

DOC # 0213354

06/26/2009

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Official Record

Recording requested By
EUREKA COUNTY TREASURER-TRUSTEE

Eureka County - NV

Mike Rebaleati - Recorder

Fee: \$43.00

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RPTT.

Recorded By FES

Book- 0487 Page- 0352

APN# N/A

Recording Requested by:

Name Winstead

Address 1201 Elm Street, Suite 5400

City/State/Zip Dallas, TX 75720



0213354

NOTICE OF SUCCESSOR AGENT AND APPT. OF SUCCESSOR TRUSTEE
(Title of Document)

This page added to provide additional information required by NRS 111.312 Sections 1-2.
(Additional recording fee applies)

This cover page must be typed or printed.

**NOTICE OF SUCCESSOR AGENT AND
APPOINTMENT OF SUCCESSOR TRUSTEE UNDER DEED OF TRUST**

THIS NOTICE OF SUCCESSOR AGENT AND APPOINTMENT OF SUCCESSOR TRUSTEE UNDER DEED OF TRUST (this "Notice") is dated as of June 1, 2009 (the "Effective Date"), and is made by COMERICA BANK, individually and as administrative agent for the lenders ("Banks") from time to time party to the Loan Agreement (as hereinafter defined) (in such capacity, "Agent"). Any term not otherwise defined herein shall have the meaning set forth in the Loan Agreement.

1. NOTICE. Agent hereby provides record notice of the following:


A. JPMorgan Chase Bank, N.A., individually and as agent ("Chase"), the lenders party thereto, and Gulf Coast Package, Ltd., a Texas limited partnership ("Borrower") entered into that certain Restated Loan Agreement dated as of November 1, 2000, as amended by the First Amendment to Loan Agreement dated as of July 1, 2002, the Second Amendment to Restated Loan Agreement dated as of August 11, 2003, the Third Amendment to Restated Loan Agreement dated as of December 29, 2004, the Fourth Amendment to Restated Loan Agreement dated as of December 30, 2005, the Fifth Amendment to Restated Loan Agreement dated as of January 5, 2007, and the Sixth Amendment to Restated Loan Agreement, Waiver and Designation of Borrowing Base dated as of June 25, 2007 (such agreement, together with all amendments and restatements, the "Existing Loan Agreement").

B. Chase, Borrower and Eland Energy, Inc., a Texas corporation ("Eland", together with Borrower, collectively, "Grantor", whether one or more) entered into those certain deeds of trust more particularly described on Exhibit A attached hereto and incorporated herein (as amended, collectively, the "Deeds of Trust").

C. By that certain Assignment and Acceptance Agreement (the "Assignment") dated as of even date herewith, Chase sold and assigned to Comerica Bank one hundred percent (100%) of the outstanding rights and obligations under the Existing Loan Agreement and the other Loan Documents (as such term is defined in the Existing Loan Agreement), including, without limitation, all of the rights and obligations under the Deeds of Trust.

D. By that certain Resignation of Agent and Appointment of Successor Agent (the "Resignation and Appointment") dated as of even date herewith, Chase appointed Comerica Bank as Successor Agent (as such term is defined in the Resignation and Appointment) under the Existing Loan Agreement.

E. Agent, Banks and Gulf Coast have amended and restated the Existing Loan Agreement in its entirety by that certain Second Amended and Restated Loan Agreement dated as of even date herewith (as amended, modified, supplemented and restated from time to time, the "Loan Agreement").

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2. APPOINTMENT OF SUCCESSOR TRUSTEE. Agent hereby removes Reed V. Thompson as Trustee under the Deeds of Trust and appoints **[David B. Terry]** as substitute Trustee under the Deeds of Trust.

[Remainder of page intentionally left blank. Signature page follows.]

IN WITNESS WHEREOF, Agent has executed this Notice as of the Effective Date.

AGENT:

COMERICA BANK

By: Peter L. Sefzik
Peter L. Sefzik
Senior Vice President

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

This instrument was acknowledged before me on the 1st day of June, 2009, by Peter L. Sefzik, as Senior Vice President of Comerica Bank, a Texas state banking corporation, on behalf of said corporation.

Patricia R. Royal
Notary Public, State of Texas

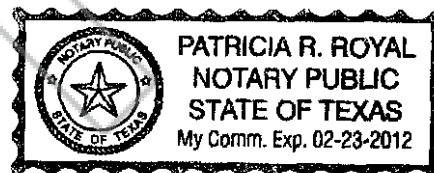


EXHIBIT A

Nevada

Eureka County, Nevada

1. Deed of Trust, Security Agreement, Assignment of Production and Financing Statement dated as of September 30, 1997, as recorded under File No. 168730, in Book 314 at page 057 of the Official Records of Eureka County, Nevada.
2. Amendment to Deeds of Trust dated as of December 29, 2004, as recorded under File No. 196155, in Book 406 at page 279 of the Official Records of Eureka County, Nevada.

Nye County, Nevada

1. Deed of Trust, Security Agreement, Assignment of Production and Financing Statement dated as of September 30, 1997, as recorded under File No. 0429438 in the Official Records of Nye County, Nevada.
2. Amendment to Deeds of Trust dated as of December 29, 2004, as recorded under File No. 615931 in the Official Records of Nye County, Nevada.

