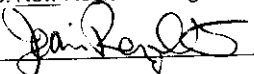
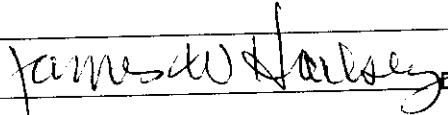


No. C 89025	Due no later than Apr 30, 2003 Annual Report Form		2. Registered Agent and Office NO PO BOX																															
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FILING FEE IF RECEIVED BY DUE DATE	1. Mailing Address - Correct in this box, if applicable SMITH'S FOOD & DRUG CENTERS, INC. RAY WOOLSTON 1550 SOUTH REDWOOD ROAD SALT LAKE CITY, UT 84104		GT CORPORATION SYSTEM 300 N 8TH ST <i>Corporation Service Company</i> 1401 Shoreline Dr., Suite 2 BOISE, ID 83701 Boise, ID 83702																															
4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors.			3. New Registered Agent Signature 																															
<table border="1"> <thead> <tr> <th>Office held</th> <th>Name</th> <th>Street or P.O. Address</th> <th>City</th> <th>State</th> <th>Zip</th> </tr> </thead> <tbody> <tr> <td>President</td> <td>James W. Hallsey</td> <td>1550 S. Redwood Rd</td> <td>Salt Lake City</td> <td>UT</td> <td>84104</td> </tr> <tr> <td>Secretary/Director</td> <td>Paul W. Heldman</td> <td>1014 Vine St</td> <td>Cincinnati</td> <td>OH</td> <td>45202</td> </tr> <tr> <td>Director</td> <td>David B. Dillon</td> <td>1014 Vine St</td> <td>Cincinnati</td> <td>OH</td> <td>45202</td> </tr> <tr> <td>Director</td> <td>Joseph A. Pichler</td> <td>1014 Vine St</td> <td>Cincinnati</td> <td>OH</td> <td>45202</td> </tr> </tbody> </table>	Office held	Name	Street or P.O. Address	City	State	Zip	President	James W. Hallsey	1550 S. Redwood Rd	Salt Lake City	UT	84104	Secretary/Director	Paul W. Heldman	1014 Vine St	Cincinnati	OH	45202	Director	David B. Dillon	1014 Vine St	Cincinnati	OH	45202	Director	Joseph A. Pichler	1014 Vine St	Cincinnati	OH	45202				
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5. Organized Under the Laws of: DELAWARE C 89025	6. Signature  Name (Typed or Printed) <u>James W. Hallsey</u>		Date <u>2/12/03</u> Title <u>President</u>																															