

RECORDING REQUESTED BY :
BLUE EAGLE EXPLORATION

WHEN RECORDED RETURN TO:
Blue Eagle Exploration
Attn: R.L. Chamberlain
5944 South Kipling St., Suite 305
Littleton, CO 80127

ASSIGNMENT OF OVERRIDING ROYALTY

STATE OF NEVADA)
)
COUNTY OF LINCOLN)

KNOW ALL MEN BY THESE PRESENTS:

That for the sum of Ten Dollars (\$10.00) and other good and valuable consideration paid to it, the receipt and sufficiency of which are hereby acknowledged, BLUE EAGLE EXPLORATION, 5944 South Kipling St., Suite 305, Littleton, Colorado 80127, (hereinafter referred to as "Assignor"), has GRANTED, SOLD, TRANSFERRED, ASSIGNED AND CONVEYED, and by these presents does GRANT, SELL, TRANSFER, ASSIGN AND CONVEY unto the following parties:

RANDY LEGRANDE CHAMBERLAIN
5944 South Kipling Street
305
Littleton, Colorado 80127

CONNIE LEAH JACOBSEN CHAMBERLAIN
4400 South Estes Street
Littleton, Colorado 80123

(hereinafter referred to as "Assignees"), as an overriding royalty, .005 percent (1/2%) each, of all of the oil, gas and minerals in and under and that may be produced, saved and sold from the lands in LINCOLN County, Nevada, under and by virtue of the oil, gas, and mineral leases set forth on Exhibit "A" attached hereto, or any renewals or extensions thereof, to be delivered to Assignees or to their credit into the pipeline, tank, or other receptacle to which the well or wells thereon may be connected, free and clear of all costs and expenses of development and operation except the taxes thereon or attributable thereto. The above interest was conveyed into Assignor by that Assignment of Overriding Royalty dated February 24, 1993, between Phillips Petroleum Company and Blue Eagle Exploration.

Operations on said lands and the extent and duration thereof, as well as the perpetuation of such leases by payments, operations, or otherwise, shall, be solely at the will and discretion of Phillips Petroleum Company, its successors or assigns.

In the event the leases cover less than the entire mineral fee estate in and to any of the lands hereinafter described in Exhibit "A", such overriding royalty interest herein assigned and conveyed as to such lands

shall be reduced to the proportion thereof which the mineral fee estate conveyed by such leases bears to the entire mineral fee estate.

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 Assignees, their 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 Assignees, their 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.

Joseph A. Kubin
Notary Public

June 29, 1996
My commission expires

STATE OF NEVADA
COUNTY OF LINCOLN

LEASE NUMBER	LESSOR LESSEE	DATE OF LEASE RECORDING DATA	DESCRIPTION
219553 000	USA-N-56208 RICHARD R. SUTTON	11/01/92	6 IN 60E ALL (PRO DIA 173)
219554 000	USA-N-56209 RICHARD R. SUTTON	11/01/92	5 IS 60E ALL (PRO DIA 177)
219555 000	USA-N-56210 RICHARD R. SUTTON	11/01/92	30 IS 60E ALL (PRO DIA 177) 31 IS 60E ALL (PRO DIA 177)
219556 000	USA-N-56211 RICHARD R. SUTTON	11/01/92	1 IS 59E ALL (PRO DIA 177) 12 IS 59E ALL (PRO DIA 177) 13 IS 59E ALL (PRO DIA 177)
219557 000	USA-N-56212 RICHARD R. SUTTON	11/01/92	2 IS 59E ALL (PRO DIA 177) 11 IS 59E ALL (PRO DIA 177) 14 IS 59E ALL (PRO DIA 177)
219558 000	USA-N-56213 RICHARD R. SUTTON	11/01/92	3 IS 59E ALL (PRO DIA 177) 10 IS 59E ALL (PRO DIA 177) 15 IS 59E ALL (PRO DIA 177)

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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
220949 000	USA-N-55940 RICHARD R. SUTTON	06/01/92	10 ALL, MDM (PRO DIA 177) 2S 59E 11 ALL, MDM (PRO DIA 177) 2S 59E 12 ALL, MDM (PRO DIA 177) 2S 59E
220950 000	USA-N-55939 RICHARD R. SUTTON	06/01/92	1 ALL, MDM (PRO DIA 177) 2S 59E

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STATE OF NEVADA, COUNTY OF LINCOLN

LEASE NUMBER	LESSOR LESSEE	DATE OF LEASE RECORDING DATA	DESCRIPTION
220951	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 ALL, MDH 1S 58E LOTS 1-4, E/2, E/2 W/2, MDH 19 LOTS 1-4, E/2, E/2 W/2, MDH 1S 58E 20 LOTS 1-4, E/2, E/2 W/2, MDH 1S 58E ALL, MDH 1S 58E 30 LOTS 1-4, E/2, E/2 W/2, MDH 1S 58E 4 LOTS 1-4, S/2 N/2, S/2, MDH 1S 58E 5 LOTS 1-4, S/2 N/2, S/2, MDH 1S 58E 6 LOTS 1-7, S/2 NE/4, SE/4 NW/4, E/2 SW/4, SE/4, MDH 1S 58E 7 LOTS 1-4, E/2, E/2 W/2, MDH 1S 58E
220952	USA-N-55937 RICHARD R. SUTTON	06/01/92	No. 100365 FILED AND RECORDED AT REQUEST OF Blue Eagle Exploration MAY 13, 1993 1 10 MINUTES PAST 2 O'CLOCK 2:11 IN BOOK 105 OF OFFICIAL RECORDS, PAGE 664 LINCOLN COUNTY, NEVADA Yuriko Seeger COUNTY RECORDER By <i>[Signature]</i> Deputy

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