

area in which such properties are located. As soon as practicable, Assignor shall furnish to Assignee a list of all of the Subject Properties on which Assignor elects to exercise such call and option, and Assignee agrees to execute such contracts and agreements as may be necessary or appropriate to evidence the agreement of Assignee to sell to Assignor, and of Assignor to purchase from Assignee, the crude oil and other liquid or liquefiable hydrocarbons produced and saved from the Subject Properties set forth in such list.

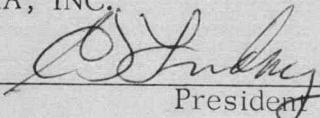
With respect to all uncommitted production of crude oil and liquid or liquefiable hydrocarbons hereafter obtained by Assignee on or from any of the Subject Properties not included in such list or on or from other oil and gas properties hereafter acquired by Assignee, Assignee shall give written notice thereof to Assignor and Assignor shall have a period of thirty (30) days after receipt of such notice within which to elect in writing to purchase such uncommitted production, and upon making such election, Assignee will execute such contracts and agreements as may be necessary or appropriate to evidence the agreement of Assignee to sell to Assignor, and of Assignor to purchase from Assignee, the crude oil and other liquid or liquefiable hydrocarbons produced and saved from such properties. In the event Assignor shall fail to make such election within the time specified or shall decline to make such election, Assignee shall thereupon have the right and privilege to commit the sale of such production to others and such production shall not thereafter be burdened by the provisions of this paragraph.

4. The terms and provisions hereof shall be binding upon and shall inure to the benefit of Assignor and Assignee and their respective successors and assigns and shall run with the Conveyed Properties.

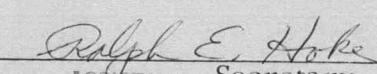
IN WITNESS WHEREOF, Assignor has caused this Conveyance, Assignment and Transfer to be executed on the day, month and year first above mentioned.

CRA, INC.

By


President

ATTEST:


Ralph E. Hoke
ASSISTANT Secretary

The foregoing instrument was prepared by:
Thompson, Knight, Simmons & Bullion
2300 Republic National Bank Building
Dallas, Texas 75201