

Sublette

RECORDED <i>February 18</i>	1970 <i>9:00 A M</i>
IN BOOK <i>45 Oct 9 Has</i>	PAGE <i>52</i>
FEE \$ <i>88.25</i> <i>Robert W. Evans</i> COUNTY CLERK	
SUBLETTE COUNTY, PINEDALE, WYOMING <i>E. J. Allen</i>	

120236

DEED OF TRUST AND ASSIGNMENT

STATE OF NEW YORK)
 : ss.:
 COUNTY OF NEW YORK)

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned RETLAW CORPORATION, a Delaware corporation with office and principal place of business at 100 West Tenth Street, Wilmington, Delaware (the "Grantor"), for and in consideration of the sum of \$10.00 cash in hand paid, the receipt of which is hereby acknowledged, and for and in consideration of the debt and trusts hereinafter mentioned, has GRANTED, BARGAINED, SOLD, ASSIGNED, TRANSFERRED AND CONVEYED, and by these presents does GRANT, BARGAIN, SELL, ASSIGN, TRANSFER AND CONVEY, unto WILLIAM R. BARRETT, JR., TRUSTEE, of 23 Wall Street, New York, N.Y. 10015, as Trustee (the "New York Trustee"), the hereinafter described production payment and all of the Grantor's interest in all of the specific properties covered by such production payment (other than the Grantor's interest in that part of such production payment and the specific properties hereinafter assigned to the Utah Trustee, as hereinafter defined), together with all other rights and interests in and to such production payment and such properties or arising therefrom, other than those hereinafter assigned to Morgan Guaranty Trust Company of New York, and unto JOHN W. LOWE, TRUSTEE, of 1001 Walker Bank Building, Salt Lake City, Utah 84111, as Trustee (the "Utah Trustee"), the hereinafter described production payment insofar as it covers property situated in the State of Utah and all of the Grantor's interest in all of the