31B
H+A

STATE OF CONNECTICUT)
COUNTY OF LITCHFIELD)
The actual consideration for this transfer or value of property (whichever is greater) is $4,300,000.00. 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 4th day of March, 2005.

Notary Public
My Commission Expires: 8/31/05

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

Davidson County DEEDWARR
Recvd: 03/21/05 08:12 4 pgs
Fees:23.00 Taxes:15910.00
20050321-0030179

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, BENEDICT SILVERMAN, a married man, hereinafter the GRANTOR, has bargained and sold, and by these presents do transfer and convey unto KROGER LIMITED PARTNERSHIP I, an Ohio limited partnership, hereinafter the GRANTEE, its successors and assigns, the buildings, structures and other improvements, including the building fixtures but excluding trade fixtures, machinery and equipment therein, now located on or permanently annexed to the parcel or parcels of land described in Exhibit A hereto, including, without limiting the generality of the foregoing, the walks, ways, parking facilities, light standards and planters now or hereafter located on said parcel or parcels of land (the "Improvements"). Such conveyance shall not include the parcel of parcels of land upon which the Improvements are located.

Mrs. Jayne E. Bentzen, spouse of Benedict Silverman, joins in the execution of this instrument for the purpose of conveying any and all rights, including marital rights, which the said Mrs. Jayne E. Bentzen may have in the subject property, by virtue of her marriage to the said Benedict Silverman.

The Improvements are located on property known as 136 Gallatin Pike, Madison, Davidson County, Tennessee.

TO HAVE AND TO HOLD the above described Improvements, together with the hereditaments and appurtenances unto said Grantee, its successors, and assigns, forever; Grantor does further covenant with said Grantee that Grantor has a good right to convey the Improvements, and the same is unencumbered except as otherwise herein set out; and he does further covenant and bind himself, his successors and assigns, to warrant and forever defend the title herein conveyed to the said Grantee, its successors, and assigns, against the lawful claims of persons claiming by and through 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 as of the 28th day of February, 2005.

GRANTOR:

Benedict Silverman

Jayne E. Bentzen

STATE OF Connecticut)
COUNTY OF Litchfield)

Personally appeared before me, the undersigned, a Notary Public of the State and County aforesaid BENEDICT SILVERMAN, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged that he executed the within instrument for the purposes therein contained

WITNESS MY HAND AND SEAL, at office in Woodbury, this 9th day of March, 2005.

Notary Public

My Commission Expires: 8/31/05.

LESLEY GOMEZ NOTARY PUBLIC CONNECTICUT

STATE OF Connecticut)
COUNTY OF Litchfield)

Personally appeared before me, the undersigned, a Notary Public of the State and County aforesaid JAYNE E. BENTZEN, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged that she executed the within instrument for the purposes therein contained

WITNESS MY HAND AND SEAL, at office in Woodbury, this 9th day of March, 2005.

Notary Public

My Commission Expires: 8/31/05.

LESLEY GOMEZ NOTARY PUBLIC CONNECTICUT

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° 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° 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° 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° 25' 48" E 224.65 feet to a concrete monument;

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

Thence, N 01° 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° 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° 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° 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 01° 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° 13' 22" W 140.00 feet to an iron pin;

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

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

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

Thence, S 89° 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 01° 10' 49" W 151.31 feet to the point of beginning. Containing 6.44 acres, more or less.

Being the same property conveyed by Deed from The Kroger Co., an Ohio corporation, to Benedict Silverman, of record in Book 6403, page 567, Register's Office for Davidson County, Tennessee. The land having been conveyed by Special Warranty Deed from 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 to Kroger Limited Partnership I, of record in Instrument No. 20041130-0142406, Register's Office, Davidson County, Tennessee;