

GRANTEE'S ADDRESS

1550 So. Redwood Road
Salt Lake City, Utah
84104

E# 864231 BK 1303 PG 960
CAROL DEAN PAGE, DAVIS CNTY RECORDER
1989 JUL 20 3:55 PM FEE 7.50 DEP JB
REC'D FOR ASSOCIATED TITLE COMPANY

LD-20125

WARRANTY DEED

NW-20-4N-1W

L.I. LAYTON FARMS FAMILY LIMITED PARTNERSHIP grantor
of SALT LAKE County of SALT LAKE State of Utah, hereby
CONVEY and WARRANT to
SMITHS FOOD KING PROPERTIES, INC.

of SALT LAKE County SALT LAKE grantee, State of Utah
for the sum of TEN DOLLARS AND OTHER GOOD AND VALUABLE CONSIDERATIONS-----DOLLARS
the following described tract of land in DAVIS County,

State of Utah, to-wit:

NW-20

PARCEL 1: BEGINNING AT THE SOUTHWEST CORNER OF THE NORTHWEST 1/4 OF SECTION 20, TOWNSHIP 4 NORTH, RANGE 1 WEST, SALT LAKE MERIDIAN; AND RUNNING EAST 20 CHAINS, NORTH 20 CHAINS, WEST 20 CHAINS, SOUTH 20 CHAINS TO THE POINT OF BEGINNING. PLUS ALL THAT PORTION OF THE NORTHWEST 1/4 OF THE NORTHWEST 1/4 OF SECTION 20, TOWNSHIP 4 NORTH, RANGE 1 WEST, SALT LAKE MERIDIAN; LYING AND BEING SOUTH AND WEST OF THE WEST LINE OF THE RIGHT OF WAY OF THE O.S.L. RAILWAY.
10-067-0016

NW-20

PARCEL 2: BEGINNING AT THE SOUTHWEST CORNER OF THE SOUTHEAST 1/4 OF THE NORTHWEST 1/4, SECTION 20, TOWNSHIP 4 NORTH, RANGE 1 WEST; SALT LAKE MERIDIAN; THENCE NORTH 372.3 FEET TO THE WEST R/W LINE OF O.S.L. RR; THENCE SOUTHEASTERLY ALONG THE R/W 573.1 FEET; THENCE WEST ALONG NORTH R/W LINES OF SPUR TRACK 437 FEET.
10-067-0022

SUBJECT TO EASEMENTS, RESTRICTIONS, RESERVATIONS AND RIGHTS OF WAY CURRENTLY OF RECORD AND THE GENERAL PROPERTY TAXES FOR THE YEAR 1989 AND THEREAFTER.

10-067-0016 & 10-067-0022
WITNESS the hand of said grantor, this 17TH day of JULY A. D. 1989

Signed in the presence of

L.I. LAYTON FARMS FAMILY LIMITED PARTNERSHIP

Lionel H. Layton, General Partner
BY: LIONEL H. LAYTON, GENERAL PARTNER

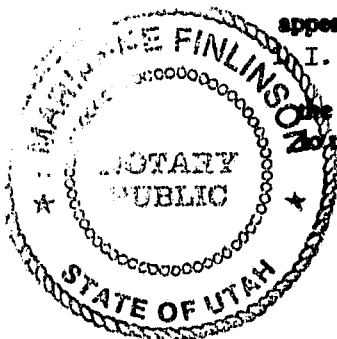
STATE OF UTAH
COUNTY OF DAVIS

{ SS.

On the 17th day of July A. D. 1989 personally

appeared before me LIONEL H. LAYTON, GENERAL PARTNER OF
I. LAYTON FARMS LIMITED PARTNERSHIP

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



Notary Public *Marranne Finlins*
Residing at Syracuse

My Commission Expires: 7-14-90

ASSOCIATED TITLE COMPANY

Order No. _____

MERGER

Delaware

PAGE 1

RECEIVED

The First State
EXPEDITE

JAN 13 2004

Utah Div. Of Corp. & Comm. Code

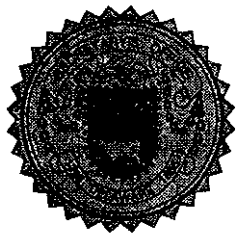
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP OF "SMITH'S FOOD & DRUG CENTERS, INC.", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF DECEMBER, A.D. 2003, AT 6:45 O'CLOCK P.M.

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

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 script.

Edward J. Freel, Secretary of State

2184772 B100M
960131035

AUTHENTICATION: 7935215
DATE: 05-06-96

FILED

OCT. 20 1989

739293022

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.

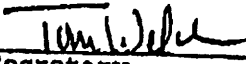
FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the board of directors of Smith's Food & Drug Centers, Inc. at any time prior to the date of filing the merger with the Delaware Secretary of State.

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