

for the aforesaid off set provisions the following offset provisions:

If a well or wells producing oil and/or gas in commercial quantities shall be completed on adjoining land and within six hundred sixty (660) feet of and draining the land herein conveyed, Grantee will, within ninety (90) days after the date of first production from the first such draining well, or ninety (90) days after the date of this instrument, whichever is the later date, either:

(a) commence operations for drilling a well on subject land offsetting said first draining well and drill it to a depth sufficient to test the formation from which said first draining well is producing; or

(b) commence the payment or tender to Royalty Owners, or to their credit in the respective depository banks designated by them, compensatory royalty consisting of one-eighth (1/8) of the average of the volumes of oil and/or gas actually produced each calendar month from all such draining wells, as reflected by the records of the Railroad Commission of Texas and continue such payments until there is a cessation of commercial production from all draining wells, or until Grantee has drilled the offset well provided for in sub-paragraph (a), above, whichever first occurs; or

(c) convey to Royalty Owners, without warranty of title express or implied, all of Grantee's right, title and interest in and to all of the oil, gas and other minerals in and under subject land.

To the extent of any conflict or inconsistency between the provisions hereof and the provisions of the aforesaid deed dated the 19th day of October, 1926, the provisions hereof shall control; and Grantee and Royalty Owners hereby ratify, adopt and confirm said deed as herein amended, and Royalty Owners do hereby grant and convey unto Grantee all of the oil, gas and other minerals in and that may be produced from subject land upon all of the terms and conditions of said deed, as herein amended.

This AMENDMENT may be executed in multiple counterparts and will be binding upon each Royalty Owner who executes such a counterpart, and his or her heirs and assigns, whether or not it is executed by all of said Royalty Owners.