

1692594

Page: 1 of 8

09/08/2006 03:44P



Chris C. Munoz PuebloCityClk&Rec WD

R 41.00

D 0.00

After Recording Return To:

Ireland, Stapleton, Pryor & Pascoe, P.C.
1675 Broadway, Suite 2600
Denver, CO 80202

SPECIAL WARRANTY DEED
(Water Rights)

Alexander Thomas McCulloch, Jr., also known as Alexander T. McCulloch, Jr., and Carole S. McCulloch, (together, "Grantor"), for the consideration of Ten and no/100 Dollars (\$10.00) in hand paid, hereby sells and conveys to CO Partners I, LLC, a Colorado limited liability company, ("Grantee") whose street address is c/o Ireland, Stapleton, Pryor & Pascoe, P.C., 1675 Broadway, Suite 2600, Denver, CO 80202, the following real property in the County of Pueblo, State of Colorado, to wit:

All water and water rights owned by Grantor and appurtenant to or historically used in connection with the real property described in **Exhibit A** attached hereto ("Property"), including, without limitation, those water rights more particularly described in **Exhibit B** attached hereto, all of Grantor's sewer rights, all water rights, whether decreed or undecreed, tributary, non-tributary, or "not non-tributary," surface or underground, all ditches and ditch rights, well and well rights, well permits, spring and spring rights, reservoir and reservoir rights, all of Grantor's rights and interests under applicable state or federal law to all water, and to use or consent to use all water, contained in or available form any part of the water-bearing formations underlying the Property, together with all associated easements and rights of way, any and all rights to obtain water, sewer and other services from service districts, whether or not appurtenant, to be used in connection with the Property, piping and pumping equipment which are owned by Grantor, including without limitation, motor pumps, windmill towers, storage tanks and irrigation equipment, and any shares or stock owned by Grantor in any type of water, sewer or ditch company for water or water rights appurtenant to or historically used on the Property,

And Grantor warrants the title to the same against all persons claiming under Grantor.

[SIGNATURES ON ATTACHED PAGE]



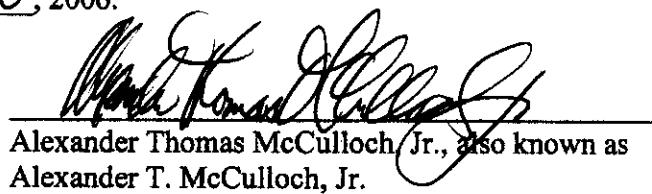
1692594

Page: 2 of 8
09/08/2006 03:44P

Chris C. Munoz PuebloCityCk&Rec WD

R 41.00 D 0.00

Signed this 5 day of September, 2006.


Alexander Thomas McCulloch, Jr., also known as
Alexander T. McCulloch, Jr.


Carole S. McCulloch

STATE OF COLORADO)
)
COUNTY OF El Paso) ss.
)

The foregoing instrument was acknowledged before me this 5th day of September
2006 by Alexander Thomas McCulloch, Jr., also known as Alexander T. McCulloch, Jr., and
Carole S. McCulloch.

WITNESS my hand and official seal.

My Commission expires: 9-11-2006



Notary Public

DIXIE POWERS
NOTARY PUBLIC
STATE OF COLORADO

My Commission Expires 9/11/2006



1692594

Page: 3 of 8
09/08/2006 03:44P
R 41.00 D 0.00

Chris C. Munoz PuebloCtyC1k&Rec WD

File No. LTPP0002723

EXHIBIT A

Township 18 South, Range 64 West of the 6th P.M., in Pueblo County, Colorado

Section 4: All

Section 5: All

Section 6: E1/2, excepting therefrom that portion of the SE1/4 lying West of Overton Road.

Section 7: SE1/4NE1/4, N1/2NE1/4

Section 8: E1/2, NW1/4

Section 9: All

Section 16: All

Section 17: S1/2NE1/4, NE1/4NE1/4, SE1/4SW1/4, SE1/4

Section 20: S1/2, NE1/4, E1/2NW1/4

Section 21: All

Section 28: All

Section 29: All

Section 30: S1/2NW1/4, SW1/4, NW1/4SE1/4, lying East of the Easterly right of way line of the Denver and Rio Grande Western Railroad, and all that part of the SW1/4SE1/4 described in deed recorded in Book 119 at Page 623 of the Pueblo County records more particularly described as follows:

Beginning at a cedar post four inches by seven inches in Section and two feet long, set firmly in the ground whence six magnetic variation 13° 10' east the center of a cottonwood tree, 4 feet in diameter, blazed 4 feet from the ground on the west side and situated about 50 feet south of the right bank of the Fontaine Qui Bouille and about 50 feet west of the Lincoln Ditch bears S 75° E, and is distant 110 feet and a post of the Denver & Rio Grande R W Companys said to mark the NW corner of the SW 1/4 of the SE 1/4 of Section 30 in Township 18 South of Range 64 West of the public surveys in said County of Pueblo bears west and is distant 554.5 feet; thence S 21° 40' E 544.8 feet to a cedar post 4 inches by 5 inches by 2 feet the east 40 feet to a cedar post 3 inches by 5 inches by 2 feet whence the center of the Cottonwood Tree 14 inches in diameter situated about 12 feet west of the Lincoln Ditch and blazed on the east side bears S 74 ° W and is distant 26.8; thence N 70° 5' E 511 feet thence west 304.14 feet to a place of beginning.

Excepting therefrom the following described parcels:

The tract described as rectangular tract within the SW1/4SW1/4 of Section 30 lying Easterly of and adjacent to the present right-of-way of the Denver and Rio Grande



1692594

Page: 4 of 8
09/08/2006 03:44P

Chris C. Munoz Pueblo City Clerk & Recorder WD

R 41.00 D 0.00

File No. LTPP0002723

Western Railroad Co. and bounded as follows: Beginning at a point on the Easterly right-of-way line of said railroad company, 55 feet Easterly at right angles from the center line of the present operated main track of the Pueblo Division of said railroad company opposite a point in said center line, a distance of 497.2 feet Northerly from its intersection with the South line of said Section 30; said point being about 918 feet East of and about 495 feet North from the Southwest corner of said Section 30; thence approximately 85° 19' West along said Easterly right-of-way line and parallel with said main tract 150 feet; thence 90° right 55 feet; thence 90° right 150 feet; thence 90° right 50 feet to the Point of Beginning.

AND all that portion of the North 330 feet of the S1/2NW1/4 of Section 30, lying North of the following described line and East of the Easterly right-of-way line of the Denver and Rio Grande Western Railroad Co. described as follows: Beginning at a point which is the Northeast corner of the SE1/4NW1/4 of Section 30; thence North 89° 32' 30" West, a distance of 199.9 feet; thence South 77° 30' 30" West, a distance of 286.8 feet; thence North 80° 21' 44" West, a distance of 690.44 feet; thence South 34° 28' 21" West, a distance of 18.2 feet; thence South 89° 52' 11" West, a distance of 706.5 feet; more or less to the Easterly right-of-way of the Denver and Rio Grande Western Railroad Co., from which point the Northeast corner of the SE1/4NW1/4 of said Section 30 bears South 88° 56' 58" East, a distance of 1,877.6 feet.

Section 31: E1/2SE1/4, N1/2, SW1/4, W1/2SE1/4, lying East of the Easterly right of way line of the Denver and Rio Grande Western Railroad.

Excepting therefrom Parcel B of Subdivision Exemption No. 99-008, as conveyed in deed recorded December 16, 1999 at Reception No. 1312084.

And also excepting therefrom that portion conveyed to Pueblo County in Warranty Deed recorded May 12, 1993 in Book 2655 at Page 663.

Section 32: All, excepting therefrom that portion conveyed to Pueblo County in Warranty Deed recorded May 12, 1993 in Book 2655 at Page 663.

Section 33: All

Excepting from the foregoing that portion of said Sections 4, 5, 6, and 9 conveyed to Public Service Company of Colorado in deed recorded January 2, 1974 in Book 1769 at Page 697.

But also including those easements for agricultural use and operation, sewer and water lines, and other underground utilities and roads over and across that portion of said Sections 4, 5, 6, and 9 reserved in deed recorded January 2, 1974 in Book 1769 at Page 697.

And also including a non-exclusive right of way not exceeding 60 feet in width over an existing road running east and west on or in the general location of the common section lines of the south section lines of Sections 34 and 35, Township 18 South,



Chris C. Munoz PuebloCityC1k&Rec WD

1692594

Page: 5 of 8
09/08/2006 03:44P
R 41.00 D 0.00

File No. LTPP0002723

Range 64 West of the 6th P.M., and the north section lines of Sections 2 and 3, Township 19 South, Range 64 West of the 6th P.M., said right of way and road lying west of a point in which the road intersects with a Colorado Interstate Gas Company underground pipeline right of way, as described in Deed recorded July 21, 1992 in Book 2604 at Page 207.

Township 19 South, Range 63 West of the 6th P.M., in Pueblo County, Colorado.

Section 4: S1/2

Section 5: S1/2

Section 6: All

Section 7: All

Section 8: All

Section 9: NW1/4

Section 17: N1/2, SW1/4, SE1/4SE1/4, W1/2SE1/4

Section 18: All

Section 19: All

Section 20: All

Section 21: S1/2, NW1/4

Section 31: W1/2

Excepting from the foregoing that portion of said Sections 6, 7, 8, 17, 20 and 21 conveyed to Public Service Company of Colorado in deed recorded January 2, 1974 in Book 1769 at Page 697.

But also including those easements for agricultural use and operation, sewer and water lines, and other underground utilities and roads over and across that portion of said Sections 6, 7, 8, 17, 20 and 21 reserved in deed recorded January 2, 1974 in Book 1769 at Page 697.

Township 19 South, Range 64 West, of the 6th P. M., in Pueblo County, Colorado.

Section 1: All;

Excepting from the foregoing that portion of said Section 1 conveyed to Public Service Company of Colorado in deed recorded January 2, 1974 in Book 1769 at Page 697.



1692594

Page: 6 of 8

09/08/2006 03:44P

Chris C. Munoz PuebloCityClk&Rec WD

R 41.00

D 0.00

File No. LTPP0002723

But also including those easements for agricultural use and operation, sewer and water lines, and other underground utilities and roads over and across that portion of said Section 1 reserved in deed recorded January 2, 1974 in Book 1769 at Page 697.

Section 2: All

Section 3: All

Section 4: All

Section 5: E1/2, NW1/4, NE1/4SW1/4

Section 10: All

Section 11: All

Section 12: All

Section 13: All

Section 14: All

Section 22: E1/2W1/2NE1/4, E1/2NE1/4, SE1/4

Section 23: All

Section 24: All

Section 25: All

Section 26: All

Section 27: E1/2

Section 34: NE1/4

Section 35: N1/2

**Exhibit B****Specific Water Rights**

All water rights, including ground water rights and surface water rights, appurtenant to the property, including, but not limited to the following:

1. The Sutherland Ditch as adjudicated by the March 23, 1896 Decree of the District Court for Pueblo County. The original source of the Sutherland Ditch was the surface waters of Fountain Creek with the headgate located on the west bank of the creek. This water right was granted Priority No. 21 in the 1896 adjudication with a February 15, 1868 appropriation date for 1.8 cfs for irrigation purposes. The Sutherland Ditch has been changed to the Newbery Water Intake described below.
2. The Frank Mass Wells as decreed on April 24, 1973 in Case No. W-1337 of the District Court for Water Division 2, for the ground water rights to six irrigation wells as described therein, with the well permit numbers and priority dates as specified in the decree. The Frank Mass Well Nos. 1 and 2 are located on the Fountain Underflow System, a/k/a Newbery Water Intake.
3. The Newbery Water Intake as decreed in Case No. 84CW181 in the amount of 13.8 cfs, conditional, with an appropriation date of August 31, 1884, for the decreed uses as set forth in said decree. The Newbery Water Intake is an additional water right decreed for the existing structure commonly known as the Fountain Underflow System, consisting of a collection gallery of ground water underflow from the west side of Fountain Creek, with the submerged pipeline extending up across the flood plain area a distance of about one mile. The Fountain Underflow System had a separate November 25, 1916 decree from the District Court for Pueblo County which has been abandoned under the terms of the decrees set forth in this exhibit.
4. The Newbery Water Intake plan for augmentation as decreed in Case No. 84CW182. This case constitutes the decreed plan for augmentation for the Newbery Water Intake with use of the quantified historic consumptive use under the Sutherland Ditch as replacement water. The historical consumptive use under the Sutherland Ditch water right available under this decree was determined to be 120 annual acre feet for the uses specified therein. The point of diversion of the Sutherland Ditch water right was changed from the historic Sutherland Ditch headgate to the Fountain Underflow System, a/k/a Newbery Water Intake.
5. The Benesch Ditch as decreed by the Pueblo County District Court on March 23, 1896 for 1.2 cfs with an appropriation date of February 12, 1867. The point of diversion for the Benesch Ditch was changed to the Benesch Ditch Wells pursuant to the November 9, 1972 Amended Judgment and Decree of the District Court for Water Division 2 in Case No. W-64. The Benesch Ditch Wells, with well permits as described in the above decree, are for the diversion of 1.2 cfs for irrigation and livestock uses, with a volumetric limit not to exceed 300 annual acre feet of diversions.

**1692594**Page: 8 of 8
09/08/2006 03:44P

Chris C. Munoz PuebloCityClik&Rec WD

R 41.00 D 0.00

6. All livestock well permits located upon the property, including livestock pipeline Well Permit No. 159122 as may be located upon the property.

The water rights listed as numbers 1 through 4 above were modified and are governed by the August 18, 1997 Judgment and Decree of the District Court for Water Division 2 in Consolidated Case Nos. 93CW17 and 93CW18. Diligence was most recently maintained for the Newberry Water Intake by Decree entered in Case No. 03CW79. All of the above water rights (items 1 through 6) are subject to and governed by the terms of their respective decrees and any well permits.