

ASSIGNMENT OF OIL AND GAS LEASE**KNOW ALL MEN BY THESE PRESENTS:**

That **THE GARY-WILLIAMS COMPANY**, 370 - 17th Street, Suite 5300, Denver, Colorado 80202 (hereinafter referred to as "Assignor"), for and 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, and the mutual covenants herein contained, does hereby grant, bargain, sell, transfer, assign and convey unto **SINCLAIR OIL CORPORATION**, 1625 Broadway, Suite 800, Denver, Colorado 80202 (hereinafter referred to as "Assignee"), an undivided **THIRTY-FIVE PERCENT (35%)** interest in and to the following Oil and Gas Lease located in Eureka County, Nevada (hereinafter referred to as the Lease), **INSOFAR AND ONLY INSOFAR** as the Lease pertains to the lands described herein, together with the rights incident thereto and personal property thereon, appurtenant thereto, or used or obtained in connection therewith:

Lease No: 06342
 Lessor: State of Nevada, Dept. of Transportation
 Highway Agreement No. R470-89-030
 Lessee: The Gary-Williams Company
 Lease Date: October 31, 1989
 Recording Data: Book 206, Page 442
 Description: Township 27 North, Range 51 East
 Section 13: A portion of the SW/4NE/4
 and the E/2NE/4, per plat attached as
 Exhibit "A" to Lease and recorded in
 Book 206 at Page 447, and containing
 15.014 acres, more or less
 Eureka County, Nevada

This Assignment of Oil and Gas Lease is made subject to:

1. All royalties, overriding royalties and other burdens or encumbrances to which the Lease may be subject;
2. Participation Agreement dated July 20, 1989, as amended, by and between The Gary-Williams Company and Sinclair Oil Corporation.
3. Three Bar Federal Unit Agreement and Unit Operating Agreement, effective September 15, 1989.

If the Lease covers less than the entire fee title to oil, gas and casinghead gas in and under the lands therein described, then the interest assigned herein shall be reduced proportionately.

This Assignment is made without warranty of title of any kind, either express or implied. The terms, covenants and conditions hereof shall be binding upon and inure to the benefit of Assignors and Assignees and their respective heirs, successors and assigns; and such terms, covenants and conditions shall be covenants running with the land.

Entered into this 19th day of March, 1990.

THE GARY-WILLIAMS COMPANY

By: Pat Keating
 Pat Keating, Attorney-in-Fact

STATE OF COLORADO)
) ss.
 COUNTY OF DENVER)

The foregoing instrument was acknowledged before me on this 19th day of March, 1990, by Pat Keating, Attorney-in-Fact for **THE GARY-WILLIAMS COMPANY**, a Delaware Corporation, on behalf of the corporation.

WITNESS my hand and official seal.

My Commission Expires: February 3, 1992

Louise K. Webster
 Notary Public: Louise K. Webster

SEAL
Affixed
 LND/asg/0390-918

BOOK 209 PAGE 440

OFFICIAL RECORDS
RECORDED AT THE REQUEST OF
BOOK 209 PAGE 440
Sinclair Oil
90 APR 13 P1:12
Corporation
EUREKA COUNTY, NEVADA
M.N. REBALEATI, RECORDER
FILE NO. FEE \$ 6.00

1:12116

BOOK 209 PAGE 441