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RECORDING REQUESTED BY AND
WHEN RECORDED MAIL TO:

11/19/08



20082040800

NAME City of Whittier
MAILING ADDRESS 13230 E. Penn Street
CITY, STATE ZIP CODE Whittier, CA 90601

(SPACE ABOVE THIS LINE RESERVED FOR RECORDER'S USE)

Documentary Transfer Tax \$ None (Exempt)
††† Computed on value of interest conveyed
††† Computed on value of interest conveyed less liens
and encumbrances remaining thereon at time of sale
††† No property transfer tax due

By: City of Whittier

**WHITTIER MAIN 2008 MINERAL EXTRACTION
OIL, GAS AND MINERAL LEASE
(SHORT FORM)**

THIS LEASE AND AGREEMENT, made and entered into this 28th day of October, 2008, by and between the CITY OF WHITTIER, a charter municipality of the State of California, hereinafter called "Lessor", and Matrix Oil Corporation, a California corporation (as to an undivided 25%), and Clayton Williams Energy, Inc., a Delaware corporation (as to an undivided 75%), hereinafter called "Lessee".

WITNESSETH:

Lessor hereby leases to Lessee and Lessee hereby leases from Lessor the land hereinafter described, for the purposes and with the exclusive right of prospecting, exploring by geological, geophysical, and all other methods, mining, drilling and operating said land for oil, gas, other hydrocarbons, associated substances, sulphur, nitrogen, carbon dioxide, helium, and other commercially valuable substances* which may be produced through wells on said land, similar to the above mentioned substances. The land hereby leased is situated in Los Angeles County, California, and is described as follows:

SEE EXHIBIT "A" ATTACHED HERETO AND MADE A PART HEREOF

and containing 1280.00 acres, more or less, hereinafter referred to as "said land."

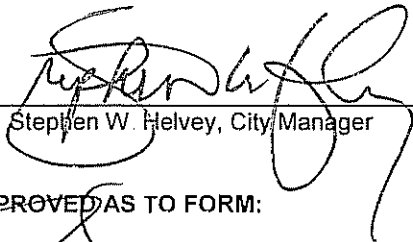
*except for water and geothermal resources

This lease is made for the term and upon and subject to each and all terms, provisions, covenants and conditions set forth in the certain Oil, Gas and Mineral Lease of even date herewith between the parties hereto covering the land hereinabove described, and said Oil, Gas and Mineral Lease is hereby incorporated herein with the same force and effect as though herein set forth at length.


IN WITNESS WHEREOF, said parties have caused this lease to be duly executed at the date first hereinabove written.

LESSOR:

CITY OF WHITTIER

By: 
Stephen W. Helvey, City Manager

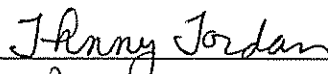
APPROVED AS TO FORM:

By: 
City Attorney

Date: 11-17-08

LESSEE:

MATRIX OIL CORPORATION

By: 
Its: President

CLAYTON WILLIAMS ENERGY, INC.

By: 
T. Mark Tisdale

Its: Vice President & General Counsel

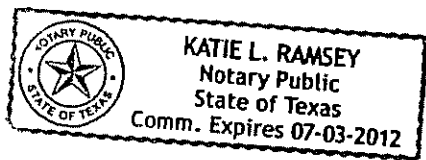
ALL-PURPOSE ACKNOWLEDGMENT FOR CALIFORNIA

STATE OF CALIFORNIA)
) ss
COUNTY OF MIDLAND)

On October 24, 2008, before me, Katie Ramsey, Notary Public
Date Name And Title Of Officer (e.g. "Jane Doe, Notary Public")

personally appeared Johnny Jordan
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s)
whose name(s) is/are subscribed to the within instrument and acknowledged
to me that he/she/they executed the same in his/her/their authorized
capacity(ies), and that by his/her/their signature(s) on the instrument the
person(s), or the entity upon behalf of which the person(s) acted, executed
the instrument.



Place Notary Seal Above

I certify under PENALTY OF PERJURY under the laws of the State of
California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal

Katie L. Ramsey
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document
and could prevent fraudulent removal and reattachment of this form to another document

CAPACITY CLAIMED BY SIGNER

- Individual
Corporate Officer (checked)
President

- Partner(s) Limited (checked)
General
Attorney-In-Fact
Trustee(s)
Guardian/Conservator
Other:

Signer is representing:
Name Of Person(s) Or Entity(ies)
Matrix Oil Corporation

DESCRIPTION OF ATTACHED DOCUMENT

Oil, Gas & Mineral Lease
Title or Type of Document
2
Number Of Pages
October 28, 2008
Date Of Document
Signer(s) Other Than Named Above

ALL-PURPOSE ACKNOWLEDGMENT FOR CALIFORNIA

STATE OF CALIFORNIA)
) ss
COUNTY OF MIDLAND)

On October 24, 2008, before me, Katie Ramsey, Notary Public
Date Name And Title Of Officer (e.g. "Jane Doe, Notary Public")
personally appeared I. Mark Tisdale
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



Place Notary Seal Above

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct

WITNESS my hand and official seal

Katie L. Ramsey
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document

CAPACITY CLAIMED BY SIGNER

- Individual
Corporate Officer (checked) Vice President & General Counsel
Partner(s) Limited/General
Attorney-In-Fact
Trustee(s)
Guardian/Conservator
Other:

Signer is representing:
Name Of Person(s) Or Entity(ies)
Clayton Williams Energy, Inc.

DESCRIPTION OF ATTACHED DOCUMENT

Oil, Gas & Mineral Lease
Title or Type of Document
2
Number Of Pages
October 28, 2008
Date Of Document
Signer(s) Other Than Named Above

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California }
County of Los Angeles }

On November 13, 2008 before me, Virginia M. O'Neill, Notary Public
Date Here, Insert Name and Title of the Officer

personally appeared Stephen W. Helvey
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature Virginia M. O'Neill
Signature of Notary Public

Place Notary Seal Above

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: MATRIX Oil Corp. + Clayton Williams Energy, Inc.

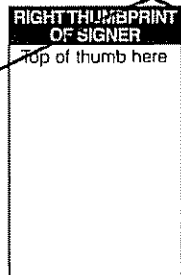
Document Date: October 28, 2008 Number of Pages: _____

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____

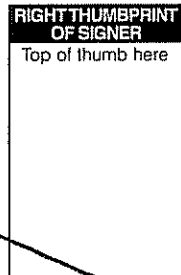
- Individual
- Corporate Officer — Title(s): _____
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____



Signer Is Representing: _____

Signer's Name: _____

- Individual
- Corporate Officer — Title(s): _____
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____



Signer Is Representing: _____

EXHIBIT "A"

All of those lands located in the incorporated area of the City of Whittier acquired by the City of Whittier under the following Deeds:

1. Grant Deed from Mountains Recreation and Conservation Authority to the City of Whittier dated December 20, 1995, and recorded on December 26, 1995, as Instrument Number 95-2043171, Los Angeles County Official Records; and
2. Grant Deed from The Trust for Public Land to the City of Whittier dated September 20, 1995, and recorded on October 16, 1995, as Instrument Number 95-1666829, Los Angeles County Official Records.

APN's:

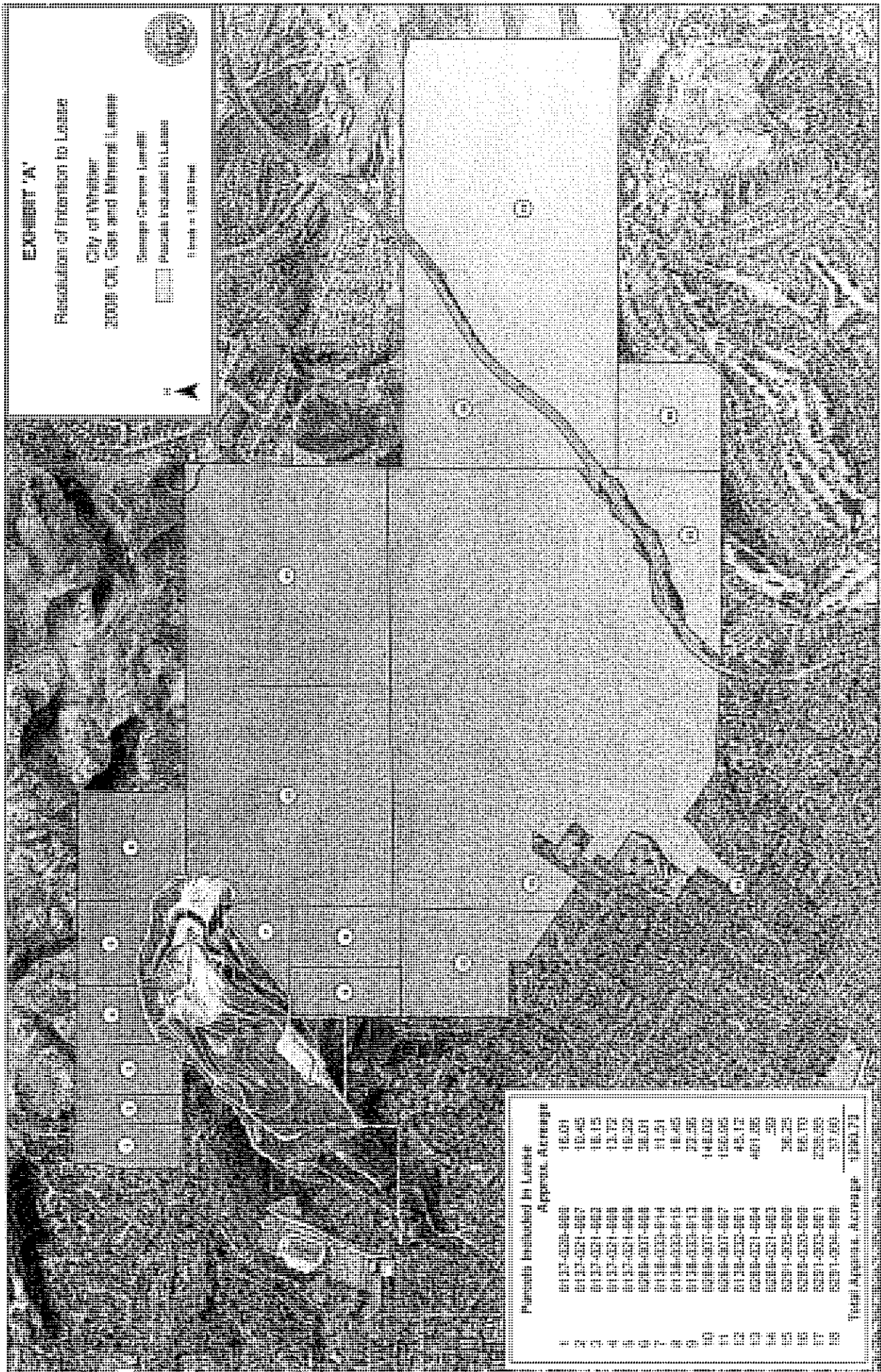
1. 8137-028-900, Approximately 16.01 acres
 8137-021-907, Approximately 10.45 acres
 8137-021-902, Approximately 18.15 acres
 8137-021-908, Approximately 13.72 acres
 8139-021-909, Approximately 19.22 acres
 8289-007-908, Approximately 38.01 acres
 8138-033-914, Approximately 11.51 acres
 8138-033-915, Approximately 18.45 acres
 8138-033-913, Approximately 22.56 acres
 8289-007-909, Approximately 148.02 acres
 8289-007-907, Approximately 150.95 acres
 8138-032-901, Approximately 45.12 acres
 8289-021-904, Approximately 401.86 acres
 8289-021-903, Approximately 0.59 acres
 8291-005-900, Approximately 36.25 acres
 8291-004-900, Approximately 37.60 acres
2. 8289-020-900, Approximately 66.70 acres
 8291-003-901, Approximately 235.55 acres

Total Approximate Area 1290.72 acres

EXHIBIT 'A'

Resolution of Inflation to Lease
 City of Weber
 2000 Oil, Gas and Mineral Lease

Seismic Coverage Available
 Parcels Evaluated to Lease
 6 Weeks to 1,000 Feet



**Parcels Identified by Lease
 Approx. Acreage**

1	0127-0320-000	15.01
2	0127-0321-007	12.45
3	0127-0321-003	16.15
4	0127-0321-000	12.72
5	0127-0321-000	16.22
6	0200-0327-000	20.01
7	0126-0320-010	11.21
8	0126-0320-010	16.45
9	0126-0320-013	22.55
10	0200-0327-000	14.03
11	0200-0327-007	126.25
12	0126-0320-001	45.12
13	0200-0321-004	401.05
14	0200-0321-003	25
15	0200-0327-000	26.25
16	0200-0327-000	66.73
17	0200-0327-001	229.29
18	0200-0327-000	24.63
Total Acreage: Average		120.77