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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 Corporation 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 surrounding 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.

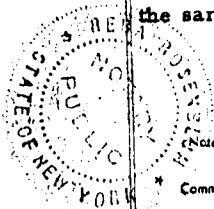
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 7th day of October, 1959.


DAVID C. BINTLIFF

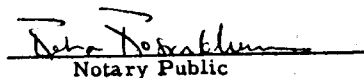
STATE OF NEW YORK)
) SS.
COUNTY OF NEW YORK)

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.



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


Notary Public