

MEMORANDUM OF INSURANCE

DATE OF ISSUE: 6/28/2017

PRODUCER:

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

COMPANIES AFFORDING COVERAGE

COMPANY LETTER	A	ACE AMERICAN INSURANCE COMPANY
COMPANY LETTER	B	ILLINOIS UNION INSURANCE CO.
COMPANY LETTER	C	ZURICH AMERICAN INSURANCE COMPANY
COMPANY LETTER	D	NATIONAL UNION FIRE INSURANCE COMPANY OF PA
COMPANY LETTER	E	VINE COURT ASSURANCE, INCORPORATED
COMPANY LETTER	F	AGCS MARINE INSURANCE CO. (ALLIANZ)

INSURED:

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

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	COMMERCIAL GENERAL LIABILITY	XSL G27859914 *	1/25/17	1/25/18	EACH OCCURRENCE	\$ 2,000,000
	<input checked="" type="checkbox"/> COM GEN LIABILITY				FIRE DAMAGE (Any fire)	\$ 2,000,000
	CLAIM OCCUR				MED EXPENSE (Any one person)	N/A
	OWN & CONT PROT				PERSONAL & ADV INJURY	\$ 2,000,000
	<input checked="" type="checkbox"/> OCCURRENCE FORM				GENERAL AGGREGATE	\$ 15,000,000
	<input checked="" type="checkbox"/> DRUGGIST LIABILITY				PRODUCTS- COMP/OP/AGG	\$ 15,000,000
A	AUTOMOBILE LIABILITY ANY AUTO, HIRED AUTOS, NON-OWNED AUTOS, PHYSICAL DAMAGE SELF-INSURED	ISA H09052100	1/25/17	1/25/18	COMBINED SINGLE LIMIT	\$ 5,000,000
A	GARAGE LIABILITY ANY AUTO	ISA H09052100	1/25/17	1/25/18	AUTO ONLY	\$ 3,000,000
D	<input checked="" type="checkbox"/> EXCESS LIABILITY UMBRELLA FORM	1952310	1/25/17	1/25/18	EACH OCCURRENCE	\$ 5,000,000
	OTHER THAN UMB				AGGREGATE	\$ 5,000,000
A	WORKERS' COMPENSATION/ EMPLOYES LIABILITY THE PROPRIETOR/ PARTNERS EXECUTIVE OFFICERS ARE INCLUDED	WLR C49106154 (CT,DC,DE, FL,ME MD,MN,MA, MO,NC NV,NJ,NY,SD,RI,VA) SCF C49103129 (WI) WCU C49106130 (All Other States)*	1/25/17	1/25/18	<input checked="" type="checkbox"/> STATUTORY LIMITS EL EACH ACCIDENT EL DISEASE – POLICY LIMIT EL DISEASE – EACH EMPLOYEE	\$ 2,000,000 \$ 2,000,000 \$ 2,000,000
B	PREMISE POLLUTION LIABILITY	PPL G21977020 014	5/1/17	5/1/18	PER CLAIM ALL CLAIMS	\$ 10,000,000 \$ 20,000,000
B	MASTER STORAGE TANK THIRD PARTY LIABILITY	UST G2181037A 014	5/1/17	5/1/18	PER CLAIM ALL CLAIMS	\$ 1,000,000 \$ 2,000,000
C	PROPERTY	TOP 9267598-07	6/30/17	6/30/18	PER OCCURRENCE	\$ 15,000,000
E	HEALTHCARE FACILITIES PROFESSIONAL LIABILITY	337-1-TLCHPL2	1/25/17	1/25/18	PER OCCURRENCE	\$ 1,000,000
F	CARGO LIABILITY	MXI93075647	1/25/17	1/25/18	EACH TRAILER, MOTOR TRUCK	\$ 500,000

DESCRIPTION OF OPERATIONS/LOCATIONS/VEHICLES/SPECIAL ITEMS

ADDITIONAL INFORMATION:

* GL Policy Number XSL G27859914 is subject to a self insured retention of USD \$3,000,000.

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

Regarding Commercial General Liability and Auto Liability, any party with which the Named Insured is contractually required to include as Additional Insured is automatically granted such status. 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. The policy automatically waives subrogation if such rights are waived by written contract prior to loss by the Insured.

* WC Policy Number WCU C49106130 is subject to a self insured retention of USD \$5,000,000.

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

PROPERTY:

All risk including boiler and machinery, business interruption and extra expense; all real and personal property; replacement cost. Self-Insured Retention is internally funded for requirements of Contract Terms.

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 \$15,000,000 aggregate limit for Earthquake / Flood where required by contract.

Coverage includes a building ordinance extension. Terrorism coverage is included per TRIA provisions.

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

The policy includes "Rents"

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.

POLLUTION:

Regarding Pollution Liability any party with which the Named Insured is contractually required to include as Additional Insured is automatically granted such status.

Healthcare Facilities Professional Liability applies only to the operations of The Little Clinic, LLC; Kroger Specialty Pharmacy Holdings, Inc., and their affiliates and subsidiaries; Kroger Specialty Infusion Holdings, Inc., and their affiliates and subsidiaries.

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

Inter-American Products, Inc.; Dillon Real Estate Co., Inc.; Fred Meyer Stores, Inc.; Fred Meyer Jewelers, Inc.; Fred Meyer Stores, Inc. dba Quality Food Centers; Bell Markets, Inc.; Cala Foods, Inc.; Ralphs Grocery Co.; Smith's Food & Drug Centers, Inc.; Kroger Limited Partnership I; The Kroger Co of Michigan; Topvalco, Inc.; Kroger Limited Partnership II; Dillon Companies, Inc. dba King Soopers, Inc.; Smith's Food & Drug Centers, Inc. dba Fry's Food Stores.; Dillon Companies, Inc.; Columbus Bakery a division of The Kroger Co.; The Kroger Co. dba Jackson Ice Cream Co.; Alpha Beta Company, Country Oven, Inc.; KPS, LLC; Food 4 Less Holdings, Inc.; Kessel FP, LLC; Michigan Dairy, LLC; Pace Dairy Foods Company; Pontiac Foods, Inc.; Kwik Shop, Inc.; Mini Mart, Inc.; Turkey Hill LP. dba Turkey Hill Mini Markets; Turkey Hill LP.; Healthy Options, Inc.; Kroger 017 Operator, Inc.; Kroger Specialty Pharmacy Holdings, Inc., and their affiliates and subsidiaries; The Little Clinic, LLC and its subsidiaries; Junior Food Stores of West Florida, Inc. dba Tom Thumb Stores; Heritage Farms Dairy; Harris Teeter Supermarkets, Inc.; Harris Teeter, LLC; You Technology, LLC; Smith's Food and Drug Centers, Inc. dba Peyton's Phoenix and Peyton's Southeastern, Inc.; Vitacost.com, Inc.; 84.51° LLC; KTLP; Roundy's Supermarkets, Inc.; ITA, Inc.; Kee Trans, Inc.; Kroger Specialty Infusion Holdings, Inc., and their affiliates and subsidiaries.