

Cynthia A. Melillo PLLC
8385 W. Emerald Street
Boise, Idaho 83704

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RECEIVED

2012 FEB 23 AM 8:39

IDAHO PUBLIC
UTILITIES COMMISSION

February 22, 2012

MID-T-11-2

Via United States Mail

Terri Carlock, Section Supervisor
Idaho Public Utilities Commission
472 W. Washington
P.O. Box 83720
Boise, ID 83720-0074

Re: Midvale Telephone Exchange, Incorporated – Order No. 32433

Dear Ms. Carlock:

Pursuant to our conversation, attached is a hard copy of the documents (including my original letter) that I previously emailed to you in connection with the above referenced matter. I am submitting the hard copies so that the Promissory Note and Deed of Trust can be kept confidential. They are included in the package on yellow paper.

If you have any questions or comments regarding the enclosed, or if you need any additional information, please do not hesitate to contact me.

Sincerely,



Cynthia A. Melillo

CAM
Enclosures

CAM to Terri Carlock re Midvale Weiser purchase (2-22-12)

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Boise, Idaho 83704

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2012 FEB 23 AM 8:39

IDAHO PUBLIC
UTILITIES COMMISSION

February 13, 2012

Via Electronic Mail (terri.carlock@puc.idaho.gov)

Terri Carlock, Section Supervisor
Idaho Public Utilities Commission
472 W. Washington
P.O. Box 83720
Boise, ID 83720-0074

Re: Midvale Telephone Exchange, Incorporated – Order No. 32433

Dear Ms. Carlock:

Pursuant to Idaho Public Utilities Commission (“IPUC”) Order No. 32433, which granted Midvale Telephone Exchange, Incorporated’s application for authority to issue securities in connection with the purchase of certain property in Weiser, Idaho from Delos N. Lee and Barbara V. Lee, Trustees of the Lee Family Trust, Midvale Telephone Exchange, Incorporated was required to file with the IPUC copies of final loan approval and final documentation; a copy of any executed collateral documentation; and the “Report of Securities Issued.” The purchase consisted of seller carryback financing so there are no loan approvals or other documentation in connection therewith. Additionally, there is no “report of securities issued.” Enclosed herewith is promissory note evidencing the carryback financing and a deed of trust. I have also attached the warranty deed conveying the property to Midvale Telephone Exchange, Incorporated. Order No. 32433 also granted authority to issue securities in connection with the purchase of certain properties from Lane Williams. Those purchases have not yet been finalized. I will send documents to you at that time.

If you have any questions or comments regarding the enclosed, or if you need any additional information, please do not hesitate to contact me.

Sincerely,



Cynthia A. Melillo

CAM

Enclosures

cc: Steve Child (*via electronic mail*)

CAM to Terri Carlock re Midvale Weiser purchase

219164

1511a

Instrument # 219164
STATE OF IDAHO, COUNTY OF WASHINGTON
1-20-2012 09:50:00 No. of Pages: 5
Recorded for: AMERITITLE
BETTY J THOMAS
Ex-Officio Recorder Deputy *Betty J Thomas*
Index to: DEED

WARRANTY DEED

For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, **Delos N. Lee and Barbara V. Lee, trustees of the Lee Family Trust, w/d December 17, 2002 ("Grantor")**, does hereby grant, bargain, sell and convey unto **Midvale Telephone Exchange, Incorporated**, an Idaho corporation ("**Grantee**"), whose address is **2205 Keithley Creek Road, Midvale, Idaho 83645** that certain real property located in Washington County, State of Idaho and legally described in **Exhibit "A"** attached hereto and made a part by reference (the "**Premises**").

TOGETHER WITH all and singular the tenements, hereditaments, and appurtenances thereunto belonging or in anywise appertaining, the reversion and reversions, remainder and remainders, rents, issues, and profits thereof; and all estate, right, title, and interest in and to the Premises, as well in law as in equity.

TO HAVE AND TO HOLD the Premises with its appurtenances, unto Grantee, its successors, heirs and assigns, forever.

SUBJECT TO the easements, restrictions and conditions set forth on Exhibit B to this Warranty Deed attached hereto and incorporated herein (the "**Permitted Exceptions**").

AND Grantor does hereby covenant to and with Grantee, and its successors and assigns forever, that Grantor is owner in fee simple of the Premises; that Grantor has a good right to convey the fee simple; that the Premises is free from any and all liens, claims, encumbrances or other defects of title except the Permitted Exceptions; that Grantor shall and will warrant and defend the quiet and peaceful possession of said Premises by Grantee, and its successors and assigns forever, against all other claims whatsoever; and that Grantor and its heirs and assigns will, on demand of the Grantee or its heirs or assigns, execute any instrument necessary for the further assurance of the title to the Premises that may be reasonably required.

IN WITNESS WHEREOF, the Grantor has caused these presents to be executed this
10th day of January 2012

Delos N. Lee and Barbara V. Lee, trustees of the
Lee Family Trust, u/w/d December 17, 2002

Delos N. Lee Trustee
Delos N. Lee, Trustee

Barbara V. Lee Trustee
Barbara V. Lee, Trustee

STATE OF IDAHO)
 Paretti) ss.
County of Washington)

On this 10th day of January, 2012, before me, the undersigned Notary Public in and for said State, personally appeared Delos N. Lee, known to me to be a trustee of Delos N. Lee and Barbara V. Lee, trustees of the Lee Family Trust, u/d December 17, 2002, the trust that executed the foregoing instrument or the person who executed the foregoing instrument on behalf of said trust, and acknowledged to me that such trust executed the same..

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



Linda Gayle Fox

Notary Public for *Delos N. Lee*
Residing at *Barma, Idaho*
My commission expires: *2/21/14*

STATE OF IDAHO)
 Paretti) ss.
County of Washington)

On this 10th day of January, 2012, before me, the undersigned Notary Public in and for said State, personally appeared Barbara V. Lee, known to me to be a trustee of Delos N. Lee and Barbara V. Lee, trustees of the Lee Family Trust, u/d December 17, 2002, the trust that executed the foregoing instrument or the person who executed the foregoing instrument on behalf of said trust, and acknowledged to me that such trust executed the same..

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



Linda Gayle Fox

Notary Public for *Barbara V. Lee*
Residing at *Barma, Idaho*
My commission expires: *2/21/14*

EXHIBIT A

Legal Description to the Warranty Deed

Lots 11, 12, 13 and 14 of Block 35 of Watlington's Addition to the City of Weiser, Idaho, as the same are shown on the official plat thereof recorded in the real property records of Washington County, Idaho (the "Property")

219164

EXHIBIT B

Permitted Exceptions to the Warranty Deed