

176430

RELEASE AND RECONVEYANCEOFDEED OF TRUST, SECURITY AGREEMENT, ASSIGNMENT
OF PRODUCTION AND PROCEEDS, FINANCING STATEMENT
AND FIXTURE FILING

This Release and Reconveyance of Deed of Trust, Security Agreement, Assignment of Production and Proceeds, Financing Statement and Fixture Filing (this "Release"), dated as of Jan 20, 2001, is executed by ENERGY INCOME FUND, L.P., a Delaware limited partnership ("Secured Party"), with an address of 136 Dwight Road, Longmeadow, Massachusetts 01106.

Recitals

A. By Deed of Trust, Security Agreement, Assignment of Production and Proceeds, Financing Statement and Fixture Filing, dated as of January 6, 1998 (the "Original Deed of Trust"), Foreland Corporation, a Nevada corporation and Eagle Springs Production Limited-Liability Company, a Nevada limited liability company (collectively, "Debtors"), granted to First American Title Company of Nevada, a Nevada corporation, as Trustee, and to and for the benefit of Secured Party, liens on and security interests in certain property, interests and rights as more specifically described in the Original Deed of Trust. The Original Deed of Trust was filed and recorded as set forth in Part I of Exhibit A.

B. By First Amendment to Deed of Trust, Security Agreement, Assignment of Production and Proceeds, Financing Statement and Fixture Filing, dated as of February 2, 1998 (the "First Amendment to Deed of Trust"), Debtors and Secured Party amended the Original Deed of Trust as more specifically described therein. The First Amendment to Deed of Trust was filed and recorded as set forth in Part I of Exhibit A.

C. By Second Amendment to Deed of Trust, Security Agreement, Assignment of Production and Proceeds, Financing Statement and Fixture Filing, dated as of August 11, 1998 (the "Second Amendment to Deed of Trust"), Debtors and Secured Party amended the Original Deed of Trust as more specifically described therein. The Second Amendment to Deed of Trust was filed and recorded as set forth in Part I of Exhibit A. The Original Deed of Trust as amended by the First Amendment to Deed of Trust and by the Second Amendment to Deed of Trust shall be referred to herein collectively as the "Deed of Trust."

D. By Assignment, Bill of Sale and Conveyance, dated effective as of November 1, 1999 (the "Deerfield Assignment"), Debtors assigned and transferred to Deerfield Production

Corporation, a Delaware corporation ("Deerfield"), the property subject to the Deed of Trust. The Deerfield Assignment was filed and recorded as set forth in Part II of Exhibit A.

Release and Reconveyance

For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Secured Party hereby (i) remises, releases and forever quitclaims unto Deerfield, and its successors and assigns, without warranty or recourse, all right, title and interest that Secured Party may have or to which Secured Party may be entitled by virtue of the Deed of Trust, and (ii) releases and quitclaims unto Deerfield, and its successors and assigns, all Hydrocarbons (as defined in the Deed of Trust) produced from or allocated or attributed to the Collateral (as defined in the Deed of Trust), and all proceeds thereof.

This Release to be executed in several original counterparts. Each counterpart shall be deemed to be an original for all purposes, and all counterparts shall together constitute but one and the same instrument.

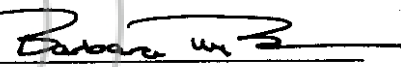
This Release shall not terminate or otherwise affect Secured Party's right or ability to exercise any right, power or remedy against Debtors relating to any claim for breach of warranty or representation or failure to perform any covenant or other agreement, under any indemnity or for fraud, duress or other misrepresentation or omission by or of Debtors.

This Release executed by Secured Party without warranty of any kind, express, implied or statutory. This release shall be binding on Secured Party and shall inure to the benefit of Deerfield, and its respective successors and assigns.

Executed as of the date first set forth above.

ENERGY INCOME FUND, L.P.,
a Delaware limited partnership

By: **EIF GENERAL PARTNER, L.L.C.**
a Delaware limited liability company, its General Partner

By: 
Barbara M. Baumann,
Vice President

ACKNOWLEDGMENT CERTIFICATE

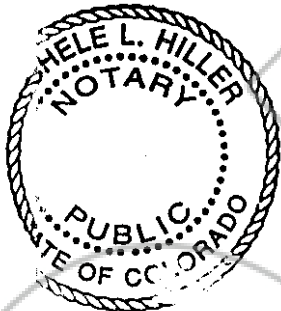
STATE OF Colorado)
) ss.
COUNTY: Denver)

This instrument wacknowledged before me on April 20, 2001, by
BARBARA M. BAUMAN, as Vice President of EIF GENERAL PARTNER, L.L.C., a
Delaware limited liability company, as the General Partner of ENERGY INCOME FUND, L.P.,
a Delaware limited partnership.

Michael L. Hiller
Notary Public

My commission expires: 4-28-2002

(NOTARIAL SEAL)



Commission Expires 04/28/2002

EXHIBIT A

Part I

The Original Deed of Trust, First Amendment to Deed of Trust and Second Amendment to Deed of Trust were recorded as follows:

<u>County</u>	<u>Date</u>	<u>Recording Data</u>
1. Elko County		
a. Original Deed of Trust	2/6/98	Book 1031; Page 458 No. 422281
b. First Amendment to Deed of Trust	N/A	
c. Second Amendment to Deed of Trust	8/20/98	Book 1059; Page 537 No. 431061
2. Eureka County		
a. Original Deed of Trust	1/13/98	Book 317; Page 157 No. 169580
b. First Amendment to Deed of Trust	N/A	
c. Second Amendment to Deed of Trust	8/20/98	Book 320; Page 412 No. 170495
3. Nye County		
a. Original Deed of Trust	1/16/98	No. 435893
b. First Amendment to Deed of Trust	2/11/98	No. 437922
c. Second Amendment to Deed of Trust	8/19/98	No. 451197

Part II

The Deerfield Assignment was recorded as follows:

<u>County</u>	<u>Date</u>	<u>Recording Data</u>
1. Elko County	5/18/00	Book 0; Page 12014 Doc. No. 450451
2. Eureka County	5/18/00	Book 334; Page 173 Doc. No. 174434
3. Nye County	4/10/00 4/17/00	Doc. No. 491084 Doc. No. 491539

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OFFICIAL RECORDS
RECORDED AT THE REQUEST OF
Salma Roberts & Owen LLP
01 APR 23 PM 3:26
EUREKA COUNTY NEVADA
M.N. REBALEATI, RECORDER
FILE NO. 176430
FEES 11.00

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