:

Water Supply Bank Enrollment Date Accepted:

Water Supply Bank Enrollment Date Removed:

Application Received Date:

Protest Deadline Date:

Number of Protests: 0

Other Information:

State or Federal: S

Owner Name Connector:

Water District Number:

Generic Max Rate per Acre:

Generic Max Volume per Acre:

Civil Case Number:
Old Case Number:
Decree Plaintiff:
Decree Defendant:
Swan Falls Trust or Nontrust:
Swan Falls Dismissed:
DLE Act Number:
Cary Act Number:
Mitigation Plan: False
Close

Exhibit 3

PARTIAL DECREE FOR WATER RIGHT NO. 29-2301

2004 MAR 22 PM 02:00
DISTRICT COURT - SBA
TWIN FALLS CO, IDAHO
FILED

IN THE DISTRICT COURT OF THE FIFTH JUDICIAL DISTRICT OF THE
STATE OF IDAHO IN AND FOR THE COUNTY OF TWIN FALLS

In Re SBA
Case No 29574
PARTIAL DECREE PURSUANT TO
I.R.C.P. 54(b) FOR
Water Right 29-02301

NAME AND ADDRESS:
P.M.C. CORP
PO BOX 4111
POCATELLO ID 83201

SOURCE: GROUND WATER

QUANTITY: 4.00 CFS
1095 SC AFT

PRIORITY DATE: 04/24/1991

POINT OF DIVERSION: 1046 R338 S12
UNKNOWN Within Power County
UNKNOWN

PURPOSE AND
PERIOD OF USE: PURPOSE OF USE PERIOD OF USE QUANTITY
Industrial 01-01 TO 12-31 4.00 CFS
1095 SC AFT

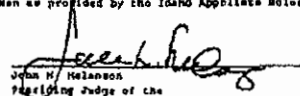
PLACE OF USE: Industrial Within Power County
1046 R338 S12 SW/4 SE/4
S1/2 SW/4 NW/4
S1/2 SW/4 SE/4
SW/4 NW/4
SW/4 SE/4
NW/4

OTHER PROVISIONS NECESSARY FOR DIVERSION OR ADMINISTRATION OF THIS WATER RIGHT:

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 UNITED DECREE I.C. SECTION 12-1412(d)

RULE 54(b) CERTIFICATE

With respect to the issues determined by the above judgment or order, it is hereby CERTIFIED, in accordance
with rule 54(b), I.R.C.P., that the court has determined that there is no just reason for delay of the entry of a
final judgment and that the court has and does hereby direct that the above judgment or order shall be a final
judgment upon which execution may issue and an appeal may be taken as provided by the Idaho Appellate Rules


John H. Helanson
Presiding Judge of the
Shoshone River Basins Adjudication

SBA PARTIAL DECREE PURSUANT TO I.R.C.P. 54(b)
Water Right 29-02301

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Exhibit 4

WATER RIGHT REPORT FOR WATER RIGHT NO. 29-2301

Close

IDAHO DEPARTMENT OF WATER RESOURCES
Water Right Report

11/15/2006

WATER RIGHT NO. 29-2301

<u>Owner Type</u>	<u>Name and Address</u>
Current Owner	FMC CORP LLC PO BOX 4111 POCATELLO, ID 83205 (208)236-8236
Original Owner	FMC CORP LLC PO BOX 4111 POCATELLO, ID 83205 (208)236-8236
Original Owner	ASTARIS IDAHO LLC 10300 OLIVE BLVD ST LOUIS, MO 63166 (208)236-8658

Priority Date: 04/24/1951
Basis: Decreed
Status: Active

<u>Source</u>	<u>Tributary</u>
GROUND WATER	

<u>Beneficial Use</u>	<u>From</u>	<u>To</u>	<u>Diversion Rate</u>	<u>Volume</u>
INDUSTRIAL	01/01	12/31	4 CFS	2895.9 AFA
Total Diversion			4 CFS	

Location of Point(s) of Diversion:

GROUND WATER|NWNWNE|Sec. 13|Township 06S|Range 33E|POWER County
GROUND WATER|NWNWNW|Sec. 13|Township 06S|Range 33E|POWER County

Place(s) of use:

Place of Use Legal Description: INDUSTRIAL POWER County

Township	Range	Section	Lot	Tract	Acres	Lot	Tract	Acres	Lot	Tract	Acres	Lot	Tract	Acres
06S	33E	12		SWSW			SESW							
		13		SWSE			SESE							
				NENE			NWNE			SWNE			SENE	
				NENW			NWNW			SWNW			SENW	
				NESE			NWSE							

Conditions of Approval:

1. F05 RIGHT NO. 29-2284 IS ALSO DIVERTED THROUGH POINT OF DIVERSION DESCRIBED IN NENWNW, 13-06S-33E.
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.
2. C18

Dates:

Licensed Date:

Decreed Date: 03/22/2004

Permit Proof Due Date:

Permit Proof Made Date:

Permit Approved Date:

Permit Moratorium Expiration Date:

Enlargement Use Priority Date:

Enlargement Statute Priority Date:

Water Supply Bank Enrollment Date Accepted:

Water Supply Bank Enrollment Date Removed:

Application Received Date:

Protest Deadline Date:

Number of Protests: 0

Other Information:

State or Federal: S

Owner Name Connector:
Water District Number:
Generic Max Rate per Acre:
Generic Max Volume per Acre:
Civil Case Number:
Old Case Number:
Decree Plaintiff:
Decree Defendant:
Swan Falls Trust or Nontrust:
Swan Falls Dismissed:
DLE Act Number:
Cary Act Number:
Mitigation Plan: False
Close }

G.T.W.
RR