

# UNOFFICIAL COPY

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## MEMORANDUM OF UNDERSTANDING

This MEMORANDUM OF UNDERSTANDING is made and entered into as of this 3rd day of August, 1989, by and between EAGLE FOOD CENTERS, L.P., a Delaware limited partnership (the "Partnership") and EAGLE FOOD CENTERS, INC., a Delaware corporation (the "Company").

1. The Company is presently the general partner of the Partnership and contemporaneously with the execution of this Memorandum has acquired all of the outstanding interests of the limited partners of the Partnership.

2. By operation of law, the Company has succeeded to the business and assets of the Partnership and has assumed the liabilities thereof since the Partnership has ceased to exist due to the acquisition of all outstanding partnership interests by the Company.

3. The intent of this Memorandum of Understanding is to inform third parties of the transactions, exchanges and acquisitions occurring contemporaneously herewith and all such parties may rely upon the statements herein contained.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Understanding as of the date first above written.

EAGLE FOOD CENTERS, L.P., a  
Delaware limited partnership

By EAGLE FOOD CENTERS, INC., a  
Delaware corporation, its  
general partner

By: *Pasquale V. Petitti*  
Pasquale V. Petitti  
Its President

EAGLE FOOD CENTERS, INC., a  
Delaware corporation

By: *Pasquale V. Petitti*  
Pasquale V. Petitti  
Its President

THIS INSTRUMENT WAS PREPARED BY: *+ return*  
WILLIAM J. SNYDER  
P.O. BOX 3700  
ROCK ISLAND, IL 61204-3700  
(309) 786-8497  
*lc*



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STATE OF ILLINOIS )  
 ) SS  
COUNTY OF ROCK ISLAND )

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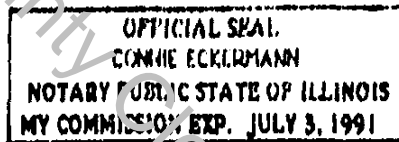
The undersigned, a Notary Public in and for the County and State aforesaid, DOES HEREBY CERTIFY that Pasquale V. Petitti, personally known to me to be the President of EAGLE FOOD CENTERS, INC., a Delaware corporation, managing general partner of EAGLE FOOD CENTERS, L.P., a Delaware limited partnership, and personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and severally acknowledged that as such President he signed and delivered the said instrument as President of said Corporation, and caused the corporate seal of said Corporation to be affixed thereto, pursuant to authority given by the Board of Directors of said Corporation, as his free and voluntary act and as the free and voluntary act and deed of said Corporation and Partnership for the uses and purposes therein set forth.

Given under my hand and notarial seal this DEPT-01 RECORDING day of August, A.D. 19 87.

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COOK COUNTY RECORDER

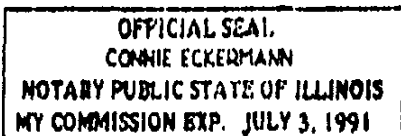
Connie Eckermann  
NOTARY PUBLIC

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF ROCK ISLAND )



The undersigned, a Notary Public in and for the County and State aforesaid, DOES HEREBY CERTIFY that Pasquale V. Petitti, personally known to me to be the President of EAGLE FOOD CENTERS, INC., a Delaware corporation, and personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and severally acknowledged that he signed and delivered the said instrument as President of said Corporation, and caused the corporate seal of said Corporation to be affixed thereto, pursuant to authority given by the Board of Directors of said Corporation, as his free and voluntary act and as the free and voluntary act and deed of said Corporation for the uses and purposes therein set forth.

Given under my hand and notarial seal this 31 day of August, A.D. 19 87.



Connie Eckermann  
NOTARY PUBLIC

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