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NOTICE OF LABORERS' AND MATERIALMEN'S LIEN

WHEREAS, the undersigned REBEL TESTERS, INC., a Mississippi corporation, having performed labor and furnished materials in connection with the production, construction, repairs, equipping and operation of certain structures, fixtures, equipment and oil, gas and or salt water disposal wells located in Madison County, Mississippi, as hereinafter more fully described; and

WHEREAS, the said labor done and materials furnished were provided for the use and benefit of South-eastern Oil Company, Inc., a Texas corporation, hereinafter referred to as SOCO, 2911 Turtle Creek Boulevard, Suite 300, Dallas, Texas 75219, and the other co-owners at the request of said SOCO, and the amount due to Rebel Testers, Inc., for said labor done and materials furnished is now \$10,070.85, as more particularly reflected on the statement of account attached hereto as Exhibit "A";

NOW, THEREFORE, notice is hereby given to all interested parties pursuant to Section 85-7-131, et seq., Miss. Code Ann. (1972), as Amended, that the undersigned Rebel Testers, Inc., a Mississippi corporation, claims a lien against the structures, fixtures and equipment of every kind and character, located on the following described property in Madison County, Mississippi, to the extent of the amount thereon indicated, to-wit:

HERRING NO. 1
Section 3, T11N-R3E
Madison County, Mississippi

1492 feet from the south line and 478 feet from the west line of Section 3, T11N-R3E, Madison County, Mississippi.

This lien to the extent authorized by law and by statute shall extend to the working interest in the mineral estate and the fixtures and equipment and the producing unit assigned to the well described above by the Mississippi

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State Oil & Gas Board. In addition to all statutory liens, Rebel Testers, Inc., claims an equitable lien on the interest described herein.

Suit has not been filed to enforce this lien and the contracts, for furnishing said labor and/or materials are not of record. Therefore, all persons should take notice of such lien and of the encumbrance which it creates on such properties.

IN WITNESS WHEREOF, this notice of materialman's lien has been executed on this the 5 day of July, 1992.

REBEL TESTERS, INC.

By John B. Smith, President
John B. Smith, President

SWORN TO AND SUBSCRIBED before me on this the
5th day of July, 1992.

J. Ronny Smith, Chan. Ck.
NOTARY PUBLIC
By Delvera Haderton, D.C.
My commission expires: 12-31-95

REBEL TESTERS, INC.



P.O. BOX A
BROOKHAVEN, MS 39601
Phone (601) 835-1531
Watts 1-800-543-1672



STATEMENT OF ACCOUNT

STATEMENT DATE	ACCOUNT NO.
05/31/92	SOCO

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REBEL TESTERS, INC.

PLEASE RETURN THIS PORTION
WITH YOUR PAYMENT

STATEMENT DATE	ACCOUNT NO.
05/31/92	SOCO

SOCO
2911 TURTLE CREEK BLVD.
SUITE 300
DALLAS, TX 75219

Last Payment: 08/05/91 for \$ 6392.75

DATE PAID	CHECK NO.	AMOUNT	AMOUNT REMITTED _____ IF PAYING BY INVOICE - CHECK INDIVIDUAL INVOICES PAID
08/05/91	10755	Verbal	296.80
08/05/91	10767	Verbal	371.00
08/07/91	10772	Verbal	371.00
08/09/91	10776	Verbal	371.00
08/13/91	10783	Verbal	371.00
08/15/91	10791	Verbal	754.72
08/17/91	10792	Verbal	817.05
08/17/91	10793	Verbal	1521.10
08/17/91	10794	Verbal	869.20
08/17/91	10795	Verbal	726.10
08/17/91	10796	Verbal	1134.20
08/17/91	10797	Verbal	1367.40
10/11/91	11073	Verbal	1100.28
Current 0.00	Over 30 0.00	Over 60 0.00	Over 90 0.00
			Over 120 10070.85
			TOTAL 10070.85
			BALANCE DUE 10070.85
			TOTAL 10070.85

EXHIBIT "A"

STATE OF MISSISSIPPI, County of Madison:



I certify that the within instrument was filed for record in my office this 14 day
of July, 1992, at 9:00 o'clock A M., and was duly recorded
on the JUL 14 1992, Book No. 8, Page 71.

BILLY V. COOPER, CHANCERY CLERK BY: K. Caraway D.C.

STATE OF MISSISSIPPI, County of Madison:



I certify that the within instrument was filed for record in my office this 14 day
of July, 1992, at 9:00 o'clock A M., and was duly recorded
on the JUL 14 1992, Book No. 6, Page 337.

BILLY V. COOPER, CHANCERY CLERK BY: M. Hausey D.C.