BOOK 8782 PAGE 179

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

New Owner:
Exxon Company, U.S.A.
233 Benmar
Suite 870
Houston, TX 77060

Send Tax Bills To:
Exxon Corporation
P. O.Box 53
Houston, TX 77001

Map 062-00-111

DONATION DEED

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

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 225 East John W. Carpenter Freeway, Irving, Texas 75062-2298, 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.

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 Property, 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 the Property 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 31st day of July, 1992.

ATTEST:

By _____
Assistant Secretary

EXXON CORPORATION

By _____
J. T. McMillan
Vice President

LAW

STATE OF TEXAS §
§
COUNTY OF HARRIS §

I, or we, hereby swear or affirm that to the best of affiants knowledge, information, and belief, the actual consideration for this transfer or value of the property transferred, whichever is greater is, $510,000.00, which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

_____
Affiant, C. H. Dunbar

Subscribed and sworn to before me this the 15 day of July, 1992.

_____
Notary Public

My commission expires 11 day of April, 1995.

RUTH M. PROPPER
Notary Public, State of Texas
My Commission Expires
APRIL 11, 1995

EXHIBIT "A"

A tract of land in the Third Civil District of Davidson County, Tennessee, situated in the southeast quadrant of Briley Parkway and McGavock Pike interchange:

Beginning at a point on the southerly margin of McGavock Pike, 30 feet from centerline of said pike and approximately 1,000 feet east of the centerline of Briley Parkway, said point being the northeast corner of the property conveyed to Exxon Corporation by deed, of record in Book 4904, Page 658, R.O.D.C.;

Thence, leaving said margin of McGavock Pike in a southwesterly direction with the north line of Two Rivers Baptist Church, S 61° 11' W, 198.53 feet to a point;

Thence, in a northwesterly direction forming an interior angle of 149° 25' and continuing with the north line of said Two Rivers Baptist Church, N 88° 14' W, 468.74 feet to a point in the right-of-way of Briley Parkway and/or McGavock Pike;

Thence, in a northeasterly direction forming an interior angle of 52° 38' with said right-of-way, N 39° 08' E, 268.53 feet to a point which is 100 feet south of the centerline of McGavock Pike;

Thence, in a southeasterly direction forming an interior angle of 128° 44' and continuing with said right-of-way of McGavock Pike, S 89° 36' E, 213.40 feet to a point which is 50 feet from the centerline of said pike;

Thence, in a southeasterly direction with said right-of-way 50 feet distant from and parallel to centerline of said McGavock Pike with a curve to the right forming an interior angle of 156° 01' 29.5" with the chord of said curve, 118.51 feet with arc of said curve to a point, said curve having a radius of 904.93 feet, a tangent distance of 59.34 feet, and a central angle of 7° 30' 13"; having a chord of S 65° 37' 29.5" E, 118.43 feet;

Thence, in a northeasterly direction forming an interior angle of 277° 25' 30.5" with the chord of preceding curve, N 16° 57' E, 20.70 feet to a point;

Thence, in a southeasterly direction continuing with said right-of-way 30 feet distant from and parallel to said centerline with a curve forming an interior angle of 73° 24' 10" with the chord, 175.00 feet with the arc to the point of beginning, said curve having a radius of 924.93 feet, a tangent distance of 87.76 feet, and a central angle of 10° 50' 26", having a chord of S 56° 27' 10" E, 174.74 feet, and forming an interior angle of 62° 21' 50" at the point of beginning.

Containing 2.29 acres, more or less.

The above described property is subject to the following easements or conditions:

(1) Permanent drainage easement 20 feet X 50 feet as described in Book 4560, Page 443, R.O.D.C.

(2) Easement for sub-surface disposal field as shown on Two Rivers Exxon Subdivision Book 4715, Page 135, R.O.D.C., and as described in Book 4904, Page 195, R.O.D.C.

Being part of the property conveyed to Humble Oil and Refining Company by Deed from R. L. Freeman, Trustee, of record in Book 3856, Page 969, R.O.D.C., and by deed from Trustees of Two Rivers Baptist Church, of record in Book 4904, Page 658, R.O.D.C.

The foregoing description includes, but there is expressly excluded from this conveyance, the following described property:

EXCEPTION THEREFROM;

Beginning at the point of intersection of the north boundary of the Two Rivers Baptist Church property and the existing east margin of State Route 155 (Briley Parkway); thence with said north boundary eastwardly 178 feet more or less to a point; thence with a curve left having a radius of 231 feet northwardly 105 feet more or less to a point which is 35 feet right of paper located centerline station 62+25 of Ramp "S-E"; thence north 07 degrees, 23 minutes, 18.48 seconds east 115.87 feet to a point in the existing south margin of McGavock Pike, said point being 90.943 feet right of proposed McGavock Pike centerline station 15+30; thence with said margin westwardly 65 feet more or less to a point in the existing east margin of State Route 155 (Briley Parkway); thence with said east margin southwestwardly 268 feet more or less to the point of beginning containing 0.622 acres and being part of the same property conveyed to Exxon Corporation from R. L. Freeman, Trustee, as of record in Book 3856, Page 969, Register's Office Davidson County, Tennessee, and from the Trustees of Two Rivers Baptist Church as of record in Book 4904, Page 658, Register's Office Davidson County, Tennessee.

Being the same property conveyed by Exxon Corporation to the State of Tennessee by Warranty Deed of record in Book 7838, Page 334, Register's Office of Davidson County, Tennessee.

MAY 10 11 17 AM '92
DAVIDSON COUNTY, TN.
REFERENCE
6 2 9 2 8



OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY

NASHVILLE, TENNESSEE

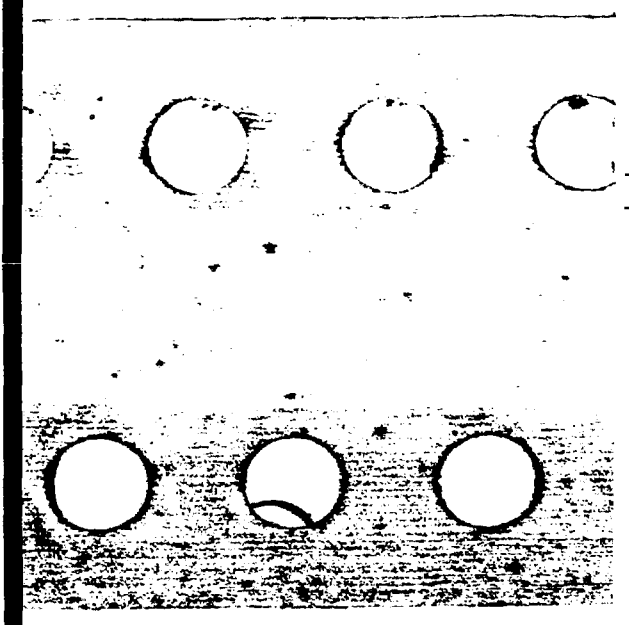
RECEIVED OF _____

FOR _____

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

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID



CAMT 510000.00
CON TX 1887.00
PRFEE 1.00
WDEED 16.00
TOTAL 1904.00
CHECK 1904.00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK 5260

62926

IDENTIFICATION REFERENCE

Nov 10 11 17 AM '92

DAVIDSON COUNTY

No. 589088