OWNER/RESPONSIBLE TAXPAYER:
KinderCare Learning Centers, Inc.
650 NE Holladay Street, Suite 1400
Portland, OR 97232

Tax I.D. No: 63-0941966

THIS INSTRUMENT PREPARED BY:
Erik Quarfordt, Attorney
Simpson Thacher & Bartlett LLP
425 Lexington Ave
New York, NY 10017

Davidson County DEEDWARR
Recvd: 07/18/03 14:21 3pgs
Fees:18.00 Taxes:1436.71
20030718-0101323

TENNESSEE
SPECIAL WARRANTY DEED

THIS INDENTURE made as of this 1st day of July, 2003, between KinderCare Learning Centers, Inc., a Delaware corporation (f/k/a Kinder-Care Learning Centers, Inc.), First Party, and KC Propco, LLC, a Delaware limited liability company Second Party;

WITNESSETH:

THAT SAID FIRST PARTY, for and in consideration of the sum of TEN AND NO/100 ($10.00) DOLLARS, and other good and valuable consideration, to it in hand paid by said Second Party, the receipt of which is hereby acknowledged, has granted, bargained, sold and conveyed, and does by these presents grant, bargain, sell and convey unto Second Party, the real property described as follows:

SEE SCHEDULE A ATTACHED HERETO

THIS CONVEYANCE is made subject to any and all applicable encumbrances, easements, restrictions, reservations and covenants as are shown in the records of the Blount County Register's Office, and matters which would be disclosed by a current accurate survey and inspection of the premises;

with the hereditaments and appurtenances thereto appertaining, hereby releasing all claims therein. TO HAVE AND TO HOLD the same unto the Second Party, their heirs, successors and assigns, together with all of the rights and interest thereunto belonging, in fee simple.

The First Party covenants that it is lawfully seized in fee simple of the premises; that is has a good and lawful right to sell and convey the same; and that said property is free and clear and unencumbered, with the exception of the 2003 taxes, which will be prorated as of the date of closing between the parties, and which Second Party assumes and agrees to pay; and any and all other matters herein recited.

The First Party further covenants that it will warrant and defend the title to said premises unto the Second Party, their heirs, successors and assigns, against the lawful claims of all parties claiming by, through, or under the First Party, but no further or otherwise.

Whenever in this instrument a pronoun is used it shall be construed to represent either singular or plural, as the case may demand.

IN WITNESS WHEREOF, the said First Party has caused this instrument to be executed as of the day and year first above written.

KINDERCARE LEARNING CENTERS, INC.,
A Delaware corporation,
(f/k/a Kinder-Care Learning Centers, Inc.)

By: Eva M. Kripalani
Name:
Title: **Eva M. Kripalani**
Senior Vice President, General Counsel and Corporate Secretary

54659/4204

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

PERSONALLY appeared before me, the undersigned authority, a Notary Public in and for said County and State, Eva M. Kripelani, with whom I am personally acquainted, or proved to me on the basis of satisfactory evidence and who, upon oath, acknowledged himself/herself to be the Senior Vice President of KinderCare Learning Centers, Inc., a Delaware corporation, (f/k/a Kinder-Care Learning Centers, Inc.), the within named bargainor, and that he/she, as such Senior Vice President, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself/herself, as such Senior Vice President.

WITNESS my hand and official seal at office, this 30th day of June, 2003.

My Commission Expires:
7-16-03

CAROLINA KIM
NOTARY PUBLIC State of New York
No. 01KI6061380
Qualified in Kings County
Commission Expires July 16, 2003

Notary Public

STATE OF NY, COUNTY OF NY

I hereby swear or affirm that the actual consideration or true value of this transfer, whichever is greater, is $ 388,300.

Affiant Eva M. Kripal.

Subscribed and sworn to before me this 30th day of June, 2003.

My Commission Expires:
7-16-03

CAROLINA KIM
NOTARY PUBLIC State of New York
No. 01KI6061380
Qualified in Kings County
Commission Expires July 16, 2003

Notary Public

Schedule A

LAND in Davidson County, Tennessee, being Lot No. 1, on the Plan of Sunchase Knolls Development Subdivision, Re-Subdivision of Reserve Parcels "B" and "C", as shown on plat of record in Plat Book 6900, page 688, in the Register's Office for Davidson County, Tennessee, to which plat reference is hereby made for a more particular description.

Being the same property conveyed to Kinder-Care Learning Centers, Inc., a Delaware Corporation by Deed of record in Book 7575, Page 293, Register's Office for Davidson County, Tennessee.

Center # 1272 Nashville, TN