INDENTURE

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FOR AND IN CONSIDERATION of the sum of Ten Dollars ($10.00) and other good and valuable considerations, cash in hand paid, the receipt of all of which is hereby acknowledged, THE FIRST NATIONAL BANK OF NEENAH, a national banking corporation, with principal office in Neenah, Wisconsin, as TRUSTEE, has bargained and sold, and hereby transfers and conveys to THE INDUSTRIAL DEVELOPMENT BOARD OF THE METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON COUNTY, TENNESSEE, the following described tract or parcel of land, together with certain personalty thereto appertaining, more particularly described as follows:

A tract of land in the 6th Civil District of Davidson County, Tennessee, described according to a survey made by Winn Bros. Engineering Co., June, 1956, as follows:

BEGINNING at a railroad spike in the center of Powell Avenue at a point 1493.85 feet in a generally Southerly direction from the point of intersection of the center line of Thompson Lane and Powell Avenue, being the Southeast corner of the property conveyed to The Sunday School Board of the Southern Baptist Convention by deed from Tennessee Development Company, of record in Book 1814, page 533, Register's Office for said County; thence with their Southerly line South 57° 32' West 650.37 feet to an iron pipe in fence in the East "usage line" of Louisville & Nashville Railroad Company, said East "usage line" being a line 33 feet East of and parallel to the center line of the North bound main track of said Louisville & Nashville Railroad; thence with said East "usage line" of said Railroad South 32° 23' East 524.05 feet to an iron pipe in fence; thence at right angles North 57° 37' East 229.9 feet; thence at right angles South 32° 23' East 50 feet; thence at right angles North 57° 37' East 379.20 feet to a railroad spike in the center of Powell Avenue; thence with the center of said Avenue along a 3° 56' curve having a radius of 1457.57 feet North 30° 36' West 163.8 feet to a point of tangency in the center of said Avenue, continuing with the center of said Avenue North 27° 24' West 413.95 feet to the beginning, containing 8.08 acres, more or less.

Being the property conveyed to the grantor herein by deed from The Kroger Co. of record in Book 2591, page 583, Register's Office for Davidson County, Tennessee.

There is included in this conveyance all improvements located on the above described property.

The above real property was conveyed to Colonial Realty Company, the grantor of The Kroger Co., by two deeds from Tennessee

This instrument prepared by Robert S. Frey
Attorney at Law, Cincinnati, Ohio.

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Development Company, of record in Book 1630, page 466, and in Book 1643, page 603, of the Register's Office of Davidson County, Tennessee, in which deeds the property is described as Tracts 1, 2 and 3. The said deed to The Kroger Co., of record in Book 1915, page 8, Register's Office of Davidson County, Tennessee, contains certain terms, provisions and conditions in each of said deeds to The Kroger Co., which terms, provisions and conditions are here referred to for their contents in full as if again copied herein.

For the consideration hereinabove stated, the Grantor herein, THE FIRST NATIONAL BANK OF NEENAH, as TRUSTEE, hereby transfers, assigns and conveys to THE INDUSTRIAL DEVELOPMENT BOARD OF THE METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON COUNTY, TENNESSEE, the Grantee herein, its successors and assigns, all of the easements, rights and privileges contained in said former deeds, which are for the benefit of said property or the owners thereof, and this conveyance is likewise made subject to all of the easements, burdens, obligations and rights of others, as set out in said former deeds, and included herein by reference, to the extent that they or any of them, are applicable to said property at the time of this conveyance, and said THE FIRST NATIONAL BANK OF NEENAH, as TRUSTEE, expressly agrees that THE INDUSTRIAL DEVELOPMENT BOARD OF THE METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON COUNTY, TENNESSEE, its successors and assigns, shall have the right to full and complete enjoyment thereof; and the further right, if necessary or required at any time, to enforce any and all of said rights and privileges as contained in said deeds and as contained herein by reference, in its own name, or, if necessary, in the name of THE FIRST NATIONAL BANK OF NEENAH, as TRUSTEE, Grantor herein.

Said property is further conveyed subject to the following:

1. Easement for electric power line granted the United States of America for use of Tennessee Valley Authority by Ida Thompson Dickinson and husband, of record in Book 1174, page 101, Register's Office for Davidson County, Tennessee.

2. Easement for electric power line granted the United States of America for use of Tennessee Valley Authority by Joseph H. Thompson, Jr., and wife, of record in Book 1153, page 542, Register's Office for Davidson County, Tennessee.

3. Easement for electric power line granted the United States of America for use of Tennessee Valley Authority by Conn Thompson Harris, et al, of record in Book 1163, page 145, Register's Office for Davidson County, Tennessee.

4. Easement for right-of-way of Louisville and Nashville Railroad and spur tracks and sidings, as shown on survey made by Winn Bros. Engineering Co., June, 1956.

5. Easements for 8 inch and 12 inch water mains, 18 inch sanitary sewer, telephone lines and right-of-ways of Powell Avenue and N. Warehouse Street lying within boundaries of premises as herein described and as shown on said survey.

6. Said property is subject to the reservation contained in the deed of United States of America to Tennessee Development Company in Book 1561, page 117, Register's Office for Davidson County, Tennessee, covering uranium, thorium, and all other materials determined pursuant to section 5 (b) (1) of the Atomic Energy Act of 1946 (60 Statutes 761) to be peculiarly essential to the protection of fissionable material.

7. Lease made by THE FIRST NATIONAL BANK OF NEENAH, as TRUSTEE, to THE KROGER CO., dated August 10, 1956, filed September 12, 1956, and recorded in Book 2605, page 209, Register's Office for Davidson County, Tennessee.

8. Real estate taxes and assessments for 1968 and subsequent years.

TO HAVE AND TO HOLD said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to the said THE INDUSTRIAL DEVELOPMENT BOARD OF THE METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON COUNTY, TENNESSEE, its successors and assigns, in fee simple, together with the improvements hereby conveyed and located on said property.

THE FIRST NATIONAL BANK OF NEENAH, as TRUSTEE, covenants

with THE INDUSTRIAL DEVELOPMENT BOARD OF THE METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON COUNTY, TENNESSEE that it is lawfully seized and possessed of said land in fee simple, has a good right to convey it, and same is unencumbered, except as hereinabove set out.

~~THE FIRST NATIONAL BANK OF NEENAH, as TRUSTEE, further covenants and binds itself, its successors and assigns, to warrant and forever defend the title to said land to the said THE INDUSTRIAL DEVELOPMENT BOARD OF THE METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON COUNTY, TENNESSEE, its successors and assigns, against the lawful claims of all persons whomsoever.~~

IN WITNESS WHEREOF, THE FIRST NATIONAL BANK OF NEENAH, as TRUSTEE, has caused this instrument to be executed by its duly authorized officers, on this the 26th day of December, 1967.

THE FIRST NATIONAL BANK OF NEENAH,
as TRUSTEE

By _____
President

_____
Cashier ~~Secretary~~**

THE KROGER CO., an Ohio corporation, as Tenant in the lease described above, joins in this Indenture for the purpose of conveying and releasing its interest in said lease.

NOW, THEREFORE, for Ten Dollars ($10.00) and other good and valuable consideration, receipt of which is hereby

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acknowledged, THE KROGER CO., as Lessee, hereby surrenders and yields up the residue and remainder of its term as Lessee under the above described lease to THE INDUSTRIAL DEVELOPMENT BOARD OF THE METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON COUNTY, TENNESSEE as of the date of this Indenture.

IN WITNESS WHEREOF, THE KROGER CO. has caused this instrument to be executed by its duly authorized officers on this 22nd day of December, 1967.

THE KROGER CO.

By _____
Director of Property

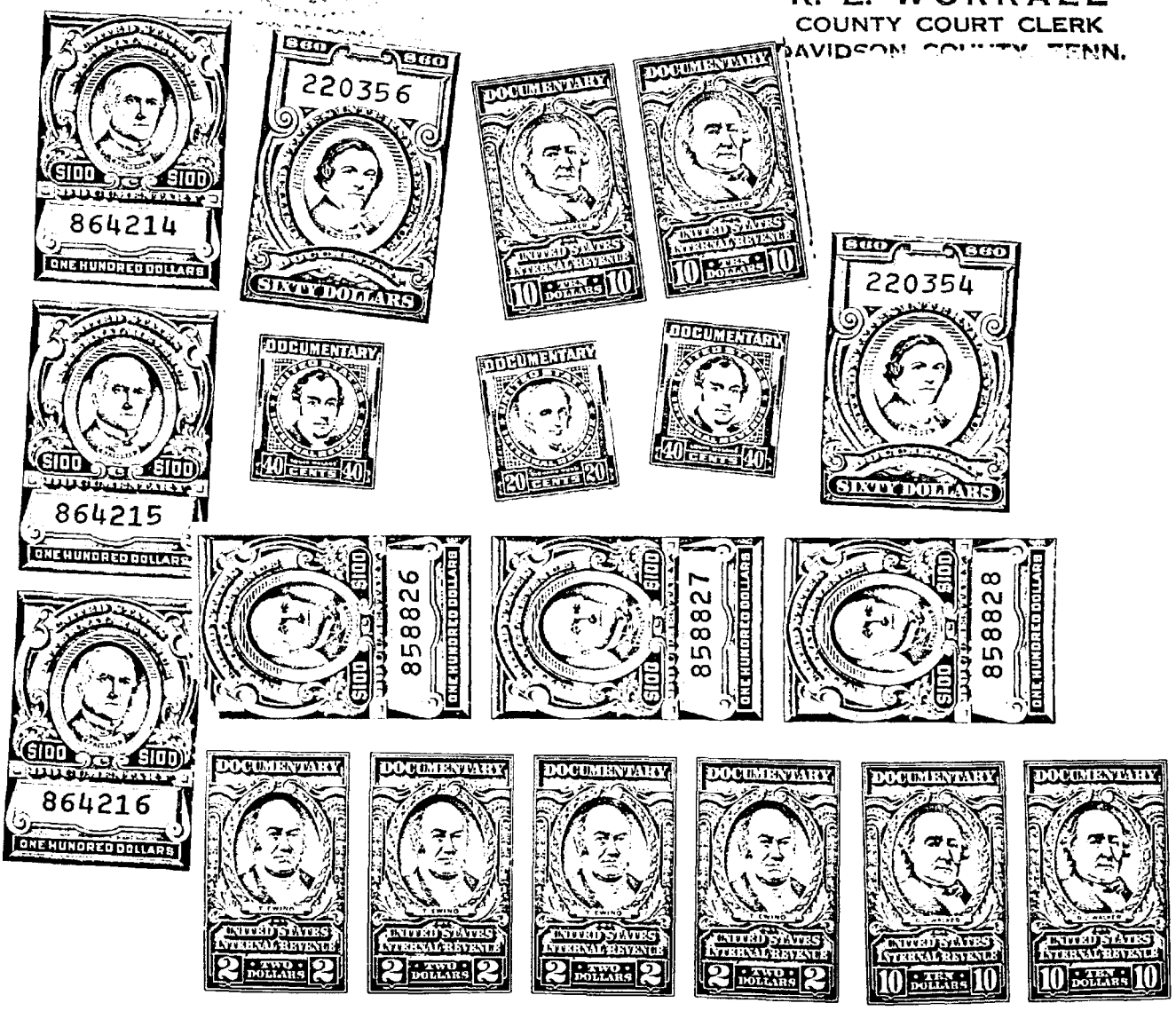
Attest:

_____
Assistant Secretary

NO STATE TAX DUE

DEC 27 1967

R. E. WORRALL
COUNTY COURT CLERK
DAVIDSON COUNTY, TENN.



STATE OF Wisconsin)
) SS.
COUNTY OF Winnebago)

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Personally appeared before me, Barbara G. Malchow, a Notary Public, in and for the aforesaid State and County, Frederick I. Merrill and Herbert H. Thermansnn, with whom I am personally acquainted, and who upon oath acknowledged themselves to be the President and ~~Secretary~~ Cashier, respectively, of THE FIRST NATIONAL BANK OF NEENAH, as TRUSTEE, a corporation, the within named BARGAINOR, and that they as such officers, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation thereto by Frederick I. Merrill, as President, and affixing and attesting the corporate seal by the said Herbert H. Thermansen, as Secretary.

WITNESS my hand and official seal at Neenah, Wisconsin, on this the 26th day of December, 1967.

Barbara G. Malchow
Notary Public

My commission expires: 1-31-71

STATE OF OHIO)
) SS.
COUNTY OF HAMILTON)

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Personally appeared before me, Clara A. Heinle, a Notary Public, in and for the aforesaid County and State, Gary L. Hammons and Arthur L. Ferguson, with whom I am personally acquainted, and who upon oath acknowledged themselves to be the Director of Property and Assistant Secretary, respectively, of THE KROGER CO., a corporation, and that they as such officers, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation thereto by Gary L. Hammons, as Director of Property, and affixing and attesting the corporate seal by the said Arthur L. Ferguson, as Assistant Secretary.

WITNESS my hand and official seal at Cincinnati, Ohio, on this the 22nd day of December, 1967.

Clara A. Heinle
Notary Public

CLARA A. HEINLE, Notary Public
In and for Hamilton County, Ohio
My Commission Expires Mar. 1, 1969

My commission expires March 1, 1969.

01207

FELIX A. WILSON, REGISTER
SHELBY COUNTY
STATE OF TENN.

DEC 20 12 32 PM '67
BOOK 118 PAGE 57
RECORDING FEE $ 10.50
DEP. REG. mm

This instrument prepared by Robert S. Frey, Attorney at Law.
Cincinnati, Ohio