

TO HAVE AND TO HOLD unto BELCO PETROLEUM
CORPORATION (the Successor Corporation) its successors and assigns.

IN WITNESS WHEREOF, the undersigned has duly
executed this instrument this 10th day of June, 1960, and effective
as of the First day of June, 1960.

ATTEST:

BELFER FOUNDATION, INC.



Robert J. Bell
Secretary

By James D. DeLoach
Vice-president