

STATE OF NEBRASKA
DEPARTMENT OF NATURAL RESOURCES

NOTICE OF CHANGE OF OWNERSHIP/WATER RESOURCES UPDATE NOTICE

1. Name, address and telephone number of person to be shown as owner in Department records. Name(s) must be exactly as described on deed or other document transferring ownership of property.

Willowdale Farms LLC
c/o Farmers National Company
P.O. Box 856
O'Neill, NE 68763

Zip Code: 68763 Telephone No.: (402) 336-4188

E-mail Address: _____

Alternate Contact Requests: If this box is checked, complete items 6-15 on the second page

FOR DEPARTMENT USE ONLY

Owner ID 93209

Surface Water Appropriation(s) Changed:
NA

2. Provide legal description of property. The description may be provided by attaching a copy of the deed or other documentation.

I have attached a copy of the deed or document transferring ownership

Land is under contract purchase agreement; copy of agreement is enclosed.

Ground Water Well Registration(s)
Changed: 6-052155

6-049179, 6-101140
6-051218, 6-133392
6-061447, 6-043180
6-066757

6-004629A+B, 6-052156
6-027932, 6-052157
6-031666, 6-052158
6-034512, 6-052159
6-034611, 6-052160
6-035728, 6-055043
6-037572, 6-055044
6-037573, 6-055045
6-037574, 6-056233 A+B
6-037575, 6-056234
6-039030, 6-056235A+B
6-039031, 6-056236A+B
6-039473, 6-060098
6-042750, 6-065594

3. Name, address and telephone number of past owner or seller, if applicable. Name(s) must be exactly as described on deed or other document transferring ownership of property. This section must be filled out and signed if this form is being used to notify the Department regarding a transfer of property within 60 days of the transfer in accordance with §76-2,124.

Jorie LP
Caroline Koplin Palmer
1412 210th Street
Sergeant Bluff, IA 51054

Zip Code: 51054 Telephone No.: (630) 323-9075

E-mail Address: _____

Date _____ Signature of Past Owner _____

4. List surface water appropriation numbers, ground water well numbers and dam plan numbers if known. The Department ground water wells, and dams may be changed based on the legal description provided in item 2.

a. List surface water appropriation numbers: _____

b. List ground water well registration numbers: See Attached

c. List plan numbers for dams: _____

6-044999, 6-065595
6-045847, 6-065677
6-045848, 6-065678
6-045849, 6-068751
6-046495, 6-099629
6-046496, 6-099630
6-050884A+B, 6-115954
6-052154, 6-120371
6-122443
6-135236, 6-028024
6-135569, 6-028410
6-135570, 6-035338
6-135571, 6-035430
6-144917, 6-046173

5. The above information is true and accurate to the best of my knowledge.

11-10-08 [Signature] (Agent for Owner)

Date _____ Signature of Current Owner (Or Representative With Proper Documentation) _____

Return to: State of Nebraska Department of Natural Resources
301 Centennial Mall South, P.O. Box 94676
Lincoln, Nebraska 68509-4676
Phone: (402) 471-2363

NOV 13 2008

DEPARTMENT OF
NATURAL RESOURCES

Location	Water Permit No.						
Tract 1 NW¼ 14-29-10	G-037573						
Tract 1 NE¼ 14-29-10	G-037574						
Tract 1 SW¼ 14-29-10	G-037572						
Tract 1 SE ¼ 14-29-10	G-037575						
Tract 2 SE¼ 20-30-10	G-065595						
Tract 3, Main Well NW¼ 20-30-10	G-065594						
Tract 3, Helper Well NW¼ 20-30-10	G-122443						
Tract 3, Not Active NW¼ 20-30-10	G-144917						
Tract 4, Main Well SE¼ 17-30-10	G-035338						
Tract 4, Helper Well SE¼ 17-30-10	G-028410						
Tract 4, Not Active SE¼ 17-30-10	G-101140						
Tract 5 NE¼ 8-30-10	G-068751						
Tract 6 SW¼ 4-30-10	G-135569						
Tract 7, Main Well NE¼ 9-30-10	G-035430						
Tract 7, Helper Well NE¼ 9-30-10	G-133392						
Tract 8, Main Well SW¼ 3-30-10	G-0050884A						
Tract 8, Helper Well SW¼ 3-30-10	G-050884B						
Tract 9, Main Well SE¼ 3-30-10	G-004629A						
Tract 9, Helper Well SE¼ 3-30-10	G-004629B						
Tract 10 NE¼ 10-30-10	G-034611						
Tract 11 S½SW¼ 31-31-9	shares with Tract 12						
Tract 12 S½SE¼ 31-31-9	G-028024						
Tract 13 S½NE¼ & N½SE¼ 31-31-9	G-051218						
Tract 14 SW¼ 32-31-9	G-046173						
Tract 15 NE¼ 32-31-9	G-031666						

Location	Water Permit No.						
Tract 16 SW¼ 29-31-9	G-039473						
Tract 17 SE¼ 29-31-9	G-027932						
Tract 18 SW¼ 9-30-9	G-046495						
Tract 19 SE¼ 9-30-9	G-046496						
Tract 20 NE¼ 9-30-9	G-045848						
Tract 21 NW¼ 10-30-9	G-045847						
Tract 22 SW¼ 10-30-9	G-045849						
Tract 23 N½NW¼ 14-30-9	shares with Tract 24						
Tract 24 SW¼ 11-30-9	G-115954						
Tract 25 NE¼ 20-30-9	G-061411						
Tract 26 SW¼ 31-30-9	G-060098						
Tract 27 NE¼ 6-29-9	G-066757						
Tract 28 SE¼ 5-29-9	G-034512						
Tract 29, Main Well E½NE¼ 23-30-9	G-039031						
Tract 29, Helper Well E½NE¼ 23-30-9 *							
Tract 30, Main Well SW¼ 13-30-9	G-099629						
Tract 30, Helper Well SW¼ 13-30-9	G-135236						
Tract 31 NE¼ 13-30-9	G-056234						
Tract 32, Main Well SE¼ 13-30-9	G-120371						
Tract 32, Helper Well SE¼ 13-30-9	G-056235A G-056235B						
Tract 33, Main Well NE¼ 24-30-9	G-056236A						
Tract 33, Helper Well NE¼ 24-30-9	G-056236B						
Tract 34 NW¼ 24-30-9	G-056233A G-056233B						
Tract 35 SW¼ 23-30-9	G-055043						
Tract 36 SW¼ 23-30-9	shares with Tract 35						
Tract 37 SE¼ 23-30-9	G-039030						

Location	Water Permit No.						
Tract 38, Main Well SW¼ 24-30-9	G-055045						
Tract 38, Helper Well SW¼ 24-30-9	G-099630						
Tract 39, Main Well SE¼ 24-30-9	G-055044						
Tract 39, Helper Well SE¼ 24-30-9							
Tract 40, Outside Well NE¼ 25-30-9	G-044999						
Tract 40, In-field Well NE¼ 25-30-9	G-035728						
Tract 41 SE¼ 18-30-9	G-042750						
Tract 42, Main Well SW¼ 19-30-8	G-052157						
Tract 42, Helper Well SW¼ 19-30-8	G-052155						
Tract 43, Main Well SE¼ 19-30-8	G-052154						
Tract 43, Helper Well SE¼ 19-30-8	G-052156						
Tract 44, Main Well NW¼ 30-30-8	G-052158						
Tract 44, Helper Well NW¼ 30-30-8	G-052159						
Tract 45 20-30-8	G-065678						
Tract 46 NE¼ 20-30-8	G-065677						
Tract 47 NW¼ 35-31-9	G-049179						
Tract 48, Main Well SE¼ 26-31-9	G-135570						
Tract 48, Helper Well SE¼ 26-31-9	G-135571						
Tract 49 NW¼ 19-30-8	G-043180						

This Instrument Prepared by:

DLA Piper LLP (US)
203 N. LaSalle Street, Suite 1900
Chicago, Illinois 60601
Attn: Donald A. Shindler, Esq.

After Recording Return to:

Michael Best & Friedrich LLP
P.O. Box 1806
Madison, WI 53701-1806
Attn: Angela Black

WARRANTY DEED

KNOW ALL MEN BY THESE PRESENTS, that Jorie LP, a Delaware limited partnership also known as Jorie Ltd. Partnership and Caroline Koplin Palmer, herein collectively called the GRANTOR, whether one or more, in consideration of One Dollar and other valuable consideration received from GRANTEE, does grant, bargain, sell, convey and confirm unto Willowdale Farms LLC, a Nebraska limited liability company, herein called the Grantee whether one or more, the following described real property in Holt and Knox Counties, Nebraska:

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

Permitted Exceptions attached here as Exhibit B and by this reference incorporated herein.

To have and to hold the above described premises together with all tenements, hereditaments and appurtenances thereto belonging unto the GRANTEE and to GRANTEE'S successors and assigns forever.

And GRANTOR does hereby covenant with the GRANTEE and with GRANTEE'S successors and assigns that GRANTOR is lawfully seized of said premises; that they are free from encumbrance, except those easements, restrictions and covenants described on Exhibit B attached hereto.

That GRANTOR has good right and lawful authority to convey the same; and that GRANTOR warrants and will defend the title to said premises against the lawful claims of all persons whomsoever.

[Signature Page to Follow]

RECEIVED

NOV 13 2008

File No.: NCS-360816-MAD

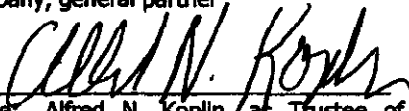
EXECUTED: October 6, 2008

GRANTORS:

JORIE LP, a Delaware limited partnership also known as
JORIE LTD. PARTNERSHIP

By: **ANJ VEGAS, LLC**, a Delaware limited liability
company, general partner

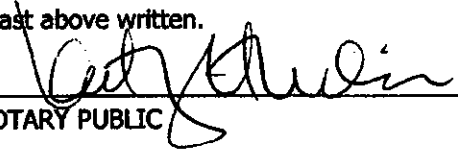

Caroline Koplin Palmer

By: 
Name: Alfred N. Koplin, as Trustee of the
Declaration of Trust of Alfred N. Koplin
dated 10/14/69, as amended
Title: Managing Member

STATE OF Illinois)
) ss.
COUNTY OF Cook)

On October 6, 2008, before me, the undersigned, a Notary Public, duly commissioned and qualified in said County, personally came Alfred N. Koplin, as Trustee of the Declaration of Trust of Alfred N. Koplin dated 11/14/1969, as amended, as Managing Member of ANJ Vegas, LLC as general partner of Jorie LP, a Delaware limited partnership also known as Jorie Ltd. Partnership and Caroline Koplin Palmer known to be the identical person(s) whose name(s) affixed to the foregoing instrument and acknowledged the execution thereof to be voluntary act and deed.

Witness my hand and notarial seal the day and year last above written.



NOTARY PUBLIC

My commission expires:

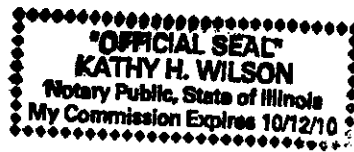


EXHIBIT A

TOWNSHIP 30 NORTH, RANGE 8 WEST OF THE 6TH P.M., KNOX COUNTY, NEBRASKA

Section 18: Southeast Quarter (SE $\frac{1}{4}$)

Section 19: South Half (S $\frac{1}{2}$)

**Section 20: East Half (E $\frac{1}{2}$); Southeast Quarter of the Northwest Quarter (SE $\frac{1}{4}$ NW $\frac{1}{4}$);
Northeast Quarter of the Southwest Quarter (NE $\frac{1}{4}$ SW $\frac{1}{4}$)**

Section 21: West Half of the Southwest Quarter (W $\frac{1}{2}$ SW $\frac{1}{4}$)

Section 30: North Half (N $\frac{1}{2}$)

TOWNSHIP 29 NORTH, RANGE 9 WEST OF THE 6TH P.M., HOLT COUNTY, NEBRASKA

Section 5: Southeast Quarter (SE $\frac{1}{4}$)

TOWNSHIP 29 NORTH, RANGE 10 WEST OF THE 6TH P.M., HOLT COUNTY, NEBRASKA

Section 14: All

TOWNSHIP 30 NORTH, RANGE 9 WEST OF THE 6TH P.M., HOLT COUNTY, NEBRASKA

Section 9: East Half (E $\frac{1}{2}$); Southwest Quarter (SW $\frac{1}{4}$)

Section 10: West Half (W $\frac{1}{2}$); West Half of the West Half of the East Half (W $\frac{1}{2}$ W $\frac{1}{2}$ E $\frac{1}{2}$)

Section 11 and 14: Part of the South Half of the Northwest Quarter (S $\frac{1}{2}$ NW $\frac{1}{4}$); and Part of the Southwest Quarter (SW $\frac{1}{4}$) of Section 11 and Part of the North Half of the Northwest Quarter (N $\frac{1}{2}$ NW $\frac{1}{4}$) of Section 14: More particularly described as follows: Beginning at the West Quarter corner of said Section 11; thence North 9.04 chains; thence East 27.39 chains; thence South 12.30 chains; thence East 12.80 chains; thence South 50.08 chains; thence West 40.61 chains; thence North 54.04 chains to the point of beginning.

Section 13: East Half (E $\frac{1}{2}$); Southwest Quarter (SW $\frac{1}{4}$)

Section 14: East Half of the Southeast Quarter (E $\frac{1}{2}$ SE $\frac{1}{4}$); Southwest Quarter of the Southeast Quarter (SW $\frac{1}{4}$ SE $\frac{1}{4}$); Southeast Quarter of the Southwest Quarter (SE $\frac{1}{4}$ SW $\frac{1}{4}$)

Section 15: Part of the East Half of the Southeast Quarter (E $\frac{1}{2}$ SE $\frac{1}{4}$), more particularly described as: Commencing at a point which is 23 chains East, and 10-7/10th chains North of the Southwest corner of the Southeast Quarter of said Section 15, and from this point; thence running East 6.67 chains; thence North 15 chains; thence West 6.67 chains; thence South 15 chains to the point of beginning.

Section 23: South Half (S $\frac{1}{2}$); Northeast Quarter (NE $\frac{1}{4}$); East Half of the Northwest Quarter (E $\frac{1}{2}$ NW $\frac{1}{4}$)

Section 24: All Except 2 acres in the Northwest corner of the Southwest Quarter (SW $\frac{1}{4}$)

Section 25: Northeast Quarter (NE $\frac{1}{4}$)

Section 31: Southwest Quarter (SW $\frac{1}{4}$)

TOWNSHIP 30 NORTH, RANGE 10 WEST OF THE 6TH P.M., HOLT COUNTY, NEBRASKA

Section 3: South Half (S $\frac{1}{2}$)

Section 4: Southwest Quarter (SW $\frac{1}{4}$)

Section 8: Northeast Quarter (NE $\frac{1}{4}$)

Section 10: Northeast Quarter (NE $\frac{1}{4}$) EXCEPT:

A tract described as beginning at the Northeast corner of the Northwest Quarter of Section 10, and assuming the West line of the Northwest Quarter of said Section 10 to have a bearing of N0°00'00"E; thence S00°00'00"W, parallel with, and 2,634.2 feet East of, as measured perpendicular to, said West line of the Northwest Quarter, 918.9 feet; thence N70°28'50"E, 67.9 feet; thence N0°00'00"E, 350.0 feet; thence N90°00'00"E, 136.0 feet;

thence N0°00'00"E, 112.0 feet; thence N45°48'55"E, 338.9 feet; thence N0°00'00"E, 198.0 feet to a point on the North line of the Northeast Quarter of said Section 10; thence S88°40'00"W, on said North line, 443.0 feet to the point of beginning.

Section 20: Northwest Quarter (NW¼); Southeast Quarter (SE¼)

TOWNSHIP 31 NORTH, RANGE 9 WEST OF THE 6TH P.M., HOLT COUNTY, NEBRASKA

Section 26: Southeast Quarter (SE¼)

Section 29: South Half (S½)

Section 32: Northeast Quarter (NE¼)

TOWNSHIP 30 NORTH, RANGE 8 WEST OF THE 6TH P.M., KNOX COUNTY, NEBRASKA

Section 19: Northwest Quarter (NW¼)

TOWNSHIP 29 NORTH, RANGE 9 WEST OF THE 6TH P.M., HOLT COUNTY, NEBRASKA

Section 6: Northeast Quarter (NE¼)

TOWNSHIP 30 NORTH, RANGE 9 WEST OF THE 6TH P.M., HOLT COUNTY, NEBRASKA

Section 20: Northeast Quarter (NE¼)

TOWNSHIP 30 NORTH, RANGE 10 WEST OF THE 6TH P.M., HOLT COUNTY, NEBRASKA

Section 9: Northeast Quarter (NE¼)

Section 17: Southeast Quarter (SE¼)

TOWNSHIP 31 NORTH, RANGE 9 WEST OF THE 6TH P.M., HOLT COUNTY, NEBRASKA

Section 31: South Half of the South Half (S½S½); South Half of the Northeast Quarter (S½NE¼); North Half of the Southeast Quarter (N½SE¼)

Section 32: Southwest Quarter (SW¼)

Section 35: Northwest Quarter (NW¼), EXCEPT the following described tracts:

A tract of land located in the Northwest Quarter of Section 35, Township 31 North, Range 9, West of the 6th P.M., Holt County, Nebraska, described as follows:

Beginning at the Northeast corner of the Northwest Quarter of said Section 35, thence running West on Section line a distance of 725 feet; thence Southeast to a point on the East line of said Northwest Quarter which is 900 feet due South of the point of beginning; thence North 900 feet to the point of beginning;

ALSO EXCEPTING

A tract of land located in the Northwest corner of said Section 35 described as follows:

Commencing on the North Quarter corner of said Section 35; thence West on the ¼ section line 946.5 feet to the point of beginning; thence South a deflection of 90°00 left a distance of 82.0 feet; thence West a deflection angle of 90°00 right a distance of 20.0 feet; thence North at a deflection angle of 90°00 right a distance of 82.0 feet to a point on section line; thence East on section line at a deflection angle of 90°00 right a distance of 20.0 feet to the point of beginning;

ALSO EXCEPTING

A tract of land located in the Northwest corner of said Section 35 described as follows:

Commencing at the Northwest corner of said Section 35; thence East on section line a distance of 377.5 feet to the point of beginning; thence South at a deflection angle 88°34'20" right a distance of 119.3 feet; thence East a deflection angle of 96°46'20" left a distance of 400.4 feet; thence North at a deflection angle of 95°58'20" left a distance of 64.1

feet to a point on section line; thence West on section line, at a deflection angle of 75°49'40" left a distance of 383.7 feet to the point of beginning;

ALSO EXCEPTING

A tract of land located in the Northwest corner of said Section 35 described as follows: Commencing at the West ¼ corner of said Section 35; thence North on section line 167.7 feet; thence East at a deflection angle 91°41'10" right a distance of 174.1 feet; thence South at a deflection angle 86°41'40" right a distance of 163.0 feet to a point on the ¼ section line; thence West , on the ¼ section line, at a deflection angle of 91°42'50" a distance of 178.6 feet to the point of beginning.

EXHIBIT B

PERMITTED EXCEPTIONS

1. Real Estate taxes for 2008 and subsequent years not yet due or payable.
2. Terms and conditions of Right of Way Easement granted to North Central Public Power District filed May 9, 1994, as Book 36 at Page 320, Official Records, Knox County, Nebraska. (S ½ 19-30-8)
3. Terms and conditions of Right of Way Easement granted to North Central Public Power District filed May 9, 1994, as Book 71 at Page 586, Official Records, Holt County, Nebraska (E ½ 13-30-9)
4. Terms and conditions of Right of Way Grant of Electric Transmission Line Easement granted to the United States of America filed March 19, 1968, as Book 48 at Page 503, Official Records, Holt County, Nebraska. (E ½ & SW ¼ 13-30-9)
5. Terms and conditions of Easement granted to Holt County, Nebraska filed August 5, 1994, as Book 71 at Page 717, Official Records, Holt County, Nebraska. (E ½ SE ¼ 15-30-9)
6. Terms and conditions of Right of Way Easement granted to North Central Public Power District filed May 9, 1994, as Book 71 at Page 582, Official Records, Holt County, Nebraska. (S ½ 23-30-9)
7. Terms and conditions of Right of Way Easement granted to North Central Public Power District filed May 9, 1994, as Book 71 at Page 583; and re-recorded November 1, 1995 in Book 72 at Page 690, Official Records, Holt County, Nebraska. (S ½ 24-30-9)
8. Terms and conditions of Right of Way Easement granted to North Central Public Power District filed May 9, 1994, as Book 71 at Page 585, Official Records, Holt County, Nebraska. (NE ¼ 24-30-9)
9. Terms and conditions of Right of way Grant of Electric Transmission Line Easement granted to the United States of America filed April 8, 1968, as Book 48 at Page 557, Official Records, Holt County, Nebraska. (NE ¼ 25-30-9)
10. Terms and conditions of Right of Way Easement granted to North Central Public Power District filed May 9, 1994, as Book 71 at Page 584, Official Records, Holt County, Nebraska. (NE ¼ 25-30-9)
11. Terms and conditions of Agreement for Electric Service with Niobrara Valley Electric Membership Corporation filed July 28, 1976, as Book 53 at Page 392, Official Records, Holt County, Nebraska (SW ¼ 3-30-10)
12. Terms and conditions of Agreement for Electric Service with Niobrara Valley Electric Membership Corporation filed August 21, 1990, as Book 68 at Page 48, Official Records, Holt County, Nebraska. (SE ¼ 3-30-10)

13. Terms and conditions of Agreement for Electric Service with Niobrara Valley Electric Membership Corporation filed December 19, 2002, as Book 79 at Page 562, Official Records, Holt county, Nebraska. (SW ¼ 4-30-10)
14. Terms and conditions of Agreement for Electric Service with Niobrara Valley Electric Membership Corporation filed April 27, 1971, as Book 49 at Page 692, Official Records, Holt County, Nebraska. (NE ¼ 10-30-10)
15. Terms and conditions of Order & Resolution to establish the boundaries of the Niobrara Basin Irrigation District filed December 11, 1975, as Resolution Book 1 at Page 1, Official Records, Holt County, Nebraska. (Sec 3, 4, 9, 10 & 20-30-10)
16. Terms and conditions of Right of Way Permit and Easement granted to Niobrara Valley Electric Membership Corporation filed June 15, 1993, as Book 70 at Page 685, Official Records, Holt County, Nebraska. (NE ¼ 8-30-10)
17. Terms and conditions of Right of Way Permit and Easement granted to Niobrara Valley Electric Membership Corporation filed September 9, 1982, as Book 59 at Page 513, Official Records, Holt County, Nebraska. (SE ¼ 20-30-10)
18. Terms and conditions of Agreement for Electric Service with Niobrara Valley Electric Membership Corporation filed April 20, 1990, as Book 68 at Page 47, Official Records, Holt County, Nebraska. (SE ¼ 20-30-10)
19. Terms and conditions of Right of Way Permit and Easement granted to Niobrara Valley Electric Membership Corporation filed June 15, 1993, as Book 70 at Page 684, Official Records, Holt County, Nebraska. (SE ¼ 17-30-10)
20. Terms and conditions of Agreement for Electric Service with Niobrara Valley Electric Membership Corporation filed March 24, 1967, as Book 48 at Page 321, Official Records, Holt County, Nebraska. (SE ¼ 17-30-10)
21. Rights of the Public, State of Nebraska, Counties of Holt and Knox, in and to that portion of the land taken or used for road purposes, whether by easement or fee title.