

126040

ASSIGNMENT OF OIL AND GAS LEASES

THIS ASSIGNMENT, made and entered into this 2nd day of November, 1988, by and between GARY-WILLIAMS OIL PRODUCER, INC., 115 Inverness Drive East, Englewood, Colorado 80112, hereinafter referred to as "Assignor," and UNION PACIFIC RESOURCES COMPANY, Post Office Box 1257, Englewood, Colorado 80150-1257; WOLVERINE EXPLORATION COMPANY, 400 First City Bank Tower, 201 Main Street, Fort Worth, Texas 76102, and ENSCO RESOURCES COMPANY, 1201 Dairy Ashford, Suite 200, Houston, Texas 77097-3006, hereinafter referred to as "Assignees."

NOW THEREFORE, 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, Assignor does hereby grant, bargain, sell, convey, transfer, assign and deliver unto Assignees, their successors and assigns, the undivided interests as set forth below, in and to the Oil and Gas Leases located in EUREKA COUNTY, NEVADA, described on Exhibit "A," attached hereto and made a part hereof, INSOFAR AND ONLY INSOFAR as the Leases cover and relate to the lands described therein:

UNION PACIFIC RESOURCES COMPANY	25.000%
WOLVERINE EXPLORATION COMPANY	23.125%
ENSCO RESOURCES COMPANY	1.875%

together with the rights incident thereto and personal property thereon, appurtenant thereto or used or obtained in connection therewith.

THIS Assignment of Oil and Gas Leases is made subject to:

1. All royalties, overriding royalties and other burdens or encumbrances to which the leases may be subject;
2. Participation Agreement dated November 2, 1988, by and between Gary-Williams Oil Producer, Inc., Union Pacific Resources Company, Wolverine Exploration Company, and ENSCO Resources Company, including, but not limited to any payments due Gary-Williams Oil Producer, Inc. by Union Pacific Resources Company, Wolverine Exploration Company and ENSCO Resources Company, the terms, conditions and provisions of said payments being expressly defined in said Participation Agreement.

If the Oil and Gas Leases described on Exhibit A hereto cover less than the entire fee title to oil, gas and casinghead gas in and under the lands therein described, or if Assignor's interest in the oil and gas leases is less than the entire working interest, then the interest assigned herein shall be reduced proportionately.

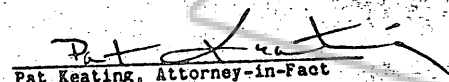
This Assignment is made without warranty of title of any kind, either express or implied. Assignor does hereby warrant and defend title to be free and clear of all liens, claims, clouds and encumbrances by, through or under Assignor. The terms, covenants and conditions hereof shall be binding upon and inure to the benefit of Assignor and Assignees and their respective successors and assigns; and such terms, covenants and conditions shall be covenants running with the land.

Separate assignments of the interests may be executed on officially approved forms by Assignor to Assignees, in sufficient counterparts to satisfy applicable statutory and regulatory requirements. Those assignments shall be deemed to contain all of the exceptions, reservations, warranties, rights, titles, power and privileges set forth herein as fully as though they were set

forth in each of such assignments. The interests conveyed by such separate assignments are the same as, and not in addition to, the interests conveyed herein.

EXECUTED this 4th day of November, 1988, but effective as of the date set forth above.

GARY-WILLIAMS OIL PRODUCER, INC.


Pat Keating, Attorney-in-Fact

ACKNOWLEDGMENT

STATE OF COLORADO)
) ss.
COUNTY OF ARAPAHOE)

The foregoing instrument was acknowledged before me this 4th day of November, 1988, by PAT KEATING, Attorney-in-Fact for GARY-WILLIAMS OIL PRODUCER, INC., a Delaware corporation, on behalf of the corporation.

WITNESS my hand and official seal.

My Commission Expires:
September 23, 1990

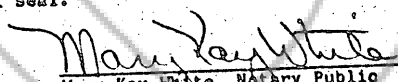

Mary Kay White, Notary Public
115 Inverness Drive East
Englewood, Colorado 80112

EXHIBIT A - LEASE SCHEDULE
 ATTACHED TO AND MADE A PART OF ASSIGNMENT OF OIL AND GAS LEASES DATED NOVEMBER 4, 1988 AND EFFECTIVE NOVEMBER 2, 1988
 GARY-WILLIAMS OIL PRODUCER, INC., ASSIGNOR, AND UNION PACIFIC RESOURCES COMPANY,
 WOLVERINE EXPLORATION COMPANY AND ENSCO RESOURCES COMPANY, ASSIGNEES

STATE OF NEVADA, COUNTY OF EUREKA

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GROSS ACRES

LEASE NO.	LESSOR	LSE DATE EXP DATE	DESCRIPTION	GROSS ACRES
05737 NV-56	USA N-16891	01/01/79 12/31/88	Township 20 North, Range 49 East, MDM Section 10: All Section 11: All Section 13: All Section 14: All	2,560.00
05739 NV-57	USA N-16898	01/01/79 12/31/88	Township 21 North, Range 49 East, MDM Section 33: All Section 34: All Section 35: All Section 36: All	2,560.00
05740 NV-58	USA N-16899	01/01/79 12/31/88	Township 21 North, Range 49 East, MDM Section 22: All Section 23: All Section 26: All Section 27: All	2,560.00
05741 NV-59	USA N-16900	01/01/79 12/31/88	Township 21 North, Range 49 East, MDM Section 13: All Section 14: All Section 15: All Section 24: All	2,560.00
05742 NV-60	USA N-16903	01/01/79 12/31/88	Township 21 North, Range 49 East, MDM Section 8: All Section 16: All Section 17: All Section 21: All	2,560.00

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EXHIBIT A - LEASE SCHEDULE
 ATTACHED TO AND MADE A PART OF ASSIGNMENT OF OIL AND GAS LEASES DATED NOVEMBER 4, 1988 AND EFFECTIVE NOVEMBER 2, 1988
 GARY WILLIAMS OIL PRODUCER, INC., ASSIGNOR, AND UNION PACIFIC RESOURCES COMPANY,
 VOLVERINE EXPLORATION COMPANY AND ENSCO RESOURCES COMPANY, ASSIGNEES

STATE OF NEVADA, COUNTY OF EUREKA

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LEASE NO.	LESSOR	LSE DATE EXP DATE	DESCRIPTION	GROSS ACRES
05743 NV-61	USA N-16904	01/01/79 12/31/88	Township 21 North, Range 49 East, MDM Section 9: All Section 10: All Section 11: All Section 12: All	2,560.00
05744 NV-62	USA N-16905	01/01/79 12/31/88	Township 21 North, Range 49 East, MDM Section 1: Lots 1, 2, 3, 4, S/2, S/2N/2 Section 2: Lots 1, 2, 3, 4, S/2, S/2N/2 Section 3: Lots 1, 2, 3, 4, S/2, S/2N/2 Section 4: Lots 1, 2, S/2NE/4, SE/4	2,269.53
05745 NV-63	USA N-16906	01/01/79 12/31/88	INSTEAD AND ONLY INSTANT AS SAID LEASE COVERS THE FOLLOWING-DESCRIBED LANDS: Township 21 North, Range 49 East, MDM Section 4: Lots 3, 4, S/2NW/4, SW/4 Section 5: Lots 1, 2, 3, 4, S/2, S/2N/2 Section 6: Lots 1, 2, 3, 4, 5, 6, 7, E/2SW/4, S/2NE/4, SE/4, SE/4NW/4	1,647.51
05746 NV-64	USA N-16907	01/01/79 12/31/88	Township 22 North, Range 49 East, MDM Section 22: All Section 23: All Section 26: All Section 27: All	2,560.00
05747 NV-65	USA N-16908	01/01/79 12/31/88	Township 22 North, Range 49 East, MDM Section 20: All Section 21: All Section 28: All Section 29: All	2,560.00

LSE/NV:KobehUnitA

EXHIBIT A - LEASE SCHEDULE
 ATTACHED TO AND MADE A PART OF ASSIGNMENT OF OIL AND GAS LEASES DATED NOVEMBER 4, 1988 AND EFFECTIVE NOVEMBER 2, 1988
 GARY-WILLIAMS OIL PRODUCER, INC., ASSIGNOR, AND UNION PACIFIC RESOURCES COMPANY,
 WOLVERINE EXPLORATION COMPANY AND ENSCO RESOURCES COMPANY, ASSIGNEES

STATE OF NEVADA, COUNTY OF EUREKA

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LEASE NO.	LESSOR	LSE DATE EXP. DATE	DESCRIPTION	GROSS ACRES
05748 NW-66	USA N-16909	01/01/79 12/31/88	Township 22 North, Range 49 East, MDM Section 19: Lots 1, 2, 3, 4, E/2, E/2W/2 Section 30: Lots 1, 2, 3, 4, E/2, E/2W/2 Section 31: Lots 1, 2, 3, 4, E/2, E/2W/2 Section 32: All	2,556.72
05749 NW-67	USA N-16910	01/01/79 12/31/88	Township 22 North, Range 49 East, MDM Section 33: All Section 34: All Section 35: All Section 36: All	2,560.00
05752 NW-68	USA N-16914	01/01/79 12/31/88	Township 19 North, Range 50 East, MDM Section 18: Lots 1, 2, 3, 4, E/2, E/2W/2 Section 19: Lots 1, 2, 3, 4, E/2, E/2W/2 Section 30: Lots 1, 2, 3, 4, E/2, E/2W/2 Section 31: Lots 1, 2, 3, 4, 5, E/2, E/2NW/4, NE/4SW/4	2,559.52
05753 SW-69	USA N-16915	01/01/79 12/31/88	Township 19 North, Range 50 East, MDM Section 28: All Section 29: All Section 32: All Section 33: All	2,560.00
05754 SW-70	USA N-16916	01/01/79 12/31/88	Township 19 North, Range 50 East, MDM Section 27: All Section 34: All Section 35: All Section 36: All	2,560.00

LSE/WV:KobehUnita

EXHIBIT A - LEASE SCHEDULE
 ATTACHED TO AND MADE A PART OF ASSIGNMENT OF OIL AND GAS LEASES DATED NOVEMBER 8, 1988 AND EFFECTIVE NOVEMBER 2, 1988
 CARY-WILLIAMS OIL PRODUCER, INC., ASSIGNOR, AND UNION PACIFIC RESOURCES COMPANY,
 WOLVERINE EXPLORATION COMPANY AND ENSCO RESOURCES COMPANY, ASSIGNEES

STATE OF NEVADA, COUNTY OF EUREKA

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LEASE NO.	LESSOR	LEASE DATE EXP DATE	DESCRIPTION	GROSS AC
05755 NV-71	USA N-16917	01/01/79 12/31/88	Township 19 North, Range 50 East, MDN Section 13: All Section 23: All Section 24: All Section 25: All	2,560.00
05756 NV-72	USA N-16918	01/01/79 12/31/88	Township 19 North, Range 50 East, MDN Section 11: All Section 12: All Section 18: All Section 15: All	2,560.00
05757 NV-73	USA N-16919	01/01/79 12/31/88	Township 19 North, Range 50 East, MDN Section 1: Lots 1, 2, 3, 4, S/2, S/2M/2 Section 2: Lots 1, 2, 3, 4, S/2, S/2M/2 Section 3: Lots 1, 2, 3, 4, S/2, S/2M/2 Section 4: Lots 1, 2, 3, 4, S/2, S/2M/2	2,559.80
05758 NV-74	USA N-16920	01/01/79 12/31/88	Township 19 North, Range 50 East, MDN Section 16: E/2SW/4, NW/4SW/4, SE/4, SW/4SW/4 Section 17: NE/4SE/4, SE/4SE/4, W/2, W/2E/2 Section 20: All Section 21: All	2,160.00
05759 NV-75	USA N-16921	01/01/79 12/31/88	Township 20 North, Range 50 East, MDN Section 25: All Section 26: All Section 35: All Section 36: All (Unsurveyed) As per Protraction Diagram No. 208	2,560.00

1 SE/NV:KobehUnita

EXHIBIT A - LEASE SCHEDULE
 ATTACHED TO AND MADE A PART OF ASSIGNMENT OF OIL AND GAS LEASES DATED NOVEMBER 9, 1988 AND EFFECTIVE NOVEMBER 2, 1988
 CARY-WILLIAMS OIL PRODUCER, INC., ASSIGNOR, AND UNION PACIFIC RESOURCES COMPANY,
 WOLVERINE EXPLORATION COMPANY AND ERSCO RESOURCES COMPANY, ASSIGNEES

STATE OF NEVADA, COUNTY OF EUREKA

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LEASE NO.	LESSOR	LSE DATE EXP. DATE	DESCRIPTION	GROSS ACRES
05760 NV-76	USA N-16922	01/01/79 12/31/88	Township 20 North, Range 50 East, MDM Section 13: All Section 14: All Section 23: All Section 24: All (Unsurveyed) As per Protraction Diagram No. 208	2,560.00
05761 NV-77	USA N-16923	01/01/79 12/31/88	Township 20 North, Range 50 East, MDM Section 9: All Section 10: All Section 11: All Section 12: All (Unsurveyed) As per Protraction Diagram No. 208	2,560.00
05762 NV-78	USA N-16924	01/01/79 12/31/88	Township 20 North, Range 50 East, MDM Section 16: All Section 20: All Section 28: All Section 29: All (Unsurveyed) As per Protraction Diagram No. 208	2,560.00
05763 NV-79	USA N-16925	01/01/79 12/31/88	Township 20 North, Range 50 East, MDM Section 7: All Section 18: All Section 19: All Section 30: All (Unsurveyed) As per Protraction Diagram No. 208	2,526.00

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LSE/NV:Kobehunita

EXHIBIT A - LEASE SCHEDULE
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 CARY-WILLIAMS OIL PRODUCER, INC., ASSIGNOR, AND UNION PACIFIC RESOURCES COMPANY,
 WOLVERINE EXPLORATION COMPANY AND ENSCO RESOURCES COMPANY, ASSIGNEES

STATE OF NEVADA, COUNTY OF EUREKA

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LEASE NO.	LESSOR	LSE DATE EXP DATE	DESCRIPTION	GROSS
05764 NV-80	USA N-16926	01/01/79 12/31/88	Township 21 North, Range 50 East, MDM Section 18: Lots 1, 2, 3, 4, E/2, E/2W/2 Section 19: Lots 1, 2, 3, 4, E/2, E/2W/2 Section 30: Lots 1, 2, 3, 4, E/2, E/2W/2 Section 31: Lots 1, 2, 3, 4, E/2, E/2W/2	2,557.52
05765 NV-81	USA N-16927	01/01/79 12/31/88	Township 21 North, Range 50 East, MDM Section 16: All Section 17: All Section 20: All Section 21: All	2,560.00
05766 NV-82	USA N-16928	01/01/79 12/31/88	Township 20 North, Range 50 East, MDM Section 8: All Section 17: All (Unsurveyed) As per Protraction Diagram No. 208	2,560.00
05767 NV-83	USA N-16937	01/01/79 12/31/88	Township 21 North, Range 50 East, MDM Section 32: All Section 33: All INSCOF AND ONLY INSCOF AS SAID LEASE COVERS THE FOLLOWING-DESCRIBED LANDS: Township 22 North, Range 50 East, MDM Section 34: All	640.00
05768 NV-84	USA N-16941	01/01/79 12/31/88	INSCOF AND ONLY INSCOF AS SAID LEASE COVERS THE FOLLOWING-DESCRIBED LANDS: Township 22 North, Range 48 East, MDM Section 35: E/2	320.00

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LSE/NV:KobehUnita

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 WOLVERINE EXPLORATION COMPANY AND ESCO RESOURCES COMPANY, ASSIGNEES

STATE OF NEVADA, COUNTY OF EUREKA

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LEASE NO.	LESSOR	LSE DATE EXP DATE	DESCRIPTION	GROSS ACRE
05769 NV-85	USA N-16942	01/01/79 12/31/88	Township 22 North, Range 49 East, MDM Section 25: All	2,559.72
05770 NV-86	USA N-16943	01/01/79 12/31/88	Township 22 North, Range 50 East, MDM Section 31: Lots 1, 2, 3, 4, E/2, E/2W/2 Section 32: All Section 33: All	2,800.86
05771 NV-87	USA N-17244	01/01/79 12/31/88	Township 18 North, Range 50 East, MDM Section 1: Lots 1, 2, 3, 4, S/2, S/2N/2 Section 2: Lots 1, 2, 3, 4, S/2, S/2N/2 Section 3: Lots 1, 2, 3, 4, S/2, S/2N/2	2,123.48
05772 NV-88	USA N-17245	01/01/79 12/31/88	Township 18 North, Range 50 East, MDM Section 4: Lots 1, 2, 3, 4, S/2, S/2N/2 Section 5: Lots 1, 2, 3, 4, S/2, S/2N/2 Section 6: Lots 1, 2, 3, 4, 5, 6, 7, E/2SW/4, S/2NE/4, SE/4, SE/4NW/4	2,059.05
05773 NV-89	USA N-17246	01/01/79 12/31/88	Township 18 North, Range 50 East, MDM Section 7: Lots 1, 2, 3, 4, E/2W/2, E/2 Section 8: All Section 9: All Section 10: All	2,488.32

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LSE/NV:KobehUnitA

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 CARY-HILLIAMS OIL PRODUCER, INC., ASSIGNOR, AND UNION PACIFIC RESOURCES COMPANY,
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STATE OF NEVADA, COUNTY OF EUREKA

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LEASE NO.	LESSOR	LSE DATE EXP. DATE	DESCRIPTION	GROSS ACR
05774 NV-90	USA N-17248	01/01/79 12/31/88	Township 18 North, Range 50 East, MDM Section 15: All Section 16: All Section 17: All Section 20: All	2,560.00
05775 NV-91	USA N-17249	01/01/79 12/31/88	Township 18 North, Range 50 East, MDM Section 21: All Section 22: All Section 23: All Section 24: All	2,560.00
05786 NV-92	USA N-17909	02/01/79 01/31/89	Township 20 North, Range 50 East, MDM Section 1: All Section 2: All Section 3: All Section 4: All Section 5: All Section 6: All Section 15: All Section 21: All Section 27: All	2,503.00
05787 NV-93	USA N-17910	02/01/79 01/31/89	Township 21 North, Range 50 East, MDM Section 28: All Section 29: All Township 21 North, Range 49 East, MDM Section 25: All	1,920.00

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LSE/NV:KobehUnitA

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 GARY-WILLIAMS OIL PRODUCER, INC., ASSIGNOR, AND UNION PACIFIC RESOURCES COMPANY,
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STATE OF NEVADA, COUNTY OF EUREKA

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LEASE NO.	LESSOR	LSE DATE EXP DATE	DESCRIPTION	GROSS ACRES
05789 NV-94	USA N-17890	02/01/79 01/31/89	Township 19 North, Range 50 East, MDM Section 10: All Section 22: All Section 26: All	1,920.00
05794 NV-95	USA N-17491	04/01/79 03/31/89	Township 19 North, Range 50 East, MDM Section 16: E/2NE/4	80.00
05799 NV-96	USA N-20410	05/01/79 04/30/89	Township 20 North, Range 50 East, MDM Section 22: All As per Protraction Diagram No. 208	640.00
05800 NV-97	USA N-20399	05/01/79 04/30/89	Township 21 North, Range 50 East, MDM Section 13: All Section 14: All Section 23: All Section 24: All	2,560.00
05801 NV-97	USA N-20400	05/01/79 04/30/89	INSEPAR AND ONLY INSEPAR AS SAID LEASE COVERS THE FOLLOWING-DESCRIBED LANDS: Township 21 North, Range 50 East, MDM Section 9: All Section 10: All Section 11: All	1,920.00
05802 NV-99	USA N-20401	05/01/79 04/30/89	INSEPAR AND ONLY INSEPAR AS SAID LEASE COVERS THE FOLLOWING-DESCRIBED LANDS: Township 21 North, Range 50 East, MDM Section 2: Lots 1 thru 4, S/2N/2, S/2 Section 3: Lots 1 thru 4, S/2N/2, S/2 Section 4: Lots 1 thru 4, S/2N/2, S/2	1,910.16

LSE/NV:KobehUnitA

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 GARY-WILLIAMS OIL PRODUCER, INC., ASSIGNOR, AND UNION PACIFIC RESOURCES COMPANY,
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STATE OF NEVADA, COUNTY OF EUREKA

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LEASE NO.	LESSOR	LSE DATE EXP DATE	DESCRIPTION	GROSS ACRES
05803 NV-100	USA N-20402	05/01/79 04/30/89	Township 21 North, Range 50 East, MDM Section 5: Lots 1 thru 4, S/2N/2, S/2 Section 6: Lots 1 thru 7, S/2NE/4, SE/4NW/4, E/2SW/4, SE/4 Section 7: Lots 1 thru 4, E/2W/2, E/2 Section 8: All	2,548.40
05804 NV-101	USA N-20403	05/01/79 04/30/89	Township 19 North, Range 51 East, MDM Section 29: All Section 30: All Section 31: All Section 32: All Per Protraction Diagram No. 204	2,549.00
05805 NV-102	USA N-20404	05/01/79 04/30/89	Township 19 North, Range 51 East, MDM Section 17: All Section 18: All Section 19: All Section 20: All Per Protraction Diagram No. 204	2,560.00
BOOK 05806 02/14-103 PAGE 09	USA N-20405	05/01/79 04/30/89	Township 19 North, Range 51 East, MDM Section 6: All Section 7: All Per Protraction Diagram No. 204	1,280.00
05807 NV-104	USA N-20406	05/01/79 04/30/89	Township 21 North, Range 50 East, MDM Section 25: All Section 26: All Section 35: W/2, W/2E/2, NE/4NE/4, SE/4SE/4 Section 36: E/2, E/2W/2, NW/4NW/4, SW/4SW/4	2,400.00

1.5E NV: KoberUnitA

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STATE OF NEVADA, COUNTY OF EUREKA

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LEASE NO.	LESSOR	LSE DATE EXP DATE	DESCRIPTION	GROSS
05808 11/105	USA N-20409	05/01/79 04/30/89	Township 19 North, Range 50 East, MDM Section 9: All Per Protraction Diagram No. 208	2,554.00
05809 11/106	USA N-20407	05/01/79 04/30/89	Township 20 North, Range 50 East, MDM Section 31: All Section 33: All Section 34: All Per Protraction Diagram No. 208	2,560.00
05910A (178/070) 11/107	Daniel H. and Robert A. Russell, husband and wife	06/06/88 06/06/93	INSTEAD AND ONLY INSTEAD AS SAID LEASE COVERS THE FOLLOWING-DESCRIBED LANDS: Township 19 North, Range 50 East, MDM Section 16: N/2NE/4, E/2NW/4, SW/4NW/4, NW/4SE/4 Section 17: SE/4NE/4, NE/4SE/4 Township 22 North, Range 48 East, MDM Section 36: Lots 1, 2, 3, NW/4SE/4	480.86

RECORDED AT THE REQUEST OF
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Union Pacific Resources
 '89 JAN -3 AIO 08

OFFICIAL RECORDS
 EUREKA COUNTY, NEVADA
 H.W. REBALATI, FLEDRGRN
 FILE NO. FILE 3/700

126048

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