

**ASSIGNMENT OF OIL, GAS AND MINERAL LEASES,
BILL OF SALE AND TRANSFER OF PRODUCTION**

KNOW ALL MEN BY THESE PRESENTS THAT Santa Fe Energy Operating Partners, L.P., effective December 1, 1993, conveyed 99.0000% of its rights, titles and interests in the Leases and Subject Interests described below to Santa Fe Energy Partners L.P. Now, for and in consideration of the sum of TEN DOLLARS (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, SANTA FE ENERGY PARTNERS, L.P., a Delaware limited partnership, hereinafter referred to as "ASSIGNOR", has bargained, sold, assigned, transferred and conveyed and does hereby bargain, sell, assign, transfer and convey, effective December 1, 1993, unto SANTA FE ENERGY RESOURCES, INC., a Delaware corporation, and SANTA FE ENERGY PACIFIC EXPLORATION COMPANY, a Delaware corporation, whose joint address is 1616 South Voss, Suite 1000, Houston, Texas 77057, hereinafter jointly referred to as "ASSIGNEE", upon the terms and conditions hereinafter stated, all of ASSIGNOR'S rights, titles and interests in and to the oil, gas and mineral leases (the "Leases"), and the leasehold estates created thereby, (the "Subject Interests"), which interests and leases are described on Exhibit "A", attached hereto and incorporated herein for all purposes, together with a like undivided interest in and to all personal property, leases and well equipment used on the Leases, or used in connection with the production, storage, transportation, compression, treating and marketing of the oil, gas and other minerals which may be produced therefrom, including, but not limited to all machinery, equipment, pipelines, fixtures, appliances, pipes, valves, fittings, tools, supplies, appurtenant facilities, and all other minerals and assets of every nature and kind located on or used in

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connection with the Leases, together with a like undivided interest in all other rights, titles or interests which are owned by ASSIGNOR arising out of or existing in connection with the Leases or the Subject Interests.

The interests herein conveyed shall be owned by the parties constituting Assignee in the following proportions:

Santa Fe Energy Resources, Inc.	98.0199/99.0000
Santa Fe Pacific Exploration Company	0.9801/99.0000

TO HAVE AND TO HOLD the above described Subject Interests, Leases and premises, together with all and singular the rights and appurtenances thereto and anywise belonging unto ASSIGNEE, its successors and assigns forever.

EXECUTED this the 16th day of December, 1993.

ASSIGNOR:

SANTA FE ENERGY PARTNERS, L.P.

By: Santa Fe Pacific Exploration Company,
Managing General Partner

M. J. Rosinski, Vice President

ASSIGNEE:

SANTA FE ENERGY RESOURCES, INC.

L. R. Womack, Vice President

SANTA FE PACIFIC EXPLORATION COMPANY

M. J. Rosinski, Vice President

ATTEST:

Mark A. Older, Secretary

SEAL
Affixed

ATTEST:

Mark A. Older, Secretary

SEAL
Affixed

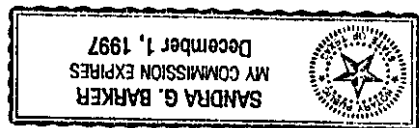
Mark A. Older, Secretary

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THE STATE OF TEXAS
COUNTY OF HARRIS

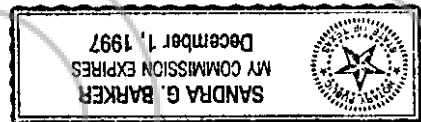
This instrument was acknowledged before me on December 16, 1993, by M. J. Rosinski,
as Vice President of Santa Fe Pacific Exploration Company as Managing General Partner of
Santa Fe Energy Partners, L.P. on behalf of said Limited Partnership.



Sandra G. Barker
Notary Public in and for the State of Texas
My Commission expires: _____

THE STATE OF TEXAS
COUNTY OF HARRIS

This instrument was acknowledged before me on December 16, 1993, by J. R. Womack,
as Vice President of Santa Fe Energy Resources, Inc. on behalf of said corporation.



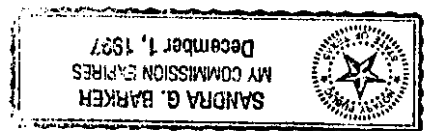
Sandra G. Barker
Notary Public in and for the State of Texas
My Commission expires: _____

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THE STATE OF TEXAS
COUNTY OF HARRIS

This instrument was acknowledged before me on December 16, 1993, by M. J. Rosinski,
as Vice President of Santa Fe Pacific Exploration Company, a Delaware corporation, on behalf
of said corporation.



Sandra G. Barker
Notary Public in and for the State of Texas
My Commission expires: _____

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Page 1
PGM-SFEB

EXHIBIT A

LEASE

LESSOR

LESSEE
STATE/COUNTY

USE DATE

RECORDED

20073 -

BLM NVN-43109

NV / EUREKA SANTA FE ENERGY COMPANY

06/01/1987

TOWNSHIP ID = 028 N RANGE ID = 051 E SECTION ID = 0008
ALL
TOWNSHIP ID = 028 N RANGE ID = 051 E SECTION ID = 0018
LOTS 1, 2, 3, 4, E/2 W/2, SE/4
TOWNSHIP ID = 028 N RANGE ID = 051 E SECTION ID = 0019
LOTS 1, 2, 3, 4, E/2 W/2, E/2 (ALL)

20074 -

BLM NVN-47173

NV / EUREKA SANTA FE ENERGY COMPANY

12/01/1987

TOWNSHIP ID = 030 N RANGE ID = 049 E SECTION ID = 0002
LOTS 1, 2, 3, 4, S/2 N/2, S/2
TOWNSHIP ID = 030 N RANGE ID = 049 E SECTION ID = 0004
LOTS 1, 2, 3, 4, S/2 N/2, S/2
TOWNSHIP ID = 030 N RANGE ID = 049 E SECTION ID = 0006
LOTS 1, 2, 3, 4
TOWNSHIP ID = 030 N RANGE ID = 049 E SECTION ID = 0018
LOTS 1, 2, 3, 4
TOWNSHIP ID = 030 N RANGE ID = 049 E SECTION ID = 0030
LOTS 1, 2, 3, 4

30366 -001 CATELLUS DEVELOPMENT CORPORATI SANTA FE ENERGY OPERATING PART 07/01/1991

NV / EUREKA

BK 238 PG 811

TOWNSHIP ID = 029 N RANGE ID = 052 E SECTION ID = 0003
ALL - CONTAINING 647.91 ACS
CARRIED UNDER 30366-002
TOWNSHIP ID = 029 N RANGE ID = 052 E SECTION ID = 0009
E/2 - CONTAINING 320 ACS
CARRIED UNDER 30366-002
TOWNSHIP ID = 029 N RANGE ID = 052 E SECTION ID = 0015
W/2 - CONTAINING 320 ACS
CARRIED UNDER 30366-002
TOWNSHIP ID = 029 N RANGE ID = 052 E SECTION ID = 0021
E/2; SW-CONTAINING 480 AC 1S
CARRIED UNDER 30366-002
TOWNSHIP ID = 029 N RANGE ID = 052 E SECTION ID = 0033
ALL - CONTAINING 640 ACS
CARRIED UNDER 30366-002
TOWNSHIP ID = 030 N RANGE ID = 052 E SECTION ID = 0027

EXHIBIT A

LEASE

LESSOR

LESSEE
STATE/COUNTY

USE DATE

RECORDED

W/2 - CONTAINING 320 ACS
CARRIED UNDER 30366-002
TOWNSHIP ID = 031 N RANGE ID = 051 E SECTION ID = 0001
LOTS 1,2: S/2 NE: S/2 SW: SE
TOWNSHIP ID = 031 N RANGE ID = 052 E SECTION ID = 0029
E/2: E/2 W/2 CONTAINING 480 ACS
CARRIED UNDER 30366-002
TOWNSHIP ID = 032 N RANGE ID = 051 E SECTION ID = 0001
LOTS 1-12: S/2
TOWNSHIP ID = 032 N RANGE ID = 051 E SECTION ID = 0003
LOTS 1-12: S/2
TOWNSHIP ID = 032 N RANGE ID = 051 E SECTION ID = 0011
ALL
TOWNSHIP ID = 032 N RANGE ID = 051 E SECTION ID = 0013
ALL
TOWNSHIP ID = 032 N RANGE ID = 051 E SECTION ID = 0015
ALL
TOWNSHIP ID = 032 N RANGE ID = 051 E SECTION ID = 0023
ALL
TOWNSHIP ID = 032 N RANGE ID = 051 E SECTION ID = 0025
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E/2
TOWNSHIP ID = 032 N RANGE ID = 051 E SECTION ID = 0007
ALL
TOWNSHIP ID = 032 N RANGE ID = 052 E SECTION ID = 0019
ALL
TOWNSHIP ID = 032 N RANGE ID = 052 E SECTION ID = 0031
LOTS 3-14 INCL.
TOWNSHIP ID = 033 N RANGE ID = 051 E SECTION ID = 0001
LOTS 1-4: S/2 N/2:
TOWNSHIP ID = 033 N RANGE ID = 051 E SECTION ID = 0011
ALL
TOWNSHIP ID = 033 N RANGE ID = 051 E SECTION ID = 0013
ALL
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ALL
TOWNSHIP ID = 033 N RANGE ID = 051 E SECTION ID = 0023
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TOWNSHIP ID = 033 N RANGE ID = 051 E SECTION ID = 0025
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TOWNSHIP ID = 033 N RANGE ID = 051 E SECTION ID = 0027
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TOWNSHIP ID = 033 N RANGE ID = 051 E SECTION ID = 0035
ALL
TOWNSHIP ID = 033 N RANGE ID = 052 E SECTION ID = 0007
ALL
TOWNSHIP ID = 033 N RANGE ID = 052 E SECTION ID = 0031

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RECORDED AT THE REQUEST OF
SANTA FE ENERGY
93 DEC 28 P1:28
EUREKA COUNTY, NEVADA
M.N. REBALFEATL, RECORDER
FILE NO. 149997
FEE \$13.00

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