



**PARAGRAPH TO BE INCLUDED IN**

**PURCHASE AND SALE AGREEMENT**

**IN ORDER TO FACILITATE A LIKE-KIND EXCHANGE**

**Like-Kind Exchanges.** Each party consents to the other party's assignment of its rights and obligations under this Agreement to Petroleum Strategies Inc., the Qualified Intermediary (as that term is defined in Section 1.1031(k)-1(g)(4)(v) of the Treasury Regulations), or to its Qualified Exchange Accommodation Titleholder (as that term is defined in Rev. Proc. 2000-37), in connection with effectuation of a like-kind exchange. However, Seller and Buyer acknowledge and agree that any assignment of this Agreement to Petroleum Strategies, or to a Qualified Exchange Accommodation Titleholder, does not release either party from any of their respective liabilities and obligations to each other under the Agreement. Each party agrees to cooperate with the other to attempt to structure the transaction as a like-kind exchange.