THIS INSTRUMENT PREPARED BY:
Mary Trueheart Walker, Counsel
Exxon Company, U.S.A.
(a division of Exxon Corporation)
P. O. Box 2567
Houston, Texas 77252-2567

NEW OWNER & SEND TAX STATEMENTS TO:
EXXON EDUCATION FOUNDATION
233 Benmar, Suite 770
Houston, Texas 77060

Map 163
Par 87.1s

QUITCLAIM DEED

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

BOOK 7273 PAGE 731

EXXON CORPORATION, a New Jersey corporation, having an office at 800 Bell Street, 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, NY 10020, hereinafter referred to as "Donee," all that certain lot, tract or parcel of land (the "Property") situated in the 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 conditions, covenants, restrictions, reservations, exceptions, rights-of-way, leases and easements of record (and those which would be revealed by an inspection of the Property), 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 Property.

Provided, however, that the above-described Property, 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 five (5) years from the date hereof which shall con-

stitute a covenant running with the Property for the benefit of Donor, its successors and assigns, and is binding upon Donee, Donee's successors and assigns, during the term thereof.

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.

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EXECUTED this the 22nd day of May, 1987.

ATTEST:

B. P. Pierce
Assistant Secretary

EXXON CORPORATION

By John E. Walsh
John E. Walsh, Jr.
Vice President

A-200

STATE OF TEXAS §
§
COUNTY OF HARRIS §

Before me, a Notary Public of the State and County aforesaid, personally appeared JOHN E. WALSH, 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, 1987.

NANCY HERMSEN
NOTARY PUBLIC
STATE OF TEXAS
9-22-90

Nancy Hermsen
Notary Public, State of Texas
My commission expires: 9-22-90

A-101

STATE OF TEXAS §
§
COUNTY OF HARRIS §

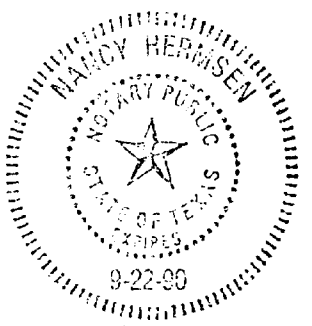
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The actual consideration for this transaction or value of property is none.

EXXON EDUCATION FOUNDATION

By: John E. Walsh
John E. Walsh, Jr.
Vice President

Sworn to and subscribed before me this 22nd day of May. 1987.



Nancy Hermsen
Notary Public, State of Texas
My commission expires: 9-22-90

3 8 2 5 2

IDENTIFICATION REFERENCE

SP 1489
TENNESSEE

EXHIBIT "A" TO DONATION DEED FROM EXXON CORPORATION, A NEW JERSEY CORPORATION, AS DONOR, TO EXXON EDUCATION FOUNDATION, A NEW JERSEY CORPORATION, AS DONEE

All that certain tract or parcel of land lying, situate and being in Davidson County, Tennessee and being more particularly described as follows:

Beginning at a point in the West boundary of Bell Road and the South boundary of the Louisville and Nashville Railroad;

Thence along the West boundary of Bell Road S 45° 39'W for 48.16 feet to concrete monument;

Thence run N 52° 49' W for 88.81 feet to a concrete monument;

Thence run S 37° 50' W for 49.80 feet to a concrete monument;

Thence run N 73° 58' W for 363.34 feet to a concrete monument;

Thence run N 62° 10' W for 59.78 feet to a point;

Thence run N 32° 00' E for 192.68 feet to a point in the South boundary of the Louisville and Nashville Railroad;

Thence run S 58° 00' E for 513.82 feet to the point of beginning.

Being a portion of the same land as described in that certain Deed dated October 8, 1970, from W. F. Moss, J. E. Moss, and Adam J. Strasser, Grantors, to Humble Oil & Refining Company, Grantee, recorded in Book 4451, Pages 45-47, of the Deed records of Davidson County, Tennessee.

SUBJECT TO:

A non-exclusive easement for purposes of ingress and egress, said easement being more particularly described as follows:

Being a parcel of land located in the northwest quadrant of Interstate 24 and Bell Road Interchange located in Davidson County, Tennessee, and described according to a plat by Hart Freeland Roberts, Inc., of record in Book 4460, page 195, Register's Office of Davidson County, Tennessee, as follows:

Beginning at a point in the westerly margin of Bell Road, said point being 36.0 feet from a concrete monument located in the westerly margin of Bell Road and the southerly margin of the Louisville and Nashville Railroad, said concrete monument being in the northeast corner of Parcel No. 1 (Exxon Service Station Property); thence N 58° 00' W a distance of 83.5 feet to a point, said point being the beginning of a curve to the left; thence along said curve to the left, radius 22.0 feet, a distance of 14.35 feet to a point; thence S 84° 37' W a distance of 109.43 feet to a point, said point being the beginning of a curve to the right; thence along said curve to the right, radius 30.0 feet, a distance of 11.21 feet to a point, said point being perpendicular to and a distance of 5.0 feet from a point in the southerly property line of the Exxon Service Station Property, and a distance of 100.0 feet from the southeast corner of said Exxon tract; thence N 73° 58' W a distance of 230.0 feet to a point; thence N 58° 00' W a distance of 90.45 feet to a point; thence N 32° 00' E a distance of 25.0 feet to a point; thence S 58° 00' E a distance of 86.94 feet to a point; thence S 73° 58' E a distance of 227.43 feet to a point; thence N 84° 37' E a distance of 123.48 feet to a point; thence S 58° 00' E a distance of 107.30 feet to a point; thence S 45° 39' W a distance of 24.0 feet to a point, said point being the point of beginning.

The above described easement was granted by Exhibit B to Deed of Correction dated September 11, 1973, between Exxon Corporation, Grantor, and Harris Gilbert, Trustee, Grantee, recorded in Book 4746, Page 376, of the Register's Office of Davidson County, Tennessee.

AND

An easement for sanitary sewers and/or storm drainage as described under Agreement for Dedication of Easement dated July 5, 1977, between Exxon Corporation and Metropolitan Government of Nashville and Davidson County, Tennessee ("Metro"), recorded in Book 5167, Page 273, of the Register's Office of Davidson County, Tennessee.

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