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DeWitt

CONVEYANCE, ASSIGNMENT, TRANSFER
AND BILL OF SALE

THE STATE OF TEXAS	\$	
	\$	15001
COUNTY OF DeWITT	\$	

HIGHLAND RESOURCES, INC., a Texas corporation ("Highland"), the address of which is 800 San Jacinto Building, Houston, Texas 77002, for and in consideration of One Hundred Dollars (\$100.00) and other good and valuable consideration to Highland paid by THE GEORGE R. BROWN PARTNERSHIP, a Texas general partnership ("Brown"), the address of which is 800 San Jacinto Building, Houston, Texas 77002, the receipt and sufficiency of which is hereby acknowledged, does hereby convey, assign and transfer unto Brown the following (all of which are herein called "Subject Properties"), the Subject Properties conveyed, assigned and transferred hereby being described in Exhibit A attached hereto and by this reference being made a part hereof (the preamble to Exhibit A also to be considered a part of this Conveyance, Assignment, Transfer and Bill of Sale):

A. The oil and gas leases, oil, gas and mineral leases, and subleases and the extensions, amendments and ratifications thereof, the undivided interests therein, and the leasehold, royalty, overriding royalty, production payment, net profit, surface, royalty, mineral and fee simple interests, future interests, rights to convert and reversionary interests to which Highland may be entitled in connection with the properties described in Exhibit A and all other properties and other interests which are specifically described and set forth in Exhibit A; subject, however, and Brown shall bear, or shall bear its proportionate share of, the restrictions, exceptions, reservations, conditions, limitations, interests and other matters, if any, burdening the Subject Properties, including the presently existing royalties, overriding royalties, payments out of production, unitization and pooling agreements, assignments, operating agreements, and all other contracts, agreements and other instruments and matters heretofore made, regardless of whether the same are of record, and regardless of whether the same are described or referred to in Exhibit A, to which the interest of Highland in the Subject Properties is subject as of the effective date hereof;

B. All right, title and interest of Highland in, to and under, or derived from, all of the presently existing and valid unitization and pooling agreements and the properties covered and the units created thereby (including all units formed under orders, regulations, rules or other