16163-4
Box 14-A

QUITCLAIM DEED
(Facility #DC026/DC0B6)

THIS INSTRUMENT WAS PREPARED BY:
Robin M. Olinger, Esq.
The Kroger Co.
1014 Vine Street
Cincinnati, Ohio 45202

Map - Parcel Number: 107-01-7;

Person or agency responsible for payment of taxes: Grantee, Attn: Tax Department

GRANTOR: One Holdings, Inc.
ADDRESS: 3810 Carew Tower
Cincinnati, OH 45202
Attn: Marylou Schooler
CT Corporation System

GRANTEE: Kroger Limited Partnership I
ADDRESS: 1014 Vine Street
Cincinnati, OH 45202
Attn: Tax Department

OATH

The undersigned hereby affirms, to the best of his knowledge, information, and belief, that the actual consideration for this transfer is $0.

Paul Heer
Affiant

Subscribed and sworn to before me this 15th day of December, 1997.

Brenda R. Andes
Notary Public

My Commission Expires: _____

NOTARIAL SEAL
BRENDA R. ANDES
Notary Public, State of Ohio
My Commission Expires June 21, 2008

RECORDING INFORMATION

Davidson County DEEDQC
Recvd: 09/22/03 14:25 4pgs
Fees:22.00 Taxes:0.00
20030922-0139882

Know all men by these presents, that ONE HOLDINGS, INC., a Delaware corporation, for and in consideration of Ten ($10.00) Dollars in hand paid by KROGER LIMITED PARTNERSHIP I, an Ohio limited partnership, whose tax mailing address is 1014 Vine Street, Cincinnati, Ohio 45202, Attn: Tax Department, the receipt whereof is hereby

acknowledged, does remise, release, convey and forever quitclaim all of said right, title and interest to the said KROGER LIMITED PARTNERSHIP I in that certain real property located in Davidson County, Tennessee, together with all appurtenances thereunto appertaining, and more particularly described in Exhibit "A" attached hereto and made a part hereof. Prior Deed Reference: Deed Book 8017, Page 782 of the records of the Davidson County, Tennessee Register of Deeds.

IN TESTIMONY WHEREOF, ONE HOLDINGS, INC., a Delaware corporation, has caused this Quitclaim Deed to be signed in its corporate name by a duly authorized officer and its corporate seal to be hereunto affixed and attested by its Assistant Secretary, effective the 15th day of December, 1997.

ATTEST:

~~Pamela A. Mueller~~
~~Assistant~~ Secretary

Bruce M. Gack
~~Assistant~~ Secretary

ONE HOLDINGS, INC.

By: _____
Paul W. Heldman
Vice President

WITNESSES:

_____

_____

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

This day, before me, a Notary Public of the State and County aforesaid, personally appeared Paul W. Heldman, Vice President of One Holdings, Inc., a Delaware corporation, with whom I am personally acquainted and who upon oath acknowledged himself to be such officer of One Holdings, Inc. and that as such Vice President, being authorized so to do, executed the instrument for the purposes therein contained by signing in the name of the corporation as such officer.

Witness my hand and official seal this 15th day of December, 1997.

My commission expires:

BRENDA R. ANDES
Notary Public, State of Ohio
~~My Commission Expires June 21, 2008~~

_____
Notary Public

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EXHIBIT A

Being a parcel of land in the First Civil District, Nashville, Davidson County, Tennessee, located in the northeasterly quadrant of the intersection of Elm Hill Pike and Massman Drive, being a part of Lot No. 1 as shown on the plan of Section Fourteen, Metropolitan Industrial Park as of record in Book 4175, Page 63, R.O.D.C. and being more particularly described as follows:

BEGINNING at a point in the northerly margin of Elm Hill Pike, said point being N 79° 00' E, 250.00 feet from the centerline of said Massman Drive;

THENCE, leaving said northerly margin with a severance line the following calls:

N 11° 00' W 190.00 feet to a point;

S 79° 00' W 140.00 feet to a point;

S 57° 45' W 106.26 feet to a point in the easterly margin of Massman Drive;

THENCE, with said margin the following calls:

With a curve to the left 228.46 feet to a point, said curve having a central angle of 46° 45', a radius of 280.00 feet and a tangent of 121.02 feet;

N 79° 00' W, 195.69 feet to a point;

With a curve to the right 91.25 feet to a point, said curve having a central angle of 23° 46', a radius of 220.00 feet, and a tangent of 46.29 feet;

N 55° 14' W, 105.00 feet to a point;

With a curve to the right 345.58 feet to a point, said curve having a central angle of 90° 00', a radius of 220.00 feet and a tangent of 220.00 feet;

N 34° 46' E, 753.86 feet to a point;

THENCE, leaving said margin with the westerly line of Lot No. 2 as shown on said plan S 55° 14' E, 325.00 feet to a point in the centerline of a railroad easement;

THENCE, with the southerly line of said Lot No. 2, N 34° 46' E, 284.88 feet;

THENCE, continuing with said line with a curve to the right 55.28 feet to a point located at the southwesterly corner of property conveyed to AFPC Metroplex Fund, Ltd., by deed of record in Book 6421, Page 199, R.O.D.C., said curve having a central angle of 01° 39' 30", a radius of 1,909.86 feet and a tangent of 27.78 feet;

THENCE, with the westerly line of said AFPC Metroplex Fund, Ltd., property and the westerly line of property conveyed to BC&F Company by deed of record in Book 7300, Page 790, R.O.D.C., S 70° 46' E, 1,008.14 feet to a point in the westerly margin of Elm Tree Drive;

THENCE, with said margin the following calls:

S 21° 24' W, 77.60 feet to a point;

With a curve to the left 356.26 feet to a point, said curve having a central angle of 32° 24', a radius of 630.00 feet and a tangent of 183.03 feet;

S 11° 00' E, 52.56 feet to a point;

THENCE, leaving said margin with the northerly line of property conveyed to NAB Properties, Inc., by deed of record in Book 4614, Page 350, R.O.D.C., S 79° 00' W, 300.00 feet to a point;

THENCE, with the westerly line of said NAB Properties, Inc., property S 11° 00' E, 387.00 feet to a point in the northerly margin of Elm Hill Pike;

THENCE, with said margin S 79° 00' W, 722.20 feet to the point of beginning.

Together with easements set forth in the Declarations of Reciprocal Easements and Restrictions dated December 4, 1989 and recorded in Book 8017, page 769.

BEING THE SAME PROPERTY CONVEYED TO ONE HOLDINGS, INC. BY QUITCLAIM DEED FROM THE KROGER CO. OF RECORD IN BOOK 8017 PAGE 782, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE.