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Book - 9670 Pg - 353-354
GARY W. OTT
RECORDER, SALT LAKE COUNTY, UTAH
STOEL RIVES
201 S MAIN STE. 1100
SLC UT 84111
BY: SAM, DEPUTY - WI 2 P.

WHEN RECORDED, MAIL TO:

Richard H. Johnson, II
Stoel Rives LLP
201 So. Main #1100
Salt Lake City, Utah 84111

DEED OF TRUST

THIS DEED OF TRUST is made as of the 23rd day of May, 2008, between IN & OUT CORPORATION, a Utah corporation, as Trustor, whose address is 163 S. Main St. Salt Lake City, Utah 84111, and RICHARD H. JOHNSON, II, as Trustee, and SCSB, LLC, a Utah corporation, whose address is 163 S. Main St. Salt Lake City, Utah 84111, as Beneficiary.

Trustor hereby CONVEYS AND WARRANTS TO TRUSTEE IN TRUST, WITH POWER OF SALE, certain property situated in Salt Lake County, Utah, as more particularly described in attached Exhibit A, FOR THE PURPOSE OF SECURING payment of the indebtedness evidenced by a Promissory Note, dated May 23, 2008, in the original principal amount of \$462,297.00, payable to the order of Beneficiary at the times, in the manner, and with interest as therein set forth.

Trustor agrees to pay all taxes and assessments on the above property, to pay all charges and assessments on water or water stock used on or with said property, not to commit waste, to maintain adequate fire insurance on improvements on said property, to pay all costs and expenses of collection (including Trustee's and attorney's fees in event of default in payment of the indebtedness secured hereby).

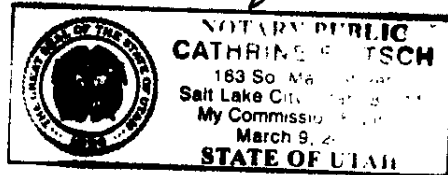
The undersigned Trustor requests that a copy of any notice of default and of any notice of sale hereunder be mailed to it at the address hereinbefore set forth.

Trustor:

IN & OUT CORPORATION

By *David W. Bernolfo*
David W. Bernolfo, President

STATE OF UTAH)
) : ss.
COUNTY OF SALT LAKE)



The foregoing instrument was acknowledged before me this 18 day of December, 2008, by David W. Bernolfo, President of IN & OUT CORPORATION.

Catharine R. Tsch
NOTARY PUBLIC

EXHIBIT A
DESCRIPTION OF THE PROPERTY

(1) 43, 45 and 53 West 300 South, Salt Lake City, Utah, more particularly described as follows:

Parcel 1:

Beginning 151 feet East from the Northwest corner of Lot 5, Block 51, Plat "A", Salt Lake City Survey; thence East 104.75 feet; thence South 10 rods; thence West 104.75 feet; thence North 10 rods to the point of beginning.

Parcel 2:

Beginning 1.5 rods West of the Northeast corner of Lot 5, Block 51, Plat "A", Salt Lake City Survey; thence West 3 rods; thence South 10 rods; thence East 3 rods; thence North 10 rods to the point of beginning.

Parcel 3:

Beginning at the Northeast corner of Lot 5, Block 51, Plat "A", Salt Lake City Survey; and running thence West 24.75 feet; thence South 165 feet; thence East 24.75 feet; thence North 165 feet to the point of beginning.

Parcel 3-A:

A non-exclusive right of way for ingress and egress and incidental purposes more particularly described as follows:

Beginning at a point 33 feet North and 165 feet West from the Southeast corner of Lot 7, in said Block 51, and running thence North 132 feet; thence West 189.75 feet; thence South 16 feet; thence East 171.75 feet; thence South 45° East 11.31 feet; thence South 108 feet; thence East 10 feet to the point of beginning.

(2) 65-79 West 300 South, Salt Lake City, Utah, more particularly described as follows:

Parcel 1:

Beginning at the Northwest corner of Lot 5, Block 51, Plat "A", Salt Lake City Survey; and running thence East along the North line of said Lot 5 a distance of 151 feet; thence South 80.35 feet; thence West 151 feet to the West line of said Lot 5; thence North along the West line of said Lot 5 a distance of 80.25 feet to the point of beginning.

Parcel 1-A:

Together with a Right of Way over the following:

Beginning at a point on the West line of Lot 5, Block 51, Plat "A", Salt Lake City Survey 80.25 feet South from the Northwest corner of said Lot 5, thence East 130.75 feet; thence South 10.5 feet; thence West 130.75 to the West line of said Lot 5, thence North along said West line of said Lot 5 a distance of 10.5 feet to the place of beginning.