STATE LANDS COMMISSION
State of California

Oil and Gas Lease Issued in Exchange For
Oil and Gas Lease Extension and Renewal P.R.C. 410.1

This Lease made and entered into the 17th day of April 1949, pursuant to Section 6827 of the Public Resources Code, Statutes of California, by and between the State of California, acting by and through the State Lands Commission, hereinafter called the State, and Richfield Oil Corporation, a Delaware corporation, hereinafter called the lessee.

WITNESSETH THAT:

1. WHEREAS the State and Pan American Petroleum Company, a California corporation, on the 17th day of April 1929, made and entered into Oil and Gas Lease No. 52 issued pursuant and subject to the terms and provisions of Chapter 303, Statutes of California of 1921, and

2. WHEREAS on the 5th day of March 1932, by court order, William C. McDuffie was appointed receiver of Pan American Petroleum Company, a California corporation, and

3. WHEREAS on the 23rd day of December 1936, by court order, Richfield Oil Corporation, a Delaware corporation, was named successor in interest to Pan American Petroleum Company, a California corporation, William C. McDuffie, receiver, and

4. WHEREAS on the 6th day of August 1937, the assignment by Pan American Petroleum Company, William C. McDuffie, receiver, to Richfield Oil Corporation was approved by the Surveyor General, and

5. WHEREAS Oil and Gas Lease No. 52 on the 17th day of April 1949, pursuant to Division 6 of the Public Resources Code and the provisions of Chapter 303, Statutes of California of 1921, was extended and renewed as Oil and Gas Lease Extension and Renewal P.R.C. 410 for a period of ten (10) years under Division 6, Part 2, Chapter 3, of the Public Resources Code, Statutes of California, and
6. WHEREAS the lessee has heretofore on the 4th day of September 1958 made application for an extension of said State Oil and Gas Lease Extension and Renewal P.R.C. 410, and

7. WHEREAS the State on the 14th day of October 1958 duly authorized the issuance of a new lease as provided herein.

NOW, THEREFORE, it is hereby mutually agreed as follows:

1. The signing of this Lease by the parties hereto constitutes an oil and gas lease between said parties, in exchange for said State Oil and Gas Lease Extension and Renewal P.R.C. 410 at the same royalty and upon the same terms and conditions as said State Oil and Gas Lease Extension and Renewal P.R.C. 410, which is hereby incorporated by reference herein and is to be deemed a part hereof, except that the language appearing on page 3 of State Oil and Gas Lease Extension and Renewal P.R.C. 410, reading as follows:

"The term of this extension and renewal of lease shall con­tinue for a period of ten (10) years from and after the date hereof and provided such term may be thereafter extended upon such terms and conditions and for such period of time as and if the Legislature may provide"

is hereby stricken and deleted from said lease, and in lieu thereof, the following language is substituted:

"The term of said lease shall be for a term of five (5) years from and after the date of this Lease and for so long thereafter as oil and gas is produced in paying quantities, or lessee shall be conducting producing, drilling, deepening, repairing, redrilling or other necessary lease or well maintenance operations on the leased land."

2. Nothing herein contained shall operate to discharge or release lessee, its legal representatives or assigns, from the liabilities, here­tofore or hereafter arising, to fulfill, keep, and promptly perform the terms and conditions contained in said State Oil and Gas Lease Extension and Renewal P.R.C. 410.
IN WITNESS WHEREOF, the parties hereto have executed this Lease the date and year first above written.

STATE LANDS COMMISSION OF THE STATE OF CALIFORNIA

By ______________ Executive Officer

LESSEE:

RICHFIELD OIL CORPORATION

[Signature]

[Title]

ASSISTANT SECRETARY