1509B:B-1

ADDRESS NEW OWNER: Exxon Education Foundation, 111 W. 49th St., N.Y.N.Y.1002
SEND TAX BILLS TO: SAME
MAP/PARCEL: 91-15-7, 12 W 04030
26-14-41, GO 04098

THIS INSTRUMENT PREPARED BY:
John A. F. Feldmann, Counsel
Exxon Company, U.S.A.
(a division of Exxon Corporation)
4550 Dacoma
P. O. Box 2567
Houston, Texas 77001

BOOK 5831 PAGE 448

THE STATE OF TENNESSEE |
| KNOW ALL MEN BY THESE PRESENTS: THAT
COUNTY OF DAVIDSON |

EXXON CORPORATION, a New Jersey corporation (successor by merger to Humble Oil & Refining Company), having an office at 800 Bell Avenue, Houston, Texas 77002, hereinafter referred to as "Donor", does hereby give, grant and convey, as a donation, subject to the covenants and conditions hereinafter set forth, unto the EXXON EDUCATION FOUNDATION, a not for profit corporation, incorporated in New Jersey, having an office at 111 W. 49th Street, New York, N.Y. 10020, hereinafter referred to as "Donee", all that certain lot, tract or parcel of land situated in the City of Nashville, County of Davidson, State of Tennessee, more particularly described in Exhibit "A", attached hereto and incorporated herein for all purposes.

This conveyance is made by Donor and accepted by Donee subject to all valid and subsisting encumbrances, conditions, covenants, restrictions, reservations, exceptions, rights of way, leases and easements of record (and those which would be revealed by an inspection of the premises), including the building and zoning ordinances, all laws, regulations and restrictions by municipal or other governmental authorities applicable to and enforceable against the above described premises.

Provided, however, that the above described land, or any part thereof, either by itself or in conjunction with other property, shall not be used for the sale or storage of gasoline, diesel, other motor fuels or other petroleum products for a period of Twenty (20) years from the effective date hereof which shall constitute a covenant running with the land for the benefit of Donor, its successors and assigns, and is binding upon Donee, Donee's successors and assigns, during the term thereof.

12/17 15.00- CHECK

3475

Ad valorem taxes and special assessments, if any, against the property herein conveyed for the current year have been prorated between Donor and Donee as of the date hereof, and, by the acceptance hereof, Donee expressly assumes and agrees to pay the same.

TO HAVE AND TO HOLD the above described land, together with the appurtenances, estate, title and interest thereto, unto the said Donee, its successors and assigns, forever, but subject to the exceptions, reservations, covenants and other provisions herein contained, Donor does hereby bind itself, its successors and assigns, to warrant and forever defend the title to said premises unto the said Donee, its successors and assigns, against every person whomsoever lawfully claiming or to claim the same or any part thereof; provided, however, in the event of title failure, the liability of Donor under this warranty shall be limited to the fair market value on the date hereof, or a proportionate part of said fair market value in the event of a partial failure of such title.

EXECUTED this the 22nd day of May, 1981.

ATTEST:

B. P. Pierce
Assistant Secretary

EXXON CORPORATION

By John B. Turner, Jr.
Vice President

FORM APPROVED

G72346

IDENTIFICATION REFERENCE

Dec 17 8 13 AM '81

FEE $ REGISTER
DAVIDSON COUNTY, TENN.

RUSH

THE STATE OF TEXAS |
|
COUNTY OF HARRIS |

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Before me, Daris L. Tulibacks, a Notary Public of the State and County aforesaid, personally appeared JOHN B. TURNER, JR., with whom I am personally acquainted, and who, upon oath, acknowledged himself to be a Vice President of EXXON CORPORATION, the within named bargainor, a corporation, and that he as such 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 as Vice President.

WITNESS MY HAND AND SEAL, of office in Harris County, Texas, this 22nd day of May, 1981.

Daris L. Tulibacks
Notary Public in and for
Harris County, Texas

DARIS L. TULIBACK
Notary Public Harris County, Texas
My Commission Expires 12/15/81

Commission expires: _____

STATE OF TENNESSEE:
COUNTY OF DAVIDSON:

The actual monetary consideration for this transfer is NONE.

Mark D. Matheson
AFFIANT

Subscribed and sworn to before me
this 16th day of December, 1981.

Carolyn J. Waddey
NOTARY PUBLIC

My Comm. Expires: 4/21/85

CAROLYN F. WADDEY NOTARY PUBLIC AT LARGE STATE OF TENN.

EXHIBIT "A" TO DEED FROM EXXON CORPORATION, A NEW JERSEY CORPORATION, TO EXXON EDUCATION FOUNDATION, A NEW JERSEY CORPORATION

A certain tract of land in the Fifth, formerly the Twelfth Ward of the City of Nashville, Davidson County, Tennessee, more particularly described as follows:

Beginning on the northerly margin of Charlotte Pike, as widened, at a point 210 feet west of the westerly margin of Morrow Road; thence northwardly 642 feet, more or less, to the center of Richland Creek; thence with the center of said creek, westwardly 150 feet; thence at right angles southwardly 642 feet, more or less, to the northerly margin of Charlotte Pike, as widened; thence with said Pike, eastwardly 150 feet to the beginning.

Being the same property conveyed by Deed dated August 15, 1955 from A. C. Oakley et al, Grantor, to Esso Standard Oil Company, Grantee, recorded in the Register's Office for Davidson County, Tennessee in Book 2445, Page 537.

SAVE AND EXCEPT

Those certain tracts of land in the Fifth, formerly the Twelfth, Ward of the City of Nashville, Davidson County, Tennessee conveyed by Deed dated April 25, 1956 from Esso Standard Oil Company, a Delaware corporation to Casey Realty Co., Inc., a Tennessee corporation, recorded in the Register's Office for Davidson County, Tennessee in Book _____, Page _____, and being more particularly described as follows:

Tract One

Beginning on the west line of property conveyed to Esso Standard Oil Company by deed from A. C. Oakley and wife and T. H. Stump and wife, of record in Book 2445, page 537, Register's Office for Davidson County, Tennessee, at a point 242 feet north of the southwest corner of said property, said beginning point is also 242 feet north of the northerly margin of Charlotte Pike, as widened; thence with the west line of Esso Standard Oil Company's property northwardly 395.8 feet, more or less, but to a point marked by an iron pin set in the ground, being at the center of Richland Creek, as was formerly located; thence with the center of said creek as it was formerly located, eastwardly 150 feet to the northeast corner of property conveyed to Esso Standard Oil Company by deed of record in Book 2445, page 537, R. O. D. C.; thence with the east line of said property southwardly 395.8 feet, more or less, but to a point 242 feet north of the northerly margin of Charlotte Pike, as widened; thence westwardly on a line parallel to Charlotte Pike 150 feet to the point of beginning.

Tract Two

Beginning at the northwest corner of property conveyed to Esso Standard Oil Company by deed from A. C. Oakley et al, of record in Book 2445, page 537,

EXHIBIT "A" TO DEED FROM EXXON CORPORATION, A NEW JERSEY CORPORATION, TO EXXON EDUCATION FOUNDATION, A NEW JERSEY CORPORATION

R. O. D. C., being also the northwest corner of the tract of land firstly hereinabove described; thence north 9° 6' west 34.5 feet, more or less, to the southerly margin of W. L. Bainbridge, Jr., property; thence north 38° 11' east 60.2 feet to an iron pin; thence south 79° 2' east 109.6 feet to a point on the south line of W. L. Bainbridge, Jr., property thence south 9° 6' east 17 feet, more or less, to the northeast corner of Esso Standard Oil Company's property, being also the northeast corner of the tract of land firstly hereinabove described; thence with the north line of said property south 69° 45' west 150 feet to the point of beginning.

Esso Standard Oil Company, a Delaware corporation, merged into Humble Oil & Refining Company, a Delaware corporation, on December 31, 1959. Humble Oil & Refining Company, a Delaware corporation, merged into Exxon Corporation, a New Jersey corporation, on January 1, 1973.