



\*W1782156\*

**SPECIAL WARRANTY DEED**

KNOW ALL MEN BY THESE PRESENTS:

FLYING J INC., A Utah corporation, whose street address is 1104 Country Hills Drive, City of Ogden, County of Weber, and State of Utah, Grantor, for the consideration of ten dollars (\$10.00) and other good and valuable consideration, in hand paid, hereby sells and conveys to REAL HOLD CORPORATION, a Utah corporation, whose address is 111 E Broadway, City of SLC, County of SL, State of Utah, Grantee, the following real property in the County of Weber, State of Utah, to-wit:


SEE EXHIBIT "A" ATTACHED HERETO AND BY REFERENCE MADE A PART HEREOF. SAID PROPERTY IS HEREBY RESTRICTED AND SHALL NOT BE USED FOR: SALE OF MOTOR FUELS; TELECOMMUNICATIONS EQUIPMENT OR SERVICES; OPERATION OF A CONVENIENCE STORE OR TRAVEL PLAZA BUSINESS; FOOD SALES; MOTEL OR HOTEL LODGING; PLACEMENT OF MOBILE HOMES OR MODULAR HOMES; ANY OTHER NON-RECREATIONAL VEHICLE PARK SERVICES WHICH COMPETE WITH SELLER'S PRIMARY BUSINESS OPERATIONS. THESE RESTRICTIONS SHALL BURDEN AND RUN WITH THE LAND FOR A PERIOD OF FIFTY (50) YEARS FROM THE DATE OF CLOSING AND SHALL BENEFIT SELLER AND ITS SUCCESSORS AND ASSIGNS THEREOF.

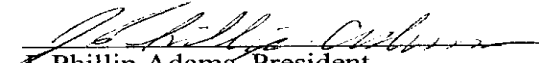
With its appurtenances, and warrants the title against all Persons claiming under it, subject to taxes for the current year, easements, covenants, restrictions and rights-of-way of record.

Signed this 29th day of June 2001.

ATTEST:

FLYING J INC.


  
Barre G. Burgon, Secretary

  
J. Phillip Adams, President

STATE OF UTAH )  
 )ss  
COUNTY OF WEBER )

E: 1782156 BK2152 PG2315  
DOUG CROFTS, WEBER COUNTY RECORDER  
11-JUL-01 1256 PM FEE \$21.00 DEP JPM  
REC FOR: FIRST.AMERICAN.TITLE

On this 29th day of June, A.D. 2001 personally appeared before me J. Phillip Adams and Barre G. Burgon who being by me duly sworn did say, each for himself, that he the said J. Phillip Adams is the president, and he, the said Barre G. Burgon is the secretary of FLYING J INC., a Utah corporation, and that the within and foregoing instrument was signed in behalf of said corporation by authority of a resolution of its board of directors and said J. Phillip Adams and Barre G. Burgon each duly acknowledged to me that said corporation executed the same.

  
Michelle L. Batterthwaite  
Notary Public

My commission expires:

October 24, 2001

My residence is:

DAVIS, County

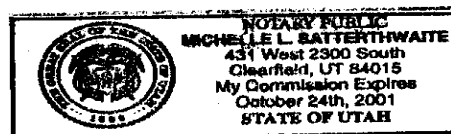


Exhibit "A"

PARCEL 1:

15-063-0022 X T

Part of the Southeast quarter of Section 24, Township 6 North, Range 2 West, Salt Lake Base and Meridian, U.S. Survey: Beginning 17.64 chains East, North 68°00' West 117.7 feet and North 44°39' East 815.4 feet from the Southwest corner of said Quarter Section and running thence East 398.1 feet; thence North 3°00' East 449.9 feet; thence East 60 feet; thence South 3° West 11.78 chains; thence East 6.78 chains, South 4° East 4.50 chains to the South line of said quarter section; thence West to the West line of the East half of said quarter section; thence North along said East line to a point South 44°39' West 277.60 feet from the point of beginning; thence North 44°39' East 277.60 feet to beginning.

PARCEL 2:

15-063-0045, 0049 X

A part of said Southeast quarter of Section 24, Township 6 North, Range 2 West, Salt Lake Base and Meridian, described as follows: Beginning 17.64 chains East and North 68°00' West 280.3 feet from the Southwest corner of Southeast Quarter of said Section 24, and running thence North 68°00' West 179.7 feet, more or less, to the Easterly right of way line of Interstate Highway #15; thence North 9°14' West 47 feet, more or less; thence North 11°47' West 450.4 feet; thence North 9°14' West 636 feet, more or less, to a point 19.95 chains North from the South line of said quarter section; thence East 724 feet to the Northwest corner of the U.S.A. property conveyed by Warranty Deed recorded in Book 604 at page 241; thence South 295.1 feet; thence South 45°21' East 113.0 feet; thence South 382.2 feet; thence South 44°39' West 639.0 feet to beginning.

LESS AND EXCEPTING THEREFROM any portion of the property lying within the Weber River.

PARCEL 3:

15-066-0105 (15-066-0004)

Part of the Northeast quarter of Section 25, Township 6 North, Range 2 West, Salt Lake Base and Meridian, U.S. Survey: Beginning 1011.86 feet East of the Northwest corner of the Northeast quarter of said Section 25; thence East 681.05 feet; thence South 10° West 1587.60 feet; thence North 78°32' West 17 feet; thence Southwesterly 20 feet, more or less, to the Northeasterly line of the State Road frontage road right of way; thence Northwesterly along said line to a point 44°39' West from beginning; thence North 44°39' East to beginning.

LESS AND EXCEPTING THEREFROM that property conveyed to Weber County by Quit Claim Deed recorded March 15, 1984 in Book 1442 at page 1809 (EXCEPTING - 15-066-0075)

of Official Records, described as follows:

Addition to Frontage Road R.O.W. to be deeded from Flying J, Inc. to Weber County, a part of the Northeast quarter of Section 25, Township 6 North, Range 2 West, Salt Lake Base and Meridian, U.S. Survey, Weber County, Utah. Beginning at the intersection point of the Southeast line of Layton Intake Channel and the East line of an existing 40 foot wide Frontage Road, said point of beginning being East 842.45 feet, more or less, along the section line (as it existed prior to the setting of new monument in 1983) and South 162.14 feet more or less, from the North quarter corner of said Section 25, and running thence 3 courses along the East line of said Frontage Road South 10°02'06" East 646.11 feet Southeast along the arc of a nontangent 1055.92 foot radius curve to the left a distance of 492.37 feet (L.C. bears South 24°47'10" East 487.93 feet); South 38°08'40" East 409.24 feet; thence South 78°32' East 12.33 feet; thence North 38°08'40" West 168.62 feet on a line parallel to an 8 foot distant from said Easterly line of Frontage Road; thence North 51°51'20" East 6.00 feet; thence North 38°08'40" West 250.00 feet on a line parallel to and 14 feet East from the East line of said Frontage Road; thence Northwest along the arc of a 1041.92 foot radius curve to the right a distance of 511.17 feet (L.C. bears North 24°05'23" West 506.06 feet); thence North 10°02'06" West 630.39 feet on a line parallel to and 14 feet East from said East line of said Frontage Road to an existing fence on the Southeast line of the Layton Intake Channel; thence along said fence South 43°56'30" West 16.92 feet to point of beginning.

(EXCEPTING 15-066-0096)  
ALSO LESS AND EXCEPTING THEREFROM that property conveyed by Special Warranty Deed recorded August 31, 1998 in Book 1952 at page 1166 of Official Records, described as follows:

Beginning at a point which is North 89°41'40" West 1084.15 feet along the section line and South 339.50 feet from the Northeast corner of Section 25, Township 6 North, Range 2 West, Salt Lake Base and Meridian, and running thence South 12°10'04" West 346.662 feet; thence North 89°41'48" West 565.747 feet to the East right of way line of Frontage Road along Interstate 15 Highway (Said Frontage Road right of way is 54.00 feet wide, which includes 40.00 feet from the original State Road Right of Way plus an additional 14.00 feet taken by Weber County in 1984); thence continuing along said right of way North 9°13'23" West 344.00 feet; thence South 89°41'48" East 693.953 feet to the point of beginning.

(EXCEPTING 15-066-0097)  
ALSO LESS AND EXCEPTING THEREFROM that property conveyed to Weber County by Quit Claim Deed recorded May 24, 1989 in Book 1561 at page 1375 of Official Records, described as follows:

Beginning at the Southwest corner of the Grantor's Land, said point

being on the East right-of-way line of a 54 foot wide Frontage Road for Interstate 15 and also being North 89°41'48" West 1084.15 feet along the section line, South 339.50 feet, South 12°10'04" West 346.662 feet, and North 89°41'48" West 577.917 feet from the Northeast corner of Section 25, Township 6 North, Range 2 West, Salt Lake Base and Meridian; thence North 9°13'23" West 344.00 feet along said right-of-way; thence South 89°41'48" East 12.17 feet; thence South 9°13'23" East 344.00 feet; thence North 89°41'48" West 12.17 feet to the point of beginning.

EXCEPTING DT. 15-066-0004  
ALSO LESS AND EXCEPTING THEREFROM all that property lying South of the Southerly boundary line, and boundary line extended of Tax Parcel 15-066-0096, said line being described as follows:

Beginning at a point which is North 89°41'40" West 1084.15 feet along the section line and South 339.50 feet and South 12°10'04" West 346.662 feet and North 89°41'48" West 565.747 feet to the East right of way line of Frontage Road along Interstate 15 Highway from the Northeast corner of Section 25, Township 6 North, Range 2 West, Salt Lake Base and Meridian; thence running South 89°41'48" East along said Southerly boundary line and boundary line extended 625 feet, more or less, to the Easterly boundary line of Tax Parcel 15-066-0071.

PARCEL 4:

15-066-0091 T.  
A tract of land situate in the Northeast quarter of the Northeast quarter of Section 25, Township 6 North, Range 2 West, Salt Lake Base and Meridian, described as follows: Beginning 898.6 feet West along North section line from the Northeast corner of Section 25, Township 6 North, Range 2 West, Salt Lake Base and Meridian, and running thence West 73.95 feet; thence South 11°00' West 604 feet, more or less; thence East 73.95 feet; thence North 11°00' East 604 feet, more or less, to the point of beginning.

PARCEL 5:

15-063-0026 \ 15-063-0027-ABS- 15-063-0044 X  
-CLAIMS  
Part of the Southeast quarter of Section 24, Township 6 North, Range 2 West, Salt Lake Base and Meridian, U.S. Survey: Beginning at a point on the East line of Interstate Highway 15, which point is North 594 feet and South 29°00' East 102.5 feet and South 79°30' East 462.0 feet and South 68°00' East 81.18 feet and South 11°30' West 141.9 feet, and South 68°00' East 200.0 feet, more or less, from the Southwest corner of the Southeast quarter of said Section 24, and running thence South 68°00' East 179.7 feet, more or less, to the Northerly line of Layton Intake Channel, thence South 44°39' West along Northerly line of Channel to the South line of said quarter section, thence West to the East line of said Highway, thence Northerly along East line of Highway to the place of beginning.

Tax Id Nos.: ~~15-063-0022, 15-063-0049, 15-063-0045, 15-066-0004~~  
~~15-066-0091, 15-063-0026~~