

00167896

B: 495 P: 326 Fee \$36.00
Connie Hansen, Millard Recorder
11/17/2008 09:08:30 AM By PIONEER OIL & GAS Page 1 of 6



ASSIGNMENT OF OVERRIDING ROYALTY

KNOW ALL MEN BY THESE PRESENTS, that

#28

Pioneer Oil and Gas
1206 W. South Jordan Parkway, Unit B
South Jordan, Utah 84095

(hereinafter called "Assignor") for and in consideration of the sum of Ten and No/100 Dollars (\$10.00) cash in hand paid, and other good and valuable consideration, receipt of which is hereby acknowledged, does hereby grant, bargain, sell, convey, transfer, assign and deliver unto the following individuals (hereinafter called "Assignee") an overriding royalty interest as stated below of all the oil, gas, casinghead gas, coal bed methane, condensate and other hydrocarbons along with any other substances authorized to be extracted or that may be produced, saved and marketed from the following designated oil and gas lease(s) and lands located in Millard County, Utah to wit:

See Exhibit A for complete description.

<u>Assignees</u>	<u>Overriding Royalty Interest Conveyed</u>
Pioneer Oil and Gas 1206 W. South Jordan Parkway, Unit B South Jordan, Utah 84095	3.00%
Don J. Colton. 2172 Gambel Oak Drive Sandy, Utah 84092	0.5%
Gregg B. Colton 65 South Pfeifferhorn Drive Alpine, Utah 84004	0.5%
John O. Anderson P.O. Box 537 Mountain View, HI 96771	0.5%
Michael L. Pinnell 8171 Old Coventry Circle Sandy, Utah 84092	0.5%
TOTAL ASSIGNED	5.00%

The overriding royalty interest hereinabove assigned is subject to the following terms, provisions and conditions:

A. Said overriding royalty interest is subject to the terms and provisions of said leases described previously and any amendments, renewals or modifications of said leases.

B. The overriding royalty herein assigned is based upon the assumption that the said leases described cover and affect the entire fee simple mineral estate in the lands covered thereby. In the event of loss or failure of title as to the whole or any portion of the leased premises, the overriding royalty interest as to such lease and lands affected by such loss or failure of title shall be reduced in the proportion in which title shall have failed, and in such event the overriding royalty interest herein assigned shall be proportionately reduced. If the said lease covers less than the entire and undivided fee simple estate therein, then and in such event the overriding royalty interest herein assigned shall be proportionately reduced.

C. The overriding royalty interest herein assigned shall be applicable to any renewal, extension or new lease taken or acquired by Assignor, its successors and assigns on the lands described herein.

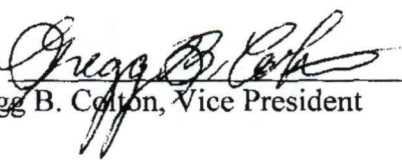
This Assignment is made without covenants of Warranty, either expressed or implied.

TO HAVE AND TO HOLD said overriding royalty interest and said Assignee(s), their personal representatives and assigns, forever.

EXECUTED AND WITNESSED this 11th day of Nov., 2008.

PIONEER OIL AND GAS

By: 
Don J. Colton, President

By: 
Gregg B. Colton, Vice President

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11/17/2008 09:08:30 AM

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Page 2 of 6

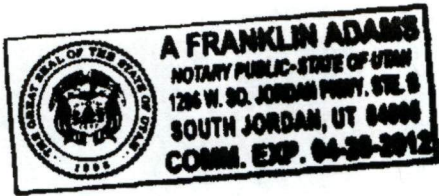


STATE OF UTAH)
) ss.
COUNTY OF SALT LAKE)

Before me this 11th day of November, 2008, personally appeared Don J. Colton and Gregg B. Colton, who being by me first duly sworn, did say that they are the only officers of Pioneer Oil and Gas, and as such are duly authorized to act on behalf of said corporation and did acknowledge that they did sign the foregoing agreement, intending thereby to bind said corporation.

Given under my hand and seal this 11th day of November, 2008.

My commission expires: 4/28/2012



A Franklin Adams
Notary Public

00167896

B: 495 P: 328 Fee \$36.00 Page 3 of 6
Connie Hansen, Millard Recorder
11/17/2008 09:08:30 AM By PIONEER OIL & GAS



Exhibit "A"
Millard County, Utah

IP #	Lessor	Lessee	Acres	Lease Date	County	BK/PG	Entry#
1502	Barbara Ann Lucy Hilton	International Petroleum LLC Pioneer Oil and Gas	10,422.18	5/9/2007	Millard	465/872	00161207
					Beaver	406/707	232108
					Sevier	571/321	00347287

MILLARD COUNTY

Township 25 South, Range 9 West, SLM

Section 31: S/2 (320 acres, more or less)
 Section 32: All (640 acres, more or less)
 Section 33: N/2 (320 acres, more or less)

Township 25 South, Range 10 West, SLM

Section 35: E/2 (320 acres, more or less)

BEAVER COUNTY

Township 26 South, Range 9 West, SLM

Section 19: Lot 1 (42.72 ac), Lot 2 (42.75 ac), E2NW; NE. (325.47 acres, more or less)

Township 26 South, 10 West, SLM

Section 14: S/2 (320 acres, more or less)
 Section 15: W/2 (320 acres, more or less)

Township 27 South, Range 10 West, SLM

Section 2: Lot 1 (49.26 ac), Lot 2 (49.12 ac), Lot 3 (49.00 ac), Lot 4 (48.86 ac), S2N2; S2 (676.24 acres, more or less)
 Section 23: N/2 (320 acres, more or less)
 Section 33: SE/4SE/4; NW/4SW/4 (80 acres, more or less)
 Section 34: LOT 5 (40.19 ac), Lot 7 (41.34 ac), and Lot 8 (40.48 ac), SW1/4; S1/2 NW1/4 (362.01 acres, more or less)
 Section 35: SE; W2NE (240 acres, more or less)
 Section 36: W1/2SE1/4; S1/2NW1/4; N1/2SW1/4 (240 acres, more or less)

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 B: 495 P: 329
 Connie Hansen, Millard Recorder
 11/17/2008 09:08:30 AM
 By PIONEER OIL & GAS
 Page 4 of 6

Township 28 South, Range 10 West, SLM

- Section 3: LOT 4 (51.50 ac), SE1/4 NE1/4; SE1/4; S1/2 NW1/4; N1/2 SW1/4 (411.50 acres, more or less)
- Section 4: Lot 1 (43.21 ac), Lot 2 (43.11 ac), Lot 3 (43.01 ac), S/2S/2 (289.33 acres, more or less)
- Section 9: S1/2 N1/2; N1/2 SW1/4; SE1/4 SW1/4; NW1/4 SE1/4 (320 acres, more or less)
- Section 10: S2SE; N2NE (160 acres, more or less)
- Section 13: S/2 (320 acres, more or less)
- Section 14: N/2 (320 acres, more or less)
- Section 15: Lot 4 (44.74 ac); E2W2; W2SE; SWNE; NENE; NWNE; E/2SE/4, SE/4NE/4 (524.74 acres, more or less)
- Section 16: E1/2 NW1/4; W1/2 NE1/4; SE1/4 NE1/4; E1/2 SE1/4; NW1/4 SE1/4 (320 acres, more or less)

Township 28 South, Range 10 West, SLM

- Section 17: E/2NE/4 (80 acres, more or less)
- Section 18: E/2NE/4 (80 acres, more or less)
- Section 21: S/2NE/4 (80 acres, more or less)
- Section 22: Lots 3 (42.79 ac), 4 (42.82 ac), E2SW, NENE (208.40 acres, more or less)
- Section 27: Lot 1(44.01 ac), Lot 2 (44.03 ac), Lot 3 (44.05 ac) and Lot 4 (44.07 ac); E1/2 W1/2; and W1/2 SE1/4 (416.16 acres, more or less)
- Section 34: E1/2 SW1/4, W1/2 SE1/4; NE1/4; Lot 4 (42.80 ac) and South 708 Feet of Lot 3 (362.80 acres, more or less)

Township 29 South, Range 10 West, SLM

- Section 3: Lot 3 (53.87 ac), Lot 4 (50.20 ac) (104.07 acres, more or less)

SEVIER COUNTY

Township 22 South, Range 3 East, SLM

- Section 2: Lot 1 (39.12), Lot 2 (40.00) 79.12 acres more or less. Parcel (4:152:37); (4:152:7); SW1/4, W1/2 SE1/4, SE1/4 SE1/4, S1/2 NW1/4, SW1/4 NE1/4. 400 acres, more or less. Parcel (4:152:13), (4:152:14), (4:152:34), (4:152:33), (4:152:22), (4:152:40), (4:152:16), (4:152:15), (4:152:17), (4:152:30), (4:152:19), (4:152:18)

Township 22 South, Range 4 East, SLM

- Section 4: All. 643.84 acres, more or less. Parcel (4:163:1)
- Section 5: NE1/4 SW1/4 AND SW1/4 SE1/4. 80 acres, more or less. Parcel(4:164:9), (4:164:17)
- Section 8: N1/2 NW1/4; SW1/4 NE1/4; NE1/4 SW1/4; SW1/4 SW1/4; SW/4SE/4. Parcel(4:154:7; 4:154:8; 4:154:12)
- Section 9: All. 640 acres, more or less. Parcel (4:163:4), (4:163:3)
- Section 16: All. 640 acres, more or less. Parcel (4:166:2)
- Section 17: All. 640 acres, more or less. Parcel (4:167:15), (4:167:1), (4:167:13)
- Section 20: NW1/4; NE1/4 NE1/4; SW1/4 NE1/4; N1/2 SW1/4; SW1/4 SW1/4. 360 acres, m/l. Parcel (4:167:9), (4:167:11), (4:167:10), (4:167:14)
- Section 21: E1/2 NE1/4; SW1/4 NW1/4; NW1/4 SW1/4. (4:166:3)

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Connie Hansen, Millard Recorder
11/17/2008 09:08:30 AM

Page 5 of 6
By PIONEER OIL & GAS



00167896

IP #	Lessor	Lessee	Acres	Lease Date	County	BK/PG	Entry#
2429	Shirley Probert, Individually and Surviving Spouse of Byron Probert 5+5,1/8	International Petroleum LLC Pioneer Oil and Gas	1,800	9/18/2007	Millard	472/655	162899
<u>Township 20S, Range 2W, SLBM</u>							
<u>Section: 21</u> All, Parcels 6260 and 6260-1							
<u>Section: 27</u> W2, NE, W2SE. 560 acres less 1 road sq to Scipio 1 rod square to Scipio Irrigation Company. LESS: Beginning at SE corner of W2 of SE quarter of Sec 27, thence W 2007.00 ft, thence N 52° 30'36" E 925.00 ft, thence N 822.00 ft, thence E 623.00 ft, thence S 42° 0'28" E 956.00 ft, thence S 684.00 ft to point of beginning. 39.9886 acres. (6273)							
<u>Section: 28</u> All, Parcels 6277, 6278, 6278-1							
IP #	Lessor	Lessee	Acres	Lease Date	County	BK/PG	Entry#
2430	Carl and Gloria Probert 5+5,1/8	International Petroleum LLC Pioneer Oil and Gas	1,800	9/18/2007	Millard	472/659	162900
<u>Township 20S, Range 2W, SLBM</u>							
<u>Section: 21</u> All, Parcels 6260 and 6260-1							
<u>Section: 27</u> W2, NE, W2SE. 560 acres less 1 road sq to Scipio 1 rod square to Scipio Irrigation Company. LESS: Beginning at SE corner of W2 of SE quarter of Sec 27, thence W 2007.00 ft, thence N 52° 30'36" E 925.00 ft, thence N 822.00 ft, thence E 623.00 ft, thence S 42° 0'28" E 956.00 ft, thence S 684.00 ft to point of beginning. 39.9886 acres. (6273)							
<u>Section: 28</u> All, Parcels 6277, 6278, 6278-1							