

**MEMORANDUM OF INSURANCE**

**DATE OF ISSUE: 01/19/2012**

**PRODUCER:**

A, B, C & D: (CASUALTY) MARSH - CHICAGO

**COMPANIES AFFORDING COVERAGE**

COMPANY LETTER	A	ACE AMERICAN INSURANCE COMPANY
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COMPANY LETTER	B	ILLINOIS UNION INSURANCE CO.
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**INSURED:**

THE KROGER CO., ITS SUBSIDIARIES AND AFFILIATES  
1014 VINE STREET  
CINCINNATI, OH 45202

COMPANY LETTER	C	FACTORY MUTUAL INSURANCE COMPANY
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COMPANY LETTER	D	Starr Surplus Lines Insurance Company
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**COVERAGES**

This memorandum is furnished to you as a matter of information for your convenience. It is not intended to reflect all the terms and conditions or exclusions of such policies. This memorandum is not an insurance policy and does not amend, alter, or extend the coverage afforded by the listed policies. The insurance afforded by the listed policy is subject to all the terms, exclusions and conditions of such policies.

CO LTR	TYPE OF INSURANCE	POLICY NUMBER	EFF. DATE	EXP. DATE	LIMITS SHOWN ARE AS REQUESTED	
A	<b>COMMERCIAL GENERAL LIABILITY</b> <input checked="" type="checkbox"/> <b>COM GEN LIABILITY CLAIM OCCUR</b> <b>OWN &amp; CONT PROT</b> <input checked="" type="checkbox"/> <b>OCCURRENCE FORM</b>	XSL G26436825	1/25/12	1/25/13	GENERAL AGGREGATE	\$ 3,000,000
					PRODUCTS-COMP/OP AGG	\$ 3,000,000
					PERSONAL & ADV INJURY	\$ 2,000,000
					EACH OCCURRENCE	\$ 2,000,000
					FIRE DAMAGE (Any fire)	\$ 2,000,000
					MED EXPENSE (Any one person)	\$
A	<b>AUTOMOBILE LIABILITY</b> <b>ANY AUTO, HIRED AUTOS, NON-OWNED AUTOS, PHYSICAL DAMAGE SELF-INSURED</b>	ISA H08696766	1/25/12	1/25/13	COMBINED SINGLE LIMIT	\$ 5,000,000
A	<b>GARAGE LIABILITY ANY AUTO</b>	ISA H08696766	1/25/12	1/25/13	AUTO ONLY AGGREGATE	\$ 3,000,000 \$ 3,000,000
D	<input checked="" type="checkbox"/> <b>EXCESS LIABILITY UMBRELLA FORM OTHER THAN UMB</b>	SLSLGCE51006512	1/25/12	1/25/13		\$
					EACH OCCURRENCE	5,000,000
					AGGREGATE	\$ 5,000,000
A	<b>WORKERS' COMPENSATION/EMPLOYEES LIABILITY THE PROPRIETOR/ PARTNERS EXECUTIVE OFFICERS ARE INCLUDED</b>	WLR C46774668 (MA) WLRC46774656 (CT,DE,ME) MD,MN,MA, MO, NJ,NY,SD,RI,VA) SCF C4677467A (WI) WCU C46774681 (All Other States)*	1/25/12	1/25/13	<input checked="" type="checkbox"/> STATUTORY LIMITS EACH ACCIDENT DISEASE - POLICY LIMIT DISEASE - EACH EMPLOYEE	\$ \$ 2,000,000 \$ 2,000,000 2,000,000
B	<b>PREMISE POLLUTION LIABILITY</b>	PPL G21977020 009	5/1/12	5/1/13	PER CLAIM ALL CLAIMS	\$ 10,000,000 \$ 20,000,000
B	<b>MASTER STORAGE TANK THIRD PARTY LIABILITY</b>	UST G2181037A 009	5/1/12	5/1/13	PER CLAIM ALL CLAIMS	\$ 1,000,000 \$ 2,000,000
C	<b>PROPERTY</b>	UW511	6/30/11	6/30/12	PER OCCURRENCE	\$ 10,000,000

## DESCRIPTION OF OPERATIONS/LOCATIONS/VEHICLES/SPECIAL ITEMS

### ADDITIONAL INFORMATION

\*GL Policy Number XSL G26436825 is subject to a self insured retention of USD \$3,000,000.

WC Policy Number WCU46774681 is subject to a self insured retention of USD \$2,000,000.

GENERAL LIABILITY: Coverage includes Liquor Liability and Professional / Druggist's Liability.

CARGO LIABILITY: Named insured on Cargo policy above is Kroger Dedicated Logistics ONLY.

Regarding Commercial General Liability any party with which the Named Insured is contractually required to include as Additional Insured is automatically granted such status but only with respect to acts, errors and omissions of the Named Insured unless otherwise specified by contract; Additional Insured-Vendors Endorsement is also automatically granted such status where required. However, coverage under the policy only applies to the extent of the coverage required by such contractual requirement and for the limits of liability specified in such contractual requirement, but in no event for insurance not afforded by the policy nor for limits of liability in excess of the applicable limits of liability of the policy. The existence of more than one insured or Additional Insured or other interests shall not serve to increase the limits of liability of the policy.

Terrorism coverage is included per TRIA provisions, as required by workers compensation statutes.

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All risk including boiler and machinery, business interruption and extra expense; all real and personal property; replacement cost. Self-Insured Retention of USD \$1,000,000

Any party with which the Named Insured has a contractual requirement to be included as an Additional Insured, Loss Payee, Mortgagee or Trustee shall automatically be granted such status under this Policy. "The above shall also apply to any parties that the landlords of the Named Insured have a written agreement for such interest(s) with respect to property insured hereunder". However, coverage under the policy only applies to the extent of the coverage required by such contractual requirement and for the limits of liability specified in such contractual requirement, but in no event for insurance not afforded by the policy nor for limits of liability in excess of the applicable limits of liability of the policy.

The existence of more than one Insured or Additional Insured or other interests shall not serve to increase the limits of liability of the policy.

USD \$10,000,000 aggregate limit for Earthquake / Flood where required by contract.

Coverage includes a building ordinance extension.

The policy automatically waives subrogation if such rights are waived by written contract prior to loss by the Insured.

The policy includes "Rents"

The Named Insured Includes The Kroger Co. and its subsidiaries and affiliates including, but is not limited to the following:

Kroger Management – NMTC Columbus I, LLC, an affiliate of The Kroger Co. , Inter-American Products, Inc; Dillon Real Estate; Fred Meyer Stores, Inc.; Fred Meyer Jewelers, Inc.; Quality Food Centers; Bell Markets, Inc.; Cala Foods, Inc.; Ralphs Grocery Co.; Smiths Food and Drug Centers, Inc.; Kroger Limited Partnership I; The Kroger Co of Michigan; Topvalco, Inc.; Kroger Limited Partnership II; King Soopers, Inc.; Fry's Food Stores of AZ, Inc.; Dillon Companies, Inc.; Jackson Ice Cream Co., Inc.; Columbus Bakery, Alpha Beta Company, Country Oven, Inc.; Food 4 Less Holdings, Inc.; Kessel FP, LLC; Michigan Dairy, LLC; Pace Dairy Foods Company; Pontica Foods, Inc.; Southern Ice Cream Specialties, Inc.; Kwik Shop, Inc.; Mini Mart, Inc.; Food 4 Less Holdings, Inc.; Turkey Hill Mini Markets; Turkey Hill LP. ; Healthy Options, Inc.; Kroger Management - NMTC Dallas I, LLC; Kroger Management – NMTC Houston I, LLC.; Kroger 017 Operator, Inc.