



COMMONWEALTH OF KENTUCKY
OFFICE OF SECRETARY OF STATE
FRANKFORT, 40601-3493

BREMER EHRLER
SECRETARY OF STATE

CLINTON H. NEWMAN II
ASSISTANT SECRETARY OF STATE

SECRETARY OF STATE (502) 564-3490

CORPORATE FILINGS (502) 564-2948

CORPORATION RECORDS (502) 564-7330

March 24, 1988

Kentucky Revenue Cabinet
Corporate Tax Division
Station 52, P. O. Box 1302
Frankfort, Kentucky 40602

Attention: Supervisor, Corporate Income Tax Section

RE: Peyton's, Inc.
Louisville, Kentucky 40232

515443

Domestic Corporation
Incorporation Date - 12-27-1945

C T Corporation System
Attn: Marylou Schooler
813 Carew Tower
Cincinnati, OH 45202

Gentlemen:

~~xxxxxx~~ The above-named corporation has filed a Statement of Intent to Dissolve. We are forwarding a copy of that Statement to you, according to the provisions of KRS 271A.415. We also call your attention to KRS 271A.465, which requires that we receive tax clearance from the Kentucky Revenue Cabinet before we can file the Articles of Dissolution.

[] The above-named corporation has submitted an Application for Withdrawal from Kentucky. We are forwarding to you a copy of that Application, according to the provisions of KRS 271A.590. This provision also requires that we receive tax clearance from the Kentucky Revenue Cabinet before we can issue the Certificate of Withdrawal.

Sincerely yours,

Bremer Ehrler
Secretary of State

cc: Division of Unemployment Insurance
Contribution Section
Cabinet for Human Resources
CHR Building

ORIGINAL COPY FILED
SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

JB
MAR 24 1988
\$10.000K
Bruce Elder
SECRETARY OF STATE

STATEMENT OF INTENT TO DISSOLVE

PEYTON'S INC.

BY WRITTEN CONSENT OF SHAREHOLDERS

To the Secretary of State
of the State of Kentucky

Pursuant to the provisions of Section 271A.415 of the Kentucky Revised Statutes, the undersigned corporation submits the following statement of intent to dissolve the corporation upon written consent of all its shareholders:

FIRST: The name of the corporations is PEYTON'S INC.

SECOND: The names and respective addresses of its officers are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Fred D. Herzog	President	310 Whittington Parkway Louisville, Kentucky 40222
J. Kenneth Rogers	Ex. Vice President	310 Whittington Parkway Louisville, Kentucky 40222
Robert Welty	Treasurer & Secretary	310 Whittington Parkway Louisville, Kentucky 40222
Richard L. Tilman	Vice President	1014 Vine Street Cincinnati, Ohio 45201
George A. Leonard	Vice President	1014 Vine Street Cincinnati, Ohio 45201
George W. Jaynes	Vice President Sales/Marketing	310 Whittington Parkway Louisville, Kentucky 40222
Larry B. Peck	Asst. Treasurer	1014 Vine Street Cincinnati, Ohio 45201
James J. Kelly	Asst. Secretary	1014 Vine Street Cincinnati, Ohio 45201

THIRD: The names and respective addresses of its directors are:

<u>NAME</u>	<u>ADDRESS</u>
Fred D. Herzog	310 Whittington Parkway Louisville, Ky. 40222
George A. Leonard	1014 Vine Street Cincinnati, Ohio 45201
Richard L. Tillman	1014 Vine Street Cincinnati, Ohio 45201

FOURTH: The attached written consent to dissolution of the corporation has been signed by all of the shareholders of the corporation, or signed in their names by their respective attorneys thereunto duly authorized:

Dated January 13, 1988.

PEYTON'S INC.

By Richard L. Tillman
Richard L. Tillman
Its Vice President

By James J. Kelly
James J. Kelly
Its Assistant Secretary

STATE OF OHIO)
)SS.
COUNTY OF HAMILTON)

I, Elizabeth J. Riley, a notary public, do hereby certify that on this 13th day of January, 1988, personally appeared before me Richard L. Tillman, who, being by me first duly sworn, declared that he is the Vice President, of PEYTON'S INC., that he executed the foregoing document as Vice President of the corporation, and that the statements therein contained are true.



ELIZABETH J. RILEY
NOTARY PUBLIC, STATE OF OHIO

Elizabeth J. Riley
Notary Public

(NOTARIAL SEAL)

Prepared by: George A. Leonard, Attorney
The Kroger Co.
1014 Vine Street
Cincinnati, Ohio 45201

George A. Leonard
George A. Leonard, Counsel

ACTION BY WRITTEN CONSENT OF THE SHAREHOLDER OF
PEYTON'S INC.
IN LIEU OF MEETING

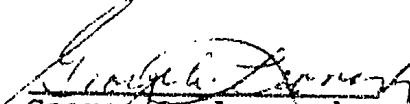
Pursuant to the authority of Section 271A.220 of the Kentucky Revised Statutes, the undersigned, being the only shareholder, does hereby take the following action in writing:

RESOLVED, That the corporation be and the same hereby is dissolved; that the affairs of this corporation be completely wound up; and that the President or any Vice President and the Secretary or any Assistant Secretary of this corporation file in the Office of the Secretary of State of Kentucky the Certificate of Dissolution as required by law, together with such other documentary evidence as required by statute.

RESOLVED, That any Vice President of The Kroger Co. be, and hereby is, authorized and directed to sign on behalf of The Kroger Co. a certificate of consent of sole shareholder to the dissolution of Peyton's Inc. and he is further authorized and directed to adopt and approve the plan of liquidation of Peyton's Inc. on behalf of The Kroger Co. and to take any and all action and to file such documents, instruments, and papers as he may deem necessary or desirable to effectuate and consummate the dissolution of said corporation.

THE KROGER CO.

BY:


George A. Leonard
Vice President

December 14, 1987
Cincinnati, Ohio

ACTION BY WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
PEYTON'S INC. IN LIEU OF MEETING

Pursuant to the authority of Section 271A.220 of the Kentucky Revised Statutes, the undersigned, being all of the directors, do hereby take the following action in writing:

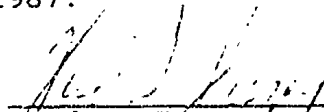
RESOLVED, That PEYTON'S INC. be dissolved, with all its corporate rights, franchises, and privileges whatsoever, be surrendered and cancelled in accordance with the laws of the State of Kentucky.

FURTHER RESOLVED, That a plan of liquidation be, and it hereby is, formulated to effect such liquidation and dissolution, and such plan is attached hereto as Exhibit A.

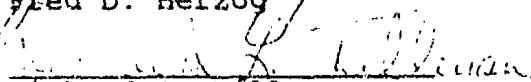
FURTHER RESOLVED, That if the shareholders authorize the dissolution of this Corporation, the proper officers be, and hereby are, authorized and directed to file the necessary certificate with the Secretary of State of Kentucky and to take any other action necessary to effect such dissolution.

FURTHER RESOLVED, That the proper officers of the Corporation be, and they hereby are, authorized and directed to pay all fees and taxes and to do or cause to be done all acts as they may deem necessary or proper in order to carry out the liquidation and dissolution of the Corporation; and

FURTHER RESOLVED, That the liquidation and dissolution of the Corporation be completed as soon as practicable, but in no event later than December 31, 1987.



Fred D. Herzog



Richard L. Tillman



George A. Leonard

December 14, 1987
Cincinnati, Ohio

AGREEMENT AND PLAN OF LIQUIDATION AND
DISSOLUTION OF PEYTON'S INC.

This Agreement and Plan of Liquidation and Dissolution ("Plan") has been made this 14th day of December, 1987, between THE KROGER CO., an Ohio corporation (hereinafter referred to as the "Shareholder") and PEYTON'S INC., a Kentucky corporation (hereinafter referred to as the "Subsidiary").

NOW, THEREFORE, the parties hereto hereby agree as follows:

1. The Shareholder is the owner of 822 1/4 shares of common stock of the Subsidiary, which constitutes all the issued and outstanding capital stock of the Subsidiary.
2. The Shareholder approves and consents to the voluntary dissolution of the Subsidiary, and hereby authorizes the officers of the Subsidiary to execute and file any and all consents or other documents necessary to accomplish this Plan.
3. The Shareholder directs the officers of the Subsidiary to pay all of the Subsidiary's debts or to make provision therefor, and to distribute all of the remaining property of the Subsidiary to the Shareholder in complete cancellation and redemption of all the issued and outstanding capital stock of the Subsidiary. Such distribution shall be made as promptly as is reasonably practicable, but not later than December 31, 1987.

IN WITNESS WHEREOF, the parties hereto have hereby executed this Agreement and Plan of Liquidation and Dissolution by their duly authorized officers as of the day and year first above written.

THE KROGER CO.

By: George A. Leonard
George A. Leonard
Vice President

PEYTON'S INC.

By: Fred D. Herzog
Fred D. Herzog
President

C T CORPORATION SYSTEM



Associated with The Corporation Trust Company
813 CAHEW TOWER, CINCINNATI, OHIO 45202 • (513) 621-3697

March 23, 1988

TO: Secretary of State
Corporation Department
State Capitol Building
Frankfort, Kentucky 40601


RE: PEYTON'S INC.
Kentucky - Dissolution

Dear Sir:

Pursuant to the instructions of counsel named below, we enclose for filing on behalf of this corporation, which is authorized to do business in your state, quadruplicate originals of Statement of Intent to Dissolve and duplicate copies of Statement of Assumption by The Kroger Co. (Ohio Domestic) which is qualified to do business in Kentucky.

Check in payment of the required fees is attached. Please forward the usual evidence of filing to this office.

Very truly yours,



Marylou Schooler
Service Representative
MLS/gs
Encls.

SPECIAL INSTRUCTIONS:

Counsel: George A. Leonard, Attorney
Attn: Pamela A. Mueller, Paralegal
The Kroger Co.
1014 Vine St.
Cincinnati, Ohio 45202

STATEMENT OF
ASSUMPTION OF LIABILITY

THE KROGER CO., a corporation qualified under the Commonwealth of Kentucky, which is the parent/successor of PEYTON'S INC., the withdrawing corporation, does hereby guarantee that it will file, or cause to be filed, all required reports and returns and does assume the liability for and guarantee the payment of all taxes accrued or owing of PEYTON'S INC.



George A. Leonard
Vice President

State of Ohio

County of Hamilton

The foregoing instrument was acknowledged before me this 13th day of January, 1988 by George A. Leonard, Vice President of The Kroger Co. an Ohio corporation, on behalf of the corporation.

My commission expires April 29, 1990.



NOTARY



ETHLYN F. RILEY
Notary Public, State of Ohio
My Commission Expires Apr. 29, 1990