

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
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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
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Raymond T. Duncan 1777 S. Harrison Street, P-1 Denver, CO 80210	.5% of 8/8ths
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Raymond F. Sebastian P.O. Box 2908 San Anselmo, CA 94979	.5% of 8/8ths
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Raymond T. Duncan, Trustee of the DEN Trust 1777 S. Harrison Street, P-1 Denver, CO 80210	2.0% of 8/8ths
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being in all a total of an undivided 3% 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 Overriding Royalty herein provided for 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 31st day of August, 1994, but effective June 1, 1994.

Attest: Energy Partners Nominee Company

By: Bruce E. Johnston
Vice President

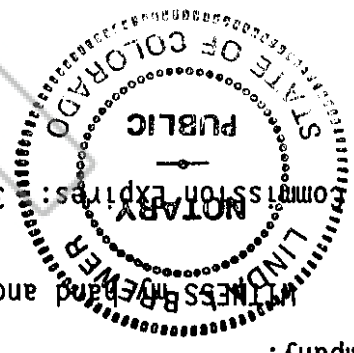
By: Leon R. Bailey
Assistant Secretary

STATE OF COLORADO)
COUNTY OF DENVER) ss.

The foregoing instrument was acknowledged before me this 31st day of August, 1994, by Bruce E. Johnston, Vice President of Energy Partners Nominee Company.

Witness my hand and official seal.

My Commission Expires: 3-12-96



Linda S. Bremer

EXHIBIT "A"
EUREKA COUNTY, NEVADA

LEASE NUMBER: 285073
LESSOR: USA N-54533
LESSEE: ENERGY PARTNERS NOMINEE CO
LEASE DATE: 07/01/1991
EFFECTIVE DATE: 07/01/1991
RECORDING DATA: Tract 001 BOOK 224, PAGE 196
State NEVADA
County EUREKA

DESCRIPTION: Tract 001

SEC. 2: LOTS 5-20
SEC. 12: LOTS 1-16
T29N-R48E, MDM

LEASE NUMBER: 285074
LESSOR: USA N-54534
LESSEE: ENERGY PARTNERS NOMINEE CO
LEASE DATE: 07/01/1991
EFFECTIVE DATE: 07/01/1991
RECORDING DATA: Tract 001 BOOK 224, PAGE 197
State NEVADA
County EUREKA

DESCRIPTION: Tract 001

T29N-R48E, MDM
SEC. 4: LOTS 7-12, SW/4SW/4
SEC. 8: ALL
SEC. 10: ALL

LEASE NUMBER: 285075
LESSOR: USA N-54535
LESSEE: ENERGY PARTNERS NOMINEE CO
LEASE DATE: 07/01/1991
EFFECTIVE DATE: 07/01/1991
RECORDING DATA: Tract 001 BOOK 224, PAGE 201
State NEVADA
County EUREKA

DESCRIPTION: Tract 001

T29N-R48E, MDM
SEC. 14: LOTS 1-16
SEC. 24: LOTS 1-16

LEASE NUMBER: 285076
LESSOR: USA N-54563
LESSEE: ENERGY PARTNERS NOMINEE CO
LEASE DATE: 07/01/1991
EFFECTIVE DATE: 07/01/1991
RECORDING DATA: Tract 001 BOOK 224, PAGE 205
State NEVADA
County EUREKA

DESCRIPTION: Tract 001

T29N-R49E, MDM
SEC. 12: ALL
SEC. 14: ALL

LEASE NUMBER: 285077
LESSOR: USA N-54562
LESSEE: ENERGY PARTNERS NOMINEE CO
LEASE DATE: 07/01/1991
EFFECTIVE DATE: 07/01/1991
RECORDING DATA: Tract 001 BOOK 224, PAGE 210
State NEVADA
County EUREKA

DESCRIPTION: Tract 001

T29N-R49E, MDM
SEC. 8: ALL
SEC. 10: ALL

COPY

BOOK 275 PAGE 128
OFFICIAL RECORDS
RECORDED AT THE REQUEST OF
Alvin C. Emery
94 SEP 12 AM 11:25
EUREKA COUNTY NEVADA
M.N. REBAL EATL. RECORDER
FILE NO.
155134
FEE\$
100%
BOOK 275 PAGE 131