

ASSIGNMENT OF OVERRIDING ROYALTY INTEREST

KNOW ALL MEN BY THESE PRESENTS: That, for and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby confessed and acknowledged, the companies listed below:

PRIMA OIL & GAS COMPANY
successor in interest to Prima Management Corporation
1801 Broadway, Suite 500
Denver, Colorado, 80202

JOHN P. LOCKRIDGE
1801 Broadway, Ste. 550
Denver, Colorado 80202

ANDRIKOPoulos RESOURCES GROUP
Box 788
Cheyenne, Wyoming 82003

BELO OIL & MINERALS CO.
1738 S. Poplar
Casper, Wyoming 82601

ROBERT G. JAMES
11 East 44th, #1700
New York, NY 10017

McMURRY OIL CO.
Box 220
Casper, WY 82602

hereinafter collectively referred to as "ASSIGNOR", hereby convey, transfer, assign, and set over an overriding royalty interest in the amount of two and one-half percent (2.5%) of all oil, gas, casinghead gas, and other hydrocarbon substances produced, saved and marketed from the oil and gas leases described on Exhibit "A" attached hereto and by this reference made a part of, unto **FORELAND CORPORATION**, whose address is 2561 South 1560 West, Ste. 200, Woods Cross, Utah 84089, hereinafter referred to as "ASSIGNEE".

If the subject lands cover less than the full and entire undivided mineral estate in the subject lands, or Assignor owns less than the entire leasehold estate, under the subject lands, then the overriding royalty interest herein conveyed shall be reduced proportionately.

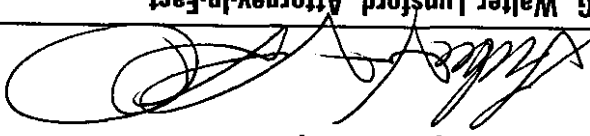
Said overriding royalty interest herein assigned to Assignee shall be free and clear of any and all cost and expense of the development and operations thereof, excepting taxes that may be levied and assessed against said overriding royalty interest or production therefrom.

This Assignment is expressly made subject to the terms and conditions of the subject leases.

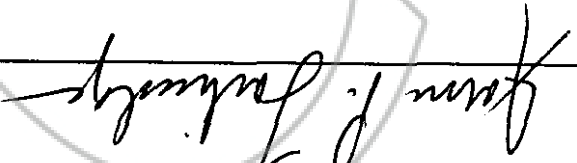
IT IS UNDERSTOOD AND AGREED that this Assignment of Overriding Royalty Interest is made without warranty of title, either express or implied, except as to all parties claiming by, through and under Assignor. This Assignment shall be binding upon and inure to the benefit of the parties hereto, their heirs, personal representatives, successors and assigns.

THIS Assignment may be executed in any number of counterparts, no one of which needs to be executed by all parties, or may be ratified to or consented to by separate instrument in writing specifically referring hereto and shall be binding upon all those parties who have executed such a counterpart, ratification, or consent hereto with the same force and effect as if all such parties had signed the same document, and regardless of whether or not it is executed by all other parties owning or claiming an interest in the lands within the lands described on Exhibit "A".

IN WITNESS WHEREOF, Assignor has caused this Assignment to be executed this 23rd day of August, 1993, to be effective the 5th day of August, 1993.

PRIMA OIL & GAS COMPANY, successor in interest to
Prima Management Corporation

G. Walter Lunsford, Attorney-in-Fact

JOHN P. LOCKRIDGE



ANDRIKOPoulos RESOURCES GROUP

By: _____
Title: _____

BELD OIL & MINERALS CO.

By: _____
Title: _____

McMURRY OIL CO.

By: _____
Title: _____

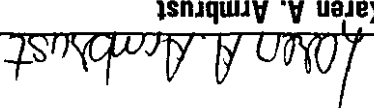
STATE OF COLORADO)
COUNTY OF DENVER)

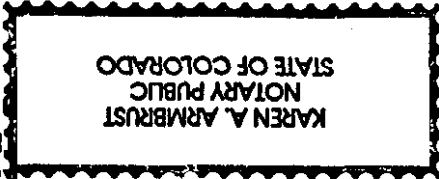
ACKNOWLEDGMENT

On this the 23rd day of August, 1993, before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared G. Walter Lunsford, to me known to be the identical person who subscribed the name of the maker thereof to the foregoing instrument as the Attorney-in-Fact of Prima Oil & Gas Company. Given under my hand and seal the day and year above written.

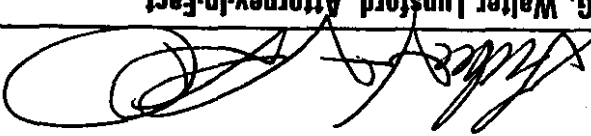
MY COMMISSION EXPIRES: NOTARY PUBLIC:

August 31, 1996

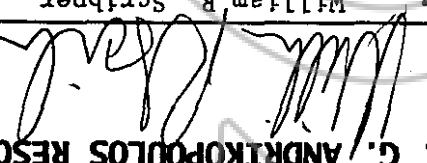

Karen A. Armbrust
801 Broadway, Suite #500
Denver, Colorado 80202



IN WITNESS WHEREOF, Assignor has caused this Assignment to be executed this 23rd day of August, 1993, to be effective the 5th day of August, 1993.

PRIMA OIL & GAS COMPANY, successor in interest to
Prima Management Corporation

G. Walter Lunsford, Attorney-in-Fact

JOHN P. LOCKRIDGE

A. G. ANDRIKOPoulos RESOURCES, INC.

By: William R. Scribner
Title: Vice President

BELO OIL & MINERALS CO.

By: _____
Title: _____

McMURRY OIL CO.

By: _____
Title: _____

STATE OF COLORADO)
COUNTY OF DENVER)

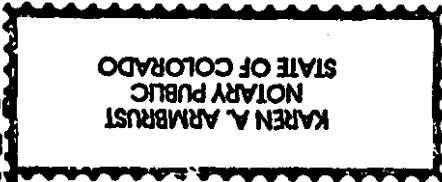
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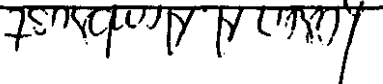
MY COMMISSION EXPIRES:

NOTARY PUBLIC:

August 31, 1996

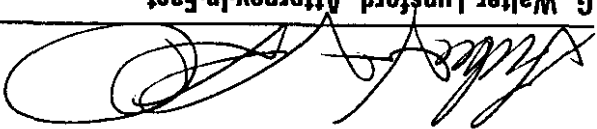


Karen A. Armbrust
801 Broadway, Suite #500
Denver, Colorado 80202

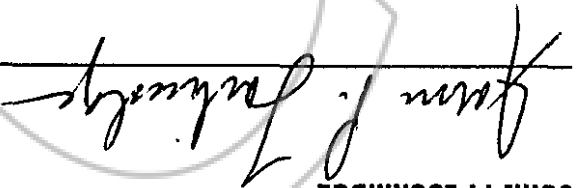


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PRIMA OIL & GAS COMPANY, successor in interest to
Prima Management Corporation


G. Walter Lunsford, Attorney-in-Fact

JOHN P. LOCKRIDGE



ANDRIKOPoulos RESOURCES GROUP

By: _____
Title: _____

BELO OIL & MINERALS CO.

By: William W. Wenzel
Title: President

McMURRAY OIL CO.

By: _____
Title: _____

STATE OF COLORADO)
COUNTY OF DENVER)s

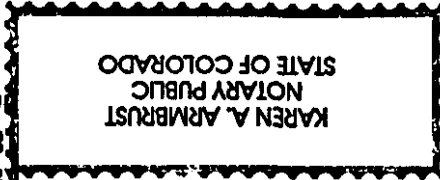
ACKNOWLEDGMENT

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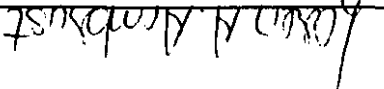
MY COMMISSION EXPIRES:

NOTARY PUBLIC:

August 31, 1996



Karen A. Armbrust
801 Broadway, Suite #500
Denver, Colorado 80202



IN WITNESS WHEREOF, Assignor has caused this Assignment to be executed this _____ day of _____, 1993, to be effective the 5th day of August, 1993.

PRIMA OIL & GAS COMPANY, successor in interest to
Prima Management Corporation

G. Walter Lunsford, Attorney-in-Fact

JOHN P. LOCKRIDGE

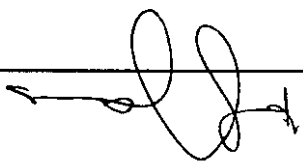
ANDRIKOPoulos RESOURCES GROUP

By: _____
Title: _____

BELD OIL & MINERALS CO.

By: _____
Title: _____

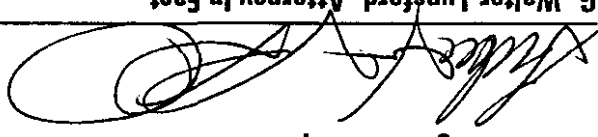
ROBERT G. JAMES

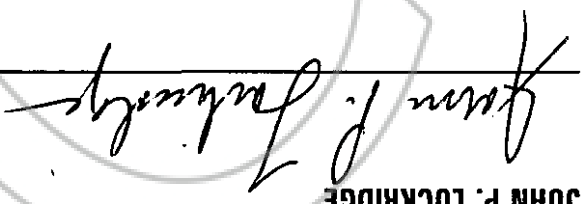


McMURRY OIL CO.

By: _____
Title: _____

IN WITNESS WHEREOF, Assignor has caused this Assignment to be executed this 23rd day of August, 1993, to be effective the 5th day of August, 1993.

PRIMA OIL & GAS COMPANY, successor in interest to
Prima Management Corporation

G. Walter Lunsford, Attorney-in-Fact

JOHN P. LOCKRIDGE

ANDRIKOPoulos RESOURCES GROUP

By: _____
Title: _____
BELO OIL & MINERALS CO.

By: _____
Title: _____

McMURRY OIL CO.

By: John W. Martin
Title: President

STATE OF COLORADO)
COUNTY OF DENVER)

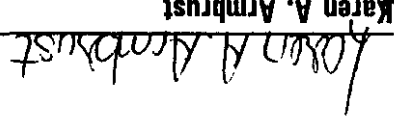
ACKNOWLEDGMENT

On this the 23rd day of August, 1993, before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared G. Walter Lunsford, to me known to be the identical person who subscribed the name of the maker thereof to the foregoing instrument as the Attorney-in-Fact of Prima Oil & Gas Company. Given under my hand and seal the day and year above written.

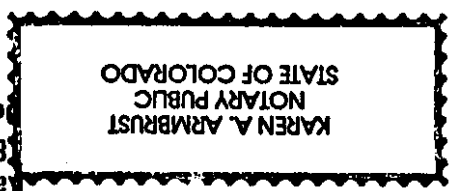
MY COMMISSION EXPIRES:

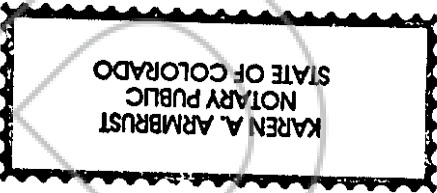
NOTARY PUBLIC:

August 31, 1996


Karen A. Armbrust

801 Broadway, Suite #500
Denver, Colorado 80202





Name: Karen A. Armbrust
Address: 1801 Broadway, Suite 500
Denver, CO 80202

8-31-96

MY COMMISSION EXPIRES:

NOTARY PUBLIC:

On this the 23rd day of August, 1993, before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared John R. Lockridge, to me known to be the identical person who subscribed the name of the maker thereof to the foregoing instrument. Given under my hand and seal the day and year above written.

STATE OF Colorado
COUNTY OF Denver

INDIVIDUAL ACKNOWLEDGMENT

Name: _____
Address: _____

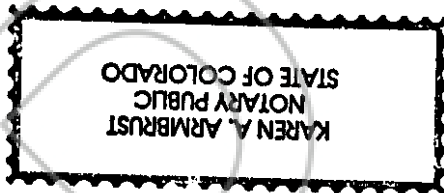
MY COMMISSION EXPIRES:

NOTARY PUBLIC:

On this the _____ day of _____, 1993, before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared _____, to me known to be the identical person who subscribed the name of the maker thereof to the foregoing instrument as the _____ of _____ Given under my hand and seal the day and year above written.

STATE OF _____
COUNTY OF _____

CORPORATE ACKNOWLEDGMENT



8-31-96

Name: Karen A. Armbrust
Address: 1801 Broadway, Suite 500
Denver, CO 80202

NOTARY PUBLIC:

MY COMMISSION EXPIRES:

On this the 23rd day of August, 1993, before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared John R. Lockridge, to me known to be the identical person who subscribed the name of the maker thereof to the foregoing instrument. Given under my hand and seal the day and year above written.

INDIVIDUAL ACKNOWLEDGMENT

STATE OF Colorado
COUNTY OF Denver

Name: Mary K. Moore
Address: 1738 South Poplar St.
Casper, WY 82601

NOTARY PUBLIC:

MY COMMISSION EXPIRES:

8/22/96

On this the 26th day of August, 1993, before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared G. William Hurley to me known to be the identical person who subscribed the name of the maker thereof to the foregoing instrument as the President of Beld Oil & Minerals Co. Given under my hand and seal the day and year above written.

CORPORATE ACKNOWLEDGMENT

STATE OF WYOMING
COUNTY OF NATRONA

STATE OF COLORADO)
COUNTY OF DENVER)

ACKNOWLEDGMENT

On this 23rd day of August, 1993, before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared G. Walter Lunsford, to me known to be the identical person who subscribed the name of the maker thereof to the foregoing instrument as the Attorney-in-Fact of Prima Oil & Gas Company. Given under my hand and seal the day and year above written.

MY COMMISSION EXPIRES: NOTARY PUBLIC:

August 31, 1996

Karen A. Armbrust
1801 Broadway, Suite #500
Denver, Colorado 80202

STATE OF)
COUNTY OF)

CORPORATE ACKNOWLEDGMENT

On this the _____ day of _____, 1993, before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared _____, to me known to be the identical person who subscribed the name of the maker thereof to the foregoing instrument as the _____ of _____. Given under my hand and seal the day and year above written.

MY COMMISSION EXPIRES:

NOTARY PUBLIC:

STATE OF New York)
COUNTY OF Westchester)

INDIVIDUAL ACKNOWLEDGMENT

On this the 26th day of August, 1993, before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Rosalee Souders, to me known to be the identical person who subscribed the name of the maker thereof to the foregoing instrument. Given under my hand and seal the day and year above written.

MY COMMISSION EXPIRES:

NOTARY PUBLIC:

ROSALIE SOUDERS
Notary Public, State of New York
No 31-5697900
Qualified in New York County
Commission Expires February 28, 1995

Rosalee Souders
Name: ROSALIE SOUDERS
Address: 143 WINDSOR CIRCLE
WASHINGTON TWP NJ



Name:

Address:

On this the _____ day of _____, 1993, before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared _____, to me known to be the identical person who subscribed the name of the maker thereof to the foregoing instrument. Given under my hand and seal the day and year above written.

MY COMMISSION EXPIRES: _____

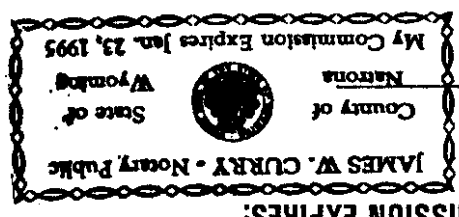
NOTARY PUBLIC:

INDIVIDUAL ACKNOWLEDGMENT

STATE OF _____
COUNTY OF _____
_____)
_____)

Name: JAMES W. CURRY
Address: 1398 SOUTH FORLAK
ASTORIA, OX 97101

Signature: James W. Curry
NOTARY PUBLIC:



On this the 30 day of August, 1993, before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared JOHN W. MARTIN, to me known to be the identical person who subscribed the name of the maker thereof to the foregoing instrument as the PRESIDENT of McMurtry Oil Co. Given under my hand and seal the day and year above written.

MY COMMISSION EXPIRES: _____

CORPORATE ACKNOWLEDGMENT

STATE OF WYOMING
COUNTY OF NATRONA
_____)
_____)

Exhibit "A"

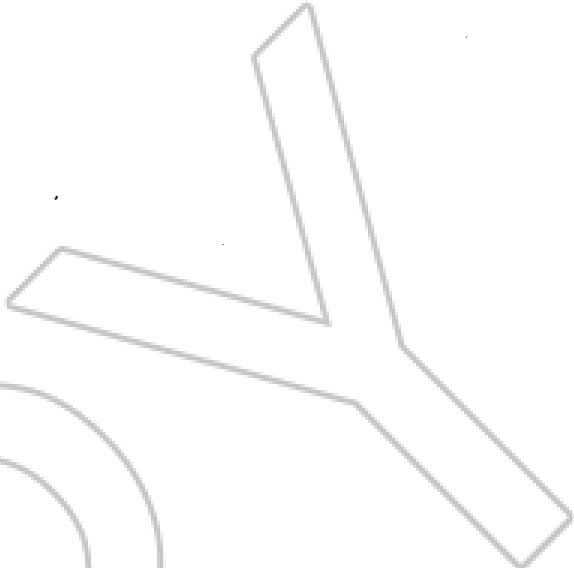
Attached to and made a part of that certain Assignment of Overriding Royalty Interest effective August 5, 1993, by and between Prima Oil & Gas Company, successor in interest to Prima Management Corporation, John P. Lockridge, Andrikopoulos Resources Group, Robert G. James, Beld Oil & Minerals Co., and McMurry Oil Co. (herein collectively referred to as "Assignor"), and Foreland Corporation (herein referred to as "Assignee")

Eureka County, Nevada

LESSOR: USA N-49127
LESSEE: John P. Lockridge
LEASE DATE: September 1, 1988
DESCRIPTION: Township 16 North, Range 54 East, MDM
Section 11: E/2
Section 12: All
Section 13: All
Section 14: E/2
containing 1,920 acres, m/l

LESSOR: USA N-49128
LESSEE: John P. Lockridge
LEASE DATE: September 1, 1988
DESCRIPTION: Township 16 North, Range 54 East, MDM
Section 23: E/2
containing 320 acres, m/l

LESSOR: USA N-49129
LESSEE: John P. Lockridge
LEASE DATE: September 1, 1988
DESCRIPTION: Township 16 North, Range 54 East, MDM
Section 24: All
Section 25: All
Section 26: E/2
containing 1,600 acres, m/l



Name:

Address:

On this the _____ day of _____, 1993, before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared _____ to me known to be the identical person who subscribed the name of the maker thereof to the foregoing instrument. Given under my hand and seal the day and year above written.

MY COMMISSION EXPIRES: _____

NOTARY PUBLIC:

INDIVIDUAL ACKNOWLEDGMENT

STATE OF _____)
COUNTY OF _____)



Name: Brenda Lee Perkins
Address: 1700 Broadway, Suite 1500
Denver, Colorado 80290

On this the 5th day of November, 1993, before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared William R. Scribner, to me known to be the identical person who subscribed the name of the maker thereof to the foregoing instrument as the Vice President of A. G. Andrikopoulos Resources, Inc. Given under my hand and seal the day and year above written.

MY COMMISSION EXPIRES: _____

NOTARY PUBLIC:

CORPORATE ACKNOWLEDGMENT

STATE OF COLORADO)
COUNTY OF DENVER)

Exhibit "A"

Attached to and made a part of that certain Assignment of Overriding Royalty Interest effective August 5, 1993, by and between Prima Oil & Gas Company, successor in interest to Prima Management Corporation, John P. Lockridge, Andrikopoulos Resources Group, Robert G. James, Beld Oil & Minerals Co., and McMurry Oil Co. (herein collectively referred to as "Assignor"), and Foreland Corporation (herein referred to as "Assignee")

Eureka County, Nevada

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Section 11: E/2
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Section 24: All
Section 25: All
Section 26: E/2
containing 1,600 acres, m//

EUREKA COUNTY, NEVADA
M.N. REBALANCE, RECORDER
FILE NO.
149783

BOOK 262 PAGE 579
OFFICIAL RECORDS
RECORDED AT THE REQUEST OF
Foreland Corp
93 DEC 16 P4:21