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CONVEYANCE OF PROPERTY PURSUANT
TO A PLAN FOR TRANSFER OF ASSETS

THIS DEED, made as of this 1st day of January, 1984 by and between CHE Inc. (CHE), a corporation duly organized and existing under and by virtue of the laws of the State of Louisiana, having its principal place of business at 7432 La Jolla Boulevard, La Jolla, California and authorized to transact its business in the various states wherein the below described properties are situated and lying and hereinafter called the GRANTOR, AND Moxie's, Inc. (Moxie's), a corporation duly organized and existing under and by virtue of the laws of the State of Louisiana, having its principal place of business at 500 Park Boulevard, Suite 195, Itasca, Illinois and authorized to transact its business in the various states wherein the below described properties are situated and lying and hereinafter called the GRANTEE.

W I T N E S S E T H:

Pursuant to a Plan and Agreement for Transfer of Assets and Liabilities to a New Corporation (the "Plan"), CHE has incorporated a new corporation, the name of which is Moxie's, Inc. which is duly organized and existing under and by virtue of the laws of the State of Louisiana and has issued all of its outstanding shares of stock to CHE in exchange for certain assets of CHE; and

WHEREAS, Grantor desires to convey pursuant to the Plan to Grantee all of Grantor's rights, title and interest in and to the property described herein.

NOW, THEREFORE, in consideration of the terms, conditions and provisions contained in the Plan and the mutual benefits to be derived by the parties, Grantor does hereby convey, and deliver its fee simple interest, in and to the properties described in Exhibit "A" unto the Grantee.

TOGETHER WITH all the improvements, tenements and appurtenances thereto belonging to or in any way appertaining to the properties described in Exhibit "A".

TO HAVE AND TO HOLD the premises herein granted unto Grantee, its successors, and assigns in fee simple forever.

And the Grantor hereby covenants with said Grantee that it is lawfully seized of said land in fee simple, that it has good right and lawful authority to convey said land and will defend the same against the lawful claims of all persons whomsoever.

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