STATE OF TENNESSEE)
COUNTY OF DAVIDSON)
The actual consideration for this transfer or value of property (whichever is greater) is $1,715,000.00. This is equal to or greater than the property would bring at a fair and voluntary sale.

Affiant

Sworn to and subscribed before me this 30th day of November, 2004.

Notary Public
My Commission Expires: _____ MY COMMISSION EXPIRES: March 22, 2008

STEPHEN E. GRAUBERGER NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TN

THIS INSTRUMENT PREPARED BY:
HOLLINS & ASSOCIATES, PLLC
401 Church Street, Suite 2720
Nashville, Tennessee 37219

Davidson County DEEDWARR
Recvd: 11/30/04 14:41 5pgs
Fees:28.00 Taxes:6345.50
20041130-0142406

ADDRESS NEW OWNER: KROGER LIMITED PARTNERSHIP I
2620 Elm Hill Pike
Nashville, TN 37214

SEND TAX BILL TO:
SAME

Map: 042-06-0; Parcel: 232.00

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of Ten Dollars ($10.00), cash in hand paid by the hereinafter named GRANTEE, and other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged, THE METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON COUNTY, BY AND THROUGH THE INVESTMENT COMMITTEE OF THE METROPOLITAN EMPLOYEE BENEFIT BOARD, d/b/a THE METROPOLITAN GOVERNMENT EMPLOYEE BENEFIT TRUST FUND, hereinafter the GRANTOR, has bargained and sold, and by these presents does transfer and convey unto KROGER LIMITED PARTNERSHIP I, an Ohio limited liability company, hereinafter the GRANTEE, its successors, representatives and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, more particularly described as follows:

SEE ATTACHED EXHIBIT A, WHICH IS INCORPORATED HEREIN BY THIS REFERENCE.

This is improved property known as 136 Gallatin Pike, Madison, Tennessee 37115.

This conveyance is made subject to the following:

SEE ATTACHED EXHIBIT B, WHICH IS INCORPORATED HEREIN BY THIS REFERENCE.

TO HAVE AND TO HOLD the said tract or parcel of land with the appurtenances, estate, title and interest thereto belonging to said Grantee, its successors, representatives and assigns, forever; Grantor does further covenant with said Grantee that Grantor has a good right to convey the land, and the same is unencumbered except as otherwise herein set out; and it does further covenant and bind itself, its successors and representatives, to warrant and forever defend the title to the said land to the said Grantee, its successors, representatives and assigns, against the lawful claims of persons claiming by, through or under Grantor, but no other.

Whenever used, the singular number shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

WITNESS my hand this 30th day of November, 2004.

GRANTOR:

THE METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON COUNTY, BY AND THROUGH THE INVESTMENT COMMITTEE OF THE METROPOLITAN EMPLOYEE BENEFIT BOARD, d/b/a THE METROPOLITAN GOVERNMENT EMPLOYEE BENEFIT TRUST FUND

By: Celia Y. Kirby
Title: Metropolitan Treasurer

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, the undersigned, a Notary Public of the State and County aforesaid, personally appeared, Celia Y. Kirby, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged herself to be the Metropolitan Treasurer, of The Metropolitan Government of Nashville and Davidson County, by and through The Investment Committee of The Metropolitan Employee Benefit Board, d/b/a The Metropolitan Government Employee Benefit Trust Fund, the within named bargainor, and that she as such Treasurer executed the foregoing instrument for the purposes therein contained, by signing the name of The Metropolitan Government of Nashville and Davidson County, by and through The Investment Committee of The Metropolitan Employee Benefit Board, d/b/a The Metropolitan Government Employee Benefit Trust Fund, by herself as such Treasurer.

WITNESS MY HAND AND SEAL, at office in Nashville, TN, this 30th day of November, 2004.

Brenda E. Kaplan
Notary Public

BRENDA E. KAPLAN NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TN

My Commission Expires: MY COMMISSION EXPIRES: March 22, 2008

EXHIBIT A
Real Property Description

Being a certain parcel of land located in the 2nd Civil District of Davidson County, Tennessee, also being Lot #1 as shown on the final plat of "KROGER - SUPER X SHOPPING CENTER PROPERTY - MADISON, TENNESSEE" and recorded in Book 5800, Page 373, Register's Office, Davidson County, Tennessee (RODC, Tn):

Beginning at a PK Nail situated on the westerly margin of Gallatin Pike (US 31E); said nail also being the northeast corner of the Clara L. Heist property as recorded in Book 1118, Page 411, RODC, Tn;

Thence, leaving the said margin of Gallatin Pike and with the northerly property line of Heist, N 88 deg - 32' - 54" W - 704.29 feet to a concrete monument situated in the easterly margin of Douglas Avenue;

Thence, with the said margin of Douglas Avenue, N 01 deg- 31' -39" E - 261.33 feet to a concrete monument; said monument being the southwest corner of the Chester H. Stillwell property as recorded in Book 5357, Page 171, RODC, Tn;

Thence, leaving the said margin of Douglas Avenue and with the southerly property line of Stillwell. N 83 deg - 21' - 04" E - 119.70 feet to a concrete monument;

Thence, with the easterly property lines of said Chester H. Stillwell, Clarence D. Witt (Book 4702, Page 14, RODC, Tn) and Don F. Pierce (Book 4322, Page 569, RODC, Tn) N 01 deg - 25' -48" E - 224.65 feet to a concrete monument;

Thence, S 89 deg - 11' - 56" E - 316.57 feet to an iron pin in concrete;

Thence, N O1 deg - 02' - 01" E - 19.50 feet to an iron pin in concrete; said iron pin being the southwest corner of the Walton Young Draper and Beverage Houston Draper property as recorded in Book 2247, Page 472, RODC, Tn;

Thence, with the southerly property line of Draper, N 82 deg - 25' -30" E - 128.60 feet to an iron pin; said iron pin being the northwest corner of the Daisye S. Ramsey property as recorded in Book 4912, Page 189, RODC, Tn;

Thence, S 01 deg - 12' - 42" W - 158.85 feet to an iron pin; said iron pin being a corner of the Ronald Coleman - Trustee property as recorded in Book 5392, Page 764, RODC, Tn;

Thence, S 87 deg - 49' - 41" E - 139.74 feet to an iron pin situated on the aforesaid westerly margin of Gallatin Pike;

Thence, with the said margin of Gallatin Pike, S 01deg - 14' - 53" W - 98.51 feet to an iron pin: said iron pin being the northeast corner of Lot #2;

Thence, leaving the said margin of Gallatin Pike, and with the boundary of said Lot #2, S 87 deg - 13' - 22" W - 140.00 feet to an iron pin;

Thence, N 89 deg - 01' - 43" W - 120.83 feet to an iron pin;

Thence, S 00 deg - 56' - 15" W - 128.00 feet to an iron pin;

Thence, S 89 deg - 03' - 45" E - 120.00 feet to an iron pin;

Thence, S 89 deg - 35' - 56" E - 139.97 feet to a PK Nail situated in the aforesaid margin of Gallatin Pike;

Thence, with the said margin of Gallatin Pike, S 0l deg - 10' - 49" W 151.31 feet to the point of beginning. Containing 6.44 acres.

Less and except any and all improvements as conveyed in Deed from The Kroger Co. to Benedict Silverman, of record in Book 6403, Page 567, Register's Office for Davidson County, Tennessee.

Being the same property conveyed to Metropolitan Government Employee Benefit Trust Fund, an agency of The Metropolitan Government of Nashville and Davidson County, Tennessee, by Deed from The Kroger Co., of record in Book 6403, Page 552, Register's Office for Davidson County, Tennessee.

QuitClaim Deed from Metro Government Employee Benefit Trust Fund, an agency of The Metropolitan Government of Nashville and Davidson County, Tennessee to The Metropolitan Government of Nashville and Davidson County, by and through The Investment Committee of The Metropolitan Employee Benefit Board, d/b/a The Metropolitan Government Employee Benefit Trust Fund of record in Instrument #20041130-0142405, Register's Office for Davidson County, Tennessee.

EXHIBIT B
PERMITTED EXCEPTIONS

1. City and/or County Taxes for the year 2005 and subsequent years: A lien, not yet due or payable.

2. Deed from The Kroger Co. to Benedict Silverman of record in Book 6403, Page 567, Reg ter's Office for Davidson County, Tennessee.

3. Assignment and Assumption Agreement from The Kroger Co. to Benedict Silverman, of record in Book 6403, Page 575, Register's Office for Davidson County, Tennessee.

4. Terms, conditions, restrictions, and limitations contained in the Memorandum of Sublease Agreement between Benedict Silverman, Lessor and The Kroger Co, Lessee, of record in Book 6403, Page 585, Register's Office for Davidson County, Tennessee, including without limitation, the right to acquire, options, and right to require Lessee to purchase Lessor's interest in the Leased Premises as set forth therein.

5. All matters on that certain Plan of Subdivision of the Kroger-Super X Shopping Center, Madison, Tennessee, recorded February 22, 1984, in Book 5800, Page 373, of the Registers' Office of Davidson County, Tennessee subdivision number 81-299-G, including without limitation, the ten foot public utility and drainage easement along Gallatin Pike, a fifteen foot public utility easement along the southerly, westerly and northerly lines of the premises, a Nashville Electric Service overhang easement crossing the westerly portion of said lot, and a twenty five foot minimum building set back line from Gallatin Pike,

6. Cross Easement Agreement and Restrictions of record in Book 5860, Page 961, Register's Office for Davidson County, Tennessee.

7. Agreement of Restrictions and Grant of Easements of record in Book 8312, Page 615, Register's Office for Davidson County, Tennessee.

8. Gas Service Line Easement of record in Book 5959, Page 679, Register's Office for Davidson County, Tennessee.