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This conveyance and transfer is subject to a first and prior
lien granted to El Paso Natural Gas Company, as Mortgagee, under a
mortgage indenture dated December 13, 1957, by Belco Petroleum Corpor-
ation and David C. Bintliff as Mortgagor, to secure certain loans made by
El Paso Natural Gas Company to Belco Petroleum Corporation and David C.
Bintliff. The lien of this mortgage covers approximately 320 acres sur-
rounding certain wells more particularly described in Exhibit "A" to the
aforementioned Agreement of June 22, 1959.

TO HAVE AND TO HOLD the same unto the said Belco
Petroleum Corporation, its successors and assigns forever.

AND I do for myself, my executors, administrators and
assigns, covenant and agree with the said Belco Petroleum Corporation
to warrant and defend title to the properties hereby sold to Belco Petroleum
Corporation, its successors and assigns against all and every person and
persons whomsoever.

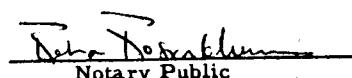
IN WITNESS WHEREOF, I have hereunto set my hand and
seal this 7th day of October, 1959.


DAVID C. BINTLIFF

STATE OF NEW YORK)
) SS.
COUNTY OF NEW YORK)

On this 7th day of October, 1959, before me personally
appeared David C. Bintliff, to me known to be the person described in and
who executed the foregoing instrument and acknowledged that he executed
the same as his free act and deed.

Witness my hand and seal this 7th day of October, 1959.


Keba Rosenblum
Notary Public



KEBA ROSENBLUM
Notary Public, State of New York
No. 03-8654123
Qualified in Bronx County
Commission Expires March 30, 1960