

soever lawfully claiming or to claim the same or any part thereof by, through or under the Assignor and not otherwise.

This Conveyance is made with full substitution and subrogation of the Assignee in and to all covenants and warranties by others heretofore given or made in respect of the Texas Gulf Production Payment or the Subject Interests or any part thereof.

The Assignor shall not be personally liable for the discharge of the Texas Gulf Production Payment, and the Assignee shall look exclusively to the Hydrocarbons accruing to the Texas Gulf Production Payment for the discharge thereof.

So long as authorized by applicable law so to do, the Assignor will execute and deliver to the Assignee all such other and additional instruments, notices, releases, acquittances and other documents, and will do all such other acts and things, as the Assignee may deem necessary more fully to grant, convey and assign to the Assignee, its successors and assigns, all of the rights, titles, interests, estates, remedies, powers and privileges herein and hereby granted, bargained, sold, conveyed, assigned, transferred, set over and delivered or intended so to be. The Assignee agrees to execute and deliver all necessary and proper instruments which may be required of the Assignor as Grantor under Part I hereof.

Nothing herein contained shall in any way limit or restrict the right of the Assignee to sell, convey, assign or mortgage the Texas Gulf Production Payment in whole or in part. All references herein to the Assignor or the Assignee shall include their respective successors and assigns.

IN WITNESS WHEREOF, the parties hereto have caused this Conveyance to be duly executed on the date in the acknowledgments annexed hereto, in several counterparts (one of which with all the property descriptions included in *Exhibit A* and *Exhibit B* is on file at the office of Sinclair Oil & Gas Company, one of which with all said property descriptions is to be recorded in Ector County, Texas, and one of which with all said property descriptions is to be recorded in Lea County, New Mexico), each of which is an original and all of which are identical,