

RECORDED AT REQUEST OF SECURITY TITLE

AFTER RECORDING, PLEASE RETURN TO: 804074
Kenneth C. Johnsen, Esq.
KIMBALL, PARR, CROCKETT & WADDOUPS
185 South State Street, Suite 1300 936
P.O. Box 11019
Salt Lake City, Utah 84119

1987 OCT -7 AM 9:40

CAROL DEAN PAGE
DAVIS COUNTY RECORDER
DEPUTY

11-003-0099 SW 22 74N-1W
11-050-0020 NW 27

TRUSTEE'S DEED

THIS DEED is made and executed by Tracy-Collins Bank & Trust Company, a Utah corporation, whose address is 475 East 200 South, Salt Lake City, Utah 84111 ("Tracy-Collins"), and as Trustee under a Deed of Trust described below ("Trust Deed") to and in favor of Smith Food King Properties, Inc., a Utah corporation, whose address is 1550 South Redwood Road, Salt Lake City, Utah 84104, Attention: Thomas Welch, as Grantee.

WHEREAS, on or about February 15, 1985, Miles McMullin Company Associates Joint Venture, as Trustor, executed and delivered to Tracy-Collins, as Trustee, for the benefit of Tracy-Collins, as Beneficiary, a Trust Deed to secure the performance by Trustor of its obligation under a Note secured by the Trust Deed executed by Trustor and delivered for valid and sufficient consideration, and made payable to Tracy-Collins. The Trust Deed was recorded in the Office of the Recorder of Davis County, Utah on February 22, 1985, as Entry No. 0695213, in Book 1024, at Page 74, and covers real property, hereinafter described, situated in Davis County, State of Utah; and

WHEREAS, Trustor has breached and defaulted under the terms of the above-described Trust Deed in the particulars set forth in the Notice of Default to which reference is hereinafter made; and

WHEREAS, Trustee executed and thereafter filed for record in the Office of the Recorder of Davis County, State of Utah, a written Notice of Default containing an election to sell the trust property hereinafter described, which Notice of Default was recorded on May 29, 1987, as Entry No. 788325, in Book 1170, at Page 496, in the records of Davis County, State of Utah, and not less than ten days after recordation of that Notice of Default, Tracy-Collins, as Trustee, did mail, by certified or registered mail, with postage prepaid, a copy of said Notice of Default with the recording date shown thereon, addressed to each person whose name and address are set forth in a request therefor which had been recorded prior to the filing for record of the Notice of Default; and

WHEREAS, Tracy-Collins, as Trustee, in consequence of the declaration of default, election and demand for sale, and in accordance with the above-described Trust Deed, did give written Notice of Trustee's sale, stating that it would sell at public auction to the highest bidder, the purchase price payable in lawful money of the United States, the property therein and

hereinafter described, said property being in Davis County, State of Utah, and fixing the time and place of the sale as October 5, 1987 at 10:00 a.m. of said day, at front entrance of Davis County Courthouse, Farmington, Davis County, Utah. At least twenty days before the date of said Sale, Trustee did cause copies of said Notice to be mailed by certified or registered mail, postage prepaid, addressed to each person whose name and address are set forth in a request therefor which had been recorded prior to the filing for record of the Notice of Default, and did cause copies of the Notice of Trustee's Sale to be posted at least twenty days before the date of sale, in a conspicuous place on said property to be sold and in three public places in the city of county in which the trust property, or some part hereof, is situated, and Trustee did cause a copy of the Notice of Trustee's Sale to be published once a week for three consecutive weeks before the date of the sale therein fixed in *Davis County Clipper*, a newspaper of general circulation in each county wherein the trust property, or some part thereof, is situated, the last date of publication being at least ten days but not more than thirty days prior to said Sale; and

WHEREAS, all applicable statutory provisions of the State of Utah and all of the provisions of the above-referenced Trust Deed relating to the acts to be performed and the notices to be given have been complied with; and

WHEREAS, Trustee did at the time and place of sale fixed as aforesaid and there sell, at public auction, to Grantee named above, being the highest bidder therefor, the property described hereinbelow for the sum of \$513,021.00 paid by the satisfaction of the indebtedness then secured by the above-referenced Trust Deed.

NOW, THEREFORE, Trustee, in consideration of the premises recited and of the sum above mentioned, bid and paid by Grantee, the receipt whereof is hereby acknowledged and by virtue of the authority which it has by the above-referenced Trust Deed, does by these presents grant and convey unto Grantee, but without any covenant or warranty, express or implied, all of that certain property situated in Davis County, state of Utah, described as follows:

PARCEL 1:

Beginning at a point North 39°01' West 68.9 feet and North 69°25' East 1295.34 feet and South 25°34' East 759.67 feet and North 75°37'40" East 8.51 feet from the Northwest corner of Section 27, Township 4 North, Range 2 West, Salt Lake Meridian, in the City of Layton, and running thence North 75°37'40" East 526.23 feet; thence North 6°51' West 289.05 feet; thence North 55°03' West 59.5 feet; thence North 46°02' West 310.1 feet along

the Southwesterly line of a 2 rod road; thence South 55°28' West 107.9 feet; thence North 68°20' West 90.0 feet; thence North 5°09' West 24.59 feet; thence North 69°54' West 37.06 feet; thence North 3°32' East 38.91 feet to the South line of a road; thence South 87°31' West 33.76 feet along the South line of said road; thence Westerly 230.0 feet, more or less, along the South line of said road along the arc of a 922.37 foot radius curve to the left to a point North 21°25' West of a point 21.7 chains East of the Northwest corner of said Section 27; thence South 21°25' East 755.0 feet, more or less, to the point of beginning.

EXCEPTING THEREFROM that portion along the West line thereof included within Fairfield Road.

PARCEL 2:

Beginning at a point North 39°01' West 68.9 feet and North 69°25' East 1295.34 feet and south 25°34' East 759.67 feet from the Northwest corner of Section 27, Township 4 North, Range 1 West, Salt Lake Meridian, in the City of Layton, and running thence North 75°37'40" East 534.74 feet; thence South 5°19' East 418.34 feet along a fence to the North line of a road; thence South 81°35'40" West 426.09 feet along said road; thence North 21°37'43" West 372.47 feet to the point of beginning.

EXCEPTING THEREFROM that portion thereof in Fairfield Road along the West line thereof.

DATED this 6 day of October, 1987.

"Trustee"

TRACY-COLLINS BANK & TRUST COMPANY

By Jay Haskell
Its Jay Haskell, Authorized Agent

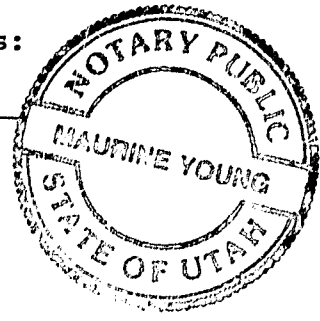
STATE OF UTAH)
 : SS.
COUNTY OF Salt Lake)

On this 6 day of October, 1987, personally appeared before me, Jay Haskell, the signer of the foregoing Trustee's Deed, who being by me duly sworn, did say that s/he is the Authorized Agent of Tracy-Collins Bank & Trust Company, a Utah corporation, and that the foregoing instrument was signed on behalf of said corporation by authority of its bylaws or a resolution of its board of directors, and said Jay Haskell acknowledged to me that said corporation executed the same.

Maurine Young
NOTARY PUBLIC
Residing in: Salt Lake City, Utah

My Commission Expires:

April 19, 1991



Recorded at Request of _____

at _____ M. Fee Paid \$ _____

by _____ Dep. Book _____ Page _____ Ref.: _____

SECURITY TITLE CO.

Order No. 89456

WARRANTY DEED

SW 22-4N-1W

RICHARD L. MILES, grantor
of Bountiful, _____, County of Davis, State of Utah, hereby
CONVEY and WARRANT to SMITH'S FOOD KING PROPERTIES, INC., a Utah Corporation,

1550 South Redwood Road, grantee
of Salt Lake City 84104 County of Salt Lake, State of Utah, for the sum of
TEN DOLLARS and other good and valuable considerations, the following described tract
of land in Layton, Davis County, State of Utah:
Beginning on the Southwesterly line of a 2 rod road at a point
931.26 feet West and 523.38 feet North and South 69°05' West 18
feet, more or less, to the Southwesterly line of said road and
North 46°02' West 9.5 feet along said road from the South
Quarter corner of Section 22, Township 4 North, Range 1 West,
Salt Lake Meridian, in the City of Layton, and running thence
South 55°28' West 107.9 feet; thence North 68°20' West 90.0
feet; thence North 5°09' West 74.7 feet, more or less, to the
South line of a street; thence North 8°47' East 123.78 feet
along the South line of said street to the West line of said 2
rod road; thence South 46°23' East 67.5 feet along said road to
the point of beginning.
CONTINUED ON REVERSE SIDE:

11-003-0002

PAGE 251
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WITNESS, the hand of said grantor, this 15th day of
October, A. D. 19 87

Signed in the Presence of

Richard L. Miles
Richard L. Miles

CLERK DEAN PAGE
DAVIS COUNTY RECORDER
850

1987 OCT 15 PM 3:48

SECURITY TITLE

STATE OF UTAH,
County of Davis } ss.

On the 15th day of October, A. D. 1987,
personally appeared before me RICHARD L. MILES,

the signer of the within instrument, who duly acknowledged to me that he executed the same.

[Signature]

Notary Public.

My commission expires April 4, 1990 Residing in Kaysville, Utah



(CONTINUATION OF LEGAL DESCRIPTION)

Together with any interest of Grantor in the property South and West of the following described line: Beginning at a point 931.26 feet West and 523.38 feet North and South $69^{\circ}05'$ West 18 feet, more or less, to the Southwesterly line of said road and North $46^{\circ}02'$ West 9.5 feet along said road from the South Quarter corner of said Section 22, and running thence South $55^{\circ}28'$ West 107.9 feet; thence North $68^{\circ}20'$ West 90.0 feet; thence North $5^{\circ}09'$ West 74.75 feet; more or less, to the South line of a road and South $87^{\circ}31'$ West 62.56 feet along the South line of said road.

3099

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"SMITH'S FOOD KING PROPERTIES, INC.", A UTAH CORPORATION, WITH AND INTO "SMITH'S FOOD & DRUG CENTERS, INC." UNDER THE NAME OF "SMITH'S FOOD & DRUG CENTERS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF OCTOBER, A.D. 1989, AT 12:30 O'CLOCK P.M.



Handwritten signature of Edward J. Freel in cursive.

Edward J. Freel, Secretary of State

2184772 8100M

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AUTHENTICATION: 7935215

DATE: 05-06-96

FILED

OCT 20 1989

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CERTIFICATE OF OWNERSHIP AND MERGER
MERGING

Hubert H.
SECRETARY OF STATE
12:30 PM

SMITH'S FOOD KING PROPERTIES, INC.

WITH AND INTO

SMITH'S FOOD & DRUG CENTERS, INC.

Smith's Food & Drug Centers, Inc., a corporation organized and existing under the laws of the State of Delaware, does hereby certify:

FIRST: That this corporation was incorporated on the 24th day of January, 1989, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the stock of Smith's Food King Properties, Inc., a corporation incorporated on January 2, 1979, pursuant to the Business Corporation Act of the State of Utah.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted at a meeting held on the 19th day of October, 1989, determined to and did merge into itself said Smith's Food King Properties, Inc.:

RESOLVED, that Smith's Food & Drug Centers, Inc. merge, and it hereby does merge into itself Smith's Food King Properties, Inc., and assumes all of its obligations; and

FURTHER RESOLVED, that the merger shall be effective upon the date of filing with the Secretary of State of Delaware; and

FURTHER RESOLVED, that the proper officers of this corporation be, and they hereby are, authorized and directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said Smith's Food King Properties, Inc. and to assume its liabilities and obligations and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and a certified copy recorded in the office of the Recorder of Deeds of New Castle County and to do all acts and things whatsoever, whether within or without the

State of Delaware, which may be in anywise necessary or proper to effect such merger.

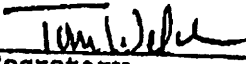
FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the board of directors of Smith's Food & Drug Centers, Inc. at any time prior to the date of filing the merger with the Delaware Secretary of State.

IN WITNESS WHEREOF, Smith's Food & Drug Centers, Inc., has caused this certificate to be signed by Richard D. Smith, its president, and attested by Tom Welch, its secretary, as of this 19th day of October, 1989.

SMITH'S FOOD & DRUG CENTERS, INC.

By: 
President

Attest:


Secretary

9449F

MERGER

Delaware

PAGE 1

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The First State
EXPEDITE

JAN 13 2004

Utah Div. Of Corp. & Comm. Code

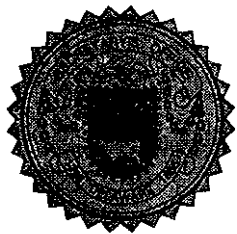
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP OF "SMITH'S FOOD & DRUG CENTERS, INC.", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF DECEMBER, A.D. 2003, AT 6:45 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTIETH DAY OF DECEMBER, A.D. 2003.

State of Utah
Department of Commerce
Division of Corporations and Commercial Code
I hereby certified that the foregoing has been filed
And approved on this 13 day of Dec 2004
In this office of this Division and hereby issued
this Certificate thereof.
Examiner [Signature] Date 01-14-04
[Signature]
Kathy Berg
Kathy Berg
Division Director



Date: 01/13/2004
Receipt Number: 1057035
Amount Paid: \$112.00



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2844657

DATE: 01-02-04

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01-13-04P01:25 RCVD

issued and outstanding shares of the capital stock of Smith's Ohio held by the Corporation shall be surrendered and canceled; and further

RESOLVED, That this resolution to merge be submitted to stockholders of this Corporation for approval, and in the event that the holders of at least a majority of the stock of this Corporation vote in favor of this resolution that the merger shall be deemed approved.

FOURTH: That this merger has been approved by the holders of at least a majority of the outstanding shares of the stock of this corporation by unanimous written consent.

FIFTH: That Smith's Ohio agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the Corporation, as well as for enforcement of any obligation of the Corporation arising from the merger herein provided for; and does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings; and does hereby specify the following as the address to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware:

1550 S. Redwood Road
Salt Lake City, UT 84104

SIXTH: That the effective date of the merger is December 30, 2003.

IN WITNESS WHEREOF, said Smith's Food & Drug Centers, Inc., a Delaware corporation, has caused this Certificate to be signed by Paul W. Heldman and Bruce M. Gack, both authorized officers, this 16th day of December, 2003.

SMITH'S FOOD & DRUG CENTERS, INC.
a Delaware corporation

By: Paul Heldman
Paul W. Heldman, Vice President

By: Bruce M. Gack
Bruce M. Gack, Assistant Secretary

ESL5042 SURV

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:48 PM 12/17/2003
FILED 06:45 PM 12/17/2003
SRV 030816293 - 2184772 FILE

NO. 2209 1. 2

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

SMITH'S FOOD & DRUG CENTERS, INC.
(a Delaware corporation)

102308
~~102308~~

INTO

SMITH'S FOOD & DRUG CENTERS, INC.
(an Ohio corporation)

ES23042

* * * * *

Smith's Food & Drug Centers, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That it was organized pursuant to the provisions of the General Corporation Law of the State of Delaware, on the 18th day of January, 1989.

SECOND: That it owns 100% of the outstanding shares of the capital stock of Smith's Food & Drug Centers, Inc., a corporation organized pursuant to the provisions of the General Corporation Law of the State of Ohio on the 26th day of September, 2003 ("Smith's Ohio").

THIRD: That its Board of Directors by unanimous written consent dated the 27th day of October, 2003, determined to merge the Corporation into said Smith's Ohio, and did adopt the following resolutions:

RESOLVED, That Smith's Food & Drug Centers, Inc., a Delaware corporation (the "Corporation") merge itself into its subsidiary, Smith's Food & Drug Centers, Inc., an Ohio corporation ("Smith's Ohio"), with Smith's Ohio assuming all of the obligations of the Corporation; and further

RESOLVED, That the terms and conditions of the merger are as follows: Upon completion of the merger, the holders of the issued and outstanding shares of the capital stock of the Corporation shall receive an equivalent number of shares of the capital stock of Smith's Ohio and shall have no further claims of any kind or nature; and all of the

