BOOK 8896 PAGE 82

03224

THIS INSTRUMENT WAS PREPARED BY:
James R. Mustard, Jr.
Exxon Company, U.S.A.
(a division of Exxon Corporation)
233 Benmar
P. O. Box 2567
Houston, Texas 77252-2567
Map 62-111

[illegible] REFERENCE

MAR 25 12 54 PM '93

[illegible]

SPECIAL WARRANTY DEED

Date: March 22, 1993

Grantor: EXXON EDUCATION FOUNDATION

PICK-UP

Grantor's Mailing Address:
P. O. Box 2567
Houston, Texas 77252-2567

Grantee: OPRYLAND USA INC.

Grantee's Mailing Address: and mail tax bills to:
2802 Opryland Drive
Nashville, Tennessee 37214

Consideration:
Four Hundred Seventy-five Thousand and No/100 Dollars ($475,000.00) and other good and valuable consideration, receipt and sufficiency of which are hereby acknowledged.

Property:
That certain tract or parcel of land being more particularly described in Exhibit "A," attached hereto and incorporated herein for all purposes.

Reservations from and Exceptions to Conveyance and Warranty:

1. Any and all valid and subsisting easements, rights-of-way, conditions, covenants, restrictions, reservations and exceptions of record (not including liens), including all building and land use ordinances, laws, regulations and restrictions by municipal or other governmental authority applicable to the Property, and any other rights in the Property which are evident by a physical inspection of the property.

2. 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.

Grantor, for the consideration and subject to the reservations from and exceptions to conveyance and warranty, grants, sells and conveys to Grantee the Property, together with all and singular the rights and appurtenances thereto in any wise belonging, to have

and to hold it to Grantee, Grantee's heirs, executors, administrators, successors, or assigns forever. Grantor binds Grantor and Grantor's heirs, executors, administrators, successors and assigns to warrant and forever defend all and singular the Property to Grantee and Grantee's heirs, executors, administrators, successors, and assigns against every person whomsoever lawfully claiming or to claim the same or any part thereof, except as of the reservations from and exceptions to conveyance and warranty, when the claim is by, through, or under Grantor but not otherwise.

IN WITNESS WHEREOF, Grantor has executed this Deed on the 22nd day of March, 1993, but EFFECTIVE as of the 22nd day of March, 1993.

ATTEST

By B. P. Pierce
B. P. Pierce
Assistant Secretary

EXXON EDUCATION FOUNDATION

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

LAW JP

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 10th day of March, 1993.

Nancy A. Fowler
Notary Public, State of Texas

NANCY A. FOWLER
Notary Public, State of Texas
My Commission Expires Nov. 25, 1993

LM-106
3/1/93

5720 03/25 11:01 03CHECK 1770-50

SWD-Opryland

EXHIBIT A BOOK 8896 PAGE 84

Being a parcel of land in Nashville, First Civil District, Fifteenth Councilmanic District, Davidson County, Tennessee, located in the southeasterly quadrant of the intersection of Briley Parkway and McGavock Pike and being a part of Lot No. 1 as shown on the plan of Two Rivers Exxon as of record in Book 4715, page 135, R.O.D.C. and being more particularly described as follows:

BEGINNING at a concrete monument at the point of intersection of the southerly right-of-way line of McGavock Pike and the easterly right-of-way line of Briley Parkway;

THENCE with said southerly right-of-way line the following calls:
S. 89 degrees 51' 04" E. 152.90 feet to a concrete monument;

with a curve to the right 118.75 feet to a concrete right-of-way monument, said curve having a central angle of 07 degrees 31' 07" a radius of 904.93 feet, a tangent of 59.46 feet, and a chord of S 65 degrees, 20' 44" E. 118.66 feet;

N. 16 degrees 57' 00" E. 20.70 feet to an iron pin:

with a curve to the right 175.00 feet to an iron pin said curve having a central angle of 10 degrees 50 ' 26", a radius of 924.93 feet, a tangent of 87.76 feet and a chord of S 56 degrees 27' 10" E. 174.74 feet;

THENCE, leaving said right of way line with the northerly line of property conveyed to the Trustees of Two Rivers Baptist Church by deeds of record in Book 3399, page 17 and Book 4904, page 195, R.O.D.C., S 61 degrees 27' 02" W. 198.53 feet to an iron pin;

THENCE, continuing with said line N. 87 degrees 59' 06" W 291.51 feet to an iron pin in the easterly right-of-way line of Briley
Parkway;

THENCE, with said right-of-way line with a curve to the left 104.58 feet to a concrete monument, said curve having a central angle of 25 degrees 56' 21", a radius of 231.00 feet, a tangent of 53.20 feet and a chord of N. 21 degrees 10' 51" E. 103.69 feet;

THENCE, continuing with said line N. 07 degrees 51' 41" E. 115.70 feet to the point of beginning.

Description Reference: Described according to boundary survey by Mark E. Sawyer, Tennessee Surveyor license no. 1649, dated February 26, 1993, File/Job no. 7606-77.

Being the same property conveyed by Exxon Education Foundation, a not for profit corporation incorporated in New Jersey, by deed from Exxon Corporation, a New Jersey Corporation, of record in Book 8782, page 179, Register's Office for Davidson County.

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $475,000.00.

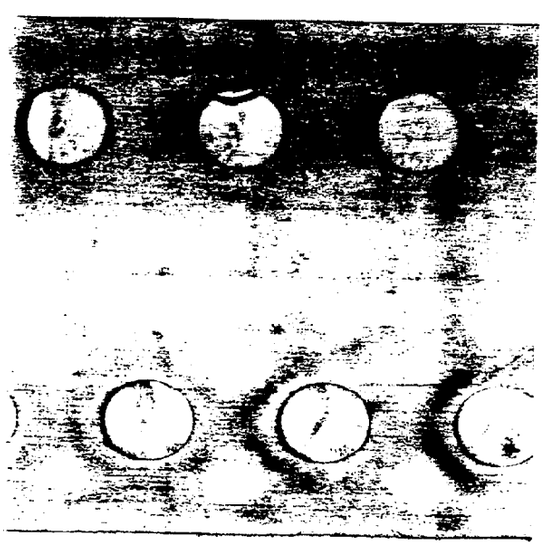
Affiant

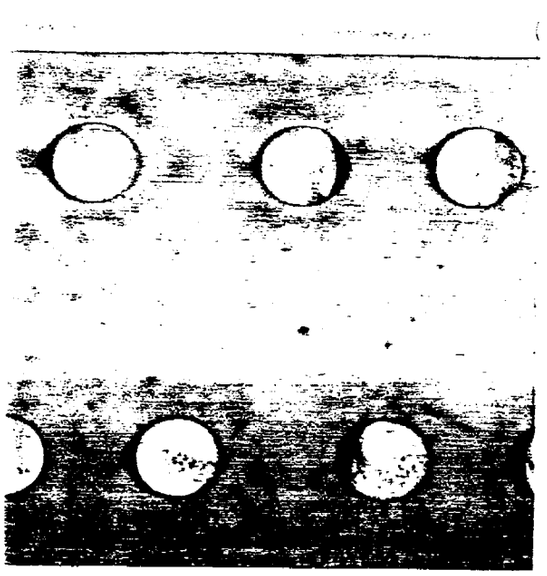
Sworn and subscribed before me this
22nd day of March, 1993.

Notary Public

My Commission expires: 7/27/96

PERCY WILKINS JR. NOTARY PUBLIC AT LARGE STATE OF TENNESSEE





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

RECEIVED OF _____

FOR _____

BOOK 8896 PAGE 85

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 475000.00
				CON TX 1757.50
				PRFEE 1.00
				WDEED 12.00
				TOTAL 1770.50
				CHECK 1770.50
03/25/93		01		12:53 0001 5720

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

03224

IDENTIFICATION REFERENCE

MAR 25 12 54 PM '93

DAVIDSON COUNTY, TN

No.633198