RECORDATION REQUESTED BY:

OCEANIC PROPERTIES, INC.
P. O. Box 2780
Honolulu, Hawaii 96803
AFTER RECORDATION, RETURN TO:

OCEANIC PROPERTIES, INC. P. O. Box 2780 Honolulu, Hawaii 96803

RETURN BY: MAIL () PICK-UP ()

THE ORIGINAL OF THE DUCUMENT RECORDED AS FOLLOWS: STATE OF HAWAII OFFICE OF

BUREAU OF CONVEYANCES

Received	for	record	this.	24	t	
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Doc# 1018195

TCT# 225255

SPACE ABOVE THIS LINE FOR REGISTRAR'S USE

EXCHANGE DEED

THIS INDENTURE, made this day of day of day of live, 1980, by and between KOHALA CORPORATION, a Hawaii corporation, whose principal place of business and post office address is 130 Merchant Street, Honolulu, Hawaii 96813, hereinafter called "Kohala", and HAWAII CONFERENCE FOUNDATION, a Hawaii nonprofit corporation, whose principal office and post office address is 2103 Nuuanu Avenue, Honolulu, Hawaii 96817, hereinafter called "Foundation",

WITNESSETH:

That Kohala, in consideration of the conveyance to it by Foundation as hereinafter set forth, does hereby grant, bargain, sell and convey unto Foundation, its successors and assigns, the following described property:

FIRST: That certain parcel of land situate at North Kohala, Island and County of Hawaii, State of Hawaii, more particularly described as Lot 175, area 29.909 acres, as shown on Map 32, filed in the Office of the Assistant Registrar of the Land Court of Hawaii with Land Court Application 1120 of Kohala Corporation, being a portion of the land described in Certificate of Title No. 18,775 issued to Kohala.

Together with a right of access over Lot 116, as shown on Map 12, filed with said Land Court

Application 1120, and being also land described in Certificate of Title No. 18,775, pursuant to Land Court Order No. 56706, filed May 22 1980.

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SECOND: That certain parcel of land situate at North Kohala, Island, County and State of Hawaii, more particularly described as Lot 4-A, being a portion of Exclusion 4 of Land Court Application 1120, as more particularly described in the description of Lot 4-A of William Hee & Associates, Inc. dated April 23, 1980, attached hereto and made a part hereof.

SUBJECT, HOWEVER, as to both FIRST and SECOND above, to Declaration of Covenants, Conditions and Restrictions on Agricultural Lands dated January 8, 1980, filed in the Office of the Assistant Registrar as Document No. 1011158 and recorded in the Bureau of Conveyances of Hawaii in Liber 14704 at page 110, executed by Kohala.

TO HAVE AND TO HOLD the same, together with the rents, issues and profits thereof, the improvements thereon and the tenements, rights, easements, privileges and appurtenances thereunto belonging or appertaining or held and enjoyed therewith unto Foundation, its successors and assigns, forever.

Kohala does hereby, for itself and its successors, covenant and agree with Foundation and its successors and assigns, that Kohala is lawfully seised in fee simple of the granted premises, that it has good right to sell and convey the same as aforesaid, that the same are free and clear of all encumbrances, except as herein set forth and real property taxes which will be prorated as of the date of execution and delivery hereof, and that it will and its successors shall warrant and defend the same unto Foundation, its successors and assigns, forever,

against the lawful claims and demands of all persons, except as herein set forth.

In consideration of the foregoing, Foundation does hereby grant, bargain, sell and convey unto Kohala, its successors and assigns, forever, the following described property:

All that certain parcel of land situate at North Kohala, County and State of Hawaii, being portions of Royal Patent No. 7242, Land Commission Award 10467 to Nuhi and Grant 2768 to Kaaua, more particularly shown as Parcel "B" containing an area of 39.564 acres on the map attached hereto and made a part hereof and marked Exhibit "A".

TO HAVE AND TO HOLD the same, together with the rents, issues and profits thereof, the improvements thereon and the tenements, rights, easements, privileges and appurtenances thereunto belonging or appertaining or held and enjoyed therewith unto Kohala, its successors and assigns, forever.

Foundation does hereby, for itself and its successors, covenant and agree to and with Kohala and its successors and assigns, that Foundation is lawfully seised in fee simple of the above granted premises, that it has good right to sell and convey the same, that the same are free and clear of all encumbrances, except real property taxes which are to be prorated as of the date of delivery of this instrument, and that it will and its successors shall warrant and defend the same unto Kohala, its successors and assigns, forever, against the lawful claims and demands of all persons, except as herein set forth.

Kohala and Foundation do hereby further agree that that certain Lease in favor of Kohala, then known as Kohala Sugar Company, recorded in said Bureau of Conveyances in Liber 4699 at page 158, is hereby cancelled and terminated.

IN WITNESS WHEREOF, the parties hereby have executed these presents the day and year first above written.

APPROVED AS TO FORM

JUN - 3 1980

Complete Constance

KOHALA CORPORATION

Its VICE PRESIDEN

TAS ASST SECRETARY

HAWAII CONFERENCE FOUNDATION

XX

Its Treasurer

STATE OF HAWAII)							
CITY AND COUNTY OF HONOLULU)							
On this 19th day of							
before me appeared S. P. McCURDY and							
JEAN B. STEVENS , to me personally known,							
who, being by me duly sworn, did say that they are							
VICE PRESIDENT and ASST. SECRETARY,							
respectively, of KOHALA CORPORATION ,							
a Hawaii corporation; that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors; and							
said S. P. McCURDY and JEAN B. STEVENS							
said S. P. McCURDY and JEAN B. STEVENS acknowledged the instrument to be the free act and deed of said corporation.							
Notary Public State of Hawaii							
My Commission expires MAY 21, 1923							

CITY AND COUNTY OF HONOLULU)							
On this 13 fuday of June, 1980, before me appeared Frederick P. Whittemore and C. Richard Du Fresne, to me personally known,							
who, being by me duly sworn, did say that they are Chairman and Ireasurer,							
respectively, of HAWAII CONFERENCE FOUNDATION , a Hawaii							
nonprofit corporation; that the seal affixed to the fore-							
going instrument is the corporate seal of said corporation;							
that said instrument was signed and sealed in behalf of said							
corporation by authority of its Board of Directors; and said Frederick P. Whittemore and C. Richard Duffresne							
acknowledged the instrument to be the free act and deed of							
said corporation.							
My Commission expires July 30, 1981							

LOT 4-A

LAND SITUATED APPROXIMATELY 600 FEET NORTH OF HAWI-NIULII ROAD AT PAHOA, NORTH KOHALA, ISLAND OF HAWAII, HAWAII

BEING PORTIONS OF ROYAL PATENT 7794, LAND COMMISSION AWARD 10,911 TO UMI AND GRANT 2768 TO KAAUA

(BEING A PORTION OF EXCLUSION 4 OF LAND COURT APPLICATION 1120)

Beginning at the Southwest corner of this parcel of land, the coordinates of which referred to Government Survey Triangulation Station "PUU O NALE" being 14,248.38 feet North and 6,781.70 feet East and running by azimuths measured clockwise from true South:

1.	192°	52'	605.46 feet	along remainders of Grant 2768 to Kaaua and R. P. 7794, L. C. Aw. 10,911 to Umi;
2.	273°	59'	55.26 feet	along Lot 23 of Land Court Application 1120;
3.	5°	44'	615.60 feet	along Lot 23 of Land Court Application 1120;
4.	101°	29'	131.08 feet	along Lot 118-A of Land Court Application 1120 to the point of beginning and containing an area of 1.301 acre.

REGISTERED ROFESSIONAL LAND SURVEYOR No. 1698

WAII. U

1020 Auahi Street Building 1, Room 1 Honolulu, Hawaii 96814

April 23, 1980

Description Prepared By:

WILLIAM HEE & ASSOCIATES, INC.

Registered Professional Surveyor

Certificate Number 1698

