

STATE OF ALABAMA
COUNTY OF SHELBY

64

* MEMORANDUM OF OIL & GAS
* LEASE
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That, Harris M. Gordon and wife, Ruth L. Gordon

as Lessor(s), whose address is P. O. Box 435, Columbiana, Alabama 35051
has as of this date executed and delivered to Atlantic Richfield, A Pennsylvania
Corporation, as Lessee, whose address is P. O. Box 2819, Dallas, Texas 75221, an
Oil and Gas Lease, an executed copy of which is in the possession of Lessor and
Lessee, covering lands in Shelby County, Alabama, described as follows, to-wit:

ALL OF THE LANDS AS SHOWN IN EXHIBIT "A" WHICH IS ATTACHED HERETO AND
EXPRESSLY MADE A PART HEREOF.

and Lessor hereby grants, leases, and lets unto Lessee for the sole and only
purpose and with the exclusive right of exploring, drilling and operating for,
producing and owning oil and gas, together with right to make surveys on said
lands, laying pipelines, building tanks, power stations, roads, communication
lines and maintaining such works, to save and take care of and transport said
products on and from the land so described, subject to all terms, provisions and
conditions specified in said Oil and Gas Lease, and also subject to termination as
specified in said Oil and Gas Lease with the said Primary Term not to exceed five
(5) years from the date hereof, and for the consideration therein expressed.

In WITNESS WHEREOF, the party(ies) hereto have executed this instrument on the
14th day of December, 1981.

Lessor:

Lessee: Atlantic Richfield Company

Harris M. Gordon
Harris M. Gordon
Ruth L. Gordon
Ruth L. Gordon

STATE OF ALABAMA

COUNTY OF Shelby

ss.

ACKNOWLEDGMENT

I, Eva D. Moore, a Notary Public in and for said County and State, hereby
certify that Harris M. Gordon and wife, Ruth L. Gordon

whose name s are signed to the foregoing instrument, and whose names are known to me,
acknowledged before me on this day that, being informed of the contents of said instrument, they executed the same voluntarily on the day the same bears date.

GIVEN under my hand and seal of office this 15th day of December

Eva D. Moore
Notary Public

My Commission expires: 11-17-84

This instrument was prepared by C. Morgan Gainer Address P. O. Box 1474, Huntsville, Texas 77340

EXHIBIT "A"

Attached to and by reference made a part of that certain Oil and Gas Lease made and entered into by and between Harris M. Gordon and wife, Ruth L. Gordon, as Lessor, and ATLANTIC RICHFIELD COMPANY, A PENNSYLVANIA CORPORATION, as Lessee, under date of December 14, 1981, to-wit:

Being 1,416.14 acres, more or less, and described as Twelve (12) Tracts, situated in Shelby County, Alabama:

TRACT (1) TOWNSHIP 20 SOUTH, RANGE 1 EAST, SECTIONS 9 and 16:

(Mineral Rights Only) The Northeast Quarter; and, the West Half of the Southeast Quarter; and, the North Half of the Southwest Quarter of Section 9, containing 320.00 acres, more or less. (T-25) Also, the East Half; and, the Northwest Quarter; and, the East Half of the Southwest Quarter of Section 16, containing 560.00 acres, more or less. (T-27)

and being the same lands described in Two (2) Deeds, to-wit:

- Deed (1) From The State of Alabama, Revenue Department to Paul O. Luck and R. Brewer, described in deed dated May 5, 1928, and recorded in Deed Book 86, Page 98.
- Deed (2) From Lena Brewer and husband, R. Brewer to Harris M. Gordon, described in deed dated February 15, 1952, and recorded in Deed Book 151, Page 233.

TRACT (2) TOWNSHIP 20 SOUTH, RANGE 1 EAST, SECTION 3:

(Fee) The Northeast Quarter of the Northwest Quarter and the Northwest Quarter of the Northeast Quarter, containing 80.00 acres, more or less. (T-24)

and being the same lands described in Two (2) Deeds, to-wit:

- Deed (1) From The State of Alabama, Revenue Department to Paul O. Luck and R. Brewer, described in deed dated May 5, 1928, and recorded in Deed Book 86, Page 76.
- Deed (2) From Lena Brewer and husband, R. Brewer to Harris M. Gordon, described in deed dated February 15, 1952, and recorded in Deed Book 151, Page 233.

TRACT (3) TOWNSHIP 20 SOUTH, RANGE 1 EAST, SECTION 30:

(Fee) The North Half of the Northeast Quarter, except 2.00 acres to Florence Baptist Church in 1971, containing 78.00 acres, more or less. (T-30)

and being the same lands described in Four (4) Deeds, to-wit:

- Deed (1) From The State of Alabama, Revenue Department to Paul O. Luck and R. Brewer, described in deed dated January 12, 1929, and recorded in Deed Book 87, Page 481.
- Deed (2) From R. Brewer and wife, Lena Brewer to Paul O. Luck, described in deed dated December 4, 1951, and recorded in Deed Book 149, Page 529.
- Deed (3) From Clarice White Luck, a widow to Ruth Luck Gordon, described in deed dated April 29, 1960, and recorded in Deed Book 218, Page 199.
- Deed (4) From Florence Baptist Church, a Corporation to Clarice W. Luck and Ruth L. Gordon, described in deed dated September 21, 1970, and recorded in Deed Book 264, Page 77.

TRACT (4) TOWNSHIP 19 SOUTH, RANGE 1 EAST, SECTION 34:

(Fee) The Southwest Quarter of the Northwest Quarter, and the Northwest Quarter of the Southwest Quarter, containing 80.00 acres, more or less. (T-22)

and being the same lands described in Two (2) Deeds, to-wit:

- Deed (1) From Shelby County Holding Company, by Paul O. Luck and Harry Gordon as its Directors and Trustees to Paul O. Luck and Harry Gordon, described in deed dated March 7, 1942, and recorded in Deed Book 160, Page 429.

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Deed (2) From Harry Gordon and wife, Ila Gordon to H. M. Gordon described in deed dated March 27, 1948, and recorded in Deed Book 134, Page 415.

TRACT (5) TOWNSHIP 20 SOUTH, RANGE 2 EAST, SECTION 30:

(Fee) The Northwest Quarter of the Northwest Quarter, containing 40.00 acres, more or less. (T-3)

and being the same lands described in Two (2) Deeds, to-wit:

Deed (1) From R. Brewer and wife, Lena Brewer to Paul O. Luck, described in deed dated December 4, 1951, and recorded in Deed Book 149, Page 529.

Deed (2) From Clarice White Luck, a widow to Ruth Luck Gordon, described in deed dated April 29, 1960, and recorded in Deed Book 218, Page 199.

TRACT (6) TOWNSHIP 20 SOUTH, RANGE 2 EAST SECTION 32:

(Mineral Rights Only) The Southwest Quarter of the Northeast Quarter less the amount below elevation 398 feet and flood rights to elevation 406 feet, containing 30.00 acres, more or less. (T-4)

and being the same lands described in Two (2) Deeds, to-wit:

Deed (1) From Lena Brewer and husband, R. Brewer to Paul O. Luck, described in deed dated May 19, 1948, and recorded in Deed Book 132, Page 253.

Deed (2) From Clarice White Luck, a widow to Ruth Luck Gordon, described in deed dated April 29, 1960, and recorded in Deed Book 218, Page 199.

TRACT (7) TOWNSHIP 21 SOUTH, RANGE 2 WEST, SECTION 24:

(Fee) The Southeast Quarter of the Northeast Quarter, containing 40.00 acres, more or less. (T-61)

and being the same lands described in Two (2) Deeds, to-wit:

Deed (1) From Shelby County Holding Company, by Paul O. Luck and Harry Gordon as its Directors and Trustees to Paul O. Luck and Harry Gordon, described in deed dated March 7, 1942, and recorded in Deed Book 160, Page 429.

Deed (2) From Harry Gordon and wife, Ila Gordon to H. M. Gordon, described in deed dated March 27, 1948, and recorded in Deed Book 134, Page 415.

TRACT (8) TOWNSHIP 22 SOUTH, RANGE 2 WEST, SECTION 4:

(Fee) The Northeast Quarter of the Northeast Quarter of the Southwest Quarter northeast of the Highway, containing 4.51 acres, more or less. (T-66)

and being the same lands described in Two (2) Deeds, to-wit:

Deed (1) From The State of Alabama, Revenue Department to Paul O. Luck and R. Brewer, described in deed dated February 28, 1928, and recorded in Deed Book 85, Page 512.

Deed (2) From Lena Brewer and husband, R. Brewer to Harris M. Gordon, described in deed dated February 15, 1952, and recorded in Deed Book 151, Page 233.

TRACT (9) TOWNSHIP 22 SOUTH, RANGE 2 WEST, SECTION 16:

(Mineral Rights Only) That certain tract of land near Calera bounded by a line which said line commences at a point on RW of L&N R.R. Co. 133 feet West of Northeast corner of Northeast Quarter of Northwest Quarter, thence along said RW in Southerly direction to point 468 feet East of Southeast corner of Northeast Quarter of Northwest Quarter of said Section; thence run West 1143 feet to point; thence run Northwesterly direction to Northwest corner of Northeast Quarter of Northwest Quarter; thence East to point of beginning, containing 40.00 acres, more or less. (T-69)

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Handwritten: *Thus R. L. G.*

and being the same lands described in Four (4) Deeds, to-wit:

- Deed (1) From The State of Alabama, Revenue Department to Paul O. Luck, described in deed dated August 2, 1944, and recorded in Deed Book 118, Page 612.
- Deed (2) From Harry Gordon and wife, Ila Gordon to H. M. Gordon, described in deed dated March 27, 1948, and recorded in Deed Book 134, Page 415.
- Deed (3) From C. O. Chambless, a widower; J. O. Anderson and wife, Mary E. Anderson to Paul O. Luck, described in deed dated May, 1956, and recorded in Deed Book 180, Page 316.
- Deed (4) From Clarice White Luck, a widow to Ruth Luck Gordon, described in deed dated April 29, 1960, and recorded in Deed Book 218, Page 199.

TRACT (10) TOWNSHIP 22 SOUTH, RANGE 2 WEST, SECTIONS 12 and 13:

(Fee) The Southwest Quarter of the Southwest Quarter except the Southwest Quarter thereof, Section 12, containing 30.00 acres, more or less. (T-68-A)

(Fee) Four (4) acres in Southeast Quarter of the Southwest Quarter; commence at northwest corner of said above named tract and on east margin of Montevallo-Columbiana Road; run east along line of Brazil Wright's land to Southern RR; thence southwest along said RR and along land of L. and John Leach without crossing said RR, such description being required to embrace with the boundary designated four (4) acres by direct line from the terminus of the last designated measurement to place of beginning; this tract forming a three sided tract or triangle lying between said highway and Southern RR in northwest corner of said Southeast Quarter of Southwest Quarter, Section 12, containing 4.00 acres, more or less. (T-68-A)

(Fee) A part of the Southeast Quarter of the Southwest Quarter of Section 12, bounded on the east by old Columbiana and Calera Public Road and on the north by property formerly owned by H. G. Caldwell and on the west and south by property formerly owned by A. H. Harville, containing 1.50 acres, more or less. (T-68-A)

(Fee) Also, 3.00 acres in Southwest corner of the Southeast Quarter of the Southwest Quarter of Section 12, bounded on north by Martin Quist land, on East by Addison Harville lands, and on the Calera and Columbiana Road, on south by J. H. Harville land and said Columbiana-Calera Road, on west by west line of said 40.00 acres, containing 3.00 acres, more or less. (T-68-A)

Also, 1/16 of an acre in Northwest corner of the Northeast Quarter of the Southwest Quarter of Section 13, bounded on the Southeast by Columbiana Road. (T-68-A)

and being the same lands described in Six (6) Deeds, to-wit:

- Deed (1) From Charles C. Nelson and wife, Eva M. Nelson to Paul O. Luck, described in deed dated May 22, 1934, and recorded in Deed Book 111, Page 64.
- Deed (2) From The State of Alabama, Revenue Department to Paul O. Luck, described in deed dated May 5, 1931, and recorded in Deed Book 111, Page 69.
- Deed (3) From Chas. C. Nelson and wife, Eva M. Nelson to Paul O. Luck, described in deed dated January 30, 1941, and recorded in Deed Book 111, Page 127.
- Deed (4) From J. O. Anderson and wife, Mary E. Anderson and Willie L. Chambless and husband, C. O. Chambless to Paul O. Luck, described in deed dated October 3, 1946, and recorded in Deed Book 126, Page 436.
- Deed (5) From Lena Brewer and husband, R. Brewer to Paul O. Luck, described in deed dated July 20, 1951, and recorded in Deed Book 147, Page 273.
- Deed (6) From Clarice White Luck, a widow to Ruth Luck Gordon, described in deed dated April 29, 1960, and recorded in Deed Book 218, Page 199.

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Handwritten: R L G

TRACT (11) TOWNSHIP 22 SOUTH, RANGE 2 WEST, SECTION 14:

(Fee) Lots 1,2,3,4, and 5 in Calerana Farms and being a part of the South Half of the Southwest Quarter, containing 12.00 acres, more or less. (T-68-B)

Also, the Northwest Quarter of the Southwest Quarter, containing 40.00 acres, more or less. (T-68-B)

and being the same lands described in Three (3) Deeds, to-wit:

- Deed (1) From H. O. McDanal and wife, Ressie McDanal to Paul O. Luck, described in deed dated November 6, 1941, and recorded in Deed Book 110, Page 494.
- Deed (2) From Robert L. Spray and wife, Rebecca L. Spray to Paul O. Luck, described in deed dated March 29, 1946, and recorded in Deed Book 123, Page 585.
- Deed (3) From Clarice White Luck, a widow to Ruth Luck Gordon, described in deed dated April 29, 1960, and recorded in Deed Book 218, Page 199.

TRACT (12) TOWNSHIP 21 SOUTH, RANGE 1 WEST, SECTION 14:

(Fee) The North Half of the Southeast Quarter less part sold southwest of road, less 20.00 acres sold to Kelly, and less 6.00 acres sold to Ennis, containing 52.13 acres, more or less. (T-43)

and being the same lands described in Two (2) Deeds, to-wit:

- Deed (1) From Paul O. Luck and wife, Clarice W. Luck to Harris M. Gordon and wife, Ruth L. Gordon, described in deed dated September 29, 1955, and recorded in Deed Book 175, Page 442.
- Deed (2) From Clarice White Luck, a widow to Ruth L. Gordon, and described in deed dated May 21, 1963, and recorded in Deed Book 225, Page 526.

Said lands being estimated to comprise 1,416.14 acres, more or less.

All Tracts Subject to apparent easements and easements of record.

SIGNED FOR IDENTIFICATION

Harris M. Gordon
Harris M. Gordon

Ruth L. Gordon
Ruth L. Gordon

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED
1982 MAR -1 PM 12:30

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Deed 41.50
Min. 70.81
Rec. 25.00
Ind. 1.00

138.31

Harb

L. H.