174298

CONVEYANCE

STATE OF NEVADA §

COUNTY OF EUREKA §

THIS CONVEYANCE (this "Conveyance"), dated effective as of July 1, 1999, at 12:02 a.m., local time (the "Effective Time"), is from **PRIZE ENERGY RESOURCES**, **L.P.**, a Delaware limited partnership ("Grantor"), having an address of 20 East 5th Street, Suite 1400, Tulsa, Oklahoma 74103, to **BLACK STONE MINERALS COMPANY**, **L.P.**, a Delaware limited partnership ("Grantee"), having an address of 1001 Fannin, Suite 4750, Houston, Texas 77002.

For \$10.00 and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by Grantor, Grantor hereby transfers, grants, bargains, sells, conveys, and assigns to Grantee, the following described assets, less and except the Excluded Properties (collectively, the "Properties"):

- (a) All of Grantor's right, title and interest in and to the lands described in Exhibit A (including, without limitation, interests in oil, gas and/or mineral leases covering such lands, royalty interests, overriding royalty interests, production payments and net profits interests in such lands, and fee royalty interests, fee mineral interests and other interests in such oil, gas and other minerals), and all wells (including wells which may be currently producing, not producing, in the process of or awaiting completion, or drilling, as of the Effective Time) located upon such lands or upon any lands with which any portion of such lands may be pooled, communitized, or unitized (either voluntary or by compulsory order);
- (b) Without limitation of the foregoing, all other right, title and interest (of whatever kind or character, whether legal or equitable, and whether vested or contingent) of Grantor in and to the oil, gas and other minerals in, on, under or that may be produced from the lands described in Exhibit A (including, without limitation, interests in oil, gas and/or mineral leases covering such lands, royalty interest, overriding royalty interests, production payments and net profits interests in such lands, and fee royalty interests, fee mineral interests and other interests in such oil, gas and other minerals);
- (c) All rights, titles and interests of Grantor 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 in and to the properties covered and the units created thereby (including, without limitation, units formed under orders, rules, regulations or other official acts of any governmental entity having jurisdiction, voluntary unitization agreements, designations and/or declarations, and so called "working interest units" created under operating agreements or otherwise) which relate to any of the properties described in paragraphs (a) and (b) above;
- (d) All production from the properties described in paragraphs (a), (b), and (c) above after the Effective Time and all merchantable allowable oil or liquids owned by

Grantor and stored in tanks on the lands covered by the leases and other documents described on Exhibit A on the Effective Time;

- (e) All rights and obligations of Grantor with respect to gas imbalances existing with respect to any of the properties described in paragraphs (a), (b) and (c) above, together with any rights or obligations as to future cash and/or gas balancing in existence as of the Effective Time;
- (f) All rights, titles and interests of Grantor in and to all presently existing and valid production sales contracts, operating agreements, and other agreements and contracts which relate to any of the properties described in paragraphs (a), (b) and (c) above, or which relate to the exploration, development, operation or maintenance thereof or the treatment, storage, transportation or marketing of production therefrom (or allocated thereto), including accounts receivable and payable arising from any of the foregoing and attributable to any period after the Effective Time;
- (g) All of Grantor's lease files, abstracts and title opinions, production records, well files, accounting records (but not including general financial accounting or tax accounting records), geological and geophysical data related to the properties described in paragraphs (a), (b) and (c) above, including (without limitation), prospect and other maps, the seismic records, well logs, scout tickets and completion cards relating to the properties described in paragraphs (a), (b) and (c) above, and all other files, documents and records which directly relate to the properties described above (unless Grantor is prohibited from transferring any such items pursuant to the terms of a third-party agreement);
- (h) All rights, titles and interests of Grantor in and to all materials, supplies, machinery, equipment, improvements, and other personal property and fixtures appurtenant to the properties described in paragraphs (a), (b) and (c) above; and
- (i) Any other rights and interests in and to the properties described in paragraphs (a) (h) above, both inclusive, acquired by Grantor by any assignments, bills of sale and conveyances from Pioneer Natural Resources USA, Inc. and Pioneer Resources Producing L.P.

Notwithstanding anything in this Conveyance to the contrary, the Properties do not include, and Grantee agrees and acknowledges that Grantor has reserved and retained from the Properties and hereby reserves and retains unto itself, any and all rights, titles and interests in and to the following (collectively, the "Excluded Properties") (i) any and all surface estates relating to the Properties or otherwise (provided, however, that the right to use the surface in connection with the exploration, development and operation of the Properties is not so excepted, reserved and excluded), and (ii) the leases and leasehold interests acquired by Seller and its predecessors in title pursuant to that certain Exploration Agreement dated April 8, 1994, between Santa Fe Energy Operating Partners, L.P. and Bridge Oil Company, L.P..

Grantor warrants title to the Properties subject to the Permitted Encumbrances (as defined in the Purchase Agreement (as defined below) against the claims of every person or entity whomsoever lawfully claiming by, through or under Grantor, but not otherwise. EXCEPT AS EXPRESSLY PROVIDED IN THE PRECEDING SENTENCE, THIS CONVEYANCE IS MADE (i) WITHOUT ANY WARRANTY OR REPRESENTATION OF TITLE, EITHER EXPRESS, IMPLIED, STATUTORY, OR OTHERWISE, (ii) WITHOUT ANY EXPRESS, IMPLIED, OR OTHER WARRANTY OR REPRESENTATION AS TO THE CONDITION, QUANTITY, QUALITY, FITNESS FOR A PARTICULAR PURPOSE OF ANY OF THE PROPERTIES OR THEIR FITNESS FOR ANY PURPOSE; AND (iii) WITHOUT ANY OTHER EXPRESS, IMPLIED, OR OTHER WARRANTY OR REPRESENTATION WHATSOEVER.

TO HAVE AND TO HOLD the Properties unto Grantee and its successors and assigns forever, subject to the terms set forth above.

This Conveyance is made with subrogation of Grantee as to any representations or warranties heretofore made by others relative to the Properties.

Unless provided otherwise, all recording references in Exhibit "A" are to the official real property records of the counties or parishes in which the Properties are located.

This Conveyance is made pursuant to that certain Agreement for Sale and Purchase dated July 12, 1999, by and between Grantor and Grantee (the "Purchase Agreement"). Nothing herein shall negate or otherwise alter the rights and obligations of Grantor and Grantee under the Purchase Agreement.

This Conveyance may be executed in any number of counterparts, and each counterpart hereof shall be deemed to be an original instrument, but all such counterparts shall constitute but one Conveyance. To facilitate recording the counterpart to be recorded in a given county may contain only that portion of Exhibit "A" that described property located in that county.

This Conveyance shall bind and inure to the benefit of Grantee and Grantor, and their respective successors and assigns.

EXECUTED on the date indicated in the acknowledgment below, to be effective for all purposes as of the Effective Time.

GRANTOR:

GRANTEE:

PRIZE ENERGY RESOURCES, L.P.,

a Delaware limited partnership

By: PRIZE OPERATING COMPANY,

a Delaware corporation, sole general partner

Lon C. Kile

President

Thomas L. Carter, Jr.

BLACK STONE MINERALS COMPANY, L.P.

President

(All Interests)

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STATE of TEXAS

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COUNTY of HARRIS

BE IT REMEMBERED that the undersigned, a Notary Public duly qualified, commissioned, sworn and acting in and for the County and State aforesaid, hereby certifies that, on this 22nd day of July, 1999, there appeared before me Lon C. Kile, President of PRIZE OPERATING COMPANY, a Delaware corporation, the sole general partner of PRIZE ENERGY RESOURCES, L.P., a Delaware limited partnership, who is personally known to me, and that:

ALABAMA

Such person, who has signed the foregoing instrument, and who is known to me, has acknowledged before me on this day that, being informed of the contents of such instrument, he, as such officer with full authority executed the same voluntarily for and as the act of said corporation, acting in his and its capacity as aforesaid.

ARIZONA, ARKANSAS, COLORADO, FLORIDA, ILLINOIS, INDIANA, KANSAS, KENTUCKY, MONTANA, NEBRASKA, NEVADA, NEW MEXICO, NORTH DAKOTA, OKLAHOMA, TENNESSEE, TEXAS, UTAH, WEST VIRGINIA, WYOMING

This instrument was acknowledged before me on this date by the aforementioned person as such officer of said corporation, on behalf of said corporation, acting as General Partner on behalf of Prize Energy Resources, L.P.

CALIFORNIA

Before me, a Notary Public of said State, duly commissioned and sworn, personally appeared the aforementioned person personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed the within instrument as the aforesaid officer of and on behalf of the corporation therein and acknowledged to me that such corporation executed the same in the capacity therein stated.

MISSISSIPPI

Personally appeared before me, the undersigned authority in and for the said county and sate, on this day, within my jurisdiction, the aforementioned person, who acknowledged that he, as the aforesaid officer of said corporation, and that for and on behalf of the said corporation, and as its act and deed, in the capacity therein stated, executed the above and foregoing instrument, after first having been duly authorized by said corporation so to do.

LOUISIANA

Before me appeared the above named person to me personally known and known by me to be the person whose genuine signature is affixed to the foregoing instrument as the above designated officer of the above named corporation, who signed said document before me and in the presence of the two witnesses whose names are thereto subscribed as such, being competent witnesses, and who acknowledged, in my presence and in the presence of said witnesses, that he signed the above and foregoing document as his own free act and deed and as the free act and deed of said corporation on behalf of said corporation, acting in the capacity therein stated, and for the uses and purposes therein set forth and apparent.

In witness whereof, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

LLANA M. DOBBIE

NOTARY PUBLIC, STATE OF TEXAS

MY COMMISSION EXPIRES

AUG. 3, 2001

Notary Public, State of Texas

STATE of TEXAS

COUNTY of HARRIS

BE IT REMEMBERED that the undersigned, a Notary Public duly qualified, commissioned, sworn and acting in and for the County and State aforesaid, hereby certifies that, on this 22nd day of July, 1999, there appeared before me Thomas L. Carter, Jr., President of BLACK STONE MINERALS COMPANY, L.P., a Delaware limited partnership, who is personally known to me, and that:

ALABAMA

Such person, who has signed the foregoing instrument, and who is known to me, has acknowledged before me on this day that, being informed of the contents of such instrument, he, as such officer with full authority executed the same voluntarily for and as the act of said limited partnership, acting in his capacity as aforesaid.

ARIZONA, ARKANSAS, COLORADO, FLORIDA, ILLINOIS, INDIANA, KANSAS, KENTUCKY, MONTANA, NEBRASKA, NEVADA, NEW MEXICO, NORTH DAKOTA, OKLAHOMA, TENNESSEE, TEXAS, UTAH, WEST VIRGINIA, WYOMING

LISA SA

This instrument was acknowledged before me on this date by the aforementioned person as such officer of said limited partnership, on behalf of said limited partnership.

CALIFORNIA

Before me, a Notary Public of said State, duly commissioned and sworn, personally appeared the aforementioned person personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed the within instrument as the aforesaid officer of and on behalf of the limited partnership therein and acknowledged to me that he executed the same in the capacity therein stated.

MISSISSIPPI

Personally appeared before me, the undersigned authority in and for the said county and sate, on this day, within my jurisdiction, the aforementioned person, who acknowledged that he, as the aforesaid officer of said limited partnership, and that for and on behalf of the said limited partnership, and as its act and deed, in the capacity therein stated, executed the above and foregoing instrument, after first having been duly authorized by said limited partnership so to do.

LOUISIANA

Before me appeared the above named person to me personally known and known by me to be the person whose genuine signature is affixed to the foregoing instrument as the above designated officer of the above named limited partnership, who signed said document before me and in the presence of the two witnesses whose names are thereto subscribed as such, being competent witnesses, and who acknowledged, in my presence and in the presence of said witnesses, that he signed the above and foregoing document as his own free act and deed and as the free act and deed of said limited partnership on behalf of said limited partnership, acting in the capacity therein stated, and for the uses and purposes therein set forth and apparent.

In witness whereof, I have hereunto set my hand and affixed my official seal the day and year in this certificate first

above written.

Notary Public, State of Texas

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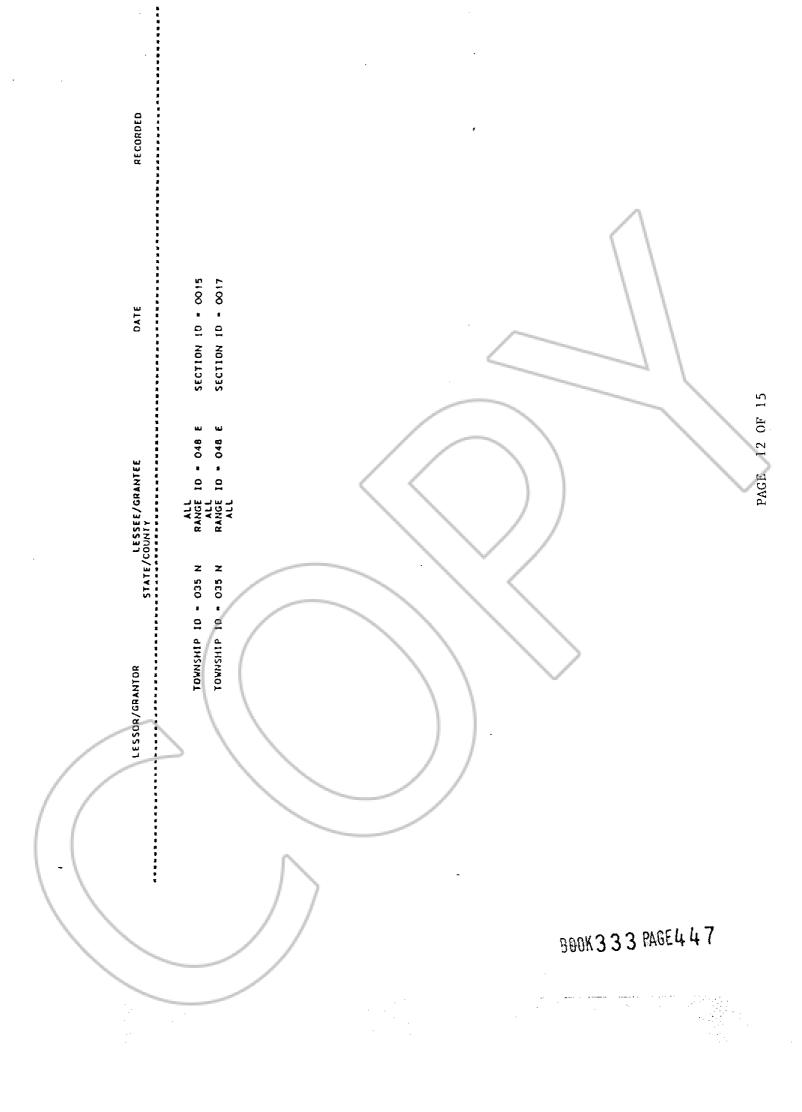
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		Y OF C/L OF	S/2 N/2, SECTION	SECTION 1D	SECTION 1D	SECTION ID	SECTION ID NW, SE SW,	SECTION 1D	SECTION 10	SECTION	SK, SW SE SECTION	SECTION) SECTION 1D	FION) SECTION TO	SECTION	SECTION ID	SECTION	SECTION 1D	SECTION	SECTION 1D	SECTION ID	SECTION 1D	SECTION ID	SECTION	SECTION 1D	SECTION ID	SECTION 10
71 E E	051 E	KI UF 5/2 DISTANT SL = 051 E	TO 4 INCL.	5 3	~ ·	5/2 SW D * OS! E	ID = 051 E E/2, NW NE, NE ID = 051 F	•	0 = 051 E	بيا	}	UVERSIZE SECTO - 051 E	111	(UVENSIZE SECTO) ID + 052 E	ID - 052 E	10 = 052 E	ID = 048 E	D = 048 E	0 = 048 E	, <u>,</u>	D = 048 E	D - 048 E	D - 048 E	D - 048 E	1D = 048 E	ID - 048 E
LESSEE/GRANTEE STATE/COUNTY	7	200 FT RANGE 10	LOTS 1 RANGE 1D		NE, S/: RANGE 1D	RANGE 10	ALL C. RANGE ID V. C. E/2 E/V RANGE ID	- 3	RANGE 1D	RANGE	RANGE II		~ ~ ~	RANGE II		RANGE 1	- 2	RANGE 1D	RANGE 1D	RANGE ID	RANGE 1D	u	RANGE 1	RANGE 10		RANGE
TE/C	z	z	Z	z	Z	z	z 2	z	z	z	z	Ý	z	z	z	z	z	z	z	z	z	z	z	z	z	z
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ANTOR	TOWNSHIP 1D	TOWNSTILE	TOWNSHIP	TOWNSHIP	TOWNSHIP	TOWNSHIP	TOWNSHIP TO	TOWNSHIP	TOWNSHIP	TOWNSHIP	TOWNSHIP TO	TOWNSHIP	TOWNSHIP ID	TOWNSHIP ID	TOWNSHIP TO	TOWNSHIP ID	TOWNSHIP	TOWNSHIP	TOWNSHIP	TOWNSHIP ID	TOWNSHIP	TOWRISHIP	TOWNSHIP	TOWNSHIP	TOWNSHIP	TOWNSHIP ID
LESSOR/GRANTOR	7	\	(/				.# 1	:					• • • •												



All lands listed below are located in EUREKA COUNTY, NEVADA

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BARKER & PARSLEY D1/97 HINERALS PARELAND CORPORATION FORELAND CORPORATION FORELAND CORPORATION PARKER & PARSLEY PRODUCING L.P. PARKER & PARSLEY PRODUCING L.P. FORELAND CORPORATION FORELAND CO

BOOK 3-3-3 PAGE 4-4-9

PAGE 14 OF 15

All lands listed below are located in ELKO COUNTY, NEVADA EXHIBIT "A"

Land Description

Prospect... 3878 EUREKA CO NEVADA HINERALS

Lease

INSOFAR AND ONLY INSOFAR AS SAID LEASE COVERS NW SE OF SECTION 27, 1294, R52E, NE NE OF SECTION 5, T30N, R52E, 000001-ML-0 Dated.eieg5/15/91 Book... 777 Page... 744 Lessof: Sania FE Energy Resources, IMC. Lessee: Foreland Corporation and Santa FE energy resources, INC.

ODDDO2-HL-0 Dated 5/15/91 Book 777 Page... 744
Lesson: SANTA FE ENERGY RESOURCES, INC.
Lessee: FORELAND CORPORATION AND SANTA FE ENERGY RESOURCES, INC.

INSOFAR AND ONLY INSOFAR AS SAID LEASE COVERS THE NE/4 SW/4 OF SECTION 27, T29N, R52E.

LOTS 1, 2, 3 & 4, AND W/2 E/2 OF SECTION 15, T29N, R52E W/2 OF SECTION 11, T29M, R52E (320 ACRES)

BOOK 333 PAGE 431
OFFICIAL RECORDS
RECORDED AT THE REDUEST OF
Slack Stone Energy Co
00 MAR -7 PM 12: 58

ELIZABETH A. SMITH Black Stone Minerals Company, L.P.

PREPARED BY:

1001 Fannin, Suite 4750

Houston, TX 77002

EUREKA COUNTY NEVADA M.N. REBALEATI. RECORDER FILE NO. FEE\$ 27.00

174298

800K333 PAGE450

000006-HL-D Dated PARSLEY PRODUCING, L.P. Lesse: FORELAND CORPORATION

1012 Page...

879

ALL OF SECTION 35, T29N, R52W (640 ACRES)

State of Nevada Declaration of Value

1. Assessor Parcel Number(s)	
a) N/A b)	FOR RECORDERS OPTIONAL USE ONLY
c)d)	Document/Instrument # 174298
2. Type of Property: a) Vacant Land b) Single Fam. Res.	Book 33 Page 431- 450 Date of Recording 3/7/00
a) Vacant Land b) Single Fam. Res. c) Condo/Twnhse d) 2-4 Plex	Date of Recording 3/7/00
e) Apt. Bldg. f) Comm'l/Ind'l g) Agricultural h) Mobile Home i) X Other MINERAL RIGHTS	Notes:
3. Total Value/Sales Price of Property:	\$ <u>500.00</u>
Deduct Assumed Liens and/or Encumbrances:	
(Provide recording information Doc/Instrume	nt #Book;Page)
Transfer Tax Value per NRS 375.010, Section 2:	S
Real Property Transfer Tax Due:	s .75
4. <u>If Exemption Claimed:</u>	
a) Transfer Tax Exemption, per NRS 375.090, Se	ction:
b) Explain Reason for Exemption:	
5. Partial Interest: Percentage being transferred:	100_%
375.060 and NRS 375.110, that the information pro supported by documentation if called upon to subs that disallowance of any claimed exemption, or oth	, declares and acknowledges, under penalty or perjury, pursuant to NRS wided is correct to the best of their information and belief, and can be tantiate the information provided herein. Furthermore, the parties agree er determination of additional tax due, may result in a penalty of 10% of uant to NRS 375.090, the buyer and Seller shall be jointly and severally
SELLER (GRANTOR) INFORMATION	BUYER (GRANTEE) INFORMATION
Seller Signature N/A	Buyer Signature Elizabeth (mith)
Print Name N/A	Print Name ELIZABETH A. SMITH
Address 20 EAST 5TH STREET, SUITE 1400	Address 1001 FANNIN ST., SUITE 4750
City TULSA	City HOUSTON
State <u>OK.</u> Zip 74103	State TX. Zip 77002
Telephone (817) 424-0400	Telephone (713) 658-0647
Capacity: PRIZE ENERGY RESOURCES, L. P.	Capacity: BLACK STONE MINERAL COMPANY, L.P.
	REQUESTING RECORDING
Co Name: <u>BLACK STONE MINERALS COMPANY</u> , I	FORM MAY BE RECORDED/MICROFILMED)