

211868 C.J.

AGREEMENT AND DECLARATION OF TRUST

COMPARED

OF

GREEN RIVER OIL AND GAS COMPANY.

STATE OF OKLAHOMA)
COUNTY OF TULSA) ss.

THIS AGREEMENT AND DECLARATION OF TRUST, Made in the city of Tulsa, the State of Oklahoma, U. S. A., this 20th day of October, A. D., 1922, by E. K. Moss, L. S. HENDERSON and R. M. DICK, establishing a Trust Estate and defining the interest, rights, and duties of the holders from time to time of Trust Estate Shares to be issued hereunder, together with their assigns, hereafter called "SUBSCRIBERS" and themselves together with their successors, hereinafter called "TRUSTEES," Witnesseth:

THAT, WHEREAS, The said E. K. Moss, L. S. Henderson and R. M. Dick, for the purpose of acquiring, operating and disposing of real and personal property including oil and gas leases and to engage in the general oil and gas developing, operating, refining, marketing, transporting and distributing business and to produce and sell, market and distribute oil and gas and their products and to buy, own and sell oil and gas leases and properties, oil refineries, gasoline plants, and pipe lines; to drill for oil and gas and to develop and operate oil and gas leases and to market the products hereof; to acquire, construct, and operate oil refineries and gasoline plants and operate pipe lines for transporting oil and gas and their products; to sell, furnish and distribute gas for heating, lighting, power and general commercial purposes; to acquire and to hold franchise therefor from municipalities and to operate thereunder to sell, exchange, mortgage or convey real property, royalties, leases, or securities thereunder where ever situated as Trustees, under the designation of "GREEN RIVER OIL AND GAS COMPANY," proposes to issue negotiable Certificates to the extent of Ten Thousand (10,000) Common Shares of the expressed value of Ten Dollars (\$10.00) Each, in the beneficial interest of the Trust Estate hereby Established; it being hereby provided that said shares may be issued unto the Subscribers either for cash or by sale and conveyance of them unto the Trustees of real and personal property, contracts, services rendered, or other valuable rights and things for the uses, purposes and benefit of this Trust, and hereby become and be fully paid-up and non-assessable; which shares shall define the interest of the Subscribers and their assigns in such property; which property shall be detailed and described in "Schedule A" and recorded in the books of the Trustees, and the judgment of the Trustees regarding the value of the property acquired or service rendered shall be conclusive.

NOW THEREFORE, The said E. K. Moss, L. S. Henderson and R. M. Dick, as Trustees, hereby DECLARE that they will hold said property to be conveyed unto them, as well as all other property they may afterwards acquire as Trustees, together with the proceeds and profits thereof, IN TRUST; that they will engage such property and funds to such business pursuits as they shall deem most advantageous to their Trust; to manage, control, operate and dispose of the same in any part of the world for the benefit of the holders from time to time of Certificates for Shares issued thereunder according to the priorities expressed in said Certificates and in the manner and subject to the stipulations herein contained, to-wit:

F I R S T

(a) The Legal Title of the Trustees shall be "TRUSTEES OF GREEN RIVER OIL AND GAS COMPANY," and all property so designated shall be construed as belonging to their trust.

(b) In executing all instruments, in writing, the Trustees shall sign "GREEN