| Address New Owner: | Map-Parcel Numbers: | Send Tax Bills To: |
|---|---|---|
| Topvalco, Inc.<br>% The Kroger Co.<br>1014 Vine Street<br>Cincinatti, Ohio 45202-1100 | 117-14-116<br>117-14-117 Portion<br>117-14-118 Portion<br>117-14-119 Portion | Same |
| This instrument prepared by: Boult, Cummings, Conners & Berry<br>222 Third Avenue North, P.O. Box 198062, Nashvile, TN 37219 | | |

## SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of TEN and NO/100 DOLLARS ($10.00) cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of all of which are hereby acknowledged, GREEN HILLS ASSOCIATES, a Texas joint venture composed of American General Realty Investment Corporation, a Texas corporation and TCC West Associates, a Minnesota general partnership (the "Grantor") has bargained and sold, and by these presents transfers and conveys to TOPVALCO, INC., an Ohio corporation (the "Grantee"), Grantee's successors and assigns, certain land in Davidson County, State of Tennessee, being more particularly described in Exhibit A, which is attached hereto and incorporated herein by reference (the "Property").

This conveyance of the Property, and all covenants and warranties contained herein, are made expressly subject to the following:

1. Real estate taxes for the current year which have been prorated between the parties.

2. Easement to Electric Power Board of record in Book 5697, page 262, Register's Office for Davidson County, Tennessee.

3. All matters shown on Plat of record in Book 1130, page 32, Book 1130, page 68 and Book 5200, page 301, Register's Office for Davidson County, Tennessee.

4. All matters shown on the survey of Ragan Smith Associates, Inc., dated November 25, 1992, last revised December 18, 1992, Survey Number 92-164.

5. Easement Agreement of record in Book 5586, page 248, Register's Office for Davidson County, Tennessee.

6. Deed of Trust of record in Book 7687, page 454, Register's Office for Davidson County, Tennessee.

This is improved property, located on Abbott Martin Road, Nashville, Tennessee 37215.

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $2,500,000.

G. THOMAS KIRK, JR. NOTARY AT LARGE STATE OF TENNESSEE

Affiant

Subscribed and sworn to before me this 4th day of _____, 1993.

Notary Public

My Commission Expires Nov. 26, 1994 Commission Expires: _____

8913/LBL
999999-001 3-5-93

92-17609 - CB Ex 49

TO HAVE AND TO HOLD the Property, with all appurtenances, estate, title, and interest thereto belonging to the Grantee, Grantee's successors and assigns, forever.

Grantor covenants with the Grantee that the Property is free from all encumbrances made or suffered by Grantor, except to the extent otherwise set forth herein.

Grantor further covenants and binds itself, its successors and assigns to warrant and forever defend the title to the Property to the Grantee, Grantee's successors and assigns against the lawful claims of all persons whomsoever claiming by, through or under Grantor.

This instrument may be executed in any number of identical counterparts, each of which shall be considered an original, but together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Grantor has executed this Deed this 17 day of March, 1993.

GREEN HILLS ASSOCIATES, a Texas Joint Venture

By: American General Realty Investment ~~Realty~~ Corporation, a Texas corporation

By: _____
Sonja W. Hamstra

Title: Vice President

By: TCC West Associates, a Minnesota general partnership

By: Minn-Tenn, Inc., a Minnesota corporation, General Partner

By: _____

Title: _____

By: Nashville Land Associates Limited Partnership, a Delaware limited partnership, General Partner

By: Green Hills Land Company, a Delaware corporation, Sole general partner

By: _____

Title: _____

58913/LBL
999999-001/ 3/3/93

STATE OF Texas
COUNTY OF Harris

Personally appeared before me Laura G. Ortiz, Notary Public, D. W. Hamstra, with whom I am personally acquainted and who acknowledged that he executed the within instrument for the purposes therein contained and who further acknowledged that he is Vice President of American General Realty Investment Corporation, a Texas corporation, which corporation is a joint venturer of Green Hills Associates, a Texas joint venture, and is authorized to execute this instrument on behalf of American General Realty Investment Corporation.

WITNESS my hand, at office, this 17th day of March, 1993.

LAURA G. ORTIZ
Notary Public, State of Texas
My Commission Expires Aug. 11, 1993

Laura G. Ortiz
Notary Public

My Commission Expires: 8-11-93

STATE OF _____
COUNTY OF _____

Personally appeared before me, _____, Notary Public, _____, with whom I am personally acquainted and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is _____ of Minn-Tenn, Inc., a Minnesota corporation, which corporation is general partner of TCC West Associates, a Minnesota general partnerhip, a joint venturer of Green Hills Associates, a Texas joint venture, said corporation being authorized by TCC West Associates to execute this instrument on behalf of TCC West Associates.

WITNESS my hand, at office this _____ day of _____, 1993.

_____
Notary Public

My Commission Expires: _____

STATE OF _____
COUNTY OF _____

Personally appeared before me, _____, Notary Public, _____, with whom I am personally acquainted and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is _____ of Green Hills Land Company, a Delaware corporation, the sole general partner of Nashville Land Associates Limited Partnership, a Delaware limited partnership, and that said limited partnership is a general partner of TCC West Associates, a Minnesota general partnership, and is authorized by said corporation, said corporation being authorized by said limited partnership and said limited partnership being authorized by TCC West Associates to execute this instrument on behalf of TCC West Associates.

WITNESS my hand, at office this _____ day of _____, 1993.

_____
Notary Public

My Commission Expires: _____

TO HAVE AND TO HOLD the Property, with all appurtenances, estate, title, and interest thereto belonging to the Grantee, Grantee's successors and assigns, forever.

Grantor covenants with the Grantee that the Property is free from all encumbrances made or suffered by Grantor, except to the extent otherwise set forth herein.

Grantor further covenants and binds itself, its successors and assigns to warrant and forever defend the title to the Property to the Grantee, Grantee's successors and assigns against the lawful claims of all persons whomsoever claiming by, through or under Grantor.

This instrument may be executed in any number of identical counterparts, each of which shall be considered an original, but together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Grantor has executed this Deed this 15th day of March, 1993.

GREEN HILLS ASSOCIATES, a Texas Joint Venture

By: American General Realty Investment Realty Corporation, a Texas corporation

By: _____

Title: _____

By: TCC West Associates, a Minnesota general partnership

By: Minn-Tenn, Inc., a Minnesota corporation, General Partner

By: _____

Title: _____

By: Nashville Land Associates Limited Partnership, a Delaware limited partnership, General Partner

By: Green Hills Land Company, a Delaware corporation, Sole general partner

By: Michael N. Nunn

Title: President

STATE OF _____
COUNTY OF _____

Personally appeared before me, _____, Notary Public, _____, with whom I am personally acquainted and who acknowledged that he executed the within instrument for the purposes therein contained and who further acknowledged that he is _____ of American General Realty Investment Corporation, a Texas corporation, which corporation is a joint venturer of Green Hills Associates, a Texas joint venture, and is authorized to execute this instrument on behalf of American General Realty Investment Corporation.

WITNESS my hand, at office, this _____ day of _____, 1993.

_____
Notary Public

My Commission Expires: _____

STATE OF _____
COUNTY OF _____

Personally appeared before me, _____, Notary Public, _____, with whom I am personally acquainted and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is _____ of Minn-Tenn, Inc., a Minnesota corporation, which corporation is general partner of TCC West Associates, a Minnesota general partnerhip, a joint venturer of Green Hills Associates, a Texas joint venture, said corporation being authorized by TCC West Associates to execute this instrument on behalf of TCC West Associates.

WITNESS my hand, at office this _____ day of _____, 1993.

_____
Notary Public

My Commission Expires: _____

STATE OF CALIFORNIA
COUNTY OF ORANGE

Personally appeared before me, LAURIE BRADFORD Notary Public, MICHAEL R. CHASE, with whom I am personally acquainted and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is PRESIDENT of Green Hills Land Company, a Delaware corporation, the sole general partner of Nashville Land Associates Limited Partnership, a Delaware limited partnership, and that said limited partnership is a general partner of TCC West Associates, a Minnesota general partnership, and is authorized by said corporation, said corporation being authorized by said limited partnership and said limited partnership being authorized by TCC West Associates to execute this instrument on behalf of TCC West Associates.

WITNESS my hand, at office this 15TH day of MARCH, 1993.

OFFICIAL SEAL
LAURIE ANN BRADFORD
NOTARY PUBLIC - CALIFORNIA
ORANGE COUNTY
My Comm. Expires July 9, 1993

_____
Notary Public

My Commission Expires: July 9, 1993

58913/LBL
999999-001/ 3/3/93

TO HAVE AND TO HOLD the Property, with all appurtenances, estate, title, and interest thereto belonging to the Grantee, Grantee's successors and assigns, forever.

Grantor covenants with the Grantee that the Property is free from all encumbrances made or suffered by Grantor, except to the extent otherwise set forth herein.

Grantor further covenants and binds itself, its successors and assigns to warrant and forever defend the title to the Property to the Grantee, Grantee's successors and assigns against the lawful claims of all persons whomsoever claiming by, through or under Grantor.

This instrument may be executed in any number of identical counterparts, each of which shall be considered an original, but together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Grantor has executed this Deed this 11th day of March, 1993.

GREEN HILLS ASSOCIATES, a Texas Joint Venture

By: American General Realty Investment Realty Corporation, a Texas corporation

By: _____

Title: _____

By: TCC West Associates, a Minnesota general partnership

By: Minn-Tenn, Inc., a Minnesota corporation, General Partner

By: Michael F. Wolf

Title: President

By: Nashville Land Associates Limited Partnership, a Delaware limited partnership, General Partner

By: Green Hills Land Company, a Delaware corporation, Sole general partner

By: _____

Title: _____

58913/LBL
999999-001/ 3/3/93

STATE OF _____
COUNTY OF _____

Personally appeared before me, _____, Notary Public, _____, with whom I am personally acquainted and who acknowledged that he executed the within instrument for the purposes therein contained and who further acknowledged that he is _____ of American General Realty Investment Corporation, a Texas corporation, which corporation is a joint venturer of Green Hills Associates, a Texas joint venture, and is authorized to execute this instrument on behalf of American General Realty Investment Corporation.

WITNESS my hand, at office, this _____ day of _____, 1993.

_____
Notary Public

My Commission Expires: _____

STATE OF Florida
COUNTY OF Lee

Personally appeared before me, Shirlee J. Starr, Notary Public, Michael F. Kelly, with whom I am personally acquainted and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is President of Minn-Tenn, Inc., a Minnesota corporation, which corporation is general partner of TCC West Associates, a Minnesota general partnerhip, a joint venturer of Green Hills Associates, a Texas joint venture, said corporation being authorized by TCC West Associates to execute this instrument on behalf of TCC West Associates.

WITNESS my hand, at office this 11th day of March, 1993.

Shirlee J. Starr
Notary Public Shirlee J. Starr
#006980
My Commission Expires: NOTARY PUBLIC, STATE OF FLORIDA MY COMMISSION EXPIRES MAR. 3, 1994 BONDED THRU NOTARY PUBLIC UNDERWRITERS

SHIRLEE J STARR NOTARY PUBLIC STATE OF FLORIDA

STATE OF _____
COUNTY OF _____

Personally appeared before me, _____, Notary Public, _____, with whom I am personally acquainted and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is _____ of Green Hills Land Company, a Delaware corporation, the sole general partner of Nashville Land Associates Limited Partnership, a Delaware limited partnership, and that said limited partnership is a general partner of TCC West Associates, a Minnesota general partnership, and is authorized by said corporation, said corporation being authorized by said limited partnership and said limited partnership being authorized by TCC West Associates to execute this instrument on behalf of TCC West Associates.

WITNESS my hand, at office this _____ day of _____, 1993.

_____
Notary Public

My Commission Expires: _____

EXHIBIT A

TRACT 1.

Land lying in the First Civil District of Metropolitan Nashville-Davidson County, Tennessee being parts of Lots 17, 18 and 19 on the plat of George Water's Subdivision as recorded in Plat Book 1130, page 68, Register's Office of Davidson County, Tennessee and being more particularly described according to the survey of Ragan Smith Associates, Inc., dated November 25, 1992, last revised December 18, 1992, Job No. 92-164, described as follows:

Beginning at an existing iron pin on the north right-of-way line of Bandywood Drive, South 88° 04' 00" East a distance of 54.40 feet from the southeast end of the northeast return curve at the intersection of Hillsboro Circle and said Bandywood Drive; said iron pin also marks the southwest corner of said Lot 17; thence;

With the west line of said Lot 17, North 02° 14' 00" East a distance of 175.20' to the point of beginning;

Thence, South 88° 04' 00"East a distance of 180.00' to a point on the west line of said Lot 19;

Thence, with the east line of Lot 19, North 02° 14'00 East 74.88 feet to the southern boundary line of Lot 12,

Thence, North 88° 04' 00" West along the southern boundary line of Lots 12, 13 and 14, a distance of 180.00 ' to the west boundary line of Lot 17;

Thence, South 02° 14' 00" West 74.88 feet to the point of beginning.

Being a portion of the property conveyed to Green Hills Associates by deed of record in Book 7912, page 261, Register's Office for Davidson County, Tennessee.

TRACT 2.

Land in Davidson County Tennessee being Lot No. 20 on the Plan of Part 2, George Waters' Subdivision of record in Plat Book 1130, page 68, Register's Office for Davidson County, Tennessee described as follows:

Said Lot No. 20 fronts 60 feet on the northerly margin of Bandywood Lane and extends back between parallel lines 250 feet to a line on rear on which it measures 60 feet.

Being the same property conveyed to Green Hills Associates by deed of record in Book 8083, page 671, Register's Office for Davidson County, Tennessee.

0 6 2 4 4

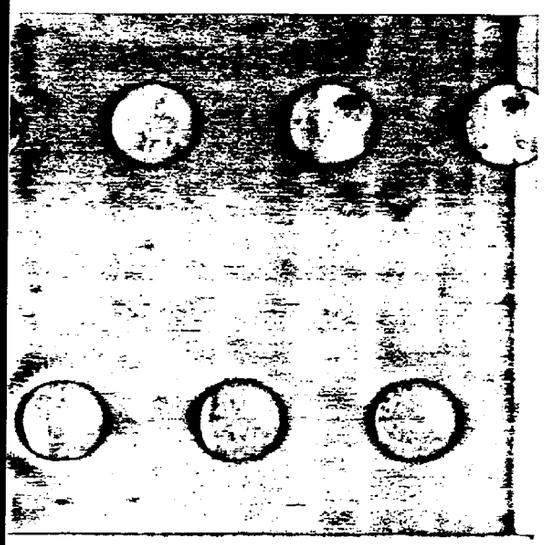
IDENTIFICATION REFERENCE

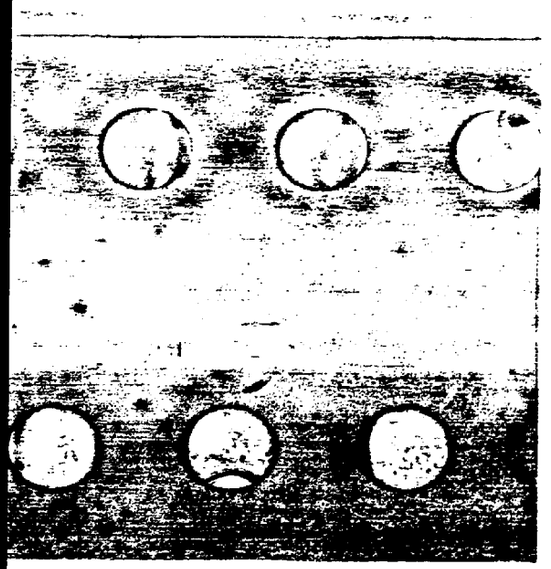
APR 2 3 57 PM '93

JOE Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

1694 04/02 0101 03CHECK 9283.00

58913/LBL
999999-001/ 3/3/93





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

RECEIVED OF _____

FOR _____

BOOK 8906 PAGE 98

| | | |
|---|---|---|
| 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 |
|---|---|---|---|---|

CAMT 2500000.00
CON TX 9250.00
PRFEE 1.00
WDEED 32.00
TOTAL 9283.00
CHECK 9283.00

04/02/93 01 15:56 0001 1694

**RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK**

06244

[illegible] TREFFERTYPE

APR 2 3 57 PM '93

[illegible]
DAVIDSON COUNTY, TN

**No.**636504