

ASSIGNMENT OF
DEED OF TRUST, MORTGAGE AND ASSIGNMENT

BEFORE ME, the undersigned Notary Public duly commissioned, qualified and acting in and for the County of New York, State of New York, personally came and appeared John E. Otis, Jr. of New York County, New York, who declared that he is Assistant Vice President of THE BANK OF NEW YORK, a New York corporation, and he appears and acts herein for and on behalf of The Bank of New York, he being hereunto duly authorized by its Board of Directors, which said Appearer, acting in his capacity as aforesaid, declared unto me, Notary, in the presence of the competent witnesses whose names and signatures appear below, that:

WHEREAS, by Deed of Trust, Mortgage and Assignment dated October 1, 1973, HANOVER PLANNING COMPANY, INC., a Delaware corporation, as Mortgagor, mortgaged, conveyed and assigned to E. W. Schafer, as Trustee for the benefit of The Bank of New York the properties in California, Colorado, Louisiana, Mississippi, Montana, New Mexico, North Dakota, Oklahoma, South Dakota, Texas and Wyoming which are described therein and in Exhibit A attached thereto, being the following undivided interests in the properties described in the same Exhibit A attached hereto and made a part hereof for all purposes:

- (i) An undivided 97.7907% interest in those properties and interests in properties which are described in Exhibit A below headings which contain the designation "(Series 1)";
- (ii) An undivided 97.6712% interest in those properties and interests in properties which are described in Exhibit A below headings which contain the designation "(Series 2)";
- (iii) An undivided 98.3193% interest in those properties and interests in properties which are described in Exhibit A below headings which contain the designation "(Series 3)";
- (iv) An undivided 97.8473% interest in those properties and interests in properties which are described in Exhibit A below headings which contain the designation "(Series 4)";
- (v) An undivided 98.1333% interest in those properties and interests in properties which are described in Exhibit A below headings which contain the designation "(Series 5)";
- (vi) An undivided 98.1380% interest in those properties and interests in properties which are described in Exhibit A below headings which contain the designation "(Series 6)";
- (vii) A full 100% interest in those properties and interests in properties which are described in Exhibit A below headings which contain the designation "(Clarksons Properties)";
- (viii) The respective applicable percentages specified above in all wells, tubing, casings, rods, wellhead equipment, pumps, separators, flow lines, gathering lines, storage tanks, and other personal property, fixtures and equipment located upon the lands described or referred to in Exhibit A, or used or useable in connection with the operation thereof which are attributable to the undivided interest of Mortgagor described in Exhibit A; and

STATE OF OKLAHOMA
OKLAHOMA COUNTY
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(ix) The respective applicable percentages specified above of all production of oil, gas, other hydrocarbons and other minerals from the lands described in Exhibit A attributable to the interest of Mortgagor therein, together with the proceeds of the sale of all such production;

(all of which undivided interests in properties specified above are therein and hereinafter referred to as the "Mortgaged Properties"); and

WHEREAS, the aforesaid Deed of Trust, Mortgage and Assignment dated October 1, 1973 is recorded as follows:

<u>Parish or County</u>	<u>State</u>	<u>Volume</u>	<u>Page</u>	<u>Records</u>
Kern	California	Book 4807	2444	
Moffat	Colorado	Book 386	200	
Assumption	Louisiana	Book 100	Entry #108701	Mortgage
Calensieu	Louisiana	Rec. #794	719	Mortgage #1307643
Concordia	Louisiana	Book 62	Folio #764	OOB
		Book 57	Folio #578	MOB Document#121787
Iberia	Louisiana	Book A-328	Entry #100740	Mortgage
Lafourche	Louisiana	Book 235	Entry #376925	Mortgage (Folio#745)
New Orleans	Louisiana	Book 2236	Folio #224	Mortgage
St. Landry	Louisiana	Book 443	511	Mortgage
Terrebonne	Louisiana	Book 371	Entry #453124	Mortgage
Eddy	New Mexico	Book 267	353	Mortgages
Jasper	Mississippi	Record 58	71-85	Land D/T
Rosebud	Montana	Book 51	985	Mortgages
Renville	N. Dakota	Book 125	86	Mortgages
Beaver	Oklahoma	Book 398	477-500	Mortgage
Cimarron	Oklahoma	Book 157	209	Mortgage
Harper	Oklahoma	Book 237	548	Mortgage
Haskell	Oklahoma	Book 290	687-701	Mortgage
Kingfisher	Oklahoma	Book 483	1-17	Mortgage
McClain	Oklahoma	Book 512	663	Mortgage
Oklahoma	Oklahoma	Book 4128	505	Mortgage
Texas	Oklahoma	Book 470	458	Mortgage
Harding	S. Dakota	Book 60	334-349	Mortgage
Andrews	Texas	100	804	Deed of Trust
Chambers	Texas	59	179	Deed of Trust
Dawson	Texas	130	172	Deed of Trust
DeWitt	Texas	102	37	Deed of Trust
Duval	Texas	Book 127	387-402	Deed of Trust
Hidalgo	Texas	686	592-622	Deed of Trust
Houston	Texas	Book #135	168	Deed of Trust
Lavaca	Texas	Book #76	655-672	Deed of Trust
Martin	Texas	64	5	Deed of Trust
Matagorda	Texas	128	25	Deed of Trust
Pecos	Texas	143	86	Deed of Trust
Reeves	Texas	96	293	Deed of Trust
Val Verde	Texas	141	1-15	Deed of Trust
Victoria	Texas	824	111	Deed of Trust
Winkler	Texas	80	429	Deed of Trust
Sweetwater	Wyoming	Book 536	508-524	No. 434873

to which records reference is hereby made for all purposes; and

WHEREAS, said Deed of Trust, Mortgage and Assignment was given to secure the payment of the indebtedness described therein, including a promissory note of even date therewith in the original principal amount of Six Million (\$6,000,000.00) Dollars made by Hanover Planning Company, Inc. payable to the order of The Bank of New York; and

WHEREAS, The Bank of New York is now, and has been at all times since October 1, 1973, the sole legal and equitable owner and holder of the aforesaid promissory note and any other indebtedness secured by the aforesaid Deed of Trust, Mortgage and Assignment; and

WHEREAS, The Bank of New York has endorsed, sold, transferred and negotiated to Republic National Bank of Dallas, a national banking association with its principal office and place of business in Dallas, Dallas County, Texas, the aforesaid promissory note dated October 1, 1973 in the original principal amount of \$6,000,000.00 and all other indebtedness secured by said Deed of Trust, Mortgage and Assignment, without recourse upon The Bank of New York;

NOW THEREFORE, The Bank of New York; for and in consideration of Ten (\$10.00) Dollars and other good and valuable consideration to it in hand paid by Republic National Bank of Dallas, the receipt and sufficiency of which are hereby acknowledged, does hereby BARGAIN, SELL, CONVEY, TRANSFER AND ASSIGN to Republic National Bank of Dallas, its successors and assigns, the aforesaid Deed of Trust, Mortgage and Assignment dated October 1, 1973, together with all liens, rights, titles, powers, privileges and interests in the Mortgaged Properties heretofore or hereafter accruing thereunder.

This Assignment shall be effective as to the assignment of runs provided for in Article III of the aforesaid Deed of Trust, Mortgage and Assignment dated October 1, 1973 from and after May 1, 1974 at 7:00 a.m.

This instrument has been executed in numerous counterparts, all of which are identical except that, to facilitate recordation in certain counties, portions of Exhibit A hereto which describe properties situated in counties or parishes other than the county or parish in which the particular counterpart is to be recorded are omitted. Counterparts including the entire Exhibit A hereto have been delivered to each of the parties, and a counterpart including the entire Exhibit A hereto is being recorded in Lafourche Parish, Louisiana and in Martin County, Texas.

IN WITNESS WHEREOF, Mortgagor has executed this instrument before me, the undersigned Notary Public, in the presence of the undersigned competent witnesses, who have hereunto signed their names with the said Appearer and me, Notary, after due reading of the whole on this 30th day of May, 1974.

THE BANK OF NEW YORK
By: [Signature]
Assistant Vice President

Attest:

[Signature]
Asst. Cashier
ASSISTANT
TREASURER

Witnesses:

[Signature]

[Signature]

[Signature]
Notary Public

LENORA SILVERS
Notary Public State of New York
No. 24-9005285
Qualified in Kings County
Certificate filed in New York County
Commission Expires March 30 1976

STATE OF NEW YORK
COUNTY OF NEW YORK

BOOK 4169 PG 377

I, Lenora Silvers, a Notary Public duly qualified, commissioned, sworn and acting in and for the County and State aforesaid, hereby certify that on this 30th day of May, 1974:

BEFORE ME personally appeared JOHN E. OTIS, JR., known to me to be the Assistant Vice President of the corporation that executed the within instrument, and acknowledged to me that such corporation executed the same.

(California)

The foregoing instrument was acknowledged before me, by JOHN E. OTIS, JR., Assistant Vice President of THE BANK OF NEW YORK in the capacity therein stated.

(Colorado)

BE IT KNOWN that before me personally came and appeared JOHN E. OTIS, JR., Assistant Vice President of THE BANK OF NEW YORK, to me personally known and known by me to be the person, whose genuine signature is affixed to the foregoing document, who signed said document before me and in the presence of the two witnesses whose names are thereto subscribed as such, being competent witnesses, and who acknowledged, in my presence and in the presence of said witnesses, that he signed the above and foregoing document as his own free act and deed and for the uses and purposes therein set forth and apparent, and in the capacity therein stated.

(Louisiana)

Personally appeared before me the within named JOHN E. OTIS, JR., Assistant Vice President of THE BANK OF NEW YORK, who acknowledged that he signed and delivered the foregoing instrument on the day and the year therein mentioned, and in the capacity therein stated.

(Mississippi)

BEFORE ME, personally appeared JOHN E. OTIS, JR., known to me to be the Assistant Vice President of THE BANK OF NEW YORK that executed the within instrument, and acknowledged to me that such corporation executed the same.

(Montana)

The foregoing instrument was acknowledged before me by JOHN E. OTIS, JR., Assistant Vice President of THE BANK OF NEW YORK, a New York corporation, on behalf of said corporation.

(New Mexico)

BEFORE ME personally appeared JOHN E. OTIS, JR., known to me to be the Assistant Vice President of THE BANK OF NEW YORK, the corporation described in and that executed the within instrument, and acknowledged to me that such corporation executed the same.

(North Dakota)

BEFORE ME personally appeared JOHN E. OTIS, JR., to me known to be the identical person who described the name of the maker thereof to the foregoing instrument as its Assistant Vice President, and acknowledged to me that he executed the same as his free and voluntary act and deed, and as the free and voluntary act and deed of such corporation for the uses and purposes therein set forth.

(Oklahoma)

BEFORE ME personally appeared JOHN E. OTIS, JR., who acknowledged himself to be the Assistant Vice President of THE BANK OF NEW YORK, a corporation, and that he, as such Assistant Vice President, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as Assistant Vice President.

(South Dakota)

On this day personally appeared JOHN E. OTIS, JR., known to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of THE BANK OF NEW YORK, a New York corporation, and that he executed the same as the act of such corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

(Texas)

On this day, before me, appeared JOHN E. OTIS, JR., (Wyoming) to me personally known, who being by me duly sworn, did say that he is the Assistant Vice President of THE BANK OF NEW YORK, a New York corporation, and that the seal affixed to said instrument is the corporate seal of said corporation, and that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors, and the said JOHN E. OTIS, JR., acknowledged said instrument to be the free act and deed of said corporation.

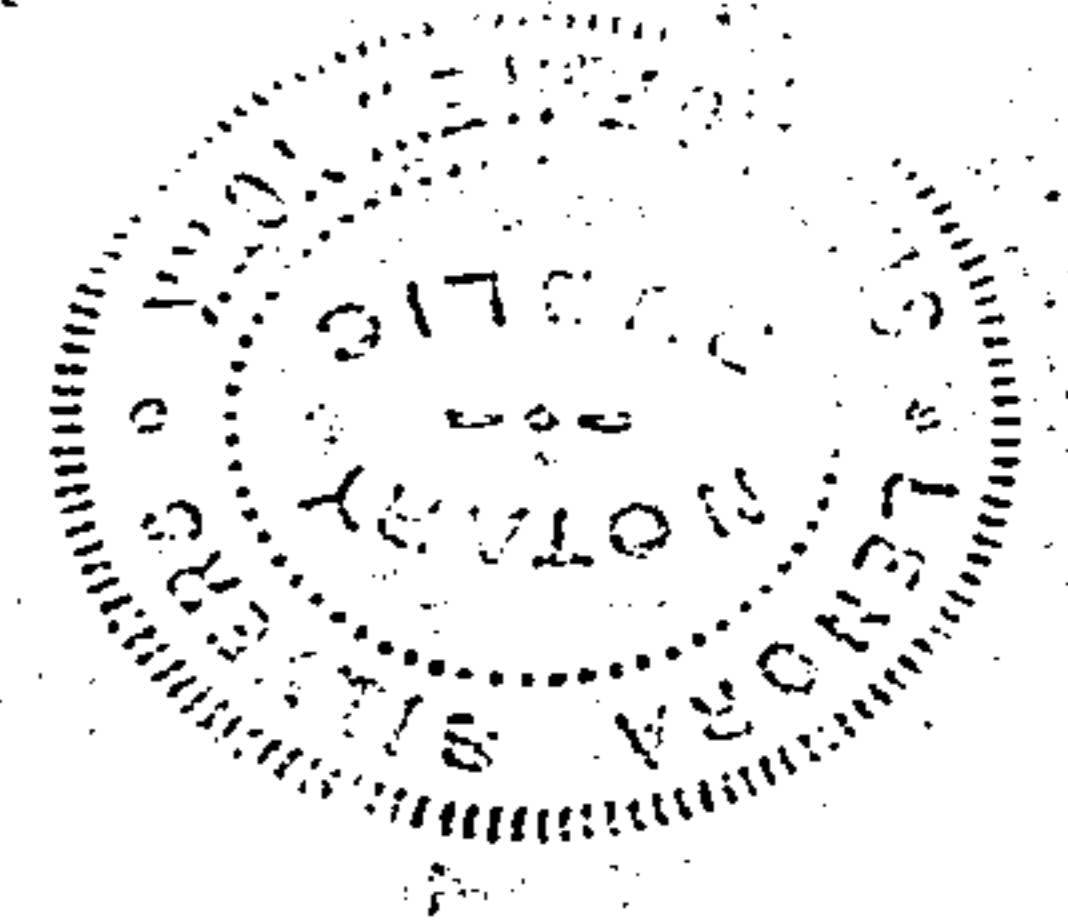
IN WITNESS WHEREOF I have hereunto set my hand and official notarial seal in the City, County and State of New York, this 30th day of May, 1974.

Lenora Silvers
Notary Public in and for New York County,
New York

My Commission Expires:

March 30, 1976

LENORA SILVERS
Notary Public State of New York
No. 24-9005285
Qualified in Kings County
Certificate filed in New York County
Commission Expires March 30 1976



BOOK 4169 PG 379

EXHIBIT "A"

OKLAHOMA COUNTY, OKLAHOMA

SWEM LEASE INTEREST (CLARKSONS PROPERTIES):

An undivided 10.875% interest in that certain Oil and Gas Lease from Floyd Swem et ux, as Lessor, to Lynn Petroleum Company, as Lessee, dated November 7, 1969, recorded in Book 3914, Page 1483, Records of Oklahoma County, Oklahoma, which lease covers Lots 4, 5 and 8 of Section 16, Township 12 North, Range 2 West, Oklahoma County, Oklahoma.

Working Interest: .1087500

Net Revenue Interest: .0892090