

PREPARED BY/RETURN TO:
BRIAN L. DAVIS ATTORNEY
919 FERNCLIFF AVE SUITE 3
SOUTHAVEN, MS 38671
601-393-8512
FILE: 03318

BK 0452 PG 0257

STATE MS.-DESOTO CO.
FILED

SEP 4 3 54 PM '03

AFTER RECORDING RETURN TO:

Associated Wholesale Grocers, Inc.
5000 Kansas Avenue
Kansas City, Kansas 66106
Attn: General Counsel

BK 452 PG 257
W.E. DAVIS CH. CLK.

Re: 2929 State Line Road
Southaven, Mississippi

SPECIAL WARRANTY DEED

This SPECIAL WARRANTY DEED is made and entered into this day by **THE REALTY ASSOCIATES FUND VI, L.P.**, a Delaware limited partnership ("Grantor"), to **ASSOCIATED WHOLESALE GROCERS, INC.**, a Missouri corporation ("Grantee").

WITNESSETH:

THAT FOR AND IN CONSIDERATION of the sum of Ten and No/100 Dollars (\$10.00), cash in hand paid by Grantee to Grantor, and other good and valuable considerations, the receipt and sufficiency of all of which is hereby acknowledged, Grantor does hereby convey and warrant, except as hereinafter set forth, unto the Grantee against every person claiming the property herein after described, or any part thereof, by, through or under Grantor, but not otherwise, the following described property, together with the improvements, hereditaments and appurtenances thereunto belonging, located in the County of DESOTO, State of MISSISSIPPI, and more particularly described as follows, to-wit:

PLEASE SEE ATTACHED EXHIBIT A

TO HAVE AND TO HOLD unto the Grantee, it successors and assigns as they may appear, in fee simple forever and free from all liens and encumbrances except for the following exceptions:

- 1) Taxes and assessments for calendar year 2003 and subsequent years, which are not yet due and payable.
- 2) The matters set forth on Exhibit B attached hereto and made a part hereof for all purposes (collectively, the "Permitted Encumbrances").

IN TESTIMONY WHEREOF, witness the signature of Grantor as of this the 28th day of August, 2003.

GRANTOR:

THE REALTY ASSOCIATES FUND VI, L.P.,
a Delaware limited partnership

By: Realty Associates Fund VI, LLC,
its general partner

By: Realty Associates Advisors, LLC,
its manager

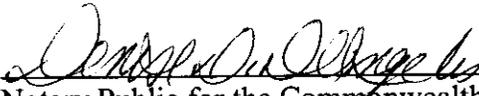
By: Realty Associates
Advisors Trust,
its sole member

By: Mark Harmeling
Name: Mark Harmeling
Title: Sr. Vice President

COMMONWEALTH OF MASSACHUSETTS §
§
COUNTY OF SUFFOLK §

BEFORE ME, the undersigned authority, a Notary Public in and for the Commonwealth of Massachusetts, on this day personally appeared MARK HAMMEL, who acknowledged before me that he is a Sr. Vice President of Realty Associates Advisors Trust, a Massachusetts business trust and the sole member of Realty Associates Advisors, LLC, a Delaware limited liability company and the manager of Realty Associates Fund VI, LLC, a Delaware limited liability company and a general partner of Realty Associates Fund VI, L.P., a Delaware limited partnership and that for and on behalf of, and as the act and deed of, such trust as the sole member of such limited liability company, and as the act and deed of such limited liability company as the manager of such limited liability company, and as the act and deed of such limited liability company as the general partner of such limited partnership and as the act and deed of such limited partnership, he executed the above and foregoing instrument after first having been duly authorized by said trust, said limited liability company, said limited liability company and said limited partnership so to do and otherwise for the purposes and consideration therein expressed and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 25th day of August, 2003.



Notary Public for the Commonwealth of Massachusetts
DENISE D. DeANGELIS, Notary Public
My commission expires: My Commission Expires June 20, 2008

ADDRESS OF GRANTEE:

Associated Wholesale Grocers, Inc.
5000 Kansas Avenue
Kansas City, Kansas 66106
Attn: Scott Wilmoski

ADDRESS OF GRANTOR:

The Realty Associates Fund VI, L.P.
c/o TA Associates Realty
28 State Street, 10th Floor
Boston, Massachusetts 02109
Attn: Asset Manager – Fleming/Mississippi
Phone: 617/476-2700

EXHIBIT A**LEGAL DESCRIPTION****Tract I:**

Lots 28, 29, 30, 31, 32, 33 & 34 of Unit 1 Freeport Industrial Park Subdivision, a subdivision according to plat of record in Plat Book 11, Pages 43-47 of the land records of DeSoto County, Mississippi. Section 22, Township 1 South, Range 8 West.

Tract II:

Lots 56, 57 & 58 of Unit 2 Freeport Industrial Park Subdivision, a subdivision according to plat of record in Plat Book 13, Pages 21-22 of the land records of DeSoto County, Mississippi. Section 22, Township 1 South, Range 8 West.

EXHIBIT B**PERMITTED ENCUMBRANCES**

1. Taxes for the year 2003 and subsequent years, not yet due or payable.
2. The protective covenants, building setback line, utility easements and other restrictions as shown upon or contained in instrument filed of record in the office of the DeSoto County Chancery Clerk and recorded in Plat Book 11, Pages 43-47; Deed Book 106, Page 605 and as modified in Book 171, Page 227 (modification applies to Lots 18-27 ONLY); Plat Book 13, Pages 21-22; Power of Attorney Book 42, Page 342 and Book 43, Page 185 (Tracts I and II). As shown on survey prepared by Gerald R. Martin, Mississippi Professional Land Surveyor No. 1591, of Harvel & Associates, Inc. dated September 6, 2002, last revised October 9, 2002.
3. A Non-Exclusive Easement to City of Southaven, a Municipal corporation to use existing railroad spur track, filed in Book 175, Page 513, among the land records for DeSoto County, Mississippi (Tract I). As shown on survey prepared by Gerald R. Martin, Mississippi Professional Land Surveyor No. 1591, of Harvel & Associates, Inc., dated September 6, 2002, last revised October 9, 2002.
4. Right of way to Mississippi Power & Light Company filed in Book 190, Page 664, among the land records for DeSoto County, Mississippi (Tract I & II). As shown on survey prepared by Gerald R. Martin, Mississippi Professional Land Surveyor No. 1591, of Harvel & Associates, Inc., dated September 6, 2002, last revised October 9, 2002.
5. Easement as recorded in Book 110, Page 515, among the land records for DeSoto County, Mississippi. As shown on survey prepared by Gerald R. Martin, Mississippi Professional Land Surveyor No. 1591, of Harvel & Associates, Inc., dated September 6, 2002, last revised October 9, 2002.
6. Terms and Conditions for Memorandum of Lease dated October 3, 2002, recorded October 11, 2002 at 9:48 AM in Book 096, Page 048 among the land records for DeSoto County, Mississippi, refiled on October 22, 2002, at 1:08 PM, in Book 096, Page 202, among the land records for DeSoto County, Mississippi.
7. Rights of tenants pursuant to recorded or unrecorded leases.
8. Local, state and federal laws, ordinances or governmental regulations, including, but not limited to, building and zoning laws, ordinances and regulations, now or hereafter in effect relating to the Property
9. Any matters shown on the survey of the Property and Grantor's title policy delivered to Grantee.