

1200 PHILLIPS OIL COMPANY, a Delaware corporation, with offices in Houston, Texas (hereinafter referred to as "Assignor"), for and in consideration of Ten Dollars (\$10.00) and other valuable consideration and subject to the terms and conditions hereinafter stated, does hereby grant, bargain, sell, transfer and assign unto PHILLIPS PETROLEUM COMPANY, a Delaware corporation, with an operating office at Bartlesville, Oklahoma (hereinafter referred to as "Assignee"), all of Assignor's right, title and interest of whatever kind and character (including but not limited to any working interest, overriding royalty interest, and net profits interest) in and to (a) those certain oil, gas and mineral leases (hereinafter referred to as "leaseholds") more specifically described in Exhibit "A", attached hereto and expressly made a part hereof, together with all rights, privileges and estates given, created and granted thereunder; (b) all leasehold equipment, machinery, buildings, structures, pipelines, personal property, materials, and supplies located therein, thereon, or appurtenant thereto, including on or off-lease gathering lines, rights of way and other property associated therewith; and (c) all of the rights of Assignor in or under any contract, agreement, division order, license, permit, franchise, certificate, order, easement, and right of way concerning or associated with any such leasehold.

This Assignment is made and accepted upon the following terms and conditions:

1. This Assignment is made without warranty of title, express or implied, and is subject to all validly existing encumbrances or agreements which may affect said leaseholds.

2. ASSIGNOR DOES NOT WARRANT, EITHER EXPRESSLY OR IMPLIEDLY, THE MERCHANTABILITY, CONDITION OR FITNESS FOR ANY PARTICULAR PURPOSE OR USE OF ANY OF THE AFORESAID LEASEHOLD EQUIPMENT, MATERIAL OR PERSONAL PROPERTY DESCRIBED IN SUBPARAGRAPH (b) ABOVE, ANY SUCH WARRANTY BEING HEREBY EXPRESSLY NEGATED AND DENIED; AND ASSIGNEE AGREES TO ACCEPT THE SAME "AS IS" AND "WHERE IS".

3. The effective date of this Assignment shall be at 7:00 a.m. local time on April 1, 1985, regardless of the date of execution. All revenues, profits, losses and/or liabilities accruing through or resulting from the ownership, operations, utilizations or existence of, under, or in any way

related to the subject leaseholds, which are conveyed, assigned or transferred under or pursuant to the terms hereof and which are incurred or accrue before such date shall accrue to, be retained by or assumed by Assignor. All revenues, profits, losses and/or liabilities accruing through or resulting from the ownership, operations, utilizations or existence of, under, or in any way related to the subject leaseholds which are conveyed, assigned or transferred under or pursuant to the terms hereof and which are incurred or accrue on or after such date shall accrue to, be retained by or assumed by Assignee.

4. Assignor covenants and agrees that it will execute and deliver from time to time such additional instruments as may be reasonably requested by Assignee to effect the intent and purposes of this Assignment.

5. The terms and provisions hereof shall be deemed to be covenants running with the leaseholds hereinabove referred to and as such shall extend to, bind and inure to the benefit of the parties hereto, their successors and assigns.

IN WITNESS WHEREOF, the parties have executed this Assignment by and through their duly authorized officers.

ASSIGNOR
PHILLIPS OIL COMPANY, FOR ITSELF
AND AS SUCCESSOR IN INTEREST TO
AMINOIL INC.

BY: V. A. Robinson
V. A. Robinson
Attorney-in-Fact

ASSIGNEE
PHILLIPS PETROLEUM COMPANY

BY: M. L. Coghill
M. L. Coghill,
Attorney-in-Fact

STATE OF COLORADO)
) SS.
COUNTY OF DENVER)

On this 1st day of April, in the year 1985, before me, a Notary Public of said state, duly commissioned and sworn, personally appeared V. A. ROBINSON, known to me to be the Attorney-in-Fact of the corporation that executed the within instrument, and acknowledged to me that such corporation executed the same.

In witness whereof, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



Pamela J. Palk
NOTARY PUBLIC
PHILLIPS OIL COMPANY
8055 East Tufts Ave Pkwy
Denver, Colorado 80237

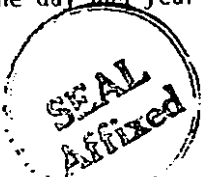
My Commission Expires:

June 5, 1985

STATE OF OKLAHOMA)
) SS.
COUNTY OF WASHINGTON)

On this 18th day of April, in the year 1985, before me, a Notary Public of said state, duly commissioned and sworn, personally appeared M. L. COGDILL, known to me to be the Attorney-in-Fact of the corporation that executed the within instrument, and acknowledged to me that such corporation executed the same.

In witness whereof, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



Nann A. [Signature]
NOTARY PUBLIC

My Commission Expires:

MY COMMISSION EXPIRES SEPTEMBER 18, 1987

EXHIBIT A

REPORT PAGE 1 of 6

LEASE NUMBER LEASE NUMBER	LESSOR	LEASE DATE	EXPIRE DATE	RECORDED	COUNTY	STATE
P-212850-B0 307800050	ANGEL O STARK	02/14/78	02/14/88	BK 63-PG 121	EUREKA	NV

TRACT 02 DESCRIPTION: T 23 N R 52 E
 SEC 11 NE/4 NE/4 & SW/4 NE/4
 SEC 12 S/2 SW/4
 SEC 13 NE/4 NW/4 & S/2 NW/4
 SEC 24 E/2 & E/2 W/2
 SEC 25 NE/4 & E/2 NW/4
 SEC 38 N/2 N/2 & SW/4 NW/4
 T 23 N R 53 E
 SEC 19 LOTS 1,2,3,4
 SEC 30 LOTS 1,2
 T 23 N R 52 E
 SEC 38 SE/4 NW/4 & SW/4 NE/4

P-212663 30790001A	RAYMOND BALLARD MERRICK E	02/03/77	02/03/87	BK 58-PG 299	EUREKA	NV
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TRACT 01 DESCRIPTION: T 28 N R 52 E MDB&M
 SEC 9 S/2 SW/4 & SE/4 SE/4
 SEC 10 SE/4NW/4 & SE/4NE/4 & NE/4SW/4 &
 SW/4 SW/4 & NW/4 SE/4
 SEC 14 S/2 NW/4
 SEC 15 N/2 NW/4 & SE/4 NW/4 & S/2 NE/4

P-212663-A01 30790001B	JERRY ALLEN MERRICK	02/03/77	02/03/87	BK 58-PG 373	EUREKA	NV
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TRACT 01 DESCRIPTION: T 28 N R 52 E MDB&M
 SEC 9 S/2 SW/4 & SE/4 SE/4
 SEC 10 SE/4NW/4 & SE/4NE/4 & NE/4SW/4 &
 SW/4SW/4 & NW/4SE/4
 SEC 14 S/2 NW/4
 SEC 15 N/2 NW/4 & SE/4 NW/4 & S/2 NE/4

EXHIBIT A

REPORT PAGE 2 of 6

LEASE NUMBER LEASE NUMBER	LESSOR	LEASE DATE	EXPIRE DATE	RECORDED	COUNTY	STATE
<i>P-212664</i> 30790002	FRANK B SMITH, JR, ET UX	02/09/77	02/09/87	BK 81 PG 593	EUREKA	NV
TRACT 01 DESCRIPTION: T 27 N R 51 E MO8&M SEC 13: PORTION OF NE/4 MORE PARTICULARLY DESC IN LSE						
<i>P-212665</i> 30780003	MILTON BORS ET UX	02/11/77	02/11/87	BK 58-PG 339	EUREKA	NV
TRACT 01 DESCRIPTION: T 27 N R 52 E MO8&M SEC 18 LOTS 1 & 2, E/2 NW/4						
<i>P-212666</i> 30790004	HAROLD E MORRILL ET UX ET	02/09/77	02/09/87	BK 58-PG 380	EUREKA	NV
TRACT 02 DESCRIPTION: T 27 N R 51 E MO8&M SEC 13: PORTION OF NE/4 MORE PARTICULARLY DESC IN LSE						
<i>P-212667</i> 30790005A	GRACIEUSE SALLABERRY	02/03/77	02/03/87	BK 58-PG 275	EUREKA	NV
TRACT 01 DESCRIPTION: T 28 N R 50 E SEC 24 SE/4 SW/4 SEC 25 NW/4 NE/4 & NE/4 NW/4 T 28 N R 51 E SEC 18 NE/4 SEC 21 N/2 NW/4 & SE/4 NW/4 & SW/4 NE/4						
<i>P-212668</i> 30790008A	BATTISA TOMERA, ET AL	02/04/77	02/04/87	BK 58-PG 392	EUREKA	NV
TRACT 01 DESCRIPTION: T 30 N R 51 E MO8&M SEC 2 LOTS 1,2,3,4,5,8 SEC 4 LOTS 1,2,3, SE/4 NW/4 & SE/4 SEC 10 LOTS 1,2,3,4,5,8,7,8,W/2 SEC 14 N/2 & SW/4 & N/2 SE/4						

BOOK 135 PAGE 303

EXHIBIT A

REPORT PAGE 30 of 6

LEASE NUMBER LEASE NUMBER	LESSOR	LEASE DATE	EXPIRE DATE	RECORDED	COUNTY	STATE
P-212668-401 30790006B	REX LEROY SHURTZ ET UX	02/14/77	02/14/87	8K 58-PG 401	EUREKA	NV
TRACT 01 DESCRIPTION: T-30-N, R-51-E, M D B & M SEC 2: LOTS 1,2,3,4,5,8 SEC 4: LOTS 1,2,3, SE/4 NW/4, SE/4 SEC 10: LOTS 1,2,3,4,5,8,7,8, W/2 SEC 14: N/2 SW/4, N/2 SE/4						
P-212669 30790007	RAND AND SON, INC	02/14/77	02/14/87	8K 58-PG 397	EUREKA	NV
TRACT 01 DESCRIPTION: T 30 N R 51 E SEC 14 S/2 SE/4 SEC 22 ALL SEC 28: ALL						
P-212535-001 30790008A	TONY SESTANOVICH, ET UX	02/07/77	02/07/87	8K 58-PG 378	EUREKA	NV
TRACT 02 DESCRIPTION: T 27 N R 52 E SEC 11 NW/4 NW/4 T 27 N R 52 E SEC 23 W/2 NE/4 & E/2 NW/4 & NW/4 NW/4 & NE/4 SW/4						
P-212535-001 30790008B	ANNA C DUNN	02/14/78	02/14/88	8K 63-PG 89	EUREKA	NV
TRACT 01 DESCRIPTION: T 27 N, R 52 E SEC 23 W/2 NE/4 & E/2 NW/4 & NW/4 NW/4 & NE/4 SW/4						
P-212535-001 30790008C	METRA WRIGHT	02/14/78	02/14/88	8K 63-PG 71	EUREKA	NV
TRACT 01 DESCRIPTION: T 27 N R 52 E SEC 23 W/2 NE/4 & E/2 NW/4 & NW/4 NW/4 & NE/4 SW/4						

EXHIBIT A

REPORT PAGE 4 of 6

LEASE NUMBER LEASE NUMBER	LESSOR	LEASE DATE	EXPIRE DATE	RECORDED	COUNTY	STATE
<i>P-212535-F01</i> 30790008D	ELMA RUTH WHEATLY	02/14/78	02/14/88	BK 82 PG-595	EUREKA	NV
TRACT 01 DESCRIPTION: T 27 N R 52 E SEC 23 W/2 NE/4 & E/2 NW/4 & NW/4 NW/4 & NE/4 SW/4						
<i>P-212535</i> 30790008E	HELEN M SPRUILL	02/14/78	02/14/88	BK 83-PG 73	EUREKA	NV
TRACT 01 DESCRIPTION: T 27 N R 52 E SEC 23 W/2 NE/4 & E/2 NW/4 & NW/4 NW/4 & NE/4 SW/4						
<i>P-212535-F01</i> 30790008F	ALMA MATLOCK	02/14/78	02/14/88	BK 83-PG 75	EUREKA	NV
TRACT 01 DESCRIPTION: T 27 N R 52 E SEC 23 W/2 NE/4 & E/2 NW/4 & NW/4 NW/4 & NE/4 SW/4						
<i>P-212535-G01</i> 30790008G	JUDY BLEDSOE	02/14/78	02/14/88	BK 83-PG 77	EUREKA	NV
TRACT 01 DESCRIPTION: T 27 N R 52 E SEC 23 W/2 NE/4 & E/2 NW/4 & NW/4 NW/4 & NE/4 SW/4						
<i>P-212535-H01</i> 30790008H	PHOEBE I RICKETTS	02/14/78	02/14/88	BK 83-PG 79	EUREKA	NV
TRACT 01 DESCRIPTION: T 27 N R 52 E SEC 23 W/2 NE/4 & E/2 NW/4 & NW/4 NW/4 & NE/4 SW/4						

EXHIBIT A

REPORT PAGE 8 OF 6

LEASE NUMBER LEASE NUMBER	LESSOR	LEASE DATE	EXPIRE DATE	RECORDED	COUNTY	STATE
P-212535-I01 30790008I	EUNICE ANN STENGER	02/14/78	02/14/88	BK 83 PG 324	EUREKA	NV
TRACT 01	DESCRIPTION: T 27 N R 52 E SEC 23 W/2 NE/4 & E/2 NW/4 & NW/4 NW/4 & NE/4 SW/4					
P-212535-J01 30790008J	LETA GLAZIER	02/14/78	02/14/88	BK 82-PG 593	EUREKA	NV
TRACT 01	DESCRIPTION: T 27 N R 52 E SEC 23 W/2 NE/4 & E/2 NW/4 & NW/4 NW/4 & NE/4 SW/4					
P-212535-K01 30790008K	THELMA TURNER	02/14/78	02/14/88	BK 83-PG 83	EUREKA	NV
TRACT 01	DESCRIPTION: T 27 N R 52 E SEC 23 W/2 NE/4 & E/2 NW/4 & NW/4 NW/4 & NE/4 SW/4					
P-212535-L01 30790008L	RACHEL A SMITH	02/14/78	02/14/88	BK 83-PG 85	EUREKA	NV
TRACT 01	DESCRIPTION: T 27 N R 52 E SEC 23 W/2 NE/4 & E/2 NW/4 & NW/4 NW/4 & NE/4 SW/4					
P-212535-A01 30790008M	HARVEY D CLARKSON	02/14/78	02/14/88	BK 83, PG 322	EUREKA	NV
TRACT 01	DESCRIPTION: T 27 N R 52 E SEC 23 W/2 NE/4 & E/2 NW/4 & NW/4 NW/4 & NE/4 SW/4					

BOOK 135 PAGE 306

EXHIBIT A

REPORT PAGE 0 of 6

LEASE NUMBER LEASE NUMBER	LESSOR	LEASE DATE	EXPIRE DATE	RECORDED	COUNTY	STATE
P-212535-MO1 30790008N	BETTY PATRICK	02/14/78	02/14/88	BK 83-PG 89	EUREKA	NV
TRACT 01 DESCRIPTION: T 27 N R 52 E SEC 23 W/2 NE/4 & E/2 NW/4 & NW/4 NW/4 & NE/4 SW/4						
P-212535-NO1 30790008O	GEORGE M CLARKSON	02/14/78	02/14/88	BK 81-PG 91	EUREKA	NV
TRACT 01 DESCRIPTION: T-27-N, R-52-E SEC 23: W/2 NE/4; E/2 NW/4; NW/4 NW/4; NE/4 SW/4						
P-212535-001 30780008P	RICHARD CLARKSON	02/14/78	02/14/88	BK 83-PG 93	EUREKA	NV
TRACT 01 DESCRIPTION: T 27 N R 52 E SEC 23 W/2 NE/4 & E/2 NW/4 & NW/4 NW/4 & NE/4 SW/4						
P-212671 30790011A	TAFT PAXTON ET AL	02/07/78	02/07/88	BK 83-PG 124	EUREKA	NV
TRACT 01 DESCRIPTION: T 25 N R 50 E SEC 24 SE/4 NW/4 & NW/4 SW/4 SEC 25 S/2 SW/4 & SE/4 SEC 35 E/2 NE/4 & SW/4 NE/4 & E/2 SW/4 & SE/4 SEC 38 NW/4 NE/4 & NW/4 & NW/4 SW/4 T 28 N R 50 E SEC 1 SE/4 NE/4 & W/2 SW/4 & E/2 SE/4 SEC 11 NE/4 NE/4 SEC 12 E/2 NE/4 & NE/4 SE/4 SEC 24 E/2 SE/4 T 27 N R 51 E SEC 30 LOT 4, S/2 NE/4 & E/2 SW/4 & N/2 SE/4 SEC 31 LOT 1						

RECORDED AT REQUEST OF
Phillips Petroleum Co.
BOOK 135 PAGE 297

85 MAY 8 A10:42

OFFICIAL RECORDS
EUREKA COUNTY, NEVADA
MIN. REDAILENT, RECORDER
FILE NO. 98898
FEE \$ 13.00

BOOK 135 PAGE 307