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THIS INSTRUMENT PREPARED BY AND WHEN RECORDED RETURN TO:	PROPERTY OWNER:	PROPERTY ADDRESS:	MAIL TAX BILLS TO:	TAX PARCEL NO.:
Richard A. Daniel, II, Attorney Baker, Donelson, Bearman, Caldwell & Berkowitz 165 Madison Avenue, Suite 2000 Memphis, Tennessee 38103	First Tennessee Bank National Association Attn: Mr. Thomas F. Baker, IV 165 Madison Avenue Memphis, TN 38103	3518 Gallatin Pike, Nashville, Davidson County, Tennessee	First Tennessee Bank National Association Attn: Mr. Thomas F. Baker, IV 165 Madison Avenue Memphis, TN 38103	72-3-175

SPECIAL WARRANTY DEED

THIS INDENTURE, made and entered into as of the 22 day of October, 2003, by and between **THE KROGER CO.**, an Ohio corporation whose address is 1014 Vine Street, Cincinnati, Ohio 45202 (hereinafter "Grantor"), and **FIRST TENNESSEE BANK NATIONAL ASSOCIATION**, a national banking association whose address is 165 Madison Avenue, Memphis, Tennessee 38103 (hereinafter "Grantee");

W I T N E S S E T H:

THAT for and in consideration of Ten Dollars ($10.00), cash in hand paid, and other good and valuable consideration, the receipt of all of which is hereby acknowledged, Grantor has bargained and sold and does hereby bargain, sell, convey, and confirm unto Grantee the following described real estate, situated and being in the City of Nashville, County of Davidson, State of Tennessee, to-wit:

A portion of Lots 130, 131 and 132, Map of Inglewood Place, as recorded in Book 332, page 101, and more particularly described as follows:

Beginning at a point in the southeast corner of intersection of Gallatin Road and Howard Avenue; Thence South 82 degrees 48 minutes 20 seconds East 214.50 feet to a point; Thence South 28 degrees 44 minutes 17 seconds West 110.00 feet to a point; Thence South 18 degrees 20 minutes 27 seconds West 104.40 feet to a point; Thence North 82 degrees 53 minutes 26 seconds West 233.91 feet to a point; Thence North 28 degrees 30 minutes 03 seconds East 220.14 feet to the point of beginning.

This being the same property conveyed to Grantor by Deed of record in Book 7089, Page 75, Register's Office for Davidson County, Tennessee.

TO HAVE AND TO HOLD the aforesaid real estate, together with all appurtenances and hereditaments thereunto belonging or in anywise appertaining unto Grantee, its successors, and assigns in fee simple forever.

AND, subject always to those liens, easements, encumbrances and exceptions listed in **Exhibit "A,"** attached hereto and incorporated herein by reference and all other easements, restrictions and covenants of record, Grantor does hereby covenant with Grantee that title to aforesaid real estate Grantor will warrant and forever defend against the lawful claims of all persons claiming by, through or under Grantor, but not further or otherwise.

As used herein, pronouns shall be construed according to their gender and number according to the context thereof.

Davidson County DEEDWARR
Recvd: 10/23/03 16:17 4pgs
Fees:23.00 Taxes:2867.50
20031023-0157112

M RAD 725466 v2
2100000-B07624 10/20/03

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IN WITNESS WHEREOF, Grantor has caused this instrument to be executed by and through its duly authorized officers on this the day and year first above written.

THE KROGER CO., an Ohio corporation

By: James E. Hodge

Title: Vice President

By: W. Rodney McMullen

Title: Senior Vice President

APPROVED LAW DEPT.

ACKNOWLEDGMENT(S)

STATE OF Ohio
COUNTY OF Hamilton

Before me, Sylvia H. Cook, a Notary Public in and for the State and County aforesaid, personally appeared James E. Hodge and W. Rodney McMullen, 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 President and Senior Vice President, respectively, of **THE KROGER CO.**, the within named bargainor, an Ohio corporation, and that they, as such Vice President and Senior Vice President, being duly authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by themselves as such Vice President and Senior Vice President..

WITNESS my hand and seal at office, on this the 22 day of October, 2003.

Sylvia H. Cook
Notary Public

NOTARIAL SEAL OHIO STATE OF

My Commission Expires:

SYLVIA H. COOK
Notary Public, State of Ohio
My Commission Expires June 12, 2005

M RAD 725466 v2
2100000-B07624 10/20/03

AFFIDAVIT OF VALUE

I, or we, 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 $775,000.00, which amount is equal to or greater than the amount which the property transferred would command at a fair voluntary sale.

Jennifer K. Gothard
AFFIANT

SUBSCRIBED AND SWORN TO before me this 22nd day of October, 2003.

Sylvia H. Cook
Notary Public

NOTARIAL SEAL · STATE OF OHIO

My Commission Expires:

SYLVIA H. COOK
Notary Public State of Ohio
My Commission Expires June 12, 2005

M RAD 725466 v2
2100000-B07624 10/20/03

EXHIBIT "A"
TO
SPECIAL WARRANTY DEED
FROM
THE KROGER CO.
TO
FIRST TENNESSEE BANK NATIONAL ASSOCIATION

Encumbrances

1. Taxes for the year 2003, a lien, which are not yet due and payable.

2. Easement(s) to Metropolitan Government of Nashville and Davidson County, Tennessee, as set forth in instrument recorded in Book 4770, page 997 and Book 4771, page 1, Register's Office of Davidson County, Tennessee.

3. All matters shown on Plat recorded in Book 332, page 101, said Register's Office.

(For Recording Data Only)