

R-762

STATE OF HAWAII
BUREAU OF CONVEYANCES
RECORDED

SEP 01, 1994 02:08 PM

Doc No(s) 94-145726

/s/ S. FURUKAWA
REGISTRAR OF CONVEYANCES
CONVEYANCE TAX: \$1350.00

LAND COURT

REGULAR SYSTEM

RETURN BY (X)MAIL () PICK-UP
DON WILLIAMS
4328 Briar Creek Lane
Dallas, TX 75214

Tax 24320

(3)

WARRANTY DEED

THIS DEED, made this 4 day of August, 1994,
by FSO OKLAHOMA INVESTMENTS CORPORATION, an Oklahoma corporation,
whose address is 6331 Hollywood Boulevard, Suite 1200, Los Angeles,
California 90028-6329, hereinafter called the "Grantor," in favor
of DON WILLIAMS, unmarried, whose address is 4328 Briar Creek Lane,
Dallas, Texas 75214, hereinafter called the "Grantee," --

W I T N E S S E T H T H A T :

The Grantor, in consideration of the sum of TEN DOLLARS
(\$10.00) and other valuable consideration paid by the Grantee, the
receipt of which is hereby acknowledged by the Grantor, does hereby
grant, bargain, sell and convey unto the Grantee, in fee simple,
all of the property more particularly described in Exhibit "A"
attached hereto and made a part hereof;

ASHFORD & WRISTON
Attorneys-at-Law

0077783.01

And the reversions, remainders, rents, issues and profits thereof and all of the estate, right, title and interest of the Grantor, both at law and in equity, therein and thereto;

TO HAVE AND TO HOLD the same, together with all buildings, improvements, rights, easements, privileges and appurtenances thereon and thereunto belonging or appertaining or held and enjoyed therewith, unto the Grantee according to the tenancy hereinafter set forth, forever.

The Grantor does hereby covenant with the Grantee that the Grantor is seised of the property herein described in fee simple; that said property is free and clear of and from all liens and encumbrances, except for the lien of real property taxes not yet by law required to be paid, and except as may herein specifically be set forth; that the Grantor has good right to sell and convey said property, as aforesaid; and, that the Grantor will WARRANT AND DEFEND the same unto the Grantee against the lawful claims and demands of all persons, except as aforesaid.

The rights and obligations of the Grantor and the Grantee shall be binding upon and inure to the benefit of their respective heirs, devisees, personal representatives, successors and assigns. All obligations undertaken by two or more persons shall be deemed to be joint and several unless a contrary intention shall be clearly expressed elsewhere herein.

This conveyance and the warranties of the Grantor are expressly declared to be in favor of the Grantee, his heirs, devisees, personal representatives and assigns.

IN WITNESS WHEREOF, the Grantor has executed these presents on the day and year first above written.

FSO OKLAHOMA INVESTMENTS
CORPORATION

By J. Price

Its Director

By Ellen Reynolds

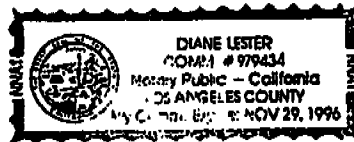
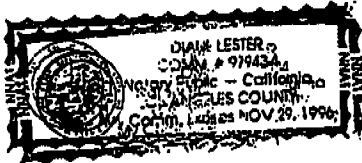
Its Director / Secretary
(Grantor)

STATE OF CALIFORNIA

COUNTY OF LOS ANGELES

SS.

On this 4 day of AUGUST, 1994, before me personally appeared WILLIAM PRICE and ELLEN REYNOLDS, to me personally known, who, being by me duly sworn or affirmed, did say that they are the DIRECTOR and DIRECTOR/SECRETARY, respectively, of FSO OKLAHOMA INVESTMENTS CORPORATION, an Oklahoma corporation, and that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and said officers acknowledged said instrument to be the free act and deed of said corporation.



Diane Lester
Notary Public, State of California

My Commission Expires: NOV 29, 1996

0077783.01

Exhibit "A"

PARCEL FIRST:

ALL of that certain parcel of land (being portion(s) of the land(s) described in and covered by Royal Patent Grant Number 3152 to Henry Cornwell, and all of Royal Patent Number 3382, Land Commission Award Number 2959, Apana 3 to Hika) situate, lying and being at Maalaea, Waikapu, Wailuku, Island and County of Maui, State of Hawaii, being PARCEL 1, and thus bounded and described:

BEGINNING at a pipe at the northeasterly corner of this tract of land, on the southerly boundary of Lot 1, Maalaea Beach Lots, the coordinates of said point of beginning being 7,153.40 feet south and 1900.33 feet west referred to Government Survey Triangulation Station "Puu Hele" and running thence by azimuths measured clockwise from true south:

1. 0° 48' 30" 130.84 feet along the remaining portion of Grant 3152 to Henry Cornwell over a pipe at 104.71 feet to a pipe on the seashore at high water mark. Thence along the seashore at high water mark for the next two courses, the direct azimuths and distances being:
2. 56° 43' 47.17 feet to a pipe;
3. 68° 29' 63.00 feet to a pipe, thence leaving the seashore and running:
4. 158° 27' 77.00 feet along the northeasterly boundary of Maalaea Bay Front (C.S.F. 12758) to a spike on the easterly boundary of the old Wailuku-Lahaina Road;
5. Thence along the easterly boundary of said road on a curve to the left having a radius of 109.22 feet, the chord azimuth and distance being:
 200° 06' 40" 38.47 feet to a spike;
6. 199° 29' 90.00 feet along same to a spike; thence leaving said road boundary and running:
7. 278° 33' 85.88 feet along the southerly boundary of Lot 1, Maalaea Beach Lots, to the point of beginning, and containing

0077783.02

Exhibit "A" - Page 1 of 4

an area of 18,141 square feet, more or less.

BEING all the land conveyed to Grantor by deed dated February 6, 1989, recorded in the Bureau of Conveyances of the State of Hawaii in Liber 22835, at Page 499, and by deed dated July 17, 1992, recorded in said Bureau as Document No. 92-123694.

SUBJECT, HOWEVER, to the following:

1. Reservation in favor of the State of Hawaii of all mineral and metallic mines.
2. Location of the seaward boundary in accordance with the laws of the State of Hawaii and shoreline setback line in accordance with County regulation and/or ordinance and the effect, if any, upon the area of the land described herein.
3. The littoral rights in favor of the State of Hawaii as set forth in Final Order of Condemnation filed June 6, 1961, in the Circuit Court of the Second Circuit in Civil No. 164, and also recorded in said Bureau in Liber 4076, Page 181.

PARCEL SECOND:

ALL of that certain parcel of land (portion of the land described in and covered by Royal Patent Grant Number 3152 to Henry Cornwell) situate, lying and being at Waikapu, Wailuku, Island and County of Maui, State of Hawaii, being a portion of LOT 2, of the "Maalaea Beach Lots," and thus bounded and described:

BEGINNING at a pipe at the northwesterly corner of this tract of land, on the southerly boundary of Lot 1, Maalaea Beach Lots, the coordinates of said point of beginning being 7153.4 feet south and 1900.33 feet west referred to Government Survey Triangulation Station "Puu Hele" and running thence by azimuths measured clockwise from true south:

1. 278° 33' 45.30 feet along said southerly boundary of Lot 1 to a pipe;
2. 15° 11' 10" 121.67 feet along the westerly boundary of Lot 2, Maalaea Beach Lots, over Triangulation Station "Maalaea" to a 2' pipe in concrete at 106.67 feet, to a point on the seashore at high water mark. Thence along the seashore at high water mark, the direct azimuth and distance being:
3. 65° 42' 16.21 feet to a pipe. Thence leaving the seashore and running mauka:

0077783.02

Exhibit "A" - Page 2 of 4

4. 180° 48' 30" 130.84 feet along the remaining portion of Grant 3152 to Henry Cornwell over a pipe at 26.13 feet to the point of beginning, and containing an area of 3,698 square feet, more or less.

BEING a portion of the land conveyed to Grantor by deed dated February 16, 1989, recorded in the Bureau of Conveyances of the State of Hawaii in Liber 22937, at Page 505.

SUBJECT, HOWEVER, to the following:

1. Reservation in favor of the State of Hawaii of all mineral and metallic mines.

2. "And the Grantor, for himself, his heirs and assigns, does hereby remise, release and forever discharge the Grantee, its successors and assigns, of and from any and all manner of action or actions, cause and causes of actions, suits, controversies and trespasses, damages, claims and demands of whatsoever kind or nature to, against or in connection with the property of the Grantor, hereinabove described, the littoral rights of which are hereinabove conveyed to the Grantee, heretofore claimed or existing, in law or equity which the Grantor has had by reason or any manner, cause or thing whatsoever having been done or admitted to be done by the Grantee", as set forth in Deed dated October 30, 1958, recorded in said Bureau in Liber 3515, at Page 431.

3. Location of the seaward boundary in accordance with the laws of the State of Hawaii and shoreline setback line in accordance with County regulation and/or ordinance and the effect, if any, upon the area of the land described herein.

PARCEL THIRD:

ALL of that certain parcel of land (portion of the land described in and covered by Royal Patent Grant Number 3152 to Henry Cornwell) situate, lying and being at Waikapu, Wailuku, Island and County of Maui, State of Hawaii, being LOT 1, of the "Maalaea Beach Lots," and thus bounded and described:

BEGINNING at a pipe at the northeasterly corner of this lot, on the southeasterly boundary of 40-foot road right-of-way, the coordinates of which point of beginning being 6,976.31 feet south and 1,805.63 feet west referred to former U.S.C. & G.S. Trig. Station "Puu Hele" and running thence by azimuths measured clockwise from true south:

1. 15° 11' 10" 190.46 feet along Lot 2 of this subdivision to a pipe;
2. 98° 33' 131.18 feet to a pipe;

0077713.02

Exhibit "A" - Page 3 of 4

3. 184° 35' 39.05 feet along the easterly boundary of Old Wailuku-Lahaina Government Road to a pipe;
4. 186° 41' 64.00 feet along the same to a pipe;
5. 192° 26' 48.90 feet along the same to a pipe;
6. 195° 08' 43.80 feet along the same to a pipe;
7. 281° 37' 100.29 feet along the southeasterly boundary of said 40 foot road right-of-way to a pipe; thence along the same, along the arc of a circular curve to the left with a radius of 620 feet, the direct azimuth and distance of the chord being:
8. 279° 19' 44" 49.50 feet to the point of beginning, and containing an area of 0.574 acres, more or less.

BEING a portion of the land conveyed to Grantor by deed dated February 16, 1989, recorded in the Bureau of Conveyances of the State of Hawaii in Liber 22937, at Page 505.

SUBJECT, HOWEVER, to reservation in favor of the State of Hawaii of all mineral and metallic mines.

007773.02

Exhibit "A" - Page 4 of 4