

257369 - BH

## DECLARATION OF TRUST.

Know all men by these presents:

That L. Wassman, of the City of Tulsa, County of Tulsa, State of Oklahoma, Trustee for Banker's Drilling Club of Tulsa, Oklahoma, an Express Trust, organized under and by virtue of the laws of the State of Oklahoma, is the owner of a three-quarters interest in and to an oil and gas lease on certain properties situate in the County of Wagoner, State of Oklahoma, which land is hereinafter fully described.

That said Trustee undertakes to develop said property for oil and gas, and to raise funds for so doing, by selling memberships or beneficial interests in said property, in the manner and under the conditions hereinafter set forth, does hereby acknowledge and declare:

## I

That this trust shall continue for twenty one (21) years from the date of this instrument unless sooner dissolved in the manner hereinafter set forth.

## II

That the purchasers of membership or beneficial interests in said property shall be known as members or shareholders, and this Trust shall be known as the Banker's Drilling Club, in which manner it may contract and transact its business.

## III

That the Trust shall be limited to ten thousand membership interests (10,000) of no par value; seven hundred and fifty (750) membership interests shall be issued to the Trustee in payment of the property to be transferred to the trust estate herein provided, and in payment of the service to be performed, by the Trustee and for drilling of wells as hereinafter set forth; the remaining memberships shall be offered for sale by the Trustee or under his direction.

The Trustee shall have the right to enter into a contract with any party or parties for the sale of the membership interests at such prices as he may see fit. He shall also have the right to advance or reduce the price of the membership interests, depending on the enhancement or depreciation of their value or as drilling progresses or their potential value, based on probable earnings. Provided, however, that no certificate or membership shall be issued until the interests represented thereby are fully paid for.

## IV.

That ownership of membership interests in this trust shall be evidenced by certificates in an appropriate form, to be approved by the Trustee. That such certificate shall contain the name of the owner, shall state the number of ownerships it represents, and shall be signed by the Trustee. That membership interests shall be transferrable only upon the books of the Trust upon surrender of the certificate to be transferred properly endorsed.

That such certificates shall be the sole and evidence of ownership of membership interests in this trust estate, and that the ownership of such certificates, as shown on the books of the trust, shall be conclusive evidence of the rights of any person or persons to share in all the rights, privileges, profits and benefits arising from ownership of membership interests in this trust estate, and that neither the Trustee or any other officer or agent of this trust shall be in any way liable to any person by reason of acting upon such evidence or ownership, and the right to do shall not