

Recording Requested by, and
When Recorded, Mail to:

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

133032

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 and Elko Counties, Nevada, and is more particularly described as follows, to-wit:

Township 29 North, Range 52 East
Section 9: NE/4
Section 15: W/2
Eureka County, Nevada

Township 29 North, Range 52 East
Section 3: All
Elko and Eureka Counties, Nevada

Township 30 North, Range 52 East
Section 3: Lots 1, 2, S/2 NE/4
Section 15: NE/4
Section 23: SW/4
Section 27: NE/4
Section 35: All
Elko 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: *[Signature]*
D. A. Wraicher

Its: District Exploration Manager

SUN OPERATING LIMITED PARTNERSHIP BY ORYX ENERGY
COMPANY ITS MANAGING GENERAL PARTNER

LESSEE:

[Redacted]

By: *[Signature]*

Its: Attorney-in-Fact

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

By: *[Signature]*

Its: *[Signature]*

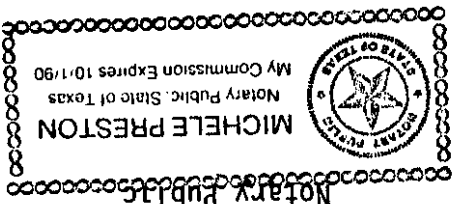
SANTA FE ENERGY COMPANY

By: *[Signature]*

D. A. Wraicher

Its: District Exploration Manager

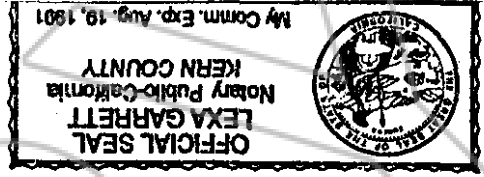
My Commission Expires:



Michele Preston
Notary Public

On this the 12 day of June, 1990, personally appeared before me, a Notary Public in and for the State of Texas, William 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.

STATE OF Texas
COUNTY OF Dallas

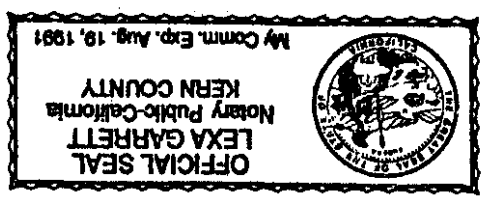


Lexa Garrett
Notary Public

WITNESS my hand and official seal.

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 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.

STATE OF CALIFORNIA
COUNTY OF KERN
ss.)
)



Lexa Garrett
Notary Public

WITNESS my hand and official seal.

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 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.

STATE OF CALIFORNIA
COUNTY OF KERN

EUREKA COUNTY, NEVADA
M.N. REBAL/LEATH, RECORDER
FILE NO. 700

OFFICIAL RECORDS
RECORDED AT THE REQUEST OF
BOOK 212 PAGE 240
Done January 30
90 ASD 3 p 4:45

RECORDED BK 727 PG 666
JERRY D. REYNOLDS
ELKO CO. RECORDER

90 JUL 16 P 3:18
Done January

FEE 7.00
FILE # 294108
FILED FOR RECORD
AT REQUEST OF

INDEXED

COPIED



My Commission Expires: JULY 11, 1990

[Signature]
Notary Public

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

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.

STATE OF OKLAHOMA)
COUNTY OF TULSA)
ss.)