

J. F. HYMAN  
ATTORNEY AT LAW  
MERCANTILE BANK BUILDING  
DALLAS, TEXAS

52189

THE STATE OF WYOMING )  
COUNTY OF SUBLINTE )

RECORDED February 7, 1955 at 10:30 A.M.  
IN BOOK 11049, PAGE 93.  
FEES \$ 40.80. ~~AMM~~ SUBLINTE COUNTY CLERK  
SUBLINTE COUNTY, PINEDALE, WYOMING

WHEREAS, the following facts exist:

David C. Bintliff, of Houston, Harris County, Texas, herein-after called "Bintliff", is the owner of those certain oil and gas mining leases located in Sublette County, Wyoming, particularly described in Exhibit "C" hereto attached.

Belco Petroleum Corporation, a Delaware Corporation, with a permit to do business in the State of Wyoming, hereinafter called "Belco", is the owner of or has under option certain oil and gas mining leases, options for leases, and leasehold interests located in Sublette County, Wyoming, particularly described in Exhibits "A" and "B" hereto attached.

Bintliff desires to acquire an undivided one-fourth (1/4th) interest in the oil and gas leases, options for leases, and leasehold interests owned by Belco, and described in Exhibits "A" and "B" hereto attached, in exchange for an undivided three-fourths (3/4ths) interest in the oil and gas leases owned by him (Bintliff), described in Exhibit "C" hereto attached, plus the payment by Bintliff to Belco as "Boot" in such exchange the amount of One Million One Hundred Thousand and No/100 (\$1,100,000.00) Dollars cash, and Belco desires to make such exchange and to receive as "Boot" in such exchange the sum of \$1,100,000.00 in cash.

NOW, THEREFORE, Bintliff and Belco agree as follows:

FIRST:

A. Bintliff agrees to and does hereby bargain, sell, transfer, assign and convey unto Belco an undivided three-fourths (3/4ths) interest in and to the oil and gas leases belonging to him and particularly described in Exhibit "C" attached hereto, together with an undivided three-fourths (3/4ths) interest in all wells, well equipment and appurtenances and personal property belonging to him and located on said leases; for and in exchange for an undivided one-fourth (1/4th) interest in the oil and gas leases, options for leases, and leasehold interests belonging to Belco