

JW-12 X 37/12
7W-13

RECORDED AT REQUEST OF
SECURITY TITLE COMPANY

Recorded at Request of _____ BOOK 1075

at _____ M. Fee Paid \$ 0727505

1983 FEB 20 AM 8:59

8:59 AM

by _____ PATTER. Book 6 Page _____ Ref. _____

JTC # 85020

WARRANTY DEED

DAVIS COUNTY RECORDER
SECURITY FEE 6.00

FOXGLOVE ASSOCIATES, a Utah Limited Partnership, with General Partners being LANDPAK CO., a Partnership, and LINDQUIST CO., a Partnership, grantor of _____, County of Davis, State of Utah, hereby CONVEY and WARRANT to SMITH'S FOOD KING PROPERTIES, INC.

1550 South Redwood Road grantee of Salt Lake City, UT 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 Davis County, State of Utah:

"SEE DESCRIPTION ON REVERSE SIDE"

SUBJECT TO easements, agreements, reservations and restrictions of record.

WITNESS, the hand of said grantor, this _____ 19th day of February, A. D. 1986.

Signed in the Presence of

[Signature]

FOXGLOVE ASSOCIATES, a Utah Limited Partnership
BY: LANDPAK CO., a Partnership, General Partner

BY: *[Signature]*
MICHAEL O. BISCHOFF, Partner

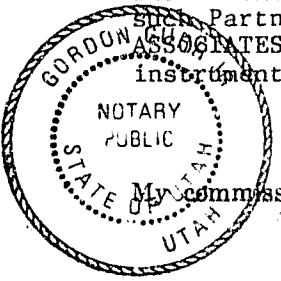
BY: LINDQUIST CO., a Partnership, General Partner

BY: *[Signature]*
STEVEN E. LINDQUIST, Partner

STATE OF UTAH,
County of Davis

} ss.

On the _____ 19th day of February, A. D. 1986, personally appeared before me Michael O. Bischoff, as Partner of LANDPAK CO., a Partnership, and Steven E. Lindquist, as Partner of LINDQUIST CO., a Partnership, the signers of the within instrument, who duly acknowledged to me that they signed the within instrument as such Partners, and that the said Partnerships are the General Partners of FOXGLOVE ASSOCIATES, a Utah Limited Partnership, and that such Partnerships executed the within instrument for and on behalf of said Limited Partnership as the General Partners thereof.



[Signature]

Notary Public.

My commission expires October 31, 1988 Residing in Clearfield, Utah

Beginning on the Westerly line of Foxglove Road at a point South 89°45'50" West 1164.04 feet along the Section line from the South Quarter corner of Section 12, Township 3 North, Range 1 West, Salt Lake Meridian, in the City of Farmington, and running thence South 21° East 115.86 feet along the Westerly line of said road; thence Southeasterly 46.21 feet along the arc of a 330.96 foot radius curve to the right along said road (Chord bears South 17° East 46.17 feet); thence South 69° West 60 feet; thence North 21° West 222.30 feet; thence South 69° West 471.94 feet, more or less, to the Northeasterly line of State Highway 89; thence North 21°26'40" West 325.0 feet along said Highway line; thence North 69° East 368.0 feet; thence North 21° West 80.0 feet; thence North 69° East 15.0 feet; thence North 21° West 70.0 feet; thence North 69° East 120.37 feet to a fence line and a point South 89°54'32" West from the intersection of two fence lines 484.0 feet North and 811.34 feet West of a brass cap marking the South Quarter corner of said Section 12; thence North 89°54'32" East 36.73 feet along said fence line; thence South 21° East 522.26 feet along the Westerly line of a proposed road and the Westerly line of said Foxglove Road to the point of beginning.

08 051-0051

WHEN RECORDED, MAIL TO: BOOK 1154

RECORDED AT REQUEST OF SECURITY TITLE

0778830

1987 MAR 27 AM 10:13

PAGE 492

CAROL DEAN PAGE
DAVIS COUNTY RECORDER

EN PT AB

Space Above for Recorder's Use FEE

SECURITY TITLE CO.

Order No. 87857

Warranty Deed

NW-13-37-1W
PT-08-051-00704002

FOXGLOVE ASSOCIATES, a Utah Limited Partnership

grantor,

of _____, County of Salt Lake, State of Utah,

hereby CONVEYS and WARRANTS to SMITH'S FOOD KING PROPERTIES, INC.

grantee,

of _____, County of Salt Lake, State of Utah,

for the sum of TEN-----DOLLARS,
and other good and valuable consideration

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

See Exhibit A attached hereto and incorporated herein by reference for legal description.

SUBJECT TO the Permitted Exceptions described on Exhibit B attached hereto and incorporated herein by reference.

WITNESS the hand of said grantor, this 25 day of March, 1987.

Signed in the presence of

FOXGLOVE ASSOCIATES, a Utah Limited Partnership

By LANDPAK COMPANY, a general partnership, Partner

By Michael O. Bischoff, Partner

By LINDQUIST INVESTMENT COMPANY, INC., Partner

By Steven E. Lindquist, President

STATE OF UTAH }
COUNTY OF _____ } ss.

On the 25 day of March, 1987, personally appeared before me Michael O. Bischoff, partner of Landpak Company, and Steven E. Lindquist, President of Lindquist Investment Company, Inc., both partners of Foxglove Associates, the signer of the foregoing instrument, who both duly acknowledged to me that they executed the same for and on behalf of said partnership.

[Signature]
Notary Public

My Commission Expires: 4-19-90

Residing at: J.C. Co. ut.

SOUTHWEST FOXGLOVE PARCEL

8/26/86

493

Beginning at a point on the easterly line of U.S. Highway 89 and the northerly line of Shepard Lane, said point also being south 340.08 feet and west 1606.77 feet from the south quarter corner of Section 12, T:3N., R:1W., S.L.B.&M. (basis of bearing being S89°45'50"W between said south quarter corner and the southwest corner of said Section 12) and running thence:

N21°26'40"W	214.73 feet	along the east line of U.S. Highway 89; thence
N69°00'00"E	181.21 feet	along the south line of the Smith's parcel; thence
S21°00'00"E	292.80 feet	along the west line of the proposed Boyer parcel; thence
N87°29'51"W	195.78 feet	along the north line of Shepard Lane to the point of beginning.

07-051-009 + 0070
000 + 600 - 150-20

contains 1.0500 acres

Subject to easements, rights-of-way and restrictions of record and use and to actual survey.

RECORDER'S MEMO
LEGIBILITY OF TYPING OR PRINTING UNSATISFACTORY IN THIS DOCUMENT WHEN RECEIVED.

EXHIBIT A

SCHEDULE B - Section 2
Exceptions

The policy or policies to be issued will contain exceptions to the following unless the same are disposed of to the satisfaction of the Company.

1. ~~Taxes or assessments which are not shown as existing liens by the records of any taxing authority that levies taxes or assessments on real property or by the public records.~~
2. ~~Any facts, rights, interests, or claims which are not shown by the public records but which could be ascertained by an inspection of said land or by making inquiry of persons in possession thereof.~~
3. ~~Easements, claims of easement or encumbrances which are not shown by the public records.~~
4. Discrepancies, conflicts in boundary lines, shortage in area, encroachments, or any other facts which a correct survey would disclose, and which are not shown by public records.
5. ~~Unpatented mining claims, reservations or exceptions in patents or in Acts authorizing the issuance thereof; water rights, claims or title to water.~~
6. ~~Any lien, or right to a lien, for services, labor or material theretofore or hereafter furnished, imposed by law and not shown by the public records.~~
7. ~~Defects, liens, encumbrances, adverse claims or other matters, if any, created, first appearing in the public records or attaching subsequent to the effective date hereof but prior to the date the proposed insured acquires of record for value the estate or interest or mortgage thereon covered by this commitment.~~
8. Taxes for the year 1987 are now a lien, not yet due.
9. ~~Taxes for the year 1986 are now delinquent.~~

10. Said property is included within the boundaries of Weber Basin Water Conservancy District, Central Davis County Sewer District, Farmington Area Pressure Irrigation System and is subject to assessments by said Districts.
11. The right to use a strip of land adjoining the Easterly side of the right of way of Highway known as Project No. 030-1, for the purpose of constructing and maintaining thereon cut and/or fill slopes and necessary drainage ditches and appurtenant parts thereof, incident to the grading of the roadway on said project, bounded by the highway right of way line on one side and bounded by straight lines on the other side. These straight lines shall run from points opposite the following Engineer's Stations and shall establish the following widths, respectively:

ENGINEER'S STATION	WIDTH
14+80	0.00 feet
16+00	45.00 feet
16+60	0.00 feet

and the right to construct any necessary fences along

(continued)

Exceptions numbered _____ are hereby omitted.

RECORDER'S MEMO
LEGIBILITY OF TYPING OR PRINTING
UNSATISFACTORY IN THIS
DOCUMENT WHEN RECEIVED.

EXHIBIT "B"

either side line of the above described strip of land, and the grantor shall have the right to lessen but not to increase the vertical distance or grade of said slopes, as granted to STATE ROAD COMMISSION OF UTAH, by Slope Easement, recorded July 27, 1962, as Entry No. 239167, in Book 247, Page 36 of Official Records.

12. ~~Said property, has no access to the Highway along the Westerly line thereof, and no liability is assumed as to the rights of access to Shepard Lane on the South line thereof.~~ (CP)
13. ~~A Mortgage covering part of said property and other property, dated January 25, 1980, executed by Foxglove, a general partnership, for \$120,000.00, in favor of BANK OF UTAH, a corporation, recorded January 25, 1980, as Entry No. 556215, in Book 810, Page 730 of Official Records.~~ (MB)
14. The Terms and Conditions in Development Agreement, dated February 19, 1986, executed by Foxglove Associates, a Utah Partnership, and Smith's Food King Properties, Inc., a Utah Corporation, recorded March 5, 1986, as Entry No. 728759, in Book 1077, Page 18 of Official Records, a copy of which is attached.

NOTE: The 1986 Tax Serial No. is 08-051-0051, the amount is \$1,386.90.

0811758

1987 DEC 24 AM 9:55

WHEN RECORDED, MAIL TO: Peter H. Barth PAGE 60

DEC 24 1987

SMITH'S MANAGEMENT CORP.

1550 South Redwood Road Salt Lake City, Utah 84104

CAROL DEAN PAGE DAVIS COUNTY RECORDER DEPUTY RECORDER'S USE

nw 13, 30-14

QUIT - CLAIM DEED SW 12

BOYER SHOPPING CENTER ASSOCIATES, a Utah limited partnership, Grantor, of Salt Lake City, County of Salt Lake, State of Utah, hereby QUIT CLAIMS to SMITH'S FOOD KING PROPERTIES, INC., Grantee, of Salt Lake City, County of Salt Lake, State of Utah, for the sum of -----TEN DOLLARS AND OTHER GOOD AND VALUABLE CONSIDERATION-----, the following described tract of land in Davis County, State of Utah:

A part of the Southwest Quarter of Section 12 and the Northwest Quarter of Section 13, Township 3 North, Range 1 West, Salt Lake Base and Meridian in the City of Farmington, Utah;

08-051-0069

Beginning at a point South 89°45'50" West 1164.04 feet along the Section line and North 21°00' West 60.38 feet along the Westerly line of Foxglove Road and South 69°00' West 63.22 feet from the South Quarter Corner of said Section 12; and running thence South 21°00' East 40.00 feet; thence South 69°00' West 10.00 feet; thence North 21°00' West 40.00 feet; thence North 69°00' East 10.00 feet to the Point of Beginning.

Contains 400 square feet.

Wild

WITNESS the hand of said grantor, this 10th day of December, 1987.

BOYER SHOPPING CENTER ASSOCIATES, a Utah limited partnership

WITNESS:

[Signature]

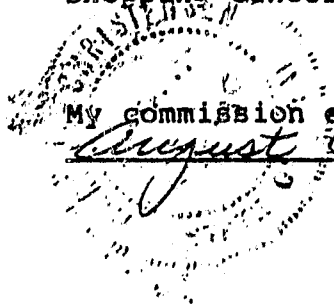
By [Signature]

STATE OF UTAH) : ss. County of Salt Lake)

On the 10th day of December 1987, personally appeared before me H. Roger Boyer, the signer of the foregoing instrument, who duly acknowledged to me that he executed the same on behalf of Boyer Shopping Center Associates, a Utah limited partnership.

[Signature] NOTARY PUBLIC Residing at: Salt Lake City, Utah

My commission expires: August 6, 1988



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.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2184772 8100M

960131035

AUTHENTICATION: 7935215

DATE: 05-06-96

FILED

OCT 20 1989

739293022

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING

[Signature]
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.

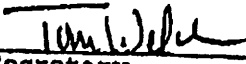
FOURTH: Anything herein or elsewhere to the contrary
notwithstanding, this merger may be amended or terminated and
abandoned by the board of directors of Smith's Food & Drug
Centers, Inc. at any time prior to the date of filing the merger
with the Delaware Secretary of State.

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

RECEIVED

The First State
EXPEDITE

JAN 13 2004

Utah Div. Of Corp. & Comm. Code

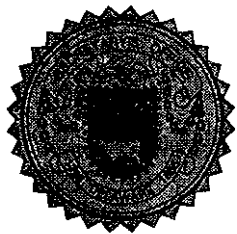
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP OF "SMITH'S FOOD & DRUG CENTERS, INC.", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF DECEMBER, A.D. 2003, AT 6:45 O'CLOCK P.M.

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 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

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

TRAILER



SHEET

INCORPORATING SECTION
P.O. Box 898
FRANCHISE TAX SECTION
P.O. Box 7040
UNIFORM COMMERCIAL CODE
P.O. Box 793
DOVER, DELAWARE 19903

STATE OF DELAWARE
DEPARTMENT OF STATE
Harriet Smith Windsor, Secretary
DIVISION OF CORPORATIONS
JOHN G. TOWNSEND BUILDING
DUKE OF YORK STREET
DOVER, DELAWARE 19901

INCORPORATING SECTION
GENERAL INFORMATION
302/739 - 3073
NAME RESERVATION
302/739 - 6900
900/420 - 8042
FRANCHISE TAX SECTION
302/739 - 4225
UNIFORM COMMERCIAL CODE
302/739 - 4279

SRV#: 040000121 Agent: 9000014 File#: Package#: 00000045
Priority: 2 Mail Code R Date: 01/02/04

Attn: KIM 381259-15

Agent: CORPORATION SERVICE COMPANY
2711 CENTERVILLE ROAD
SUITE 400
WILMINGTON DE 19808
