

ENTRY NO. 23992 DATE 4-22-84 TIME 10:40 AM BOOK 190 PAGE 695-704
 FEE \$ 36.50 RECORDED AT REQUEST OF Shell Oil Company
Marjorie W. Burdick DUCHESNE COUNTY RECORDER DEPUTY

CONVEYANCE AND ASSIGNMENT

STATE OF UTAH)
)
 COUNTY OF DUCHESNE)

KNOW ALL MEN BY THESE PRESENTS; THAT,

SHELL OIL COMPANY, a Delaware corporation, herein-
 after referred to as "Shell Oil", for good and valuable
 consideration, the receipt and sufficiency of which is hereby
 acknowledged, does hereby grant, assign, transfer, convey, set
 over and deliver to SHELL WESTERN E&P INC., a Delaware corpo-
 ration, hereinafter referred to as "SWEPI" and whose mailing
 address is P. O. Box 576, Houston, Texas 77001, all and the
 entire of Shell Oil's right, title, interest and obligations
 in, to, under and arising out of or in any way related to each
 and every property described in the instruments listed on
 Exhibit "A" attached hereto and made a part hereof, as said
 instruments may have been modified or amended whether or not
 such modifications or amendments are listed on Exhibit "A"
 hereto, which right, title, interest and obligations shall
 include, but are not specifically limited to the following:

1. Leasehold interests in oil, gas or other minerals, including working interests, carried working interests, rights of assignment and reassignment, and other interests under or in oil, gas or mineral leases, and interests in rights to explore for and produce oil, gas and other minerals;
2. Royalties, overriding royalties, production payments, rights to take royalties in kind, or other interests in production of oil, gas or other minerals;
3. Fee or term interests or estates in lands or in oil, gas or other minerals in, on or under

lands, or in the surface of lands, including such interests held or used for operations for processing and/or fractionation of natural gas and/or extraction and recovery of sulfur, but excluding any such interests held or used exclusively for operations for refining, manufacturing, distribution or marketing of petroleum products or chemical products;

4. Rights and interests in or derived from unit agreements, orders and decisions of state and federal regulatory authorities establishing units, joint operating agreements, enhanced recovery and injection agreements, boundary or line well agreements, farmout agreements and farmin agreements, options, drilling agreements, exploration agreements, joint bidding agreements, assignments of operating rights, working interests, subleases and rights above or below certain footage depths or geological formations;
5. Rights-of-way, easements, servitudes and franchises acquired or used in connection with operations for the exploration and production of oil, gas or other minerals; and
6. Permits and licenses of any nature owned, held or operated in connection with operations for the exploration and production of oil, gas or other minerals.

As used herein, the term "oil, gas or other minerals" shall mean oil, all gaseous substances, sulfur and/or other minerals.

All interests conveyed and assigned hereunder which are subject to valid and subsisting joint operating agreements, unit agreements, farmout agreements or farmin agreements or other agreements are hereby expressly declared to be and remain subject thereto; and it is made a condition of this Conveyance and Assignment that SWEPI hereby agrees in writing to assume all of the obligations and liabilities of Shell Oil

under said joint operating agreements, unit agreements, farmout agreements or farmin agreements or other agreements, as such written assumption may be required under the terms thereof.

If the consent of, or notice to, third parties is required in connection with any of the properties or interests conveyed and assigned herein, Shell Oil undertakes to obtain any and all such consents and to give any and all such notices, which if not accomplished by the effective date hereof will be accomplished within a reasonable time. Should any prior consents from third parties be required which if not obtained before the effective date hereof would cause such affected interests to be forfeited or terminated, then such interests so affected are excluded herefrom and shall be transferred to SWEPI as of the effective date hereof if, as and when such consents are obtained, and Shell Oil shall execute such further instruments as may be necessary to accomplish such transfer. This Conveyance and Assignment is made specifically subject to any necessary local, state and/or Federal government approvals.

It is the intention of Shell Oil and SWEPI that this Conveyance and Assignment should cover interests in adjacent counties which are unitized or operated together with interests in Duchesne County, Utah, which interests are of the kinds enumerated above.

Shell Oil does hereby grant, assign, transfer, convey, set over and deliver to SWEPI all and the entire of Shell Oil's right, title and interest in and to any and all production of oil, gas or other minerals which right, title and interest arises out of or is in any way related to any joint operating agreement, unit agreement, farmout agreement or farmin agreement, or other agreement, whether or not the property rights, title, interest and obligations underlying said agreement remain in effect or have been terminated.

Shell Oil hereby delivers to SWEPI and SWEPI hereby accepts this Conveyance and Assignment and the right, title, interest and obligations transferred hereby, and the parties agree when and if necessary, to record this Conveyance and Assignment and any other instruments or any recordable memoranda hereof or thereof, necessary to implement the transfers herein.

SWEPI hereby assumes all the obligations and liabilities of Shell Oil as of the effective date hereof with respect to rights, interests and obligations herein transferred and agrees to perform all such obligations and discharge all duties and liabilities with respect thereto.

All and singular the terms, conditions, declarations and assumptions hereof shall bind and inure to the benefit of the respective successors and assigns of the parties hereto.

This Conveyance and Assignment including all obligations and liabilities assumed herein shall be binding upon the

parties hereto, their successors and assigns, and any obligations so assumed may be performed by successors and assigns on behalf of the parties hereto.

The effective date of this Conveyance and Assignment shall be January 1, 1984.

IN WITNESS WHEREOF, this instrument is executed in the presence of the following witnesses on this 14th day of June, 1984.

WITNESSES:

Susan J. Broad

Clair D. Stovall

SHELL OIL COMPANY

BY Julian A. Combs

JULIAN A. COMBS
Attorney-in-Fact

WITNESSES:

Barbara O. Haring

Ellen V. Gress

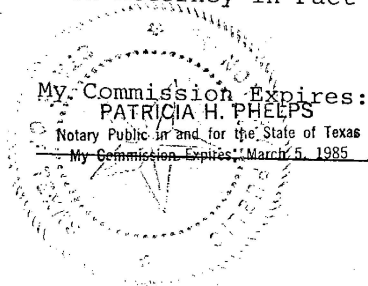
SHELL WESTERN E&P INC.

BY R. J. Vinson

R. J. VINSON
Attorney-in-Fact

STATE OF TEXAS §
COUNTY OF HARRIS §

On the 14th day of June, 1984, personally appeared before me JULIAN A. COMBS, who, being by me duly sworn, did say that he is the Attorney-in-Fact of Shell Oil Company, and that said instrument was signed in behalf of said JULIAN A. COMBS corporation by authority, and acknowledged to me that he as such Attorney-in-Fact executed the same.

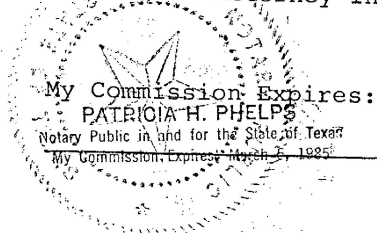


Patricia H. Phelps
Notary Public in and for the State of Texas

Printed, Typed or Stamped Name of Notary Public
PATRICIA H. PHELPS
Notary Public in and for the State of Texas
My Commission Expires: March 5, 1985

STATE OF TEXAS §
COUNTY OF HARRIS §

On the 14th day of June, 1984, personally appeared before me R. T. Vinson, who, being by me duly sworn, did say that he is the Attorney-in-Fact of Shell Western E&P Inc., and that said instrument was signed in behalf of said R. T. Vinson corporation by authority, and he as such Attorney-in-Fact executed the same.



Patricia H. Phelps
Notary Public in and for the State of Texas

Printed, Typed or Stamped Name of Notary Public
PATRICIA H. PHELPS
Notary Public in and for the State of Texas
My Commission Expires: March 5, 1985

EXHIBIT A

To Conveyance and Assignment
 from Shell Oil Company to
 Shell Western E&P Inc.
 Effective January 1, 1984

This Exhibit identifies documents under which Grantor owns and holds for oil and gas exploration and production purposes an interest in the land described. The omission from this Exhibit of a reference to a pertinent title document shall not affect the intent and purpose of the Conveyance and Assignment to convey title to the Grantee of all of Grantor's right, title and interest in lands presently held by Grantor for oil and gas exploration and production purposes.

Lands are described in the Exhibit as being situated in a "Parish" (Louisiana), or in a "Recording District" (Alaska), or in a "County" (all other states).

The recording data set out for a document refers to the Volume and Page of the appropriate set of records in which such a document is recorded in the County or Parish or Recording District, or refers to the Entry or File number assigned to such document in the records of such County or Parish or Recording District.

The kind of document is identified in this Exhibit by the letter prefixes to Shell's File No. in accordance with the following:

FE: fee title to the surface or to the surface and minerals

MR)
 or): a mineral interest or a royalty interest
 RY)

OP: an option to acquire an interest in land

PL) a pooling, communitization or operating agreement
 or): under which Shell Oil Company owns an interest
 UN) in oil and gas production

RW: an easement or servitude

MC: a surface or subsurface non-mineral lease, easement, servitude, permit or license, water rights lease or agreement or purchase agreement

All other double letter prefixes, and all single letter prefixes, denote an oil and gas or an oil, gas and mineral lease.

EXHIBIT A

LANDS SITUATED IN DUCHESNE

COUNTY/PARISH/RECORDING DISTRICT, UTAH

SHELL FILE NO.	DATE	GRANTOR/LESSOR	RECORDED VOL PAGE	GOVERNMENTAL SERIAL NO.
RW-02249- 2	11-07-83	LEO FARNSWORTH ET UX	A-109 676	
S/2NE/4, S/2NW/4, N/2SW/4 SEC 7-2S-4W, USM, PIPELINE EASEMENT TO LAY, CONSTRUCT & MAINTAIN ADDL PIPELINES CONTIGUOUS & PARALLEL TO THE EXISTING EASEMENT.				
RW-40242- 1	9-07-83	ANNA E WRIGHT ET AL	A-107489	
30-FT WIDE STRIP IN NE/4 & SE/4NW/4 SEC 14-2S-5W, USM. EASEMENT TO LAY, CONSTRUCT & MAINTAIN GAS FLOWLINE FROM 2-14B5 WELL TO EXISTING GAS LINE.				
RW-40320- 1	11-08-83	ZANE CHRISTENSEN ETC	A-109 27	
NE/4NE/4 SEC 7, N/2NW/4 SEC 8-2S-4W, USM. EASEMENT TO LAY, CONSTRUCT & MAINTAIN PIPELINE.				
RW-40321- 1	11-29-83	E M ROCA RANCH INC	A-109 393	
NW/4NE/4, NE/4NW/4 SEC 17-2S-3W, USM. EASEMENT TO LAY, CONSTRUCT & MAINTAIN 3-1/2 IN GAS GATHERING LINE & 2 IN RESIDUE LINE TO CONNECT LINMAR 2-8B3 WELL TO SOC GAS GATHERING SYSTEM				
RW-40322- 1	12-01-83	MILES SHINER ET UX	A-109 395	
E/2SW/4 SEC 8-2S-3W, USM. EASEMENT TO LAY, CONSTRUCT & MAINTAIN 3-1/2 IN GAS GATHERING LINE & 2 IN RESIDUE LINE TO CONNECT LINMAR 2-8B3 WELL TO SHELL GAS GATHERING SYSTEM				
RW-40355- 1	12-09-83	W GRANT HANSEN ET UX	A-109 858	
SE/4NW/4 SEC 3-3S-4W, USM, PIPELINE EASEMENT TO LAY, CONSTRUCT & MAINTAIN A NEW GAS GATHERING LINE FROM GULF-UTE 1-3C4				
RW-40363- 1	1-12-84	RALPH L KOON ET UX	A-111 408	
W/2NE/4 SEC 4-3S-4W, USM, PIPELINE EASEMENT TO LAY, CONSTRUCT & MAINTAIN A PIPE LINE TO CONNCT GULF-UTE 1-3C4 TO SHELLS GAS GATHERING SYSTEM.				
RW-40365- 1	12-29-83	S JACK BLEAZARD ETC	A-111 412	
E/2NW/4SE/4 SEC 32-2S-4W, USM, PIPELINE EASEMENT TO LAY, CONSTRUCT & MAINTAIN A GAS GATHERING PIPELINE FROM GULF-UTE 1-3C4 TO SHELLS GAS GATHERING SYSTEM.				
RW-40366- 1	12-14-83	BRENT C BROTHERRSON	A-111 414	
A STRIP 1 ROD WIDE & 94.01 RODS LONG CONTIGUOUS & PARALLEL TO EXISTING EASEMENT ACROSS SE/4NW/4 SEC 3-2S-4W, USM, PIPELINE EASEMENT TO LAY, CONSTRUCT & MAINTAIN A PIPELINE FOR THE TRANSPORTATION OF OIL, GAS & OTHER SUBSTANCES.				
RW-40367- 1	12-14-83	LONGVIEW RANCH CO	A-111 416	
A STRIP 1 ROD WIDE & 91.85 RODS LONG CONTIGUOUS & PARALLEL TO THE EXISTING RIGHT OF WAY ACROSS N/2SW/4 SEC 3-2S-4W, USM, PIPELINE EASEMENT TO LAY, CONSTRUCT & MAINTAIN AN 8 IN SALT WATER LINE.				
RW-40372- 1	1-11-84	JERRY KETELHUT ETC	A-111 418	
NW/4SW/4NW/4 SEC 3-3S-4W, USM, PIPELINE EASEMENT TO LAY, CONSTRUCT & MAINTAIN A PIPELINE TO CONNECT GULF-UTE 1-3C4 TO SHELLS GAS GATHERING SYSTEM.				
U -02203- 1	6-18-82	JUNIOR B JENKINS ETC	173 749	
NE/4SE/4 SEC 21-1S-3W, USM				
U -02203- 2	6-18-82	JOHN JERRY BIRD ETC	173 743	
NE/4SE/4 SEC 21-1S-3W, USM				
U -02203- 3	6-18-82	DENNIS S BIRD ET UX	173 745	
NE/4SE/4 SEC 21-1S-3W, USM				
U -02203- 4	6-18-82	WILLIAM L BIRD ET UX	173 737	
NE/4SE/4 SEC 21-1S-3W, USM				
U -02203- 5	6-15-82	VERN BIRD ET AL	173 739	
NE/4SE/4 SEC 21-1S-3W, USM				

EXHIBIT A

LANDS SITUATED IN DUCHESNE		COUNTY/PARISH/RECORDING DISTRICT, UTAH		
SHELL FILE NO.	DATE	GRANTOR/LESSOR	RECORDED VOL PAGE	GOVERNMENTAL SERIAL NO.
U -02203- 6 NE/4SE/4 SEC 21-1S-3W, USM	6-19-82	WARREN H BECKSTEAD	173 731	
U -02203- 7 NE/4SE/4 SEC 21-1S-3W, USM	6-18-82	LYNN C SAGERS ET UX	174 236	
U -02203- 8 NE/4SE/4 SEC 21-1S-3W, USM	6-18-82	LARMIE L BIRD ET UX	173 735	
U -02203- 9 NE/4SE/4 SEC 21-1S-3W, USM	6-18-82	WAYNE L BIRD ET UX	174 238	
U -02204- 1 NW/4NE/4, NE/4NW/4, SW/4NE/4, NE/4SW/4, SEC 21-1S-3W, USM	6-17-82	GLENN S JENKINS ETC	173 751	
U -02205- 1 NE/4SW/4 SEC 21-1S-3W, USM	6-16-82	LEON L BURDICK	173 741	
U -02205- 2 NE/4SW/4 SEC 21-1S-3W, USM	6-17-82	GARY JENKINS ET UX	173 753	
U -02205- 3 NE/4SW/4 SEC 21-1S-3W, USM	6-16-82	N J MEAGHER, JR ETC	174 234	
U -02206- 1 W/2SE/4, NE/4SW/4 SEC 21-1S-3W, USM	6-17-82	HOWARD D JENKINS ETC	173 755	
U -02207- 1 SW/4NE/4 SEC 21-1S-3W, USM	6-15-82	TWILA RALPHS	173 757	
U -02207- 2 SW/4NE/4 SEC 21-1S-3W, USM	6-15-82	IRENE BERRETT ET AL	174 224	
U -02207- 3 SW/4NE/4 SEC 21-1S-3W, USM	6-15-82	WAYNE POWELL ET UX	174 243	
U -02207- 4 SW/4NE/4 SEC 21-1S-3W, USM	6-15-82	TWILA JOHNSON	174 245	
U -02207- 5 SW/4NE/4 SEC 21-1S-3W, USM	6-15-82	CECIL RALPHS ET UX	174 413	
U -02208- 1 NW/4NE/4, NE/4NW/4 SEC 21-1S-3W, USM	6-18-82	SHIRLEY M WILLIAMS	173 759	
U -02208- 2 NW/4NE/4, NE/4NW/4 SEC 21-1S-3W, USM	7-12-82	ALBERT W POWELL ETC	174 347	
U -02208- 3 NW/4NE/4, NE/4NW/4 SEC 21-1S-3W, USM	7-09-82	DORIS A GUICE	174 349	
U -02208- 4 NW/4NE/4, NE/4NW/4 SEC 21-1S-3W, USM	7-10-82	REX J ALLRED	174 351	
U -02208- 5 NW/4NE/4, NE/4NW/4 SEC 21-1S-3W, USM	7-09-82	MAX E ALLRED ET UX	174 411	
U -02208- 6 NW/4NE/4, NE/4NW/4 SEC 21-1S-3W, USM	7-09-82	ANDREW G ALLRED ETC	174 409	
U -02208- 7 NW/4NE/4, NE/4NW/4 SEC 21-1S-3W, USM	7-09-82	BERT M ALLRED ET UX	174 405	

EXHIBIT A

LANDS SITUATED IN DUCHESNE		COUNTY/PARISH/RECORDING DISTRICT, UTAH			
SHELL FILE NO.	DATE	GRANTOR/LESSOR	RECORDED VOL PAGE	GOVERNMENTAL SERIAL NO.	
U -02208- 8 NW/4NE/4, NE/4NW/4	7-14-82 SEC 21-1S-3W, USM	DOUGLAS J ALLRED ETC	174 403		
U -02208- 9 NW/4NE/4, NE/4NW/4	7-09-82 SEC 21-1S-3W, USM	DELANCE ALLRED ET UX	174 429		
U -02209- 1 SW/4NE/4, SE/4NE/4	6-15-82 SEC 21-1S-3W, USM	HAROLD RALPHS ET UX	174 401		
U -02210- 1 W/2SE/4	6-25-82 SEC 21-1S-3W, USM	R W SLEMAKER	175 119		
U -02211- 1 SE/4SE/4	6-17-82 SEC 21-1S-3W, USM	JAMES C COOK ET UX	173 747		
U -02212- 1 NE/4NE/4	6-15-82 SEC 21-1S-3W, USM	ROBERT W BERRETT, ETC	173 733		
U -02212- 2 NE/4NE/4	6-15-82 SEC 21-1S-3W, USM	FENTON POWELL	174 247		

WHEN RECEIVED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR BUREAU OF LAND MANAGEMENT