

171938

WELL NAME(S): Blackburn Unit

ASSIGNMENT, CONVEYANCE AND BILL OF SALE

STATE OF NEVADA)
) ss. KNOW ALL MEN BY THESE PRESENTS:
COUNTY OF EUREKA)

T. KEITH MARKS, 1775 Sherman Street, Suite 2990, Denver, Colorado 80203 (hereinafter referred to as "Grantor"), for Ten Dollars and other good and valuable consideration (the receipt and sufficiency of which is hereby acknowledged), does hereby GRANT, BARGAIN, SELL, CONVEY, ASSIGN, TRANSFER, SET OVER, and DELIVER unto **ROYALTY ACQUISITIONS, LLLP**, 1424 Larimer Street, Suite 208, Denver, Colorado 80202 (hereinafter referred to as "Grantee") the following described properties, rights and interests (the "Subject Properties"):

(a) 42.50% of Grantor's right, title and interest in and to the oil, gas and/or mineral leases described in Exhibit "A" hereto (and in and to any ratification's and/or amendments to such leases, whether or not such ratification's or amendments are described in such Exhibit "A") insofar as such leases cover the lands described on Exhibit "A"; and

(b) 42.50% of Grantor's other right, title and interest (of whatever kind of or character, whether legal or equitable, and whether vested or contingent) of Grantor in and to the oil, gas and other minerals in and under or that may be produced from the lands described in Exhibit "A" hereto (including, without limitation, interests in oil, gas and/or mineral leases, overriding royalties, production payments, net profits interests, fee mineral interests, fee royalty interests and other interests in such oil, gas and other minerals), even though Grantor's interest in such oil, gas and other minerals may be incorrectly described in, or omitted from, such Exhibit "A"; and

(c) 42.50% of Grantor's right, title and interest in and to, or otherwise derived from, all presently existing and valid oil, gas and/or mineral unitization, pooling, and/or communitization agreements, declarations and/or orders (including, without limitation, all units formed under orders, rules, regulations, or other official acts of any federal, state, or other authority having jurisdiction, voluntary unitization agreements, designations and/or declarations) relating to the properties described in subsections (a) and (b) above, to the extent, and only to the extent, such rights, titles and interests are attributable to the properties described in subsections (a) and (b) above; and

(d) 42.50% of Grantor's right, title and interest in and to all presently existing and valid production sales contracts, operating agreements, rights of way, and other agreements and contracts which related to any of the properties described in subsections (a), (b) and (c) above, to the extent, and only to the extent, such rights, titles and interests are attributable to the properties described in subsections (a), (b) and (c) above; and

(e) 42.50% of Grantor's right, title and interest in and to all materials, supplies, machinery, equipment, improvements and other personal property and fixtures (including, but not by way of limitation, all wells, wellhead equipment, pumping units, flow lines, tanks, buildings, injection facilities, saltwater disposal facilities, compression facilities, gathering systems, and other equipment) located on the properties described in subsections (a), (b), and (c) above and used in connection with the exploration, development, operations or maintenance thereof and lease files, contract files, well files, which are in possession of Grantor relating to the properties.

REPRESENTATIONS OR WARRANTIES, EITHER EXPRESS OR IMPLIED, AS TO THE MERCHANTABILITY, QUALITY, CONDITION, OR FITNESS FOR A PARTICULAR PURPOSE OF SUCH EQUIPMENT, OTHER PERSONAL PROPERTY AND FIXTURES. THE PARTIES AGREE THAT, TO THE EXTENT REQUIRED BY LAW TO BE APPLICABLE, THE DISCLAIMERS CONTAINED WITHIN THIS PARAGRAPH ARE "CONSPICUOUS" DISCLAIMERS FOR THE PURPOSE OF ANY LAW, RULE OR ORDER. This conveyance is made with full substitution and subrogation of Grantee in and to all representations and warranties of title heretofore given or made (by others) with respect to the Subject Properties.

IN WITNESS WHEREOF this Conveyance has been executed and delivered on February 22, 1999, effective as to runs of oil and deliveries of gas, and for all other purposes, as of 7:00 o'clock a.m. local time at the locations of the Subject Properties, respectively, on JANUARY 1, 1999.

WITNESS:

E. Patricia Shideles
MT Wilson

T. KEITH MARKS

BY: *T. Keith Marks*
T. Keith Marks,
Individual

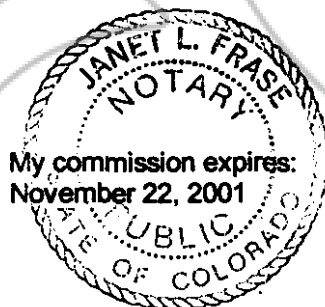
STATE OF COLORADO)

COUNTY OF DENVER)

) ss.

The foregoing instrument was acknowledged before me this 22nd day of February, 1999 by T. KEITH MARKS, known to me to be the identical person described in and who executed the within and foregoing instrument.

Witness my hand and official seal the day and year last written above.



Janet L. Frase
Janet L. Frase, Notary Public

Attached to and made a part of that certain
Assignment, Conveyance and Bill of
Sale, from T. KEITH MARKS ("GRANTOR")
to ROYALTY ACQUISITIONS, LLLP ("GRANTEE"),
dated this 22nd day of February, 1999.

EXHIBIT "A"

STATE NEVADA, COUNTY OF EUREKA.
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WELL(S): Blackburn Unit

PROPERTIES:

that certain overriding royalty interest retained by AGM
Corporation in U.S. Department of the Interior/BLM's Form 3106-5 "Assignment Affecting Record Title to Oil
and Gas Lease" (Serial No. N-11348), executed January 9, 1978, by AGM Corporation to Amoco
Production Company, covering therein described lands in Eureka County, Nevada, and approved effective
April 1, 1978 by Joan N. Woodin, Acting Chief, Lands & Minerals Operations, BLM