Box 14-A
16163-4

THIS INSTRUMENT PREPARED BY:
JOHN T. COOK, ESQ.
2927 Berry Hill Drive
Nashville, Tennessee 37204

Davidson County DEEDWARR
Recvd: 09/22/03 14:29 5pgs
Fees:28.00 Taxes:20905.00
20030922-0139889

ADDRESS NEW OWNER AS FOLLOWS:	SEND TAX BILLS TO:	MAP-PARCEL NOS.
William H. Hawkins, Trustee 706 Church Street Suite 200 Nashville, TN 37203	New Owner	Map 107-01 Parcels 7 and 51

SPECIAL WARRANTY DEED

For and in consideration of the sum of Ten ($10.00) Dollars, cash in hand paid by the hereinafter named Grantee, and other good and valuable considerations, the receipt of which is hereby acknowledged, the undersigned, **KROGER LIMITED PARTNERSHIP I, an Ohio limited partnership**, hereinafter called the Grantor, has bargained and sold, and by these presents does transfer and convey unto **WILLIAM H. HAWKINS, TRUSTEE with full power to transfer, sell, convey, mortgage or otherwise encumber without the joinder of any beneficiary**, hereinafter called the Grantee, his successors and assigns, certain land in Davidson County, State of Tennessee, described as follows, to-wit:

See the attached **Exhibit "A"** which is incorporated herein by reference.

Being the same property conveyed to Kroger Limited Partnership I by (a) deed from The Kroger Co., an Ohio corporation, of record in Book 10738, Page 702, Register's Office for Davidson County, Tennessee, and (b) deed from One Holdings, Inc., a Delaware corporation of record as Instrument No. 200309 22 - 0139882, said Register's Office.

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to the said Grantee, his successors and assigns, forever; and Grantor does covenant with the said Grantee that it is lawfully seized and possessed of said land in fee simple, has a good right to convey it, and the same is unencumbered except as set forth on the attached **Exhibit "B"**; and it does further covenant and bind itself, its successors and assigns, to warrant and forever defend the title to the said land to the said Grantee, his successors and assigns, against the lawful claims of all persons claiming by, through, or under the said Grantor, but not otherwise.

IN WITNESS WHEREOF, the Grantor has executed this instrument this 19th day of September, 2003.

KROGER LIMITED PARTNERSHIP I
an Ohio limited partnership

By: KRGP Inc., an Ohio corporation, its General Partner

By: James E. Hodge
Its: James E. Hodge
Vice President

By: Martha C. Sarra
Its: MARTHA C. SARRA
VICE PRESIDENT

APPROVED LAW DEPT.

STATE OF OHIO
COUNTY OF HAMILTON

Before me, the undersigned, a Notary Public, within and for the State and County aforesaid, personally appeared James E Hodge with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be the VICE PRESIDENT of KRGP Inc., an Ohio corporation, and who further acknowledged KRGP Inc., to be the General Partner of KROGER LIMITED PARTNERSHIP I, the within named bargainor, an Ohio limited partnership, and that he as such Vice President, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of KRGP Inc., as General Partner of KROGER LIMITED PARTNERSHIP I, by himself as such VICE PRESIDENT.

WITNESS my hand and official seal, this 19th day of September, 2003.

Brenda R. Andes
NOTARY PUBLIC
My Commission Expires:

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

STATE OF OHIO
COUNTY OF HAMILTON

Before me, the undersigned, a Notary Public, within and for the State and County aforesaid, personally appeared Martha C. Sarra, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged her self to be the Vice President of KRGP Inc., an Ohio corporation, and who further acknowledged KRGP Inc., to be the General Partner of KROGER LIMITED PARTNERSHIP I, the within named bargainor, an Ohio limited partnership, and that she as such Vice President, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of KRGP Inc., as General Partner of KROGER LIMITED PARTNERSHIP I, by her self as such Vice President.

WITNESS my hand and official seal, this 19th day of September, 2003.

Brenda R. Andes
NOTARY PUBLIC
My Commission Expires: BRENDA R. ANDES
Notary Public, State of Ohio
My Commission Expires June 21, 2008

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $5,650,000.00.

William H Hawkins
Affiant

Subscribed and sworn to before me this
22nd day of September, 2003.

Michael S Peek
Notary Public
My commission expires: March 25, 2006

WD3.401

MICHAEL S. PEEK
NOTARY PUBLIC AT LARGE
DAVIDSON COUNTY, TENN.
My Commission Expires MAR. 25, 2006

Exhibit "A"

LAND in Davidson County, Tennessee, being Lot No. 1 on the Plan of Metropolitan Industrial Park, Section 14, as of record in Book 4175, page 63, Register's Office for Davidson County, Tennessee, described as follows:

Beginning at a point on the northerly margin of Elm Hill Pike, said point being the southwest corner of Metropolitan Industrial Park, Section 6, as of record in Book 3842, page 178, Register's Office for said County; thence with the northerly margin of said Elm Hill Pike; South 79 degrees 00 minutes West 892.20 feet to the beginning of a curve; thence around said curve having a radius of 50 feet, northwesterly 78.54 feet to the easterly margin of Massman Drive; thence with said Drive, as follows: northwesterly 332.31 feet, North 79 degrees 00 minutes West 195.69 feet, northwesterly 91.25 feet, North 55 degrees 14 minutes West 105 feet, northwesterly 345.58 feet, North 34 degrees 46 minutes East 753.86 feet; thence southerly 55 degrees 14 minutes East 325 feet; thence North 34 degrees 46 minutes East 284.88 feet; thence South 70 degrees 46 minutes East 1008.14 feet to the westerly margin of Elm Tree Drive; thence with said Drive, South 21 degrees 24 minutes West 77.60 feet to the beginning of a curve; thence around said curve having a radius of 630 feet, southeasterly 356.26 feet South 11 degrees 00 minutes East 52.56 feet to the northerly line of Metropolitan Industrial Park, Inc., Section 6; thence South 79 degrees 00' West 300 feet; thence South 11 degrees 00 minutes East 387 feet to the beginning.

Being the same property conveyed to Kroger Limited Partnership I of record in deed book 10738, page 702 at the Register's Office for Davidson County, Tennessee, along with the same property conveyed to One Holdings, Inc., of record in deed book 8027, page 782, at the Register's Office for Davidson County, Tennessee.

Exhibit "B"

Permitted Exceptions

1. Taxes for the year 2003 and subsequent years, a lien not yet due and payable, which taxes have been prorated and shall be paid by the Grantee.

2. Matters shown on the Plan of record in Book 4175, Page 63 and corrected in Book 4572, Page 325 and in Book 4589, Page 426, said Register's Office.

3. Easement for Sanitary Sewer and/or Storm Drainage of record in Book 4253, Page 257 and in Book 6273, Page 613, said Register's Office.

4. Easements for transmission lines granted Tennessee Power Company of record in Book 437, Page 28 and in Book 437, Page 49, said Register's Office.

5. Easement for transmission line granted City of Nashville acting by and through Electric Power Board of record in Book 2017, Page 589, said Register's Office.

6. Easement for right-of-way to Louisville and Nashville Railroad Company of record in Book 4307, Page 602, said Register's Office.

7. Easement to the Metropolitan Government of Nashville and Davidson County, Tennessee, acting by and through the Electric Power Board in Book 4236, Page 516, said Register's Office.

8. Declaration of Reciprocal Easements and Restrictions of record in Book 8017, Page 769, said Register's Office.

9. Matters shown on ALTA/ACSM Survey of Tax Map 107-01, Parcels 7 & 51, Lot 1, Metropolitan Industrial Park, Section 14, dated July 15, 2003, revised July 21, 2003, revised July 29, 2003, and last revised September 17, 2003, prepared by Cherry Land Surveying, Inc., 622 West Iris Drive, Nashville, TN 37204, R. Scot Cherry, Tennessee, R.L.S. No. 1512.

10. Other matters of record and survey.