20080801000309770 1/4 $20.00
Shelby Cnty Judge of Probate, AL
08/01/2008 11:29:01AM FILED/CERT

STATE OF ALABAMA §
§
COUNTY OF SHELBY §

**AFFIDAVIT REGARDING CONVERSION FROM CORPORATION TO LIMITED LIABILITY COMPANY**

To induce **REGIONS BANK**, an Alabama banking corporation ("Lender"), to consummate certain financial accommodations with **BRUNO'S SUPERMARKETS, LLC**, a Delaware limited liability company ("Borrower"), pursuant to the terms of that certain Loan and Security Agreement dated on or about the date hereof, between Borrower and Lender, the undersigned hereby deposes and says as follows:

(1) Attached hereto as Exhibit A is a true, correct and complete copy of the Certificate of Conversion as filed with the Delaware Secretary of State on March 23, 2007, evidencing the conversion of Bruno's Supermarkets, Inc., a Delaware corporation ("BSI"), from a Delaware corporation to the Delaware limited liability company that is Borrower;

(2) Attached hereto as Exhibit B is a true, correct and complete copy of the Certificate of Formation of Borrower as filed with the Delaware Secretary of State on March 23, 2007;

(3) As successor to BSI, Borrower has acquired all of BSI's right, title and interest in and to all real property for which BSI is listed as the owner of record; and

(4) Lender is hereby authorized to record a counterpart of this certificate in the real property records of Shelby County, Alabama (the "Real Estate Records"), to evidence that Borrower is the record owner of certain real property for which BSI is currently listed as the record owner in the Real Estate Records.

FURTHER AFFIANT SAYETH NOT.

Executed and delivered to Lender to be effective as of July 28, 2008.

Unofficial Witness

By: David Mills
Name: David Mills
Title: Vice President of Finance

Alabaster, Shelby County, Alabama

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Shelby Cnty Judge of Probate,AL
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STATE OF ALABAMA §
§
COUNTY OF Jefferson §

ACKNOWLEDGMENT

I, the undersigned authority, a Notary Public, in and for said County in said State, hereby certify that DAVID MILLS, whose name as Vice President of Finance of **Bruno's Supermarkets, LLC,** a Delaware limited liability company, is signed to the foregoing affidavit, and who is known to me, acknowledged before me on this day that, being informed of the contents of said affidavit, he, as such officer, and with full authority, executed the same voluntarily for and as the act of said limited liability company.

Given under my hand and official seal this 28th day of July, 2008.

Notary Public
Executed on: 7/28/08

My Commission Expires: 5/31/2011

[NOTARIAL SEAL]

NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: May 31, 2011
BONDED THRU NOTARY PUBLIC UNDERWRITERS

20080801000309770 3/4 $20.00
Shelby Cnty Judge of Probate,AL
08/01/2008 11:29:01AM FILED/CERT

# EXHIBIT A

## STATE OF DELAWARE
## CERTIFICATE OF CONVERSION
## FROM A CORPORATION TO A
## LIMITED LIABILITY COMPANY PURSUANT TO
## SECTION 18-214 OF THE LIMITED LIABILITY ACT

1. The jurisdiction where the Corporation first formed is Delaware.

2. The jurisdiction immediately prior to filing this Certificate is Delaware.

3. The date the corporation first formed is October 27, 1999.

4. The name of the Corporation immediately prior to filing this Certificate is Bruno's Supermarkets, Inc.

5. The name of the Limited Liability Company as set forth in the Certificate of Formation is Bruno's Supermarkets, LLC.

**IN WITNESS WHEREOF**, the undersigned have executed this Certificate on the 22nd day of March 2007.

By: Marc L. Lipshy
Name: Marc Lipshy
Title: Vice President



*State of Delaware*
*Secretary of State*
*Division of Corporations*
*Delivered 11:19 AM 03/23/2007*
*FILED 11:22 AM 03/23/2007*
*SRV 070352616 - 3114806 FILE*

Exhibit B

20080801000309770 4/4 $20.00
Shelby Cnty Judge of Probate,AL
08/01/2008 11:29:01AM FILED/CERT

# CERTIFICATE OF FORMATION

## OF

## BRUNO'S SUPERMARKETS, LLC

I, the undersigned natural person of the age of eighteen (18) years or more, acting as organizer of a limited liability company under the Delaware Limited Liability Company Act (the "Act"), do hereby adopt the following Certificate of Formation for such limited liability company:

ARTICLE I

The name of the limited liability company is Bruno's Supermarkets, LLC (the "Company").

ARTICLE II

The period of duration of the Company shall be perpetual, unless it is earlier dissolved in accordance with the provisions of the Limited Liability Company Agreement of the Company.

ARTICLE III

The Company is organized for the purpose of engaging in any lawful act, activity and/or business for which limited liability companies may be organized under the Act.

ARTICLE IV

The address of its registered office in the State of Delaware is 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, 19808. The name of its registered agent at such address is Corporation Service Company.

**IN WITNESS WHEREOF,** I have hereunto set my hand, this 22nd day of March 2007.

Monica Knake

Monica Knake, Organizer

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:19 AM 03/23/2007
FILED 11:22 AM 03/23/2007
SRV 070352616 - 3114806 FILE