

2016-3723 12/27/2016 10:00:00 AM Vol: 333 Pg: 660

**NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OF THE FOLLOWING INFORMATION FROM THIS INSTRUMENT BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.**

THE STATE OF TEXAS       §  
  §  
COUNTY OF GLASSCOCK   §

**UNIVERSAL COUNTY-WIDE CONVEYANCE AND ASSIGNMENT OF MINERAL, ROYALTY AND LEASEHOLD INTERESTS**

This Universal County-Wide Conveyance and Assignment of Mineral, Royalty and Leasehold Interests (the "Conveyance") is made and entered into as of the 1<sup>st</sup> day of January, 2017, to be effective for all purposes as of the same date (the "Effective Date") by P.T. WURSTER, AS TRUSTEE OF THE CRADDICK FAMILY TRUST CREATED BY TRUST AGREEMENT DATED DECEMBER 7, 1983, whose address is 2 Lakes Drive, Midland, Texas 79705, THOMAS R. CRADDICK, JR., whose address is 1511 Woodlawn Blvd., Austin, Texas 78703, and CHRISTI L. CRADDICK, whose address is 1500 Dillman Street, Austin, Texas 78703, as Grantors (the "Grantors"), to QUARRY, LLC, whose address is 1500 Dillman Street, Austin, Texas 78703, as Grantee (the "Grantee").

**Recitations:**

- A. The Craddick Family Trust (the "Trust") was created by Trust Agreement dated December 7, 1983, by and between Thomas R. Craddick and wife, Nadine Nayfa Craddick, as Grantors, and P.T. Wurster, as Trustee (the "Trust Agreement"). The primary beneficiaries of the Trust are Fred E. Nayfa and wife, Josephine Farris Nayfa, and Russell F. Craddick and wife, Beatrice E. Craddick (each a "Primary Beneficiary" and collectively the "Primary Beneficiaries"). The remainder beneficiaries of the Trust are the children of the Grantors, being Thomas R. Craddick, Jr. and Christi L. Craddick (each a "Remainder Beneficiary" and collectively the "Remainder Beneficiaries").
- B. Pursuant to the terms of the Trust Agreement, the Trust terminates upon the later to occur of the death of the last Primary Beneficiary to die or upon the youngest living child of Grantors attaining the age of thirty (30) years, at which time the trust estate shall be distributed to the children of the Grantors, outright and free of trust.

- C. Russell F. Craddick died on October 26, 1986. Beatrice E. Craddick died on January 19, 2001. Fred E. Nayfa died on April 10, 2012. Josephine Farris Nayfa died on October 31, 2015. Each of the Remainder Beneficiaries has attained thirty (30) years of age. As a result, the trust estate is to be distributed to the Remainder Beneficiaries.
- D. P.T. Wurster continues to serve as Trustee of the Trust as of the date of execution of this Conveyance. P.T. Wurster desires to fully divest the Trust of all of its assets and distribute such assets to the Remainder Beneficiaries.
- E. Simultaneously with the Trustee's distribution of the trust estate to the Remainder Beneficiaries, the Remainder Beneficiaries desire to convey their respective portions of the trust estate to a Texas limited liability company formed by them, being Quarry, LLC. They desire that any interest to be received by them as a result of the termination of the trust and the distribution of the trust estate be conveyed to Quarry, LLC.
- F. In order to effect the terms of the Trust Agreement, and to effect the wishes of the Remainder Beneficiaries, the Grantors named herein have agreed to execute this Conveyance.

**Grant:**

NOW THEREFORE, the undersigned P.T. WURSTER, AS TRUSTEE OF THE CRADDICK FAMILY TRUST CREATED BY TRUST AGREEMENT DATED DECEMBER 7, 1983, THOMAS R. CRADDICK, JR., and CHRISTI L. CRADDICK (as defined above, the "GRANTORS"), hereby GRANT, DISTRIBUTE, ASSIGN and CONVEY to QUARRY, LLC, a Texas limited liability company, whose mailing address is 1500 Dillman Street, Austin, Texas 78703 (as defined above, the "GRANTEE"), all of the Trust's interests in and to the following:

- i. All right, title, and interest in the oil, gas and other minerals in, under, and that may be produced, saved, sold and/or marketed from any and all lands located in Glasscock County, Texas owned, claimed by or standing of record in the name of the Trust (collectively, the "Interests"), including, without any limitation whatsoever, any and all fee simple mineral interests, royalty interests (whether participating or non-participating), overriding royalty interests, working interests, and any and all other interests that may arise under any oil and gas leases or oil, gas, and mineral interests currently of record in Glasscock County, Texas that cover, or purport to cover, any such lands located in such county, with such lands to include, again without limitation, those tracts or parcels of land that are described with some

specificity in the Exhibit A that is attached hereto and made a part hereof for all purposes; and

- ii. All present or future rights appurtenant or belonging to the Interests, including, without limitation, all of the Trust's: (A) rights of ingress, egress and possession to explore for oil, gas and other minerals and to produce, treat, process, store, transport, market and remove all or any of them from the premises; (B) rights under each valid and subsisting oil, gas and other mineral lease to which the Interests are subject, including, but not limited to, all bonuses, delay rentals, royalties, shut-in and minimum royalties; (C) rights to any and all sums payable by any lessee, operator, purchaser or seller of production, governmental agency, tribunal or other party with respect to oil, gas and/or other minerals production attributable to any of the Interests, including without limitation all revenues, payments, accounts, suspended funds, refunds and interest on overdue payments; (D) rights, claims and causes of action with respect to the sums described in item (C), including without limitation claims for the underpayment of royalties; and, (E) any other claims, demands, suits, causes of action, obligations, damages, proceeds, settlements and distributions of whatsoever kind or character, known or unknown, relating or attributable to the Interests.

This Conveyance is made subject, however, to the following terms:

1. This Conveyance is made and accepted subject to the terms and provisions of all valid and subsisting oil and gas leases, unitization agreements and amendments thereto and any other instrument affecting the lands or any of the Interests and appearing of public record. Although subject to such existing oil and gas leases, the Grantors and Grantee agree that during the existence of such oil and gas leases, Grantee shall enjoy all of the rights of the lessor thereunder, including, without limitation, all bonuses, royalties, rentals, production payments, and any other rights attributable thereto. Further, upon the expiration of any such oil and gas leases, the Grantee shall hold full executive rights over any unleased oil and gas interests. It is the intention of the Grantors and the Grantee for the Grantee to acquire hereunder any and all rights appurtenant to the mineral estate associated with any and all of the Interests.
2. IN ADDITION TO ANY PROPERTY DESCRIBED OR TO WHICH REFERENCE IS MADE IN EXHIBIT A, IF THE TRUST CURRENTLY OWNS ANY OTHER OIL, GAS, OR OTHER MINERAL INTEREST (INCLUDING, BUT NOT LIMITED TO, ANY AND ALL LEASEHOLD INTERESTS, WORKING INTERESTS, OVERRIDING ROYALTY INTERESTS, PARTICIPATING AND NON-PARTICIPATING ROYALTY INTERESTS, NET PROFITS INTERESTS, PRODUCTION PAYMENT INTERESTS, UNLEASED MINERAL INTERESTS, AND ANY OTHER INTEREST IN MINERALS) IN GLASSCOCK COUNTY, THE TITLE TO WHICH

CURRENTLY STANDS IN THE TRUST'S NAME, GRANTORS DO GRANT, BARGAIN, SELL, ASSIGN, TRANSFER, AND CONVEY THAT INTEREST TO GRANTEE. GRANTORS SPECIFICALLY AFFIRM THAT THEY INTEND THAT ANY SUCH INTEREST IS TO BE INCLUDED WITHIN THE DEFINITION OF THE "INTERESTS", AND FURTHER INTEND TO CONVEY TO GRANTEE EVERY POSSIBLE PRESENT INTEREST THAT THE TRUST HAS TO ANY OIL, GAS, OR MINERAL PROPERTY LOCATED IN GLASSCOCK COUNTY, WHETHER ACTUALLY OR PROPERLY DESCRIBED HEREIN OR NOT, AND ALL OF SAID OIL, GAS, AND MINERAL INTERESTS ARE COVERED AND INCLUDED HEREIN AS FULLY IN ALL RESPECTS AS IF THEY HAD BEEN ACTUALLY AND PROPERLY DESCRIBED HEREIN. IN LIGHT OF THE DECISION IN *GREER V. J. HIRAM MOORE, LTD.*, 72 S.W.3D 436 (TEX. APP.-CORPUS CHRISTI 2002, PET. GRANTED), GRANTORS INTEND FOR THIS PARAGRAPH, WHEN READ IN CONJUNCTION WITH THE ENTIRETY OF THIS INSTRUMENT, TO CLEARLY EXPRESS GRANTORS' INTENTIONS BEYOND A REASONABLE LEVEL OF CERTAINTY. GRANTORS DO NOT INTEND TO LIMIT THE OIL, GAS, AND MINERAL INTERESTS IN LANDS IDENTIFIED BY THIS PROVISION TO SMALL PIECES OR STRIPS OF LAND THAT MAY EXIST WITHOUT THE KNOWLEDGE OF ANY ONE OF THE PARTIES TO THIS INSTRUMENT BY REASON OF INCORRECT SURVEYING, CARELESS LOCATION OF FENCES, OR OTHER MISTAKES. RATHER, GRANTORS SPECIFICALLY INTEND FOR THIS UNIVERSAL COUNTY-WIDE CONVEYANCE AND ASSIGNMENT OF MINERAL, ROYALTY AND LEASEHOLD INTERESTS TO INCLUDE ALL OIL, GAS, AND MINERAL INTERESTS IN THOSE LANDS OWNED BY THE TRUST IN GLASSCOCK COUNTY, INCLUDING SPECIFICALLY ANY OIL, GAS, OR MINERAL INTEREST THAT GRANTORS MAY OWN IN SAID COUNTY, WHETHER ACTUALLY AND PROPERLY DESCRIBED HEREIN OR NOT.

3. Because this is a countywide conveyance, Grantors acknowledge that this instrument may cover but not particularly describe significant property interests. Grantors therefore agree to execute such other and further written instruments as Grantee may deem necessary or advisable to carry out the purposes of this instrument, including, without limitation, any instrument needed to vest or confirm in Grantee title to any of the Interests.
4. Grantors intend to execute county-wide conveyances, in multiple counterparts, covering all of the Trust's interests in every county in which it owned, or may have owned, interests in oil, gas, and other minerals. All of such counterparts are to be read collectively, with the effect of conveying all of the Trust's Interests to the Grantee.

TO HAVE AND TO HOLD the above described premises, together with all and singular the right and appurtenances thereto in anywise belonging unto the Grantee, its successors and assigns forever, and Grantors hereby binds themselves to warrant and forever defend, all and singular, the said premises against every person whomsoever lawfully claiming or to claim any part thereof, by, through, or under Grantors, but not

otherwise. This Universal County-Wide Conveyance and Assignment of Mineral, Royalty and Leasehold Interests is made with full rights of substitution and subrogation of Grantee, in and to all covenants and warranties of title heretofore given or made by others with respect to the property, or any part thereof, and Grantors hereby transfer and convey to Grantee all Grantors' rights under any and all such covenants and warranties of title that Grantors are entitled to enforce.

EXECUTED on the date acknowledged below but effective for all purposes as of January 1, 2017, to be binding and inure to the benefit of Grantors, Grantee and each of their respective heirs, successors, legal representatives and assigns.

GRANTORS:

*P. T. Wurster*

P.T. WURSTER, AS TRUSTEE OF THE CRADDICK FAMILY TRUST CREATED BY TRUST AGREEMENT DATED DECEMBER 7, 1983

*Thomas R. Craddick Jr.*

THOMAS R. CRADDICK, JR.

*Christi L. Craddick*

CHRISTI L. CRADDICK

STATE OF TEXAS

COUNTY OF MIDLAND

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This instrument was acknowledged before me on this 13<sup>th</sup> day of December, 2016, by P.T. Wurster, in the capacity stated.

Notary Seal:



*Susan G. Wynn*

Notary Public, State of Texas

STATE OF TEXAS

COUNTY OF TRAVIS *Midland* §  
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This instrument was acknowledged before me on this 14<sup>th</sup> day of December, 2016, by Thomas R. Craddick, Jr., in the capacity stated.

Notary Seal:



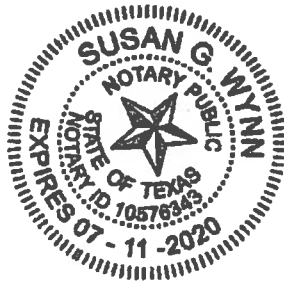
Susan G. Wynn  
Notary Public, State of Texas

STATE OF TEXAS

COUNTY OF TRAVIS *Midland* §  
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This instrument was acknowledged before me on this 14<sup>th</sup> day of December, 2016, by Christi L. Craddick, in the capacity stated.

Notary Seal:



Susan G. Wynn  
Notary Public, State of Texas

**EXHIBIT A**

**GLASSCOCK COUNTY, TX**

1. Lease Name: Reed "21"  
Operator: Apache Corporation

**Block 36, T-4-S, T&P Ry. Co. Survey**

Section 21: E/2 E/2, containing 160 acres, more or less, from the surface down to 8,500 feet below the surface

**FILED**  
AT 10:00:00 AM  
on December 27, 2016  
INS. NO. 2016-3723

**STATE OF TEXAS**  
**COUNTY OF GLASSCOCK**

I hereby certify that this instrument was FILED on the date and at the time stamped hereon by me and was duly RECORDED in the Volume and Page of the named RECORDS of Glasscock County, Texas, as stamped hereon by me.



*Rebecca Bada*

County Clerk, Glasscock County, Texas

**OFFICIAL PUBLIC RECORDS**

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Recorded December 27, 2016

*Rebecca Bada*  
County Clerk, Glasscock County, Texas

By *Adriana Ramirez*  
Deputy