

145440

RECORDING REQUESTED BY :
BLUE EAGLE EXPLORATION

WHEN RECORDED RETURN TO:
Blue Eagle Exploration
Attn: R.L. Chamberlain
5944 South Kipling St., Suite 305
Littleton, CO 80127

ASSIGNMENT OF OVERRIDING ROYALTY

STATE OF NEVADA)
)
COUNTY OF EUREKA)

KNOW ALL MEN BY THESE PRESENTS:

That for the sum of Ten Dollars (\$10.00) and other good and valuable consideration paid to it, the receipt and sufficiency of which are hereby acknowledged, BLUE EAGLE EXPLORATION, 5944 South Kipling St., Suite 305, Littleton, Colorado 80127, (hereinafter referred to as "Assignor"), has GRANTED, SOLD, TRANSFERRED, ASSIGNED AND CONVEYED, and by these presents does GRANT, SELL, TRANSFER, ASSIGN AND CONVEY unto the following parties:

RANDY LEGRANDE CHAMBERLAIN
5944 South Kipling Street
305
Littleton, Colorado 80127

CONNIE LEAH JACOBSEN CHAMBERLAIN
4400 South Estes Street
Littleton, Colorado 80123

(hereinafter referred to as "Assignees"), as an overriding royalty, .005 percent (1/2%) each, of all of the oil, gas and minerals in and under and that may be produced, saved and sold from the lands in Eureka County, Nevada, under and by virtue of the oil, gas, and mineral leases set forth on Exhibit "A" attached hereto, or any renewals or extensions thereof, to be delivered to Assignees or to their credit into the pipeline, tank, or other receptacle to which the well or wells thereon may be connected, free and clear of all costs and expenses of development and operation except the taxes thereon or attributable thereto. The above interest was conveyed into Assignor by that Assignment of Overriding Royalty dated February 24, 1993, between Phillips Petroleum Company and Blue Eagle Exploration.

Operations on said lands and the extent and duration thereof, as well as the perpetuation of such leases by payments, operations, or otherwise, shall, be solely at the will and discretion of Phillips Petroleum Company, its successors or assigns.

In the event the leases cover less than the entire mineral fee estate in and to any of the lands hereinafter described in Exhibit "A", such overriding royalty interest herein assigned and conveyed as to such lands



My commission expires June 29, 1996
Notary Public [Signature]

On this 26 day of April, 1993, before me, a Notary Public, personally appeared Randy L. Chamberlain, to me known to be the President of Blue Eagle Exploration, a corporation, and acknowledged to me that he executed the same on behalf of said corporation.

STATE OF COLORADO)
COUNTY OF JEFFERSON)

BLUE EAGLE EXPLORATION
By: [Signature]
Randy L. Chamberlain
President

IN WITNESS WHEREOF, this instrument is executed this 26th day of April, 1993.

TO HAVE AND TO HOLD the herein assigned properties and interests unto said Assignees, their heirs and assigns forever.

This assignment and conveyance is made without warranty of title, express or implied, except as to conveyances or encumbrances by, through or under the undersigned.

shall be reduced to the proportion thereof which the mineral fee estate conveyed by such leases bears to the entire mineral fee estate. It is expressly agreed that Phillips Petroleum Company, its successors and assigns, shall have the right to pool or unitize the lands and interests affected by the leases described in Exhibit "A", including the overriding royalty herein conveyed, without the joinder or consent of Assignees, their successors or assigns. In the event of production from any such pooled unit or from any unit created by a regulatory body having jurisdiction, the overriding royalty herein conveyed shall be computed on the proportionate part of the production from such pooled unit that is allocated to the property subject to said overriding royalty, and unless otherwise allocated by order of a regulatory body, the amount of such production to be so allocated from each unit shall be that proportion of such total production that the surface area of the property affected hereby and included within such unit bears to the total surface area of all lands within such unit.

STATE OF NEVADA, COUNTY OF EUREKA

LEASE NUMBER	LESSOR LESSEE	DATE OF LEASE RECORDING DATA	DESCRIPTION	52E
219576	USA-N-56622 PHILLIPS PETROLEUM CO.	01/01/93	3 LOTS 1,2,3,4, S/2 N/2, S/2 22N 4 LOTS 1,2,3,4, S/2 N/2, S/2	52E
219577	USA-N-56623 PHILLIPS PETROLEUM CO.	01/01/93	5 LOTS 1,2,3,4, S/2 N/2, S/2 22N 6 LOTS 1,2,3,4,5,6,7, S/2 NE/4, SE/4 NW/4, E/2 SW/4, SE/4	52E
219578	USA-N-56624 PHILLIPS PETROLEUM CO.	01/01/93	7 LOTS 1,2,3,4, E/2, E/2 W/2 18 LOTS 1,2,3,4, E/2, E/2 W/2	52E
219579	USA-N-56626 PHILLIPS PETROLEUM CO.	01/01/93	9 ALL 16 ALL	52E
219580	USA-N-56627 PHILLIPS PETROLEUM CO.	01/01/93	10 ALL 15 ALL	52E
220940	USA-N-55901 RICHARD R. SUTTON	06/01/92	18 LOTS 1-6, E/2 LOT 7, LOTS 8-11, E/2 LOT 12, E/2 19 LOTS 1-4,6,7,8,10,11,12, E/2 23N	52E

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STATE OF NEVADA, COUNTY OF EUREKA

LEASE NUMBER	LESSOR LESSEE	DATE OF LEASE RECORDING DATA	DESCRIPTION
220941 000	USA-N-55900 RICHARD R. SUTTON	06/01/92	6 23N 52E LOTS 1-14, E/2 LOT 15, S/2 NE/4, SE/4 23N 52E 7 E/2 LOT 1, LOTS 2-12, E/2
220942 000	USA-N-55899 RICHARD R. SUTTON	06/01/92	5 23N 52E E/2, SW/4, (PRO DIA 165), LOTS 3, 4, S/2 NW/4, MDM 23N 52E 8 ALL, (PRO DIA 165), MDM
220943 000	USA-N-55898 RICHARD R. SUTTON	06/01/92	25 22N 52E ALL, MDM 36 ALL, MDM
220944 000	USA-N-55897 RICHARD R. SUTTON	06/01/92	19 22N 52E LOTS 1-4, E/2, E/2 W/2, MDM 20 ALL, MDM 22N 52E 21 ALL, MDM 22N 52E
220945 000	USA-N-55864 RICHARD R. SUTTON	06/01/92	25 24N 52E S/2 SW/4, MDM 35 24N 52E LOTS 1,2,7,8, NE/4, MDM 36 24N 52E N/2 NW/4, SW/4 NW/4, MDM

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STATE OF NEVADA, COUNTY OF EUREKA

LEASE NUMBER	LESSOR LESSEE	DATE OF LEASE RECORDING DATA	DESCRIPTION
220946 000	USA-N-55863 RICHARD R. SUTTON	06/01/92	12 24N W/2 NE/4, W2, SE/4, MDM 52E
220947 000	USA-N-55862 RICHARD R. SUTTON	06/01/92	13 24N NW/4, MDM 52E
220948 000	USA-N-55861 RICHARD R. SUTTON	06/01/92	3 23N ALL, MDM (PRO DIA 165) 52E
221056 000	USA-N-56244 RICHARD R. SUTTON	09/01/92	4 23N ALL, MDM (PRO DIA 165) 52E
221057 000	USA-N-56243 RICHARD R. SUTTON	09/01/92	9 23N ALL, MDM (PRO DIA 165) 52E
			14 22N ALL, MDM 52E
			22 22N ALL, MDM 52E
			23 22N ALL, MDM 52E
			20 25N ALL, MDM 53E
			ALL 25N 30 LOTS 1-4, E/2, E/2 W/2 53E
			31 25N LOTS 1-4, E/2, E/2 W/2 53E
			05 25N SW/4 NE/4 53E
			06 25N LOTS 3-7, SE/4 NW/4, E/2 SW/4 53E

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STATE OF NEVADA, COUNTY OF EUREKA

LEASE NUMBER	LESSOR LESSEE	DATE OF LEASE RECORDING DATA	DESCRIPTION
221058 000	USA-N-56241 RICHARD R. SUTTON	09/01/92	07 LOTS 1,2,3, E/2 NW/4 25N 53E 34 28N 52E E/2 28N 52E 35 28N 52E ALL 28N 52E 36 28N 52E ALL 22N 52E 26 22N 52E ALL 22N 52E 35 22N 52E ALL 26N 53E
221059 000	USA-N-56239 RICHARD R. SUTTON	09/01/92	19 LOTS 1-8, E/2 W/2 26N 53E 30 26N 53E LOTS 1-7, NE/4, E/2 NW/4, NE/4 SW/4, N/2 SE/4 53E 31 26N 53E LOTS 1-4, 6,7,9,10, W/2 E/2, E/2 W/2, W/2 E/2 SE/4
221060 000	USA-N-56027 RICHARD R. SUTTON	09/01/92	06 26N 53E
221061 000	USA-N-56026 RICHARD R. SUTTON	09/01/92	LOTS 1-14, S/2 NE/4, SE/4 NW/4, NE/4 SE/4, S/2 SE/4 26N 53E 07 26N 53E LOTS 1-9, E/2, SE/4 SW/4 26N 53E 08 26N 53E SW/4 NE/4, W/2, SE/4 26N 53E 18 26N 53E LOTS 1-8, E/2 W/2, E/2 22N 52E
221062 000	USA-N-56025	09/01/92	27 22N 52E

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LEASE NUMBER	LESSOR LESSEE	DATE OF LEASE RECORDING DATA	DESCRIPTION
221063 000	RICHARD R. SUTTON USA-N-56024 RICHARD R. SUTTON	09/01/92	ALL 28 ALL 33 ALL 34 ALL 27N 27N 27N 27N 27N 27N 27N 26N 26N 26N
221064 000	USA-N-56023 RICHARD R. SUTTON	09/01/92	ALL 25 ALL 36 ALL 24 27N 27N 27N 26N 26N 26N
221065 000	USA-N-56022 RICHARD R. SUTTON	09/01/92	ALL 36 ALL 11 26N 26N 26N
221066 000	USA-N-56021 RICHARD R. SUTTON	09/01/92	ALL 12 ALL 13 ALL 14 E/2, E/2 W/2, NW/4 NW/4, W/2 SW/4 26N 26N 26N 26N 26N 26N

STATE OF NEVADA, COUNTY OF EUREKA

LEASE NUMBER	LESSOR LESSEE	DATE OF LEASE RECORDING DATA	DESCRIPTION
221067 000	USA-N-56020 RICHARD R. SUTTON	09/01/92	23 26N 52E ALL 24 26N 52E ALL 25 26N 52E ALL 26 26N 52E ALL
221068 000	USA-N-56019 RICHARD R. SUTTON	09/01/92	1 26N 52E LOTS 1-4, S/2 N/2, S/2 26N 52E LOTS 1-4, S/2 N/2, SW/4, N/2 SE/4, SW/4 SE/4
221069 000	USA-N-56018 RICHARD R. SUTTON	09/01/92	22 25N 52E ALL (PRO DIA 164) 23 25N 52E ALL (PRO DIA 164) 26 25N 52E ALL (PRO DIA 164) 27 25N 52E ALL (PRO DIA 164)
221070 000	USA-N-56017 RICHARD R. SUTTON	09/01/92	11 25N 52E ALL (PRO DIA 164) 14 25N 52E ALL (PRO DIA 164) 15 25N 52E ALL (PRO DIA 164)
221071 000	USA-N-56016 RICHARD R. SUTTON	09/01/92	02 25N 52E ALL (PRO DIA 164) 03 25N 52E

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LEASE NUMBER	LESSOR LESSEE	DATE OF LEASE RECORDING DATA	DESCRIPTION
221073 000	USA-N-56014 RICHARD R. SUTTON	09/01/92	ALL (PRO DIA 164) 10 25N ALL (PRO DIA 164) 19 27N LOTS 1-8, E/2 W/2, E/2 30 27N LOTS 1-8, E/2 W/2, E/2 31 27N LOTS 1-8, E/2 W/2, E/2
221177 000	USA-N-55497 RICHARD R. SUTTON	04/01/92	1 15N LOTS 1,2,3,4, S/2 N/2, S/2, MDM 2 15N LOTS 1,2,3,4, S/2 N/2, S/2, MDM 11 15N ALL, MDM
221178 000	USA-N-55498 RICHARD R. SUTTON	04/01/92	12 15N ALL, MDM 13 15N ALL, MDM 14 15N ALL, MDM
221297 000	USA-N-55500 RICHARD R. SUTTON	04/01/92	23 16N ALL, MDM 24 16N ALL, MDM 26 16N ALL, MDM 27 16N ALL, MDM

STATE OF NEVADA, COUNTY OF EUREKA

LEASE NUMBER	LESSOR LESSEE	DATE OF LEASE RECORDING DATA	DESCRIPTION	
221298 000	USA-N-55466 RICHARD R. SUTTON	03/01/92	25 ALL, MDM 34 ALL, MDM 35 ALL, MDM 36 ALL, MDM	16N 51E 51E 51E 51E
221299 000	USA-N-55501 RICHARD R. SUTTON	04/01/92	1 LOTS 1,2,3,4, S/2 N/2, N/2 S/2, SE/4 SW/4, S/2 SE/4, MDM 12 E/2, NE/4 NW/4, W/2 SW/4	24N 51E
221304 000	USA-N-55508 RICHARD R. SUTTON	04/01/92	6 ALL, PRO DIA 202, MDM 19 ALL, PRO DIA 202, MDM 30 ALL, PRO DIA 202, MDM 31 ALL, PRO DIA 202, MDM	16N 52E 52E 52E 52E
221305 000	USA-N-55468 RICHARD R. SUTTON	03/01/92	12 ALL, PRO DIA 202, MDM 13 ALL, PRO DIA 202, MDM 24 ALL, PRO DIA 202, MDM 25 ALL, PRO DIA 202, MDM	16N 52E 52E 52E 52E
221306 000	USA-N-55509	04/01/92	20 ALL, PRO DIA 202, MDM	16N 52E

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LEASE NUMBER	LESSOR LESSEE	DATE OF LEASE RECORDING DATA	DESCRIPTION
221307 000	RICHARD R. SUTTON USA-N-55511 RICHARD R. SUTTON	04/01/92	ALL, PRO DIA 202, MDM 21 16N 52E ALL, PRO DIA 202, MDM 29 16N 52E ALL, PRO DIA 202, MDM 32 16N 52E ALL, PRO DIA 202, MDM 28 16N 52E ALL, PRO DIA 202, MDM 33 16N 52E ALL, PRO DIA 202, MDM 36 16N 52E ALL, PRO DIA 202, MDM
221308 000	USA-N-55512 RICHARD R. SUTTON	04/01/92	1 22N 52E LOTS 5,6,7,8, S/2 N/2, S/2, MDM 2 22N 52E LOTS 1,2,3,4, S/2 N/2, S/2, MDM 11 22N 52E ALL, MDM 52E 12 22N 52E ALL, MDM 52E
221309 000	USA-N-55513 RICHARD R. SUTTON	04/01/92	2 23N 52E W/2, PRO DIA 165, MDM 10 23N 52E ALL, PRO DIA 165, MDM 11 23N 52E W/2, PRO DIA 165, MDM 15 23N 52E ALL, PRO DIA 165, MDM
221310 000	USA-N-55514	04/01/92	13 23N 52E

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LEASE NUMBER	LESSOR LESSEE	DATE OF LEASE RECORDING DATA	DESCRIPTION
221311 000	RICHARD R. SUTTON USA-N-55515	04/01/92	LOTS 1,2,3,4,5,6,7,8, NE/4, NW/4, NW/4, MDM 14 23N 52E E/2, W/2 PRO DIA 165, MDM 23 23N 52E E/2, W/2 PRO DIA 165, MDM 24 23N 52E LOTS 1,2,3,4, MDM 16 23N 52E ALL, PRO DIA 165, MDM 17 23N 52E ALL, PRO DIA 165, MDM 20 23N 52E ALL, PRO DIA 165, MDM 21 23N 52E ALL, PRO DIA 165, MDM 22 23N 52E ALL, PRO DIA 165, MDM 27 23N 52E ALL, PRO DIA 165, MDM 28 23N 52E ALL, PRO DIA 165, MDM 25 23N 52E W/2 NW/4, S/2, MDM 26 23N 52E E/2, W/2 PRO DIA 165, MDM 35 23N 52E E/2, W/2 PRO DIA 165, MDM 36 23N 52E SE/4 NE/4, S/2 29 23N 52E
221312 000	RICHARD R. SUTTON USA-N-55516	04/01/92	
221313 000	RICHARD R. SUTTON USA-N-55517	04/01/92	
221314 000	RICHARD R. SUTTON USA-N-55518	04/01/92	

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STATE OF NEVADA, COUNTY OF EUREKA

LEASE NUMBER	LESSOR LESSEE	DATE OF LEASE RECORDING DATA	DESCRIPTION
221315 000	RICHARD R. SUTTON USA-N-55519	04/01/92	ALL, PRO DIA 165, MDM 32 N/2, SE/4, PRO DIA 165, SW/4, MDM 52E
221316 000	RICHARD R. SUTTON USA-N-55520	04/01/92	LOTS 1,2,3,4,5,6,7,8,9,10,11,12, E/2 31 LOTS 1,2,3,4,5,6,7,8,9,10,11,12, E/2 52E
221317 000	RICHARD R. SUTTON USA-N-55521	04/01/92	ALL, PRO DIA 165, MDM 34 ALL, PRO DIA 165, MDM 52E
221318 000	RICHARD R. SUTTON USA-N-55522	04/01/92	ALL, PRO DIA 164, MDM 4 ALL, PRO DIA 164, MDM 5 ALL, PRO DIA 164, MDM 6 ALL, PRO DIA 164, MDM 52E 52E 52E 52E 52E
221318 000	RICHARD R. SUTTON	04/01/92	ALL, PRO DIA 164, MDM 8 ALL, PRO DIA 164, MDM 9 ALL, PRO DIA 164, MDM 10 ALL, PRO DIA 164, MDM 52E 52E 52E

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STATE OF NEVADA , COUNTY OF EUREKA

LEASE NUMBER	LESSOR LESSEE	DATE OF LEASE RECORDING DATA	DESCRIPTION
221319 000	USA-N-55523 RICHARD R. SUTTON	04/01/92	14 24N 15 W/2, PRO DIA 164, MDM 16 ALL, PRO DIA 164, MDM 17 ALL, PRO DIA 164, MDM 18 ALL, PRO DIA 164, MDM
221320 000	USA-N-55524 RICHARD R. SUTTON	04/01/92	18 24N 19 ALL, PRO DIA 164, MDM 20 ALL, PRO DIA 164, MDM 21 ALL, PRO DIA 164, MDM 22 ALL, PRO DIA 164, MDM 23 N/2, SE/4, PRO DIA 164, 24 LOTS 3,4, E/2 SW/4, MDM
221321 000	USA-N-55525 RICHARD R. SUTTON	04/01/92	20 24N 21 ALL, PRO DIA 164, MDM 22 ALL, PRO DIA 164, MDM 23 ALL, PRO DIA 164, MDM 24 W/2, PRO DIA 164, MDM
221322 000	USA-N-55526 RICHARD R. SUTTON	04/01/92	26 24N 27 W/2, PRO DIA 164, MDM 28 ALL, PRO DIA 164, MDM 29 ALL, PRO DIA 164, MDM

STATE OF NEVADA, COUNTY OF EUREKA

LEASE NUMBER	LESSOR LESSEE	DATE OF LEASE RECORDING DATA	DESCRIPTION
221323 000	USA-N-55527 RICHARD R. SUTTON	04/01/92	29 ALL, PRO DIA 164, MDM 24N 52E 32 24N 52E 33 ALL, PRO DIA 164, MDM 24N 52E 34 ALL, PRO DIA 164, MDM 24N 52E 35 N/2, SW/4, PRO DIA 164, SE/4, MDM 24N 52E LOTS 3,4,5,6, NW/4, MDM 24N 52E
221326 000	USA-N-55706 RICHARD R. SUTTON	05/01/92	1 17N 52E 2 ALL, PRO DIA 116, MDM 17N 52E 3 ALL, PRO DIA 116, MDM 17N 52E 12 ALL, PRO DIA 116, MDM 17N 52E ALL, PRO DIA 116, MDM 17N 52E
221327 000	USA-N-55707 RICHARD R. SUTTON	05/01/92	25 18N 52E 26 ALL, PRO DIA 116, MDM 18N 52E 35 ALL, PRO DIA 116, MDM 18N 52E 36 ALL, PRO DIA 116, MDM 18N 52E ALL, PRO DIA 116, MDM 18N 52E
221328 000	USA-N-55708 RICHARD R. SUTTON	05/01/92	27 18N 52E 28 ALL, PRO DIA 116, MDM 18N 52E ALL, PRO DIA 116, MDM 18N 52E

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STATE OF NEVADA, COUNTY OF EUREKA

LEASE NUMBER	LESSOR LESSEE	DATE OF LEASE RECORDING DATA	DESCRIPTION
221329	USA-N-55709	05/01/92	18N ALL, PRO DIA 116, MDM
000	RICHARD R. SUTTON		18N ALL, PRO DIA 116, MDM
			18N ALL, PRO DIA 116, MDM
			18N ALL, PRO DIA 116, MDM

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 OFFICIAL RECORDS
 RECORDED AT THE REQUEST OF
Roger Sutton
 93 MAY 14 AM 10:01
 EUREKA COUNTY, NEVADA
 M.N. REBAL. RECORDER
 FILE NO. 135440
 FEE \$ 20-

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