OWNER/RESPONSIBLE TAXPAYER:
KC PROPCO, LLC
c/o Knowledge Learning Corporation
650 NE Holladay Street, Suite 1400
Portland, OR 97232-4301
Attn: Legal (Real Estate)

THIS INSTRUMENT PREPARED BY:
Andrew Kirsh, Esq.
Latham & Watkins LLP
633 West Sixth Street, Suite 4000
Los Angeles, CA 90071-2007

Tax I.D. No. 64/78

Davidson County DEEDWARR
Recvd: 11/14/05 14:40 4 pgs
Fees:23.00 Taxes:2590.00
20051114-0137411

TENNESSEE
SPECIAL WARRANTY DEED

THIS INDENTURE made as of this 9th day of November 2005, between KinderCare Learning Centers, Inc., a Delaware corporation, successor by merger with Knowledge Learning Enterprises, Inc. a Delaware corporation, formerly known as ARAMARK Educational Resources, Inc., a Delaware corporation, First Party, and KC PROPCO, LLC, a Delaware limited liability company, Second Party;

WITNESSETH:

THAT SAID FIRST PARTY, for and in consideration of the sum of TEN AND NO/100 ($10.00) DOLLARS, and other good and valuable consideration, to it in hand paid by said Second Party, the receipt of which is hereby acknowledged, has granted, bargained, sold and conveyed, and does by these presents grant, bargain, sell and convey unto Second Party, the real property described as follows:

See Exhibit A attached hereto and fully incorporated herein by this reference.

THIS CONVEYANCE is made subject to any and all applicable encumbrances, easements, restrictions, reservations and covenants as are shown in the records of the Davidson County Register's Office, and matters which would be disclosed by a current accurate survey and inspection of the premises; with the hereditaments and appurtenances thereto appertaining, hereby releasing all claims therein. TO HAVE AND TO HOLD the same unto the Second Party, its heirs, successors and assigns, together with all of the rights and interest thereunto belonging, in fee simple.

The First Party covenants that it is lawfully seized in fee simple of the premises; that it has a good and lawful right to sell and convey the same.

The First Party further covenants that it will warrant and defend the title to said premises unto the Second Party, their heirs, successors and assigns, against the lawful claims of all parties claiming by, through, or under the First Party, but no further or otherwise.

Whenever in this instrument a pronoun is used it shall be construed to represent either singular or plural, as the case may demand.

IN WITNESS WHEREOF, the said First Party has caused this instrument to be executed as of the day and year first above written.

KINDERCARE LEARNING CENTERS, INC.,
a Delaware corporation

By: _____
Name: Eva M. Kripalani
Title: General Counsel, Corporate Secretary and Senior Vice President

STATE OF CALIFORNIA)
COUNTY OF LOS ANGELES)

Before me, Nicole S. Villacorta, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Eva M. Kripalani, ~~with whom I am personally acquainted~~ (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged ~~himself~~/herself to be the General Counsel, Corporate Secretary and Senior Vice President of KinderCare Learning Centers, Inc., a Delaware corporation, the within named bargainor, a corporation, and that she as such General Counsel, Corporate Secretary and Senior Vice President, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by ~~himself~~/herself as such General Counsel, Corporate Secretary and Senior Vice President.

WITNESS my hand and seal at office in Los Angeles, California, this the 8th day of November, 2005.

Notary Public

My Commission Expires:
5-7-09

NICOLE S. VILLACORTA
Comm. # 1576814
NOTARY PUBLIC - CALIFORNIA
Los Angeles County
My Comm. Expires May 7, 2009

I hereby swear or affirm that the actual consideration or true value of this transfer, whichever is greater, is $~~7~~00,000.

Affiant Eva M. Kripalani

Subscribed and sworn to before me this 8th day of November, 2005.

Notary Public

NICOLE S. VILLACORTA
Comm. # 1576814
NOTARY PUBLIC - CALIFORNIA
Los Angeles County
My Comm. Expires May 7, 2009

EXHIBIT A

(Legal Description)

LAND in Davidson County, Tennessee, being Lot No. 1, on the Plan of Jackson Square Subdivision, as shown on plat of record in Plat Book 5190, page 404, in the Register's Office of Davidson County, Tennessee, to which plat reference is hereby made for a more particular description.

Being the same property conveyed to Aramark Educational Resources, Inc., a Delaware corporation, by deed of record in Instrument No. 20020222-0022890, Register's Office for Davidson County, Tennessee.