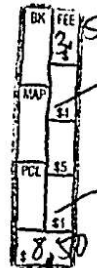




INSTRUMENT # 9562805
OFFICIAL RECORDS OF
YAVAPAI COUNTY
MARGO W. CARSON

REQUEST OF:
TOWN OF PRESCOTT VALLEY
DATE: 12/06/95 TIME: 08:00
FEE: 3.50 SC: 4.00 PT: 1.00
BOOK 3119 PAGE 915 PAGES: 006



WHEN RECORDED, RETURN TO:)

Mr. Norman W. Fain II
HC 36 Box 420
Dewey, AZ 86327

Note: see Exhibit "B"
hereto for compliance
with A.R.S. § 33-404

Note: exempt from Affidavit
of Property Value by
A.R.S. § 42-1614.A.3

SPECIAL WARRANTY DEED

In consideration of Ten Dollars, and other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the following named Grantors,

JOHNIE FAIN, also known as JOHNIE LEE FAIN,
NORMAN WILLIAM FAIN and NORMAN WILLIAM FAIN II,
Trustees of the FAIN REVOCABLE TRUST under
Trust Agreement dated May 1, 1976, as amended,

hereby conveys to the following named Grantee,

TOWN OF PRESCOTT VALLEY, ARIZONA,
a municipal corporation,

certain real property ("Real Property") situated in Yavapai County, Arizona, legally described as follows:

SEE EXHIBIT "A" ATTACHED HERETO
AND HEREBY INCORPORATED BY REFERENCE

SUBJECT TO current taxes and other assessments, reservations in patents and all easements, rights of way, encumbrances, liens, covenants, conditions, restrictions, obligations and liabilities as may appear of record, and matters which a correct and accurate survey of the Real Property would disclose, Grantors warrant title against their acts and none other.

BOOK 3119 PAGE 915

On or before the date which is three (3) years after the recording of this Special Warranty Deed in the Official Records of Yavapai County, Arizona, and as part of the inducement to Grantors for this conveyance, development of a future public park shall be initiated on the Real Property conveyed herein (or on other real property of comparable value in Yavapai County, Arizona, which the Grantee may own or hereafter acquire); said future public park to be further developed as monies are allocated for this particular public park, and to be thereafter preserved, maintained and administered by the Grantee, Yavapai County or the State of Arizona as a public park for the historical education and pleasure of the people. Grantors may enforce the foregoing covenants by injunction, specific performance, or other remedies available in equity or at law. The foregoing covenants shall run with the land, shall be binding upon Grantee, its successors and assigns, and shall inure to the benefit of Grantors, their successors and assigns.

DATED this 30th day of November, 1995.

ACCEPTED AND AGREED TO this
30th day of November
1995, by:

GRANTEE:

TOWN OF PRESCOTT VALLEY,
ARIZONA, a municipal corporation

Harvey Skoog
HARVEY SKOOG, Mayor

GRANTORS:

Johnie Lee Fain
JOHNIE FAIN, also known as
JOHNIE LEE FAIN, Trustee of the
Agreement dated May 1, 1976,
amended Norman William Fain II

NORMAN WILLIAM FAIN, Trustee of
the FAIN REVOCABLE TRUST under
Trust Agreement dated May 1, 1976,
as amended

Norman William Fain II
NORMAN WILLIAM FAIN II, Trustee of
the FAIN REVOCABLE TRUST under
Trust Agreement dated May 1, 1976,
as amended

STATE OF ARIZONA)

County of Yavapai)

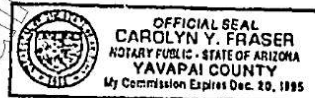
On this, the 30th day of November, 1995, before me, the undersigned Notary Public, personally appeared Norman William Fain II, attorney-in-fact for JOHNIE FAIN, also known as JOHNIE LEE FAIN, Trustee of the FAIN REVOCABLE TRUST under Trust Agreement dated May 1, 1976, as amended, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Carolyn Y. Fraser
Notary Public

My Commission Expires:

December 20, 1995



STATE OF ARIZONA)

County of Yavapai)

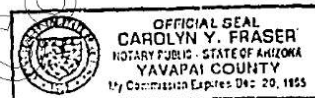
On this, the 30th day of November, 1995, before me, the undersigned Notary Public, personally appeared Norman William Fain II, attorney-in-fact for NORMAN WILLIAM FAIN, Trustee of the FAIN REVOCABLE TRUST under Trust Agreement dated May 1, 1976, as amended, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Carolyn Y. Fraser
Notary Public

My Commission Expires:

December 20, 1995



STATE OF ARIZONA)

County of Yavapai)

On this, the 30th day of November, 1995, before me, the undersigned Notary Public, personally appeared NORMAN WILLIAM FAIN II, Trustee of the FAIN REVOCABLE TRUST under Trust Agreement dated May 1, 1976, as amended, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Carolyn Y. Fraser
Notary Public

My Commission Expires:

December 20, 1995



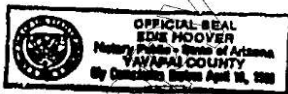
SEAL

STATE OF ARIZONA)

County of Yavapai)

On this, the 30th day of November, 1995, before me, the undersigned Notary Public, personally appeared HARVEY SKOOG, the Mayor of TOWN OF PRESCOTT VALLEY, ARIZONA, a municipal corporation, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



Edie Hoover
Notary Public

My Commission Expires:

April 10, 1998

END 3119 PAGE 918

EXHIBIT "A"

All that portion of Sections 9 and 10, Township 14 North, Range 4 East, Gila and Salt River Base and Meridian, Yavapai County, Arizona, described as follows:

BEGINNING at the Southwest corner of said Section 9; thence North 00 degrees, 04 minutes, East (basis of bearing for this description), 2638.16 feet along the West section line of said Section 9 to the West quarter corner of said Section 9; thence North 00 degrees, 06 minutes, 40 seconds, East, 1645.91 feet along the West line of said Section 9; thence South 87 degrees, 58 minutes, 14 seconds, East, 2217.45 feet to the Westerly right of way line of State Highway 279; thence South 41 degrees, 47 minutes, 22 seconds, East, 754.83 feet along said right of way line; thence Southeasterly, 2242.12 feet along said right of way line on a curve to the left having a radius of 7737.27 feet; thence South 58 degrees, 24 minutes, 33 seconds, East, 403.78 feet along said right of way line; thence Southeasterly, 3251.00 feet along said right of way line on a curve to the right having a radius of 7541.23 feet to the intersection of the Westerly right of way line of State Highway 279 with the South line of said Section 10; thence North 88 degrees, 35 minutes, 18 seconds, West, 1827.51 feet along the South line of said Section 10 to the Southwest corner of said Section 10; thence North 87 degrees, 52 minutes, 27 seconds, West, 1615.79 feet along the South line of said Section 9 to the 1/16th corner; thence North 87 degrees, 53 minutes, 03 seconds, West, 1025.26 feet along the South line of said Section 9 to the South quarter corner of said Section 9; thence North 87 degrees, 45 minutes, 40 seconds, West, 295.15 feet along the South line of said Section 9 to the North quarter corner of Section 16, Township 14 North, Range 4 East; thence North 87 degrees, 52 minutes, 29 seconds, West, 2345.77 feet along the South line of said Section 9 to the Southwest corner thereof, the POINT OF BEGINNING for the description.

3119 919

EXHIBIT "B"

Disclosure pursuant to A.R.S. Section 33-404.

JOHNIE FAIN, also known as JOHNIE LEE FAIN, NORMAN WILLIAM FAIN and NORMAN WILLIAM FAIN II, Trustees of the FAIN REVOCABLE TRUST under Trust Agreement dated May 1, 1976, as amended, each of whose address is:

HC 36 Box 420
Dewey, Arizona 86327

The Beneficiaries of the Trust and his or her address as shown by the records of the Trustee is as follows:

JOHNIE LEE FAIN
HC 36 Box 420
Dewey, Arizona 85327

NORMAN WILLIAM FAIN
HC 36 Box 420
Dewey, Arizona 85327

NOTE: Under the Trust there may be contingent beneficiaries who are currently unascertainable.