2nd

STATE OF OHIO
COUNTY OF HAMILTON
THE ACTUAL CONSIDERATION OR VALUE, WHICHEVER IS GREATER, FOR THIS TRANSACTION IS $3,036,283.41

James R. Hodge
AFFIANT

SUBSCRIBED AND SWORN TO BEFORE ME THIS DATE:

NOTARY PUBLIC

COMMISSION EXPIRES:

KYLE RANDELL GRUBBS
Attorney at Law
Notary Public, State of Ohio
My Commission Has No Expiration
Section 147.03 R.C.

Map & Parcel: 142/20

Davidson County DEEDWARR
Recvd: 11/14/05 14:51 3 pgs
Fees:18.00 Taxes:11234.25
20051114-0137455

This instrument prepared by:
Nancy Wood Stabell
Frost Brown Todd LLC
424 Church Street, Suite 1600
Nashville, TN 37219

SPECIAL WARRANTY DEED

KNOW ALL MEN BY THESE PRESENTS, that WILLIAM J. WADE, not in his individual capacity, but solely as Co-Trustee of Kroger Trust No. 86-1 ("Grantor"), for and in consideration of the sum of Ten and No/100ths Dollars ($10.00) and other good and valuable consideration paid to Grantor by THE KROGER CO., an Ohio corporation ("Grantee"), the receipt of which is hereby acknowledged, does hereby grant, convey and sell with limited warranty covenants, unto Grantee, its successors and assigns, all such right, title, and interest as the Grantor has in and to that certain real property located in Davidson County, Tennessee, more particularly described on Exhibit A attached hereto (the "Land") together with the buildings, structures and other improvements, including without limitation, the building fixtures, facilities, machinery, apparatus, installations, equipment and other property located on and permanently annexed to the Land (the "Improvements").

This is (x) improved (__) unimproved property known as:
7087 Highway 70 South
Nashville (Bellevue), Tennessee

Mail tax bills to:

The Kroger Co.
Attn: Tax Department
1014 Vine Street
Cincinnati, Ohio 45202

Neither Grantor nor Grantee intends that there be, and there shall not in any event be, a merger of any other interest in the Land or the Improvements held by Grantee or any subsidiary or affiliate of Grantee with the interests in the Land and the Improvements obtained by Grantee from Grantor as evidenced hereby, and such interests shall remain separate and distinct.

[signature on following page]

EFFECTIVE this 1st day of November, 2005.

GRANTOR:

William J. Wade,
not in his individual capacity, but solely
as Co-Trustee under Kroger Trust 86-1

STATE OF Delaware)
) ss.
COUNTY OF New Castle

Before me, the undersigned, a Notary Public within and for the State and County aforesaid, personally appeared William J. Wade, not in his individual capacity, but solely as Co-Trustee of Kroger Trust 86-1, with whom I am personally acquainted, or proved to me on the basis of satisfactory evidence, and upon oath acknowledged the foregoing instrument.

Witness my hand and official seal at office at Wilmington, Delaware on this November, 2005.

Commission Expires:_____

Notary Public

BARBARA A. WHEELER
Notary Public - State of Delaware
My Comm. Expires June 20, 2008

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Bellevue, Tennessee

EXHIBIT A

Land in Davidson County, Tennessee, being Lot No. 1, on the Plan of Bellevue Valley Plaza, as shown on plat of record in Plat Book 6250, page 271, 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 Anthony R. Licata (or any successor Trustee), as Trustee of Kroger Remainderman Trust No. 86-1, by Deed of record in Book 6946, page 651, Register's Office for Davidson County, Tennessee.