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Date of email request: February 25, 2016

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**Stoffel, Keith L. (ECY)**

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**From:** Alexander, Kim (ECY)  
**Sent:** Thursday, February 25, 2016 3:50 PM  
**To:** Stoffel, Keith L. (ECY); Spangle, Herm (ECY)  
**Cc:** Allhiser, Kay (ECY)  
**Subject:** FW: USPS Shipment Info for 70150640000366201557

I just received this from USPS regarding this registered mail...

see below

Sincerely,

Kimberley Alexander  
Administrative Assistant to Grant Pfeifer, Regional Director  
and Small Business Liaison  
Department of Ecology  
509-329-3510 - kale461@ecy.wa.gov

 Please consider the environment before printing this e-mail.

**From:** auto-reply@usps.com [mailto:auto-reply@usps.com]  
**Sent:** Thursday, February 25, 2016 3:48 PM  
**To:** Alexander, Kim (ECY) <KALE461@ECY.WA.GOV>  
**Subject:** USPS Shipment Info for 70150640000366201557

Tracking Number:  
70150640000366201557



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Hello Kimberley Alexander,

Thank you for using USPS.com.

This is a post-only message. Please do not respond.

Kimberley Alexander has requested that you receive a USPS Tracking™ update, as shown below.

USPS Tracking™ e-mail update information provided by the U.S. Postal Service.

Tracking Number: 70150640000366201557

Service Type: Certified Mail™

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Shipment Activity	Location	Date & Time
Arrived at USPS Facility	JAMAICA, NY 11430	February 1, 2016 5:25 pm
Departed USPS Facility	SPOKANE, WA 99224	January 28, 2016 6:40 pm



STATE OF WASHINGTON  
DEPARTMENT OF ECOLOGY

4601 N Monroe Street • Spokane, Washington 99205-1295 • (509)329-3400

April 4, 2016

Parm and Davinder Hothi  
Spokane Recycling Company  
3548 Piper Avenue  
Burnaby, BC V5A 3A9

Re: Water Right Applications for Change/Transfer No's. CG3-\*01098S@1 (SPOK-11-08),  
CG3-\*01099S@1 (SPOK-11-09) and CG3-\*06833C@1 (SPOK-11-10)

Dear Mr. and Mrs. Hothi:

On, January 28, 2016, the Department of Ecology (Ecology) sent you a registered letter to notify you that the Spokane County Water Conservancy Board (WCB) has declined to process your Water Right Applications Change/Transfer No's. CG3-\*01098S@1 (SPOK-11-08), CG3-\*01099S@1 (SPOK-11-09) and CG3-\*06833C@1 (SPOK-11-10). The Spokane WCB forwarded those three applications to Ecology for formal processing.

In accordance with WAC 173-153-070(5), the applicant (Spokane Recycling Company) is required to file a written request for Ecology to process the three Applications for Change/Transfer.

On February 28, 2016, I received an e-mail from Christopher Ramirez that stated he was representing you (the Hothis). He requested that the three applications be processed by Ecology. He also stated a formal written request and payment of processing fees had been submitted to Ecology. More than a month later, Ecology has still not received the formal request or the fees.

On March 28, 2016, I met with both of you at Ecology's office in Spokane. During that meeting, you informed me that Christopher Ramirez does not represent Spokane Recycling Company in the above matters.

Because we have still not received an affirmative written response from Spokane Recycling Company to our January 28, 2016 letter, and the required Application for Change/Transfer processing fees have not been paid, your three applications are hereby **rejected**.

**YOUR RIGHT TO APPEAL**

You have a right to appeal this decision to the Pollution Control Hearing Board (PCHB) within 30 days of the date of receipt of this document. The appeal process is governed by Chapter 43.21B RCW and Chapter 371-08 WAC. "Date of receipt" is defined in RCW 43.21B.001(2).



To appeal, you must do the following within 30 days of the date of receipt of this document:

- File your appeal and a copy of this document with the PCHB (see addresses below). Filing means actual receipt by the PCHB during regular business hours.
- Serve a copy of your appeal and this document on Ecology in paper form - by mail or in person. (See addresses below.) Email is not accepted.

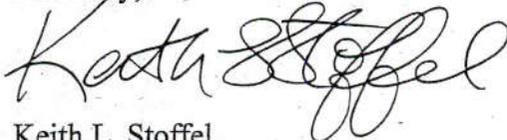
You must also comply with other applicable requirements in Chapter 43.21B RCW and Chapter 371-08 WAC.

Street Addresses	Mailing Addresses
Department of Ecology Attn: Appeals Processing Desk 300 Desmond Drive SE Lacey, WA 98503	Department of Ecology Attn: Appeals Processing Desk PO Box 47608 Olympia, WA 98504-7608
Pollution Control Hearings Board 1111 Israel Road SW Suite 301 Tumwater, WA 98501	Pollution Control Hearings Board PO Box 40903 Olympia, WA 98504-0903

For additional information visit the Environmental Hearings Office Website: <http://www.eho.wa.gov>. To find laws and agency rules visit the Washington State Legislature Website: <http://www1.leg.wa.gov/CodeReviser>.

If you have any questions, please contact Keith L. Stoffel at 509-329-3464.

Sincerely,



Keith L. Stoffel  
Section Manager  
Water Resources Program

KLS:ka

Enclosure: *Your Right to Be Heard*

By Registered Mail 7015 3010 0001 9630 0051



STATE OF WASHINGTON  
DEPARTMENT OF ECOLOGY

4601 N Monroe Street • Spokane, Washington 99205-1295 • (509)329-3400

January 28, 2016

Mr. Paramjit Hothi  
Spokane Recycling Company LLC  
3548 Piper Avenue  
Burnaby BC V5A 3A9 Canada

Dear Mr. Hothi:

Re: Request for Confirmation to Continue Processing Applications for Change under Ground Water Certificate Nos. 1032-D, 1033-D, and 5928-A

On September 29, 2015, our office received notification that the Spokane County Water Conservancy Board has declined to process the above-referenced applications for change.

Upon declining to process an application pursuant to RCW 90.80.070(1), a Water Conservancy Board must inform the applicant that the application may be filed with the Department of Ecology (Ecology). In accordance with WAC 173-153-070(15), the applicant is required to file a written request for Ecology to process the application.

**Please inform this office in writing within 30 days of the date of this letter if you would like Ecology to continue processing the applications identified above. If Ecology does not receive a written response to this letter within 30 days, the applications will be rejected without further notice.**

**If you wish Ecology to continue processing these applications for change, you must submit the required application processing fee to Ecology within sixty days after you send your written request for Ecology to process the applications.**

**The total processing fee for these three change applications is \$572.00. The fee is non-refundable.**

Please submit your processing fee to:

Cashiering Unit  
Department of Ecology  
P.O. Box 47611  
Olympia, WA 98504-7611

Please note the fee cannot be paid with cash.



Mr. Paramjit Hothi  
Spokane Recycling Company LLC  
January 28, 2016  
Page 2

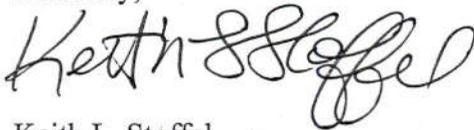
As discussed at our meeting with you on December 22, 2015 in Spokane, the above-referenced water rights were last put to beneficial use in December 2000. Under Washington water law (RCW 90.14.130), water rights are subject to relinquishment for non-use if they have not been beneficially used for a period of five or more consecutive years, unless "sufficient cause" for non-use can be demonstrated. CDC Mead, your predecessor in ownership of these water rights, claimed there was "sufficient cause" for non-use of these water rights because a "determined future development" (DFD) plan was in place prior to December 2005 [RCW 90.14.140(2)(c)].

It has now been more than fifteen years since these water rights were last put to beneficial use. Ecology has no evidence that the DFD plan has been pursued with due diligence. In fact, it is difficult for us to even identify who claims the DFD at this time. Therefore, it is possible the three water rights identified above have already relinquished for non-use.

**Please be aware that asking Ecology to process these change applications does not guarantee Ecology will approve them. The applications could be denied.**

If you have any questions regarding these applications, please contact me at 509-329-3464 or [Keith.Stoffel@ecy.wa.gov](mailto:Keith.Stoffel@ecy.wa.gov).

Sincerely,



Keith L. Stoffel  
Manager, Water Resources Program  
Eastern Regional Office

KLS:HS:ka

Enclosure: Your Right to Be Heard

By Certified Mail 7015 0640 0003 6620 1557

Mr. Paramjit Hothi  
Spokane Recycling Company LLC  
January 28, 2016  
Page 3

bcc: Steve North, AGO

Spokane County Water Conservancy Board

P.O. Box 13496

Spokane WA 99213-3496

Handwritten in red ink: H S Y ↑ 7/14/15

July 14, 2015

Regular Mail and E-Mail  
Attention: Paramjit Hothi  
Spokane Recycling Company LLC  
3548 Piper Ave.  
Burnaby BC V5A 1K6 Canada

RE: Application for Change SPOK 11-08, SPOK 11-09 and SPOK 11-10 (formally New Mill Mead LLC)

Dear Mr. Hothi:

The Spokane County Water Conservancy Board presently has 3 pending change applications in processing before the Board from Spokane Recycling Company LLC. These applications were first submitted by CDC and then assigned to New Mill LLC, who then assigned the applications to you. The Board has other applications it needs to process and we have contacted you on your plans to continue the above referenced applications. To date, you have not responded to our e-mails to you or attended a Board meeting to update us on the processing and information needed to continue your applications.

In accordance with RCW 90.03.380 (5)(c), you have not submitted the required information to continue processing your applications and we will move other applications ahead of you that are responsive and can be processed. If the Board does not hear from you or your representative within 30 days of this letter, we will forward your applications to the Department of Ecology and no longer process the applications.

If you have any questions, please feel free to contact me at 509-921-9415.

Sincerely,



George Schlender  
Commissioner  
Spokane County Water Conservancy Board

Cc: Peter Scott  
Herman Spangle  
Joe Carroll



STATE OF WASHINGTON  
DEPARTMENT OF ECOLOGY

4601 N Monroe Street • Spokane, Washington 99205-1295 • (509)329-3400

March 5, 2015

Spokane Recycling Company  
3548 Piper Avenue  
Bumaby, BC VSA-3A9

Re: Application for Change under Ground Water Certificate No.'s 1032-D, 1033-D and 5928-A

Dear Mr. Hathi:

We have processed your request for assignment. Our records have been changed to reflect the assignments and we will send all future correspondence to you. We have enclosed copies of the applications for change for your information and records.

This decision may indicate a Real Estate Excise Tax liability for the seller of water rights. The Department of Revenue has requested notification of potentially taxable water right related actions, and therefore will be given notice of this decision, including document copies. Please contact the state Department of Revenue to obtain specific requirements for your project. Phone: (360) 570-3265. The mailing address is: Department of Revenue, Real Estate Excise Tax, PO Box 47477, Olympia WA 98504-7477 Internet: <http://dor.wa.gov/> E-mail: [REETSP@DOR.WA.GOV](mailto:REETSP@DOR.WA.GOV).

If you have any questions, please contact Kevin Brown at 509-329-3422.

Sincerely,

Water Resources Program  
Eastern Regional Office

/md

Enclosure: Copies of Applications

cc: Spokane Conservancy Board





**Applicant/Permittee Section:**

I/We, NMC Mead, LLC, have read the above assignment of application or permit to for change/transfer of water right appropriate or store water; that I/we know the contents thereof; and that the facts therein stated are true.

Signed this 21 day of OCTOBER, in the year 2014

Applicant/Permittee Signature  
[Signature] CEO  
Applicant/Permittee Signature

Applicant/Permittee Signature

State of Washington  
County of \_\_\_\_\_

I hereby certify that I know or have satisfactory evidence that \_\_\_\_\_  
Applicant(s)/Permittee(s) is the person who appeared before me, and said person acknowledged that he/she signed this instrument and acknowledged it to be his/her free and voluntary act for the uses and purposes mentioned in this document.

SEE ATTACHED

Subscribed and sworn before me this \_\_\_\_\_ day of \_\_\_\_\_, in the year \_\_\_\_\_.

\_\_\_\_\_  
Notary Signature

My commission expires: \_\_\_\_\_

**Assignee Section:**

I/We, Spokane Recycling Company, LLC, a Washington limited liability company, have read the above assignment of application or permit to for change/transfer of water right appropriate or store water; that I/we know the contents thereof; and that the facts therein stated are true.

Signed this 3 day of March, in the year 2015

Assignee Signature Paramjit Hotthi  
Assignee Signature

Assignee Signature

State of Washington  
County of Spokane

I hereby certify that I know or have satisfactory evidence that Hotthi Paramjit Singh  
Assignee(s) is the person who appeared before me, and said person acknowledged that he/she signed this instrument and acknowledged it to be his/her free and voluntary act for the uses and purposes mentioned in this document.

Subscribed and sworn before me this 4 day of March, in the year 2015



Katherine Ryf  
Notary Signature

My commission expires: 11-26-2018

**ACKNOWLEDGMENT**

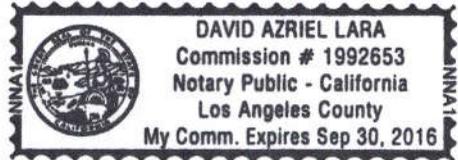
State of California  
County of Los Angeles )

On 10/21/2014 before me, David Azriel Lara, Notary Public  
(insert name and title of the officer)

personally appeared John A Mase  
who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



Signature [Handwritten Signature] (Seal)

Use of this form is needed when the ownership of a water right application or permit needs to be transferred from the current owner to a new owner or additional owners. A water right application requests that a proposed beneficial water use be authorized, while a permit grants authority to develop a beneficial water use. A water right is established if water is put to beneficial water use(s) as authorized by a permit. A water right, once established, attaches to the land upon which it is legally used. It is not necessary to assign a water right certificate or a water right claim. It is required by statute that an assignment be filed for applications and permits (90.03.310 RCW).

To remain a viable application or permit, the person(s) owning it must maintain the ability to develop a water use(s) upon the property identified as the place of water use. Normally only the property owner, a lessee, or a legally recognized water system has authority to develop a water use upon a parcel of land.

An assignment of an application or permit is not valid until filed with the Department of Ecology. An assignment is made whenever it is desired to transfer all or part of the responsibility and/or interest in an application or a permit to appropriate or store water. Normally an assignment is made if the application/permit holder(s) sells the place water is to be used to another person.

The person(s) receiving the application/permit may be required to provide additional information prior to acceptance of the assignment. For example, information may be requested showing that the assignment is in compliance with the provisions of the Family Farm Water Act, Chapter 90.66 RCW.

This assignment may result in a real estate excise tax liability for the seller. The Department of Ecology notifies the Department of Revenue of potential taxable water right related actions. Please contact the state Department of Revenue for further information. The phone number is (360) 570-3265. The mailing address is: Department of Revenue, Real Estate Excise Tax, P.O. Box 47477, Olympia, WA 98504-7477. You may also contact them through the internet at: <http://dor.wa.gov> or e-mail REETSP@DOR.WA.GOV

**Submit the assignment to:** DEPARTMENT OF ECOLOGY  
CASHIERING UNIT  
PO BOX 47611  
OLYMPIA, WA 98504-7611

Below is a map of the State of Washington, with outlines of the four Ecology regional offices. If you have questions about the assignment, contact the Water Resources Program at the regional office in which your project is located.

**Please check the region in which the project is located:**

<input type="checkbox"/> Southwest Regional Office (360) 407-6300	<input type="checkbox"/> Northwest Regional Office (425) 649-7000
<input type="checkbox"/> Central Regional Office (509) 575-2490	<input checked="" type="checkbox"/> Eastern Regional Office (509) 329-3400



EXHIBIT A

EXHIBIT A



EPOKANE COUNTY WATER CONSERVANCY BOARD

STATE OF WASHINGTON  
**APPLICATION FOR CHANGE/TRANSFER  
 OF WATER RIGHT**

For filing with the Department of Ecology or with County Conservancy Boards

- (Check all that apply.)
- Change purpose(s) of use
  - Add purpose(s) of use
  - Change point(s) of diversion/withdrawal
  - Add point(s) of diversion/withdrawal
  - Change/transfer place of use
  - Other (i.e. consolidation, intertie, trust water)

Explain: Consolidation

FOR OFFICE USE ONLY	
CHANGE No. _____	WRIA _____
DATE ACCEPTED ____/____/____	BY _____
FEE \$ _____	REC'D ____/____/____
CHECK No. _____	
ECY Coding: 001-002-WR10285-000011	
SEPA: <input type="checkbox"/> Exempt <input type="checkbox"/> Not exempt	

"IF MORE SPACE IS NEEDED, ATTACH ADDITIONAL SHEETS (PLEASE PRINT OR TYPE CLEARLY)"

**1. Applicant Information:**

APPLICANT/BUSINESS NAME CDC Mead, LLC		PHONE NO. (509) 468-5377	FAX NO. (509) 468-5418
ADDRESS 2111 East Hawthorne Road			
CITY Mead		STATE WA	ZIP CODE 99021-9517

CONTACT NAME (IF DIFFERENT FROM ABOVE) Greg Paolino c/o CDC Mead LLC		PHONE NO. (509) 468-5377	FAX NO. (509) 468-5418
ADDRESS 2111 East Hawthorne			
CITY Mead		STATE WA	ZIP CODE 99021-9517

**2. Water Right Information:**

WATER RIGHT OR CLAIM NUMBER #05928 (Ecology file G3-06833)	RECORDED NAME(S) Kaiser Aluminum and Chemical Corporation
DO YOU OWN THE RIGHT TO BE CHANGED? X YES <input type="checkbox"/> NO	

IF NO, PROVIDE OWNER(S) NAME and ADDRESS:

HAS THE WATER BEEN PUT TO BENEFICIAL USE IN THE LAST FIVE (5) YEARS? X YES  NO  
 The water right has been protected from relinquishment under the "Future Planned Development" exemption as defined in RCW 90.14.140(2)(c): Notwithstanding any other provisions of RCW 90.14.130 through 90.14.180, there shall be no relinquishment of any water right: - (c) "If such right is claimed for a determined future development to take place either within fifteen years of July 1, 1967, or the most recent beneficial use of the water right, whichever date is later".

Please attach copies of any documentation that demonstrates consistent, historical use of water since the right was established. Also, if you have a water system plan or conservation plan, please include a copy with your application.

FOR OFFICE USE ONLY			
APP. NO. _____	PERMIT NO. _____	CERT. NO. _____	CERT. OF CHANGE NO. _____

3. Point(s) of Diversion/Withdrawal:

A. Existing

SOURCE	NO.	¼	¼	SEC.	TWP.	RGE.	PARCEL #	WELL TAG #
CDC Groundwater Well	6	SE	NW	16	26N	43E	36165.9012	ACH-984

B. Proposed

SOURCE	NO.	¼	¼	SEC.	TWP.	RGE.	PARCEL #	WELL TAG #
CDC Groundwater Well	1	NW	NW	16	26N	43E	36165.9012	ACH-985
CDC Groundwater Well	2	S ¼	NW	16	26N	43E	36165.9012	ABR-214
CDC Groundwater Well	5	SE	NW	16	26N	43E	36165.9012	ACH-983
CDC Groundwater Well	6	SE	NW	16	26N	43E	36165.9012	ACH-984
SCWD#3 Freya/Farwell Well	3-6	SE	SW	3	26N	43E		
SCWD#3 Cherry/Farwell Well	3-7	SW	SW	3	26N	43E		
SCWD#3 Helena Well	3-14	NW	NW	9	26N	43E		

DO YOU OWN THE EXISTING AND PROPOSED POINT(S) OF DIVERSION/WITHDRAWAL?

EXISTING:  YES  NO PROPOSED:  YES  NO - IF NO, PROVIDE OWNER(S) NAME:

CDC owns 4 wells, Spokane County Water District #3 Water Service Area #4 owns three wells.

Please include copies of all water well reports involved with this proposal. Also, if you know the distances from the nearest section corner to the above point(s) of diversion/withdrawal, please include that information in Item No. 6 (remarks) or as an attachment.

4. Purpose of Use:

A. Existing

PURPOSE OF USE	GPM or CFE	ACRE-FT/YR	PERIOD OF USE
Industrial	2500 gpm	4000	Continuous year round

B. Proposed

PURPOSE OF USE	GPM or CFS	ACRE-FT/YR	PERIOD OF USE
Municipal	2475 gpm	499.0	Municipal year round

Note: Acre footage request is for 499 AF total beneficial use with 92.05 AF consumptive.

5. Place of Use:

A. Existing

LEGAL DESCRIPTION OF LANDS WHERE WATER IS PRESENTLY USED:							
That part of the N1/2 of Section 16, T26N, R43 EWM, lying westerly of a line described as: beginning at a point on the section north line 1728.2 feet west of the north quarter corner; thence south 45° east 704.2 feet; thence south 0° 14' west 1338.2 feet; thence south 45° 14' west 353.6 feet; thence south 89° 46' east along the north right-of-way line of Graves Road 478.5 feet; thence on a 924.9 foot radius curve to the left (long chord bearing north 83° 16' east 224.1 feet) 224.6 feet to the section east line; AND NORTHERLY OF A LINE described as: beginning at a point on the section east line 500 feet north from the section east quarter corner; thence north 89° 46' west along southerly right-of-way of said road 2172 feet; thence south 0° 14' west 190 feet; thence north 89° 46' west 2217 feet; thence north 53° 20' west 1103.1 feet to a point on the section west line 1651.2 feet south of the northwest corner.							
¼	¼	SEC.	TWP.	RGE.	COUNTY	PARCEL #	# OF ACRES
Prtn:	N1/2	16	26N	43E	Spokane	36165.9012	197.73
DO YOU OWN ALL THE LANDS IN THE EXISTING PLACE OF USE? <input checked="" type="checkbox"/> YES <input type="checkbox"/> NO - IF NO, PROVIDE OWNER(S) NAME:							

**B. Proposed**

LEGAL DESCRIPTION OF LANDS WHERE NEW USE IS PROPOSED:							
The place of use (POU) will be the service area of Spokane Water District #3 Water Service Area #4 described in the most recent Spokane County Water District #3 Water System Plan approved by the Washington State Department of Health.							
1/4	1/2	SEC.	TWP.	RGE.	COUNTY	PARCEL #	# OF ACRES
					Spokane	SCWD#3 WSA #4	
DO YOU OWN ALL THE LANDS IN THE PROPOSED PLACE OF USE? <input type="checkbox"/> YES <input checked="" type="checkbox"/> NO - IF NO, PROVIDE OWNER(S) NAME:							
Properties are owned by private property owners within the service area of the Spokane County Water District #3 Water Service Area #4.							

Attach a detailed map of your proposed change/transfer. The map should show existing and proposed point(s) of diversion/withdrawal, place of use and any other features involved with this application. If platted property, please include a certified copy of the plat map.

Are there any ADDITIONAL WATER rights OR CLAIMS RELATED to the same property as the ONE PROPOSED FOR CHANGE/TRANSFER? <input checked="" type="checkbox"/> YES <input type="checkbox"/> NO - IF YES, PROVIDE THE WATER RIGHT/CLAIM NUMBER(S): Cert #01032, Cert. #01033, Cert. #01034, Cert. #00928, Cert. #02321
--

**6. Remarks and Other Relevant Information:**

Water will be provided by SCWD#3 WSA#4 for development and redevelopment of property in the North Kaiser Service Area, as identified in the Spokane County Coordinated Water System Plan, limited to the amount of water rights transferred under the water right change/transfer applications. This application for determined future development requests use of the entire portion of the water right that was put to beneficial use during the 5-year period ending December of 2000, with the understanding that use of the non-consumptive portion will be limited to return flows that occur within the Little Spokane Watershed.

IF FOR SEASONAL OR TEMPORARY, START DATE ____/____/____ END DATE ____/____/____
---

Certain applications may incur a Real Estate Excise Tax liability for the seller of the water rights. The Department of Revenue has requested notification of potential taxable water right related actions and therefore may be provided with a copy of this request.

Please contact the State Department of Revenue for further information. The phone number is (360) 570-3265. The address is: Department of Revenue, Real Estate Excise Tax, PO Box 47477, Olympia, WA 98504-7477.

7. Signatures:

I certify that the information above is true and accurate to the best of my knowledge. I understand that in order to process my application, I am hereby granting staff from the Department of Ecology or the County Conservancy Board access to the above site(s) for inspection and monitoring purposes. If assisted in the preparation of the above application, I understand that all responsibility for the accuracy of the information rests with me.

CDC Mead, LLC

by: Matt Holte \_\_\_\_\_ 1 / 1 / 11  
(Applicant) (Date)

CDC Mead, LLC

by: Matt Holte \_\_\_\_\_ 1 / 1 / 11  
(Water Right Holder) (Date)

SCWD #3

by: Jay White \_\_\_\_\_ 3 / 29 / 2011  
(Proposed Transferee of Water Rights) (Date)

IMPORTANT! APPLICATION FILING INFORMATION IS PROVIDED ON THE NEXT PAGE.

WE ARE RETURNING YOUR APPLICATION FOR THE FOLLOWING REASON(S):

<input type="checkbox"/> APPLICATION FEE NOT ENCLOSED	<input type="checkbox"/> MAP NOT INCLUDED or INCOMPLETE
<input type="checkbox"/> ADDITIONAL SIGNATURES REQUIRED	<input type="checkbox"/> SECTION _____ IS INCOMPLETE
<input type="checkbox"/> OTHER/EXPLANATION: _____	
STAFF: _____	DATE: ____ / ____ / ____

# EXHIBIT B

EXHIBIT B

**ASSIGNMENT AND ASSUMPTION OF LEASES, CONTRACTS, LICENSES & PERMITS**

THIS ASSIGNMENT AND ASSUMPTION OF LEASES, CONTRACTS, LICENSES & PERMITS (this "*Assignment*") is made and entered into this 3<sup>rd</sup> day of ~~September~~ 2014, OCTOBER by and between NMC Mead, LLC, a Delaware limited liability company ("*Assignor*" or "*the Assignor*") having an address at 11100 Santa Monica Boulevard, Suite 850, Los Angeles, CA 90025 and Spokane Recycling Company LLC, a Washington limited liability company, having an address at 3548 Piper Avenue, Burnaby, BC, Canada V5A 3A9 ("*Assignee*" or "*the Assignee*") (Assignor and Assignee are sometimes hereinafter collectively referred to as "*Parties*" or "*the Parties*"). w/c

WHEREAS, Assignor and Assignee have entered into a Purchase and Sale Agreement dated August 1, 2014, as amended, (the "*Agreement*") for the sale by Assignor and purchase by Assignee of the real property and improvements thereon described on Exhibit A attached hereto and commonly known as 2111 East Hawthorne Road, Mead, Washington 99218 (hereinafter, the "*Property*");

WHEREAS, in conjunction with the consummation of the transaction as set forth in the Agreement, Assignor desires to assign, transfer, set over and deliver to Assignee all of Assignor's rights, duties, obligations, title and interest in and to those certain Leases and Contracts described on Exhibit B attached hereto (hereinafter, the "*Leases, Contracts, Licenses & Permits*"); and

WHEREAS, Assignee is assuming the rights, duties, obligations, title and interest of the Assignor in and to the Leases, Contracts, Licenses and Permits.

NOW, THEREFORE, for and in consideration of the covenants contained herein, and other good and valuable consideration, the receipt and sufficiency of which is acknowledged, the Parties agree as follows:

1. Assignment and Assumption. Assignor hereby assigns unto Assignee all of its rights, title and interest under the Leases, Contracts, Licenses and Permits including, without limitation, all of the right, title and interest of Assignor in and to any security deposits, prepaid rent or other sums held by Assignor as the landlord under the Leases, Contracts, Licenses and Permits. Assignee hereby accepts the assignment thereof and assumes the rights, duties, obligations and liabilities of Assignor, as such obligations arise on or after the date hereof.

2. Indemnification by Assignor. Assignor hereby unconditionally, absolutely and irrevocably agrees to indemnify and hold Assignee harmless of, from and against any and all costs, claims, obligations, damages, penalties, causes of action, losses, injuries, liabilities and expenses, including, without limitation, reasonable attorneys' fees, arising out of, in connection with or accruing under the Leases, Contracts, Licenses and Permits before the date hereof

3. Indemnification by Assignee. Assignee hereby unconditionally, absolutely and irrevocably agrees to indemnify and hold Assignor harmless of, from and against any and all costs, claims, obligations, damages, penalties, causes of action, losses, injuries, liabilities and expenses, including, without limitation, reasonable attorneys' fees, arising out of, in connection with or accruing under the Leases, Contracts, Licenses and Permits on and after the date hereof.

4. Further Assurances. Assignee shall, post-Closing, execute such further and additional documents and instruments as reasonably request by Assignor and/or reasonably or legally necessary and/or prudent to give effect to the obligations and transactions described herein including, but not limited to, all applications and submittals required by regulatory agencies to assume the environmental permits.

5. Counterpart Signatures. This Assignment may be executed in any number of counterparts, each of which so executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same Assignment. The parties shall be entitled to sign and transmit an electronic signature of this Assignment (whether by facsimile, PDF or other e-mail transmission), which signature shall be binding on the party whose name is contained therein. Any party providing an electronic signature agrees to promptly execute and deliver to the other parties an original signed Assignment.

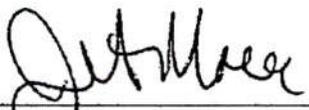
*[Signatures on following page.]*

IN WITNESS WHEREOF, the parties hereto have duly executed this Assignment as of the day and year first above written.

**ASSIGNOR:**

**NMC Mead, LLC,**  
a Delaware limited liability company,

By: S. L. Properties, Inc.,  
a Delaware corporation,  
its Manager

By:   
\_\_\_\_\_  
John A. Mase  
Chief Executive Officer

**ASSIGNEE:**

**SPOKANE RECYCLING COMPANY, LLC,**  
a Washington limited liability company,

By: Paramjit Mothi Paramjit Mothi  
Name: PARAMJIT MOTHI  
Title: OWNER

IN WITNESS WHEREOF, the parties hereto have duly executed this Assignment as of the day and year first above written.

**ASSIGNOR:**

**NMC Mead, LLC,**  
a Delaware limited liability company,

By: S. L. Properties, Inc.,  
a Delaware corporation,  
its Manager

By: \_\_\_\_\_  
John A. Mase  
Chief Executive Officer

**ASSIGNEE:**

**SPOKANE RECYCLING COMPANY, LLC,**  
a Washington limited liability company,

By: Paramjit Hothi

Name: PARAMSIT HOTHU

Title: OWNER

EXHIBIT A

DESCRIPTION OF THE PLANT REAL PROPERTY

PARCEL A

THAT PORTION OF THE NORTH HALF OF SECTION 16, TOWNSHIP 26 NORTH, RANGE 43 EAST, W.M., SPOKANE COUNTY, WASHINGTON, DESCRIBED AS FOLLOWS:

BEGINNING AT THE NORTHWEST CORNER OF THE NORTHEAST QUARTER OF SAID SECTION 16; THENCE ALONG THE NORTH LINE OF SAID NORTHEAST QUARTER, SOUTH 89°43'12" EAST 1434.06 FEET TO THE TRUE POINT OF BEGINNING; A POINT ON THE BOUNDARY OF SAID PARCEL A SHOWN ON THE RECORD OF SURVEY RECORDED JULY 19, 2006, AS AUDITOR'S FILE NUMBER 5408686; THENCE ALONG SAID BOUNDARY OF SAID PARCEL A THE FOLLOWING FORTY-NINE (49) CALLS: 1) SOUTH 00°16'48" WEST 282.18 FEET; 2) NORTH 89°33'44" WEST 113.58 FEET; 3) SOUTH 77°05'46" WEST 36.12 FEET; 4) SOUTH 52°17'25" WEST 39.40 FEET; 5) SOUTH 14°29'52" WEST 38.03 FEET; 6) SOUTH 1°12'06" WEST 94.75 FEET; 7) SOUTH 07°38'50" WEST 51.71 FEET; 8) SOUTH 15°55'21" WEST 17.49 FEET; 9) SOUTH 38°09'37" WEST 17.43 FEET; 10) SOUTH 50°42'00" WEST 20.27 FEET; 11) SOUTH 59°31'40" WEST 20.34 FEET; 12) NORTH 88°42'33" WEST 726.66 FEET; 13) NORTH 01°17'27" EAST 11.00 FEET; 14) NORTH 88°42'33" WEST 15.00 FEET; 15) SOUTH 01°17'27" WEST 11.00 FEET; 16) NORTH 88°42'33" WEST 94.37 FEET; 17) NORTH 87°44'02" WEST 47.70 FEET; 18) SOUTH 82°38'28" WEST 36.46 FEET; 19) NORTH 05°56'23" WEST 17.41 FEET; 20) NORTH 52°01'54" WEST 93.74 FEET; 21) NORTH 16°26'32" WEST 92.27 FEET; 22) SOUTH 88°30'33" EAST 16.98 FEET; 23) NORTH 01°56'24" WEST 184.84 FEET; 24) SOUTH 83°47'26" WEST 52.25 FEET; 25) NORTH 11°03'37" WEST 52.72 FEET; 26) SOUTH 81°14'41" WEST 87.18 FEET; 27) SOUTH 18°34'20" WEST 131.33 FEET; 28) SOUTH 00°00'00" WEST 87.95 FEET; 29) SOUTH 88°30'33" EAST 158.37 FEET; 30) SOUTH 16°26'32" EAST 103.88 FEET; 31) SOUTH 45°16'16" EAST 96.10 FEET; 32) SOUTH 82°40'40" WEST 172.41 FEET; 33) SOUTH 54°17'07" WEST 100.89 FEET; 34) NORTH 88°56'22" WEST 632.94 FEET; 35) SOUTH 83°26'27" WEST 48.69 FEET; 36) SOUTH 88°47'23" WEST 68.36 FEET; 37) NORTH 88°34'23" WEST 743.22 FEET; 38) NORTH 03°09'30" WEST 463.21 FEET; 39) SOUTH 89°16'07" EAST 215.19 FEET; 40) NORTH 38°52'22" EAST 194.44 FEET TO A POINT ON THE NORTH LINE OF THE NORTHWEST QUARTER OF SAID SECTION 16; 41) ALONG SAID NORTH LINE, NORTH 89°33'04" WEST 1291.95 FEET TO A POINT ON A 919.40 FOOT RADIUS NON-TANGENT CURVE, THE CENTER OF CIRCLE OF WHICH BEARS SOUTH 78°59'15" EAST; 42) LEAVING SAID NORTH LINE AND SOUTHWESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 10°50'18", 173.92 FEET TO THE POINT OF TANGENT; 43) SOUTH 00°10'27" WEST 456.34 FEET TO THE POINT OF CURVE OF A 444.00 FOOT RADIUS CURVE TO THE LEFT; 44) ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 39°48'55", 308.54 FEET TO THE POINT OF TANGENT; 45) SOUTH 39°38'28" EAST 514.25 FEET TO THE POINT OF CURVE OF A 444.00 FOOT RADIUS CURVE TO THE LEFT; 46) ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 11°06'51", 86.13 FEET TO THE POINT OF TANGENT; 47) SOUTH 50°45'19" EAST 513.24 FEET TO THE POINT OF CURVE OF A 556.00 FOOT RADIUS CURVE TO THE RIGHT; 48) ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 33°58'39", 329.72 FEET TO THE POINT OF TANGENT; 49) SOUTH 16°46'40" EAST 248.82 FEET TO A POINT ON THE NORTHERLY RIGHT-OF-WAY LINE OF HAWTHORNE ROAD (FORMERLY KNOWN AS GRAVES ROAD); THENCE ALONG SAID NORTHERLY RIGHT-OF-WAY LINE AND CONTINUING ALONG SAID BOUNDARY OF PARCEL A THE FOLLOWING THREE (3) CALLS: 1) NORTH 73°13'20" EAST 140.42 FEET TO THE POINT OF CURVE OF A 1939.86 FOOT RADIUS CURVE TO THE RIGHT; 2) ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE

OF 17°31'32", 593.36 FEET TO THE POINT OF TANGENT; 3) SOUTH 89°15'08" EAST 2593.04 FEET; THENCE LEAVING SAID NORTHERLY RIGHT-OF-WAY LINE AND CONTINUING ALONG SAID BOUNDARY OF PARCEL A THE FOLLOWING FOUR (4) COURSES: 1) NORTH 45°44'21" EAST 352.93 FEET; 2) NORTH 00°45'39" EAST 1337.81 FEET; 3) NORTH 44°29'08" WEST 704.15 FEET TO A POINT ON SAID NORTH LINE OF THE NORTHEAST QUARTER OF SECTION 16; 4) ALONG SAID NORTH LINE, NORTH 89°43'12" WEST 293.43 FEET TO THE TRUE POINT OF BEGINNING.

Situated in the County of Spokane, State of Washington

**PARCEL B**

A PARCEL OF LAND IN SECTION 16, TOWNSHIP 26 NORTH, RANGE 43 EAST, W.M., BEING A PORTION OF THAT CERTAIN TRACT OF LAND ACQUIRED FOR THE UNITED STATE OF AMERICA BONNEVILLE POWER ADMINISTRATION SHOWN IN A JUDGMENT ON A DECLARATION OF TAKING IN THE DISTRICT COURT OF THE UNITED STATES FOR THE EASTERN DISTRICT OF WASHINGTON, NORTH DIVISION CIVIL ACTION NO. 228 IN SAID COURT, DATED NOVEMBER 12, 1941, MORE PARTICULARLY DESCRIBED AS FOLLOWS: BEGINNING AT A POINT ON THE NORTH LINE OF SECTION 16, AND WHICH BEARS SOUTH 89°43'12" WEST, 427.10 FEET (SOUTH 89°45' WEST, 427.1 FEET, RECORD) FROM THE NORTHEAST CORNER OF SAID SECTION; THENCE SOUTH 00°05'06" EAST, 499.95 FEET (SOUTH 00°37' EAST, 500.1 FEET, RECORD); THENCE NORTH 44°29'08" WEST, 704.15 FEET (NORTH 45°00' WEST 704.2 FEET, RECORD) TO THE NORTH LINE OF SAID SECTION 16; THENCE SOUTH 89°43'12" EAST, (NORTH 89°45' EAST, RECORD) ALONG THE NORTH LINE OF SAID SECTION, 492.68 FEET (492.6 FEET, RECORD) TO THE POINT OF BEGINNING;

Situated in the County of Spokane, State of Washington

**PARCEL C**

TRACT 47, CITY GARDENS, AS PER PLAT RECORDED IN VOLUME "P" OF PLATS, PAGE 34;

EXCEPT THAT PORTION OF TRACT 47, LYING NORTHWESTERLY OF STATE HIGHWAY NO. 6;

AND EXCEPT STATE ROAD NO. 6 AS DEEDED AUGUST 17, 1931, UNDER AUDITOR'S FILE NO. 89557A;

AND EXCEPT THAT PORTION LYING WITHIN PEONE CREEK REVISION S.R.P. NO. 21 DEEDED UNDER AUDITOR'S FILE NO. 234099A;

AND EXCEPT THAT PORTION LYING NORTHERLY OF A LINE WHICH IS 80 FEET SOUTHERLY AND PARALLEL TO THE LINE SURVEY OF SR2, HAWTHORNE ROAD VICINITY TO DAY-MT. SPOKANE ROAD AS DEEDED UNDER AUDITOR'S FILE NO. 8512270042;

AND ALSO EXCEPT THAT PORTION CONVEYED TO THE STATE OF WASHINGTON FOR STATE ROUTE 395 BY WARRANTY DEED UNDER AUDITOR'S FILE NO. 4614975.

Situated in the County of Spokane, State of Washington

**EXHIBIT B**

**LEASES, CONTRACTS, LICENSES & PERMITS**

1. Agreement for Sale of Water Well, Easements and Conveyance of Water Rights with Spokane County Water District # 3 (further described on Exhibit C)<sup>1</sup>
2. Change Applications for Water Rights # 05928 (Dept of Ecology File # G3-06833), 01032-D (Dept. of Ecology File # G3-01098) and 01033-D (Dept. of Ecology File # G3-01099)
3. Washington State Dept. of Ecology – Wastewater Permit #WA0000876 (category: aluminum & magnesium reduction mills) from July 1, 2014 through June 30, 2015
4. Spokane Regional Health District – Solid Waste Disposal Site & Facility Permit #SHRD SW-KACCMEAD-001 issued January 1, 2014 and expiring December 31, 2014
5. General Permit for Biosolids Management from Dept. of Ecology Permit #BA0000876 (category: biosolids – beneficial use) from July 1, 2014 through June 30, 2015
6. Interim Water Service Agreement with Kaiser Aluminum Fabricated Products, LLC, Whitworth Water District No. 2, Seller and Kaiser North Water District, if applicable
7. Joint Aquatic Resources Permit issued by Dept. of Ecology, if applicable
8. Any lease agreements, verbal or written, dated as of May 1, 2009 or otherwise, between CDC Mead, L.L.C. and/or NMC Mead, LLC (collectively or individually, as Landlord) and A. J. Edmond Co. (as Tenant)
9. Industry Track Agreement between BNSF Railway Company and NMC Mead, LLC effective July 9, 2014

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<sup>1</sup> Buyer has been informed that in 2011 Seller's predecessor-in-interest had closed the sale, under threat of eminent domain, of water well #6 and ancillary easements and that the Property being sold is subject thereto.

COPY



WASHINGTON STATE DEPARTMENT OF ECOLOGY

RECEIPT 208949

DATE 3/5/15

RECEIVED FROM Spokane Recycling Company  
One hundred fifty and 00/100 DOLLARS 150.00

FUND: General UST WWD Other Cash

LOCATION: ARD Check # 0092

PURPOSE: Water Right application MO #

By [Signature] Thank You

# RECEIPT

Department of Ecology (4610)  
PO Box 47611  
Olympia, WA 98504-7611  
(360) 407-7095

Receipt Number  
Manual Receipt

12CJ018630

Document Number 461R1338 CJ Date 05/22/2012 FM 11

Remitter Name WITHERSPOON KELLEY Receipt Name

Check/Draw Number 53477

Document Amount 150.00

Method of Payment Check

Comment Description WATER RIGHTS - ERO *3 assignments 05928-A, 1032-D, 1033-D*

RECEIVED

MAY 24 2012

DEPARTMENT OF ECOLOGY  
EASTERN REGIONAL OFFICE

REF NR	DOC NR	REF DOC SFX	INV NR	ID NR	SUB ID NR	T	C	R	FUND	MAJ GRP	MAG SRC	SUB SRC	CNTY	WORK CLS	PIC	AI	ORG	PRJ	SUB PRJ	PRJ PHS	SUB OBJ	SUB SUB OBJ	VAR GL	SUB DR	SID CR	SUB SID	ALOC	AMT
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001 001 02 85 000011

150.00



STATE OF WASHINGTON  
DEPARTMENT OF ECOLOGY

4601 N Monroe Street • Spokane, Washington 99205-1295 • (509)329-3400

May 23, 2012

COPY

NMC Mead LLC  
12214 Lakewood Blvd  
Downey, CA 90242

Re: Applications for Change under Ground Water Certificate No.'s 5928-A, 1032-D and 1033-D

Dear Sir or Madam:

We have processed your requests for assignment. Our records have been changed to reflect the assignments and we will send all future correspondence to you. We have enclosed copies of the applications for your information and records.

This decision may indicate a Real Estate Excise Tax liability for the seller of water rights. The Department of Revenue has requested notification of potentially taxable water right related actions, and therefore will be given notice of this decision, including document copies. Please contact the state Department of Revenue to obtain specific requirements for your project. Phone: (360) 570-3265. The mailing address is: Department of Revenue, Real Estate Excise Tax, PO Box 47477, Olympia WA 98504-7477 Internet: <http://dor.wa.gov/> E-mail: [REETSP@DOR.WA.GOV](mailto:REETSP@DOR.WA.GOV).

If you have any questions, please contact Kevin Brown at 509-329-3422.

Sincerely,

Water Resources Program  
Eastern Regional Office

/md

Enclosure: Copy of Applications

cc: Spokane County Water Conservancy Board

May 16, 2012

RECEIVED

MAY 17 2012

DEPARTMENT OF ECOLOGY  
EASTERN REGIONAL OFFICE

Mr. Kevin Brown  
Water Resources Program  
Department of Ecology  
4601 N. Monroe St.  
Spokane, Washington 99205

**Re: Assignment of Application/Permit Nos. 05928-A, 1032-D and 1033-D**

Dear Kevin:

Please find enclosed Witherspoon Kelley check no. 53477 in the amount of \$150.00 to cover the application fee for the three above-referenced Applications to Transfer Ground Water Permit sent to your office by letter dated May 14, 2012.

Should you have questions, please feel free to give me a call.

Very truly yours,

WITHERSPOON • KELLEY



Karina Hermanson  
Legal Assistant to F.J. DULLANTY, JR.

/kh  
Enclosure

Accept: ASSIGNMENTS (3)  
Chkd B, KB Date: 5/17/12



**Water Resources Program**  
**Assignment of Application or Permit to Appropriate or Store Water**  
 To change the ownership of an application/permit

**RECEIVED**  
 MAY 15 2012  
 DEPARTMENT OF ECOLOGY  
 WEST REGIONAL OFFICE

**A NON-REFUNDABLE \$50.00 FEE MUST ACCOMPANY THE FILING OF THIS ASSIGNMENT**  
 PLEASE COMPLETE THIS FORM IN INK

I/We, CDC Mead, LLC *(Applicant/Permittee)*  
 (Please print)

Address: 1650 Des Peres Road City: St. Louis State: MO Zip: 63131 Telephone: (314) 835-2800  
 E-mail address: mroberts@cdcco.com

Hereby assign to: NMC Mead, LLC *(Assignee)*  
 (Please print)

Address: 12214 Lakewood Blvd. City: Downey State: CA Zip: 90242 Telephone: (562) 803-4761  
 E-mail address: gregs@newmillcapital.com; tmessmer@industrialrealtygroup.com

*2/15/12 for change/transfer of water right*  
 All my right, title, and interest in and to Application/Permit No. 05928 (Ecology file G3-06833) to appropriate the public waters of the State of Washington.

**OR** (for partial assignments)

**The following described portion of my right, title, and interest in and to Application/Permit**

No. N/A to appropriate the public waters of the State of Washington.

Describe portion of the application/permit assigned, listing the number of acres (only for irrigation rights), point of diversion/withdrawal location(s), and amount of the water in gallons per minute or cubic feet per second and acre feet per year.

---



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Provide the latitude and longitude of the Point(s) of Diversion or Withdrawal. If unable to do so, provide the distance and direction from the nearest Section, Township, and Range using the Public Land Survey System.

See Application for Change/Transfer of Water Right (attached hereto as Exhibit "A").

**If for a partial assignment, attach a copy of the property deed or title insurance policy and a detailed map of the proposal.**

This assignment is being made for the following reason(s): To facilitate the continuing application for transfer of water right to Spokane County Water District #3, see attached Exhibit "A". Also, please see Assignment and Assumption of Leases, Contracts, Licenses & Permits (exhibit B(3)) attached hereto as Exhibit "B".

If for a permit to appropriate or store water:

- The development schedule can be met.
- The development schedule cannot be met. A proposal for a new development schedule is included.

**Applicant/Permittee Section:**

*for change / transfer of water right*

I/We, CDC Mead, LLC, have read the above assignment of application or permit to appropriate or store water; that I/we know the contents thereof; and that the facts therein stated are true.

Signed this 12 day of April, in the year 2012.

\_\_\_\_\_  
Applicant/Permittee Signature

\_\_\_\_\_  
Applicant/Permittee Signature

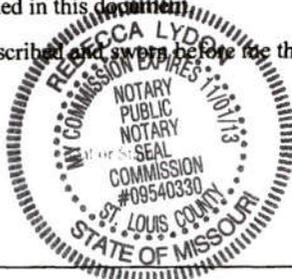
\_\_\_\_\_  
Applicant/Permittee Signature

State of ~~Washington~~ Missouri  
County of ST. LOUIS

I hereby certify that I know or have satisfactory evidence that Michael J. Roberts (Principal of CDC, Mead, LLC)

Applicant(s)/Permittee(s) is the person who appeared before me, and said person acknowledged that he/she signed this instrument and acknowledged it to be his/her free and voluntary act for the uses and purposes mentioned in this document.

Subscribed and sworn before me this 12 day of April, in the year 2012.



\_\_\_\_\_  
Notary Signature

My commission expires: 11-1-13

**Assignee Section:**

I/We, NMC Mead, LLC, have read the above assignment of application or permit to appropriate or store water; that I/we know the contents thereof; and that the facts therein stated are true.

Signed this \_\_\_ day of April, in the year 2012.

\_\_\_\_\_  
Assignee Signature

\_\_\_\_\_  
Assignee Signature

\_\_\_\_\_  
Assignee Signature

State of Washington

County of \_\_\_\_\_

I hereby certify that I know or have satisfactory evidence that Gregory Schain (Principal of NMC Mead, LLC)

Assignee(s) is the person who appeared before me, and said person acknowledged that he/she signed this instrument and acknowledged it to be his/her free and voluntary act for the uses and purposes mentioned in this document.

Subscribed and sworn before me this \_\_\_ day of April, in the year 2012.

Notary Name

\_\_\_\_\_  
Notary Signature

My commission expires: \_\_\_\_\_

**Applicant/Permittee Section:**

I/We, CDC Mead, LLC, have read the above assignment of application or permit to appropriate or store water; that I/we know the contents thereof; and that the facts therein stated are true.

Signed this    day of April, in the year 2012.

\_\_\_\_\_  
*Applicant/Permittee Signature*

\_\_\_\_\_  
*Applicant/Permittee Signature*

\_\_\_\_\_  
*Applicant/Permittee Signature*

State of Washington

County of \_\_\_\_\_

I hereby certify that I know or have satisfactory evidence that Michael J. Roberts (Principal of CDC, Mead, LLC)

Applicant(s)/Permittee(s) is the person who appeared before me, and said person acknowledged that he/she signed this instrument and acknowledged it to be his/her free and voluntary act for the uses and purposes mentioned in this document.

Subscribed and sworn before me this    day of April, in the year 2012.

Notary Public

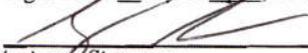
\_\_\_\_\_  
*Notary Signature*

My commission expires: \_\_\_\_\_

**Assignee Section:**

I/We, NMC Mead, LLC, have read the above assignment of application or permit to appropriate or store water; that I/we know the contents thereof; and that the facts therein stated are true.

Signed this 6 day of April, in the year 2012.

  
\_\_\_\_\_  
*Assignee Signature*

\_\_\_\_\_  
*Assignee Signature*

\_\_\_\_\_  
*Assignee Signature*

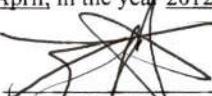
State of ~~Washington~~ NY  
County of NY

I hereby certify that I know or have satisfactory evidence that Gregory Schain (Principal of NMC Mead, LLC)

Assignee(s) is the person who appeared before me, and said person acknowledged that he/she signed this instrument and acknowledged it to be his/her free and voluntary act for the uses and purposes mentioned in this document.

Subscribed and sworn before me this    day of April, in the year 2012.

Notary Public

  
\_\_\_\_\_  
*Notary Signature*

My commission expires: \_\_\_\_\_

**KENNETH GLIEDMAN**  
**NOTARY PUBLIC-STATE OF NEW YORK**  
**No. 02GL6028916**  
**Qualified In New York County**  
**My Commission Expires October 11, 2014**

EXHIBIT "A"



**SPOKANE COUNTY WATER CONSERVANCY BOARD**

STATE OF WASHINGTON  
**APPLICATION FOR CHANGE/TRANSFER  
 OF WATER RIGHT**

For filing with the Department of Ecology or with County Conservancy Boards

(Check all that apply.)

- Change purpose(s) of use
- Add purpose(s) of use
- Change point(s) of diversion/withdrawal
- Add point(s) of diversion/withdrawal
- Change/transfer place of use
- Other (i.e. consolidation, intertie, trust water)

Explain: Consolidation

FOR OFFICE USE ONLY	
CHANGE No. _____	WRIA _____
DATE ACCEPTED ____/____/____	BY _____
FEE \$ _____	REC'D ____/____/____
CHECK No. _____	
ECY Coding: 001-002-WR10285-000011	
SEPA: <input type="checkbox"/> Exempt <input type="checkbox"/> Not exempt	

**\*\*IF MORE SPACE IS NEEDED, ATTACH ADDITIONAL SHEETS (PLEASE PRINT OR TYPE CLEARLY)\*\***

**1. Applicant Information:**

APPLICANT/BUSINESS NAME <b>CDC Mead, LLC</b>		PHONE NO. <b>(509) 468-5377</b>	FAX NO. <b>(509) 468-5418</b>
ADDRESS <b>2111 East Hawthorne Road</b>			
CITY <b>Mead</b>	STATE <b>WA</b>	ZIP CODE <b>99021-9517</b>	

CONTACT NAME (IF DIFFERENT FROM ABOVE) <b>Greg Paolino c/o CDC Mead LLC</b>		PHONE NO. <b>(509) 468-5377</b>	FAX NO. <b>(509) 468-5418</b>
ADDRESS <b>2111 East Hawthorne</b>			
CITY <b>Mead</b>	STATE <b>WA</b>	ZIP CODE <b>99021-9517</b>	

**2. Water Right Information:**

WATER RIGHT OR CLAIM NUMBER <b>#05928 (Ecology file G3-06833)</b>	RECORDED NAME(S) <b>Kaiser Aluminum and Chemical Corporation</b>
DO YOU OWN THE RIGHT TO BE CHANGED? <input checked="" type="checkbox"/> YES <input type="checkbox"/> NO	
IF NO, PROVIDE OWNER(S) NAME and ADDRESS:	
HAS THE WATER BEEN PUT TO BENEFICIAL USE IN THE LAST FIVE (5) YEARS? <input checked="" type="checkbox"/> YES <input type="checkbox"/> NO	
The water right has been protected from relinquishment under the "Future Planned Development" exemption as defined in RCW 90.14.140(2)(c): Notwithstanding any other provisions of RCW 90.14.130 through 90.14.180, there shall be no relinquishment of any water right: - (c) "If such right is claimed for a determined future development to take place either within fifteen years of July 1, 1967, or the most recent beneficial use of the water right, whichever date is later".	

*Please attach copies of any documentation that demonstrates consistent, historical use of water since the right was established. Also, if you have a water system plan or conservation plan, please include a copy with your application.*

FOR OFFICE USE ONLY			
APP. NO. _____	PERMIT NO. _____	CERT. NO. _____	CERT. OF CHANGE NO. _____

**3. Point(s) of Diversion/Withdrawal:**

**A. Existing**

SOURCE	NO.	¼	¼	SEC.	TWP.	RGE.	PARCEL #	WELL TAG #
CDC Groundwater Well	6	SE	NW	16	26N	43E	36165.9012	ACH-984

**B. Proposed**

SOURCE	NO.	¼	¼	SEC.	TWP.	RGE.	PARCEL #	WELL TAG #
CDC Groundwater Well	1	NW	NW	16	26N	43E	36165.9012	ACH-985
CDC Groundwater Well	2	S ½	NW	16	26N	43E	36165.9012	ABR-214
CDC Groundwater Well	5	SE	NW	16	26N	43E	36165.9012	ACH-983
CDC Groundwater Well	6	SE	NW	16	26N	43E	36165.9012	ACH-984
SCWD#3 Freya/Farwell Well	3-6	SE	SW	3	26N	43E		
SCWD#3 Cherry/Farwell Well	3-7	SW	SW	3	26N	43E		
SCWD#3 Helena Well	3-14	NW	NW	9	26N	43E		

DO YOU OWN THE EXISTING AND PROPOSED POINT(S) OF DIVERSION/WITHDRAWAL?

EXISTING:  YES  NO      PROPOSED:  YES  NO - IF NO, PROVIDE OWNER(S) NAME:

CDC owns 4 wells, Spokane County Water District #3 Water Service Area #4 owns three wells.

*Please include copies of all water well reports involved with this proposal. Also, if you know the distances from the nearest section corner to the above point(s) of diversion/withdrawal, please include that information in item No. 6 (remarks) or as an attachment.*

**4. Purpose of Use:**

**A. Existing**

PURPOSE OF USE	GPM or CFS	ACRE-FT/YR	PERIOD OF USE
Industrial	2500 gpm	4000	Continuous year round

**B. Proposed**

PURPOSE OF USE	GPM or CFS	ACRE-FT/YR	PERIOD OF USE
Municipal	2475 gpm	499.0	Municipal year round

Note: Acre footage request is for 499 AF total beneficial use with 92.05 AF consumptive.

**5. Place of Use:**

**A. Existing**

LEGAL DESCRIPTION OF LANDS WHERE WATER IS PRESENTLY USED:							
That part of the N1/2 of Section 16, T26N, R43 EWM, lying westerly of a line described as: beginning at a point on the section north line 1728.2 feet west of the north quarter corner; thence south 45° east 704.2 feet; thence south 0° 14' west 1338.2 feet; thence south 45° 14' west 353.6 feet; thence south 89° 46' east along the north right-of-way line of Graves Road 478.5 feet; thence on a 924.9 foot radius curve to the left (long chord bearing north 83° 16' east 224.1 feet) 224.6 feet to the section east line; AND NORTHERLY OF A LINE described as: beginning at a point on the section east line 500 feet north from the section east quarter corner; thence north 89° 46' west along southerly right-of-way of said road 2172 feet; thence south 0° 14' west 190 feet; thence north 89° 46' west 2217 feet; thence north 53° 20' west 1103.1 feet to a point on the section west line 1651.2 feet south of the northwest corner.							
¼	¼	SEC.	TWP.	RGE.	COUNTY	PARCEL #	# OF ACRES
Prtn:	N1/2	16	26N	43E	Spokane	36165.9012	197.73
DO YOU OWN ALL THE LANDS IN THE EXISTING PLACE OF USE? <input checked="" type="checkbox"/> YES <input type="checkbox"/> NO - IF NO, PROVIDE OWNER(S) NAME:							

**B. Proposed**

LEGAL DESCRIPTION OF LANDS WHERE NEW USE IS PROPOSED:							
The place of use (POU) will be the service area of Spokane Water District #3 Water Service Area #4 described in the most recent Spokane County Water District #3 Water System Plan approved by the Washington State Department of Health.							
1/4	1/2	SEC.	TWP.	RGE.	COUNTY	PARCEL #	# OF ACRES
					Spokane	SCWD#3 WSA #4	
DO YOU OWN ALL THE LANDS IN THE PROPOSED PLACE OF USE? <input type="checkbox"/> YES <input checked="" type="checkbox"/> NO - IF NO, PROVIDE OWNER(S) NAME: Properties are owned by private property owners within the service area of the Spokane County Water District #3 Water Service Area #4.							

*Attach a detailed map of your proposed change/transfer. The map should show existing and proposed point(s) of diversion/withdrawal, place of use and any other features involved with this application. If platted property, please include a certified copy of the plat map.*

Are there any ADDITIONAL WATER rights OR CLAIMS RELATED to the same property as the ONE PROPOSED FOR CHANGE/TRANSFER? X YES <input type="checkbox"/> NO - IF YES, PROVIDE THE WATER RIGHT/CLAIM NUMBER(S): Cert #01032, Cert. #01033, Cert. #01034, Cet. #00928, Cert. #02321
---

**6. Remarks and Other Relevant Information:**

Water will be provided by SCWD#3 WSA#4 for development and redevelopment of property in the North Kaiser Service Area, as identified in the Spokane County Coordinated Water System Plan, limited to the amount of water rights transferred under the water right change/transfer applications. This application for determined future development requests use of the entire portion of the water right that was put to beneficial use during the 5-year period ending December of 2000, with the understanding that use of the non-consumptive portion will be limited to return flows that occur within the Little Spokane Watershed.
IF FOR SEASONAL OR TEMPORARY, START DATE ____/____/____ END DATE ____/____/____

Certain applications may incur a Real Estate Excise Tax liability for the seller of the water rights. The Department of Revenue has requested notification of potential taxable water right related actions and therefore may be provided with a copy of this request.

Please contact the State Department of Revenue for further information. The phone number is (360) 570-3265. The address is: Department of Revenue, Real Estate Excise Tax, PO Box 47477, Olympia, WA 98504-7477.

**7. Signatures:**

I certify that the information above is true and accurate to the best of my knowledge. I understand that in order to process my application, I am hereby granting staff from the Department of Ecology or the County Conservancy Board access to the above site(s) for inspection and monitoring purposes. If assisted in the preparation of the above application, I understand that all responsibility for the accuracy of the information rests with me.

CDC Mead, LLC

by: Mark Holte \_\_\_\_\_ / / " / "  
(Applicant) (Date)

CDC Mead, LLC

by: Mark Holte \_\_\_\_\_ / / " / "  
(Water Right Holder) (Date)

SCWD #3

by: Jay White \_\_\_\_\_ 3 / 29 / 2011  
(Proposed Transferee of Water Rights) (Date)

**IMPORTANT!** APPLICATION FILING INFORMATION IS PROVIDED ON THE NEXT PAGE.

<b>WE ARE RETURNING YOUR APPLICATION FOR THE FOLLOWING REASON(S):</b>	
<input type="checkbox"/> APPLICATION FEE NOT ENCLOSED	<input type="checkbox"/> MAP NOT INCLUDED or INCOMPLETE
<input type="checkbox"/> ADDITIONAL SIGNATURES REQUIRED	<input type="checkbox"/> SECTION _____ IS INCOMPLETE
<input type="checkbox"/> OTHER/EXPLANATION: _____	
STAFF: _____	DATE: ____ / ____ / ____

**EXHIBIT "B"**

03/12/2012 02:33:22 PM 6075112  
Recording Fee \$70.00 Page 1 of 1  
Assignment Of Lease FIRST, AMERICAN TITLE INSURANCE COMPANY  
Spokane County Washington

AFTER RECORDING MAIL TO:  
NMC Mead, LLC  
c/o Mr. Jerry A. Brown, Jr., Esq.  
Fainsbert Mase & Snyder, LLP  
11835 W. Olympic Blvd - Suite 1100  
Los Angeles, CA 90064



NCS-517373

Filed for Record at Request of:  
First American Title Ins. Co.  
777 S. Figueroa Street, Suite 400  
Los Angeles, CA 90017

Space above this line for Recorder's use only

**ASSIGNMENT AND ASSUMPTION OF LEASES, CONTRACTS, LICENSES & PERMITS**

First American Title Ins. Co. File No. : NCS-517373-LA2 Effective Date: March 6, 2012

Grantor: CDC Mead, L.L.C.  
Grantee: NMC Mead, LLC  
Abbreviated Legal: Portion of N 1/4 Sec. 16, Twnshp 26 N, Rang 43 E, W.M.  
Spokane Co. (and portion of Tract 47, City Gardens, as per  
plat Vol P, Page 34)  
Assessor's Tax Parcel: 36165.9016 (Ptn)  
36161.9009  
36033.0111

Reference: unrecorded lease

THIS ASSIGNMENT AND ASSUMPTION OF LEASES, CONTRACTS, LICENSES & PERMITS (this "Assignment") is made and entered into this 6th day of March, 2012, by and between CDC MEAD, L.L.C. a Missouri limited liability company ("Assignor" or "the Assignor") having an address at 1650 Des Peres Rd., Suite 303, St. Louis, Missouri 63131 and NMC Mead, LLC, a Delaware limited liability company, having an address at 575 Lexington Ave - 4<sup>th</sup> Floor, New York, NY 10022 ("Assignee" or "the Assignee") (Assignor and Assignee are sometimes hereinafter collectively referred to as "Parties" or "the Parties").

WHEREAS, Assignor and Assignee have entered into a Purchase and Sale Agreement dated November 16, 2011, as amended, (the "Agreement") for the sale by Assignor and purchase by Assignee's predecessor in interest of the real property and improvements thereon described on Exhibit A attached hereto (hereinafter, the "Property");

R. E. Excise Tax Exempt

WHEREAS, in conjunction with the consummation of the transaction as set forth in the Agreement, Assignor desires to assign, transfer, set over and deliver to Assignee all of Assignor's rights, duties, obligations, title and interest in and to that certain Lease and those Contracts described on Exhibit B attached hereto (hereinafter, the "*Leases, Contracts, Licenses & Permits*"); and

WHEREAS, Assignee is assuming the rights, duties, obligations, title and interest of the Assignor in and to the *Leases, Contracts, Licenses and Permits*.

NOW, THEREFORE, for and in consideration of the covenants contained herein, and other good and valuable consideration, the receipt and sufficiency of which is acknowledged, the Parties agree as follows:

1. Assignment and Assumption. Assignor hereby assigns unto Assignee all of its rights, title and interest under the *Leases, Contracts, Licenses and Permits* including, without limitation, all of the right, title and interest of Assignor in and to any security deposits, prepaid rent or other sums held by Assignor as the landlord under the *Leases, Contracts, Licenses and Permits*. Assignee hereby accepts the assignment thereof and assumes the rights, duties, obligations and liabilities of Assignor, as such obligations arise on or after the date hereof.

2. Indemnification by Assignor. Assignor hereby unconditionally, absolutely and irrevocably agrees to indemnify and hold Assignee harmless of, from and against any and all costs, claims, obligations, damages, penalties, causes of action, losses, injuries, liabilities and expenses, including, without limitation, reasonable attorneys' fees, arising out of, in connection with or accruing under the *Leases, Contracts, Licenses and Permits* before the date hereof

3. Indemnification by Assignee. Assignee hereby unconditionally, absolutely and irrevocably agrees to indemnify and hold Assignor harmless of, from and against any and all costs, claims, obligations, damages, penalties, causes of action, losses, injuries, liabilities and expenses, including, without limitation, reasonable attorneys' fees, arising out of, in connection with or accruing under the *Leases, Contracts, Licenses and Permits* on and after the date hereof.

4. Further Assurances. Assignee shall, post-Closing, execute such further and additional documents and instruments as reasonably request by Assignor and/or reasonably or legally necessary and/or prudent to give effect to the obligations and transactions described herein including, but not limited to, all applications and submittals required by regulatory agencies to assume the environmental permits.

5. Counterpart Signatures. This Assignment may be executed in counterpart signatures, all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have duly executed this Assignment as of the day and year first above written.

ASSIGNOR:

CDC MEAD, L.L.C.

By: Commercial Development Company, Inc.,  
its sole manager

By: \_\_\_\_\_

Name:

Title:

ASSIGNEE:

NMC Mead, LLC

By: S.L. Properties, Inc.  
Its: Manager

By:  \_\_\_\_\_

Name: Stuart Lichter

Title: President

State of Missouri )  
 )  
County of St. Louis )

I certify that I know or have satisfactory evidence that \_\_\_\_\_ is the person(s) who appeared before me, and said person(s) acknowledged that he signed this instrument, on oath stated that he is authorized to execute the instrument and acknowledged it as the \_\_\_\_\_ of Commercial Development Company, Inc., the sole manager of of CDC Mead, L.L.C. (Assignor) to be the free and voluntary act of such party(ies) for the uses and purposes mentioned in this instrument.

Dated: \_\_\_\_\_

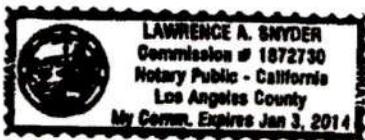
Notary Public \_\_\_\_\_  
For State of Missouri  
Residing at: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

State of California )  
 Los )  
County of Angeles )

I certify that I know or have satisfactory evidence that Stuart Lichter is the person(s) who appeared before me, and said person(s) acknowledged that he signed this instrument, on oath stated that he is authorized to execute the instrument and acknowledged it as the presiden of S. L. Properties Inc., the sole manager of NMC Mead, LLC (Assignee) to be the free and voluntary act of such party(ies) for the uses and purposes mentioned in this instrument.

Dated: 02 21 12

Lawrence Rabyda  
Notary Public  
For State of California  
Residing at: 11835 W Olympic Bl #1100  
Los Angeles CA 90044  
My Commission Expires: 01 03 14



IN WITNESS WHEREOF, the parties hereto have duly executed this Assignment as of the day and year first above written.

ASSIGNOR:

CDC MEAD, L.L.C.

By: Commercial Development Company, Inc.,  
its sole manager

By: Michael Roberts  
Name: Michael Roberts  
Title: V. PRES.

ASSIGNEE:

NMC Mead, LLC

By: S.L. Properties, Inc.  
Its: Manager

By: \_\_\_\_\_  
Name: Stuart Lichter  
Title: President

State of Missouri )  
 )  
County of St. Louis )

I certify that I know or have satisfactory evidence that Michael Roberts is the person(s) who appeared before me, and said person(s) acknowledged that he signed this instrument, on oath stated that he is authorized to execute the instrument and acknowledged it as the Tyres of Commercial Development Company, Inc., the sole manager of of CDC Mead, L.L.C. (Assignor) to be the free and voluntary act of such party(ies) for the uses and purposes mentioned in this instrument.

Dated: 8-20-12



Rebecca Lydon  
Notary Public Rebecca Lydon  
For State of Missouri  
Residing at: 9951 Solar Ln  
Millton MO 63123  
My Commission Expires: 11-1-13

State of \_\_\_\_\_ )  
 )  
County of \_\_\_\_\_ )

I certify that I know or have satisfactory evidence that \_\_\_\_\_ is the person(s) who appeared before me, and said person(s) acknowledged that he signed this instrument, on oath stated that he is authorized to execute the instrument and acknowledged it as the \_\_\_\_\_ of S. L. Properties Inc., the sole manager of NMC Mead, LLC (Assignee) to be the free and voluntary act of such party(ies) for the uses and purposes mentioned in this instrument.

Dated: \_\_\_\_\_

\_\_\_\_\_  
Notary Public \_\_\_\_\_  
For State of \_\_\_\_\_  
Residing at: \_\_\_\_\_  
\_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

## EXHIBIT A

## DESCRIPTION OF THE PLANT REAL PROPERTY

## PARCEL A

THAT PORTION OF THE NORTH HALF OF SECTION 16, TOWNSHIP 26 NORTH, RANGE 43 EAST, W.M., SPOKANE COUNTY, WASHINGTON, DESCRIBED AS FOLLOWS:

BEGINNING AT THE NORTHWEST CORNER OF THE NORTHEAST QUARTER OF SAID SECTION 16; THENCE ALONG THE NORTH LINE OF SAID NORTHEAST QUARTER, SOUTH 89°43'12" EAST 1434.06 FEET TO THE TRUE POINT OF BEGINNING; A POINT ON THE BOUNDARY OF SAID PARCEL A SHOWN ON THE RECORD OF SURVEY RECORDED JULY 19, 2006, AS AUDITOR'S FILE NUMBER 5408686; THENCE ALONG SAID BOUNDARY OF SAID PARCEL A THE FOLLOWING FORTY-NINE (49) CALLS: 1) SOUTH 00°16'48" WEST 282.18 FEET; 2) NORTH 89°33'44" WEST 113.58 FEET; 3) SOUTH 77°05'46" WEST 36.12 FEET; 4) SOUTH 52°17'25" WEST 39.40 FEET; 5) SOUTH 14°29'52" WEST 38.03 FEET; 6) SOUTH 1°12'06" WEST 94.75 FEET; 7) SOUTH 07°38'50" WEST 51.71 FEET; 8) SOUTH 15°55'21" WEST 17.49 FEET; 9) SOUTH 38°09'37" WEST 17.43 FEET; 10) SOUTH 50°42'00" WEST 20.27 FEET; 11) SOUTH 59°31'40" WEST 20.34 FEET; 12) NORTH 88°42'33" WEST 726.66 FEET; 13) NORTH 01°17'27" EAST 11.00 FEET; 14) NORTH 88°42'33" WEST 15.00 FEET; 15) SOUTH 01°17'27" WEST 11.00 FEET; 16) NORTH 88°42'33" WEST 94.37 FEET; 17) NORTH 87°44'02" WEST 47.70 FEET; 18) SOUTH 82°38'28" WEST 36.46 FEET; 19) NORTH 05°56'23" WEST 17.41 FEET; 20) NORTH 52°01'54" WEST 93.74 FEET; 21) NORTH 16°26'32" WEST 92.27 FEET; 22) SOUTH 88°30'33" EAST 16.98 FEET; 23) NORTH 01°56'24" WEST 184.84 FEET; 24) SOUTH 83°47'26" WEST 52.25 FEET; 25) NORTH 11°03'37" WEST 52.72 FEET; 26) SOUTH 81°14'41" WEST 87.18 FEET; 27) SOUTH 18°34'20" WEST 131.33 FEET; 28) SOUTH 00°00'00" WEST 87.95 FEET; 29) SOUTH 88°30'33" EAST 158.37 FEET; 30) SOUTH 16°26'32" EAST 103.88 FEET; 31) SOUTH 45°16'16" EAST 96.10 FEET; 32) SOUTH 82°40'40" WEST 172.41 FEET; 33) SOUTH 54°17'07" WEST 100.89 FEET; 34) NORTH 88°56'22" WEST 632.94 FEET; 35) SOUTH 83°26'27" WEST 48.69 FEET; 36) SOUTH 88°47'23" WEST 68.36 FEET; 37) NORTH 88°34'23" WEST 743.22 FEET; 38) NORTH 03°09'30" WEST 463.21 FEET; 39) SOUTH 89°16'07" EAST 215.19 FEET; 40) NORTH 38°52'22" EAST 194.44 FEET TO A POINT ON THE NORTH LINE OF THE NORTHWEST QUARTER OF SAID SECTION 16; 41) ALONG SAID NORTH LINE, NORTH 89°33'04" WEST 1291.95 FEET TO A POINT ON A 919.40 FOOT RADIUS NON-TANGENT CURVE, THE CENTER OF CIRCLE OF WHICH BEARS SOUTH 78°59'15" EAST; 42) LEAVING SAID NORTH LINE AND SOUTHWESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 10°50'18", 173.92 FEET TO THE POINT OF TANGENT; 43) SOUTH 00°10'27" WEST 456.34 FEET TO THE POINT OF CURVE OF A 444.00 FOOT RADIUS CURVE TO THE LEFT; 44) ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 39°48'55", 308.54 FEET TO THE POINT OF TANGENT; 45) SOUTH 39°38'28" EAST 514.25 FEET TO THE POINT OF CURVE OF A 444.00 FOOT RADIUS CURVE TO THE LEFT; 46) ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 11°06'51", 86.13 FEET TO THE POINT OF TANGENT; 47) SOUTH 50°45'19" EAST 513.24 FEET TO THE POINT OF CURVE OF A 556.00 FOOT RADIUS CURVE TO THE RIGHT; 48) ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 33°58'39", 329.72 FEET TO THE POINT OF TANGENT; 49) SOUTH 16°46'40" EAST 248.82 FEET TO A POINT ON THE NORTHERLY RIGHT-OF-WAY LINE OF HAWTHORNE ROAD (FORMERLY KNOWN AS GRAVES ROAD); THENCE ALONG SAID NORTHERLY RIGHT-OF-WAY LINE AND CONTINUING ALONG SAID BOUNDARY OF PARCEL A THE FOLLOWING THREE (3) CALLS: 1) NORTH 73°13'20" EAST 140.42 FEET TO THE POINT OF CURVE OF A 1939.86 FOOT RADIUS

CURVE TO THE RIGHT; 2) ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 17°31'32", 593.36 FEET TO THE POINT OF TANGENT; 3) SOUTH 89°15'08" EAST 2593.04 FEET; THENCE LEAVING SAID NORTHERLY RIGHT-OF-WAY LINE AND CONTINUING ALONG SAID BOUNDARY OF PARCEL A THE FOLLOWING FOUR (4) COURSES: 1) NORTH 45°44'21" EAST 352.93 FEET; 2) NORTH 00°45'39" EAST 1337.81 FEET; 3) NORTH 44°29'08" WEST 704.15 FEET TO A POINT ON SAID NORTH LINE OF THE NORTHEAST QUARTER OF SECTION 16; 4) ALONG SAID NORTH LINE, NORTH 89°43'12" WEST 293.43 FEET TO THE TRUE POINT OF BEGINNING.

Situated in the County of Spokane, State of Washington

**PARCEL B**

A PARCEL OF LAND IN SECTION 16, TOWNSHIP 25 NORTH, RANGE 43 EAST, W.M., BEING A PORTION OF THAT CERTAIN TRACT OF LAND ACQUIRED FOR THE UNITED STATE OF AMERICA BONNEVILLE POWER ADMINISTRATION SHOWN IN A JUDGMENT ON A DECLARATION OF TAKING IN THE DISTRICT COURT OF THE UNITED STATES FOR THE EASTERN DISTRICT OF WASHINGTON, NORTH DIVISION CIVIL ACTION NO. 228 IN SAID COURT, DATED NOVEMBER 12, 1941, MORE PARTICULARLY DESCRIBED AS FOLLOWS: BEGINNING AT A POINT ON THE NORTH LINE OF SECTION 16, AND WHICH BEARS SOUTH 89°43'12" WEST, 427.10 FEET (SOUTH 89°45' WEST, 427.1 FEET, RECORD) FROM THE NORTHEAST CORNER OF SAID SECTION; THENCE SOUTH 00°05'06" EAST, 499.95 FEET (SOUTH 00°37' EAST, 500.1 FEET, RECORD); THENCE NORTH 44°29'08" WEST, 704.15 FEET (NORTH 45°00' WEST 704.2 FEET, RECORD) TO THE NORTH LINE OF SAID SECTION 16; THENCE SOUTH 89°43'12" EAST, (NORTH 89°45' EAST, RECORD) ALONG THE NORTH LINE OF SAID SECTION, 492.68 FEET (492.6 FEET, RECORD) TO THE POINT OF BEGINNING;

Situated in the County of Spokane, State of Washington

**PARCEL C**

TRACT 47, CITY GARDENS, AS PER PLAT RECORDED IN VOLUME "P" OF PLATS, PAGE 34;

EXCEPT THAT PORTION OF TRACT 47, LYING NORTHWESTERLY OF STATE HIGHWAY NO. 6;

AND EXCEPT STATE ROAD NO. 6 AS DEEDED AUGUST 17, 1931, UNDER AUDITOR'S FILE NO. 89557A;

AND EXCEPT THAT PORTION LYING WITHIN PEONE CREEK REVISION S.R.P. NO. 21 DEEDED UNDER AUDITOR'S FILE NO. 234099A;

AND EXCEPT THAT PORTION LYING NORTHERLY OF A LINE WHICH IS 80 FEET SOUTHERLY AND PARALLEL TO THE LINE SURVEY OF SR2, HAWTHORNE ROAD VICINITY TO DAY-MT. SPOKANE ROAD AS DEEDED UNDER AUDITOR'S FILE NO. 8512270042;

AND ALSO EXCEPT THAT PORTION CONVEYED TO THE STATE OF WASHINGTON FOR STATE ROUTE 395 BY WARRANTY DEED UNDER AUDITOR'S FILE NO. 4614975.

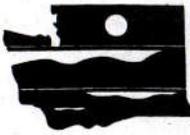
Situated in the County of Spokane, State of Washington

**EXHIBIT B**

**LEASES, CONTRACTS, LICENSES & PERMITS**

- 1) A.J. Edmonds lease
- 2) Agreement for Sale of Water Well, Easements and Conveyance of Water Rights with Spokane County Water District # 3 (further described on Exhibit C)(footnote 1)
- 3) Change Applications for Water Rights # 05928 (Dept of Ecology File # G3-06833), 01032-D (Dept. of Ecology File # G3-01098) and 01033-D (Dept. of Ecology File # G3-01099)
- 4) Washington State Dept. of Ecology – Wastewater Permit # WA0000876 (category: aluminum & magnesium reduction mills – NPDES permit) effective thru June 30, 2010. Renewal application pending.
- 5) Spokane Regional Health District – Solid Waste Disposal Site & Facility Permit # shrd sw-kaccmead – 001 effective thru December 2010.
- 6) Spokane Regional Clean Air Agency – Air Operating Permit # AOP-19 – renewal permit # 1 and order # 09-02 dated July 6, 2009. Renewal application pending.
- 7) General Permit for Biosolids Management from Dept. of Ecology effective thru June 5, 2010. Renewal application pending
- 8) Interim Water Service Agreement with Kaiser Aluminum Fabricated Products, LLC, Whitworth Water District No. 2, Seller and Kaiser North Water District.
- 9) Joint Aquatic Resources Permit issued by Dept. of Ecology.

1. Purchaser has been informed that Seller has earlier in 2011 closed the sale, under threat of eminent domain, of water well # 6 and ancillary easements and that the "Property" being sold is subject thereto.



**DAILY MONEY MAIL RECEIPT LOG**

For Monies Received on 5/17/2012

Location: <u>ERO</u>						For Fiscal Use Only		
1	2	3	4	5	6	7	8	9
Number	Remitter	Amount	Cash	Check	Purpose	Deposited	Not Deposited	Explanation if not deposited
1	<u>Witherspoon-Kelley</u>	<u>150<sup>00</sup></u>	✓	✓	<u>53477 WR Transfer fees</u>			
2								
3								
4								
5								
6								
7								
8								
9								
10								
11								

TOTAL AMOUNT RECEIVED: \$ 150<sup>00</sup> TOTAL AMOUNT DEPOSITED: \$ \_\_\_\_\_

RECIPIENT SIGNATURE: Carol J. Brown CJ NUMBER: \_\_\_\_\_

DATE: May 17, 2012 CASHIER SIGNATURE: \_\_\_\_\_

Distribution - White - Fiscal  
Yellow - Fiscal  
Pink - Originator

## Spangle, Herm (ECY)

---

**From:** Doug [djr876@comcast.net]  
**Sent:** Saturday, April 14, 2012 11:33 AM  
**To:** Bob Burke/Kaiser; Inc Adams & Clark (Business Fax); WNR Group  
**Cc:** Bryan StClair A; Craig Schwyn; Dave Johnson; Doug Rider; George Schlender; Stan Schultz  
**Subject:** CDC applications

As we have no assignment, there is insufficient information for a decision at this time and the board will skip over the applications until you respond with the data.

(c) Notwithstanding any other existing authority to process applications, including but not limited to the authority to process applications under WAC 173-152-050 as it existed on January 1, 2001. An application relating to an existing surface or ground water right may be processed ahead of a previously filed application relating to an existing right when sufficient information for a decision on a previously filed application is not available and the applicant for the previously filed application is sent written notice that explains what information is not available and informs the applicant that processing of the next application will begin.

The previously filed application does not lose its priority date and if the information is provided by the applicant within sixty days, the previously filed application shall be processed at that time.

This subsection (5)(c) does not affect any other existing authority to process applications.

Doug Rider, Chairman

Spokane Co. Water Conservancy Board

**Spokane County Water Conservancy Board**

**P.O. Box 13496**

**Spokane Valley, WA 99213-3496**

February 28, 2012

RECEIVED

FEB 29 2012

DEPARTMENT OF ECOLOGY  
EASTERN REGIONAL OFFICE

Department of Ecology  
Eastern Regional Office  
4601 N. Monroe St.  
Spokane, WA 99205-1295

Hi Karen:

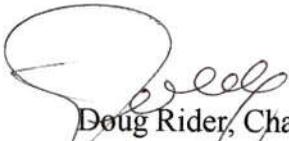
Enclosed are the affidavit's of Publication for 3 CDC applications.

Published on January 27, 2012 and February 3, 2012

The following are the SCWCB numbers and the DOE numbers.

SPOK-11-08 G3-01098 [01032-D]  
SPOK-11-9 G3-01099 [01033-D]  
SPOK-11-10 G3-06833 [05928]

Sincerely,



Doug Rider, Chairman  
Spokane County Water Conservancy Board  
Cc: WNR Group

RECEIVED  
FEB 29 2012

AFFIDAVIT OF PUBLICATION

DEPARTMENT OF ECOLOGY  
EASTERN REGIONAL OFFICE

STATE OF WASHINGTON  
County of Spokane} ss

Please Take Notice that the CDC Mead LLC, Spokane County, Washington on July 28, 2011, filed application with the Spokane County Water Conservancy Board to change the purpose of use, add points of withdrawal and transfer the place of use under Certificate # 05928(Ecology file G3-06833), Conservancy Board file SPOK-11-10.

That said right under priority date August 16, 1963, authorizes the withdrawal of 2500 gallons per minute, 4000 acre-feet per year, for Industrial supply.

That the present point of withdrawal is from a well # 6 located within the SE1/4NW1/4 of Sec. 16, T26N, R43 EWM Spokane County, Washington.

That the present place of use is within part of the N1/2 of Section 16, T26N, R43 EWM, Spokane County, Washington.

That they propose to change the purpose of use from continuous Industrial supply to continuous Municipal supply.

That they propose to add new points of withdrawal of wells #1, #2, and #5 in the NW1/4 of Section 16, and wells #3-6 and 3-7 in the SW1/4 Sec 3, and well #3-14 in the NW1/4 Sec 9, all within T26N, R43EWM.

That they propose to change the place of use to the area described as the Kaiser North Service Area together with of Spokane Water District #3's Water Service Area #4, according to the most recently approved water system plans depicted in the Spokane County Coordinated Water System Plan.

Any protests or objections to the approval of this application may be filed with the Department of Ecology and must include a detailed statement of the basis for objections; protests must be accompanied by a fifty dollar (\$50) recording fee and filed with the Cashiering Section, State of Washington, Department of Ecology, P.O. Box 5128, Lacey, WA 98509-5128 within thirty (30) days from February 3rd, 2012.

Any interested party may submit comments, objections, and other information to the board regarding this application. The comments and information may be submitted in writing or verbally at any public meeting of the board held to discuss or decide on the application. This application will be on the board agenda during its regular meetings to be held on the 4th Monday of each month at 1600 hours at Modern Electric Water Company, N. 904 Pines Road, Spokane Valley, Wash. Additionally, the Water Conservancy Board, may receive written comments or information through March 5th, 2012 at its offices located at P.O. Box 13496 at Spokane, Washington 99213-3496. SR23937

Name:	<u>Water &amp; Natural Resource Group</u>	Client ID:	<u>9009291</u>
PO No.	<u>SR23937</u>	No. Lines:	<u>92</u>
Total Cost:	<u>\$783.64</u>	Order No.	<u>72197</u>

I, Lori Nix  
do solemnly swear that I am the Principal Clerk of **The Spokesman-Review**, a newspaper established and regularly published, once each day in the English language, in and of general circulation in the City of Spokane County, Washington; and in the City of Coeur d'Alene, Kootenai County, Idaho; that said newspaper has been so established and regularly published and has had said general circulation continuously for more than six (6) months prior to the 23rd day of July, 1941; that said newspaper is printed in an office maintained at its place of publication in the City of Spokane, Washington; that said newspaper was approved and designated as a legal newspaper by order of the Superior Court of the State of Washington for Spokane County on the 23rd day of July, 1941, and that said order has not been revoked and is in full force and effect; that the notice attached hereto and which is a part of the proof of publication, was published in said newspaper two time(s), the publication having been made once each time on the following dates:

January 27, 2012  
February 3, 2012

That said notice was published in the regular and entire issue of every number of the paper during the period of time of publication, and that the notice was published in the newspaper proper and not in a supplement.

Lori Nix

Subscribed and sworn to before me at the City of Spokane, this  
3rd day of February, 2012.

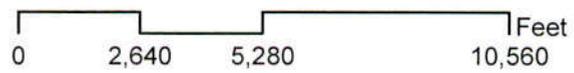
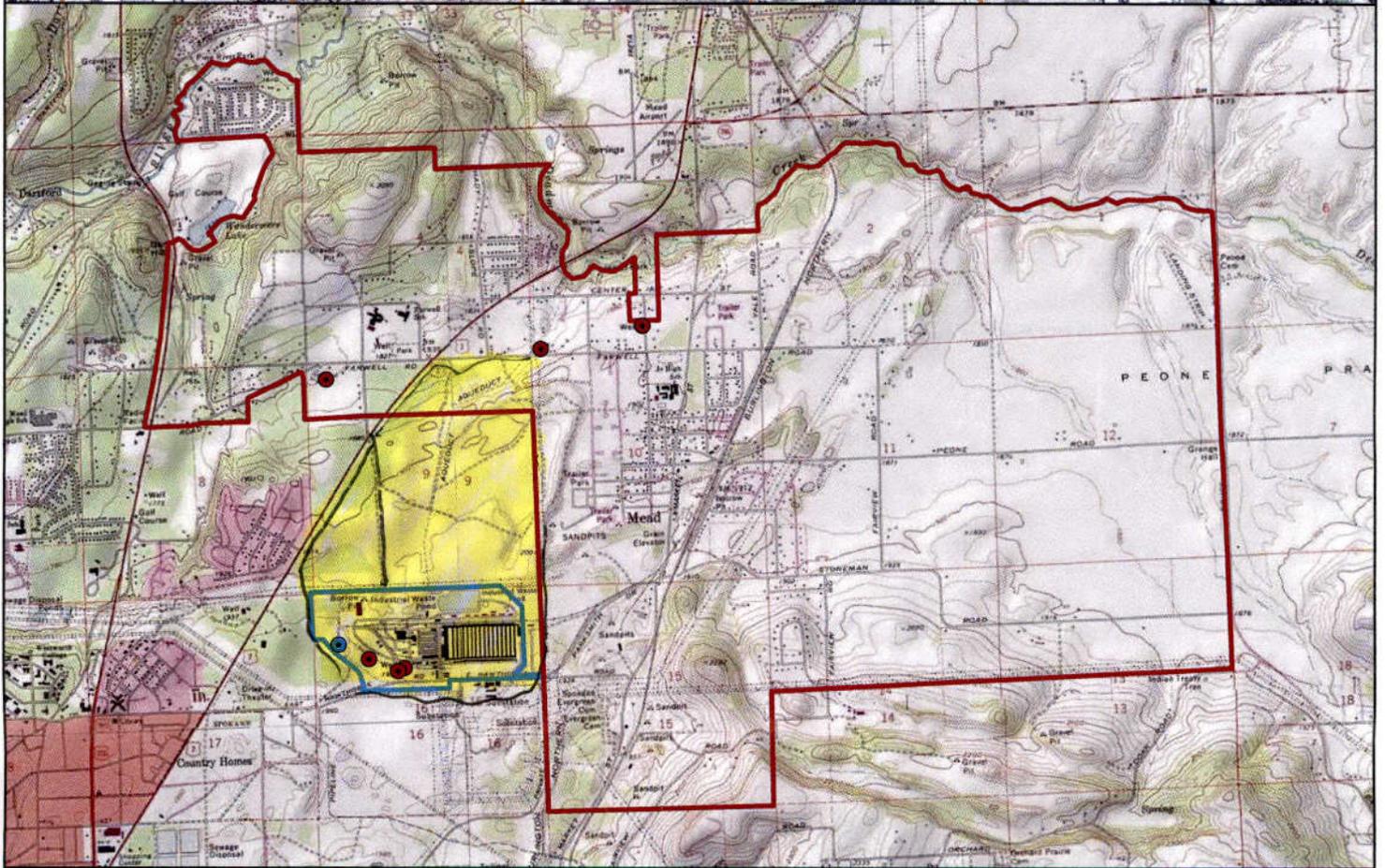
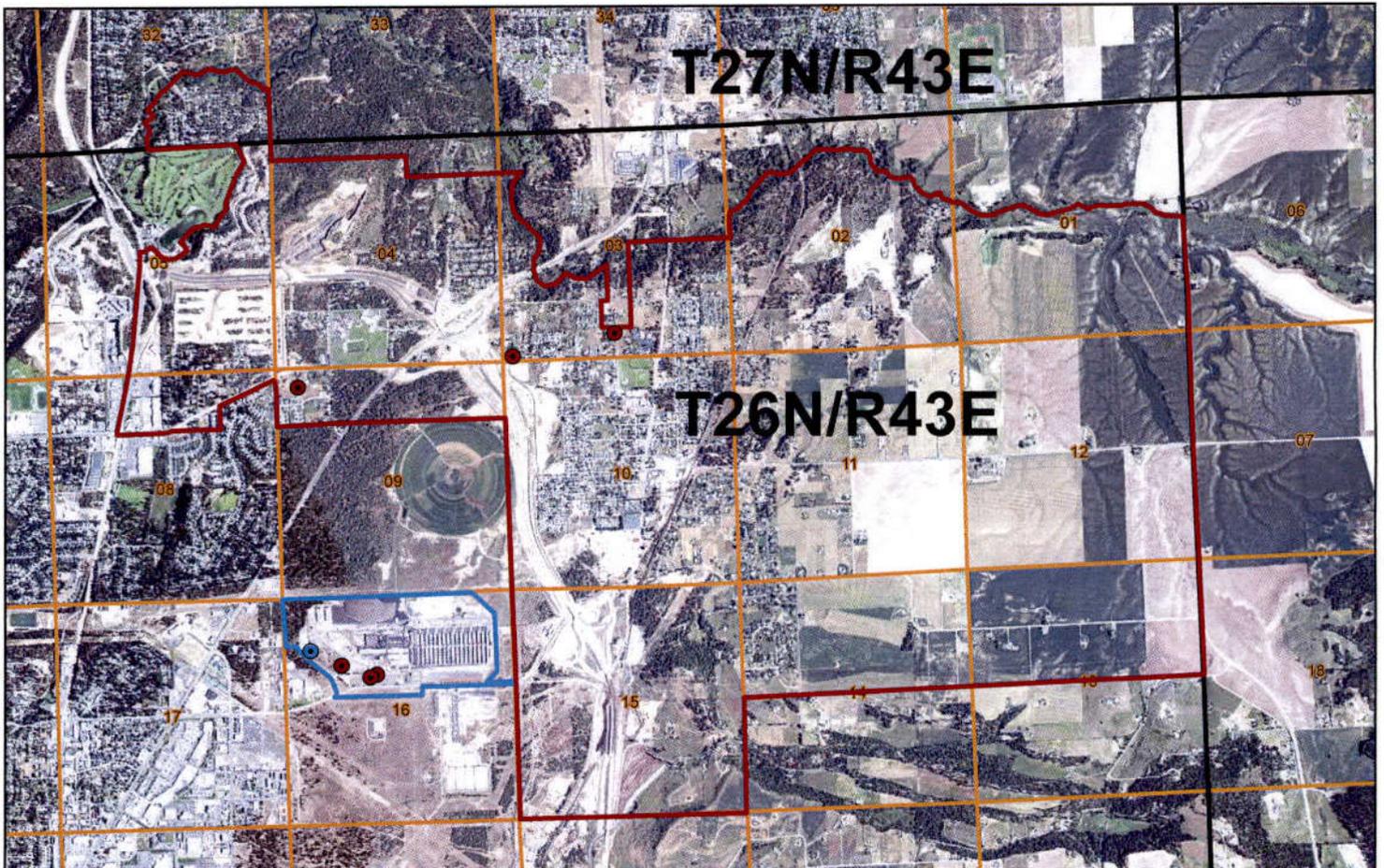
Joni L Vincent  
Notary Public in and for the State of Washington,  
residing at Spokane County, Washington



Notary Stamp  
Paper Affidavits



Map based on Application for a Change / Transfer of Water Right received 6/30/2011



- |                  |                              |
|------------------|------------------------------|
| County           | Existing Point of Diversion  |
| WRIA             | Proposed Point of Diversion  |
| Township / Range | Existing Point of Withdrawal |
| Section          | Proposed Point of Withdrawal |
| qtrqtr lines     | Existing Place of Use        |
| Major Roads      | Proposed Place of Use        |
| Roads            |                              |

Comments:

2009 Aerial Photo Mapped 7/25/2011



STATE OF WASHINGTON  
DEPARTMENT OF ECOLOGY

4601 N Monroe Street • Spokane, Washington 99205-1295 • (509)329-3400

July 6, 2011

Mr. Doug Rider, Chairman  
Spokane County Water Conservancy Board  
P.O. Box 13496  
Spokane, WA 99213-3496

Dear Mr. Rider:

Re: CDC Mead, LLC Applications for Change

In accordance with WAC 173-153-070, the Department of Ecology has received the above referenced applications for change and has noted your assigned numbers. The Ecology WRTS number assigned to these applications are as follows:

SPOK-11-08; CG3-\*01098S@1  
SPOK-11-09; CG3-\*01099S@1  
SPOK-11-10; CG3-\*06833C@1

The Board may now proceed with the processing of these applications under WAC 173-153.

I can be reached at 509-329-3585 if you have any questions.

Sincerely,

Karen Tusa  
Processing Lead  
Water Resources Program

KT:md