

PARTIAL ASSIGNMENT

STATE OF NEVADA

§
§
§

KNOW ALL MEN BY THESE PRESENTS:

COUNTY OF EUREKA

WHEREAS, the undersigned, Winn Exploration Co., Inc., hereinafter called "Assignor", whose address is 800 N. Shoreline Blvd., 19th Floor North Tower, Corpus Christi, Texas 78401, the owner of certain Oil and Gas Lease(s) "Leasehold" and Saltwater Disposal Well "SWDW" located in Eureka County, Nevada, being further described herein, for purposes; and

WHEREAS, Assignor purchased said Leasehold and SWDW from Foreland Corporation by and through an Assignment and Bill of Sale dated March 6, 2002 and recorded in File No. 177869, Volume 3 Page 331 of the Official Records of Eureka County, Nevada.

WHEREAS, Assignor desires to assign and convey 45% of 100% interest in the Leasehold and SWDW located in East Tomera Ranch Prospect as described in the above mentioned Assignment and Bill of Sale.

NOW THEREFORE, for consideration of the sum of Ten Dollars and No/100 (\$10.00) and other good and valuable consideration in hand paid, the receipt of which is hereby acknowledged, and subject to the terms, conditions and reservations hereinafter set forth, Assignor does hereby GRANT, BARGAIN, SELL, TRANSFER, ASSIGN and CONVEY, and by the presents does GRANT, BARGAIN, SELL, TRANSFER, ASSIGN and CONVEY into the following Assignees, their successors or assigns in the proportions, to wit:

V. F. Neuhaus Propert. Inc. 40.0%
P. O. Box 1270
McAllen, TX 78505

A. Wade Nollkamper 5.0%
Rt. 2, Box 259-A
Kingsville, TX 78363

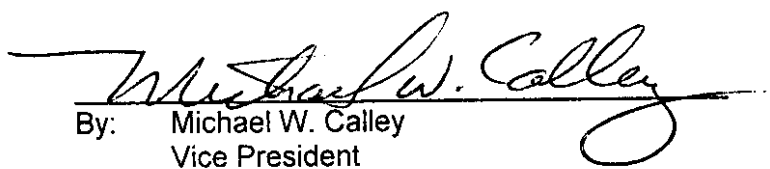
(hereinafter called "Assignees") 45.0% of 100% interest in and to the Leasehold and SWDW, leaving Winn Exploration Co., Inc. with 55.0% of 100% interest in and to the Leasehold and SWDW located in the East Tomera Ranch Prospect.

TO HAVE AND HOLD into Assignees, their successors and assigns forever, 45.0% of 100% interest in accordance with the terms and provisions of the oil, gas and mineral lease associated with the SWDW and all personal property thereon or used in connection therewith and all amendments thereto, if any; however, this Partial Assignment is made without warranty of title, either expressed or implied. This Partial Assignment is subject that certain unrecorded exploration agreement dated June 16, 1999 by and between F. Neuhaus Properties, Inc. and Winn Exploration Co., Inc and the Footnoted References in the Assignment and Bill of Sale referenced above.

IN WITNESS WHEREOF, the undersigned executed this instrument this 22nd day of April, 2002; however effective as of March 7, 2002 at 7:00 a.m. local time where the Assets are located.

ASSIGNOR:

WINN EXPLORATION CO., INC.


By: Michael W. Calley
Vice President

ASSIGNEE:

V. F. NEUHAUS PROPERTIES, INC.

Mark V. Richards
By: Mark V. Richards
President

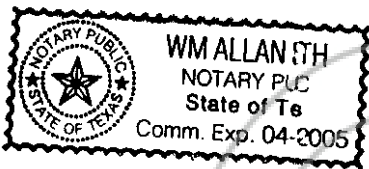
A. WADE NOLLKAMPER

A. Wade Nollkamper
A. Wade Nollkamper
Individually

STATE OF TEXAS §

COUNTY OF NUECES §

This instrument is acknowledged before me on the 22nd day of April, 2002 by Michael W. Calley, Vice president of Winn Exploration Co., Inc., a Texas corporation, on behalf of said corporation.

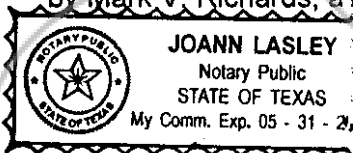


Wm. Allan Smith
Notary Public, State of Texas
Wm. Allan Smith
My commission expires 4/8/2005

STATE OF TEXAS §

COUNTY OF HIDALGO §

This instrument is acknowledged before me on 30th day of April, 2002, by Mark V. Richards, president of V. F. Neuhaus Properties, Inc.

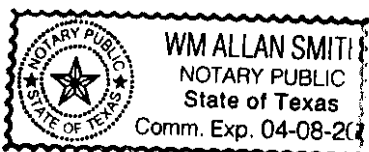


Joann Lasley
Notary Public, State of Texas

STATE OF TEXAS §

COUNTY OF KLEBER §

This instrument is acknowledged before me on the 22nd day of April, 2002, by A. Wade Nollkamper.



Wm. Allan Smith
Notary Public, State of Texas
Wm. Allan Smith
My commission expires 4/8/2005

BOOK 347 PAGE 135
OFFICIAL RECORDS
AT THE REQUEST OF
Joe McMahon Jr.
02 MAY -8 PM 1:46
EUREKA COUNTY NEVADA
M.N. REDALEATI, RECORDER
FILE NO. FEES 15.00

178093

BOOK 347 PAGE 136