ASSIGNMENT OF OIL AND GAS LEASES

KNOW ALL MEN BY THESE PRESENTS:

Assignment of Oil & Gas Lease B: 0557 P: 0964 Jayrene B Nielsen Sevier County Recorder Page 1 of 69 012/05/2006 09:47:50 AMFee \$ 1083.00 By INTERNATIONAL PI

That the undersigned,

PIONEER OIL AND GAS
1206 W. South Jordan Parkway, Unit B
South Jordan, Utah 84095

and

INTERNATIONAL PETROLEUM LIMITED LIABILITY COMPANY a/k/a
INTERNATIONAL PETROLEUM, LLC a/k/a INTERNATIONAL PETROLEUM,
LLC a/k/a INTERNATIONAL PETROLEUM, L.L.C.
4834 South Highland Drive, #200
Salt Lake City, Utah 84117

For and in consideration of Ten Dollars (\$10.00) and other good and valuable consideration, each paid, one to the other, the receipt whereof is hereby acknowledged, do hereby sell, assign, transfer and set over unto, one to the other, so much of their present right, title and interest as may be necessary to confirm and establish an ownership of an undivided Fifty Percent (50.0%) each in and to those certain oil and gas leases ("Leases") described in Exhibit "A" attached hereto.

This assignment is made expressly subject to that Mutual Exploration Agreement dated April 22nd, 2004, as amended, by and between the parties hereto.

The terms, covenants and conditions of this Assignment shall be binding upon, and shall inure to the benefit of the parties hereto and their respective heirs, successors and assigns.

This Assignment shall be subject to the terms, conditions and provisions of the oil and gas leases described in Exhibit "A" attached hereto.

The intent of this Assignment is to convey the entire interest stated above in the oil and gas leases described in Exhibit "A" and in the event of any errors or omissions in the legal description in this Assignment as to the actual lease description in the oil and gas leases as recorded, the recorded legal description shall control as the governing legal description for the oil and gas leases assigned herein under Exhibit "A".

The parties hereto do each bind their selves, successors and assigns, to warrant title, one to the other, their successors and assigns, to their respective interests in the