

AFTER RECORDING, RETURN TO:

Waylan D. Morris
P.O. Box 581
Ardmore, OK 73402

Doc # 2004166698
Bk 9495
Pg 239-244
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Filing Fee \$23.00
Documentary Tax \$0.00
State of Oklahoma
County of Oklahoma
Oklahoma County Clerk
Carolynn Caudill

DEED OF CONVEYANCE
(B & B Holdings, LLC)

THIS DEED OF CONVEYANCE is made this 28th day of September 2004, by and between First National Bank & Trust Company of Ardmore, Trustee of The Barbara Smith Allen Revocable Trust dated December 22, 1980, hereinafter referred to as First Party, and B & B Holdings, LLC, an Oklahoma limited liability company, P.O. Box 581, Ardmore, Oklahoma 73402, hereinafter referred to as Second Party.

NOW, IN CONSIDERATION of the sum of ONE DOLLAR and other good and valuable consideration, the receipt of which is hereby acknowledged, First Party does hereby transfer, assign, and convey unto Second Party, its successors and assigns, the Subject Property (as that term is defined herein) situated in the COUNTY OF OKLAHOMA, State of Oklahoma, described on "Exhibit A" attached hereto and incorporated herein by reference, together with all and singular the hereditaments and appurtenances thereunto belonging.

The Subject Property shall include all of the oil, gas and other mineral assets of whatsoever kind and character (such as coal, gold, silver, copper and any mineral of extrinsic value) owned by the First Party, including without limitation (i) the oil, gas and/or mineral leases, fee minerals, royalties, overriding royalty interests, production payments, carried working interests, reversionary interests and other rights, estates or property interests in the property described above and in to and to the oil, gas and other minerals thereunder or allocable thereto and that may be produced therefrom, even though First Party's interest therein may be incorrectly described in or omitted from such description or even though such interests and leases cover lands other than (or in addition to) the lands described above, (ii) all other oil, gas and/or mineral interests of whatsoever kind and character with which any of the interests and properties described in (i) last recited may be pooled, communitized or unitized, in whole or in part, and (iii) all interests in and to any of the personal property, fixtures, structures or equipment now or hereafter placed on or used in connection with the Subject Property. The Subject Property as defined herein does not include any interest in strictly surface and surface rights only but does include First Party's interest in the surface which is appurtenant to or associated with the mineral, leasehold rights, etc., of the First Party in the Subject Property.

It is the intention of the First Party to convey and assign to the Second Party only First Party's ownership interest in the Subject Property, and if First Party has no such ownership interest in a part or portion of the Subject Property as evidenced by the records indexed against such part or portion of the Subject Property, then it is not the First Party's intention to claim any interest in such property, and this Deed of Conveyance shall be construed consistent with this express intent of the First Party.

This Deed of Conveyance is made with full substitution and subrogation of Second Party and all persons claiming by, through, or under Second Party, to the extent assignable, in and to all representations and warranties of title heretofore given or made by the predecessors in title of First Party with respect to the Subject Property.

That attached hereto, marked "Exhibit B," and by specific reference made a part hereof, is a copy of a Memorandum of Trust for The Barbara Smith Allen Revocable Trust dated December 22, 1980.

TO HAVE AND TO HOLD the hereinabove described property unto Second Party, its successors and assigns, forever.

EXECUTED the day and year first above written.

RECEIVED

OCT 08 2004

County Clerk
Mailroom

6/23

**No Documentary Stamps Required
Pursuant to 68 O.S. 3201 (A) and (B)**

FIRST NATIONAL BANK & TRUST COMPANY
OF ARDMORE

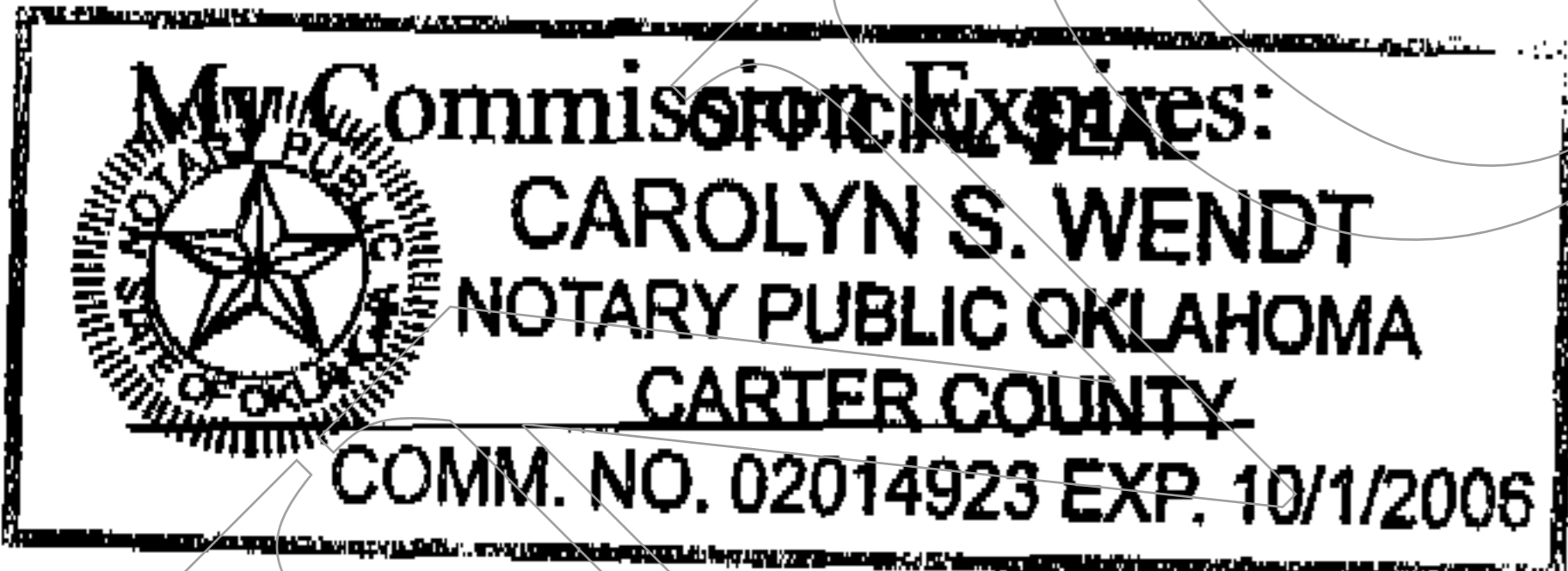
By: Thomas K. Baldwin
Thomas K. Baldwin, Vice President
and Trust Officer

STATE OF OKLAHOMA)
) ss.
COUNTY OF CARTER)

Before me, the undersigned, a Notary Public in and for said County and State on this 28th day of September, 2004, appeared Thomas K. Baldwin, to me known to be the identical person who subscribed his name as Vice President and Trust Officer of First National Bank & Trust Company of Ardmore, an Oklahoma banking corporation, to the forgoing instrument 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 said corporation, for the uses and purposes therein set forth.

Given under my hand and seal of office the day and year above written.

Carolyn S. Wendt
Notary Public, Commission No. _____



B&BHoldings BA, CarterCounty, LLC

EXHIBIT "A"

Oklahoma County, Oklahoma

Township 13 North, Range 1 East

1. **Section 28:**

- A. S/2 NE/4

Township 11 North, Range 1 West

1. **Section 35:**

- A. NW/4

Township 11 North, Range 3 West

1. **Section 1:**

- A. Part of Lot No. 1 a/d/a NE/4 NE/4

2. **Section 14:**

- A. Lots No. 23, No. 24, No. 43, No. 44, No. 47 and No. 48 of Block 8, Pasadena Heights
Addition to Oklahoma City, Oklahoma

3. **Section 15:**

- A. Lots No. 1, No. 2, No. 3, No. 4 and No. 5 of Block 51, Shields South Oklahoma City,
Oklahoma Addition to Oklahoma City, Oklahoma

Township 12 North, Range 3 West

1. **Section 1:**

- A. S/2 SE/4 NE/4

2. **Section 9:**

- A. E/2 of Block 130 of North Oklahoma City Addition to Oklahoma City, Oklahoma

3. **Section 10:**

- A. Lots No. 8, No. 9, No. 10, No. 11 and No. 12 of Block 4 of City View Addition to Oklahoma City

4. **Section 35:**

- A. Part of SE/4
B. Part of SW/4 SE/4

EXHIBIT "A"

Oklahoma County, Oklahoma

Township 13 North, Range 1 West

1. **Section 1:**
 - A. Lot No. 1 and SE/4 NE/4
 - B. Lot No. 2
 - C. SW/4 NE/4

2. **Section 16:**

- A. SW/4

Township 13 North, Range 3 West

1. **Section 11:**

- A. E/2
- B. Leavitts North Park Addition, Lots 1 thru 59 inclusive, a sub-division in the SE/4 and part of the SE/4 described as: Beginning at the SE/c thence W 1,171.09'; thence N 1,859.8'; thence E 1,171.09'; thence S 1,859.8 to pob

2. **Section 21:**

- A. S/2 SW/4
- B. S/2

Township 13 North, Range 4 West

1. **Section 7:**

- A. NE/4

Township 14 North, Range 1 West

1. **Section 22:**

- A. SE/4

2. **Section 23:**

- A. South 100 acres of the NW/4

3. **Section 27:**

- A. SW/4

4. **Section 33:**

- A. SW/4

5. **Section 34:**

- A. NW/4

EXHIBIT "A"

Oklahoma County, Oklahoma

Lots 1 to 5 inclusive and in the Northeasterly half of Lots 6 to 10 inclusive and the Easterly half of Lots 11 to 13 inclusive All in Block 16 Bell Vern Addition to Oklahoma City, Oklahoma.

Lot 20 Block 7 of Capitol Courts Addition to Oklahoma City, Oklahoma.

Lots 3 and 4 of Block 1, Hurst Addition to Oklahoma City, Oklahoma.

Lots 20 to 25, inclusive of Block 1 Hurst Addition to Oklahoma City, Oklahoma.

Lots 9, 10, 26, 27, 41, 42, 44, 47 and 48 of Block 1, Hurst Addition to Oklahoma City, Oklahoma.

Lots 37 and 38 Block 1 Hurst Addition to Oklahoma City, Oklahoma.

Lots 19, 20, 21, 22, 23 and 24 of Block 16 of the Northwest Addition to Oklahoma City, Oklahoma.

The North 123' of Lots 43 and 44 of Block 26 of Packinghouse Park Addition to Oklahoma City, Oklahoma.

East 15' of Lots 16, 17 and 18 of Block 25 Second Main Street Addition to Oklahoma City, Oklahoma.

Lots 9 and 10 Block 4, Tradesman Realty Addition to Oklahoma County.

Lot 17 Block 11, Lot 10 Block 22, Lot 10 Block 24, Lot 26 Block 29, Lots 1, 2, and 4 Block 38, Lots 1, 2, 7 and 8 Block 44, Lots 1 to 5 inclusive Block 52, Lots 2 and 3 Block 81, Lots 3 and 9 Block 82, Lot 4 Block 83, Lots 13, 14 and 15 Block 24, All in the Town of Nichols Hills, Oklahoma and All of Lots 83, 84, 85 and 86 in Block 109 in Wilshire Section, Nichols Hills, Oklahoma.

Lot 9 of Mead Addition to Oklahoma County.

North 2.174 acres of Lots 26 through 48 inclusive, Block 3, James Addition to Oklahoma City, Oklahoma.

N/2 of Lot 5 and Lots 6, 7 and 8 of Block 4 Jordan Place Addition to Oklahoma City, Oklahoma.

Lots 12 and 13 of Block 4, Chapin & Levy Addition to Oklahoma City, Oklahoma.

Lots 11, 12, 13 and 14 Block 9, Chapin & Levy Addition to Oklahoma City, Oklahoma.

Lots 31 and 32 Block 11, Walnut Grove Addition to Oklahoma City, Oklahoma.

Lots 33 and 34 Block 11, Walnut Grove Addition to Oklahoma City, Oklahoma.

Lots 7 and 8 Block 12, Walnut Grove Addition to Oklahoma City, Oklahoma.

Lots 1 through 6 inclusive, Block 21, Walnut Grove Addition to Oklahoma City, Oklahoma.

Lots 23 and 24 to Block 31, Schilling's Addition to Oklahoma City, Oklahoma.

Lots 13, 14, 15 and 16 Block 2, Hampton Place Addition to Oklahoma City, Oklahoma.

Lots 1 to 15 inclusive Block 15, Eckroat Addition to Oklahoma City, Oklahoma.

Lot 29 Block 7, Lawrence Place Addition to Oklahoma City, Oklahoma.

MEMORANDUM OF TRUST

THIS MEMORANDUM OF TRUST is made as of the 28th day of September, 2004, by First National Bank & Trust Company of Ardmore, Trustee of The Barbara Smith Allen Revocable Trust dated December 22, 1980, sometimes hereinafter referred to as the "Trustee", pursuant to 60 O.S. §174.6(a).

For the purpose of evidencing of record the existence of The Barbara Smith Allen Revocable Trust dated December 22, 1980, as amended (herein the "Trust"), created under The Barbara Smith Allen Revocable Living Trust dated December 22, 1980, as amended (the "Trust Agreement"), and the powers of the Trustee and successor trustees to hold and deal with assets of the Trust, this instrument is executed and recorded pursuant to the provisions of the Trust Agreement, in which Trust Agreement appear the following powers of the Trustee and successor trustees (herein the "Trustee", whether the original Trustee or any successor trustee) and other provisions, to-wit:

- 1. **POWERS OF TRUSTEE.** The Trustee shall have any and all powers granted unto said Trustee under the terms of the Trust Agreement and under all powers enumerated under applicable Oklahoma law, including but not limited to the power to sell and convey any Trust property or any interest therein for such price or prices and upon such terms as in the Trustee's judgment and discretion may be deemed for the best interest of the Trust and beneficiaries thereunder, and to execute and deliver any deeds, receipts, releases, contracts or other instruments necessary in connection therewith.
- 2. **SPECIFIC POWERS AS TO OIL AND GAS PROPERTIES.** The Trustee shall have the power to retain, operate, purchase, sell or exchange oil and gas or other mineral and leasehold properties of any nature, and to execute division orders, transfer orders, farmouts, operating, unitization and pooling agreements for any term of duration, regardless of the duration of the Trust, and to carve out or reserve such mineral or leasehold interests upon such terms and conditions as in the Trustee's sole judgment and discretion may be advisable.
- 3. **TRUST PROPERTY.** The property contained in the Trust includes, but is not limited to the real property (including oil, gas and other minerals), and any other property described in any Deed of Conveyance or other transfer of property to the Trust.
- 4. **RELIANCE BY THIRD PARTIES ON TRUSTEE'S AUTHORITY.** No person, firm or corporation, dealing with the Trustee with reference to any Trust property shall be required to ascertain the authority of the Trustee, nor to see to the performance of the Trustee's duties, nor be responsible, in any way, for the proper application of funds or properties paid or delivered to the Trustee for the account of this Trust, and may deal with the Trustee as though the Trustee was the unconditional owner of the Trust property.
- 5. **SUCCESSOR TRUSTEE.** The duly appointed and authorized Trustee of the Trust is First National Bank & Trust Company of Ardmore. If at any time the Trustee should resign or for any other reason be unable to act as a Trustee, or upon the death of Barbara Smith Allen, the successor Trustee(s) shall be, in order of priority (i) Robert W. Allen (as sole successor Trustee) and (ii) Waylan D. Morris and Katherine Allen Carr (as successor Co-Trustees).

IN WITNESS WHEREOF, the Trustee has signed this Memorandum of Trust the day and year first above written.

FIRST NATIONAL BANK & TRUST COMPANY OF ARDMORE

By: *Thomas K. Baldwin*
Thomas K. Baldwin, Vice President and Trust Officer

STATE OF OKLAHOMA)
) ss.
COUNTY OF CARTER)

Before me, the undersigned, a Notary Public in and for said County and State on this 28th day of September, 2004, appeared Thomas K. Baldwin, to me known to be the identical person who subscribed his name as Vice President and Trust Officer of First National Bank & Trust Company of Ardmore, an Oklahoma banking corporation, to the forgoing instrument 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 said corporation, for the uses and purposes therein set forth. Given under my hand and seal the day and year last above written.

Carolyn S. Wendt
Notary Public, Commission No. _____

