

147448

ASSIGNMENT OF OVERRIDING ROYALTY

I. The undersigned, hereinafter referred to as "Assignor" (whether one or more), owns a Working Interest in the following Oil and Gas Lease(s) covering land located in Eureka County, Nevada, to-wit:

| Lessor | Lessee | Date | Recorded | Land Description |
|--------|--------|------|----------|------------------|
|--------|--------|------|----------|------------------|

SEE EXHIBIT "A" ATTACHED HERETO AND MADE A PART HEREOF.

II. In consideration of \$1.00, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby sell, assign, transfer and convey an Overriding Royalty, free and clear of all cost and expense of development and operations, insofar and only insofar as it covers the above described lands, to the following parties hereinafter referred to as "Assignee" (whether one or more), in the amount shown:

| Name and Address | Percent |
|---|----------------|
| Raymond T. Duncan 1777 S. Harrison Street, P-1 Denver, CO 80210 | 1.5% of 8/8ths |
| Raymond T. Duncan 1777 S. Harrison Street, P-1 Denver, CO 80210 | .5% of 8/8ths |

being in all a total of an undivided 2.0% of 8/8ths of value of all oil, gas, casinghead gas and other hydrocarbon substances produced, saved and sold from the above described land and under and pursuant to the provisions of the above described Oil and Gas Lease(s), and any extension or renewal thereof or any new leases taken in lieu thereof, which Overriding Royalty shall be paid at the same time and upon the same basis as the royalty provided for in said lease. The Overriding Royalty accruing hereunder shall be less any and all taxes levied or assessed against the same, or production by which the same is determined which Assignor may be authorized or required by law to deduct and pay for the account of Assignee, with the further understanding that no Overriding Royalty shall accrue or be payable upon oil or gas for development or operations upon the above described premises of which may be unavoidably lost.

III. The overriding royalty assigned herein shall not merge with any working interest owned or hereafter acquired by Assignee.

IV. If the Oil and Gas Lease(s) described above does not cover and lease all of the mineral interest in the land described above, the Overriding Royalty herein provided for shall be reduced in proportion to the actual interest owned in said land under the terms of said lease.

V. If by virtue of the Oil and Gas Lease(s) described above, the Assignor owns less than all of the Working Interest in the land described above, the Assignor shall be reduced in proportion to the actual Working Interest owned by the Assignor in said land under the terms of said lease(s).

Dated this 29th day of October, 1993.

Attest: Energy Partners Nominee Company

By: *Bruce E. Johnston*
Bruce E. Johnston
Vice President

By: *Leon R. Bailey*
Leon R. Bailey
Assistant Secretary

STATE OF COLORADO)
) ss.)
COUNTY OF DENVER)

The foregoing instrument was acknowledged before me this 29th day of October, 1993, by Bruce E. Johnston, Vice President of Energy Partners Nominee Company.

WITNESS my hand and official seal.

Linda L. Brewer
Notary Public
Linda L. Brewer
1777 S. Harrison, P1
Denver, CO 80210

My Commission Expires: 3-12-96
LINDA L. BREWER
NOTARY PUBLIC
STATE OF COLORADO

LEASE NUMBER: 285108
 LESSOR: USA N-57713
 LESSEE: ENERGY PARTNERS NOMINEE CO
 LEASE DATE: 10/01/1993
 EFFECTIVE DATE: 10/01/1993
 RECORDING DATA: Tract 001
 State NEVADA
 County EUREKA

DESCRIPTION: Tract 001
 T22N-R54E, MDM
 SEC. 22: ALL
 SEC. 27: ALL
 SEC. 28: S/2
 SEC. 34: ALL

LEASE NUMBER: 285109
 LESSOR: USA N-57712
 LESSEE: ENERGY PARTNERS NOMINEE CO
 LEASE DATE: 10/01/1993
 EFFECTIVE DATE: 10/01/1993
 RECORDING DATA: Tract 001
 State NEVADA
 County EUREKA

DESCRIPTION: Tract 001
 T22N-R54E, MDM
 SEC. 9: ALL
 SEC. 10: ALL
 SEC. 15: ALL

LEASE NUMBER: 285110
 LESSOR: USA N-57711
 LESSEE: ENERGY PARTNERS NOMINEE CO
 LEASE DATE: 10/01/1993
 EFFECTIVE DATE: 10/01/1993
 RECORDING DATA: Tract 001
 State NEVADA
 County EUREKA

DESCRIPTION: Tract 001
 T22N-R54E, MDM
 SEC. 3: LOTS 1-4, S/2N/2, S/2
 SEC. 4: LOTS 1-4, S/2N/2, S/2
 SEC. 5: LOTS 1-4, S/2N/2, S/2
 SEC. 6: LOTS 1-6, S/2NE/4, SE/4

LEASE NUMBER: 285111
 LESSOR: USA N-57710
 LESSEE: ENERGY PARTNERS NOMINEE CO
 LEASE DATE: 10/01/1993
 EFFECTIVE DATE: 10/01/1993
 RECORDING DATA: Tract 001
 State NEVADA
 County EUREKA

DESCRIPTION: Tract 001
 T22N-R53E, MDM
 SEC. 13: ALL (PRO DIA 166)

BOOK 255 PAGE 336
 OFFICIAL RECORDS
 RECORDED AT THE REQUEST OF
 Duncan Energy Co.
 93 NOV 15 18:48

EUREKA COUNTY, NEVADA
 M.N. REBALANCE RECORDER
 FILE NO. FEES \$9.00

147448