

PARTIAL ASSIGNMENT OF OIL, GAS & MINERAL LEASES

HUNT OIL COMPANY OF NEVADA, with an address of 1445 Ross at Field, Dallas, Texas, 75202-2785, ("Assignor"), for valuable consideration, receipt and sufficiency of which is hereby acknowledged, does hereby grant, bargain, sell, transfer, assign and convey unto WINN EXPLORATION CO., INC., with an address of One Shoreline Plaza, Suite 1900, N. Tower, 800 N. Shoreline Blvd., Corpus Christi, Texas, 78401 ("Assignee"), an undivided ten percent (10%) interest in, to and under the Oil, Gas and Mineral Lease(s) described in Exhibit "A" attached hereto and made a part hereof, covering lands in Lincoln County, Nevada, as more particularly described in said respective leases, whether or not such lands are accurately described in Exhibit "A", together with a like respective interest in any personal property thereon, appurtenant thereto, or used or obtained in connection therewith, and subject:

- (a) proportionately to any royalty, overriding royalty, production payments or other lease burdens existing as of the effective date of this Partial Assignment;
- (b) to proportionate reduction if the Oil, Gas and Mineral Leases in the aggregate cover less than the entire mineral interest in the applicable lands and/or if Assignor owns less than full interest therein;
- (c) to unrecorded Letter Agreement dated June 7, 1996 between Hunt Oil Company of Nevada and Winn Exploration Co., Inc.

Assignee agrees to be bound by all terms and provisions of the Oil, Gas and Mineral Leases described in the attached Exhibit "A" and to fulfill its proportionate share of all obligations, conditions and stipulations in said leases, and any agreements related thereto.

This Partial Assignment is made by Assignor and accepted by Assignee without warranty, either express or implied, as to fixtures, equipment and any personal property, Assignee having made its own independent examination and found same to be satisfactory and accepted "AS IS", AND WITHOUT REPRESENTATION, COVENANTS, OR WARRANTIES OF MERCHANTABILITY, CONDITION, FITNESS FOR A PARTICULAR PURPOSE, OR CONFORMITY TO MODELS OR SAMPLES OF MATERIALS, EITHER EXPRESS OR IMPLIED.

All terms and provisions of this Partial Assignment and the agreements referenced herein shall be binding upon, and inure to the benefit of, the parties hereto, their successors and assigns.

This Partial Assignment of the above described land(s) and lease(s) is made by Assignor and accepted by Assignee without representations, covenants or warranties as to title or quantum of interest conveyed, either express or implied, other than by, through and under Assignor.

EXHIBIT "A"

ATTACHED TO AND MADE A PART OF THAT CERTAIN PARTIAL ASSIGNMENT OF OIL, GAS AND MINERAL LEASES BY AND BETWEEN HUNT OIL COMPANY OF NEVADA, ASSIGNOR, AND WINN EXPLORATION CO., INC., ASSIGNEE, EXECUTED ON JUNE 25, 1996.

1. Oil and Gas Lease by and between Combined Metals Reduction Company, a Utah Corporation, as Lessor, and Eiche, Mapes and Company, Inc., a Texas Corporation, as Lessee, dated October 24, 1992, recorded in Volume 104, Page 455, Official Records of Lincoln County, Nevada, covering 844.369 acres, more or less, a part of Sections 29, 31 & 32, T1N-R66E; and Sections 4, 5, 8, 9, 16 and 17, T1S-R66E, Lincoln County, Nevada.
2. Oil and Gas Lease by and between Gary A. Carrigan, Trustee of the S-C Living Trust, as Lessor, and Hunt Oil Company of Nevada, as Lessee, dated May 2, 1996, recorded in Volume 119, Page 140, Official Records of Lincoln County, Nevada, covering 65.00 acres, more or less, a part of Sections 14 & 15, T1N-R66E, Lincoln County, Nevada.
3. Oil and Gas Lease by and between William Thomas Lloyd, as Lessor, and Hunt Oil Company of Nevada, as Lessee, dated May 2, 1996, recorded in Volume 119, Page 144, Official Records of Lincoln County, Nevada, covering 4.59 acres, more or less, a part of Section 15, T1N-R66E, Lincoln County, Nevada.
4. Oil and Gas Lease by and between Johnson W. Lloyd, a/k/a Bud Lloyd, as Lessor, and Hunt Oil Company of Nevada, as Lessee, dated May 2, 1996, recorded in Volume 119, Page 272, Official Records of Lincoln County, Nevada, covering 4.59 acres, more or less, a part of Section 15, T1N-R66E, Lincoln County, Nevada.
5. Oil and Gas Lease by and between Ruth Ellen Lloyd Connolly, a/k/a Ruth E. Connolly, and William J. Connolly, as Lessor, and Hunt Oil Company of Nevada, as Lessee, dated May 2, 1996, recorded in Volume 119, Page 264, Official Records of Lincoln County, Nevada, covering 4.59 acres, more or less, a part of Section 15, T1N-R66E, Lincoln County, Nevada.
6. Oil and Gas Lease by and between Janice M. Hutchings, a/k/a Sue Hutchings, as Lessor, and Hunt Oil Company of Nevada, as Lessee, dated May 2, 1996, recorded in Volume 119, Page 268, Official Records of Lincoln County, Nevada, covering 4.59 acres, more or less, a part of Section 15, T1N-R66E, Lincoln County, Nevada.

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