This prepared by:

O'HARE, SHERRARD & ROE
500 Church Street
St. Cloud Corner
Nashville, Tennessee 37219

SPECIAL WARRANTY DEED

THE GRANTOR, THE KROGER CO. ("Grantor"), an Ohio corporation qualified to do business in the State of Tennessee, of the City of Cincinnati, County of Hamilton, and State of Ohio, for and in consideration of Ten and No/100 Dollars ($10.00) and other good and valuable consideration in hand paid, by these presents GRANTS AND CONVEYS to Nashville-Toledo Associates ("Grantee"), forever, all of Grantor's interest in the following described real estate situated in the City of Nashville, County of Davidson and State of Tennessee, to wit:

Tract I:

Land in the 4th Civil District of Davidson County, Tennessee, and described according to a survey made by Arbo Engineering Co., dated December 7, 1968, and topographic survey dated December 17, 1968, by Coronada Builders Corporation, as follows: BEGINNING at an iron pin in the northwesterly margin of Lebanon Road, at the northeasterly corner of the property conveyed to Humble Oil Company, as of record in Book 3374, page 438, Register's Office; thence along the northerly line of said property, North 58° 10' West 150 feet to an iron pin; thence South 31° 50' West 150 feet to an iron pin in the northerly margin of Jacksonian Drive; thence with said Drive, North 58° 10' West 184.8 feet to an iron pin; thence in a northerly direction around a curve with a radius of 25 feet, a distance of 39.27 feet to a monument in the southeasterly margin of Bonnaford Drive; thence with the Drive, North 31° 50' East 311 feet to an iron pin; thence leaving said Drive, South 58° 10' East 189.6 feet to an iron pin; thence North 31° 50' East 4 feet to an iron pin; thence South 58° 10' East 170 feet to an iron pin in the northwesterly margin of Lebanon Road; thence with the Road, South 31° 47' West 190 feet to the beginning, containing 98,920 square feet. Being part of the property conveyed to H. H. Richardson and A. H. Johnson, by deed from Miller G. Kimbrough, Trustee, as of record in Book 4181, page 971, said Register's Office.

Tract II:

Land in the 4th Civil District of Davidson County, Tennessee, described according to a survey by J. R. Wauford and Company, dated February 4, 1972, as follows: BEGINNING at an iron pin on the westerly right of way of U.S. Highway 70 North (Lebanon Road) said point being 370 feet more or less north of the center line of Jacksonian Drive; thence leaving said right of way, North 58° 10' West 170.00 feet to an iron pin; thence South 31° 50' West 4.00 feet to a point; thence North 58° 10' West 189.60 feet to an iron pin on the easterly right of way of Bonnaford Drive; thence with said right of way, North 31° 50' East 61.00 feet to an iron pin; thence leaving said right of way, South 58° 10' East 359.53 feet to an iron pin on the westerly right of way of U.S. Highway 70 North; thence with said right of way South 31° 47' West 57.00 feet to the point of beginning, and containing 21,255 square feet more or less.

Being the property conveyed to Grantor by Deed of record in Book 4623, page 539, and by Deed of Correction of record in Book 4629, page 53, both in the Register's Office for Davidson County, Tennessee.

Both tracts subject to the following:

1. Reservation of sewer line easement shown on the topographic survey dated December 17, 1968, by Coronada Builders Corporation.

2. The terms and conditions of a party wall agreement between Hawes, Inc., a Tennessee corporation, and The Kroger Co., an Ohio corporation, as recorded in Book 4620, page 215, said Register's Office.

3. Restrictions and limitations imposed upon the property contained in the conveyance of H. H. Richardson and A. H. Johnson, to The Kroger Co., of record in Book 4304, page 208, said Register's Office, which was superseded and replaced by restrictions recorded in Book 4620, page 221, and Book 4623, page 537, and further set out in deed from Hawes, Inc., to The Kroger Co., of record in Book 4623, page 539, and also in Deed of Correction of record in Book 4629, page 53, Register's Office for said County.

4. The Plan of Record in Book 4595, page 114, Register's Office for Davidson County, Tennessee, containing an owner's certificate, a 165-foot minimum building setback line from Lebanon Road, a 15-foot minimum building setback line from Jacksonian Drive, a 15-foot minimum building setback line from Bonnaford Drive and 15-foot wide strip along Lebanon Road reserved for future widening of road and sewer easement.

5. Grantee shall not lease, rent, occupy or permit to be occupied any part of the property for the purpose of operating a food store, or food department for a period of fifteen (15) years from the date of this Deed.

Also subject to easements, encroachments, and restrictions of record and apparent to Grantee.

TO HAVE AND TO HOLD the said premises as above described, with the appurtenances, estate, title and interest belonging unto the said Grantee and assigns forever. Grantor covenants that it is lawfully seized and possessed of said real estate in fee simple, has a good right to convey it, and that the same is unencumbered, except as above stated. Grantor further covenants and binds itself, its successors and representatives to warrant and defend the title to said real estate to the said Grantee and to the said Grantee's successors and assigns, but not further or otherwise.

IN WITNESS WHEREOF, the said Grantor has caused these presents to be executed by its duly authorized officers and its corporate name and seal to be hereunto affixed as of the 1ST. day of May, in the year One Thousand Nine Hundred and Eighty-Five.

ATTEST: THE KROGER CO.

Alexia K. Snider
Assistant Secretary

By: Arthur Juergens
Group Vice President

By: Gerald Lemond
Vice President

APPROVED 4/13 GHW LAW DEPT.

STATE OF OHIO)
)
COUNTY OF HAMILTON)

Before me, the undersigned Notary Public in the State and County aforesaid, personally appeared Arthur Juergens and George A. Leonard, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged themselves to be the Vice Presidents of The Kroger Co., the within named bargainor, a corporation, and that they as such Vice Presidents, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by themselves as such Vice Presidents.

WITNESS my hand and official seal at office this 1st day of May, 1985.

DEBORAH J. KROGER
Notary Public, State of Ohio
My Commission Expires Dec. 26, 1987

Deborah J. Kroger
Notary Public

I hereby swear or affirm that, to the best of affiant's knowledge, information, and belief, the actual consideration for this transfer or value of the property transferred, whichever is greater, is $500,000.00, which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

Edward D. Hudson
Affiant

Subscribed and sworn to before me this 8th day of May, 1985.

Claudette McCord
Notary Public

Commission Expires
July 18, 1987

RUSH

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IDENTIF. REFERENCE

MAY 8 2 22 PM '85

DAVIDSON COUNTY, TN

OFFICIAL RECEIPT
FELIX Z. WILSON, II
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____ BOOK 6552 PAGE 74

CO - CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO - MORTGAGE	REL - RELEASE	CO TX - STATE TAX CONVEY
WD - WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MO TX - STATE TAX MORT
TD - TRUST DEED		PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID

500000.CO- CAMT.
1300.CO CSTAX
.50 PRFEE
9.00 WDEED
CHECK 1309.50*
5807A05/08/85 BAL .00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

J02919

IDENTIF. REFERENCE

MAY 8 2 22 PM '85

FELIX Z. WILSON, REGISTER
DAVIDSON COUNTY, TN

No. 132540