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GREENVILLE CO. S. C.

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STATE OF SOUTH CAROLINA

OLLIE FARNSWORTH
R.M.C.

THIS INDENTURE, made and entered into this 31st day of March, 1970, by and between SOUTHLAND OIL CORPORATION, a Georgia corporation with its principal office and place of business in Chatham County, Georgia, as party of the first part, and SIGNAL OIL AND GAS COMPANY, a Delaware corporation with its principal office and place of business in Los Angeles, California, as party of the second part.

W I T N E S S E T H

WHEREAS, at a stockholders meeting duly and regularly held at 10:00 a.m., March 27, 1970, a resolution was adopted to completely liquidate party of the first part under Internal Revenue Code, 1954, Section 332, as amended, and related sections, a certified copy of said resolution being attached hereto, marked Exhibit "A", and made a part hereof; and

WHEREAS, party of the first part pursuant to said resolution desires to fully complete said liquidation on March 31, 1970, and in order to do so must grant and convey to its sole stockholder, party of the second part, all of its assets of every kind, nature, character, and description, and wheresoever located, and party of the second part is herewith assigning and transferring to party of the first part all of the outstanding and issued shares of the capital stock of party of the first part so that party of the first part will be completely divested of all assets, and party of the second part will no longer have any interest in party of the first part.

NOW, THEREFORE, in consideration of the assignment and transfer by party of the second part to party of the first part of all its outstanding and issued shares of stock, party of the first part hereby grants and conveys to party of the second part, its successors and assigns, the following:

All of the property and assets of party of the first part, of every kind and nature, and wheresoever situated, real, personal and mixed, including but without limiting in any way the