This instrument prepared by:

Anthony R. Licata
SHEFSKY & FROELICH LTD.
444 N. Michigan Avenue
Suite 2500
Chicago, Illinois 60611

Map & Parcel: 72-2-148

Davidson County DEEDQC
Recvd: 12/06/04 12:27 4pgs
Fees:23.00 Taxes:1151.11
20041206-0144878

QUITCLAIM DEED AND ASSIGNMENT - CORPORATE

KNOW ALL MEN BY THESE PRESENTS, that ANTHONY R. LICATA, as Trustee of KROGER/CARGILL REMAINDERMAN TRUST dated as of December 23, 1986 ("Grantor") for and in consideration of Ten and 00/100 ($10.00) Dollars, does hereby remise and release, quit claim and convey all of his right, title and interest unto KROGER LIMITED PARTNERSHIP I, an Ohio limited partnership ("Grantee"), the real estate located in Nashville, County of Davidson, State of Tennessee, and described on Exhibit A, attached hereto and made a part hereof.

In addition, Grantor does hereby assign, transfer and set over unto Grantee all of Grantor's right, title and interest in and to (a) Option and Estate for Years Agreement dated December 23, 1986, and recorded in Book 7086, Page 614, Davidson County, Tennessee records, and (b) Three Party Agreement dated December 23, 1986, and recorded in Book 7086, Page 709, aforesaid records, and Grantee, as evidenced by the recordation of this instrument, hereby accepts all of Grantor's right, title and interest in and to the aforesaid instruments, and hereby assumes all of Grantor's obligations under the aforesaid instruments arising from and after the date hereof.

Neither Grantor nor Grantee intends that there be, and there shall not in any event be, a merger of any other interest in the real estate described herein or the improvements located thereon held by Grantee or any subsidiary or affiliate of Grantee with the interest in said real estate acquired by Grantee from Grantor as evidenced hereby, and such interests shall remain separate and distinct.

WITNESS, this 29th day of November, 2004.

KROGER/CARGILL REMAINDERMAN TRUST
dated as of December 23, 1986

By: A R Licata
Anthony R. Licata, not individually, but
solely as Trustee

This is (__X__) improved (_____) unimproved property known as:

3410 Gallatin Road
Nashville, Tennessee 37216

I, or we, hereby swear or affirm that to the best of affiants knowledge, information, and belief, the actual consideration for this transaction is: $311,111.11

Affiant

Mail Tax Bills to: (Person or Agency responsible for payment of taxes)

Kroger Limited Partnership I
1014 Vine Street
Cincinnati, Ohio 45202

Subscribed and sworn to before me this the 29th day of November, 2004.

Notary Public

My Commission Expires:_____

935051_1

"OFFICIAL SEAL"
KATHRYN KOVITZ ARNOLD
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 10/29/2006

CORPORATE NOTARY ACKNOWLEDGEMENT

STATE OF ILLINOIS

COUNTY OF COOK

Before me, the undersigned, a Notary Public within and for the State and County aforesaid, personally appeared Anthony R. Licata with whom I am personally acquainted, or proved to me on the basis of satisfactory evidence, and upon oath acknowledged himself to be the Trustee of the Kroger/Cargill Remainderman Trust dated as of December 23, 1986, and that as such Trustee being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the said Trust.

Witness my hand and official seal at office at Chicago, Illinois on this date of November 24th, 2004.

Commission Expires: _____

Notary Public

935051_1

"OFFICIAL SEAL"
KATHRYN KOVITZ ARNOLD
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 10/29/2006

EXHIBIT A
PROPERTY DESCRIPTION

A tract of land in the First Civil District of Davidson County, Tennessee, and being Lot 1 on the Subdivision Plat of Greenfield Plaza as recorded on June 20, 1986 in Book 6250, page 968, R.O.D.C., and more particularly described as follows:

Beginning at a concrete monument at the southwest. return of Greenfield Avenue, said monument being 17.13' east of the point of intersection of Gallatin Pike and Greenfield Avenue, and proceeding as follows:

With the southerly margin of Greenfield Avenue, said avenue having a right-of-way of 60.0', South 83 deg. 15' East a distance of 541.31' to a concrete monument at the southwest return of Greenfield Avenue and Windsor Avenue (unimproved); thence,

Around a curve to the right, said curve having a radius of 25.0', a distance of 39.27' to a concrete monument at the northwest return of Windsor Avenue (unimproved); thence,

With the westerly margin of Windsor Avenue, said avenue having a right-of-way of 50.0' South 6 deg. 45' West a distance of 304.66' to a concrete monument at the southwest return of said Windsor Avenue; thence,

Around a curve to the right, said curve having a radius of 25.0', a distance of 38.18' to a concrete monument at the northwest return of Shelton Avenue; thence,

With the northerly margin of Shelton Avenue, said avenue having a right-of-way of 60.0', North 85 deg. 45' West a distance of 587.92' to an old iron pin at the southeast corner of the Richard E. Thoni property; thence,

With the easterly line of Thoni, North 26 deg. 43' East a distance of 146.15' to a concrete monument at the northeast corner of Thoni property; thence,

With the northerly line of Thoni, North 84 deg. 38' West a distance of 117.21' to a concrete monument at the northwest corner of Thoni, being the easterly margin of Gallatin Pike; thence,

With the easterly margin of' Gallatin Pike, said pike having a right-of-way of 90.0', North 27 deg. 55' East a distance of 246.57' to a concrete monument at the southeast return of Gallatin Pike and Greenfield Avenue; thence,

Around a curve to the right, said curve having a radius of 25.0', a distance of 30.03' to the point of beginning, containing 5.174 acres, more or less, or 225,394 sq. ft.

Being the same property conveyed to The Kroger Co., an Ohio corporation, by deeds of record in Book 4245, page 236; Book 4262, page 854; Book 4262, page 856; Book 4262, page 869, Book 4262, page 871; Book 4262, page 873; Book 4262, page 875; Book 4262, page 877; Book 4262, page 879; and Book 6669, pages 628 through 653, Register's Office for Davidson County, Tennessee.

Being the same property in which the fee interest was conveyed to Anthony R. Licata as Trustee (or any Successor Trustee) of Kroger/Cargill Remainderman Trust by Warranty Deed dated December 23, 1986, and recorded in Deed Book 7086, page 606, in the Register's Office For Davidson County, Tennessee, reserving in the Grantor, an estate for years in said land to and including midnight, December 22, 2011 and all buildings, structures and other improvements on the land.