

Recording Requested, by, and
When Recorded, Mail to:

SANTA FE ENERGY COMPANY
4900 California Avenue
Tower A, Suite 400
Bakersfield, CA 93309

132792

MEMORANDUM OF OIL AND GAS LEASE

THIS MEMORANDUM OF OIL AND GAS LEASE is made and entered into this 1st day of December, 1982, by and between SOUTHERN PACIFIC LAND COMPANY by SANTA FE ENERGY COMPANY as Managing Agent, hereinafter called "Lessor", and SUN OPERATING LIMITED PARTNERSHIP, RAMCO-NYL 1987 LIMITED PARTNERSHIP and RB OPERATING COMPANY, formerly READING & BATES PETROLEUM CO., and SANTA FE ENERGY COMPANY, hereinafter collectively called "Lessee".

Lessor hereby leases to Lessee, and Lessee hereby leases from Lessor the land hereinafter described, for the purpose of drilling and operating said land for oil, gas and other hydrocarbon substances, for the term and upon and subject to each and all the terms, provisions, covenants and conditions set forth in that certain Oil and Gas Lease of even date herewith between the parties. Said Oil and Gas Lease is hereby incorporated with the same force and effect as though herein set forth in detail. The land hereby leased is situated in Eureka County, Nevada, and is more particularly described as follows, to-wit:

Township 28 North, Range 52 East
Section 9: NE/4

Township 29 North, Range 52 East
Section 21: NE/4
Section 33: NE/4

Eureka County, Nevada

IN WITNESS WHEREOF, said parties have caused this instrument to be duly executed as of the date first hereinabove written.

LESSOR:

SOUTHERN PACIFIC LAND COMPANY
By: Santa Fe Energy Company
As Managing Agent

By: D. A. Wracher
D. A. Wracher
Its: District Exploration Manager

LESSEE: SUN OPERATING LIMITED PARTNERSHIP BY OXYL ENERGY COMPANY ITS MANAGING GENERAL PARTNER

By: Alberta Davis
Its: Attorney-in-Fact

RAMCO-NYL 1987 LIMITED PARTNERSHIP and
RB OPERATING COMPANY, formerly
READING & BATES PETROLEUM CO.

By: RAMCO-NYL
Its: SRP

SANTA FE ENERGY COMPANY

By: D. A. Wracher
D. A. Wracher
Its: District Exploration Manager

STATE OF CALIFORNIA

COUNTY OF KERN

On 6-1, 1990, before me, the undersigned, a Notary Public in and for said State, personally appeared D. A. WRACHER, personally known to me or proved to me on the basis of satisfactory evidence to be the District Exploration Manager of Santa Fe Energy Company, the corporation that executed the within instrument, and known to me to be the person who executed the within instrument on behalf of the corporation therein named, and acknowledged to me that such corporation executed the same, pursuant to its bylaws, or a resolution of its Board of Directors.

WITNESS my hand and official seal.



Lexa Garrett
Notary Public

STATE OF CALIFORNIA)

COUNTY OF KERN)

ss.

On 6-1, 1990, before me, a Notary Public in and for said County and State, personally appeared D. A. WRACHER, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument as the District Exploration Manager of SANTA FE ENERGY COMPANY, the corporation that executed the within instrument, and known to me to be the person who subscribed the name of Santa Fe Energy Company as Managing Agent for Southern Pacific Land Company, and acknowledged to me that Santa Fe Energy Company executed the within instrument as Managing Agent for Southern Pacific Land Company pursuant to its bylaws or a resolution of its board of directors, and further acknowledged that Santa Fe Energy Company subscribed the name of Southern Pacific Land Company thereto as principal and D. A. WRACHER subscribed his own name as District Exploration Manager for Santa Fe Energy Company, pursuant to its bylaws or a resolution of its Board of Directors.

WITNESS my hand and official seal.



Lexa Garrett
Notary Public

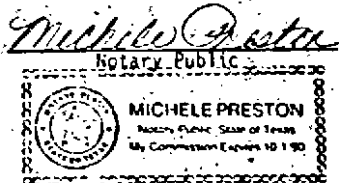
STATE OF Texas)

COUNTY OF Dallas)

On this the 12 day of June, 1990, personally appeared before me, a Notary Public in and for the State of Texas, Robert A. Smith, known to me to be the person whose name is subscribed to the within instrument as Attorney-in-Fact of ORYX ENERGY COMPANY, as Managing General Partner on behalf of SUN OPERATING LIMITED PARTNERSHIP, and acknowledged to me that he subscribed the name of said partnership thereto as Managing General Partner, and his own name as Attorney-in-Fact, freely and voluntarily and for the uses and purposes therein mentioned.

My Commission Expires:

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STATE OF OKLAHOMA

COUNTY OF TULSA

ss.

Before me, a Notary Public, in and for the county and state above mentioned, personally appeared Rolf N. Hufnagel, Sr. Vice President of RAMCO-NYL 1987 LIMITED PARTNERSHIP and RB OPERATING CO., to me known to be the person who executed the foregoing instrument as his free and voluntary act and deed and as the free and voluntary act and deed of such companies for the uses and purposes therein set forth.

Given under my hand and seal this 5th day of July, 1990.

My Commission Expires:
July 11, 1990

Shirley J. Fry
Notary Public

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Lane Howell
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OKLAHOMA RECORDING
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FILE NO. FEE \$ *700*

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