

WHEN RECORDED, MAIL TO:

700

4801691  
20 JULY 89 04:40 PM  
KATIE L. DIXON  
RECORDER, SALT LAKE COUNTY, UTAH  
HERRILL TITLE  
REC BY: REBECCA GRAY, DEPUTY

Grantee  
1550 South Redwood Road  
Salt Lake City, Utah 84105

Space Above for Recorder's Use

# Warranty Deed

EDWARD R. LEE and KRISTINE J. LEE, grantor,  
of \_\_\_\_\_, County of \_\_\_\_\_, State of Utah,

hereby ~~CONVEY~~ **WARRANT** to Salt Lake  
SMITH'S FOOD KING PROPERTIES, INC., a Utah  
corporation

of \_\_\_\_\_, County of \_\_\_\_\_, State of Utah,  
for the sum of Salt Lake City Salt Lake  
TEN AND NO/100 DOLLARS,

and other good and valuable considerations  
the following described tract of land in \_\_\_\_\_ County, State of Utah, to-wit:

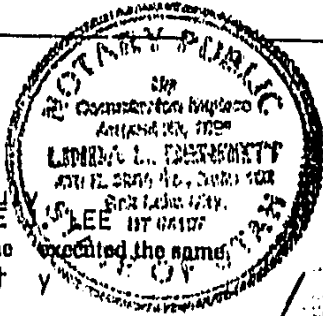
Salt Lake  
BEGINNING at a point which is South 0°06'05" West 1130.24 feet and South  
89°47'25" East 158.00 feet from the North Quarter Corner of Section 15, Township  
3 South, Range 1 West, Salt Lake Base and Meridian; and running thence North  
0°06'05" East 160.00 feet; thence South 89°47'25" East 150.00 feet; thence South  
0°06'05" West 160.00 feet; thence North 89°47'25" West 150.00 feet to the point  
of BEGINNING.

Subject to current general taxes, easements and restrictions.

WITNESS the hand of said grantor, this \_\_\_\_\_ day of \_\_\_\_\_, 1989.  
Signed in the presence of \_\_\_\_\_  
Edward R. Lee \_\_\_\_\_  
EDWARD R. LEE  
\_\_\_\_\_  
KRISTINE J. LEE \_\_\_\_\_

STATE OF UTAH }  
COUNTY OF \_\_\_\_\_ } ss.  
On the \_\_\_\_\_ day of \_\_\_\_\_

20th July  
EDWARD R. LEE and KRISTINE J. LEE  
who duly acknowledged to me that he



\_\_\_\_\_ personally appeared before me  
the signer of the above instrument,

Linda L. Bennett  
Notary Public

My Commission Expires:

08/22/91

Residing at:

Salt Lake City

4801691

BOOK 6144 PAGE 2778

4727128

WHEN RECORDED, MAIL TO:

Grantee

1550 South Redwood Road

Salt Lake City, Utah 84104

800

4727128

20 JANUARY 89 11:51 AM  
KATIE L. DIXON  
RECORDER, SALT LAKE COUNTY, UTAH  
MERRILL TITLE  
REC BY: D DANGERFIELD , DEPUTY

Space Above for Recorder's Use

### Warranty Deed

COMMERCIAL PROPERTIES LIMITED PARTNERSHIP, a Utah Limited Partnership, grantor,  
of Salt Lake City, County of Salt Lake, State of Utah,

hereby CONVEY and WARRANT to

SMITH'S FOOD KING PROPERTIES, INC., a Utah corporation

of Salt Lake City, County of Salt Lake, State of Utah,

for the sum of TEN & no/100 and other good and valuable consideration DOLLARS,

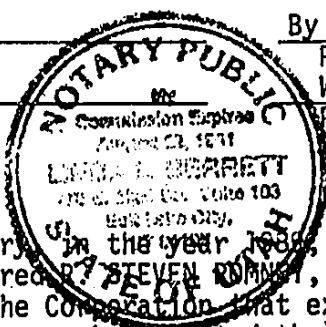
the following described tract of land in Salt Lake County, State of Utah, to-wit:

See attached Exhibit "A" for legal description.

Subject to current general taxes, easements and restrictions.

WITNESS the hand of said grantor, this 19th day of January, 1989.  
Signed in the presence of COMMERCIAL PROPERTIES LIMITED PARTNERSHIP  
a Utah Limited Partnership

By R. Steven Romney  
R. STEVEN ROMNEY, Vice President  
WALLACE ASSOCIATES, Managing General Partner



STATE OF UTAH  
COUNTY OF SALT LAKE

On this 19th day of January, 1989, before me Linda L. Barrett, Notary, personally appeared R. STEVEN ROMNEY, known to me to be the Vice-President of WALLACE ASSOCIATES, the Corporation that executed the within instrument and known to me to be the person who executed the within instrument on behalf of said corporation, said corporation being known to be the managing general partner of COMMERCIAL PROPERTIES LIMITED PARTNERSHIP that partnership that executed the within instrument, and acknowledged to me that such corporation executed the same as such partner and that such partnership executed the same.

My Commission Expires: 8/21/91  
Residing at: Salt Lake City

Linda L. Barrett  
NOTARY PUBLIC 14T13802B

BOOK 6098 PAGE 895

"EXHIBIT A"

BEGINNING at a point which is South  $0^{\circ}06'05''$  West, along the center line of Redwood Road, 460.24 feet from the North Quarter Corner of Section 15, Township 3 South, Range 1 West, Salt Lake Base and Meridian; and running thence South  $0^{\circ}06'05''$  West, along the center line of said Redwood Road, 670.00 feet; thence South  $89^{\circ}47'25''$  East 158.00 feet; thence North  $0^{\circ}06'05''$  East 160.00 feet; thence South  $89^{\circ}47'25''$  East 322.93 feet; thence North  $31^{\circ}10'50''$  East 285.57 feet to the point of curvature of a 205.26 foot radius curve to the left; thence along said curve 103.09 feet (the chord of which bears North  $16^{\circ}47'32''$  East 102.01 feet); thence North  $02^{\circ}24'13''$  East 167.50 feet; thence North  $89^{\circ}47'25''$  West 664.37 feet to the point of BEGINNING.

LESS AND EXCEPTING the West 33.0 feet which lies within Redwood Road.

4660201

WHEN RECORDED, MAIL TO:

Grantee  
1550 South Redwood Road  
Salt Lake City, Utah 84104

700

4660201  
08 AUGUST 88 04:51 PM  
KATIE L. DIXON  
RECORDER, SALT LAKE COUNTY, UTAH  
MERRILL TITLE  
REC BY: REBECCA GRAY , DEPUTY

Space Above for Recorder's Use

### Warranty Deed

EDWARD R. LEE AND KRISTINE J. LEE , grantor,

of South Jordan , County of Salt Lake , State of Utah,  
hereby CONVEY and WARRANT to SMITH'S FOOD KING PROPERTIES, INC.

, grantee,  
of Salt Lake City , County of Salt Lake , State of Utah,  
for the sum of TEN AND NO/100-----DOLLARS,  
and other good and valuable considerations

the following described tract of land in Salt Lake County, State of Utah, to-wit:

BEGINNING at a point which is South 0°06'05" West 1130.24 feet and South 89°47'25" East 308.00 feet from the North Quarter Corner of Section 15, Township 3 South, Range 1 West, Salt Lake Base and Meridian; and running thence North 0°06'05" East 160.00 feet; thence South 89°47'25" East 172.94 feet to the Easterly property line of the City of South Jordan; thence along said property line South 31°10'50" West 11.95 feet to a point on a 688.76 foot radius curve to the left; thence Southwesterly along said curve 99.82 feet; thence South 22°52'35" West 65.82 feet; thence North 89°47'25" West 98.46 feet to the point of BEGINNING.

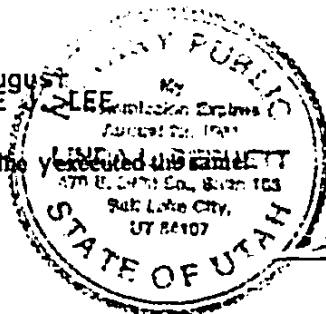
Subject to current general taxes, easements and restrictions.

WITNESS the hand of said grantor, this 5th day of August, 1988  
Signed in the presence of Edward R. Lee  
EDWARD R. LEE

Kristine J. Lee  
KRISTINE J. LEE

STATE OF UTAH }  
COUNTY OF Salt Lake } ss.

On the 5th day of August, 1988, personally appeared before me  
EDWARD R. LEE AND KRISTINE J. LEE, the signer of the above instrument,  
who duly acknowledged to me that they executed the same.



Linda M. Bennett  
Notary Public

My Commission Expires: 08/22/91 Residing at: Salt Lake City

4661832

WHEN RECORDED, MAIL TO:

Grantee  
1550 South Redwood Road  
Salt Lake City, Utah 84104

750

4661832  
11 AUGUST 88 03:32 PM  
KATIE L. DIXON  
RECORDER, SALT LAKE COUNTY, UTAH  
MERRILL TITLE  
REC BY: BEVERLY CARTER, DEPUTY

Space Above for Recorder's Use

### Warranty Deed

GERALD P. POULSEN, Trustee of the Gerald P. Poulsen DDS, a Professional Corporation Employee Pension Plan of South Jordan, County of Salt Lake, State of Utah, hereby CONVEY and WARRANT to SMITH'S FOOD KING PROPERTIES, INC.

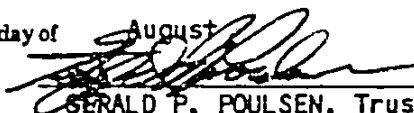
grantee,  
of Salt Lake City, County of Salt Lake, State of Utah,  
for the sum of TEN AND NO/100----- DOLLARS,  
and other good and valuable considerations

the following described tract of land in Salt Lake County, State of Utah, to-wit:

PARCEL NO. 1:  
BEGINNING at a point 363 feet East from the Southwest Corner of the Northwest Quarter of Section 15, Township 3 South, Range 1 West, Salt Lake Base and Meridian; and running thence East 78 feet; thence North 188.57 feet; thence West 78 feet; thence South 188.57 feet to the point of BEGINNING.

LESS STREET.  
PARCEL NO. 2  
BEGINNING at a point 441 feet East of the Southwest Corner of the Northwest Quarter of the Northeast Quarter of Section 15, Township 3 South, Range 1 West, Salt Lake Base and Meridian; and running thence East 78 feet; thence North 188.57 feet; thence West 78 feet; thence South 188.57 feet to the place of BEGINNING.  
LESS STREET.

Subject to current general taxes, easements and restrictions.

WITNESS the hand of said grantor, this 11th day of August, 1988.  
Signed in the presence of  
  
GERALD P. POULSEN, Trustee

STATE OF UTAH }  
COUNTY OF Salt Lake } ss.

On the 5th day of August, 1988, personally appeared before me GERALD P. POULSEN, Trustee of the Gerald P. Poulsen DDS, a Professional Corporation Employee Pension Plan, the signers of the above instrument, who duly acknowledged to me that they executed the same.

  
Notary Public

My Commission Expires: 08/22/91

Residing at: Salt Lake City

BOOK 6055 PAGE 117

NO NOTARY SEAL  
CO. RECORDER

WHEN RECORDED, MAIL TO:

Grantee  
1550 South Redwood Road  
Salt Lake City, Utah 84104

4661832  
11 AUGUST 88 03:32 PM  
KATIE L. DIXON  
RECORDER, SALT LAKE COUNTY, UTAH  
HERBIL TITLE  
REC BY: BEVERLY CARTER, DEPUTY

Space Above for Recorder's Use

### Warranty Deed

GERALD P. POULSEN, Trustee of the Gerald P. Poulsen DDS, a Professional Corporation Employee Pension Plan, grantor,  
of South Jordan, County of Salt Lake, State of Utah,  
hereby CONVEY and WARRANT to SMITH'S FOOD KING PROPERTIES, INC.

, grantee,  
of Salt Lake City, County of Salt Lake, State of Utah,  
for the sum of TEN AND NO/100----- DOLLARS,  
and other good and valuable considerations

the following described tract of land in Salt Lake County, State of Utah, to-wit:

PARCEL NO. 1:  
BEGINNING at a point 363 feet East from the Southwest Corner of the Northwest Quarter of the Northeast Quarter of Section 15, Township 3 South, Range 1 West, Salt Lake Base and Meridian; and running thence East 78 feet; thence North 188.57 feet; thence West 78 feet; thence South 188.57 feet to the point of BEGINNING.

LESS STREET.

PARCEL NO. 2

BEGINNING at a point 441 feet East of the Southwest Corner of the Northwest Quarter of the Northeast Quarter of Section 15, Township 3 South, Range 1 West, Salt Lake Base and Meridian; and running thence East 78 feet; thence North 188.57 feet; thence West 78 feet; thence South 188.57 feet to the place of BEGINNING.

LESS STREET.

Subject to current general taxes, easements and restrictions.

Re-recorded to correct legal description and add notary seal.

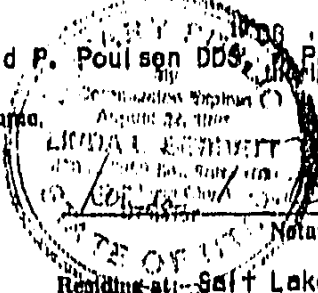
WITNESS the hand of said grantor, this 11th day of August, 1988

Signed in the presence of

*[Signature]*  
GERALD P. POULSEN, Trustee

STATE OF UTAH }  
COUNTY OF Salt Lake } sh.

On the 5th day of August  
GERALD P. POULSEN, Trustee of the Gerald P. Poulsen DDS, a Professional Corporation Employee Pension Plan, personally appeared before me, \_\_\_\_\_, Notary Public, who duly acknowledged to me that she executed the above instrument, \_\_\_\_\_, of the above instrument,



My Commission Expires: 08/22/91

4661832

89669968

? NW NE

NW NE

POST 68554E 117

BOOK 6060 PAGE 1053

850

4669968  
31 AUGUST 88 11:57 AM  
KATIE L. DIXON  
RECORDER, SALT LAKE COUNTY, UTAH  
MERRILL TITLE  
REC BY: BEVERLY CARTER , DEPUTY

BOOK 6060 PAGE 1051

RECORDING REQUESTED BY

05/24/96 10:28 AM 6365797 16.00  
NANCY WORKMAN  
RECORDER, SALT LAKE COUNTY, UTAH  
FIRST AMERICAN TITLE  
REC BY: V ASHBY ,DEPUTY - WI

WHEN RECORDED RETURN TO

Latham & Watkins  
650 Town Center Drive  
20th Floor  
Costa Mesa, California 92626-1918  
Attn: Karen I. Long

THE AREA ABOVE IS RESERVED FOR RECORDER'S USE

CERTIFICATE OF OWNERSHIP

6365797

BK7406PG2701



Office of the Secretary of State

---

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.



  
Edward J. Freel, Secretary of State

2184772 8100M

960131035

AUTHENTICATION: 7935215

DATE: 05-06-96

BK7406PG2702

FILED

OCT 30 1989

739293022

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

SMITH'S FOOD KING PROPERTIES, INC.

WITH AND INTO

SMITH'S FOOD & DRUG CENTERS, INC.

*John H.*  
SECRETARY OF STATE  
12:30 PM

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 for the 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

BK7406PG2703

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

RECEIVED

The First State  
**EXPEDITE**

JAN 13 2004

Utah Div. Of Corp. & Comm. Code

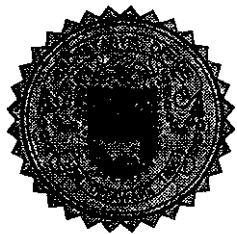
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP OF "SMITH'S FOOD & DRUG CENTERS, INC.", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF DECEMBER, A.D. 2003, AT 6:45 O'CLOCK P.M.

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

2184772 8100

040000121

01-13-04P01:25 RCVD

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 18<sup>th</sup> 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 26<sup>th</sup> day of September, 2003 ("Smith's Ohio").

**THIRD:** That its Board of Directors by unanimous written consent dated the 27<sup>th</sup> 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

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 16<sup>th</sup> 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

