

(iii) All of the interest of Woodson in and to all wells, casing, tubing, rods, flow lines, pipe lines, derricks, tanks, separators, pumps, machinery, tools, equipment, camp sites, buildings and other personal property and fixtures now or heretofore located upon or used in connection with any of the properties described in Exhibits A and Exhibits B attached hereto or any other oil, gas and/or mineral interests now owned by Woodson which are located in the States of Colorado, Louisiana, Oklahoma and Wyoming; and

(iv) All of the interest of Woodson under all contracts, operating agreements, unit agreements, gas contracts, rights of way, easements, surface leases, and permits and licenses affecting any of the properties and interests in properties described in Exhibits A and Exhibits B attached hereto, including but not limited to all contracts and other instruments described or referred to in Exhibits A and Exhibits B attached thereto.

The consideration to Woodson for this Conveyance and Agreement is the cancellation and liquidation of all remaining indebtedness owed by Woodson to Prudential, and by its execution hereof, Prudential accepts this Conveyance and Agreement in cancellation, discharge and liquidation of all indebtedness owed to it by Woodson.

By its execution hereof Prudential further agrees that the Net Profit Overriding Royalty affecting the properties conveyed hereby which was conveyed by Woodson to Prudential by Conveyance of Net Profit Overriding Royalty dated January 27, 1958, recorded in the jurisdictions named below as follows:

<u>State</u>	<u>County</u>	<u>Volume</u>	<u>Page</u>	<u>Records</u>
Colorado	Morgan	598	89	Conveyance
Louisiana	Vermilion (Parish)	353	466	
Oklahoma	Coal	248	49-68	
"	Woodward	142	382	
Wyoming	Johnson	A-15	410-22	Oil & Gas
"	Sublette	19	143	

shall be and is hereby merged into such properties and extinguished, so that such Net Profit Overriding Royalty shall no longer remain a separate property interest or constitute in any way a burden or encumbrance upon any of the aforesaid properties conveyed hereby.