

8-880
ASSIGNMENT OF OIL AND GAS LEASES

KNOW ALL MEN BY THESE PRESENTS:

That FILON EXPLORATION CORPORATION of 1700 Broadway, Suite 2216, Denver, Colorado 80290 (hereinafter sometimes referred to as "Assignor"), for and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, to them in hand paid by AMINOIL USA, INC., Suite 1524 Prudential Plaza, 1050 17th Street, Denver, Colorado 80265 and J. S. ABERCROMBIE MINERAL COMPANY, INC. of 4600 Post Oak Place Drive, Houston, Texas 77027 (hereinafter sometimes referred to as "Assignees"), do hereby bargain, sell, transfer, assign and convey unto Assignees, their heirs, successors and assigns, in the following proportions:

AMINOIL USA, INC. Undivided 35.00%
J. S. ABERCROMBIE MINERAL COMPANY, INC. Undivided 35.00%

of Assignor's right, title and interest in and to the oil and gas leases located in Eureka and Elko Counties, Nevada, and more particularly described in the Lease Schedule attached hereto and by reference made a part hereof and identified as Exhibit "A".

This Assignment is made subject to the terms and provisions of the oil and gas leases described in Exhibit "A" attached hereto, and to the pro rata share of all existing royalties and other lease burdens with which such leases may be encumbered.

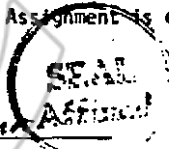
The terms, covenants and conditions hereof shall be binding upon and shall inure to the benefit of Assignor and Assignees and their respective successors or assigns; and such terms, covenants and conditions shall be covenants running with the lands herein described and the leased acreage herein assigned and with each transfer or assignment of said land or leased acreage.

This Assignment is made without warranty of title, either express or implied.

IN WITNESS WHEREOF, this Assignment is executed as of 16 February, 1978.

ATTEST:


Assistant Secretary


SEAL
Affixed

FILON EXPLORATION CORPORATION


Executive Vice President

ACKNOWLEDGEMENT

STATE OF COLORADO }
 } ss.
COUNTY OF DENVER }

On this 16th day of February, 1978, before me personally appeared DON K. HENDERSON, known to me to be the Executive Vice President of the corporation that is described in and that executed the within instrument, and acknowledged to me that such corporation executed the same.

My Commission expires: July 27, 1980


J. A. JOHNSON Notary Public


SEAL
Affixed

DIAMOND VALLEY

12/7/76
REVISED 8-4-76

EXHIBIT 'A', PAGE 1 STATE OF NEVADA COUNTY OF EUREKA

LEASE SCHEDULE

LEASE NO.	LESSOR	LESSEE	DATE	DESCRIPTION	ACRES	RECORDED BOOK PAGE
NV 09/ 001	Bailey, Wilfred et ux	Fillon Exploration Corporation	12/16/76	T23N, R52E, NDM Section 1: Lots 1, 3 Section 2: S34NE1/4, N1/2SE1/4 T24N, R52E, MDM Section 25: S3SE1/4 Section 36: S4, NE1/4, SE1/4NW1/4 T24N, R53E, MDM Section 30: Lots 3, 4 T23N, R54E, MDM Section 15: N1/2SE1/4 Section 22: E3/4SW1/4 Section 27: E3/4NW1/4, W1/2NE1/4, SE1/4NE1/4, N1/2SE1/4 T23N, R54E, MDM Section 3: Lot 4, S4, SW1/4NE1/4, S1/4NW1/4 Section 4: Lots 1, 2, 3, S4, SW1/4NE1/4 Section 9: NE1/4 Section 10: W1/2, W1/2NE1/4, NE1/4NE1/4 T24N, R54E, MDM Section 4: Lots 2, 3, SW1/4NE1/4, SE1/4NW1/4 Section 9: S1/2NE1/4, W1/2SE1/4 Section 10: S1/2SW1/4 Section 22: S1/2NW1/4, W1/2SW1/4, W1/2NE1/4 Section 27: S1/2SW1/4 Section 34: E1/4NW1/4, E1/4SW1/4, W1/2SE1/4 T24N, R52E, MDM Section 1: SE1/4NE1/4, NE1/4SE1/4 T24N, R53E, MDM Section 6: Lots 4, 5, 7, SE1/4NW1/4, S1/2NE1/4, E1/4SW1/4, SE1/4 Section 7: Lot 1, NE1/4NW1/4, W1/2NE1/4 T24N, R52E, MDM Section 1: SE1/4NE1/4, NE1/4SE1/4 T24N, R53E, MDM Section 6: Lots 4, 5, 7, SE1/4NW1/4, S1/2NE1/4, E1/4SW1/4, SE1/4 Section 7: Lot 1, NE1/4NW1/4, W1/2NE1/4	58	24
002	Hubbard, Roy E. et ux	Fillon Exploration Corporation	12/16/76	T23N, R54E, MDM Section 15: N1/2SE1/4 Section 22: E3/4SW1/4 Section 27: E3/4NW1/4, W1/2NE1/4, SE1/4NE1/4, N1/2SE1/4 T23N, R54E, MDM Section 3: Lot 4, S4, SW1/4NE1/4, S1/4NW1/4 Section 4: Lots 1, 2, 3, S4, SW1/4NE1/4 Section 9: NE1/4 Section 10: W1/2, W1/2NE1/4, NE1/4NE1/4 T24N, R54E, MDM Section 4: Lots 2, 3, SW1/4NE1/4, SE1/4NW1/4 Section 9: S1/2NE1/4, W1/2SE1/4 Section 10: S1/2SW1/4 Section 22: S1/2NW1/4, W1/2SW1/4, W1/2NE1/4 Section 27: S1/2SW1/4 Section 34: E1/4NW1/4, E1/4SW1/4, W1/2SE1/4 T24N, R52E, MDM Section 1: SE1/4NE1/4, NE1/4SE1/4 T24N, R53E, MDM Section 6: Lots 4, 5, 7, SE1/4NW1/4, S1/2NE1/4, E1/4SW1/4, SE1/4 Section 7: Lot 1, NE1/4NW1/4, W1/2NE1/4 T24N, R52E, MDM Section 1: SE1/4NE1/4, NE1/4SE1/4 T24N, R53E, MDM Section 6: Lots 4, 5, 7, SE1/4NW1/4, S1/2NE1/4, E1/4SW1/4, SE1/4 Section 7: Lot 1, NE1/4NW1/4, W1/2NE1/4	58	26
003	Thompson, T. Milton	Fillon Exploration Corporation	12/14/76	T23N, R54E, MDM Section 3: Lot 4, S4, SW1/4NE1/4, S1/4NW1/4 Section 4: Lots 1, 2, 3, S4, SW1/4NE1/4 Section 9: NE1/4 Section 10: W1/2, W1/2NE1/4, NE1/4NE1/4 T24N, R54E, MDM Section 4: Lots 2, 3, SW1/4NE1/4, SE1/4NW1/4 Section 9: S1/2NE1/4, W1/2SE1/4 Section 10: S1/2SW1/4 Section 22: S1/2NW1/4, W1/2SW1/4, W1/2NE1/4 Section 27: S1/2SW1/4 Section 34: E1/4NW1/4, E1/4SW1/4, W1/2SE1/4 T24N, R52E, MDM Section 1: SE1/4NE1/4, NE1/4SE1/4 T24N, R53E, MDM Section 6: Lots 4, 5, 7, SE1/4NW1/4, S1/2NE1/4, E1/4SW1/4, SE1/4 Section 7: Lot 1, NE1/4NW1/4, W1/2NE1/4 T24N, R52E, MDM Section 1: SE1/4NE1/4, NE1/4SE1/4 T24N, R53E, MDM Section 6: Lots 4, 5, 7, SE1/4NW1/4, S1/2NE1/4, E1/4SW1/4, SE1/4 Section 7: Lot 1, NE1/4NW1/4, W1/2NE1/4	58	22
004-A	Marshall, William, et ux	Fillon Exploration Corporation	12/21/76	T24N, R52E, MDM Section 1: SE1/4NE1/4, NE1/4SE1/4 T24N, R53E, MDM Section 6: Lots 4, 5, 7, SE1/4NW1/4, S1/2NE1/4, E1/4SW1/4, SE1/4 Section 7: Lot 1, NE1/4NW1/4, W1/2NE1/4 T24N, R52E, MDM Section 1: SE1/4NE1/4, NE1/4SE1/4 T24N, R53E, MDM Section 6: Lots 4, 5, 7, SE1/4NW1/4, S1/2NE1/4, E1/4SW1/4, SE1/4 Section 7: Lot 1, NE1/4NW1/4, W1/2NE1/4	58	113
004-B	Tepper, Theodore M. et ux	Fillon Exploration Corporation	12/27/76	T24N, R52E, MDM Section 1: SE1/4NE1/4, NE1/4SE1/4 T24N, R53E, MDM Section 6: Lots 4, 5, 7, SE1/4NW1/4, S1/2NE1/4, E1/4SW1/4, SE1/4 Section 7: Lot 1, NE1/4NW1/4, W1/2NE1/4 T24N, R52E, MDM Section 1: SE1/4NE1/4, NE1/4SE1/4 T24N, R53E, MDM Section 6: Lots 4, 5, 7, SE1/4NW1/4, S1/2NE1/4, E1/4SW1/4, SE1/4 Section 7: Lot 1, NE1/4NW1/4, W1/2NE1/4	58	337

DIAMOND VALLEY

12/27/8
REVISED 8-4-88

LEASE SCHEDULE
EXHIBIT "A", PAGE 2 STATE OF NEVADA COUNTY OF EUREKA

LEASE NO.	LESSOR	LESSEE	DATE	DESCRIPTION	ACRES	RECORDED BOOK PAGE
NW 09/ 005-A	Sadler, Reinhold, et al)	Filon Exploration Corporation	2/4/77	T24N, R52E, MDBM Section 12: E1/2NE1/4 Section 13: NE1/4, SW1/4NW, SW1/4, NW1/4SE1/4, S1/2SE1/4 Section 23: E1/2E1/4, W1/2SE1/4 Section 24: All Section 25: W1/2, NW1/4 Section 26: NE1/4, NW1/4SE1/4, E1/2SE1/4	59	87
006-A	Diamond Star Ranch, Inc.	Filon Exploration Corporation	2/4/77	T24N, R53E, MDBM Section 17: SW1/4SW1/4 Section 18: Lots 3, 4, E1/2SW1/4, W1/2SE1/4, SE1/4SE1/4 Section 19: Lots 1, 2, 3, 4, E1/2W1/4, W1/2E1/4 Section 29: NW1/4, W1/2SE1/4, NW1/4SW1/4, W1/2NE1/4, SE1/4SE1/4 Section 30: Lots 1, 2, E1/2NW1/4, NE1/4, NW1/4SE1/4	60	37
006-B	Stark, Angel D.	Filon Exploration Corporation	2/14/78	T25N, R53E, MDBM Section 5: SE1/4SE1/4 T23N, R52E, MDBM Section 11: NE1/4NE1/4, SW1/4NE1/4 Section 12: S1/2SW1/4 Section 13: NE1/4NW1/4, SW1/4NW1/4 Section 24: E1/2, E1/2W1/4 Section 25: NE1/4, E1/2NW1/4 Section 36: NW1/4, SW1/4NW1/4, SE1/4NW1/4, SW1/4NE1/4 Section 19: Lots 1, 2, 3, 4 Section 30: Lots 1, 2 T23N, R52E, MDBM Section 11: NE1/4NE1/4, SW1/4NE1/4 Section 12: S1/2SW1/4 Section 13: NE1/4NW1/4, SW1/4NW1/4 Section 24: E1/2, E1/2W1/4 Section 25: NE1/4, E1/2NW1/4 Section 36: NW1/4, SW1/4NW1/4, SE1/4NW1/4, SW1/4NE1/4 T23N, R53E, MDBM		

DIAMOND VALLEY

12/17/76

EXHIBIT 'A', PAGE 3 STATE OF NEVADA

LEASE SCHEDULE

COUNTY OF EUREKA

DESCRIPTION

RECORDED BOOK PAGE

NV 09/	LEASE NO.	LESSOR	LESSEE	DATE	DESCRIPTION	ACRES	BOOK	PAGE
	010-A	Loudy Ranch	Fillon Exploration Corporation	12/17/76	<p>T23N, R52E, MDH Section 36: SW1/4, SE1/4</p> <p>T24N, R53E, MDH Section 17: SW1/4 Section 18: Lots 3, 4, E1/2, W1/2, SE1/4 Section 19: Lots 1, 2, 3, 4, E1/2, W1/2 Section 29: NW1/4, W1/2, W1/2, W1/2, SE1/4 Section 30: Lots 1, 2, E1/2, NE1/4, W1/2 Section 32: W1/2</p> <p>T25N, R52E, MDH Section 12: E1/2 Section 13: NE1/4, SW1/4, SW1/4, NW1/2, SE1/4 Section 23: E1/2, W1/2 Section 24: A11 Section 25: N1/2, W1/2 Section 26: E1/2, W1/2, NW1/4, W1/2, E1/2</p>	61	286	

Pine Valley

1977
REVISED 5-1-77

EXHIBIT "A", PAGE 4

STATE OF Nevada

COUNTY OF Elko

LEASE SCHEDULE

LEASE NO.	LESSOR	LESSEE	DATE	DESCRIPTION	ACRES	RECORDED BOOK PAGE
NV 11/001A	Herrick, Raymond B. et ux	Fillon	02/03/77	T28N, R52E N38W Sec. 9 S18W, S28SEK Sec. 10 SE1/4W, SE1/4N, NE1/4W, SW1/4W, NW1/4SEK Sec. 14 S1/4W Sec. 15 N1/4W, SE1/4N, S1/4E S	58	299
001B	Herrick, Jerry A. et ux	Fillon	02/03/77	T28N, R52E N38W Sec. 9 S18W, S28SEK Sec. 10 SE1/4W, SE1/4N, NE1/4W, SW1/4W, NW1/4SEK Sec. 14 S1/4W Sec. 15 N1/4W, SE1/4N, S1/4E S	58	373
002	Smith, Frank B., Jr. et ux	Fillon	02/09/77	T27N, R51E, M38W Sec. 13, Pt. of NE1/4, commencing at E1/4 corner Sec. 13, N60 01 Deg N 2630.54 ft. to corner No. 1, POB, N 361.50 ft. to corner No. 2, a point on the North-South 1/4 Sec. 13, N along 1/4 line 1325.50 ft. to corner No. 3, a point on Sec. 13 361.50 ft. to corner No. 4, S 1325.50 ft. to corner No. 1, POB.	61	592
003	Bots, Milton, et ux	Fillon	02/11/77	T27N, R52E M38W Sec. 18 Lots 1, 2, E1/4NW	58	339
004	Morrill, Harold E., et al	Fillon	02/09/77	T27N, R51E M38W Sec. 13 Pt. of NE1/4, commencing at E1/4 corner Sec. 13, N 2158.95 ft. along 1/4 sec. line to a point on N1/4E1/4W line of NY State Hwy 10, 20, N34 50 Deg E, along said row line 639.60 ft. to corner No. 1, the POB, then N34 50 deg E 539.70 ft. to corner No. 2, N 1137.23 ft. to corner No. 3, a point on north-south 1/4 sec. line sec. 13, S along said sec. line 443 ft. to corner No. 4, E 828.96 ft. to corner No. 1, the POB.	58	360

PINE VALLEY

1977'S
RECORDS

LEASE SCHEDULE

EXHIBIT 'A', PAGE 5, STATE OF Nevada COUNTY OF Esmeralda

LEASE NO.	LESSOR	LESSEE	DATE	DESCRIPTION	ACRES	RECORDED BOOK PAGE
005A	Sallaberry, Graciense	Filion	02/03/77	T28N, R50E, MDBM Sec. 24 SE1/4 Sec. 25 NW1/4NE1/4, NE1/4 T28N, R51E, MDBM Sec. 18 NE1/4 Sec. 21 NW1/4, SE1/4NW1/4, SW1/4NE1/4	58	275
006A	Tomara, Battista, et al	Filion	02/04/77	T30N, R51E, MDBM Sec. 2 Lots 1, 2, 3, 4, 5, 6 Sec. 4 Lots 1, 2, 3, SE1/4NW1/4, SE1/4 Sec. 10 Lots 1, 2, 3, 4, 5, 6, 7, 8, W1/4 Sec. 14 N1/4, SW1/4, NW1/4SE1/4	58	392
006B	Shurtz, Rex Leroy, et ux	Filion	02/14/77	T30N, R51E, MDBM Sec. 2 Lots 1, 2, 3, 4, 5, 6 Sec. 4 Lots 1, 2, 3, SE1/4NW1/4, SE1/4 Sec. 10 Lots 1, 2, 3, 4, 5, 6, 7, 8, W1/4 Sec. 14 N1/4, SW1/4, NW1/4SE1/4	58	401
007	Rand & Son, Inc.	Filion	02/14/77	T30N, R51E, MDBM Sec. 14 SW1/4SE1/4 Sec. 22 A11 Sec. 26 A11	58	397
008	Sestanovich, Tony, et ux	Filion	02/07/77	T22N, R52E, :10DBM Sec. 11 NW1/4NE1/4 - full int. Sec. 23 NW1/4NE1/4, E1/4NW1/4, NW1/4NE1/4, NE1/4SW1/4 - 1/2 int.	58	376
009	Southern Pacific Land Co.	Filion	02/15/77	T28N, R51E Sec. 17 A11 T29N, R51E Sec. 3 A11 Sec. 15 A11 T30N, R51E Sec. 11 A11 Sec. 23 A11 Sec. 27 A11 Sec. 35 A11	59	22

LS 201-2
REVISED 6-6-66

Pine Valley

EXHIBIT "A" PAGE 6 STATE OF Nevada COUNTY OF Eureka & Elko

LEASE SCHEDULE

LEASE NO.	LESSOR	LESSEE	DATE	DESCRIPTION	ACRES	RECORDED BOOK PAGE
010	Southern Pacific Land Co.	Fillon	02/15/77	T28N, R52E Sec. 1 Lots 1, 2, 3, 4, SW $\frac{1}{4}$ T29N, R52E Sec. 3 All Sec. 11 NW $\frac{1}{4}$ Sec. 15 Lots 1, 2, 3, 4, NW $\frac{1}{4}$ Sec. 23 NW $\frac{1}{4}$ Sec. 27 All Sec. 35 All T30N, R52E Sec. 1 All Sec. 11 All Sec. 13 All Sec. 23 NW $\frac{1}{4}$, SW $\frac{1}{4}$, SNE $\frac{1}{4}$, SSW $\frac{1}{4}$ Sec. 25 All Sec. 25 All Sec. 35 All	59	26
012-A	Paxton, Tafe, et al	Fillon	2/7/78	T25N, R50E MDBM Section 24: SE $\frac{1}{4}$ SW $\frac{1}{4}$, NW $\frac{1}{4}$ SW $\frac{1}{4}$ Section 25: S $\frac{1}{2}$ SW $\frac{1}{4}$, SE $\frac{1}{4}$ Section 35: E $\frac{1}{2}$ NE $\frac{1}{4}$, SW $\frac{1}{4}$ NE $\frac{1}{4}$, E $\frac{1}{2}$ SW $\frac{1}{4}$, SE $\frac{1}{4}$ Section 36: NW $\frac{1}{4}$ NE $\frac{1}{4}$, NW $\frac{1}{4}$, NW $\frac{1}{4}$ SW $\frac{1}{4}$ T26N, R50E MDBM Section 1: SE $\frac{1}{4}$ NE $\frac{1}{4}$, NW $\frac{1}{4}$ SW $\frac{1}{4}$, E $\frac{1}{2}$ SE $\frac{1}{4}$ Section 11: NE $\frac{1}{4}$ NE $\frac{1}{4}$ Section 12: E $\frac{1}{2}$ NE $\frac{1}{4}$, NE $\frac{1}{2}$ SE $\frac{1}{4}$ Section 24: E $\frac{1}{2}$ SE $\frac{1}{4}$ T27N, R51E MDBM Section 30: Lot 4, SW $\frac{1}{4}$ NE $\frac{1}{4}$, E $\frac{1}{2}$ SW $\frac{1}{4}$, NW $\frac{1}{4}$ SE $\frac{1}{4}$ Section 31: Lot 1		

Aminoil USA, Inc.

RECORDED AT THE REQUEST OF
 March 6 1978 at 30 min part 9 A.M. by
 Book 62 of OFFICIAL RECORD page 569-575 RECORDS OF
 EUREKA COUNTY, NEVADA WILLIS A. DePAOLI Recorder
 File No. 64680 Fee \$ 9.00

64680

BOOK 62 PAGE 575