

PARTIAL ASSIGNMENT OF OIL AND GAS LEASE

MAXWELL PETROLEUM, INC., 1675 Broadway, Suite 1050, Denver, CO 80202, Assignor, for and in consideration of the sum of Ten Dollars, (\$10.00) and other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged, does hereby sell, assign, transfer and convey unto **CONSOLIDATED OIL & GAS, INC.**, 410 Seventeenth Street, Suite 2300, Denver, CO 80202, Assignee, sixty percent (60%) of its right, title, interest and estate in and to the Oil and Gas Lease, described as follows:

Oil and Gas Lease dated March 4, 1994, by and between SLAGOWSKI RANCHES, INC., as Lessor, and MAXWELL PETROLEUM, INC., as Lessee, covering 2,401.32 acres in Township 28 North, Range 52 East, MDM, Eureka County, Nevada, recorded in Book 268, Pages 445-452, amended by Amendment, Ratification, and Extension of Oil and Gas Lease, recorded in Book 274, Page 006-007, described more specifically as follows:

Township 28 North, Range 52 East, MDM

- Sec. 8: W $\frac{1}{2}$, S $\frac{1}{2}$ SE $\frac{1}{4}$
- Sec. 16: W $\frac{1}{2}$, SW $\frac{1}{4}$ SE $\frac{1}{4}$
- Sec. 17: E $\frac{1}{2}$, NW $\frac{1}{4}$, NE $\frac{1}{4}$ SW $\frac{1}{4}$
- Sec. 20: NE $\frac{1}{4}$ NE $\frac{1}{4}$
- Sec. 21: NW $\frac{1}{4}$, SE $\frac{1}{4}$ NE $\frac{1}{4}$, W $\frac{1}{2}$ NE $\frac{1}{4}$, N $\frac{1}{2}$ SE $\frac{1}{4}$
- Sec. 22: N $\frac{1}{2}$ SW $\frac{1}{4}$, SE $\frac{1}{4}$
- Sec. 23: Lots 6, 7, 8, N $\frac{1}{2}$ SW $\frac{1}{4}$, SE $\frac{1}{4}$ SW $\frac{1}{4}$, W $\frac{1}{2}$ SE $\frac{1}{4}$
- Sec. 24: Lots 7, 8, N $\frac{1}{2}$ SW $\frac{1}{4}$

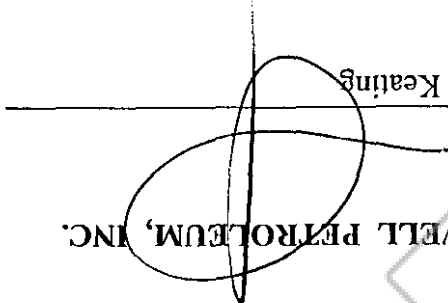
This Assignment is made subject to a Purchase Agreement dated October 3, 1994, between Assignor and Assignee.

This Assignment is made without warranty of title, either express or implied.

The terms and provisions of this Assignment shall be binding upon and shall inure to the benefit of the respective successors and assigns of the parties hereto.

EXECUTED this 2nd day of November, 1994.

MAXWELL PETROLEUM, INC.


By: Pat Keating

ATTEST:

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

ACKNOWLEDGMENT

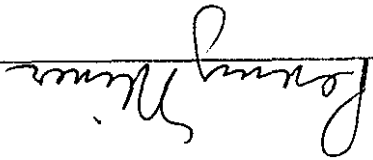
The foregoing instrument was acknowledged before me this 1st day of November, 1994, by Pat Keating, President of Maxwell Petroleum, Inc.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal the day and year above written.

My commission expires:

10/1/96





COPY

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BOOK 278 PAGE 384
OFFICIAL RECORDS
RECORDED AT THE REQUEST OF
Consolidated Oil and Gas, Inc
94 NOV 18 PM 2:29
EUREKA COUNTY HEVADA
M.M. REBALATI, RECORDER
FILE NO. FEES \$ 8.00

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