

237910 C.J.

COMPARED

EXHIBIT C.

AGREEMENT AND DECLARATION

OF

TRUST

THIS AGREEMENT AND DECLARATION OF TRUST ( hereinafter designated Declaration of Trust), made and entered into in the City of Tulsa, State of Oklahoma, between James S. Terry, together with his successor, hereinafter designated Trustee, and James S. Terry, subscriber, WITNESSETH: That,

WHEREAS, the said subscriber proposes to convey, assign, transfer, and deliver, and the said subscriber does hereby convey, assign, transfer, and deliver to the Trustee all the property specified in Schedules "A," "B," "C," "D," "E," "F," and "G," hereof, respectively; except a division order in favor of the Exchange National Bank of Tulsa, Oklahoma to pay a balance of approximately \$8,000.00 of the purchase price covering the property described in Schedules "F" and "G", and

WHEREAS, it is the purpose and intention that the trust hereby created and designated as Terry Oil & Gas Co. shall manage, conduct, and operate the said leases, royalty interests, and other property, and to conduct any business or enterprise in connection therewith or incidental thereto which the Trustee may deem desirable for the best interests of the said lands and property; and,

WHEREAS, the Trustee, for the purpose of defining the beneficial interests of the subscriber and his respective assigns in the said lands and property, has agreed to issue to such subscriber negotiable certificates for One Thousand Shares of beneficial interests in the said trust in the following proportions, to-wit:

Name of Beneficiary: James S. Terry,

Number of Shares of Beneficial Interests: 1,000.

NOW, THEREFORE, the Trustee hereby declares that he will hold the said lands, leases, royalty interests, and property to be acquired by him as aforesaid, as well as all other property which he may acquire as such Trustee, together with the proceeds and avails thereof ( all of such property being hereinafter sometimes referred to as "trust estate") in trust to hold, manage, and dispose of the same and to collect, receive, and distribute the net income thereof for the benefit of the cestui que trustent ( hereinafter designated as holders of beneficial interests ) from time to time whose beneficial interests are represented by certificates for shares of beneficial interests issued hereunder and in the manner and subject to the stipulations herein contained, to-wit:

ARTICLE I.

Section 1: Insofar as may be practicable and convenient, the Trustee shall manage the trust estate, execute all instruments of writing, and do and perform all other things relating to this trust under the name of Terry Oil & Gas Co., and every duly authorized instrument executed in such name shall have the same effect as if executed in the name of the Trustee.

Section 2: James S. Terry, of Tulsa, Oklahoma, shall be and shall constitute the original trustee hereunder; in case of the death, resignation, or inability at any time to act on the part of the said Trustee, the vacancy thus created shall be filled by the majority vote of the holders of beneficial interests. As soon as the Trustee so elected shall have accepted the terms of this trust, the trust estate shall, without any further