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## PART II

**Conveyance of Monterey Production Payment**

This Conveyance dated December 27, 1960 from the Assignor (Monterey Oil Company) to the Assignees (Cosmopolitan Oil Corporation, West Wall of Delaware, Inc., and Albantu Oil & Gas Corporation, respectively),

WHEREAS, the Assignor by Part I of this Instrument (which Part I is hereinafter called "*the Indenture*") has heretofore or concurrently herewith conveyed to WIO the "*Subject Interests*" described and defined in the Indenture, excepting and excluding therefrom, and retaining and reserving to itself, its successors and assigns, the "Monterey Production Payment" described and defined in ARTICLE FIRST of the Indenture, and reference is hereby made to the Indenture and *Exhibit A* and *Exhibit B* thereto and hereto for a more complete statement of the Subject Interests and the rights, titles, interests, estates, remedies, powers and privileges appurtenant or incident to the Monterey Production Payment; and

WHEREAS, the Indenture in no way limits or restricts the right of the Assignor to sell, convey or assign the Monterey Production Payment in whole or in part, and the Assignor now desires to sell, convey and assign to the Assignees, severally, undivided fractional interests in the Monterey Production Payment aggregating the entirety thereof;

## NOW, THEREFORE

The Assignor, for valuable consideration to it in hand paid by each of the Assignees, the receipt and sufficiency of which from each Assignee are hereby acknowledged, does, effective as of 11:59 o'clock P. M. (determined in accordance with the time then generally used in the area where the particular Subject Interests are located), on December 31, 1960, grant, bargain, sell, convey, assign, transfer, set over and deliver unto each Assignee, severally, an undivided  $\frac{1}{3}$  interest in the Monterey Production Payment (*subject, however, to all of the terms and conditions hereof*), together with all oil and gas and other hydro-