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PETROLEUM CORPORATION, all the oil and gas that may be produced, saved, and marketed from the properties in said PRODUCTION PAYMENT, and to the extent set forth in said PRODUCTION PAYMENT, as well as all of its rights, title and interest in and to all monies and claims for monies due or to be come due to BELCO PETROLEUM CORPORATION from EL PASO NATURAL GAS COMPANY, arising out of the aforementioned Gas Sales Contract dated August 26, 1955, as amended.

TO HAVE AND TO HOLD unto BELCO PETROLEUM CORPORATION, its successors and assigns.

IN WITNESS WHEREOF, the undersigned has duly executed this instrument this 24 day of July 1961, and effective as of the Fifth day of July, 1961.

ATTEST:

Walter Blaypre

BRIGHT STAR FOUNDATION, INC.

By: Leo Patterson, Jr.

Vice-President

STATE OF TEXAS)

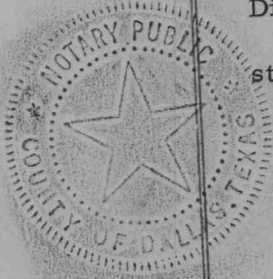
COUNTY OF DALLAS)

ss:

On this 24 day of July, 1961, before me appeared Leo Patterson, Jr.

_____, to me personally known, who being by me duly sworn did say that he is the Vice-President of BRIGHT STAR FOUNDATION INC., and that the seal affixed to the above and foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors, and said Leo Patterson, Jr. acknowledged said instrument to be the free act and deed of said corporation.

Given under my hand and seal this 24 day of July 1961.



Jane Branch
Notary Public

My commission expires 6-1-63