

COMPARED WHEREAS, it is provided in and by said Trust Indenture that the Trustee and the Co-Trustee may be removed as therein provided, and that a successor Trustee and successor Co-Trustee may be appointed as therein provided, and that every successor Trustee and every successor Co-Trustee shall execute, acknowledge and deliver to its or his predecessor, and also to Meridian Petroleum Corporation, an instrument in writing accepting such appointment under said Trust Indenture, and that thereupon each successor Trustee and each successor Co-Trustee, without any further act, deed or conveyance, shall become fully vested with all the estate, properties, rights, powers, trusts, duties and obligations of its or his respective predecessor, but that such respective predecessor shall, nevertheless, on the written request of its or his successor Trustee or Co-Trustee, execute and deliver an instrument transferring to such respective successor all the estate, properties, rights, powers and trusts of such respective predecessor under said Trust Indenture; and

WHEREAS, the said Fort Dearborn Trust and Savings Bank has heretofore been duly removed as Trustee under said Trust Indenture, and Lawyers Title and Trust Company, a corporation organized and existing under and by virtue of the laws of the State of New York, and having its principal office in the City, County and State of New York, has heretofore been duly appointed as Trustee under said Trust Indenture in succession to said Fort Dearborn Trust and Savings Bank, and has heretofore accepted such appointment as Trustee in succession to said Fort Dearborn Trust and Savings Bank; and

WHEREAS, said James S. McClellan has heretofore been duly removed as Co-Trustee under said Trust Indenture and Thorwald Stallknecht, of Orange, in the State of New Jersey, has heretofore been duly appointed as Co-Trustee under said Trust Indenture in succession to said James S. McClellan, and said Thorwald Stallknecht has heretofore accepted such appointment as Co-Trustee, all in the manner provided by said Trust Indenture; and

WHEREAS, Lawyers Title and Trust Company, as such successor Trustee, and said Thorwald Stallknecht, as such successor Co-Trustee, have heretofore made written requests upon said Fort Dearborn Trust and Savings Bank and James S. McClellan to execute and deliver an instrument transferring to said Lawyers Title and Trust Company, as Trustee, and Thorwald Stallknecht, as Co-Trustee, all the estates, properties, rights, powers, and trusts which they respectively received as Trustee and Co-Trustee respectively under and pursuant to said Trust Indenture;

NOW, THEREFORE, said Fort Dearborn Trust and Savings Bank and James S. McClellan, in performance of said trusts and by virtue of the power and authority to them respectively given in and by said Trust Indenture and every other power and authority then hereunto enabling, and for and in consideration of the premises and of One Dollar to them in hand paid, the receipt whereof is hereby acknowledged, do hereby grant, bargain and sell unto said Lawyers Title and Trust Company and said Thorwald Stallknecht and its and his successor and successors in the trusts created by said Trust Indenture forever, all the property and rights described in said Trust Indenture and all other property and interests of every kind and nature which by virtue of any provision of said Trust Indenture have become subject thereto.

TO HAVE AND TO HOLD, all and singular the above premises and property, rights, privileges and appurtenances and all other properties and interests of every kind and nature, which by virtue of any provision of said Trust Indenture has become subject thereto, unto said Lawyers Title and Trust Company and said Thorwald Stallknecht, and its and his successor and successors respectively in the trusts created by said Trust Indenture forever, as fully and effectually to all intents and purposes in law and with the same effect as if said Lawyers Title and Trust Company had been named in said Trust Indenture as the Trustee thereunder and said Thorwald Stallknecht had been named in said Trust Indenture as Co-Trustee.