

DOC # 0223594

12/24/2012 03:36 PM

Official Record

Recording requested By
COMPASS ROYALTY MGMT LLC

Eureka County - NV
Mike Rebaleati - Recorder

Fee: \$23.00 Page 1 of 10
RPTT: Recorded By: FES
Book- 546 Page- 0074



NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OF THE FOLLOWING INFORMATION FROM THIS INSTRUMENT BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVERS LICENSE NUMBER

CONVEYANCE

(Brown/Drake Properties)

STATE OF NEVADA)

) **KNOW ALL MEN BY THESE PRESENTS THAT:**

COUNTY OF EUREKA)

This Conveyance is effective for revenue received by the Manager Compass Royalty Management LLC after the cutoff date for the February 29, 2012, distribution, (the "**Effective Time**") and is by and between **Alliance Royalties, Inc.**, (hereinafter individually and collectively referred to as "**Grantor**"), and the entity or entities identified on **Exhibit D-1 and Exhibit D-2 attached hereto** (hereinafter individually and collectively referred to as "**Grantee**"), with an address as shown on Exhibit D-1 and D-2.

RECITALS

(A) The term "**Interests**" shall be defined as all of the mineral interests, royalty interests, and/or overriding royalty interests in and to all of the leases, lands, depths and wells which are described in and conveyed by the Assignments as hereinafter defined, including any new or additional leases, lands, depths and wells

(B) The term "**Assignments**" shall be defined as all of the deeds, instruments of conveyance and/or assignments listed on **Exhibit A** attached hereto and incorporated herein for all purposes, which deeds, instruments of conveyance and/or assignments cover certain mineral interests, royalty interests and/or overriding royalty interests in and to the leases, lands, depths and wells more particularly described and/or referred to therein, including any new or additional leases, lands, depths and wells.

(C) To the extent required for recording in any particular county, parish or jurisdiction in which any land affected by any of the Assignments is located, a legal description of such land is attached hereto as **Exhibit C.**

(D) The term **"Executive Rights"** as used herein includes without limitation, all executive rights as defined under applicable law, the right to grant, amend, ratify, correct or otherwise modify any oil, gas and mineral lease covering any of the Interests, the right to execute pooling agreements or ratifications thereof, the right to execute division orders, amended division orders, transfer orders or stipulations of interest covering any of the Interests and to bind Grantees thereto, and the right to execute all manner of instruments intended to cure existing or after-discovered title defects affecting the Interest. The term **"Executive Rights"** specifically includes the right to receive, on behalf of the Grantee, any and all oil, gas and/or mineral related revenue including revenue from the sale of production, lease bonuses, lease rentals, delay rental and shut-in payments, made payable to the Grantee shown on Exhibit D-1.

(E) Grantor desires to convey all of that part of its interest in the Interests to Grantee in the portions set forth in **Exhibit D-1** and **Exhibit D-2**.

AGREEMENT

In consideration of the sum of One (\$1.00) Dollar and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, **Grantor hereby conveys unto the Grantee shown on Exhibit D-1, all of that part of Grantor's undivided interest in and to any Executive Rights in the Interests, any surface rights, possessory rights, net profit interests, and so-called "working interests" in the Interests.**

For the same consideration, **Grantor hereby conveys unto the Grantee shown on Exhibit D-2, all the remainder of that part of Grantor's undivided interest in and to the Interests.**

This conveyance is subject to those terms, conditions and disclaimers set forth on **Exhibit B**, which is attached hereto and incorporated herein for all purposes.

Grantor represents and warrants that: (1) Grantor has complete right, power and authority to make this Conveyance and that the signature or consent of no other person or entity is required; and (2) Grantor's Interest is free and clear of all voluntary and involuntary liens and other claims or rights of other persons or entities claiming by, through or under the Grantor.

The terms and provisions of this Conveyance including Grantors representations and warranties, shall extend to, be binding upon, and shall inure to the benefit of the parties hereto their respective heirs, successors and/or assigns.

This Conveyance may be executed in one or more counterparts each of which shall be deemed an original all of which shall constitute one document.



IN WITNESS WHEREOF, this Conveyance is executed this 19 day of March, 2012,
but shall be effective as of the Effective Time.

GRANTOR:
Alliance Royalties, Inc.



Duane Crithfield
President

STATE OF FLORIDA

§

§

COUNTY OF MIAMI-DADE

§

On this the 19 day of March, 2012 before me, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, personally appeared the within named, Duane Crithfield, who stated and acknowledged that he had signed, executed and delivered said foregoing instrument in his official capacity as President, for and on behalf of the Grantor, for the consideration, uses and purposes therein mentioned and set forth herein.

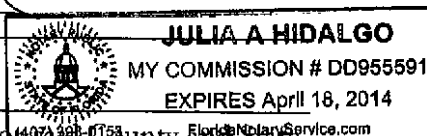


Notary Public

Printed Name: _____

Notary Public in and for _____

My Commission Expires: _____



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EXHIBIT A

LIST OF ASSIGNMENTS AND CONVEYANCES

State of Nevada
County of Eureka

RECORDING DATA

<u>Document/Entry No.</u>	<u>Book</u>	<u>Volume</u>	<u>Page</u>
196418	407		251
201429	425		381



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EXHIBIT B

Terms, Conditions and Disclaimers

This conveyance and the conveyance of the interest hereof are expressly made subject to, and the Interests herein assigned and conveyed shall bear, their proportionate share of all of the terms, provisions, reservations and obligations contained in the Assignments, and further subject to all interests and matters burdening the Interests, whether or not appearing of record, whether now in existence or hereafter arising.

Michigan Properties only, if any: The Grantor grants to Grantees the right to make zero divisions under Section 108 of the Land Division Act, Act No. 288 of the Public Acts of 1967. This property may be located within the vicinity of farmland or a farm operation. Generally acceptable agricultural and management practices which may generate noise, dust, odors and other associated conditions may be used and are protected by the Michigan right to farm act



EXHIBIT C

**Legal Description
Drake Properties**

**Eureka County,
Nevada
Page 1 of 1**

Lander and Eureka Counties, Nevada land described in Order To Amend Or Correct Decree In The Second Judicial District Court Of The State Of Nevada In And For The County Of Washoe In The Matter of the Estate of Dorothe Macmillan, Deceased, recorded in Case No. 273559, Dept No. 4, Washoe County, Nevada.

Also being the same land described in Deed Of Trust, dated April 10, 1996 by and between James M. Kline and Helen M. Kline, as husband and wife, as Trustors and Stewart Title Northeastern Nevada, as Trustee, and Board of Trustees of The Leland Stanford University Junior University, as Beneficiary, recorded in Book 294, page 343 of the Official Records of Eureka County, Nevada and described as follows:

S/2 SE/4 of Section 8; NW/4 Section 17 and the E/2 NE/4 of Section 18 all in Township 31, North, Range 48 East, M.B.D.M. located in Lander and Eureka Counties, Nevada.



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Exhibit D-1

Grantee of the Executive Rights in the Interests

Brown Drake Royalties LLC
15601 North Dallas Parkway, Suite 900
Addison, Texas 75001

Exhibit D-2

It being the intent of the parties hereto that each of the below named Grantees receive that fractional interest [identified below] from an undivided 0.04465458 decimal interest that Grantor owns in the Interests.

Grantor

Alliance Royalties
17816 St. Lucia Isle Drive
Tampa, Florida 33647

Grantee

DLNDR NR, LLC, a Delaware LLC
6501 Red Hook Plaza 201, PMB 534
St. Thomas, VI 00802

Conveys To

0.04465458

0.01808601

Alliance Royalties
17816 St. Lucia Isle Drive
Tampa, Florida 33647

Conveys To

Blythe Royalty Holdings LLC
1403 N. Greenway Drive
Coral Gables, Florida 33134

0.04465458

0.00031991

Alliance Royalties
17816 St. Lucia Isle Drive
Tampa, Florida 33647

Conveys To

Boca Grande Trust
485 Landreth Lane
Northfield, Illinois 60093

0.04465458

0.00152569

Alliance Royalties
17816 St. Lucia Isle Drive
Tampa, Florida 33647

Conveys To

The Himalayan LLC
7 Elliot Street
Charleston, South Carolina 29401

0.04465458

0.00027483

Alliance Royalties
17816 St. Lucia Isle Drive
Tampa, Florida 33647

Conveys To

Michael G. Matetich, Sr.
5753 Gleneagles Drive
Plano, Texas 75093

0.04465458

0.00015916



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Exhibit D-2 (Continued)

Grantor

Alliance Royalties
17816 St. Lucia Isle Drive
Tampa, Florida 33647

Conveys To

Grantee

Karen N. Matetich
5753 Gleneagles Drive
Plano, Texas 75093

0.04465458

0.00015916

Alliance Royalties
17816 St. Lucia Isle Drive
Tampa, Florida 33647

Conveys To

The Matetich Children's Trust
5753 Gleneagles Drive
Plano, Texas 75093

0.04465458

0.00047749

Alliance Royalties
17816 St. Lucia Isle Drive
Tampa, Florida 33647

Conveys To

Daniel J. Waldron, Individually
4001 Wood Lake Drive
Plano, Texas 75093

0.04465458

0.00010143

Alliance Royalties
17816 St. Lucia Isle Drive
Tampa, Florida 33647

Conveys To

M & S Hardin, Ltd.
3548 Rankin Avenue
Dallas, Texas 75205

0.04465458

0.00015182

Alliance Royalties
17816 St. Lucia Isle Drive
Tampa, Florida 33647

Conveys To

TFT Holdings, LLC, a Nevis LLC
Hunkins Plaza
Charlestown, Nevis, West Indies

0.04465458

0.00060672

Alliance Royalties
17816 St. Lucia Isle Drive
Tampa, Florida 33647

Conveys To

Noble Royalty Access Fund XI (11)
15601 N. Dallas Pkwy., Suite 900
Addison, Texas 75001

0.04465458

0.00013345

Alliance Royalties
17816 St. Lucia Isle Drive
Tampa, Florida 33647

Conveys To

O&G Investment, LLC
12409 Sawmill Ct.
Phoenix, Maryland 21131

0.04465458

0.00069939

Alliance Royalties
17816 St. Lucia Isle Drive
Tampa, Florida 33647

Conveys To

FXS/AFS Oil, LLC
12218 Cleghorn Road
Cockeysville, Maryland 21030

0.04465458

0.00041497



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Exhibit D-2 (Continued)

Grantor

Alliance Royalties
17816 St. Lucia Isle Drive
Tampa, Florida 33647

Conveys To

Grantee

Matthew Hicken & Dana Hicken
Post Office Box 85
Mendon, Utah 84325

0.04465458

0.00003084

Alliance Royalties
17816 St. Lucia Isle Drive
Tampa, Florida 33647

Conveys To

Anthony Esquibel and Veyra Esquibel
7006 Greenspoint Drive
Arlington, Texas 76001

0.04465458

0.00004237

Alliance Royalties
17816 St. Lucia Isle Drive
Tampa, Florida 33647

Conveys To

Trifaith Oil Inc.
c/o Morneau & Murphy Attn: John Murphy
77 Narragansett Avenue
Jamestown, Rhode Island 02835-1149

0.04465458

0.00029981

Alliance Royalties
17816 St. Lucia Isle Drive
Tampa, Florida 33647

Conveys To

InsCorp Design Limited
6905 South 1300 East, No. 240
Midvale, Utah 84047

0.04465458

0.00007495

Alliance Royalties
17816 St. Lucia Isle Drive
Tampa, Florida 33647

Conveys To

Boothe Texan Family Investments, Ltd
5204 Lincolnshire Ct.
Dallas, Texas 75287

0.04465458

0.00030769

Alliance Royalties
17816 St. Lucia Isle Drive
Tampa, Florida 33647

Conveys To

James M Madden and Donna J Madden, JTWROS
2344 Apple Ridge Circle
Manasquan, New Jersey 08736

0.04465458

0.00022284

Alliance Royalties
17816 St. Lucia Isle Drive
Tampa, Florida 33647

Conveys To

Royalties Holdings LLC
6101 Oakton St.
Skokie, Illinois 60077

0.04465458

0.00005226

Alliance Royalties
17816 St. Lucia Isle Drive
Tampa, Florida 33647

Conveys To

Castle Re Insurance Company, Ltd., FBO
SA 1025 LLC
30 Woodbourne Avenue
Pembroke HM 08 Bermuda

0.04465458

0.00011380



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Exhibit D-2 (Continued)

Grantor

Alliance Royalties
17816 St. Lucia Isle Drive
Tampa, Florida 33647

Conveys To

Grantee

Coral Way LLC
Post Office Box 261386
Tampa, Florida 33685

0.04465458

0.01494200

Gross Interest Conveyed Herein (Total) - **0.04465458**

Gross Interest Retained by Grantor - **0.00000000**

(End of Document)



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STATE OF NEVADA
DECLARATION OF VALUE FORMRecording requested By
COMPASS ROYALTY MGMT LLC

1. Assessor Parcel Number(s)

- a) _____
 b) _____
 c) _____
 d) _____

Eureka County - NV

Mike Rebaleati - Recorder

Page 1 of 1 Fee: \$23.00

Recorded By: FES RPTT:

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2. Type of Property:

- a) ☐ Vacant Land b) ☐ Single Fam. Res.
 c) ☐ Condo/Twnhse d) ☐ 2-4 Plex
 e) ☐ Apt. Bldg f) ☐ Comm'l/Ind'l
 g) ☐ Agricultural h) ☐ Mobile Home

FOR RECORDER'S OPTIONAL USE ONLY

Book: _____ Page: _____

Date of Recording: _____

Notes: _____

☒ TRANSFER OF MINERAL ROYALTY AND OVERRIDING ROYALTY INTEREST

3. Total Value/Sales Price of Property

Deed in Lieu of Foreclosure Only (value of property) \$ 0Transfer Tax Value: \$ 0Real Property Transfer Tax Due \$ 0

4. If Exemption Claimed:

a. Transfer Tax Exemption per NRS 375.090, Section 3b. Explain Reason for Exemption: CONSIDERATION VALUE IS LESS THAN \$100.00;TRANSFER OF MINERAL INTEREST

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 parties agree that 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 A. Scott Moller Capacity AGENT

Signature _____ Capacity _____

SELLER (GRANTOR) INFORMATION
(REQUIRED)

Print Name: ALLIANCE ROYALTIES, INC.
 Address: 17816 ST. LUCIA ISLE DRIVE
 City: TAMPA
 State: FLORIDA Zip: 33647

BUYER (GRANTEE) INFORMATION
(REQUIRED)

Print Name: DUNGR NR, LLC, et al. *
 Address: 6501 RED HOOK PLAZA, 201 PMB 534
 City: ST. THOMAS
 State: VIRGIN ISLANDS Zip: _____

COMPANY/PERSON REQUESTING RECORDING (required if not seller or buyer)

Print Name: GLORIA DONOVAN Escrow #: _____
 Address: 15601 N. DALLAS PARKWAY, STE 900
 City: ADDISON State: TEXAS Zip: 75001

AS A PUBLIC RECORD THIS FORM MAY BE RECORDED/MICROFILMED

* please see attachment for full list and details of each grantee identified therein...

Exhibit D-1

Grantee of the Executive Rights in the Interests

Brown Drake Royalties LLC
15601 North Dallas Parkway, Suite 900
Addison, Texas 75001

Exhibit D-2

It being the intent of the parties hereto that each of the below named Grantees receive that fractional interest [identified below] from an undivided 0.04465458 decimal interest that Grantor owns in the Interests.

Grantor

Alliance Royalties
17816 St. Lucia Isle Drive
Tampa, Florida 33647

Grantee

DLNGR NR, LLC, a Delaware LLC
6501 Red Hook Plaza 201, PMB 534
St. Thomas, VI 00802

Conveys To

0.04465458

0.01808601

Alliance Royalties
17816 St. Lucia Isle Drive
Tampa, Florida 33647

Conveys To

Blythe Royalty Holdings LLC
1403 N. Greenway Drive
Coral Gables, Florida 33134

0.04465458

0.00031991

Alliance Royalties
17816 St. Lucia Isle Drive
Tampa, Florida 33647

Conveys To

Boca Grande Trust
485 Landreth Lane
Northfield, Illinois 60093

0.04465458

0.00152569

Alliance Royalties
17816 St. Lucia Isle Drive
Tampa, Florida 33647

Conveys To

The Himalayan LLC
7 Elliot Street
Charleston, South Carolina 29401

0.04465458

0.00027483

Alliance Royalties
17816 St. Lucia Isle Drive
Tampa, Florida 33647

Conveys To

Michael G. Matetich, Sr.
5753 Gleneagles Drive
Plano, Texas 75093

0.04465458

0.00015916

Exhibit D-2 (Continued)

<u>Grantor</u>		<u>Grantee</u>	
Alliance Royalties 17816 St. Lucia Isle Drive Tampa, Florida 33647	Conveys To	Karen N. Matetich 5753 Gleneagles Drive Plano, Texas 75093	
0.04465458			0.00015916
Alliance Royalties 17816 St. Lucia Isle Drive Tampa, Florida 33647	Conveys To	The Matetich Children's Trust 5753 Gleneagles Drive Plano, Texas 75093	
0.04465458			0.00047749
Alliance Royalties 17816 St. Lucia Isle Drive Tampa, Florida 33647	Conveys To	Daniel J. Waldron, Individually 4001 Wood Lake Drive Plano, Texas 75093	
0.04465458			0.00010143
Alliance Royalties 17816 St. Lucia Isle Drive Tampa, Florida 33647	Conveys To	M & S Hardin, Ltd. 3548 Rankin Avenue Dallas, Texas 75205	
0.04465458			0.00015182
Alliance Royalties 17816 St. Lucia Isle Drive Tampa, Florida 33647	Conveys To	TFT Holdings, LLC, a Nevis LLC Hunkins Plaza Charlestown, Nevis, West Indies	
0.04465458			0.00606472
Alliance Royalties 17816 St. Lucia Isle Drive Tampa, Florida 33647	Conveys To	Noble Royalty Access Fund XI (11) 15601 N. Dallas Pkwy., Suite 900 Addison, Texas 75001	
0.04465458			0.00013345
Alliance Royalties 17816 St. Lucia Isle Drive Tampa, Florida 33647	Conveys To	O&G Investment, LLC 12409 Sawmill Ct. Phoenix, Maryland 21131	
0.04465458			0.00069939
Alliance Royalties 17816 St. Lucia Isle Drive Tampa, Florida 33647	Conveys To	FXS/AFS Oil, LLC 12218 Cleghorn Road Cockeysville, Maryland 21030	
0.04465458			0.00041497

Exhibit D-2 (Continued)

<u>Grantor</u>		<u>Grantee</u>	
Alliance Royalties 17816 St. Lucia Isle Drive Tampa, Florida 33647	Conveys To	Matthew Hicken & Dana Hicken Post Office Box 85 Mendon, Utah 84325	
0.04465458			0.00003084
Alliance Royalties 17816 St. Lucia Isle Drive Tampa, Florida 33647	Conveys To	Anthony Esquibel and Veyra Esquibel 7006 Greenspoint Drive Arlington, Texas 76001	
0.04465458			0.00004237
Alliance Royalties 17816 St. Lucia Isle Drive Tampa, Florida 33647	Conveys To	Trifaith Oil Inc. c/o Morneau & Murphy Attn: John Murphy 77 Narragansett Avenue Jamestown, Rhode Island 02835-1149	
0.04465458			0.00029981
Alliance Royalties 17816 St. Lucia Isle Drive Tampa, Florida 33647	Conveys To	InsCorp Design Limited 6905 South 1300 East, No. 240 Midvale, Utah 84047	
0.04465458			0.00007495
Alliance Royalties 17816 St. Lucia Isle Drive Tampa, Florida 33647	Conveys To	Boothe Texan Family Investments, Ltd 5204 Lincolnshire Ct. Dallas, Texas 75287	
0.04465458			0.00030769
Alliance Royalties 17816 St. Lucia Isle Drive Tampa, Florida 33647	Conveys To	James M Madden and Donna J Madden, JTWROS 2344 Apple Ridge Circle Manasquan, New Jersey 08736	
0.04465458			0.00022284
Alliance Royalties 17816 St. Lucia Isle Drive Tampa, Florida 33647	Conveys To	Royalties Holdings LLC 6101 Oakton St. Skokie, Illinois 60077	
0.04465458			0.00005226
Alliance Royalties 17816 St. Lucia Isle Drive Tampa, Florida 33647	Conveys To	Castle Re Insurance Company, Ltd., FBO SA 1025 LLC 30 Woodbourne Avenue Pembroke HM 08 Bermuda	
0.04465458			0.00011380

Exhibit D-2 (Continued)

Grantor

Alliance Royalties
17816 St. Lucia Isle Drive
Tampa, Florida 33647

Conveys To

Grantee

Coral Way LLC
Post Office Box 261386
Tampa, Florida 33685

0.04465458

0.01494200

Gross Interest Conveyed Herein (Total) - **0.04465458**

Gross Interest Retained by Grantor - **0.00000000**

(End of Document)

**Return To: Noble Royalties, Inc.
Attn: Gloria Donovan
15601 N. Dallas Pkwy, Ste. 900
Addison, TX 75001**

CONVEYANCE

Prepared By Angela Korthauer And When Recorded Return to: Gloria Donovan Noble Royalties, Inc. 15601 N. Dallas Pkwy, Ste 900 Addison, TX 75001 (972) 720-1888	Documentary/Transfer Tax Information:	Future Tax Statements May Be Sent To: Brown/ Drake Royalties LLC 15601 N. Dallas Pkwy Ste. 900 Addison, TX 75001
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