

ASSIGNMENT OF OVERRIDING ROYALTY INTEREST

STATE OF NEBRASKA, §

COUNTY OF GAGE. §

KNOW ALL MEN BY THESE PRESENTS:

THAT, MAGNESS PETROLEUM CORPORATION, a corporation, whose corporate offices are located at 2525 N.W. Expressway, Suite 200, Oklahoma City, Oklahoma, 73112 and TEXAS AMERICAN OIL CORPORATION, A Delaware corporation, whose corporate offices are located at 300 West Wall, Suite 400, Midland, Texas 79701, hereinafter referred to as "ASSIGNORS", for and in consideration of the sum of Ten Dollars and no/100 (\$10.00), and other good and valuable consideration, to it in hand paid by Sun-Belt Royalties, whose offices are located at P.O. Box 76183, Oklahoma City, Oklahoma, 73147, hereinafter referred to as "ASSIGNEE", the receipt and sufficiency of which is hereby acknowledged;

Has GRANTED, SOLD, TRANSFERRED, ASSIGNED and CONVEYED and by these presents does GRANT, SELL, TRANSFER, ASSIGN AND CONVEY unto said Assignee, their successors and assigns, an Overriding Royalty Interest of 3.125 percent (3.125% or decimal .03125) of all oil, gas and other hydrocarbons, and all other minerals produced, saved and sold, if, as and when produced, saved and sold, but not otherwise, from the lands set out and covered by the Oil and Gas Leases described on the attached EXHIBIT "A", which is attached hereto and made a part hereof for all purposes.

Said Overriding Royalty Interest shall be free and clear of all development, production, marketing and operating expense, including ad valorem taxes; however, said interest shall bear all other taxes assessed against the gross production subject to said Overriding Royalty Interest.

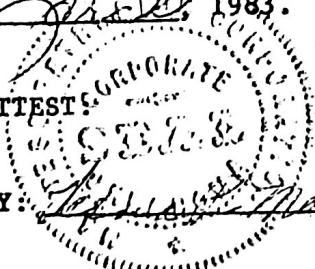
In the event the Assignors' total interest in the lands set out and covered by the above described Oil and Leases is less than the entire leasehold estate, then the fractional interest herein conveyed shall be reduced proportionately so as to accord with the total fractional interest in the oil, gas, other hydrocarbons, and all other minerals actually owned by the Assignor.

This Assignment is made without warranty of title either express or implied.

IN WITNESS WHEREOF, this Assignment is executed this 22nd day of March 1983.

ATTEST:

BY:



Assistant Secretary

MAGNESS PETROLEUM CORPORATION

BY:

TEXAS AMERICAN OIL CORPORATION

BY:

Fred H. Wetendorf, Jr.  
Vice President

STATE OF OKLAHOMA, §  
COUNTY OF OKLAHOMA. §

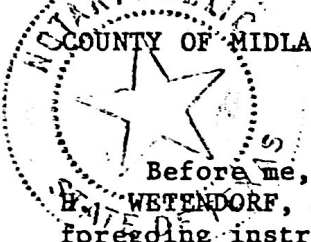
Before me, the undersigned authority, on this day personally appeared J. Magness known to me to be the person whose name is subscribed to the foregoing instrument, as, President of MAGNESS PETROLEUM CORPORATION, a corporation, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity stated, and as the act and deed of said corporation.

GIVEN under my hand and seal of office, this 22nd day of March, 1983.



[Signature]  
Notary Public

STATE OF TEXAS, §  
COUNTY OF MIDLAND. §



Before me, the undersigned authority, on this day personally appeared FRED WETENDORF, JR. known to me to be the person whose name is subscribed to the foregoing instrument, as Vice President of TEXAS AMERICAN OIL CORPORATION, a corporation, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity stated, and as the act and deed of said corporation.

GIVEN under my hand and seal of office, this 4th day of April, 1983.

MY COMMISSION EXPIRES:  
5-20-86

Forest C. Murre  
Notary Public in and for the  
State of Texas.

BOOK 62 PAGE 376

TAO #: 3095  
LESSOR: Delmer J. Hlemke and Eileen Helmke, Husband and Wife  
LESSEE: Magness Petroleum Corporation and Texas American Oil Corporation  
DATE: October 12, 1982  
RECORDED: Book 62, Page 754  
DESCRIPTION: Township 5 North, Range 6 East, 6th P.M., Section 5: E/2 all in Gage County, Nebraska

TAO #: 3175  
LESSOR: Henry A. Roehr and Evelyn C. Roehr, Husband and Wife  
LESSEE: Magness Petroleum Corporation and Texas American Oil Corporation  
DATE: October 12, 1982  
RECORDED: Book 62, Page 777  
DESCRIPTION: Township 5 North, Range 5 East, 6th P.M., Section 2: SE/4; Section 3: E/2SE/4 all in Gage County, Nebraska

TAO #: 3176  
LESSOR: Dorothy Ann Niemeyer, Trustee for the Niemeyer family Trust  
LESSEE: Magness Petroleum Corporation and Texas American Oil Corporation  
DATE: October 4, 1982  
RECORDED: Book 62, Page 779  
DESCRIPTION: Township 5 North, Range 5 East, 6th P.M., Section 1: SW/4; Section 12: N/2NW/4 all in Gage County, Nebraska

TAO #: 3179  
LESSOR: Tom Bauman and Lena N. Bauman, Husband and Wife  
LESSEE: Magness Petroleum Corporation and Texas American Oil Corporation  
DATE: October 20, 1982  
RECORDED: Book 62, Page 811  
DESCRIPTION: Township 5 North, Range 6 East, 6th P.M., Section 9: S/2SW/4, NE/4SW/4 all in Gage County, Nebraska

TAO #: 3181  
LESSOR: Donald E. Esau and Jane E. Esau, Husband and Wife  
LESSEE: Magness Petroleum Corporation and Texas American Oil Corporation  
DATE: October 22, 1982  
RECORDED: Book 62, Page 815  
DESCRIPTION: Township 3 North, Range 5 East, 6th P.M., Section 29, N/2SW/4 all in Gage County, Nebraska

TAO #: 3182  
LESSOR: Dora Hasenohr, A Widow  
LESSEE: Magness Petroleum Corporation and Texas American Oil Corporation  
DATE: October 25, 1982  
RECORDED: Book 62, Page 817  
DESCRIPTION: Township 5 North, Range 6 East, 6th P.M., Section 8: SW/4 all in Gage County, Nebraska

TAO #: 3183  
LESSOR: Sylvia Henke, A Widow  
LESSEE: Magness Petroleum Corporation and Texas American Oil Corporation  
DATE: October 20, 1982  
RECORDED: Book 62, Page 819  
DESCRIPTION: Township 5 North, Range 5 East, 6th P.M., Section 12: S/2SE/4 all in Gage County, Nebraska

TAO #: 3188  
LESSOR: Daryl R. Uhlman and Barbara Sue Uhlman, Husband and Wife  
LESSEE: Magness Petroleum Corporation and Texas American Oil Corporation  
DATE: September 28, 1982  
RECORDED: Book 62, Page 853  
DESCRIPTION: Township 6 North, Range 6 East, 6th P.M., Section 31: S/2N/2; Township 6 North, Range 5 East, 6th P.M., Section 36: E/2E/2 all in Gage County, Nebraska

TAO #: 3189  
LESSOR: Ernest F. Holsing and Amanda Holsing, Husband and Wife  
LESSEE: Magness Petroleum Corporation and Texas American Oil Corporation  
DATE: October 20, 1982  
RECORDED: Book 62, Page 854  
DESCRIPTION: Township 6 North, Range 5 East, 6th P.M., Section 26: SW/4; Section 34: E/2NE/4 all in Gage County, Nebraska

TAO #: 4005  
LESSOR: Bartlett Farms, Inc. BOOK 63 338  
LESSEE: Magness Petroleum Corporation and Texas American Oil Corporation  
DATE: October 19, 1982  
RECORDED: Book 62, Page 897  
DESCRIPTION: Township 3 North, Range 5 East, 6th P.M., Section 21: E/2

TAO #: 4007  
LESSOR: Walter Boese and Ruth L. Boese, Husband and Wife  
LESSEE: Magness Petroleum Corporation and Texas American Oil Corporation  
DATE: November 10, 1982  
RECORDED: Book 62, Page 893  
DESCRIPTION: Township 5 North, Range 6 East, 6th P.M., Section 16: SW/4,  
except 8.44 acres described as: Beginning at the SW corner of the  
SW/4, thence East 1421 ft. to POB, thence North 350 ft., East 219  
ft., South 50 ft., East 971 ft., South 300 ft., West 1188.5 ft.  
to POB all in Gage County, Nebraska

TAO #: 4008  
LESSOR: Damkroger Farms, Inc.  
LESSEE: Magness Petroleum Corporation and Texas American Oil Corporation  
DATE: October 28, 1982  
RECORDED: Book 62, Page 895  
DESCRIPTION: Township 5 North, Range 5 East, 6th P.M., Section 12: N/2SE/4  
all in Gage County, Nebraska

TAO #: 4013  
LESSOR: Daryl D. Meyer and Barbara L. Meyer, Husband and Wife  
LESSEE: Magness Petroleum Corporation and Texas American Oil Corporation  
DATE: October 21, 1982  
RECORDED: Book 63, Page 11  
DESCRIPTION: Township 3 North, Range 5 East, 6th P.M., Section 29: S/2SW/4  
all in Gage County, Nebraska

NUMBER 50  
ALPHA 6  
PAGED 50

State of Nebraska, Gage County ss. En-  
tered in Numerical Index and filed for  
record the 2nd day of May, 1983...  
at 3:00 o'clock P.M. and recorded in  
Book 63 of Miscellaneous...  
on page 332

*John A. Claus*  
(Register of Deeds)

Fee: \$33.50 Paid & Return: Sun-Belt Royalties, Box 76183, Oklahoma City, Okla 73147