

499
RETURN TO
ARCO OIL AND GAS COMPANY
LEASE PURCHASE UNIT
P. O. BOX 2819 DALLAS, TEXAS 75221


ALA-10222

5 yr Lease
Bonus \$11,480
acres 3,994

MEMORANDUM OF OIL AND GAS LEASE

THIS MEMORANDUM made and entered into this 24th day of August, 1979, by and between GULF STATES PAPER CORPORATION, a Delaware corporation, hereinafter called "Lessor" and ATLANTIC RICHFIELD COMPANY, a Delaware corporation, hereinafter called "Lessee",

WITNESSETH:


19800114000005880 Pg 1/9 .00
Shelby Cnty Judge of Probate, AL
01/14/1980 00:00:00 FILED/CERTIFIED

THAT, for the consideration and subject to the terms and provisions set forth in that certain Oil and Gas Lease entered into this day between the parties hereto, lessor hereby leases to lessee and lessee hereby leases from lessor for the term provided in said Oil and Gas Lease, subject to termination as in said lease provided, all of the lands of the lessor situated in Shelby County, State of Alabama, particularly described in Exhibit "A" attached hereto.

IN WITNESS WHEREOF, the parties hereto have executed this instrument the day and year first above written.

ATLANTIC RICHFIELD COMPANY

GULF STATES PAPER CORPORATION

BY: Stuart Watson
Stuart Watson,
Its Attorney-in-Fact *Stuart Watson*

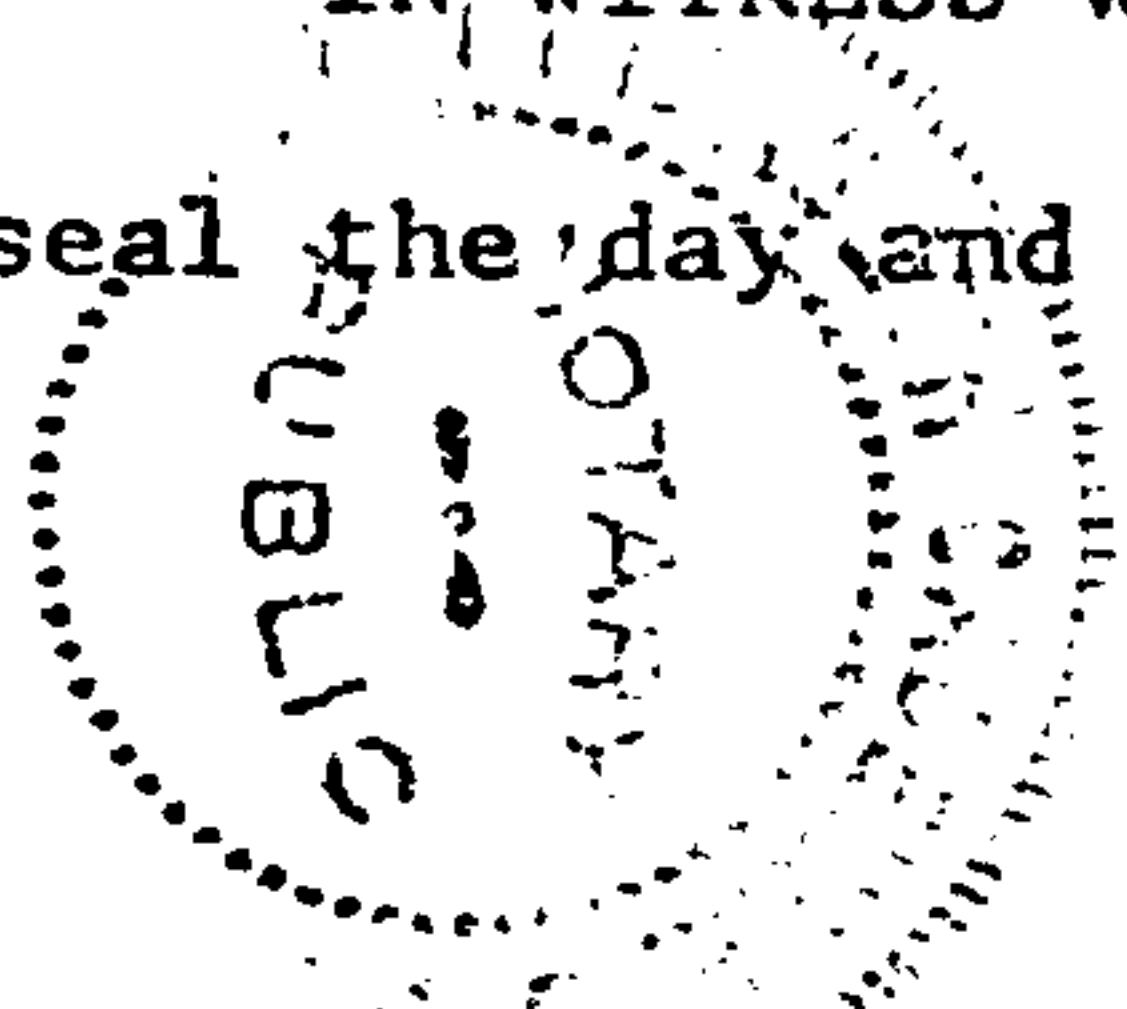
BY: E. E. Loper
E. E. Loper, Vice President
Charles Allison
Charles Allison, Secretary

BOOK 324 PAGE 402

STATE OF ALABAMA §
COUNTY OF TUSCALOOSA §

On this 24th day of August, 1979, before me personally appeared E. E. Loper and Charles Allison, to me known to be the Vice President and Secretary of the corporation that executed the within and foregoing instrument, and acknowledged said instrument to be the free and voluntary act and deed of the corporation, for the uses and purposes therein mentioned, and on oath stated that they were authorized to execute said instrument and the seal affixed is the corporate seal of the corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.



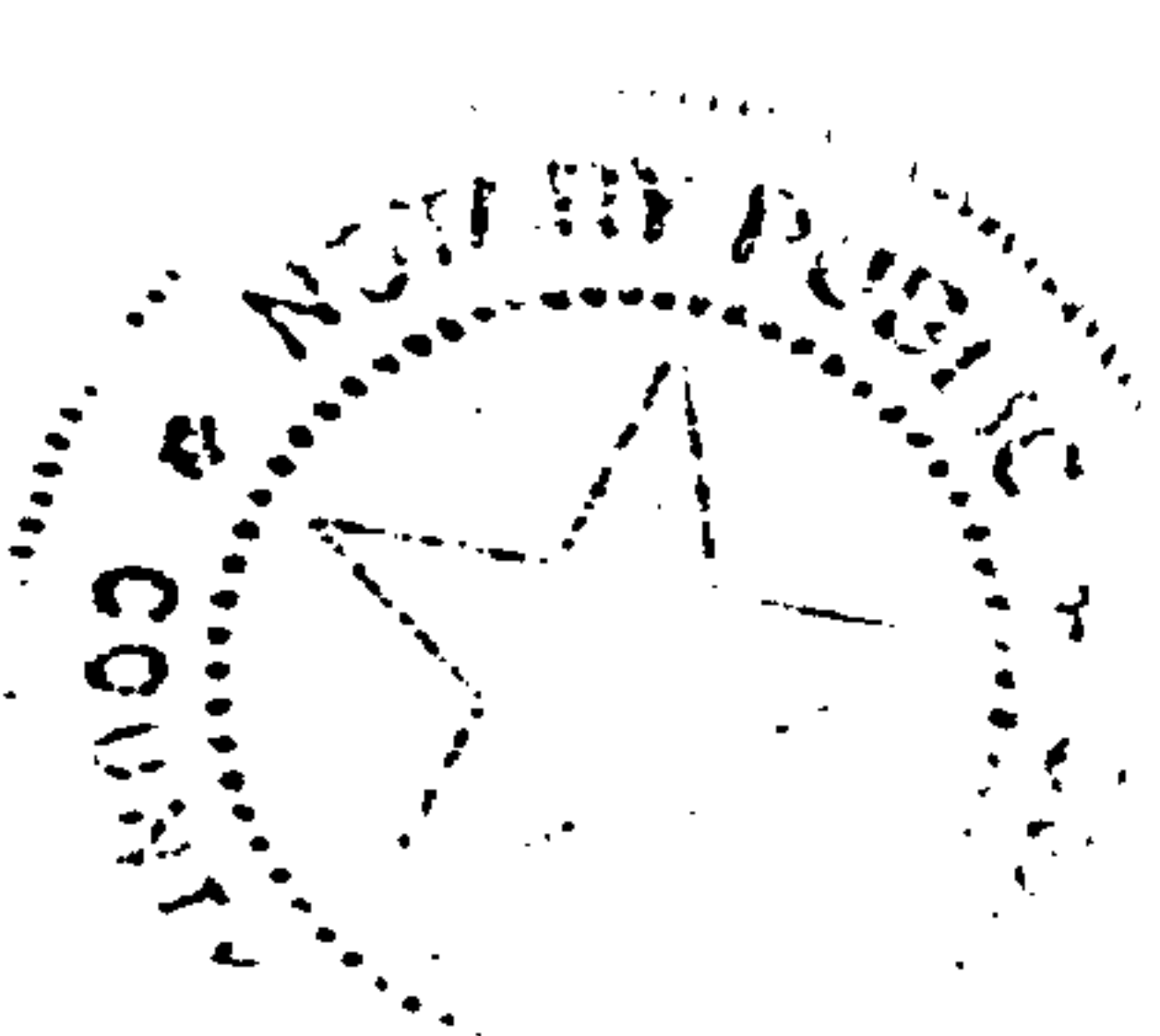
Elizabeth Cadenhead
Notary Public
State At Large Alabama
My Commission Expires
July 20, 1980

Elizabeth Cadenhead
Notary Public in and for the State
of Alabama, County of Tuscaloosa

STATE OF TEXAS §
COUNTY OF DALLAS §

Personally appeared before me, the undersigned officer, Stuart Watson whose name as Attorney in Fact of Atlantic Richfield Company, a corporation, is signed to the foregoing instrument, who acknowledged that he voluntarily signed, and delivered same on the day and year therein mentioned for and as the act of said corporation, being fully authorized to do so.

Given under my hand this 27th day of August, 1979.



Phyllis L. Dickey PHYLLIS L. DICKEY
Notary Public in and for
Dallas County, Texas
Commission Expires: 3/31/80

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EXHIBIT A
to
OIL, GAS AND MINERAL LEASE
between
GULF STATES PAPER CORPORATION
and
ATLANTIC RICHFIELD COMPANY
Dated: August 24, 1979

Exhibit A
#9

SHELBY COUNTY, ALABAMA

TOWNSHIP 22 South, Range 1 West:

Section	Description	Interest	Acres
2	SW $\frac{1}{4}$ of NW $\frac{1}{4}$	Fee	40.00
3	NW $\frac{1}{4}$ of SW $\frac{1}{4}$; E $\frac{1}{2}$ of SW $\frac{1}{4}$; SW $\frac{1}{4}$ of SE $\frac{1}{4}$; NE $\frac{1}{4}$ of NE $\frac{1}{4}$	Fee	199.00
5	E $\frac{1}{2}$ of SE $\frac{1}{4}$	Fee	80.00
9	E $\frac{1}{2}$ of NE $\frac{1}{4}$; SW $\frac{1}{4}$ of NE $\frac{1}{4}$; NE $\frac{1}{4}$ of SW $\frac{1}{4}$; SE $\frac{1}{4}$	Fee	319.00
10	W $\frac{1}{2}$ of SE $\frac{1}{4}$; S $\frac{1}{2}$ of SW $\frac{1}{4}$; NW $\frac{1}{4}$ of SW $\frac{1}{4}$; S $\frac{1}{2}$ of NE $\frac{1}{4}$ of SW $\frac{1}{4}$; S $\frac{1}{2}$ of NW $\frac{1}{4}$; NE $\frac{1}{4}$ of NW $\frac{1}{4}$; NW $\frac{1}{4}$ of NW $\frac{1}{4}$ except 10 acres off the N side; all of NE $\frac{1}{4}$ E of Waxy Creek	Fee	411.00
11	NE $\frac{1}{4}$ of NW $\frac{1}{4}$; S $\frac{1}{2}$ of NW $\frac{1}{4}$; NW $\frac{1}{4}$ of SW $\frac{1}{4}$; S $\frac{1}{2}$ of SW $\frac{1}{4}$; S $\frac{1}{2}$ of NE $\frac{1}{4}$; SE $\frac{1}{4}$	Fee	479.00
12	SW $\frac{1}{4}$ of NW $\frac{1}{4}$ except 7 acres in NW corner; NW $\frac{1}{4}$ of SW $\frac{1}{4}$ except 3 acres in SE corner;	Fee	70.00
14	W $\frac{1}{2}$ of SW $\frac{1}{4}$; SW $\frac{1}{4}$ of NW $\frac{1}{4}$; less 2.84 acres for CPI-145	Fee	117.15
15	A part of SW $\frac{1}{4}$ of SE $\frac{1}{4}$ and SE $\frac{1}{4}$ of SW $\frac{1}{4}$ described as follows: Beginning at a point on the S line of said SW $\frac{1}{4}$ of SE $\frac{1}{4}$ which point is 300 feet E of SW corner of said forty, thence continue E 330 feet to a point, thence N 554 feet to a point, W 1,050 feet to Waxy Creek SE along Creek to the point of beginning; NW $\frac{1}{4}$ of NW $\frac{1}{4}$; NE $\frac{1}{4}$ of NE $\frac{1}{4}$; all that part of W $\frac{1}{2}$ of NE $\frac{1}{4}$ lying E and S of Waxahatchee Creek containing 25 acres more or less	Fee	111.00
15	SW $\frac{1}{4}$ of NW $\frac{1}{4}$; N $\frac{1}{2}$ of SW $\frac{1}{4}$	MRO	121.00
16	S $\frac{1}{2}$ of NE $\frac{1}{4}$	Fee	80.00

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Shelby County, Alabama

Exhibit A
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TOWNSHIP 22 South, Range 1 East

Section	Description	Interest	Acres
16	SE $\frac{1}{4}$; E $\frac{1}{2}$ of W $\frac{1}{2}$; SW $\frac{1}{4}$ of SW $\frac{1}{4}$; S $\frac{1}{2}$ of NW $\frac{1}{4}$ of NW $\frac{1}{4}$ less 47.38 acres for R/W Proj. F-412(4) as recorded in Probate Office of Shelby County	Fee	331.38
17	NE $\frac{1}{4}$ of NE $\frac{1}{4}$; W $\frac{1}{2}$ of NW $\frac{1}{4}$; SE $\frac{1}{4}$ of SE $\frac{1}{4}$; N $\frac{1}{2}$ of SW $\frac{1}{4}$; SW $\frac{1}{4}$ of SW $\frac{1}{4}$; all of the SE $\frac{1}{4}$ of NE $\frac{1}{4}$ lying N of the railroad; a strip 20.0 feet wide along the W side of SE $\frac{1}{4}$ of NE $\frac{1}{4}$ S of railroad	Fee	281.00
18	NE $\frac{1}{4}$ of NW $\frac{1}{4}$; N $\frac{1}{2}$ of NE $\frac{1}{4}$; All of SW $\frac{1}{4}$ of NE $\frac{1}{4}$ S & E of railroad; SE $\frac{1}{4}$ of NE $\frac{1}{4}$ less 6.5 acres described as follows: Begin at a point on the W line of said SE $\frac{1}{4}$ of NE $\frac{1}{4}$ a distance of 400 feet S of the NW corner of said forty, thence N 87° 55' E a distance of 420.0 feet, thence S 30° 30' E a distance of 624.0 feet to a point on the N boundary of the L&N Railroad, thence Westerly along said N boundary of said railroad a distance of 452.0 feet to the W line of said forty, thence N along said W line a distance of 800.0 feet to the point of beginning;		

continued.....

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Exhibit A
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SHELBY COUNTY, ALABAMA

TOWNSHIP 22 South, Range 1 East, continued

Section	Description	Interest	Acres
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18

continued:

All of the SE $\frac{1}{4}$ of Sec. lying S of the L&N Railroad and N & E of the Town of Shelby, less and except 2 acres in NW corner described as follows: Begin at a point on the W line of the SE $\frac{1}{4}$ at the intersection of the S boundary of said railroad with said W line, thence S along the W line of said SE $\frac{1}{4}$ a distance of 205 feet, thence Northeasterly along a line parallel to the S boundary of the L&N Railroad a distance of 430.0 feet, thence N parallel to the W line of said SE $\frac{1}{4}$ a distance of 205 feet to the S boundary of the L&N Railroad, thence Southwesterly along said S boundary a distance of 430.0 feet to the point of beginning, and less and except one acre described as follows: Begin at the NW corner of the SW $\frac{1}{4}$ of SE $\frac{1}{4}$, thence S along W line of said forty a distance of 132.0 feet to a point on the N side of Third Avenue as located in the Safford Survey of the Town of Shelby, dated March 20, 1890, thence Easterly along N line of said Third Avenue a distance of 137 feet to a point which is the NW corner of the intersection of Third Avenue and 11th Street as defined in said survey, thence in a Northerly direction in a projection of the W side of 11th Street, a distance of 449.6 feet, thence N 78° 55' W a distance of 143.7 feet to the W line of SE $\frac{1}{4}$, thence S along said W line a distance of 330.0 feet to the point of beginning; All of the E $\frac{1}{4}$ of SW $\frac{1}{4}$ S of a line parallel to and 205 feet S of the L&N Railroad right of way and N of the Town of Shelby and E of a line being parallel to and 150 feet E of the Columbiana Road, less five acres more or less on the E side described as follows: Begin at the NW corner of SW $\frac{1}{4}$ of SE $\frac{1}{4}$, thence S along W line of said forty a distance of 132.0 feet to the N side of Third Avenue as defined in the Safford Survey of the Town of Shelby, thence along said N

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Shelby County, Alabama

TOWNSHIP 22 South, Range 1 East, continued

Section	Description	Interest	Acres
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18
continued:

side of Third Avenue, a distance of 45.5 feet to an old road, thence N 70° W along said old road a distance of 45.5 feet to an old road, thence N 70° W along said old road a distance of 499 feet to the junction of another old road, thence N 25° E along the old road a distance of 397 feet, thence S 78° 55' E a distance of 385 feet to the W line of NW¼ of SE¼, thence S along said W line a distance of 330.0 feet to the point of beginning; Also less and except a part of SE¼ of SW¼ containing 1.96 acres and further described as follows: To find the point of beginning start at the NE corner of Block No. 136 according to Safford's map of Town of Shelby, dated 1890, thence Northwardly along the extension northwardly of the East line of said Block 136, a distance of 80 feet to a point which is the point of beginning, thence to continue Northwardly along said extension northwardly a distance of 423.6 feet to a point which point is 205 feet S of the S line of the R/W of the L&N railroad, measured along the extension Northwardly of the E line of said Block 136, thence Westwardly parallel to the S line of said L&N R/W a distance of 294.8 feet to a point, thence Southwardly parallel to the extension Northwardly of the East line of said Block 136 a distance of 265 feet to a point 80 feet N of the N line of said Block 136, thence Eastwardly parallel to and 80 feet N of the N line of said Block 136 a distance of 251 feet, to the point of beginning and containing 1.96 acres, more or less; Also less and except a part of the NW¼ of SW¼ of Sec. 18, described as follows: To find the point of beginning start at the NE corner of said forty, thence westwardly along the N line of said forty a distance of 400 feet to a rail, thence S parallel to the E line of said NW¼ of SW¼ a distance of 210 feet to a point which is the point of beginning, thence continue S parallel to the E line of said NW¼ of SW¼ a distance of 1137.5 feet to a point which point is 50 feet northwardly from and at right angles to the N line of the R/W of the L&N Railroad, thence eastwardly parallel to and 50 feet from said R/W a distance of 493

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Shelby County, Alabama

Exhibit A
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TOWNSHIP 22 South, Range 1 East, continued

Section	Description	Interest	Acres
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18

continued:

feet, more or less, to a point on the E line of said NW $\frac{1}{4}$ of SW $\frac{1}{4}$, thence northwardly along the said E line of said NW $\frac{1}{4}$ of SW $\frac{1}{4}$ a distance of 428.3 feet to a point, thence westwardly parallel to the N line of said NW $\frac{1}{4}$ of SW $\frac{1}{4}$ a distance of 315 feet to a point, thence northwardly parallel to the E line of said NW $\frac{1}{4}$ of SW $\frac{1}{4}$ a distance of 420 feet to a point, thence westwardly parallel to the N line of said NW $\frac{1}{4}$ of SW $\frac{1}{4}$ a distance of 85 feet to the point of beginning;

Less also and except a part of Sec. 18 described as follows: Start at the NE corner of Block 134 a distance of 70 feet to a rail which is the point of beginning, thence Eastward parallel to the extension eastwardly of the N line of said Block 134 a distance of 120 feet to an iron rod thence northwardly parallel to the extension northwardly of the E line of said Block 134 a distance of 450.7 feet more or less to an iron rod, thence westwardly parallel to the extension eastwardly of the N line of said Block 134 a distance of 120 feet to a rail, thence southwardly along extension northwardly of E line of said Block 134 a distance of 450.3 feet more or less to the point of beginning and containing 1.24 acres more or less; All of SW $\frac{1}{4}$ of SW $\frac{1}{4}$ N and W of L&N Railroad; the NW $\frac{1}{4}$ of SW $\frac{1}{4}$ lying N & W of L&N Railroad and less 5.7 acres in the NE corner described as follows: Begin at the NE corner of said forty thence W along N line of said forty a distance of 400.0 feet, thence S along a line parallel to the E line of said forty a distance of 210.0 feet, thence E a distance of 85.0 feet, thence S along a line parallel to the E line of said forty a distance of 420 feet, thence E along a line parallel to the N line of said forty a distance of 315.0 feet to the E line of said forty thence N along the E line of said forty a distance of 630 feet to the point of beginning.

Fee

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Dated: August 24, 1979

Shelby County, Alabama

Exhibit A
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TOWNSHIP 22 South, Range 1 East, continued

Section	Description	Interest	Acres
19	All the Fractional E $\frac{1}{2}$ S & E of Town of Shelby; All of Fraction C outside town limits except 10 acres off S side; Fifteen acres in Fraction D described as follows: Begin at SW corner of Fractional Sec. 19, thence E along S line of said Fractional Sec. a distance of 615.2 feet to a railroad iron corner, thence N 3 $^{\circ}$ 30' W a distance of 206.0 feet, thence Easterly parallel to the N line of said Fraction D, a distance 210.0 feet, thence N parallel to the W line of Fraction D a distance of 200 feet, thence westwardly on a line parallel to the N line of Fraction D a distance of 210.0 feet, thence N along a line parallel to the W line of Fraction D, a distance of 620 feet to the limits of the Town of Shelby, thence Westwardly along said town limits a distance of 615.2 feet to a point on the West line of Fraction Sec. 19, thence S along the W line of Fractional Sec. 19 a distance of 1026.80 feet to the point of beginning; less and except one acre in the SE corner of Fraction D described as follows: Begin at the SE corner of said Fraction D, thence N along E boundary of said Fraction, a distance of 330 feet, thence Westwardly along a line parallel to the N line of Said Fraction D a distance of 95 feet to the E boundary of the Clanton Road, thence Southeasterly along said E road boundary to the S line of Fractional Sec. 19, thence Easterly along said S Section line to the point of beginning.	Fee	105.00

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Shelby County, Alabama

Exhibit A
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TOWNSHIP 22 South, Range 1 East, continued

Section	Description	Interest	Acres
20	N $\frac{1}{2}$ of N $\frac{1}{2}$; Fractions D & C	Fee	300.0
21	N $\frac{1}{2}$ of N $\frac{1}{2}$	Fee	160.0
22	W $\frac{1}{2}$; W $\frac{1}{2}$ OF E $\frac{1}{2}$; less 2 acres sold to APCO for Lay Lake Project	Fee	305.0
23	N $\frac{1}{2}$ of NE $\frac{1}{4}$ less 2 acres in a square in the SW corner; Fraction C South of Railroad	Fee	128.0
23	Fraction B	MRO	60.0
24	NE $\frac{1}{4}$ of NW $\frac{1}{4}$	MRO	40.0

TOTAL ACRES-----3,991.7

Add Back Easements-----2.8

FINAL TOTAL-----3,994.5

19800114000005880 Pg 9/9 .00
Shelby Cnty Judge of Probate, AL
01/14/1980 00:00:00 FILED/CERTIFIED

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED
1980 JAN 14 PM 2:49

Thomas A. Shauden, Jr.
JUDGE OF PROBATE

Deed 24.00
mineral 199.73
Rec. 13.50
Indust 1.00
238.23