

ACT OF SALE

STATE OF MISSISSIPPI

COUNTY OF GREENE

KNOW ALL MEN BY THESE PRESENTS, That TEXACO Inc., a Delaware corporation, herein represented by Ramsey W. Farley, its duly authorized Attorney in Fact, and TEXACO PRODUCING INC., a Delaware corporation, herein represented by R. R. O'DWYER, its duly authorized Attorney in Fact, hereinafter collectively referred to as "Texaco", for and in consideration of the sum of Ten and No/100 Dollars (\$10.00), cash in hand paid, and other good and valuable consideration, the receipt and adequacy of which is hereby acknowledged and full acquittance granted therefor, have granted, sold, conveyed and delivered and do hereby grant, sell, convey, and deliver unto LEWIS OIL CORPORATION, a Mississippi corporation, herein represented by H. H. Lewis, its duly authorized President, Post Office Box 15247, Hattiesburg, Mississippi 39402; WILLIAM E. CARPENTER, 112 W. Minster Drive, Hattiesburg, Mississippi 39401; and JAY FENTON, Route 1, Box 275-A, Ellisville, Mississippi 39437, hereinafter collectively referred to as "Lewis et al", all of Texaco's right, title and interest in, to and under those certain oil, gas and mineral leases ("Leases") and those mineral fee properties ("Fees") listed on Exhibit "A", attached hereto and made a part hereof, and any and all amendments or other instruments pertaining thereto together with all of Texaco's right, title and interest in and to the wells located on the Leases and Fees and listed on Exhibit "A" ("Wells"), including the equipment, machinery, tanks, pipelines, rights-of-way and personal property of every kind and character, located in and on said Wells or used in connection with said Wells which Texaco may own or have an interest in ("Equipment").

This conveyance is made subject to, and includes all of Texaco's rights in, to, and under all existing units, unit agreements, orders, rules and regulations creating units; all contracts and agreements of every kind and character affecting or relating to the Leases, Fees, Wells, Equipment and production therefrom; all contracts and agreements relating to the marketing of

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