

PARTIAL
ASSIGNMENT OF OIL AND GAS LEASES

STATE OF UTAH)
COUNTY OF BOX ELDER)

BOOK 341 PAGE 818

ORIGINAL

KNOW ALL MEN BY THESE PRESENTS:

RECORDER NO: 83490H RECORDED: FEB 11 1981
FEE \$65.00 TIME 10:55AM BOOK 341 PAGE 818
Margaret R. Evans, Box Elder Co. Recorder *Margaret R. Evans*

THAT the undersigned, KENNETH D. LUFF, whose offices are located at 1580 Lincoln Street, Denver, Colorado 80203, and ROBERT L. NANCE, whose address is P. O. Box 2536, Billings, Montana 59103, hereinafter referred to as Assignors, for and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, do hereby bargain, sell, assign, transfer, convey and set over unto MACQUEST PETROLEUM, INC., whose address is 302-1300, 8th Street, SW, Calgary, Alberta, Canada, hereinafter referred to as Assignee, 50% of their right, title and interest in and to the oil and gas leases described on Exhibit "A" attached hereto and made a part hereof, insofar and only insofar as said oil and gas leases cover the lands described on Exhibit "A".

THIS assignment is made in accordance with and is subject to the terms and conditions of that certain Letter Agreement dated October 3, 1978 between Assignors and Assignee and in particular to that certain Paragraph wherein it is stated that Assignee shall earn 3.5% interest in that acreage which falls within the southern half of the prospect known as Rozelle Point Prospect, Box Elder County, Utah.

THIS assignment is further made subject to the terms and conditions of that certain Operating Agreement dated April 1, 1978 between Kenneth D. Luff, Operator, and Filon Exploration Corporation, et al, Non-Operator, a copy of which has been previously supplied to Assignee.

IT is Assignors' intent to convey an undivided 3.5% working interest in the aforementioned lands as described on Exhibit "A", however, in the event that Assignors own less than the full and entire fee simple mineral estate in and to those leases covering lands described on Exhibit "A", then the interest herein assigned shall accordingly be proportionately reduced.

THIS assignment is subject to all existing royalties, overriding royalties and other burdens of record to which the aforementioned oil and gas leases covering lands described on Exhibit "A" may be presently burdened, and to all other matters of record affecting said leases, insofar as they affect the lands described on Exhibit "A".

THIS assignment is made without Warranty of Title in law or in equity, either express or implied.

IN witness whereof, the undersigned have executed this instrument this 3rd day of December, 1980.

KENNETH D. LUFF

ROBERT L. NANCE

Kenneth D. Luff

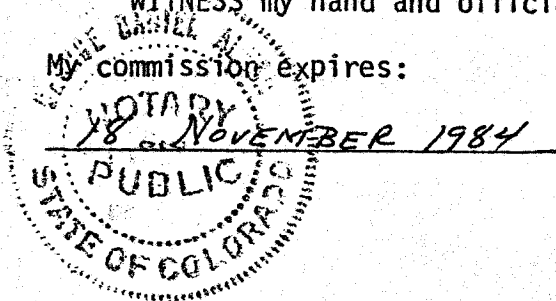
Robert L. Nance

STATE OF COLORADO)
COUNTY OF DENVER)

The foregoing instrument was acknowledged before me this 3RD
day of DECEMBER, 1980, by KENNETH D. LUFF.

WITNESS my hand and official seal.

My commission expires:



George Daniel Almon
Notary Public

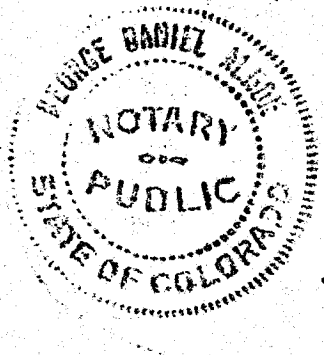
STATE OF COLORADO
COUNTY OF DENVER

The foregoing instrument was acknowledged before me this 3RD
day of DECEMBER, 1980, by ROBERT L. NANCE.

WITNESS my hand and official seal.

My commission expires:

18 NOVEMBER 1984



George Daniel Almon
Notary Public

LEASE NO.	LESSOR	LESSEE	DATE	DESCRIPTION	ACRES		RECORDING	
					GROSS	NET	BOOK	PAGE
04	First Security Bank of Utah, National Assn., as Trustee Bank under Trust Agreement dated 5-29-62	Filon Expl. Corp.	3-10-77	<p>T9N - R7W</p> <p>Section 26: N/2</p> <p>Section 27: A11</p> <p>Section 28: N/2, SW/4</p> <p>Section 33: Lots 1, 2, 3, 4, N/2, N/2 S/2. (A11)</p> <p>Section 35: Lots 1, 2, 3, 4, N/2, N/2 S/2 (A11)</p> <p>Section 36: Lots 1, 2, 3, 4, 5, 6, NW/4, N/2 SW/4. (A11)</p>	2831.61	2538.47	291	375
09	First Security Bank of Utah, National Assn., as Trustee Bank under Trust Agreement dated 5-29-62	Filon Expl. Corp.	3-10-77	<p>T8N - R7W</p> <p>Section 1: Lots 1, 2, 3, 4, (A11)</p> <p>Section 3: Lots 1, 2, 3, 4, 5, 6, S/2 N/2, SW/4, W/2 SE/4 (A11)</p> <p>Section 9: Lots 1, 2</p> <p>Section 19: T9N - R6W</p> <p>Section 19: Lots 1, 2, 3, 4, E/2 W/2 (W/2)</p> <p>Section 31: Lots 1, 2, 3, 4, E/2 W/2, E/2 (A11)</p> <p>Section 33: SW/4.</p>	1794.56	1794.56	291	456
12	First Security Bank of Utah, National Assn., as Trustee Bank under Trust Agreement dated 5-29-62	Filon Expl. Corp.	3-10-77	<p>T9N - R7W</p> <p>Section 21: A11</p> <p>Section 23: A11</p> <p>Section 25: Lots 1, 2, 3, 4, W/2 (A11)</p>	1705.36	1279.02	291	462

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LEASE NO.	LESSOR	LESSEE	DATE	DESCRIPTION	ACRES		RECORDING	
					GROSS	NET	BOOK	PAGE
13	First Security Bank of Utah, National Assn., as Trustee Bank under Trust Agreement dated 5-29-62	Filon Expl. Corp.	3-10-77	<p>T8N - R6W Section 4: Lots 1,2,3,4, S/2 N/2, S/2 (A11) Section 5: Lots 1,2,3,4,5,6,7, 8, S/2 NE/4, SE/4 NW/4, E/2 SW/4 (A11) Section 6: Lots 1,2,3,4,5,6,7, (A11) Section 9: Lot 1, N/2, N/2 SW/4, SE/4 SW/4, SE/4 (A11) Section 16: Lots 1,2,3,4, E/2 W/2, E/2 (A11)</p>	2506.97	2506.97	291	462
15-A	James G. DeFlon and Virginia I. DeFlon	Filon Expl. Corp.	3-11-77	<p>T9N - R7W Section 22: N/2</p>	320.00	320.00	291	464
32-A	George W. Miller and Gladys L. Miller	Filon Expl. Corp.	6-22-77	<p>T9N - R7W Section 21: A11 Section 23: A11 Section 25: Lots 1, 2, 3, 4, W/2 (A11) Section 27: A11 Section 35: Lots 1, 2, 3, 4, N/2, N/2 S/2 (A11)</p>	2377.94	180.29	294	134
35-A	Fred E. Keeler, II and Laurine L. Keeler	Filon Expl. Corp.	9-1-77	<p>T9N - R7W Section 19: NW/4 T9N - R8W Section 25: E/2, NW/4</p>	640.00	560.00	297	361
37-A	Adele Walsh, et al, as Trustees of the estate of Franz Hamilton Foss	Filon Expl. Corp.	9-1-77	<p>T9N - R7W Section 19: NW/4 T9N - R8W Section 25: NW/4</p>	53.34		298	881

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LEASE NO.	LESSOR	LESSEE	DATE	DESCRIPTION	ACRES GROSS NET	RECORDING BOOK PAGE
37-B	Marvin Friedman as Trustee under the will of Elaine Friedman	Filon Expl. Corp.	10-24-77	T9N - R7W Section 19: NW/4 T9N - R8W Section 25: NW/4	13.33	298 852
37-C	Security Pacific Bank, Trustee under the will of Dorothy K. Dechter	Filon Expl. Corp.	1-1-78	T9N - R7W Section 19: NW/4 T9N - R8W Section 25: NW/4	13.33	305 379
32-B	Mary McCanles, a widow, acting by and through her Attorney-in-Fact, Tarin O'Brien	Filon Expl. Corp.	11-30-77	T9N - R7W Section 21: A11 Section 23: A11 Section 25: Lots 1, 2, 3, 4, W/2 (A11) Section 27: A11 Section 35: Lots 1, 2, 3, 4, N/2, N/2 S/2 (a11)	180.29	302 9

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Dobler ✓ ✓ ✓