

interest at the rate of 6% per annum; and

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WHEREAS, Murchison Brothers by Agreement of Consideration dated October 29, 1965, by and between Menlo and Murchison Brothers, assumed and agreed to discharge the Republic Note and the debts, liabilities and obligations of Menlo under the terms and provisions of the Republic Mortgage; and

WHEREAS, Menlo desires to sell and assign to Murchison Brothers, and Murchison Brothers desires to purchase and acquire from Menlo, (i) the Federal Leases and the Greer Joint Venture, both subject, however, as aforesaid to the lien of the Republic Mortgage, and (ii) the Wyoming Lease.

NOW, THEREFORE, for and in consideration of the sum of Ten and No/100 Dollars (\$10.00) paid by Murchison Brothers to Menlo and other valuable considerations, the receipt and sufficiency of which are hereby acknowledged and confessed, Menlo does hereby BARGAIN, SELL, GRANT, CONVEY, ASSIGN and TRANSFER unto Murchison Brothers, its successors and assigns, effective as of 7 o'clock A.M., February 1, 1966, (i) the Federal Leases and the Greer Joint Venture, together with all of its right, title and interest in and to all wells, casing, tubing, tanks, separators, machinery, flow lines, water lines and all personal property, material and other equipment of whatever character and nature now owned by Menlo and located on or used in connection with any of the Federal Leases, and the Greer Joint Venture, both subject, however, to the lien of the Republic Mortgage; and (ii) the Wyoming Lease, together with all of its right, title and interest