

MINUTE ITEM

This Calendar Item No. 35
was approved as Minute Item
No. 35 by the State Lands
Commission by a vote of 2
0 on 10/26/78
1978.

CALENDAR ITEM

35.

10/78
Thompson

APPROVAL OF AMENDMENTS TO DOCUMENTS CONCERNING
PARTITION AND ASSIGNMENTS OF ATLANTIC RICHFIELD COMPANY'S
INTERESTS IN THE LONG BEACH UNIT

The State Lands Commission, at their special meeting on October 11, 1978, approved the Partitioning and Assignments of ARCO's interests in Tract 1 and Tract 2 of the Long Beach Unit. The closing date for these transactions is currently November 1, 1978.

The Commission has been requested by all principals to extend the closing date to January 1, 1979, which would require amendment of the following 3 documents:

- 1) Agreement and Assignment (Tract 1, Long Beach Unit) dated April 17, 1978, between ARCO and Chevron; and
- 2) Agreement and Assignment (Tracts 1 and 2, Long Beach Unit) dated April 18, 1978, between ARCO and Century Resources Development, Inc. (CRD); and
- 3) Agreement and Assignment (Tracts 1 and 2, Long Beach Unit) dated September 21, 1978, between CRD and Partnership Properties Company.

In addition, the amendments would delete Section 4 of the Agreement and Assignment, dated April 18, 1978, between ARCO and CRD, which provided for purchase of Tract 1 crude oil by ARCO.

The amendments to be executed by the parties are attached as Exhibit "A".

EXHIBIT: A. Amendments to be Executed.

IT IS RECOMMENDED THAT THE STATE LANDS COMMISSION APPROVE THE AMENDMENTS TO THE ASSIGNMENT AGREEMENTS AS PROVIDED FOR IN EXHIBIT "A", WHICH IS ATTACHED AND MADE A PART HEREOF.

52, 57, 58

S 27, 31

AMENDMENT TO
AGREEMENT AND ASSIGNMENT
(Tract 1, Long Beach Unit)

EXHIBIT A

THIS AMENDMENT dated this 20th day of October 1978, by and between ATLANTIC RICHFIELD COMPANY (hereinafter "Atlantic Richfield") and CHEVRON U.S.A. INC. (hereinafter "Chevron"), is made with reference to the following:

A. On April 17, 1978, the parties hereto entered into an Agreement and Assignment (Tract 1, Long Beach Unit) to partition certain jointly acquired interests in a certain agreement with the City of Long Beach entitled "Contractors' Agreement, Long Beach Unit, Wilmington Oil Field, California".

B. The Agreement and Assignment described in Paragraph A provided for an Effective Date of the assignment made therein as 7:00 AM on the first day of the month following the date on which both the State of California and the City of Long Beach have given their consent to such assignment, and further provided that if such consent had not been given on or before October 15, 1978, the Agreement and Assignment should be null and void.

C. The parties hereto desire to amend the Effective Date of the Agreement and Assignment.

NOW, THEREFORE, the parties hereto agree as follows:

1. Paragraph 5 of the Agreement and Assignment (Tract 1, Long Beach Unit) between the parties shall be amended to read as follows:

"The assignments made herein shall become effective at 7:00 AM January 1, 1979, provided that the City of Long Beach and the State of California have given their

(inserted 10/26/78)

consent to such assignments as required by Article 25 of the Contractors' Agreement and have approved January 1, 1979 as the Effective Date prior to November 1, 1978."

2. This Amendment to Agreement and Assignment may be executed in one or more counterparts, and as executed shall constitute an agreement binding on both parties even though the parties do not sign the original of the same counterpart.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment to Agreement and Assignment (Tract 1, Long Beach Unit) as of the date first above written.

ATLANTIC RICHFIELD COMPANY

By: _____

By: _____

CHEVRON U.S.A. INC.

By: *[Signature]*
Its Attorney-in-Fact

By: _____

AMENDMENT TO
AGREEMENT AND ASSIGNMENT
(Tracts 1 and 2, Long Beach Unit)

THIS AMENDMENT dated this *19th* day of *October* 1978, by and between ATLANTIC RICHFIELD COMPANY (hereinafter "Atlantic Richfield") and CENTURY RESOURCES DEVELOPMENT, INC. (hereinafter "CRD"), is made with reference to the following:

A. On April 18, 1978, the parties hereto entered into an Agreement and Assignment (Tracts 1 and 2, Long Beach Unit).

B. The Agreement and Assignment described in Paragraph A provides for an effective date of 7:01 AM on the first day of the month following the date when certain conditions precedent have been fulfilled.

C. The parties desire to amend the effective date of the Agreement and Assignment described in Paragraph A.

NOW, THEREFORE, the parties hereto agree as follows:

1. Paragraph 5 of the Agreement and Assignment (Tracts 1 and 2, Long Beach Unit) dated April 18, 1978, shall be amended to read as follows:

"The assignments made herein shall become effective at 7:01 AM, January 1, 1979, provided that the following conditions precedent have been met:

(a) Prior to November 1, 1978, both the City of Long Beach and the State of California shall have given their consent to the partitioning of Atlantic Richfield's and Chevron U.S.A. Inc.'s joint interest in the Contractors'

in the Contractors' Agreement as provided in that certain Agreement and Assignment as amended between Atlantic Richfield and Chevron, an unexecuted copy of which is attached hereto as Exhibit "E", and shall have approved January 1, 1979 as the Effective Date of said assignment;

(b) Prior to November 1, 1978, both the State of California and the City of Long Beach shall have given their consent to the assignment to CRD of Atlantic Richfield's interests in the Contractors' Agreement as required by Article 25 of the Contractors' Agreement, and the State and City shall have further agreed to release Atlantic Richfield from all liability for the performance of any and all obligations under the Contractors' Agreement arising subsequent to the Effective Date, and shall have approved January 1, 1979 as the Effective Date of said assignment;

(c) Prior to November 1, 1978, the State of California shall have given its consent to the assignment to CRD of Atlantic Richfield's interest in the Tract No. 2 Agreement as required by Article 19 of the Tract No. 2 Agreement, and the State shall have further agreed to release Atlantic Richfield from all liability for the performance of any and all obligations under the Tract No. 2 Agreement arising subsequent to the Effective Date, and shall have approved January 1, 1979 as the Effective Date of said assignment;

(d) Prior to the Effective Date, CRD shall have furnished a copy of this Agreement to the Unit Operator and to all parties having an interest in Tracts No. 1 and No. 2 as required by Article 10 of the Unit Agreement; and,

(e) Prior to the Effective Date, Atlantic Richfield shall have received a certified copy of a resolution duly adopted by the Board of Directors of CRD authorizing the execution of this Agreement and all other documents incidental hereto.

2. Paragraph 4 of the Agreement and Assignment is deleted.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment to Agreement and Assignment (Tracts 1 and 2, Long Beach Unit) as of the date first above written.

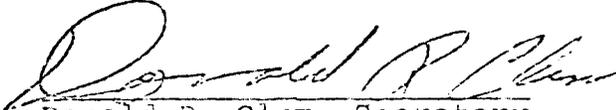
ATTEST:

ATLANTIC RICHFIELD COMPANY

By: _____

ATTEST:

CENTURY RESOURCES DEVELOPMENT, INC.


Donald R. Clem, Secretary

By: 
Morris V. Hodges, President

STATE OF CALIFORNIA)
)
COUNTY OF LOS ANGELES) ss

On this _____ day of _____ in the year 1978,
before me, the undersigned, a Notary Public in and for said
County and State, personally appeared _____
known to me to be the _____
of ATLANTIC RICHFIELD COMPANY, one of the
corporations which executed the within instrument and known to
me to be the persons who executed the within instrument on be-
half of said corporation, and acknowledged to me that such cor-
poration executed the within instrument pursuant to its By-Laws
or a resolution of the Board of Directors.

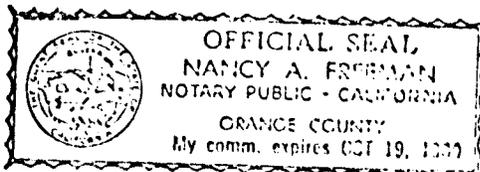
WITNESS my hand and official seal.

NOTARY PUBLIC

STATE OF CALIFORNIA)
)
COUNTY OF ORANGE) ss

On this *14th* day of *October* in the year 1978,
before me, the undersigned, a Notary Public in and for said
County and State, personally appeared MORRIS V. HODGES, known
to me to be the President of CENTURY RESOURCES DEVELOPMENT, INC.,
one of the corporations which executed the within instrument and
known to me to be the person who executed the within instrument
on behalf of said corporation, and acknowledged to me that such
corporation executed the within instrument pursuant to its By-
Laws or a resolution of the Board of Directors.

WITNESS my hand and official seal.



Nancy A. Freeman

NOTARY PUBLIC

(inserted 10/26/78)

AMENDMENT TO
AGREEMENT AND ASSIGNMENT
(Tracts 1 and 2, Long Beach Unit)

THIS AMENDMENT dated this day of , 1978 between CENTURY RESOURCES DEVELOPMENT, INC., a California corporation (hereinafter referred to as "CRD"), and PARTNERSHIP PROPERTIES CO., a Colorado general partnership, (hereinafter referred to as "PP Co."), is made with reference to the following:

A. On September 21, 1978 the parties hereto entered into an Agreement and Assignment (Tracts 1 and 2, Long Beach Unit);

B. The Agreement and Assignment described in Paragraph A provides for an effective date of 7:01 A. M. on the first day of the month following the date where certain conditions precedent have been fulfilled.

C. The parties desire to amend the effective date of the Agreement and Assignment described in Paragraph A.

NOW THEREFORE, the parties agree to amend Paragraph 4 of the Agreement and Assignment (Tracts 1 and 2, Long Beach Unit) dated September 21, 1978 to read in its entirety as follows:

"4. The assignment made herein shall become effective at 7:01 A. M. January 1, 1979, ("Effective Date") provided that all of the following conditions precedent have been met:

a) Prior to November 1, 1978 both the City of Long Beach and the State of California shall have given their consent to the partitioning of Atlantic Richfield Company's and Chevron USA, Inc.'s joint interest in the Contractors' Agreement as provided in that certain Agreement and Assignment between Atlantic Richfield and Chevron, an unexecuted copy of which is attached hereto as Exhibit "E", and have approved the Effective Date of January 1, 1979;

b) Prior to November 1, 1978 both the State of California and the City of Long Beach shall have given their consent to the assignment to CRD of Atlantic Richfield Company's interests

(inserted 10/26/78)

in the Contractors' Agreement as required by Article 25 of the Contractors' Agreement, and the State and City shall have further agreed to release Atlantic Richfield Company from all liability for the performance of any and all obligations under the Contractors' Agreement arising subsequent to the Effective Date, and have approved the Effective Date of January 1, 1979;

c) Prior to November 1, 1978 both the State of California and the City of Long Beach shall have given their consent to the assignment to PP Co. of CRD's interests in the Contractors' Agreement acquired from Atlantic Richfield Company as required by Article 25 of the Contractors' Agreement, and have approved the Effective Date of January 1, 1979;

d) Prior to November 1, 1978 the State of California shall have given its consent to the assignment to CRD of Atlantic Richfield Company's interest in the Tract No. 2 Agreement as required by Article 19 of the Tract No. 2 Agreement and the State shall have further agreed to release Atlantic Richfield from all liability for the performance of any and all obligations under the Tract No. 2 Agreement arising subsequent to the Effective Date, and have approved the Effective Date of January 1, 1979;

e) Prior to November 1, 1978 the State of California shall have given its consent to the assignment to PP Co. of CRD's interest in the Tract No. 2 Agreement acquired from Atlantic Richfield Company as required by Article 19 of the Tract No. 2 Agreement, and have approved the Effective Date of January 1, 1979;

f) All contingencies in the Agreement and Assignment dated April 18, 1978 between Atlantic Richfield Company and CRD, as amended, shall have been met and such assignment shall be effective and in full force;

g) PP Co. shall have furnished a copy of this Agreement to the Unit Operator and to all parties having an interest

(inserted 10/26/78)

in Tracts 1 and 2, as required by Article 10 of the Unit Agreement."

IN WITNESS WHEREOF, the parties hereto have executed this Amendment to Agreement and Assignment as of the date first above written.

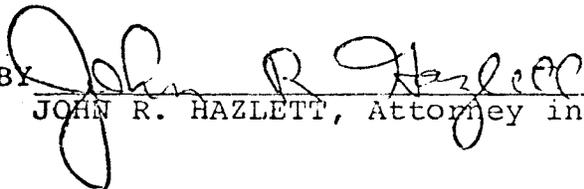
ATTEST:

CENTURY RESOURCES DEVELOPMENT, INC.


DONALD R. CLEM, Secretary

BY 
MORRIS V. HODGES, President

PARTNERSHIP PROPERTIES CO.

BY 
JOHN R. HAZLETT, Attorney in Fact