

It is expressly agreed that Phillips Petroleum Company, its successors and assigns, shall have the right to pool or unitize the lands and interests affected by the leases described in Exhibit "A", including the overriding royalty herein conveyed, without the joinder or consent of Assignee, its successors or assigns. In the event of production from any such pooled unit or from any unit created by a regulatory body having jurisdiction, the overriding royalty herein conveyed shall be computed on the proportionate part of the production from such pooled unit that is allocated to the property subject to said overriding royalty, and unless otherwise allocated by order of a regulatory body, the amount of such production to be so allocated from each unit shall be that proportion of such total production that the surface area of the property affected hereby and included within such unit bears to the total surface area of all lands within such unit.

This assignment and conveyance is made without warranty of title, express or implied, except as to conveyances or encumbrances by, through or under the undersigned.

TO HAVE AND TO HOLD the herein assigned properties and interests unto said Assignee, its heirs and assigns forever.

IN WITNESS WHEREOF, this instrument is executed this 26th day of April, 1993.

BLUE EAGLE EXPLORATION

By Randy L. Chamberlain
Randy L. Chamberlain
President

STATE OF COLORADO)
)
COUNTY OF JEFFERSON)

On this 26 day of April, 1993, before me, a Notary Public, personally appeared Randy L. Chamberlain, to me known to be the President of Blue Eagle Exploration, a corporation, and acknowledged to me that he executed the same on behalf of said corporation.

IN WITNESS WHEREOF, I have hereunto set my official signature and affixed my notarial seal the day and year first above written.

John L. Hickman
Notary Public

June 29, 1996
My commission expires

LEASE NUMBER		LESSOR LESSEE	DATE OF LEASE RECORDING DATA	DESCRIPTION
219553	000	USA-N-56208 RICHARD R. SUTTON	11/01/92	6 IN 60E
219554	000	USA-N-56209 RICHARD R. SUTTON	11/01/92	5 IS 60E
219555	000	USA-N-56210 RICHARD R. SUTTON	11/01/92	30 IS 60E
219556	000	USA-N-56211 RICHARD R. SUTTON	11/01/92	1 IS 59E
219557	000	USA-N-56212 RICHARD R. SUTTON	11/01/92	2 IS 59E
219558	000	USA-N-56213 RICHARD R. SUTTON	11/01/92	3 IS 59E

STATE OF NEVADA, COUNTY OF LINCOLN

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EXHIBIT "A" (OIL AND GAS LEASES)
STATE OF NEVADA, COUNTY OF LINCOLN

LEASE NUMBER	LESSOR LESSEE	DATE OF LEASE RECORDING DATA	DESCRIPTION
219559 000	USA-N-56214 RICHARD R. SUTTON	11/01/92	21 ALL (PRO DIA 177) 1S 59E 22 ALL (PRO DIA 177) 1S 59E 27 ALL (PRO DIA 177) 1S 59E 28 ALL (PRO DIA 177) 1S 59E
219560 000	USA-N-56215 RICHARD R. SUTTON	11/01/92	23 ALL (PRO DIA 177) 1S 59E 24 ALL (PRO DIA 177) 1S 59E 25 ALL (PRO DIA 177) 1S 59E 26 ALL (PRO DIA 177) 1S 59E
219561 000	USA-N-56216 RICHARD R. SUTTON	11/01/92	4 ALL (PRO DIA 177) 2S 59E 9 ALL (PRO DIA 177) 2S 59E 10 ALL (PRO DIA 177) 2S 59E
220949 000	USA-N-55940 RICHARD R. SUTTON	06/01/92	11 ALL, MDN (PRO DIA 177) 2S 59E 12 ALL, MDN (PRO DIA 177) 2S 59E 13 ALL, MDN (PRO DIA 177) 2S 59E
220950 000	USA-N-55939 RICHARD R. SUTTON	06/01/92	1 ALL, MDN (PRO DIA 177) 2S 59E

EXHIBIT "A" (OIL AND GAS LEASES)
STATE OF NEVADA
COUNTY OF LINCOLN

LEASE NUMBER	LESSOR LESSEE	DATE OF LEASE RECORDING DATA	DESCRIPTION
220952 000	USA-N-55938 RICHARD R. SUTTON	06/01/92	2 ALL, MDH (PRO DIA 177) 2S 59E 3 ALL, MDH (PRO DIA 177) 2S 59E 18 1S 58E LOTS 1-4, E/2, E/2 W/2, MDH
220952 000	USA-N-55937 RICHARD R. SUTTON	06/01/92	1 1S 58E 20 LOTS 1-4, E/2, E/2 W/2, MDH 58E ALL, MDH 58E 30 LOTS 1-4, E/2, E/2 W/2, MDH 58E 4 1S 58E LOTS 1-4, S/2 N/2, S/2, MDH

FILED AND RECORDED AT REQUEST OF
Blue Eagle Exploration
 MAY 13, 1993
 1 10 MINUTES PAST 2 O'CLOCK
 P.M. IN BOOK 105 OF OFFICIAL
 RECORDS, PAGE 659 LINCOLN
 COUNTY, NEVADA
Yuriko Setzer
 COUNTY RECORDER
 By _____ Deputy