

DOC # 0232340

01/10/2017

11:31 AM

Official Record

Recording requested By
NOBLE ROYALTIES INC

Eureka County - NV

Lisa Hoehne - Recorder

Fee: \$25.00

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RPTT:

Recorded By: CH

Book- 598 Page- 0121



0232340

**Return To: Noble Royalties, Inc.
Attn: Gloria Donovan
15303 N. Dallas Pkwy, Ste. 1350
Addison, TX 75001**

ASSIGNMENT & CONVEYANCE

| | | |
|---|--|---|
| Prepared By Angela Korthauer And When Recorded Return to: Gloria Donovan Noble Royalties, Inc. 15303 N. Dallas Pkwy, Suite 1350 Addison, TX 75001 (972) 720-1888 | Documentary/Transfer Tax Information: | Future Tax Statements May Be Sent To: Drake Royalties LLC 15303 N. Dallas Pkwy Suite. 1350 Addison, TX 75001 |
|---|--|---|

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

ASSIGNMENT AND CONVEYANCE

(Drake Properties)

STATE OF NEVADA

)

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

COUNTY OF EUREKA

)

This Assignment and Conveyance is effective for revenue received by the Manager Compass Royalty Management LLC after the cutoff date for the December 31, 2016 distribution, (the “**Effective Time**”) and is by and between **the entity or entities identified on Exhibit D attached hereto**, (hereinafter individually and collectively referred to as “**Grantor**”), and **the entity or entities identified on Exhibit E-1 and Exhibit E-2 attached hereto** (hereinafter individually and collectively referred to as “**Grantee**”), with an address as shown on **Exhibit E-1 and E-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 and Conveyances 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, but not limited to 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 lands affected by any of the Assignments and Conveyances are located, a legal description of such lands is attached hereto as **Exhibit C**.



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(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, amend 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 the proceeds of all oil and gas royalties, 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, and all other payments resulting from Grantees ownership made payable to the Grantee shown on Exhibit D-1.

(E) Grantor desires to grant, sell, convey and assign 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 grants, sells, conveys and assigns 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, overriding royalty interests and working interests in the Interests.**

For the same consideration, **Grantor hereby grants, sells, conveys and assigns 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 assignment and 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 Assignment and 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 Assignment and 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 Assignment and Conveyance may be executed in one or more counterparts each of which shall be deemed an original all of which shall constitute one document.



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IN WITNESS WHEREOF, this Assignment and Conveyance is executed this 24th day of October 2016, but shall be effective as October 1, 2016.

GRANTOR:

WILEY FAMILY HOLDINGS, LLC

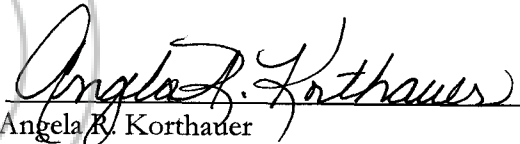
By: 

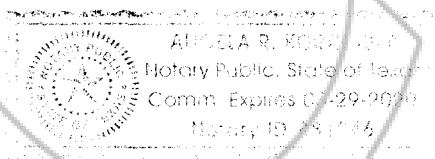
BLAKE A. WILEY, Manager

STATE OF TEXAS

COUNTY OF DALLAS

On this 24th day of October, 2016 before me, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, personally appeared the within named **BLAKE A. WILEY, Manager of WILEY FAMILY HOLDINGS, LLC**, who stated and acknowledged that he/she had signed, executed and delivered said foregoing instrument for the consideration, uses and purposes therein mentioned and set forth.


Angela R. Korthauer
Notary Public in and for said County and State
My Commission Expires: March 29, 2020
My Commission# 881246



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IN WITNESS WHEREOF, this Assignment and Conveyance is executed this 23rd day of September, 2016, but shall be effective as of the Effective Time.

GRANTOR:

Estate of Sharon H. Acton



**By: Robert Scott Hudson, Independent
Executor of the Estate of Sharon H. Acton**

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

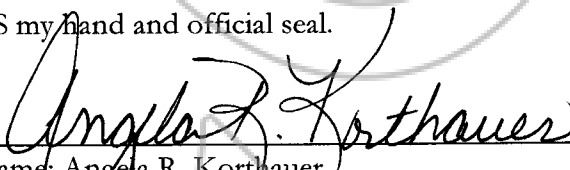
STATE OF TEXAS

COUNTY OF DALLAS

On this 23rd day of September, 2016, before me, **Angela R. Korthauer**, a Notary Public, appeared **Robert Scott Hudson**, who proved to me on the basis of satisfactory evidence to be the person (s) whose name (s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity, and that by his/her/their signature (s) on the instrument the person (s), or the entity upon behalf of which the person (s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of Texas that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

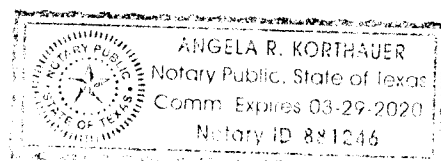
Signature  (Seal)

Printed Name: Angela R. Korthauer

Notary Public in and for said County and State

My Commission Expires: March 29, 2020

My Commission# 881246



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IN WITNESS WHEREOF, this Assignment and Conveyance is executed this 22nd day of September 2016, but shall be effective as October 1, 2016.

GRANTOR:

N. NOBLE FLP LLP

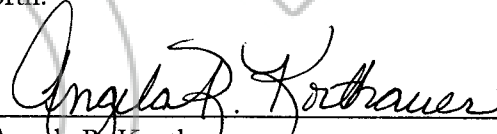
By: 

A. Scott Noble, General Partner

STATE OF TEXAS

COUNTY OF DALLAS

On this 22nd day of September, 2016 before me, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, personally appeared the within named **A. Scott Noble, General Partner of N. NOBLE FLP LLP**, who stated and acknowledged that he/she had signed, executed and delivered said foregoing instrument for the consideration, uses and purposes therein mentioned and set forth.

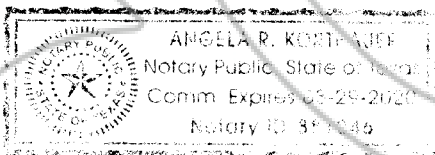


Angela R. Korthauer

Notary Public in and for said County and State

My Commission Expires: March 29, 2020

Commission# 881246



IN WITNESS WHEREOF, this Assignment and Conveyance is executed this 22nd day of September 2016, but shall be effective as October 1, 2016.

GRANTOR:

ELISA NOBLE FAMILY LP

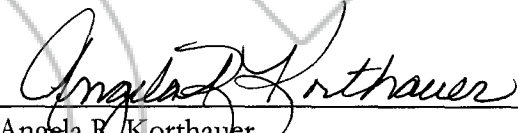
By: 

A. Scott Noble, General Partner

STATE OF TEXAS

COUNTY OF DALLAS

On this 22nd day of September, 2016 before me, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, personally appeared the within named **A. Scott Noble, General Partner of ELISA NOBLE FAMILY LP**, who stated and acknowledged that he/she had signed, executed and delivered said foregoing instrument for the consideration, uses and purposes therein mentioned and set forth.

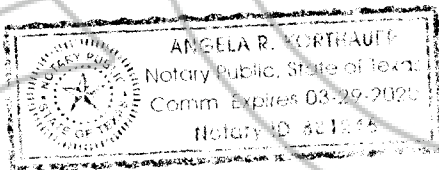


Angela R. Korthauer

Notary Public in and for said County and State

My Commission Expires: March 29, 2020

Commission# 881246



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EXHIBIT B

Terms, Conditions and Disclaimers

This assignment and conveyance and the assignment and 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 grant, sells, conveys and assigns 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



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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 | | 251-254 |
| 201429 | 425 | | 381-392 |
| DV-223851 | 547 | | 383 |
| 0227241 | 564 | | 0378 |
| 0227275 | 565 | | 0050 |



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EXHIBIT C

**Legal Description
Drake Properties**

**Eureka County,
Nevada
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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

It being the intent of the parties hereto that each of the below named Grantors convey that fractional interest (identified below) from an undivided 0.02945653 decimal interest that Grantors own in the Interests.

| GRANTOR | INTEREST CONVEYED |
|--|-------------------|
| Wiley Family Holdings LLC 6411 Pemberton Drive Dallas, Texas 75230 | .00089309 |
| Sharon H. Acton 3113 Lake Highlands Drive Highland Village, Texas 75077 | .00133964 |
| N. Noble FLP LLP 15303 N. Dallas Pkwy Suite 1350 Addison, Texas 75001 | .02256877 |
| Elisa Noble Family LP 15303 N. Dallas Pkwy Suite 1350 Addison, Texas 75001 | .00465503 |

Interest Conveyed by Grantors – 0.02945653

Interests Retained by Grantors – 0.00000000



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Exhibit E-1

Grantee of the Executive Rights in the Interests

Brown Drake Royalties, LLC
15303 N. Dallas Parkway, Suite 1350
Addison, Texas 75001
100%

Exhibit E-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 0.02945653 decimal interest that Grantors listed in Exhibit D own in the Interests.

| GRANTEE | INTEREST CONVEYED |
|--|-------------------|
| Rescate Royalties LP Post Office Box 53188 Lubbock, Texas 79453 | 0.00089309 |
| Hudson Family Partnership Ltd. 3113 Lake Highlands Drive Highland Village, Texas 75077 | 0.00133964 |
| Vatter Investment Partners PO Box 390100 Keauhou, Hawaii 96739 | 0.01031238 |
| Ashton Lee 473 Diamond A Ranch Rd. Carbondale, Colorado 81623 | 0.01546857 |
| Marcus Ray Griffin PO Box 10128 Lubbock, Texas 79408 | 0.00144285 |

Interest Conveyed to Grantees – 0.02945653

Interests Retained by Grantors – 0.00000000

STATE OF NEVADA
DECLARATION OF VALUE FORMRecording requested By
NOBLE ROYALTIES INC

Eureka County - NV

Lisa Hoehne - Recorder

Page 1 of 1 Fee: \$25.00

Recorded By: CH RPTT:

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1. Assessor Parcel Number(s)

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

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: _____

☒ Other Transfer of mineral, 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 3
 b. Explain Reason for Exemption: Consideration value is less than \$100, 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 Miller Capacity Agent

Signature _____ Capacity _____

SELLER (GRANTOR) INFORMATION

(REQUIRED)

Print Name: Multiple names -Address: see attached

City: _____

State: _____ Zip: _____

BUYER (GRANTEE) INFORMATION

(REQUIRED)

Print Name: Multiple names -Address: see attached

City: _____

State: _____ Zip: _____

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

Print Name: Compass Royalty Management Escrow #: _____Address: 15203 N. Dallas Pkwy, #1350City: Addison State: TX Zip: 75001