

BRACEWELL & PATTERSON

2900 SOUTH TOWER PENNZOIL PLACE
HOUSTON, TEXAS 77002-2781
713 223 2900
CABLE BRACEPAT HOU
TELEX 76 2141

2000 K STREET N.W.
WASHINGTON, D.C. 20006-1809
202 828 5800
TELEX 89 2573
27 GROSVENOR SQUARE
LONDON W1X 0DY
01 491 4805
TELEX 23459
100 CONGRESS AVENUE
AUSTIN, TEXAS 78701-4042
512 472 7800

December 21, 1988

By Federal Express

Minerals Management Services
1201 Elmwood Park Boulevard
Suite 102
New Orleans, Louisiana 70123

Re: Recordation of Full Release of Liens

Dear Sirs:

Please find enclosed one (1) original and six (6) copies of a certain Full Release of Liens dated December 9, 1988, executed by MBank Corpus Christi, N.A.

Please file a copy of the Release of Liens in each of the following lease files:

- (i) OCS-G-4721;
- (ii) OCS-G-9047;
- (iii) OCS-G-8132;
- (iv) OCS-G-4259;
- (v) OCS-G-4138;
- (vi) OCS-G-4137; and
- (vii) OCS-G-6055.

Enclosed is a check in the amount of \$175.00 to cover recordation fees.

R E C E I V E D

DEC 23 1988

**Minerals Management Service
Leasing & Environment**

BRACEWELL & PATTERSON

**Mineral Management Services
December 20, 1988
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Your prompt attention in this matter is greatly appreciated.

Very truly yours,

Bracewell & Patterson


DeJeanne P. Keller

**DPK/lgd
Enclosures
11DPKS/A**

FULL RELEASE OF LIENS

THE STATE OF TEXAS §
 § KNOW ALL MEN BY THESE PRESENTS:
COUNTIES OF CALHOUN, §
MATAGORDA, BRAZOKIA, §
GALVESTON, ARANSAS, §
NUECES AND BAYLOR, §
AND FEDERAL OFFSHORE §

That, MBank Corpus Christi, N.A., a National banking association (herein the "Bank") with principal offices at 500 North Shoreline, Corpus Christi, Texas, 78403, is the present beneficiary, mortgagee and secured party pursuant to and under those certain security documents listed in Exhibit "A" attached hereto and made a part hereof for all purposes (herein the "Security Documents") executed by Walter Oil & Gas Corporation (herein "Maker") whose address is Suite 240, The Main Building, Houston, Texas, 77002,.

In consideration of the full and final payment and discharge of all indebtedness, obligations or other payments or performance owed by Maker to Bank, whether arising under the Secured Documents or otherwise, the Bank does hereby fully and completely forever RELEASE, RELINQUISH, DISCHARGE and QUITCLAIM unto Maker free of all liens, mortgages, encumbrances and security interests created under or by virtue of the Security Documents or in connection with any indebtedness or obligations of Maker to Bank, all of the interests of the Bank in and to the lands, leases, real and personal property, rights or other interests described in the Security Documents. For the same consideration, Bank does hereby RELEASE and DISCHARGE and does by these presents RELEASE and DISCHARGE the properties subject to the Security Documents from all liens held by Bank securing any indebtedness from Maker to Bank including without limitation all liens created by the Security Documents. All security

R E L I N Q U I S H E D


DEC 23 1988

interests arising under the Security Documents are hereby terminated.

Bank agrees to execute and deliver to Maker any other document or instrument in order to fully and effectively carry out the purposes and intents of the foregoing.

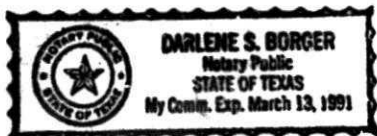
EXECUTED as of this 9th day of December, 1988.

MBANK CORPUS CHRISTI, N.A.

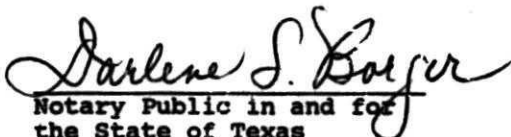
By 
Name Eric Kern
Title Vice President

STATE OF TEXAS §
 §
COUNTY OF NUECES §

This instrument was acknowledged before me on the 9th day of December, 1988, by Eric Kern, Vice President, of MBank Corpus Christi, N.A., a national banking association, on behalf of said bank.



My Commission Expires:
March 13, 1991


Notary Public in and for
the State of Texas

Notary's Printed Name:
Darlene S. Borger

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EXHIBIT "A"

Security Documents

1. Deed of Trust, Mortgage and Assignment and Financing Statement, dated October 31, 1984, between Walter Oil & Gas Corporation and MBank Corpus Christi, N.A., recorded in Volume 66, Page 143, of the Real Property Records of Baylor County, Texas.

2. Oil and Gas Properties Deed of Trust, Mortgage and Assignment and Financing Statement dated August 1, 1985, executed by Walter Oil & Gas Corporation, as Grantor, in favor of Paul N. Davis, as Trustee for the benefit of MBank Corpus Christi, N.A., executed in multiple counterparts and recorded as follows: (1) filed for record in Brazoria County, Texas, on September 6, 1985, under Clerk's File No. 31005, and recorded in Volume 181, Pages 860-865 of the 1985 Official Records of Brazoria County, Texas; (2) filed for record in Matagorda County, Texas, on September 6, 1985, under Clerk's File No. 7483 and recorded in Volume 81, Pages 233-238 of the Official Records of Matagorda County, Texas; (3) filed for record in Galveston County, Texas, on September 9, 1985, under Clerk's File No. 8536089 and recorded at Microfilm Code No. 004-08-1936 through 004-08-1942 of the Official Public Records of Real Property of Galveston County, Texas; (4) filed with the Minerals Management Service, Gulf of Mexico OCS Region on September 11, 1985, as Case No. OCS-G 4259; and (5) recorded in Volume 232, Page 80, of the Real Property Records of Baylor County, Texas.

3. Designation of Additional Indebtedness Secured by deed of Trust dated October 15, 1985 executed by Walter Oil & Gas Corporation in favor of Cecelia E. Jurak, Trustee for MBank Corpus Christi, N.A., recorded at Clerk's File No. 37129 and recorded in Volume 201, Page 490 of the 1985 Official Records, Brazoria County, and at Microfilm Code No. 004-19-2001 through 004-19-2003 of the Official Public Records of Real Property of Galveston County, Texas, and recorded in Volume 67, Page 216, of the Real Property Records of Baylor County, Texas.

4. Oil and Gas Properties Deed of Trust, Mortgage and Assignment and Financing Statement dated September 24, 1986, executed by Walter Oil & Gas Corporation, as Grantor in favor of Paul N. Davis, as Trustee for the benefit of MBank Corpus Christi, N.A., executed in multiple counterparts and recorded as follows: (1) filed for record in Calhoun County, Texas, on November 5, 1986, under Clerk's File No. 6114, and recorded in Volume 181, Pages 705-710 of the Deed of Trust Records of Calhoun County, Texas; (2) filed for record in Matagorda County, Texas, on November 6, 1986, under Clerk's File No. 8042, and recorded in Volume 130, Pages 149-154 of the Official Records of Matagorda County, Texas; said Deed of Trust having been amended by virtue of an Amendment to Deed of Trust dated September 24, 1986, executed in multiple counterparts and recorded as follows: (1) filed for record in Calhoun County, Texas, on January 9, 1987, under Clerk's File No. 6815, and recorded in Volume 183, Pages 343-344 of the Deed of Trust Records of Calhoun County, Texas; and (2) filed for record in Matagorda County, Texas on January 12, 1987, under Clerk's File No. 225, and recorded in Volume 137, Pages 751-752 of the Official Records of Matagorda County, Texas.

5. Designation of Additional Indebtedness Secured by Deed of Trust Liens, dated December 1, 1986, between Walter Oil & Gas Corporation in favor of MBank Corpus Christi, N.A., recorded in Volume 68, Page 515, of the Real Property Records of Baylor County, Texas, in Volume 2151, Page 500 of the Real Property Records of Nueces County, Texas, in Volume 137, Page 753 of the Real Property Records of Matagorda County, Texas, under File No. 8701158 of the Real Property Records of Galveston County, Texas, under File No. 6814 of the Real Property Records of Calhoun County, Texas, and under File No. 1930 of the Real Property Records of Brazoria County, Texas.

6. Designation of Additional Indebtedness Secured by Deed of Trust Liens dated December 1, 1986 executed by Walter Oil & Gas Corporation in favor of MBank Corpus Christi, N.A., recorded at Clerk's File No. 1930 and recorded at Volume 372, Page 499 of the 1987 Official Records, Brazoria County, and at Microfilm Code No. 005-03-0286 through 005-03-0289 of the Official Public Records of Real Property of Galveston County, Texas.

7. Designation of Additional Indebtedness Secured by Deed of Trust Liens dated December 1, 1986, recorded in Volume 183, Page 339, Deed of Trust Records, Calhoun County and Volume 137, Page 753, Official Records, Matagorda County, executed by Walter Oil & Gas Corporation in favor of MBank Corpus Christi, N.A., acknowledging that the note described therein was in renewal and extension of a promissory note dated October 15, 1985, in the principal amount of \$15,000,000.00 executed by Walter Oil & Gas Corporation in favor of MBank Corpus Christi, N.A.

8. Oil and Gas Properties Deed of Trust, Mortgage and Assignment and Financing Statement dated December 1, 1986, executed by Walter Oil & Gas Corporation, as Grantor, in favor of Paul N. Davis, as Trustee for the benefit of MBank Corpus Christi, N.A., executed in multiple counterparts and recorded as follows: (1) filed for record in Brazoria County, Texas, on January 15, 1987, under Clerk's File No. 1931, and recorded in Volume 372, Pages 503-508 of the 1987 Official Records of Brazoria County, Texas; (2) filed for record in Galveston County, Texas, on January 9, 1987, under Clerk's File No. 3701159 and recorded at Microfilm Code No. 005-03-0290 through 005-03-0295 of the Official Public Records of Real Property of Galveston County, Texas.

9. Oil and Gas Properties Deed of Trust, Mortgage and Assignment and Financing Statement dated October 1, 1987, executed by Walter Oil & Gas Corporation, as Grantor, in favor of Paul N. Davis, as Trustee for the benefit of MBank Corpus Christi, N.A., executed in multiple counterparts and recorded as follows: (1) filed for record in Matagorda County, Texas, on November 19, 1987, under Clerk's File No. 7773, and recorded in Volume 170, Pages 282-289 of the Official Records of Matagorda County, Texas; (2) filed for record in Calhoun County, Texas, on February 24, 1988, recorded under Clerk's File No. 10836, and recorded in Volume 15, Pages 633-641 of the Official Records of Calhoun County, Texas.

10. Oil and Gas Properties Deed of Trust, Mortgage and Assignment and Financing Statement dated October 1, 1987, executed by Walter Oil & Gas Corporation, as Grantor, in favor of Paul N. Davis, as Trustee for the benefit of MBank Corpus Christi, N.A., executed in multiple counterparts and

recorded as follows: (1) filed for record in Galveston County, Texas, on November 30, 1987, under Clerk's File No. 8745421, and recorded at Microfilm Code Nos. 005-58-917 through 005-58-1993 of the Official Public Records of Real Property of Galveston County, Texas; (2) recorded in Calhoun County, Texas, on November 17, 1987, under Clerk's File No. 9982, and recorded in Volume 11, Pages 574-582 of the Official Records of Calhoun County, Texas.

11. Deed of Trust, dated September 9, 1988, between Walter Oil & Gas Corporation, and MBank Corpus Christi, N.A., recorded in Volume 23, Page 758 of the Real Property Records of Calhoun County, Texas; under File Number 263757 of the Real Property Records of Aransas County, Texas; in Volume 201, Page 565 of the Real Property Records of Matagorda County, Texas; under File Number 32537 of the Real Property Records of Brazoria County, Texas; and under File Number 8837563 of the Real Property Records of Galveston County, Texas.

12. Deed of Trust, Mortgage and Assignment and Financing Statement, dated as of September 28, 1988, recorded at File No. 8837563 and recorded at Microfilm Code No. 006-12-2400 through 006-12-2414 of the Official Public Records of Real Property of Galveston County, and in Volume 602, Page 886 of the 1988 Official Records of Brazoria County, Texas, executed by Walter Oil & Gas Corporation, Grantor, in favor of John C. Brooke, Trustee for MBank Corpus Christi, N.A. to secure a promissory note dated February 1, 1988, in the principal amount of \$15,000,000.00.

13. Deed of Trust, Mortgage and Assignment and Financing Statement, dated as of September 28, 1988, recorded in Volume 201, Page 565, Official Records, Matagorda County, under File No. 263757 of the Real Property Records of Aransas County, Texas, and Volume 23, Page 758, Official Records, Calhoun County, executed by Walter Oil & Gas Corporation, Grantor, in favor of John C. Brooke, Trustee for MBank Corpus Christi, N.A. to secure a promissory note dated February 1, 1988, in the principal amount of \$15,000,000.00.