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Official Record

Recording requested By
DAVID G STOLFA, LAW OFFICE

Eureka County - NV

Mike Rebaleati - Recorder

Fee: \$41.00

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RPTT:

Recorded By FES

Book- 0487 Page- 0254

APN _____

Recording Requested By:

Name David G. Stolfa 303-762-9991

Address 3300 So. Columbine Circle

City / State / Zip Englewood, CO 80113



0213326

TERMINATION AND RECONVEYANCE OF PRODUCTION PAYMENT

(Print Name of Document on the Line Above)

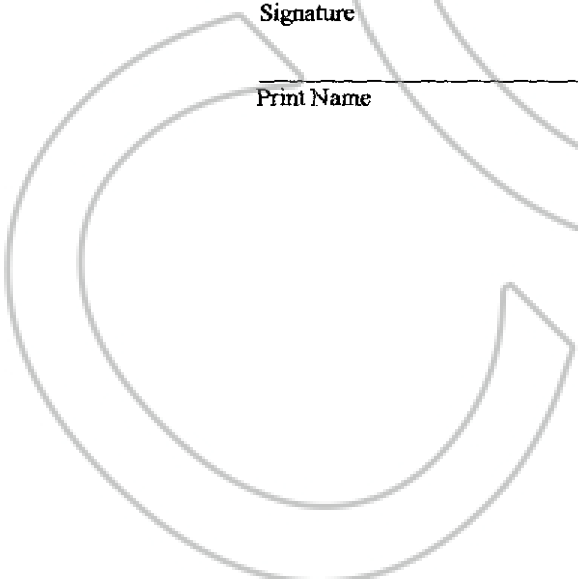
I the undersigned hereby affirm that this document submitted for recording contain personal information (social security number, driver's license number or identification card number) of a person as required by a specific law, public program or grant that requires the inclusion of the personal information. The Nevada Revised Statute (NRS), public program or grant referenced is:

(Insert the NRS, public program or grant referenced in the line above)

Signature

Title

Print Name



TERMINATION AND RECONVEYANCE OF PRODUCTION PAYMENT

WHEREAS, Blackburn Oil & Gas, LLC ("Blackburn") and BlueRock Energy Capital, Ltd. ("BlueRock") are parties to a Conveyance of Production Payment dated effective as of February 1, 2007, recorded at Volume 455, Page 375, Official Records of Eureka County, Nevada; as amended by First Amendment to Conveyance of Production Payment dated effective as of February 1, 2007, recorded at Volume 461, Page 135, Official Records of Eureka County, Nevada; (hereinafter referred to as the "Conveyance"); and

WHEREAS, Blackburn and BlueRock are also parties to that corresponding unrecorded Production Agreement dated effective as of February 1, 2007, as amended by First Amendment of Production Agreement dated effective as of February 1, 2007 (collectively, the "Production Agreement"); and

WHEREAS, the obligations under the Conveyance and the Production Agreement have been satisfied, and BlueRock desires to file of record a termination of the Conveyance and the Production Agreement provided for therein.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, BlueRock has RELEASED, DISCHARGED and TERMINATED, and by these presents does hereby RELEASE, DISCHARGE and TERMINATE without warranty, representation or recourse, either express or implied, the Conveyance and the Production Agreement, and BlueRock hereby RECONVEYS to Blackburn the Production Payment covered by the Conveyance and the Production Agreement.

IN WITNESS WHEREOF, this instrument is executed this 24th day of May, 2009, but shall be effective as of May 1, 2009. All Production Payment revenues attributable to the months prior to May 1, 2009 and received by BlueRock after May 1, 2009 shall belong to BlueRock. This instrument may be executed in one or more counterparts, each of which may be combined to form multiple complete original instruments.

BLUEROCK ENERGY CAPITAL, LTD.
By: BlueRock Energy Capital Management, LLC,
Its General Partner

BLACKBURN OIL & GAS, LLC

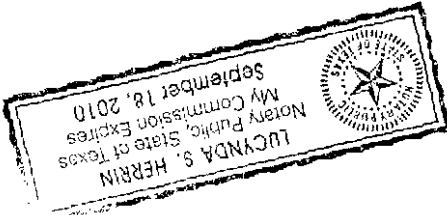
By: Catherine R. Sliva
Catherine L. Sliva
President

By: Michael D. O'Neal
Michael D. O'Neal
President



STATE OF TEXAS §
 §
COUNTY OF HARRIS §

This instrument was acknowledged before me on this 29th day of May, 2009, by **Catherine L. Sliva**, President of **BlueRock Energy Capital Management, LLC**, a Texas Limited Liability Company, General Partner of **BlueRock Energy Capital, Ltd.**, a Texas Limited partnership, on behalf of said partnership. Witness my hand and official seal.



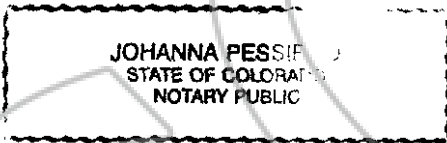
(SEAL)

Lucynda S. Herrin
Notary Public in and for
The State of Texas

My commission expires: Sept. 18, 2010

THE STATE OF COLORADO §
 §
CITY AND COUNTY OF DENVER §

This instrument was acknowledged before me on this 29th day of May, 2009, by **Michael D. O'Neal**, as President of **Blackburn Oil & Gas, LLC**, a Colorado limited liability company, on behalf of said limited liability company. Witness my hand and official seal.



(SEAL)

Johanna Pessier
Notary Public in and for
The State of Colorado

My commission expires: 4/11, 2011