

When Recorded Return to:
KeyBank National Association
2025 Ontario Street
Cleveland, OH. 44115

FATCO # 67050

ENT 80381:2000 PG 1 of 3
RANDALL A. COVINGTON
UTAH COUNTY RECORDER
2000 Oct 11 4:43 pm FEE 14.00 BY 55
RECORDED FOR FIRST AMERICAN TITLE CO

SPECIAL WARRANTY DEED

Fred Meyer Stores, Inc., a Delaware corporation who took title as Fred Meyer, Inc., a Delaware corporation organized and existing under the laws of the State of Delaware, grantor, with its principal office at 3800 SE 22nd Avenue, Portland, Oregon 97202, County of Multnomah, State of Oregon, hereby CONVEYS and WARRANTS only as against all claiming by, through or under it to KeyBank National Association, a National Banking Association, grantee, for the sum of Ten Dollars and other Good and Valuable Consideration, the following described tract of land in Utah County, State of Utah:

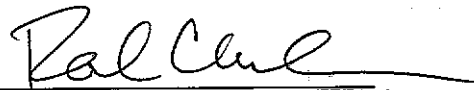
Lot 3, Plat "B", FRED MEYER, Phase II Subdivision, Orem, Utah, according to the official plat thereof on file and of record in the office of the Utah County Recorder.

Subject to those items set forth on Exhibit "A" attached hereto and made a part hereof.

The officer who signs this deed hereby certifies that this deed and the transfer represented thereby was duly authorized under a resolution duly adopted by the board of the grantor at lawful meeting duly held and attended by a quorum.

In witness whereof, the grantor has caused its corporate name to be hereunto affixed by its duly authorized officers this 2 day of October, 2000.

Fred Meyer Stores, Inc., a Delaware corporation

By: 
Robert T. Currey-Wilson, Vice President

NE

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STATE OF OREGON,

County of Multnomah } ss. On this 2 day of October, 2000,
 before me appeared Robert Curry-Wilson and
 both to me personally known, who being
 duly sworn, did say that he/she, the said Robert Curry-Wilson
 is the Vice President, and he/she, the said _____
 is the _____ Secretary of Fred Meyer Stores, Inc,
 the within named Corporation, and that the seal, if any, affixed to said instrument is the corporate seal of said
 Corporation, and that the said instrument was executed on behalf of said Corporation by authority of its Board
 of Directors, and _____ and _____
 acknowledge said instrument to be the free act and deed of said Corporation.

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

Pamela Jo Knuth

 Notary Public for Oregon.
 My commission expires 3/20/01

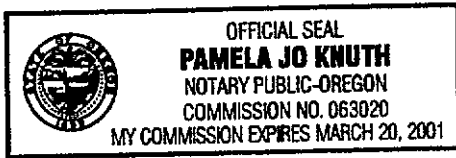


Exhibit "A"

General property taxes for the year 2000 now a lien, not yet due.

Said property is located within the boundaries of Orem City and its service districts and is subject to charges and assessments levied thereunder.

Easement, dated October 6, 1981, in favor of Utah Power and Light Company, to construct, reconstruct, operate, maintain and repair over, under and across the subject property, an underground duct line. Said Easement recorded November 2, 1981, as Entry No. 31420, in Book 1945, at Page 892, Utah County Recorder's Office.

An Easement dated September 6, 1996, in favor of PacifiCorp, an Oregon Corporation, dba Utah Power and Light Company for a perpetual easement and right of way for the erection and continued maintenance, repair, alteration, inspection, relocation and replacement of electric transmission, distribution, telephone and telegraph circuits, poles, structures, guy-anchors with the necessary guys, stubs, cross arms, braces and other attachments affixed thereto for the support of said circuits on, under, over, through, and across a portion of the subject property recorded September 26, 1996, as Entry No. 79096 in Book 4080 at page 147 of Official Records.

A Supplemental Easement dated April 2, 1997, in favor of PacifiCorp, an Oregon Corporation, dba Utah Power and Light Company, recorded April 22, 1997, as Entry No. 30219 in Book 4248 at page 879 of Official Records.

Easement for public utilities and incidental purposes over ten (10) feet of the exterior lot line of Lot 3, Plat "B", Fred Meyer Phase II Subdivision, as shown on the recorded plat.

An existing ten (10) foot utility easement over the Westerly side of Lot 3, Plat "B", Fred Meyer Phase II Subdivision, as shown on the recorded plat.

Declaration of Covenants, Conditions, Restrictions and Easements, recorded September 3, 1997, as Entry No. 67916 in Book 4366 at page 154 of Official Records, but deleting any covenant, condition or restriction indicating a preference, limitation or discrimination based on race, color, religion, sex, handicap, familial status, or national origin to the extent such covenants, conditions or restrictions violate 42 USC 3604(c).

First Amendment to Declaration of Covenants, Conditions, Restrictions and Easements recorded August 2, 2000 as Entry No. 60522:2000 of Official Records.