

ASSIGNMENT AND CONVEYANCE
OF WATER RIGHTS

In consideration of Ten Dollars (\$10.00) and other valuable consideration paid to WINDFALL VENTURE, a general partnership composed of William E. Foster, Robert G. Wilson, Chan Edmonds, Kenneth E. Johnson and William L. Wilson, all of Grand Junction, Colorado (the "Assignor"), the receipt of which is hereby acknowledged from WESTERN-WINDFALL, LTD. (the "Assignee"), a limited partnership organized under the laws of Nevada, the General Partner of which is Western Gas, Oil and Mining, Ltd., a corporation organized under the laws of Nevada, Assignor hereby assigns, conveys and transfers to Assignee, its successors and assigns, an undivided twenty-five percent (25%) interest in and to those certain applications for water rights, which water rights are situated in Eureka County, Nevada and are described by the Nevada permit number and description of the source of such water rights, as follows:

<u>Permit No.</u>	<u>Description</u>
27621	Murray Springs
28690	Mitchell Springs
29525	Hoosac Springs
29526	Gibellini Springs
29527	Beveridge Spring
	No. 2
41965	Secret Canyon Well

Assignor warrants title to the undivided 25% interest in the above described water rights conveyed herein as against, but only as against any persons claiming the whole or any part thereof by, through or under Assignor, except for a mortgage recorded in Book 78 of the Official Records at Pages 260-266 of Eureka County, Nevada, but not otherwise. The assignment and conveyance of the water rights described above shall include the title to such undivided 25% interest, not only to such rights and interests as Assignor may have therein as of the date of this Assignment and Conveyance, but also such after-acquired title which Assignor may hereafter acquire pertaining to such twenty-five percent (25%) interest, except for any title which Assignor may acquire through Assignee.

Effective this 10th day of January, 1981.

WINDFALL VENTURE

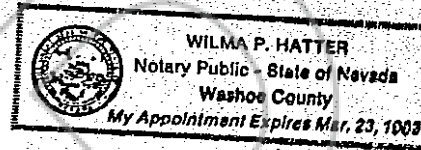
By W.L. Wilson
W.L. Wilson, General Partner

Nevada
STATE OF COLORADO)
Washoe) SS.
COUNTY OF MESA)

On the 2 day of March, 1981, personally appeared before me W.L. Wilson, who being by me first duly sworn, says that he is a general partner of WINDFALL VENTURE and that the above instrument was signed on behalf of said partnership by W.L. Wilson.

My commission expires: March 23, 1983

Wilma P. Hatter
Notary Public



RECORDED AT REQUEST OF
Hey & Miller Chartered
BOOK 43 PAGE 536

81 APR 3 1981

OFFICIAL RECORDS
EGRENA COUNTY, NEVADA
WILLIS A. DEPAUL RECORDER
FILE NO. 80044
FEE \$ 4.00