

Eureka County,
Nevada- File NO. 68416

ASSIGNMENT OF LEASES

THIS ASSIGNMENT OF LEASES, effective as of March 30, 1979, at 7:00 a.m., local time, is from ASHLAND EXPLORATION, INC., a Delaware corporation (herein called "Assignor"), 2 Houston Center, Houston, Texas 77002 to LEAR PETROLEUM CORPORATION (herein called "Assignee").

For \$10.00 and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by Assignor, Assignor hereby transfers, grants, conveys and assigns to Assignee all of Assignor's right, title and interest in, to and under all of those oil, gas and mineral Leases of Assignor, described in Exhibit A (herein called the "Leases").

To have and to hold the Leases unto Assignee and its successors and assigns forever.

The Leases are being sold by Assignor to Assignee without recourse, covenant or warranty of any kind, express, implied or statutory, including warranties as to title and to the extent the Leases conveyed hereby constitute personal property or fixtures, ASSIGNOR EXPRESSLY DISCLAIMS AND NEGATES (a) ANY IMPLIED OR EXPRESS WARRANTY OF MERCHANTABILITY, (b) ANY IMPLIED OR EXPRESS WARRANTY OF FITNESS FOR A PARTICULAR PURPOSE, AND (c) ANY IMPLIED OR EXPRESS WARRANTY OF CONFORMITY TO MODELS OR SAMPLES OF MATERIAL.

Assignor hereby assigns to Assignee, with full right of subrogation, to the extent so transferable, the benefit of and the right to enforce the covenants and warranties, if any, which Assignor is entitled to enforce with respect to the Leases against Assignor's predecessors in title to the Leases except any covenants or warranties that Assignor may have the right to enforce against Ashland Oil, Inc., or any affiliate due to the fact that such entity was a predecessor in title to Assignor with respect to any of the Leases.

Separate assignments of the Leases shall be executed on approved forms by Assignor to Assignee, in sufficient counterparts to satisfy applicable statutory and regulatory requirements. Said assignments shall be deemed to contain all of the exceptions, reservations, rights, titles, powers and privileges set forth herein as fully as though the same

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were set forth in each such assignment. The interests conveyed by such separate assignments are the same, and not in addition to, the Leases conveyed herein.

Reference is made to Exhibit A attached hereto and made a part hereof for all purposes. References in Exhibit A to instruments on file in the public records are made for all purposes. Unless provided otherwise, all recording references in Exhibit A are to the official real property records of the county or parish in which the Leases are located. There may be omitted, from each copy of this Assignment of Leases which is to be recorded in the official real property records of a county or parish, those portions of Exhibit A relating to portions of the Leases located outside of such county or parish.

This Assignment of Leases shall bind and inure to the benefit of Assignor and Assignee and their respective successors and assigns.

Madonna Morris
Witness Madonna Morris

ASHLAND EXPLORATION, INC.

Hugh M. McIntosh
Witness Hugh M. McIntosh

By Arloe W. Mayne
Vice-President
ARLOE W. Mayne

(SEAL)

STATE OF TEXAS §
COUNTY OF HARRIS §

Be it remembered, that, I, the undersigned a Notary Public duly qualified, commissioned, sworn and acting in and for the County and State aforesaid, hereby certify that, on the day and year set forth at the end of this acknowledgment, there appeared before me ARLOE W. MAYNE, Vice President of Ashland Exploration, Inc., a Delaware corporation, party to the foregoing instrument, who resides at 2 Houston Center, Houston, Texas.

The foregoing instrument was acknowledged before me this day by such person, the designated officer of said corporation.

(Colorado)

Before me appeared such person, to me personally known, who, being by me duly sworn, did say that he is the designated officer of said corporation, and that the seal affixed to said instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged said instrument to be the true act and deed of said corporation.

(Louisiana,
New Mexico,
Oregon)

The foregoing instrument was acknowledged before me this date by such person, the designated officer of said corporation, on behalf of said corporation.

(Nebraska,
North Dakota,
Arizona,
South
Carolina)

Before me personally appeared such person, who is known to me to be the person whose name is subscribed to the foregoing instrument as the designated officer of said corporation, being one of the corporations named in said instrument, and who is personally known to me to be such officer of said corporation, and acknowledged to me that he executed said instrument for the purposes and consideration therein expressed, for and on behalf of and as the act of said corporation.

(Texas)

Before me personally appeared such person, who, being by me duly sworn, did say, that he is the designated officer of said corporation, and that said instrument was signed on behalf of said corporation by resolution of its Board of Directors, and he acknowledged to me that said corporation executed the same.

(Utah)

Before me appeared such person, to me personally known, who, being by me duly sworn, did say that he is the designated officer of said corporation, and that the seal affixed to said instrument is the corporate seal of said corporation and that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors, and he acknowledged said instrument to be the free act and deed of such corporation.

(Wyoming)

Before me personally appeared such person, who, being known to me, acknowledged before me on this

(Alabama,
Nevada)

day that, being informed of the contents of the conveyance, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Before me personally appeared such person, who acknowledged himself to be the designated officer of said corporation, and that he, as such officer, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as such officer.

(Arkansas,
South
Dakota)

Before me personally appeared such person, to me known, and known to me to be the designated officer of said corporation, and to me known to be the person who executed the foregoing instrument, and acknowledged the execution thereof to be his free act and deed, and the free act and deed of said corporation, for the uses and purposes therein mentioned.

(Florida)

Before me personally appeared such person known to me to be the designated officer of the corporation that executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

(Idaho,
Montana,
California)

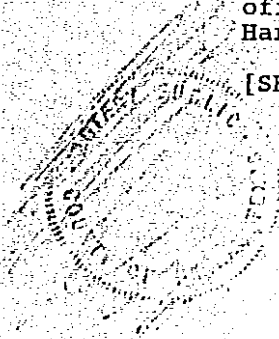
Before me personally appeared such person, who, being by me first duly sworn, declared that he is the designated officer of said corporation, that he executed the foregoing document as the designated officer of the corporation, and that the statements therein contained are true.

(Mississippi)

Before me personally appeared such person, to me known to be the designated officer of said corporation, that executed the within and foregoing instrument, and acknowledged said instrument to be free and voluntary act and deed of said corporation, for the uses and purposes, therein mentioned, and on oath stated that he was authorized to execute said instrument and that the seal affixed is the corporate seal of said corporation.

(Washington)

IN WITNESS WHEREOF, I have hereunto set my hand and official notarial seal in the City of Houston, County of Harris, State of Texas, this 30th day of March, 1979.



[SEAL]

Linda Simmons
Linda Simmons, Notary Public

Printed name of Notary Public

Linda Simmons

Residing at 15319 Falcon Ridge
Humble, Texas 77338

My commission expires:

9/5/80

COPY

EXHIBIT A
TO THAT CERTAIN ASSIGNMENT OF LEASES FROM
ASHLAND EXPLORATION, INC. TO LEAR PETROLEUM CORPORATION

PREAMBLE

The Leases described on this Exhibit A are transferred without warranties of any kind, including warranties as to title, except certain representations of limited duration contained in that certain Purchase and Sale Agreement between Assignee and Assignor of even date herewith. Assignee accepts the Leases subject to the matters burdening the Leases, together with the Permitted Encumbrances (as defined in said Purchase and Sale Agreement) and, pursuant to the Purchase and Sale Agreement referenced above, assumes all obligations of Assignor with respect to the Leases and the matters burdening such Leases as of the date hereof.

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NON-PRODUCING LEASEHOLD

PAGE NO. 1

EXHIBIT "A"
TO THAT CERTAIN PURCHASE AND SALE
AGREEMENT BY AND BETWEEN ASHLAND
EXPLORATION, INC. AND LEAR PETROLEUM
CORPORATION. DATED ~~MAR 30 1979~~

COUNTY
PARISH OF CLARK

STATE OF NEVADA

NON-PRODUCING LEASE NUMBER	LESSOR	LEASE DATE	RECORDED		
			ENTRY NO.	BOOK	PAGE

06197700	BUREAU OF LAND MANAGEMENT	03/01/78			
	----- TOWNSHIP RANGE SECTION DESCRIPTION -----				
	317S 065E 13 W/2				
	PROSPECT: 002237 RM SOUTH MOAPA VALLEY				
06197800	BUREAU OF LAND MANAGEMENT	10/01/78			
	----- TOWNSHIP RANGE SECTION DESCRIPTION -----				
	20S 65E 9 F2				
	20S 65E 10 LOT 1, W2, NE4, N2SE4, SW4SE4				
	PROSPECT: 002237 RM SOUTH MOAPA VALLEY				
06205700	BUREAU OF LAND MANAGEMENT	01/01/79			
	----- TOWNSHIP RANGE SECTION DESCRIPTION -----				
	018S 066E 29 ALL				
	018S 066E 32 ALL				
	PROSPECT: 002236 RM BUFFINGTON WINDOW				
06206100	BUREAU OF LAND MANAGEMENT	11/01/78			
	----- TOWNSHIP RANGE SECTION DESCRIPTION -----				
	017S 065E 23 ALL				
	017S 065E 26 ALL				
	Prospect: 002237 RM SOUTH MOAPA VALLEY				
06206200	Bureau of Land Management	11/01/78			
	1-----Township Range Section Description-----1				
	017S 065E 24 ALL				
	Prospect: 002237 RM SOUTH MOAPA VALLEY				

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PAGE NO. 1

EXHIBIT "A"
TO THAT CERTAIN PURCHASE AND SALE
AGREEMENT BY AND BETWEEN ASHLAND
EXPLORATION, INC. AND LEAR PETROLEUM
CORPORATION. DATED MAR 30 1979

STATE OF NEVADA

COUNTY
PARISH OF ELKO

NON-PRODUCING LEASE
NUMBER LESSOR LEASE DATE RECORDED
ENTRY NO. BOOK PAGE

05796200 BLM 12/01/77
----- TOWNSHIP RANGE SECTION DESCRIPTION -----
37N 57E 20 ALL
37N 57E 28 ALL
37N 57E 30 LOTS 1,2,3,4,E2W2,E2 (ALL)
37N 57E 32 ALL
PROSPECT: 002220 RM HUMBOLDT PROSPECT

05796300 BLM 12/01/77
----- TOWNSHIP RANGE SECTION DESCRIPTION -----
36N 56E 32 NW, S2
36N 56E 34 ALL
PROSPECT: 002220 RM HUMBOLDT PROSPECT

05796400 BLM 12/01/77
----- TOWNSHIP RANGE SECTION DESCRIPTION -----
33N 53E 12 LOTS 1,2,3,4,W2E2,W2 (ALL)
33N 53E 24 LOTS 1,2,W2NE,NW,W2SW,SWSW
33N 53E 36 LOTS 1,2,3,4,W2E2
PROSPECT: 002220 RM HUMBOLDT PROSPECT

05796500 BLM 12/01/77

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EXHIBIT "A"
TO THAT CERTAIN PURCHASE AND SALE
AGREEMENT BY AND BETWEEN ASHLAND
EXPLORATION, INC. AND LEAR PETROLEUM
CORPORATION. DATED MAR 30 1979

STATE OF NEVADA

COUNTY
PARISH OF FLKO

NON-PRODUCING LEASE
NUMBER LESSOR LEASE DATE RECORDED
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J5796500

CONTINUE

TOWNSHIP	RANGE	SECTION	DESCRIPTION
36N	56E	12	LOTS 1 THRU 16 (ALL)
36N	56E	14	LOTS 1 THRU 16 (ALL)
36N	56E	16	ALL

PROSPECT: 002220 RM HUMBOLDT PROSPECT

J6181900

BLM N-18386

02/01/78

TOWNSHIP	RANGE	SECTION	DESCRIPTION
35N	54E	36	ALL

PROSPECT: 002220 RM HUMBOLDT PROSPECT

06182000

BLM N-17934

03/01/78

TOWNSHIP	RANGE	SECTION	DESCRIPTION
34N	54E	34	ALL
34N	54E	36	N2 NW

PROSPECT: 002220 RM HUMBOLDT PROSPECT

06182100

BLM N-17933

02/01/78

TOWNSHIP	RANGE	SECTION	DESCRIPTION
33N	54E	06	LOTS 1 THRU 7, S2NE, SENW, SE,
33N	54E	06	E2SW (All)
33N	54E	10	SENE
33N	54E	12	ALL

PROSPECT: 002220 RM HUMBOLDT PROSPECT

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TO THAT CERTAIN PURCHASE AND SALE
AGREEMENT BY AND BETWEEN ASHLAND
EXPLORATION, INC. AND LEAR PETROLEUM
CORPORATION. DATED ~~MAR 30 1979~~

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STATE OF NEVADA

COUNTY
PARISH OF EUREKA

NON-PRODUCING LEASE
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ENTRY NO. BOOK PAGE

05594000 HLM 01/01/78

TOWNSHIP	RANGE	SECTION	DESCRIPTION
17N	50E	22	ALL
17N	50E	24	ALL
17N	50E	35	ALL
17N	50E	36	ALL

PROSPECT: 001297 RM ANTELOPE VALLEY

05594100 BLM 01/01/78

TOWNSHIP	RANGE	SECTION	DESCRIPTION
17N	50E	23	ALL
17N	50E	25	ALL

PROSPECT: 001297 RM ANTELOPE VALLEY

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CORPORATION, DATED MAR 30 1979

COUNTY
PARISH OF LINCOLN

STATE OF NEVADA

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05594200	BLM	10/01/77			
	TOWNSHIP	RANGE	SECTION	DESCRIPTION	
	06S	57E	01	LOTS 1,2,3,4,S2N2,S2 (ALL)	
	06S	57E	02	LOTS 1,2,3,4,S2N2,S2 (ALL)	
	06S	57E	03	LOTS 1,2,3,4,S2N2,S2 (ALL)	
	06S	57E	10	ALL	
	PROSPECT:	001295	RM TIKABOO VALLEY		

05594300	BLM	11/01/77			
	TOWNSHIP	RANGE	SECTION	DESCRIPTION	
	006S	057E	12	ALL	
	006S	057E	14	ALL	
	PROSPECT:	001295	RM TIKABOO VALLEY		

05594400	BLM	11/01/77			
	TOWNSHIP	RANGE	SECTION	DESCRIPTION	
	006S	057E	15	ALL	
	006S	057E	22	ALL	
	006S	057E	23	ALL	
	PROSPECT:	001295	RM TIKABOO VALLEY		

05594500	BLM	10/01/77			
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AGREEMENT BY AND BETWEEN
EXPLORATION, INC. AND BEAR PEAK OIL
CORPORATION. DATED APR 30 1979

STATE OF NEVADA

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PARISH OF LINCOLN

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			ENTRY NO.	BOOK	PAGE

05594500	CONTINUE				
	TOWNSHIP	RANGE	SECTION	DESCRIPTION	
	06S	57E	25	ALL	
	06S	57E	26	ALL	
	06S	57E	27	ALL	
	06S	57E	34	ALL	
	PROSPECT:	001295	RM TIKABOD VALLEY		

05594600	BLM	11/01/77			
	TOWNSHIP	RANGE	SECTION	DESCRIPTION	
	016S	057E	36	ALL	
	PROSPECT:	001295	RM TIKABOD VALLEY		

05594700	BLM	10/01/77			
	TOWNSHIP	RANGE	SECTION	DESCRIPTION	
	05S	57E	01	ALL	
	05S	57E	02	ALL	
	05S	57E	03	ALL	
	05S	57E	04	ALL	
	PROSPECT:	001295	RM TIKABOD VALLEY		

05594800	BLM	10/01/77			
	TOWNSHIP	RANGE	SECTION	DESCRIPTION	
	05S	57E	05	ALL	

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COUNTY
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05594800

CONTINUE

TOWNSHIP	RANGE	SECTION	DESCRIPTION
055	57E	06	ALL
055	57E	07	ALL
055	57E	08	ALL

PROSPECT: 001295 RM TIKABOO VALLEY

05594900

BLM

10/01/77

TOWNSHIP	RANGE	SECTION	DESCRIPTION
0055	057E	09	ALL
0055	057E	10	ALL
0055	057E	11	ALL
0055	057E	12	ALL

PROSPECT: 001295 RM TIKABOO VALLEY

05595000

BLM

11/01/77

TOWNSHIP	RANGE	SECTION	DESCRIPTION
0055	057E	13	ALL
0055	057E	15	ALL
0055	057E	16	ALL

PROSPECT: 001295 RM TIKABOO VALLEY

05595100

BLM

10/01/77

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EXPLORATION, INC. AND LEAR PETROLEUM
CORPORATION. DATED MAR 30 1979

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STATE OF NEVADA

COUNTY
PARISH OF LINCOLN

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05595100 CONTINUE

TOWNSHIP	RANGE	SECTION	DESCRIPTION
0055	057E	17	ALL
0055	057E	18	ALL
0055	057E	19	ALL
0055	057E	20	ALL

PROSPECT: 001295 RM TIKABOO VALLEY

05595200 BLM 11/01/77

TOWNSHIP	RANGE	SECTION	DESCRIPTION
0055	57E	22	ALL
0055	57E	23	ALL
0055	57E	24	ALL

PROSPECT: 001295 RM TIKABOO VALLEY

05595300 BLM 10/01/77

TOWNSHIP	RANGE	SECTION	DESCRIPTION
55	57E	25	ALL
55	57E	28	ALL

PROSPECT: 001295 RM TIKABOO VALLEY

05595400 BLM 10/01/77

TOWNSHIP	RANGE	SECTION	DESCRIPTION
55	57E	29	ALL

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EXHIBIT "A"
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EXPLORATION, INC. AND LEAR PETROLEUM
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05595400 CONTINUE

TOWNSHIP	RANGE	SECTION	DESCRIPTION
5S	57E	30	ALL
5S	57E	31	ALL
5S	57E	32	ALL

PROSPECT: 061295 RM TIKABOO VALLEY

05595500 BLM 10/01/77

TOWNSHIP	RANGE	SECTION	DESCRIPTION
05S	57E	33	ALL
05S	57E	34	ALL
05S	57E	35	ALL
05S	57E	36	ALL

PROSPECT: 001295 RM TIKABOO VALLEY

05595600 BLM 10/01/77

TOWNSHIP	RANGE	SECTION	DESCRIPTION
06S	58E	07	ALL LOTS 1,2,3,4,E2W2,E21
06S	58E	30	ALL LOTS 1,2,3,4,E2W2,E21

PROSPECT: 001295 RM TIKABOO VALLEY

05595700 BLM 10/01/77

TOWNSHIP	RANGE	SECTION	DESCRIPTION
07S	58E	08	ALL

Township	Range	Section	Description
07S	58E	16	All

Prospect: 001295 RM Tikaboo Valley

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EXHIBIT "A"
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STATE OF NEVADA

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PARISH OF NYE

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U5795500 BLM 02/01/76
TOWNSHIP RANGE SECTION DESCRIPTION
006N 061E 04 SE
PROSPECT: 002219 RM EAGLE SPRINGS SE

05795600 BLM 12/01/75
TOWNSHIP RANGE SECTION DESCRIPTION
6N 61E 04 SW
6N 61E 08 NENE 52NE N2SE 5WSE 52SW NESW
PROSPECT: 002219 RM EAGLE SPRINGS SE

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121953

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RECORDED AT THE REQUEST OF
Turner, Hitchens, et al
on June 7 1979
at 30 min. past 11 A. M.
in Book 70 of OFFICIAL
RECORDS, page 429, 444, RECORDS
OF EUREKA COUNTY, NEVADA
WILL A. DEPAOLI
Recorder
File No. 68416 Fee \$ 18.00
68416

INDEXED

RECORDED BK 290 PG 409
JERRY D. REYNOLDS
ELKO CO. RECORDER

FILED FOR RECORD
AT REQUEST OF
Turner, Hitchens, McInerney,
Webb & Hartnett
121953
79 APR 23 P 2: 39

FILED AND RECORDED AT REQUEST OF
ROBERT JACKSON
APR 16 1979
AT 1 MINUTES PAST 9 O'CLOCK
P.M. IN BOOK 29 OF OFFICIAL
RECORDS, PAGE 557 LINCOLN
COUNTY, NEVADA
Sparks Deibel
COUNTY RECORDER

64124

CLARK COUNTY NEVADA
JOAN L. SWIFT, RECORDER
RECORDED AT REQUEST OF
Turner, Hitchens et al.
MAY 25 12 47 PM '79
FEE 18.00 DEPUTY na
OFFICIAL RECORDS
BOOK INSTRUMENT

1061 1020723

RETURN DOCUMENT TO:
Turner, Hitchens, McInerney, Webb & Hartnett
1700 Mercantile Bank Bldg.
Dallas, Texas 75201

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16-16

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18.00