

GEP-Lehan 8-1

ASSIGNMENT, CONVEYANCE AND BILL OF SALE

KNOW ALL MEN BY THESE PRESENT:

That GEP, Ltd., a Colorado Limited Partnership, by its General Partner, Dennis L. Naylor, hereinafter called "Assignor", for good and valuable consideration in hand paid, the receipt and sufficiency of which Assignor hereby acknowledges, does hereby grant, bargain, sell, convey, transfer, assign, and deliver unto Dennis L. Naylor, James A. Becker, D. Frederick Castor, Steven D. Foster, Neil B. and Ruby Gabriel, Robert N. Green, Robert S. McIntosh, Karen J. Oliver, Leslie H. Olson and Martha Swift-Olson, and M. E. Wacker, hereinafter called "Assignees", the following described property, to wit:

(i) All of Assignor's right, title and interest in and to the oil, gas and mineral leasehold interests hereinafter described as the same relate to the lands, formations and wells described in Exhibit A attached hereto and incorporated herein by reference;

(ii) All of Assignor's right, title and interest in, to and under or derived from unitization, pooling and operating agreements and the units created thereby, insofar as the same cover or relate to the properties heretofore described;

(iii) All of Assignor's right, title and interest in, to and under or derived from any sales, purchase and processing contracts and agreements, insofar as the same relate to the properties described herein, including without limitation, all permits, franchises, licenses, surface leases, servitudes, easements and rights-of-way relating to such properties; and

(iv) All of Assignor's right, title and interest in and to all personal property and fixtures in, on or under the properties described herein, which are used in connection with oil, gas or minerals operations thereon or thereunder, held for use in connection therewith or servicing the same, including without limitation, all oil wells, gas wells, pumps, pipelines, flow lines, water lines, buildings, machinery, compressors, dehydrators, separators, pipe and wellhead equipment on the premises, in storage, or at other facilities.

Said interests herein assigned are to be owned by Assignees in the following proportions:

Dennis L. Naylor	.115741%
James A. Becker	.115740%
D. Frederick Castor	.115741%
Steven D. Foster	.115740%
Neil B. and Ruby Gabriel	.231482%
Robert N. Green	.115741%
Robert S. McIntosh	.115740%
Karen J. Oliver	.115741%
Leslie H. Olson and Martha Swift-Olson	.231482%
M. E. Wacker	.115741%

This Assignment is subject to the following terms and conditions:

1. This Assignment, Conveyance and Bill of Sale ("Assignment") is made subject to the terms and conditions of all oil and gas leases affected thereby, all landowner's royalties, overrid-

ing royalties and other burdens on production of record, and the terms and provisions of the agreements and instruments including, but not limited to, that certain AAPL Model Form 610-1977 Operating Agreement dated February 18, 1982 and natural gas purchase contracts.

2. If Assignor's interest in the above-described oil and gas leases is less than the stated interest, or if said oil and gas leases cover less than the entire fee title, then the above interest shall be reduced proportionately.

3. This Assignment is given without warranty of title whatsoever.

4. This Assignment shall inure to the benefit of and be binding upon the parties hereto, their respective successors and assigns.

IN WITNESS WHEREOF, Assignor has executed this Assignment this 31<sup>st</sup> day of December, 1987, to be effective December 31, 1987.

GEP, Ltd., a Colorado Limited Partnership

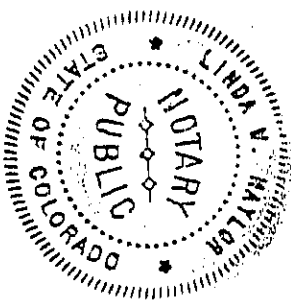
By *[Signature]*  
Dennis L. Naylor, General Partner

STATE OF COLORADO )  
COUNTY OF Larimer ) ss.

The foregoing instrument was subscribed and sworn to before me this 31 day of December, 1987, by Dennis L. Naylor, as General Partner of GEP, Ltd., a Colorado Limited Partnership.

Witness my hand and official seal.

My Commission expires: 3-6-88



*Linda W Naylor*  
Notary Public  
2001 Rangewood  
74 Collins CO 80524

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EXHIBIT A

To that Assignment, Conveyance and Bill of Sale to Dennis L. Naylor, James A. Becker, D. Frederick Castor, Steven D. Foster, Neil B. and Ruby Gabriel, Robert N. Green, Robert S. McIntosh, Karen J. Oliver, Leslie H. Olson and Martha Swift-Olson, and M. E. Wacker, dated the 31<sup>st</sup> day of December, 1987, to be effective December 31, 1987.

LEASE NO. 1

Lessor: The Weld County Lumber Co.  
Lessee: Rodney P. Calvin  
Dated: January 25, 1977  
Recorded: Book 797, Reception No. 1719094 of the  
books and records of Weld County,  
Colorado

LEASE NO. 2

Lessor: Inez Stewart Seebass, aka Mrs. Carl D.  
McKinley  
Lessee: Colorado Land Services  
Dated: December 10, 1981  
Recorded: Book 956, Reception No. 1877970 of the  
books and records of Weld County,  
Colorado

insofar as said leases cover the following described land  
in Weld County, Colorado:

Township 4 North, Range 65 West of the 6th P.M.  
Section 8: NE/4NE/4 (40 acres more or less)