

80045
ASSIGNMENT AND CONVEYANCE
OF WATER RIGHTS

IN CONSIDERATION OF TEN AND 00/100 DOLLARS (\$10.00), and other valuable consideration paid to WESTERN GAS OIL & MINING LTD., a Nevada corporation, of Reno, Nevada (the "ASSIGNOR"), the receipt of which is hereby acknowledged, from WESTERN-WINDFALL, LTD., a limited partnership organized under the laws of Nevada, the General Partner of which is Western Gas Oil & Mining Ltd., and the Limited Partner of which is Windfall Venture, (the "ASSIGNEE"), its successors and assigns, an undivided SEVENTY-FIVE PERCENT (75%) 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 SEVENTY-FIVE PERCENT (75%) 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 mortgages recorded in Book 78, Pages 260-266, and in Book 91, Pages 597-604, of the Official Records of Eureka County, Nevada, but not otherwise. The assignment and conveyance of the water rights described above shall include the title to such undivided 75% 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 .

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pertaining to such 75% interest, except for any title which
ASSIGNOR may acquire from or through ASSIGNEE.

EFFECTIVE this 15th day of January, 1981.

WESTERN GAS OIL & MINING LTD.

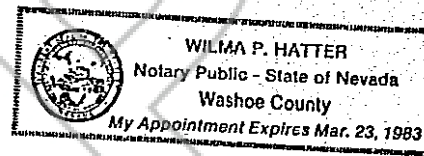
BY: J. Russell Jackson

TITLE: President

STATE OF Nevada)
COUNTY OF Washoe) SS.

On March 19, 1981, personally appeared before
me, a Notary Public, J. Russell Jackson, a duly qualified and
acting officer of WESTERN GAS OIL & MINING LTD., who acknowledged
to me that he executed the above Assignment and Conveyance of Water
Rights in that capacity.

Wilma P. Hatter
NOTARY PUBLIC



RECORDED AT REQUEST OF
Hoys Miller Chartered
BOOK 93 PAGE 538

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OFFICIAL RECORDS
EUREKA COUNTY, NEVADA
WILLIS A. DePAOLI-RECORDER
FILE NO. 80045
FEE 4.00