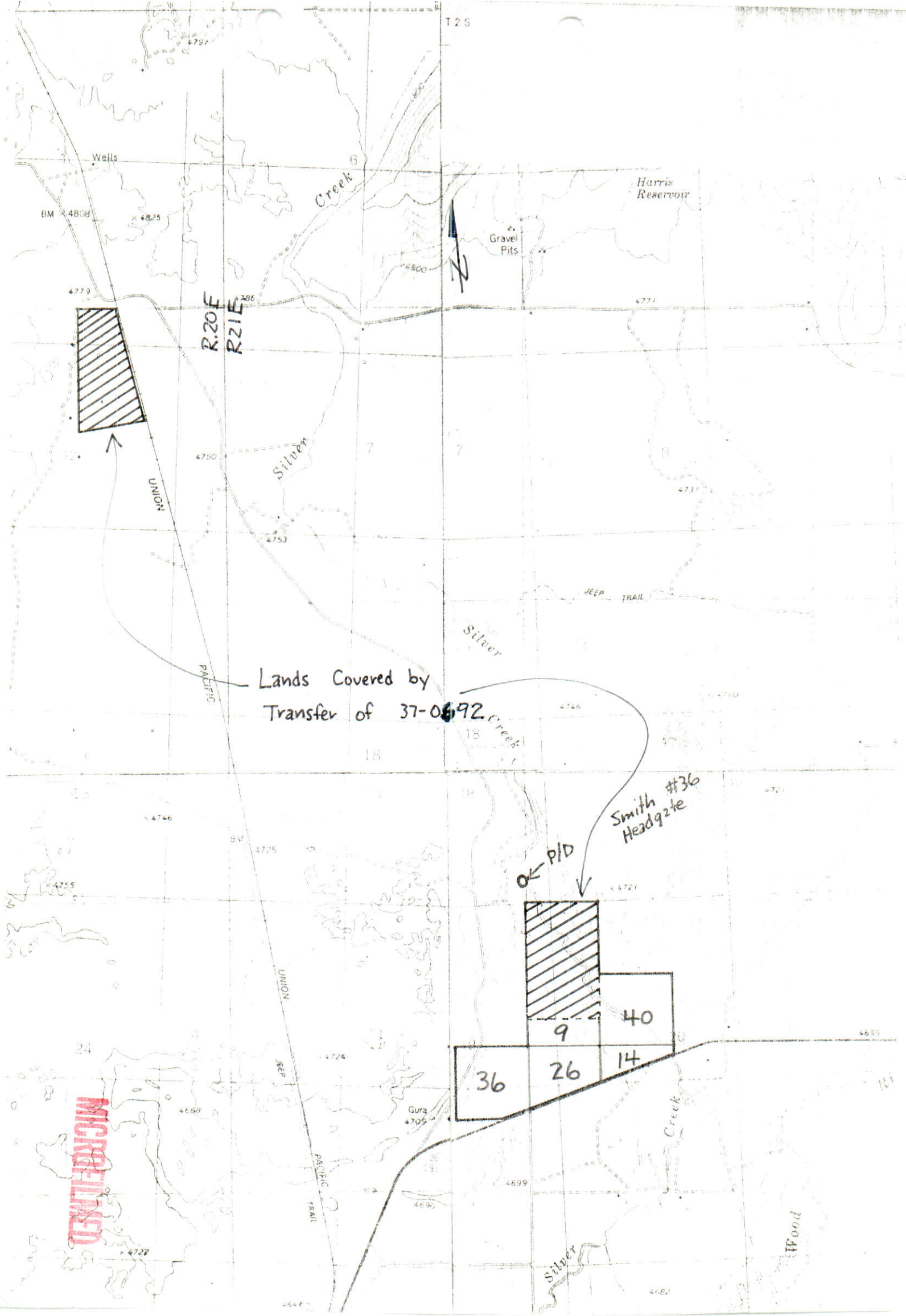




AFFIDAVIT of PUBLICATION

State of Idaho, }
County of Blaine } SS.

Gordon O. Glasmann, being first duly sworn, deposes and says that he is the printer (publisher) of the Wood River Journal, a newspaper published every week in Hailey, County of Blaine, State of Idaho; that said newspaper has been continuously and uninterruptedly published for a period of seventy-eight consecutive weeks prior to the first publication of the annexed notice, and is a newspaper qualified to publish legal notices as provided by act of the 1919 session of the legislature of the State of Idaho, known as House Bill 145; that the annexed advertisement was published once

each week for 2 consecutive issues in said newspaper proper and not in a supplement; that the date of the first publication of said advertisement was on the 2 day of September, 1982, and the date of the last publication was on the 9 day of September, 1982.

Subscribed and sworn to before me this 13th day of September, 1982
(SEAL)

NOTARY PUBLIC

WOOD RIVER JOURNAL
Hailey, Idaho

COST OF PUBLICATION

Numer of Picas per Line 13
Number of Lines in Notice 44
Number of Insertions 2
Lines tabular at _____ 4¢ / Pica
44 Lines straight at 17.16 3¢ / Pica
44 Subsequent lines at 11.44 2¢ / Pica
TOTAL COST 28.60

COPY OF NOTICE

(Paste Here)

Notice of Proposed
Change of Water Right
No. 37-0465

PLAINTIFF ATTORNEY

DEFENDANT

PLAINTIFF

Dept of Water Resources
1041 Blue Lakes Blvd N
Twin Falls 83301

NOTICE OF PROPOSED CHANGE OF WATER RIGHT NO. 37-0465

NOTICE IS HEREBY GIVEN, That Simplot Industries, Inc., of Boise, Idaho, has applied to the Department of Water Resources for a change of Place of Use of a right from Silver Creek tributary to Little Wood River. The right sought to be changed is evidenced by decree No. 37-0465 to Walter B. McLoughlin, in case of S.C. Frost, et al., vs. Alturas Water Co., et al, dated December 13, 1909, in Fourth District Court, County of Lincoln, and is recorded as follows:

Amount: 2.50 cfs

Priority Date: 04/01/1888

Point of Diversion: SE $\frac{1}{4}$ SE $\frac{1}{4}$, Sec. 18, T.2S., R.21E., B.M., Blaine County

The water is used for irrigation of 182 acres within the W $\frac{1}{2}$ NW $\frac{1}{4}$, SE $\frac{1}{4}$ NW $\frac{1}{4}$, NWW $\frac{1}{4}$, Sec. 20; NE $\frac{1}{4}$ SE $\frac{1}{4}$, Sec. 19, T.2S., R.21E.

TO BE CHANGED AS FOLLOWS:

Amount: No Change

Point of Diversion: No Change

Place of Use: The water is used for irrigation of 125 acres within the S $\frac{1}{2}$ NW $\frac{1}{4}$, N $\frac{1}{2}$ SW $\frac{1}{4}$, Sec. 20; NE $\frac{1}{4}$ SE $\frac{1}{4}$, Sec. 19, T.2S., R.21E.

Any protest against approval of the above-proposed change of water right must be filed with the Idaho Department of Water Resources, 1041 Blue Lakes Blvd. North, Twin Falls, Idaho 83301, on or before SEPTEMBER 20, 1982.

A. KENNETH DUNN
Director

Publish: Wood River Journal--
September 2 & 9, 1982.

No 1513

RECEIVED

AUG 19 1982

Transfer No. 2726

Water Right No. 37-0465

Department of Water Resources
Southern District Office
STATE OF IDAHO

APPROVED

DEPARTMENT OF WATER RESOURCES

APPLICATION FOR TRANSFER OF WATER RIGHT

To Change the Point of Diversion and/or the Place of Use

Name of applicant Simplot Industries, Inc. Phone 336-2110

Post Office address P.O. Box 27, Boise, Idaho, 83707

A. DESCRIPTION OF RIGHT AS RECORDED

1. Right evidenced by:

- a. Decree No. 37-0465 Decreed to Walter B. McLochlin (Name)
in case of S. C. Frost, et al vs Alturas Water Co., et al
dated in 12/13/1909 in Fourth Judicial Dist. county of Lincoln (Name of court)
- b. License No. issued by the Idaho Department of Water Resources
- c. Claim No. on file with the Idaho Department of Water Resources

2. If applicant is not the original holder of this right, explain how it was acquired and attach a copy of the deed or other evidence of ownership of the land to which the right is appurtenant
Thru purchase of property

3. Source of water Silver Creek tributary to Little Wood River

4. Date of priority 4/1/1888

5. Water is used for the following purposes:

amount 2.50 for Irrigation purposes from Not listed to
amount for purposes from to
amount for purposes from to (month/day -- both dates inclusive)

6. Total amount of water under right: a. 2.50 cubic feet per second &/or
b. acre feet per annum

7. Location of original point of diversion is SE 1/4 of SE 1/4 of Section 18
Township 2S Range 21E, B.M., in Blaine County
Additional points of diversion, if any

8. Lands irrigated or place of use:

TWP.	RANGE	SEC.	NE 1/4				NW 1/4				SW 1/4				SE 1/4				TOTALS
			NE 1/4	NW 1/4	SW 1/4	SE 1/4	NE 1/4	NW 1/4	SW 1/4	SE 1/4	NE 1/4	NW 1/4	SW 1/4	SE 1/4	NE 1/4	NW 1/4	SW 1/4	SE 1/4	
2S	21E	20						40	40	40		26							180
		19													36				36

Total number of acres to be irrigated 180

9. Describe any other water rights used for the same purpose as described above
None

10. To your knowledge, has any portion of this water right undergone a period of five or more consecutive years of nonuse? No If yes, describe in item D, REMARKS.

B. DESCRIPTION OF PORTION OF RIGHT OWNED BY APPLICANT (If the entire right is owned by the applicant, omit part B).

1. Amount of water: a. _____ cubic feet per second
&/or
b. _____ acre feet per annum
- ✓ Point of diversion _____ ¼ _____ ¼, Section _____ Township _____
Range _____, B.M., _____ County
- Additional points _____

3. Place of use:

TWP.	RANGE	SEC.	NE¼				NW¼				SW¼				SE¼				TOTALS
			NE¼	NW¼	SW¼	SE¼	NE¼	NW¼	SW¼	SE¼	NE¼	NW¼	SW¼	SE¼	NE¼	NW¼	SW¼	SE¼	

Total number of acres to be irrigated _____

C. DESCRIPTION OF RIGHT OR PORTION THEREOF, AFTER THE REQUESTED CHANGE

1. General Information

- a. Amount of water to be diverted 2.50 c.f.s. &/or _____ acre feet
- b. Description of diverting works Existing Smith #36 Headgate
- c. Describe the reasons for the proposed changes To allow for transfer of other
water to farm to allow better irrigation of the farm.

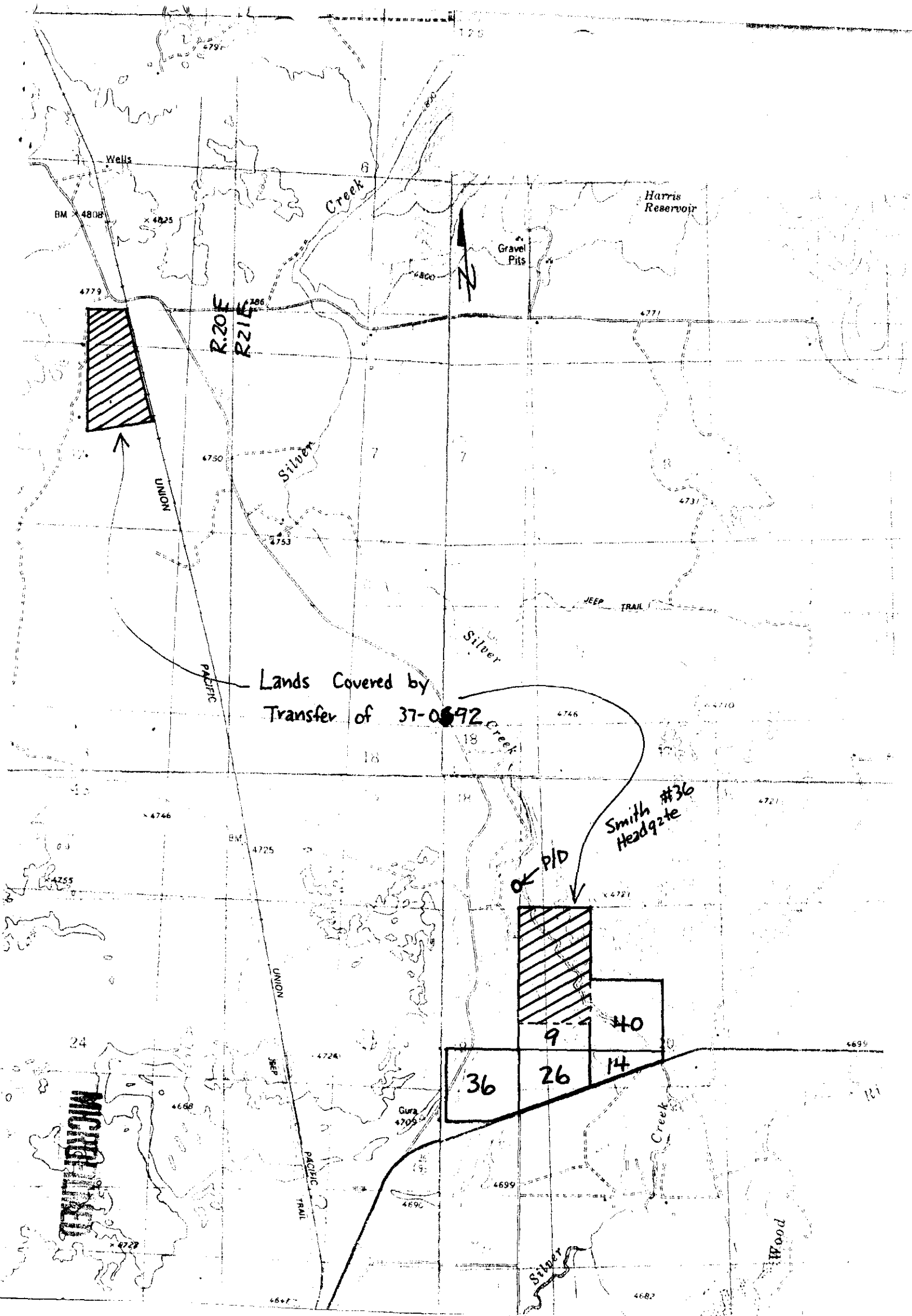
2. Change in point of diversion NO CHANGE

Point of diversion _____ ¼ _____ ¼, Section _____ Township _____
Range _____, B.M., _____ County

Additional points _____

3. Change in place of use

- a. Are there liens, mortgages, or contracts on the lands from which you propose to transfer the water right which limit your authority to make the proposed change? Yes _____ No X. If yes, provide a statement agreeing to the proposed change from the holder of the lien, mortgage or contract.
- b. Describe the affect on the land now irrigated if the place of use is changed pursuant to this transfer
These lands will be covered by transferring a portion of 37-0692
to these lands which water from this right is being removed.
These two transfers will ultimately record 1" / acre on the 196 acres
on this farm.



c. Describe the lands or place of use to which the right will be transferred:

TWP.	RANGE	SEC.	NE¼				NW¼				SW¼				SE¼				TOTALS
			NE¼	NW¼	SW¼	SE¼	NE¼	NW¼	SW¼	SE¼	NE¼	NW¼	SW¼	SE¼	NE¼	NW¼	SW¼	SE¼	
2S	21E	20							9	40	14	6	26						89
		19													36				36

Total number of acres to be irrigated 125

4. Describe any other water rights used for the same purpose as described above. None
5. Draw a map indicating the new point(s) of diversion and/or the new land to be irrigated. Show clearly the land involved by section, township and range number.

SCALE: 2 inches equal 1 mile. Draw plan in ink.

D. REMARKS

Refer to Application for Transfer of 37-0692 which is being filed in conjunction with this Application for Transfer of 37-0465.

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 willfull misrepresentations made in this application may result in voiding its approval.

SIMPLOT INDUSTRIES, INC.

By Paul J. Walker Secretary
(Signature of Applicant)

Subscribed and sworn to before me this 18th day of August, 19 82

Paul J. Walker
(Notary Public)

My commission expires Lifetime

ACTION OF THE DIRECTOR, DEPARTMENT OF WATER RESOURCES

This is to certify that I have examined Application for Transfer of Water Rights No. 37-0465 and said application is hereby APPROVED, subject to the following limitations and conditions:

1. A measuring device and lockable controlling works of a type acceptable to the Department shall be permanently installed and maintained as part of the diverting works.
2. Use of water under this right is subject to control by the watermaster of State Water District No. 37M, Little Wood River.
3. This right when combined with all other rights for the same land shall not exceed 0.02 cfs per acre nor more than 4.0 acre feet per acre per annum.

Witness my hand this 30th day of March, 1983

J. Glen Saxton
Chief, Operations Bureau

FOR DEPARTMENT USE ONLY

Received by me Date 8/19/82 Protest filed by _____
Prelim. check by TGB Fee 50.00 _____
Received by me Date 8/19/82 # 20923 _____
Published in South River Journal Copies of protest forwarded by _____
Pub. dates 9/2 + 9/9/82 Hearing held by _____ Date _____
Watermaster recommendation requested on 8/26/82 Recommended for approval denial _____
rec'd. 9/1/82 by Jim

New P/s

WARRANTY DEED

Knoland-Buince Property

THIS INDENTURE, Made this 16th day of February, in the year of our Lord one thousand nine hundred and seventy-eight, between NORTH FORK RANCH CO., a Nevada corporation, with its principal place of business in Boise, County of Ada, State of Idaho, the party of the first part, and SIMPLOT INDUSTRIES, INC., a Utah corporation, with its principal place of business in Boise, County of Ada, State of Idaho, whose current mailing address is P. O. Box 27, Boise, Idaho 83707, the party of the second part,

W I T N E S S E T H :

That the said party of the first part, for and in consideration of the sum of Ten and no/100 (\$10.00) Dollars, lawful money of the United States of America, and other good and valuable consideration, to it in hand paid by the said party of the second part, the receipt whereof is hereby acknowledged, has granted, bargained and sold, and by these presents does grant, bargain, sell, convey and confirm unto the said party of the second part, and to its successors and assigns forever, all the following described real estate, situated in the County of Blaine, State of Idaho, to-wit:

TOWNSHIP 2 SOUTH, RANGE 21 EAST, BOISE MERIDIAN:

Section 19: That part of the Northeast Quarter of the Southeast Quarter (NE $\frac{1}{4}$ SE $\frac{1}{4}$) lying North of the Highway.

Section 20: West Half of the Northwest Quarter (W $\frac{1}{2}$ NW $\frac{1}{4}$); Southeast Quarter of the Northwest Quarter (SE $\frac{1}{4}$ NW $\frac{1}{4}$); that part of the Northwest Quarter of the Southwest Quarter (NW $\frac{1}{4}$ SW $\frac{1}{4}$) lying North of the Highway; that part of the Northeast Quarter of the Southwest Quarter (NE $\frac{1}{4}$ SW $\frac{1}{4}$) lying North of the Highway.

SUBJECT TO That certain Mortgage dated July 20, 1971 in favor of Lenz Hunt and Carol Hunt, husband and wife, recorded July 22, 1971 as Instrument No. 139730, records of Blaine, County, Idaho.

RECORDED
JUL 22 1971
BLAINE, IDAHO

TOGETHER With all and singular the tenements, hereditaments and appurtenances thereunto belonging or in anywise appertaining, the reversion and reversions, remainder and remainders, rents, issues and profits thereof, and all estate, right, title and interest in and to the said property, as well in law as in equity, of the said party of the first part:

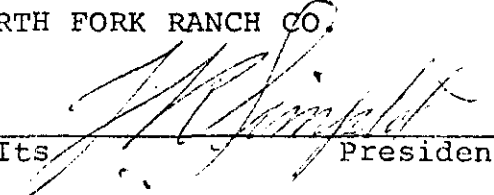
TO HAVE AND TO HOLD, All and singular the above mentioned and described premises, together with the appurtenances, unto the party of the second part, and to its successors and assigns forever. And the said party of the first part, and its successors, the said premises in the quiet and peaceable possession of the said party of the second part, its successors and assigns, against the said party of the first part, and its successors, and against all and every person and persons whomsoever, lawfully claiming or to claim the same shall and will warrant and by these presents forever defend.

IN WITNESS WHEREOF, The said party of the first part has hereunto set its hand and seal the day and year in this certificate first above written.



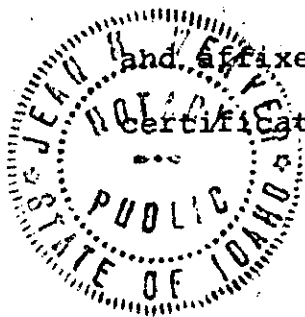

Secretary

NORTH FORK RANCH CO.

By 
Its President

STATE OF (AHO)
County of Ada) ss.

On this 2nd day of February, in the year 1978,
before me, John M. Wood, a Notary Public,
personally appeared J. R. Simpson, known to me
to be the _____ President of the corporation that exe-
cuted the within instrument, and acknowledged 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.

John M. Wood
Notary Public for Idaho
Residing at Boise
My commission expires 5.14.79

Simplot Industries
1:30
Feb. 23, 1978
Deeds

Hayel Barber
3.04.78

After recording, return to:
attn: Ronald N. Dwyer
Simplot Industries, Inc.
P. O. Box 27
Boise, Idaho 83707

MICROFILMED

AFFIDAVIT of PUBLICATION

State of Idaho, }
County of Blaine } SS.

Gordon O. Glasmann, being first duly sworn, deposes and says that he is the printer (publisher) of the Wood River Journal, a newspaper published every week in Hailey, County of Blaine, State of Idaho; that said newspaper has been continuously and uninterruptedly published for a period of seventy-eight consecutive weeks prior to the first publication of the annexed notice, and is a newspaper qualified to publish legal notices as provided by act of the 1919 session of the legislature of the State of Idaho, known as House Bill 145; that the annexed advertisement was published once

each week for 2 consecutive issues in said newspaper proper and not in a supplement; that the date of the first publication of said advertisement was on the 2 day of September 1982, and the date of the last publication was on the 7 day of September, 1982.

Subscribed and sworn to before me this 13th

day of September, 1982
(SEAL)

NOTARY PUBLIC

WOOD RIVER JOURNAL

Hailey, Idaho

COST OF PUBLICATION

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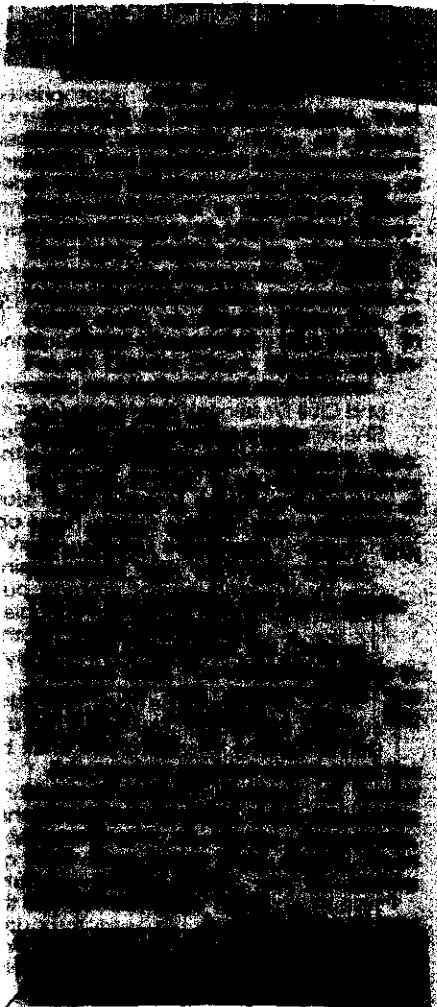
Notice of Proposed
Change of Water Right
No. 37-0465

PLAINTIFF ATTORNEY

DEFENDANT

PLAINTIFF

Dept of Water Resources
1041 Blue Lake Blvd N
Twin Falls 83301



No 1513

RECEIVED
SEP 14 1982
MICHIGAN

37 04157	McCoy, George W.	240 inches.	May 1, 1883.	Trail Creek.
37 04158	McCoy, James F.	All of	June 1, 1883.	Clear Creek Spring.
37 04159	"	60 inches.	June 1, 1900.	Big Wood River.
37 04160	McFall, Matt.	200 "	June 3, 1884.	Little Wood River.
37 04161	"	70 "	July 17, 1884.	" " "
	"	"		(Also shares in Big Cottonwood Canal Co.)
37 04162	McGhee, Barkley J.	120 "	June 1, 1886.	Chimney Creek.
37 04163	McLeod, George A.	125 "	June 1, 1885.	Corral Creek.
37 04164	McLochlin, James	100 "	June 1, 1886.	Silver Creek.
37 04165	McLochlin, Walter B.	125 "	Apr. 1, 1888.	" "
37 04166	McMonagle, Andrew	680 "	Apr. 1, 1880.	Deer Creek.
37 04167	McMonagle, Patrick	340 "	Apr. 1, 1880.	" "
37 04168	McNary, T. T.	25 "	Apr. 17, 1883.	Big Wood River.
37 04169	"	225 "	June 20, 1884.	" " "
37 04170	"	50 "	June 2, 1890.	" " "
37 04171	McNulty, Dennis	100 "	Apr. 30, 1884.	Little Wood River.
37 04172	McNulty, Edward	60 "	Apr. 1, 1884.	" " "
37 04173	Mehle, Herman	75 "	June 1, 1883.	Elk Creek.
37 04174	"	80 "	June 1, 1893.	Elk Creek and Minnehaha Creek.
37 04175	Mellick, John	22 "	Apr. 17, 1883.	Big Wood River.
37 04176	"	193 "	June 20, 1884.	" " "
37 04177	"	43 "	June 2, 1890.	" " "
37 04178	Meller, J. W.	120 "	June 10, 1887.	" " "
37 04179	"	140 "	June 10, 1887.	" " "
37 04180	Miller, Annie I.	1000 "	June 15, 1891.	" " "
37 04181	Miller, Annie I., John Q. Packard, Jane E. Turner, William M. Wayman and Olive Wayman.	1000 "	Aug. 1, 1882.	" " "
37 04182	"	1000 "	Aug. 1, 1884.	" " "
37 04183	"	5000 "	Aug. 1, 1902.	" " "

McCarter, Hugh F. S 1/2 of NW 1/4, NW 1/4 of NW 1/4, and SW 1/4 of SE 1/4 of Sec. 32, T. 1 N., R. 13 E.

McCarter, Orla J. E. 1/2 of SE 1/4 of Sec. 28, and E 1/2 of NW 1/4 of Sec. 33, T. 2 S., R. 21 E., containing 160 acres.

McCoy, George W. E 1/2 of NW 1/4 of Sec. 19, T. 4 N., R. 18 E., Containing 80 acres.

McCoy, James F. W 1/2 of SE 1/4 of Sec. 31, T. 4 N., R. 18 E., containing 80 acres.

McFall, Matt. SW 1/4 of SE 1/4 of Sec. 24, T. 5 S., R. 16 E., N 1/2 of NW 1/4 and NW 1/4 of NE 1/4 of Sec. 25, T. 5 S., R. 16 E., NE 1/4 of NE 1/4 of Sec. 25, T. 5 S., R. 16 E., and SE 1/4 of SW 1/4 of Sec. 24, T. 5 S., R. 16 E., containing 240 acres. Also, S 1/2 of NE 1/4, SE 1/4 of NW 1/4, and NW 1/4 of SE 1/4 of Sec. 25, T. 5 S., R. 16 E., containing 160 acres. ✓

McGhee, Barkley J. W 1/2 of SE 1/4 of Sec. 1, T. 1 S., R. 12 E.

McLeod, George A. E 1/2 of SE 1/4 and SE 1/4 of NE 1/4 of Sec. 29, and NE 1/4 of NE 1/4 of Sec. 32, T. 1 N., R. 13 E., containing 160 acres.

McLochlin, James SW 1/4 of SE 1/4, SE 1/4 of SW 1/4, NE 1/4 of SW 1/4, and Lot 3, of Sec. _____, T. 2 S., R. 21 E., containing 160 acres. ✓

McLochlin, Walter NE 1/4 of SE 1/4 of Sec. 19, T. 2 S., R. 21 E. Also, W 1/2 of NW 1/4, SE 1/4 of NW 1/4 and NW 1/4 of SW 1/4 of Sec. 20, T. 2 S., R. 21 E.

MICROFILMED



State of Idaho

DEPARTMENT OF WATER RESOURCES

STATE OFFICE, 450 W. State Street, Boise, Idaho

JOHN V. EVANS
Governor

A. KENNETH DUNN
Director

Mailing address:
Statehouse
Boise, Idaho 83720
(208) 334-4440

November 25, 1985

RE: Water Rights in the name of "Simplot Industries, Inc."

J. R. Simplot Company
P.O. Box 27
Boise, ID 83707

Gentlemen:

Please be advised that we are in receipt of the Certificate of Ownership and Merger, merging Simplot Industries, Inc. into J. R. Simplot Company. We have corrected our water right records to show this merger on the below listed water rights.

01-4058	43-4194	65-11119	65-6638	29-7036	43-2575
01-7082	43-4196	65-11120	65-6639	33-7007	43-7056
33-2125	43-4197	65-11121	65-6640	33-7053	43-7068
35-4189	43-4198	65-11122	65-6641	33-7061	45-2746
36-4179	43-4201	65-11123	65-7376	35-8114	51-2160
36-4180	43-7145	65-11124	65-0786	36-7333	61-7067
36-4181	45-4167	65-11125	02-7040	<u>37-0465</u>	63-5273
36-4182	63-9335	65-2477	02-7396	37-0692	63-5274
36-8153	65-10426	65-6063	22-7423	43-2519	63-5286
36-8154	65-10428	65-6637	29-4088	43-2569	63-5297
02-0006	02-0015	02-0076	02-2053	02-2118	02-2139
02-2166	02-2220	02-2221	02-2222	02-2409	
33-2119	65-2805				

We have placed a copy of the merger in all of the files above. If you have any questions regarding this matter, please feel free to contact our office.

Sincerely,

KAY WALKER
Technical Records Specialist

KW:k

MICROFILMED

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF
STATE OF NEVADA

CERTIFICATE OF OWNERSHIP AND MERGER
INCLUDING ARTICLES OF MERGER

RECEIVED

AUG 1 1985

Department of Water Resources

EB 27 1985

Merging

SIMPLOT INDUSTRIES, INC.

into

J. R. SIMPLOT COMPANY

37-0465

(Pursuant to Section 78.486 of the Nevada Revised Statutes
and 16-10-70 of the Utah Business Corporation Act.)

J. R. SIMPLOT COMPANY, a corporation organized and
existing under the laws of Nevada, the parent corporation, does
hereby certify:

FIRST: That this corporation was incorporated on the
28th day of June, 1955, pursuant to the laws of the State of
Nevada.

SECOND: The number of outstanding shares of each
class of SIMPLOT INDUSTRIES, INC., a Utah corporation, and the
number of shares of each class owned by J. R. SIMPLOT COMPANY
are as follows:

<u>Names of Subsidiary</u>	<u>Number of Shares Outstanding</u>	<u>Designation of Class</u>	<u>Number of Shares Owned by J. R. Simplot Company</u>
Simplot Industries, Inc.	10	Common	10

THIRD: That this corporation, by resolution of its
board of directors, duly adopted the following Plan of Merger,
at a meeting held on the 15th day of February, 1985, and deter-
mined to merge into itself said SIMPLOT INDUSTRIES, INC. at the
Effective Time which resolution is in the following words
to-wit:

NOW, THEREFORE, be it resolved that J. R. SIMPLOT COMPANY
merge, and it hereby does merge into itself said SIMPLOT
INDUSTRIES, INC. and assumes all of its obligations, at the
Effective Time; under the following terms and conditions:

A. BE IT RESOLVED that effective as of the close of busi-
ness on the 28th day of February, 1985, (the Effective
Time), SIMPLOT INDUSTRIES, INC. shall be and it is hereby
merged into J. R. SIMPLOT COMPANY, with the effect and
result that the existence of SIMPLOT INDUSTRIES, INC. shall

MICROFILMED

cease and J. R. SIMPLOT COMPANY shall continue in existence as the surviving corporation.

B. BE IT RESOLVED that all of the provisions contained in the Articles of Incorporation, as amended, and the By-Laws of J. R. SIMPLOT COMPANY shall remain in force and effect and shall not be deemed altered or amended hereby, and that the laws of the State of Nevada shall continue to govern the surviving corporation.

C. BE IT RESOLVED that the present members of the Board of Directors of J. R. SIMPLOT COMPANY shall continue to hold office during the remainder of the term to which they are elected and until their successors are elected and duly qualified.

D. BE IT RESOLVED that at the Effective Time, all of the property, real, personal or mixed, and all of the assets of SIMPLOT INDUSTRIES, INC. wherever located, shall be deemed automatically transferred to and become vested in J. R. SIMPLOT COMPANY as the surviving corporation, without any further act or deed or instrument of transfer of conveyance for the accomplishment thereof; and whereupon, further, J. R. SIMPLOT COMPANY shall assume and become liable for payment of all of the existing indebtedness and obligations of SIMPLOT INDUSTRIES, INC., including the obligations to perform existing agreements without any special act or assumption of liability for those obligations.

E. BE IT RESOLVED that in as much as SIMPLOT INDUSTRIES, INC. is a wholly-owned subsidiary of J. R. SIMPLOT COMPANY and is being merged into its parent corporation, no additional capital stock of J. R. SIMPLOT COMPANY will be issued upon or as a part of said merger; and after the Effective Time each certificate or certificates theretofore representing issued and outstanding shares of the Capital Stock of SIMPLOT INDUSTRIES, INC. shall be deemed cancelled.

F. BE IT RESOLVED that notwithstanding any action taken with respect to the merger by the Directors of J. R. SIMPLOT COMPANY or SIMPLOT INDUSTRIES, INC. or both, and notwithstanding anything herein or elsewhere to the contrary, the merger may be abandoned at any time prior to the filing thereof by the adoption of a resolution providing for such abandonment by the Board of Directors of J. R. SIMPLOT COMPANY.

G. BE IT RESOLVED that the Executive Vice President and Secretary of this corporation be and they hereby are directed to make and execute, under the corporate seal of this corporation, a certificate of ownership and merger setting forth a copy of the resolution to merge said SIMPLOT INDUSTRIES, INC. and assume its liabilities and obligations, and to file the same in the office of the Secretary of State of Nevada and the Secretary of State of Utah; and

H. BE IT FURTHER RESOLVED that the officers of this corporation be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the States of Nevada and Utah which may be necessary or proper to effect said merger.

FOURTH: That this corporation survive the merger and may be served with process in the States of Nevada and Utah in any proceeding for enforcement of any obligation of SIMPLOT INDUSTRIES, INC. as well as for enforcement of any obligation of the surviving corporation arising from the merger.

FIFTH: The undersigned corporation hereby (a) agrees that it may be served with process in the State of Utah in any proceeding for the enforcement of the rights of a dissenting shareholder of the above-mentioned subsidiary corporation against the surviving corporation; (b) irrevocably appoints the Secretary of State of Utah as its agent to accept service of process in any such proceeding; and (c) agrees that it will promptly pay to the dissenting shareholders of such domestic corporation the amount, if any, to which they shall be entitled under the provisions of the Utah Business Corporation Act with respect to the rights of dissenting shareholders.

SIXTH: The mailing of Notice of said Plan and Agreement of Merger was waived by the shareholders of SIMPLOT INDUSTRIES, INC. on February 15, 1985.

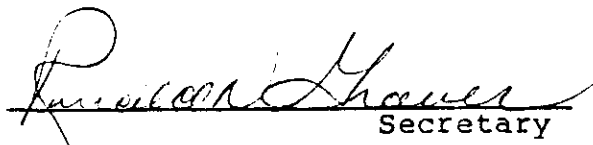
IN WITNESS WHEREOF, said J. R. SIMPLOT COMPANY has caused its corporate seal to be affixed and this certificate to be signed by Scott R. Simplot, its Executive Vice President and Ronald N. Graves, its Secretary this 15th day of February, 1985.

J. R. SIMPLOT COMPANY

By


Its Executive Vice President

ATTEST:


Secretary

MICROFILMED

STATE OF IDAHO)
) ss
County of Ada)

I, Laurel J. Walker, a notary public, do hereby certify that on this 15th day of February, 1985, personally appeared before me Scott R. Simplot, who, being by me first duly sworn, declared that he is the Executive Vice President of J. R. SIMPLOT COMPANY, that he signed the foregoing document as Executive Vice President of the Corporation, and that the statements therein contained are true.

Laurel J. Walker
Notary Public for Idaho
Residing at Boise, Idaho
My Commission Expires: 5/30/87

MICROFILMED

March 30, 1983

RE: Water Right No. 37-0465

Simplot Industries, Inc.
P.O. Box 27
Boise, ID 83707

Gentlemen:

Enclosed is a copy of your approved application for transfer of the above referenced water right (Transfer No. 2726). Be sure to note the conditions of approval as listed on the fourth page.

Sincerely,

DAVID R. TUTHILL, JR., P.E.
Supervisor, Water Allocation Section

DRT:kw
Enclosure

STATE OF IDAHO
DEPARTMENT OF WATER RESOURCES
TRANSFER ANALYSIS SHEET

INITIAL REVIEW BY: TERRY G. Blum

1. Right number 37-0465 Applicant Simplot Industries Inc
2. Type of right: ☒ Decree ☐ License ☐ Claim
3. Purpose of transfer: ☐ Change point of diversion ☐ Add diversion point(s) ☒ Change place of use
☐ Other _____

4. Check:

- (a) ☒ Source ☒ Priority ☒ Amount ☒ Purpose ☒ Period of use
- N/A. ☒ Description of original point of diversion.
- N/A ☒ Description of original place of use.

5. Amount of land &/or water transferred:

- (a) ☒ All of right.
- b. ☐ Part of right (NOTE! Part B should be filled in only if part of the right is owned by the applicant).
- c. ☒ Check description of point(s) of diversion.
- d. ☒ Check description of place of use.
- e. ☒ Check map (shows p.d. and p.u. after transfer).
- f. ☒ Check for correct signature, notarization, and fee.
- OK g. ☒ Check proof of ownership of right &/or land from which water is transferred.
- h. ☒ Check for expansion in use of right. Comments Purpose of transfer is to
reduce
irrigated by this rt. to a rate of
application of 1" / acre.
- i. ☒ Check for existing water rights from same source, on land water is being transferred to.
- Right number(s) 37-0006R, 37-0007R, 37-0008R, > are being transferred
37-0422, 37-0526, 37-0528, 37-0527 - OK
- j. ☒ Is use within a Watermaster District? ☒ Yes ☐ No

If yes, what district? 37-M Little Wood River

FINAL PROCESSING REVIEW BY: ADM

1. Watermaster recommendation requested on hand delivered 8/26/82 Received on 9/1/82
2. Is transfer published correctly? ☒ Yes ☐ No
- (3) Protest received? ☐ Yes ☒ No

RECOMMENDED ACTION

1. ☒ Approve
2. ☐ Deny
3. Conditions* OIE, 37m, Little Wood River

Use this condition ALSO This right when combined with other rights shall not exceed 0.2 cfs more than 4.0 acre feet/acre.

By ADM

Date 9/23/82

2-10-83

Uses within Watermaster Districts require special conditions.

RECEIVED

SEP 27 1982

APPLICATION FOR TRANSFER OF WATER RIGHT

NO. 37-0465

RECOMMENDATION OF WATERMASTER

RECEIVED

SEP 1 1982

Department of Water Resources
Southern District Office

I, Reid J Newby, watermaster of Little wood river and Silver creek,
of Water District No. 37-M, County of Blaine, State of Idaho,
whose address is Box T Shoshone, Idaho 83352
have read the attached copy of the application for transfer of water right for _____
Simplot Industries, Inc., and to the best of my knowledge believe the
(name)
application to be true.

A. I hereby endorse the above numbered Application for Transfer and recommend
that the Director of the Department of Water Resources approve the transfer subject to
the following conditions: None

OR

B. I do not endorse approval of the above numbered Application for Transfer as re-
quested for the following reasons: _____

Dated at Shoshone, Idaho, this 1st day of September 1982.

Reid J Newby
(signature)

RECEIVED
Please use reverse side if needed.

NOTICE OF PROPOSED CHANGE OF WATER RIGHT

NO. 37-0465

Notice is hereby given that Simplot Industries, Inc., of Boise, Idaho has applied to the Department of Water Resources for a change of place of use of a right from Silver Creek tributary to Little Wood River. The right sought to be changed is evidenced by decree No. 37-0465 to Walter B. McLouchlin in case of S. C. Frost, et al vs Alturas Water Co., et al dated December 13, 1909 in Fourth Judicial Dist, county of Lincoln and is recorded as follows:

Amount: 2.50 cfs

Priority: April 1, 1888

Point of Diversion: SE $\frac{1}{4}$ SE $\frac{1}{4}$, Sec. 18, T2S, R21E, B.M., Blaine County

The water is used for irrigation of 182 acres within the W $\frac{1}{2}$ NW $\frac{1}{4}$, SE $\frac{1}{4}$ NW $\frac{1}{4}$, NW $\frac{1}{4}$ SW $\frac{1}{4}$, Sec. 20; NE $\frac{1}{4}$ SE $\frac{1}{4}$, Sec. 19, T2S, R21E

TO BE CHANGED AS FOLLOWS:

Amount: Same

Point of Diversion: No Change

Place of Use: The water is used for irrigation of 125 acres within the S $\frac{1}{2}$ NW $\frac{1}{4}$, N $\frac{1}{2}$ SW $\frac{1}{4}$, Sec. 20; NE $\frac{1}{4}$ SE $\frac{1}{4}$, Sec. 19, T2S, R21E

Any protests against approval of the above proposed change of water right described above must be filed with the Idaho Department of Water Resources 1041 Blue Lakes Blvd. North, Twin Falls, Idaho 83301, on or before
September 20, 1982.

A.K. DUNN, Director

Published in Wood River Journal on Sept. 2 and Sept. 9, 1982.

MIN
1982
SEP
20

August 26, 1982

Wood River Journal
Box 988
Hailey, Idaho 83333

Re: Notice of Proposed Change of Water Right No. 37-0692
Notice of Proposed Change of Water Right No. 37-0465

Gentlemen:

Enclosed you will find a legal notice which we wish to have published once a week for two consecutive weekly issues of your newspaper. We have inserted the publication dates allowing ample time for you to submit us a galley proof for review before publication.

After sending us a galley proof, proceed with the publication on the dates we have inserted, assuming the notice is correct. If we have any corrections, we will notify you before the first publication. If you cannot publish the notice on the proposed dates, please contact us immediately.

In order to receive payment, an affidavit of publication must be submitted to the Department along with the publication bill.

Sincerely,

Mary A. Hill
Secretary

for

Loren O. Holmes
Southern Region Supervisor

Encl:

Bill submitted: _____

RECEIVED