RECORD AND RETURN TO

JOHN A. F. FELDMANN
ATTORNEY AT LAW
2316 TIMBER SHADOWS DRIVE
SUITE 106
KINGWOOD, TEXAS 77339

Name and Address of New Owner:
Norman S. Handler
1625 Broadway, Suite 810
Denver, Colorado 80202

Send Tax Bills To:
Same

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

To be assigned

BOOK 7404 PAGE 251

SPECIAL WARRANTY DEED

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

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 called "Grantor," for and in consideration of the sum of One hundred twenty-six thousand five hundred and No/100 Dollars ($126,500.00) cash to it in hand paid by NORMAN S. HANDLER, 1625 Broadway, Suite 810, Denver, Colorado 80202, hereinafter called "Grantee", the receipt of which is hereby acknowledged, does hereby grant, bargain, sell and convey unto the said Grantee, subject to the further provisions of this Deed, those certain tracts or parcels of land (the "Property") lying and being in the City of Nashville, County of Davidson, State of Tennessee, being more particularly described in Exhibit "A" attached hereto and incorporated herein for all purposes.

This conveyance is made by Grantor and accepted by Grantee subject to all valid and subsisting conditions, covenants, restrictions, reservations, exceptions, rights-of-way and easements of record and all laws, regulations and restrictions, including building and zoning ordinances, of municipal or other governmental authorities applicable to and enforceable against the above-described Property.

Ad valorem taxes and special assessments, if any, against the Property herein conveyed for the current year shall be prorated between Grantor and Grantee as of the effective date hereof, and Grantee hereby assumes and agrees to pay same.

TO HAVE AND TO HOLD the above-described Property, together with the appurtenances, estate, title and interest thereto, unto the said Grantee, Grantee's legal representatives, heirs and assigns forever, subject to the provisions hereof, and in lieu of all other warranties, express or implied, Grantor does hereby bind itself, its successors and assigns, to warrant and forever defend the title to the Property unto the said Grantee, Grantee's

legal representatives, heirs and assigns against every person whomsoever lawfully claiming or to claim the same or any part thereof, by, through or under Grantor, but not otherwise.

IN WITNESS WHEREOF, Grantor has executed this Deed as of the 14th day of October, 1987, but EFFECTIVE as of the 29TH day of OCTOBER, 1987.

EXXON EDUCATION FOUNDATION

ATTEST:

B. F. Pierce
Assistant Secretary

By _____
John E. Walsh, Jr.
Vice President

FORM APPROVED

K-5

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 EDUCATION FOUNDATION, 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 14th day of October, 1987.

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

Nancy Hermsen
Notary Public, State of Texas

My commission expires: 9-22-90

A-101

BOOK 7404 PAGE 253

STATE OF COLORADO §
CITY AND §
COUNTY OF Denver §

The actual consideration for this transaction or value of property (whichever is greater) is $126,500.00. This is equal to or greater than the property would bring at a fair and voluntary sale.

Norman S. Handler

Sworn to and subscribed before me this 26th day of October, 1987.

NOTARY PUBLIC

Notary Public in and for the State of Colorado

My commission expires: 2/29/88

EEF #65
Nashville, TN

BOOK 7404 PAGE 254

EXHIBIT "A" TO SPECIAL WARRANTY DEED FROM EXXON EDUCATION FOUNDATION TO NORMAN S. HANDLER

A tract of land in the 5th, formerly 12th, Ward of the City of Nashville, Davidson County, Tennessee, and more particularly described in a survey by Howard George and Associates, dated December 1, 1981, as follows:

TRACT A
Beginning at a hole drilled in concrete on the North right-of-way of Charlotte Pike, 181.4 feet West of the West margin of Morrow Road; thence continuing with the said right-of-way S 73°09'17" W, 150.00 feet to a railroad spike; thence N 5°41'43" W, 85.00 feet to a railroad spike set; thence N 73°09'17" E, 150.00 feet to a railroad spike set; thence S 5°41'43" E, 85.00 feet to the beginning; containing 0.2872 acres more or less.

TRACT B
Beginning at a railroad spike set at the Northwest corner of Tract A; thence N 5°41'43" W, 157.00 feet to a railroad spike set; thence N 73°09'17" E, 150.00 feet to a railroad spike set; thence S 5°41'43" E, 157.00 feet to a railroad spike set at the Northeast corner of Tract A; thence with the North line of Tract A, S 73°09'17" W, 150.00 feet to the beginning; containing 0.8094 acres, more or less.

Subject to a lease to Tashkent, Inc. of record in Book 3636, page 168, Register's Office, Davidson County, Tennessee.

Tract A and B subject to a storm sewer easement of record in Book 1682, page 436, Register's Office, Davidson County, Tennessee.

Being the same land as described in that certain deed dated June 25, 1987, between Norman S. Handler, Grantor, and Exxon Education Foundation, Grantee, recorded in deed Book 7285, page 804, Register's Office, Davidson County, Tennessee.

8 2 8 4 3

IDENTIFICATION REFERENCE

NOV 16 2 59 PM '87

FELIX Z. WILSON JR. REGISTER
DAVIDSON COUNTY, TN

Ag87

BOOK 7404 PAGE 255

CERTIFICATE

I, B. P. Pierce, Secretary of Friendswood Development Company, HEREBY CERTIFY, that the following is a true copy of a resolution adopted at a meeting of the Board of Trustees of the Exxon Education Foundation, incorporated under the laws of New Jersey, duly called and held at 1251 Avenue of the Americas, New York, N.Y., on May 31, 1983 at which a quorum was present and voting; and that the said resolution is now in full force and effect.

RESOLVED, That effective June 1, 1983 the Manager, Land Management Department of Exxon Company, U.S.A., shall have full power and authority in the name of the Exxon Education Foundation to execute and deliver any and all instruments and documents which may be required or appropriate in connection with the sale, conveyance, mortgage, lease or other disposition of any real property including leaseholds in which the Exxon Education Foundation may have an interest and for the foregoing purposes the incumbent of the position of Manager, Land Management Department of Exxon Company, U.S.A., shall be and hereby is constituted a Vice-President of the Exxon Education Foundation, except that such official is not authorized to make grants on behalf of the Foundation nor to accept contributions of real property to the Foundation.

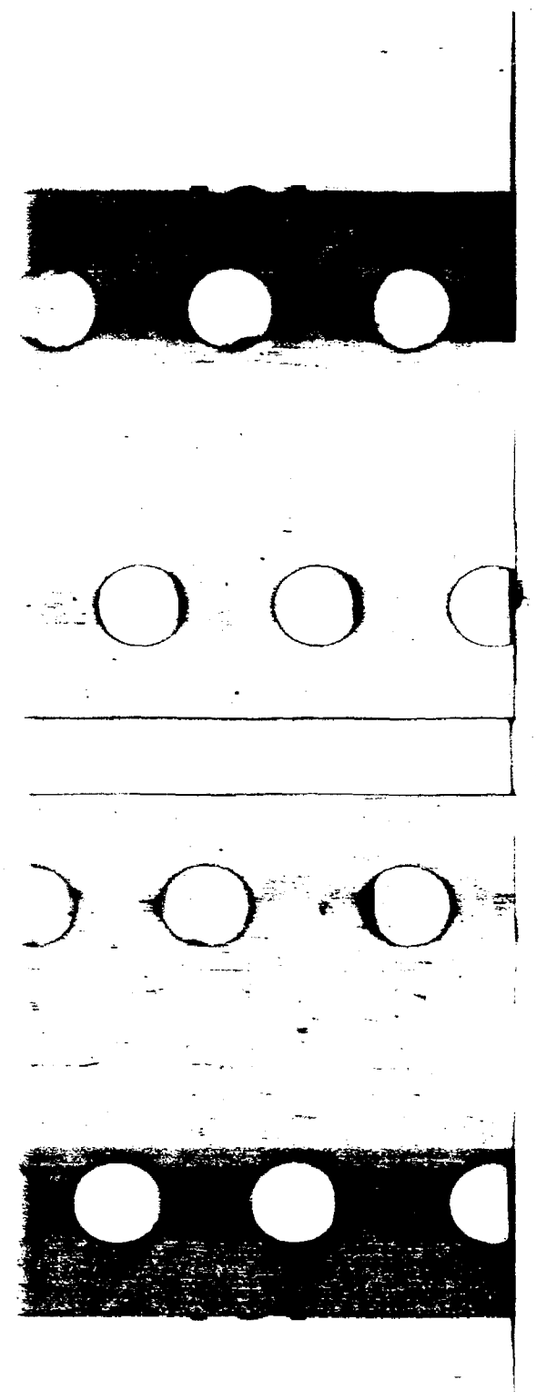
FURTHER RESOLVED, That for the purpose of certifying all instruments and records of this Foundation, to attest to the authority and position of the signator whose signature may be affixed to an instrument and to execute on behalf of this Foundation affidavits and other documents in connection with the sale, conveyance, mortgage, lease or other disposition of real property including leaseholds in which the Foundation has an interest and for the purpose of executing and delivering any and all instruments and documents under the authority granted above, the Secretary of the Friendswood Development Company is hereby constituted an Assistant Secretary of the Exxon Education Foundation.

I FURTHER CERTIFY that Mr. John E. Walsh, Jr. is the duly qualified Manager, Land Management Department, Exxon Company, U.S.A., and as such, has been constituted a Vice-President of Exxon Education Foundation.

WITNESS my hand and the seal of Exxon Education Foundation this 14th day of October 1987.

Exxon Education Foundation

By B. P. Pierce
Assistant Secretary



OFFICIAL RECEIPT

FELIX Z. WILSON, II
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 7404 PAGE 256

CO - CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO - MORTGAGE	REL - RELEASE	CO TAX - STATE TAX CONVEY
WD - WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MO TAX - STATE TAX MORT
TD - TRUST DEED		PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL

126500.00- CAMT
354.20 CSTAX
.50 PRFEE
15.00 WDEED
CHECK 369.70-
3014A11/16/87 BAL .00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

8.2 8.4 3

Nov 16 3 00 PM '87

No. 36196