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The leasehold estates covered by Leases No. 1, 2, and 3 above, are subject to:

- (a) Orders #44718, dated March 3, 1961, and #56635, dated October 22, 1964, of the Oklahoma Corporation Commission, authorizing waterflood operations. (U-344-16)

From and after June 1, 1973, Leases 1, 2, and 3 will be subject to an overriding royalty of 2% of 8/8, reserved to R. M. Layton, et al, in that certain Conveyance of Oil and Gas Properties, dated June 1, 1966, between Caroline M. Layton White and husband, W. N. White, et al, Grantors, and Sohio Petroleum Company, Grantee, recorded in Book 3731, Page 649, of the Records of Tulsa County, Oklahoma.

Lease No. 3 is subject to the following:

The terms and conditions of a certain "Assignment, Bill of Sale and Agreement", dated May 18, 1964, recorded in Book 3460, Page 420, between R. H. Pierce, et al, and Joseph E. Seagram & Sons, Inc., et al, whereby Assignors reserve an overriding royalty interest of 3/32 of 7/8 of all oil and gas free and clear of expenses, and reserving one Taneha well in NE/4 NW/4 of Section 11-T17N-R12E, Tulsa County, Oklahoma.

- 5) Line Well Agreement, dated July 7, 1967, between Tidewater Oil Company and Sohio Petroleum Company, et al. (5-344-23)
- 6) Bark Water System, dated February 15, 1960, amended February 1, 1961, between Gulf Oil Corporation and L. B. Jackson Company. (5-344-26)
- 7) Line Well Agreement, dated May 15, 1961, between Layton Oil Company and Gulf Oil Corporation, et al. (5-344-27)
- 8) Line Well Agreement, dated March 29, 1961, between Layton Oil Company and Tidewater Oil Company. (5-344-28)
- 9) Line Well Agreement, dated December 1, 1962, between Texaco, Inc. and Union Texas Natural Gasoline Corporation, et al. (5-344-29)
- 10) Pipeline Lease Agreement, dated December 21, 1967, between Sohio Petroleum Company and Oklahoma Natural Gas Company. (7-344-31)
- 11) Right of Way, dated May 4, 1961, between Rudolph E. O'Donley, et ux, and Layton Oil Company. (7-344-92)
- 12) Right of Way Grant-Pipeline, dated September 25, 1961, between Frank Seely and Wm. Douglas Layton, recorded in Book 3185, Page 690, of the records of Tulsa County, Oklahoma. (7-344-93)
- 13) Facility Operating Agreement dated September 1, 1961, between Bradley Producing Corporation and Layton Oil Company. (0A-344-5)