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IN BOOK	<i>21 Oil & Gas Leases</i>	PAGE <i>241</i>
FEES \$	<i>3.00</i>	<i>W. Summers</i> COUNTY CLERK
SUBLETTE COUNTY, PINEDALE, WYOMING		

ASSIGNMENT AND CONVEYANCE

STATE OF TEXAS)
)
 COUNTY OF DALLAS)

WHEREAS, AMERICAN PETROFINA, INCORPORATED, a Delaware corporation, and AMERICAN PETROFINA COMPANY OF TEXAS, a Delaware corporation, have by appropriate action adopted a plan of reorganization under the terms of which, among other things, American Petrofina, Incorporated is to assign, transfer and convey to American Petrofina Company of Texas all of its properties, except as hereinafter provided, situated in the States of Arkansas, Colorado, Louisiana, Mississippi, Montana, Nebraska, New Mexico, South Dakota, Texas, Utah, and Wyoming, in exchange for one thousand (1,000) shares of the common stock of the par value of One Dollar (\$1.00) per share of American Petrofina Company of Texas, being all the issued and outstanding stock of said company;

NOW, THEREFORE, American Petrofina, Incorporated, hereinafter called "Grantor", in consideration of the issuance to it of one thousand (1,000) shares of fully paid nonassessable common stock of the par value of \$1.00 per share of American Petrofina Company of Texas, hereinafter called "Grantee", the receipt and adequacy of which are hereby acknowledged, does hereby BARGAIN, SELL, CONVEY, TRANSFER, ASSIGN and DELIVER, with complete transfer and subrogation of all rights and actions in warranty against all former proprietors, unto Grantee, its successors and assigns, all assets, rights, titles, interests and properties of whatever nature, real, personal and mixed, tangible or intangible, of every kind, character and description, owned, held or claimed by Grantor, which are located in the States of Arkansas, Colorado, Louisiana, Mississippi, Montana, Nebraska, New Mexico, South Dakota, Texas, Utah, and Wyoming, which properties shall include, but shall not be limited to, fee lands; oil and gas leases; oil, gas and mineral leases; minerals; royalties;