

BOOK **436** PAGE **283-287**
OFFICIAL RECORDS
RECORDED AT THE REQUEST OF
Deerfield Production
2006 JUN 15 PM 2:20
FOR RECORDERS USE ONLY
EUREKA COUNTY, NEVADA
M.N. REBALEATI, RECORDER
FILE NO. FEES **43⁰⁰**

APN **N/A**

Recording Requested By:

Name **Mark E. McSwain**
Deerfield Production Corp.
Address **2561 South 1560 West, Suite 200**

City / State / Zip **Woods Cross, UT 84087**

204864

Quitclaim

Title of Document

This cover page must be typed or printed.

Please complete the cover page, check one of the following and sign below.

I the undersigned hereby affirm that this document submitted for recording does not contain a social security number.

OR

I the undersigned hereby affirm that this document submitted for recording contains a social security number of a person as required by law: _____ (Law).

Mark E. McSwain **President**
Signature Title

(Additional recording fees apply)

QUITCLAIM

This Quitclaim (this "Quitclaim"), dated as of March 2, 2006, but effective as of January 1, 2006 at 7:00 a.m. local time (the "Effective Time"), is from ENERGY INCOME FUND, L.P., a Delaware limited partnership ("EIF"), with an address of 136 Dwight Road, Longmeadow, Massachusetts 01106, to DEERFIELD PRODUCTION COMPANY, a Delaware corporation ("Deerfield"), with an address of c/o Refining Technologies, Inc., 245 East 200 North, Farmington, Utah 84025.

Recitals

A. By Assignment of Overriding Royalty Interests, recorded as set forth in Part I of Exhibit A, Foreland Corporation and Eagle Springs Production Limited-Liability Company (collectively, "Foreland") assigned to EIF certain overriding royalty interests (the "One Percent Overrides").

B. By Assignment of Overriding Royalty Interests, as amended by First Amendment to Assignment of Overriding Royalty Interests, recorded as set forth in Part II of Exhibit A, Foreland assigned to EIF certain overriding royalty interests (the "Three Percent Overrides").

C. The One Percent Overrides and the Three Percent Overrides shall be referred to collectively as the "Overrides."

D. EIF now desires to quitclaim the Overrides to Deerfield, and this Quitclaim is executed pursuant thereto.

Quitclaim

For ten (\$10.00) dollars and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, EIF hereby remises and forever quitclaims to Deerfield all of EIF's right, title and interest in and to the Overrides, without recourse or warranty of any kind. EIF shall be entitled to receive all proceeds of production attributable to the Overrides prior to the Effective Time, and Deerfield shall be entitled to receive all proceeds of production attributable to the Overrides after the Effective Time.

This Quitclaim shall bind and inure to the benefit of the parties and their respective successors and assigns.

[Signatures on Next Page.]

Executed to be effective for all purposes as of the Effective Time.

658557

EIF:

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

By: ASSOCIATED ENERGY MANAGERS, L.L.C, a Delaware limited liability company, its Liquidating Trustee

By: *Robert D. Gershen*
Name: Robert D. Gershen
Title: President

DEERFIELD:

DEERFIELD PRODUCTION COMPANY, a Delaware corporation

By: *Mark E. McSwain*
Name: Mark McSwain
Title: President

ACKNOWLEDGMENT CERTIFICATE

STATE OF Massachusetts)
) ss.
COUNTY OF Hampden)

This foregoing instrument was acknowledged before me this 27th day of March, 2006 by Robert D. Gershen, President of ASSOCIATED ENERGY MANAGERS, L.L.C., a Delaware limited liability company, Liquidating Trustee of ENERGY INCOME FUND, L.P., a Delaware limited partnership.



Susan M. Decelle
Name: SUSAN M Decelle
Notary Public

My commission expires: 02-02-07

Susan M. Decelle
Notary Public
Commonwealth of Massachusetts
My Commission Expires:
February 2, 2007

(NOTARIAL SEAL)

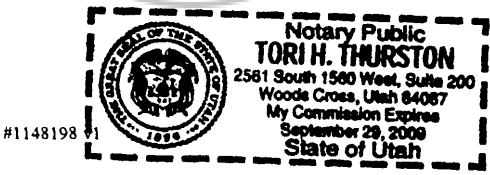
STATE OF Utah)
) ss.
COUNTY OF Davis)

This foregoing instrument was acknowledged before me this 8th day of March, 2006 by Mark McSwain, President of Deerfield Production Company, a Delaware corporation.

Tori H. Thurston
Name: Tori H. Thurston
Notary Public

My commission expires: 09-29-09

(NOTARIAL SEAL)



SCHEDULE I

Recording Data

Part I

<u>County</u>	<u>Date Filed</u>	<u>Recording Data</u>
1. Elko Co., NV	2/6/98	Book 1031; Page 424 No. 422280
2. Eureka Co., NV	1/13/98	Book 317; Page 123 No. 169579
3. Nye Co., NV	1/16/98	No. 435892

Part II

<u>County</u>	<u>Date Filed</u>	<u>Recording Data</u>
1. Nye County		
Original	1/16/98	No. 435891
First Amendment	2/11/98	No. 437921

204864

STATE OF NEVADA DECLARATION OF VALUE

FOR RECORDERS OPTIONAL USE ONLY	
Document/Instrument#:	<u>204864</u>
Book:	<u>436</u> Page: <u>283-287</u>
Date of Recording:	<u>6-1-06</u>
Notes:	_____

1. Assessor Parcel Number (s)
- a) N/A
- b) _____
- c) _____
- d) _____

2. Type of Property:
- | | | | |
|-----------------------------|--------------|-----------------------------|-----------------|
| a) <input type="checkbox"/> | Vacant Land | b) <input type="checkbox"/> | Single Fam Res. |
| c) <input type="checkbox"/> | Condo/Twnhse | d) <input type="checkbox"/> | 2-4 Plex |
| e) <input type="checkbox"/> | Apt. Bldg. | f) <input type="checkbox"/> | Comm'l/Ind'l |
| g) <input type="checkbox"/> | Agricultural | h) <input type="checkbox"/> | Mobile Home |
| i) <input type="checkbox"/> | Other | | |

3. Total Value/Sales Price of Property:
- | | |
|----|--|
| \$ | <u>N/A Not Real Property</u> |
| \$ | Deed in Lieu of Foreclosure Only (value of property) |
| \$ | Transfer Tax Value: |
| \$ | Real Property Transfer Tax Due: |

4. If Exemption Claimed:
- a. Transfer Tax Exemption, per NRS 375.090, Section: 1
- b. Explain Reason for Exemption: Transfer between a parent corporation and a subsidiary or an affiliated corporation.

5. Partial Interest: Percentage being transferred: _____ %

The undersigned declares and acknowledges, under penalty of perjury, pursuant to NRS 375.060 and NRS 375.110, that the information provided is correct to the best of their information and belief, and can be supported by documentation if called upon to substantiate the information provided herein. Furthermore, the disallowance of any claimed exemption, or other determination of additional tax due, may result in a penalty of 10% of the tax due plus interest at 1% per month.

Pursuant to NRS 375.030, the Buyer and Seller shall be jointly and severally liable for any additional amount owed.

Signature Mark E. McSwain Capacity President

Signature _____ Capacity _____

<u>SELLER (GRANTOR) INFORMATION</u>	<u>BUYER (GRANTEE) INFORMATION</u>
(REQUIRED)	(REQUIRED)
Print Name: <u>Energy Income Fund</u>	Print Name: <u>Deerfield Production Corp.</u>
Address: <u>136 Dwight Road</u>	Address: <u>2561 South 1560 West, #200</u>
City: <u>Longmeadow</u>	City: <u>Woods Cross</u>
State: <u>MA</u> Zip: <u>01106</u>	State: <u>UT</u> Zip: <u>84087</u>

COMPANY/PERSON REQUESTING RECORDING
(REQUIRED IF NOT THE SELLER OR BUYER)

Print Name: Mark E. McSwain Escrow # _____

Address: c/o Deerfield Production Corp., 2561 South 1560 West, #200

City: Woods Cross State: UT Zip: 84087