

ASSIGNMENT AND QUITCLAIM

STATE OF TEXAS

§

§

SS. KNOW ALL MEN BY THESE PRESENTS:

COUNTY OF SHELBY

§

Marathon Oil Company, an Ohio corporation, hereinafter referred to as Assignor, whose address is P. O. Box 3128, Houston, Texas 77253, in accordance with the Agreement Of Limited Partnership Of Marathon Oil (East Texas) LP, hereby assigns, conveys and quitclaims to Marathon Oil (East Texas) LP, a Texas limited partnership, hereinafter referred to as Assignee, whose address is P. O. Box 3128, Houston, Texas 77253, all of Assignor's right, title and interest in and to the following:

1. all working, royalty, overriding royalty, production payment, net profits, and other interests owned by Assignor in the oil and gas and oil, gas and mineral leases listed in Exhibit "A" to this Assignment and Quitclaim;
2. all mineral interests owned by Assignor in lands described in the deeds listed in Exhibit "B" to this Assignment and Quitclaim;
3. all interests owned by Assignor, whether as the owner of a working, royalty, overriding royalty, production payment, net profits or other interest, in and under any and all unit agreements, unit operating agreements, joint operating agreements, pooling agreements, and communitization agreements covering the interests described above;
4. all leases and lands pooled with the interests described above;
5. all wells, equipment and facilities which are located on or used in connection with the production, treatment or transportation of oil and gas from the interests described above;
6. all oil and gas and other minerals produced from or allocated to the interests described above before the effective time, and which are unsold as of the effective time, and all oil and gas and other minerals produced from or allocated to the interests described above after the effective time;
7. all contracts for the sale of oil and gas and other minerals produced from or allocated to the interests described above and in the proceeds of such sale;
8. all proceeds from the sale of oil and gas and other minerals produced from or allocated to the interests described above, due and owing to Assignor as of the effective time;

9. all gas processing agreements under which gas produced from the interests described above is processed;

By acceptance of this Assignment and Quitclaim Assignee acknowledges that the interests conveyed herein are subject to the terms of the leases, agreements and instruments also conveyed herein, and Assignee agrees to and assumes, and promises to perform, comply with and be bound by, all obligations of Assignor under the leases, agreements and instruments conveyed herein. Assignor shall be responsible for payment of all ad valorem taxes for calendar year 1999 on the property conveyed hereby. Assignee shall be responsible for payment of all ad valorem taxes for calendar year 2000 and all subsequent years. The parties will treat the value of the right, title and interest hereby assigned as being allocated to Assignor's General and Limited Partnership interests in Assignee in the same proportion as set forth in the Agreement Of Limited Partnership Of Marathon Oil (East Texas) LP.

This Assignment and Quitclaim shall be effective as of 4:00 P.M. Central Standard Time on December 31, 1999 regardless of the date of execution hereof.

IN WITNESS WHEREOF, this Assignment and Quitclaim is executed this 12th day of November, 1999.

ASSIGNOR:

MARATHON OIL COMPANY

ASSIGNEE:

**MARATHON OIL (EAST TEXAS) LP
BY MARATHON OIL COMPANY,
GENERAL PARTNER**

By:

John T. Mills

John T. Mills

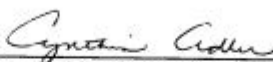
Attorney-in-Fact of Marathon Oil Company, acting on behalf of Marathon Oil Company in its individual capacity as Assignor, and on behalf of Marathon Oil Company as General Partner of Marathon Oil (East Texas) LP on behalf of Marathon Oil (East Texas) LP, Assignee



ACKNOWLEDGMENT

STATE OF TEXAS §
COUNTY OF HARRIS §

The foregoing instrument was acknowledged before me this 12th day of November, 1999, by John T. Mills as Attorney-in-Fact of Marathon Oil Company, acting on behalf of Marathon Oil Company in its individual capacity as Assignor, and on behalf of Marathon Oil Company as General Partner of Marathon Oil (East Texas) LP on behalf of Marathon Oil (East Texas) LP, Assignee.


Notary Public, State of Texas
Printed Name: Cynthia Adler

My commission expires: October 25, 2003



EXHIBIT "A"

Attached to and made a part of that certain
 ASSIGNMENT AND QUITCLAIM dated effective 12/31/1999 by and between
 MARATHON OIL COMPANY (Assignor) and MARATHON OIL (EAST TEXAS) LP (Assignee)

LEASE NO	LESSOR	DOCUMENT TYPE	DOC DATE	COUNTY	RECORDING		
					BK	PG	DOC #
TX -002807-	BURGESS, E T	OIL & GAS LEASE	05/14/1936	SHELBY	13	390	
TX -002817-	LOVE, CHARLIE B ADAMS	OIL & GAS LEASE	05/02/1936	SHELBY	13	391	
TX -002818-	BARBER, GLEN	OIL & GAS LEASE	04/28/1936	SHELBY	175	544	
TX -002829-1	SHAVER, M A	OIL LEASE	05/28/1936	SHELBY	179	365	
TX -002829-3	SHAVER, DALE ANDERSON	OIL & GAS LEASE	05/28/1941	SHELBY	210	583	
TX -002829-4	SHAVER, M A	OIL LEASE	02/18/1944	SHELBY	229	585	
TX -002831-A	DAW, O A	OIL & GAS LEASE	09/01/1937	SHELBY	190	123	
TX -002831-B	CARAWAY, LAMAR P	OIL & GAS LEASE	12/01/1943	SHELBY	230	474	
TX -002881-A	BROWN, D C	OIL & GAS LEASE	05/02/1936	SHELBY	16	131	
TX -002881-B	FURLOW, MRS G C	OIL & GAS LEASE	08/21/1945	SHELBY	254	350	
TX -002882-1	MOON, MRS M V	OIL & GAS LEASE	05/02/1936	SHELBY	16	130	
TX -011535-A	SEAGO, MELVIN	OIL & GAS LEASE	03/21/1968	SHELBY	455	586	
TX -020028-	HOLT, W N	OIL & GAS LEASE	07/07/1976	SHELBY	521	714	
TX -020268-A	REAVLEY, FLORENCE WILSON	OIL & GAS LEASE	05/04/1977	SHELBY	533	713	
TX -020268-B	MCSWAIN, J C	OIL & GAS LEASE	05/05/1977	SHELBY	535	110	
TX -020286-A	HRIBAL, IVA JOY MC SWAIN	OIL & GAS LEASE	05/27/1977	SHELBY	535	118	
TX -022652-A	HOOPER, MANETTE	OIL & GAS LEASE	05/29/1981	SHELBY	591	603	
TX -022868-	DUNCAN, RENA M	OIL & GAS LEASE	07/29/1983	SHELBY	625	700	
TX -022869-	CASSELL, AZLEE	OIL & GAS LEASE	07/29/1983	SHELBY	625	703	
TX -023577-	MCCOLLISTER, ALBERTA	OIL & GAS LEASE	11/29/1985	SHELBY	659	330	
TX -023635-A	BLACK, JOHN HENRY	OIL & GAS LEASE	01/16/1986	SHELBY	663	323	
TX -023671-A	BLACK, JOHN HENRY	OIL & GAS LEASE	01/02/1986	SHELBY	663	328	
TX -023891-A	WENNERBEM, DORIS BAILEY	OIL & GAS LEASE	08/10/1983	SHELBY	626	462	
TX -023891-B	WENNERBEM, DORIS BAILEY	OIL & GAS LEASE	08/10/1983	SHELBY	626	459	
TX -023891-C	WEATHERAL, JOYCE BAILEY	OIL & GAS LEASE	08/10/1983	SHELBY	626	453	
TX -023891-D	WEATHERAL, JOYCE BAILEY	OIL & GAS LEASE	08/10/1983	SHELBY	626	456	
TX -030454-	LAWSON, CORNELIA H	OIL & GAS LEASE	02/14/1995	SHELBY	783	633	950966
TX -030472-A	MIDDLETON, IONE	OIL & GAS LEASE	02/16/1995	SHELBY	783	639	950968
TX -030472-B	MORRISON, J B	OIL & GAS LEASE	02/22/1995	SHELBY	783	839	951022
TX -030472-C	MCCOLELLAND, CLAUDIA F	OIL & GAS LEASE	01/27/1997	SHELBY	814	839	
TX -030477-A	JERNIGAN, LILLIAN VIVIAN	OIL & GAS LEASE	02/21/1995	SHELBY	783	627	950964

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LEASE NO	LESSOR	DOCUMENT TYPE	DOC DATE	COUNTY	RECORDING		
					BK	PG	DOC #
TX -030477-B	SAMFORD, ETHEL F	OIL & GAS LEASE	02/27/1995	SHELBY	783	845	951024
TX -030480-A	SOWELL, JERRY LYNN	OIL & GAS LEASE	03/01/1995	SHELBY	783	830	950965
TX -030483-A	WHEELER, CHARLSIE HOPKINS	OIL & GAS LEASE	02/23/1995	SHELBY	783	824	950963
TX -030483-B	LAWSON, CORNELIA H	OIL & GAS LEASE	02/23/1995	SHELBY	783	836	950967
TX -030483-C	HOPKINS, JAMES G	OIL & GAS LEASE	02/20/1995	SHELBY	789	810	
TX -030483-D	DEUPREE, PATRICIA ANN	OIL & GAS LEASE	02/20/1995	SHELBY	784	461	951198
TX -030483-E	DEUPREE, PATRICIA ANN	OIL & GAS LEASE	02/20/1995	SHELBY	784	464	951199
TX -030484-A	WEATHERLY, GEORGE H	OIL & GAS LEASE	02/21/1995	SHELBY	783	821	950962
TX -030484-B	BAILEY, J A	OIL & GAS LEASE	03/27/1995	SHELBY	784	847	
TX -030488-A	RUSSELL, CLEO	OIL & GAS LEASE	02/27/1995	SHELBY	783	830	951019
TX -030489-A	RUSSELL, L N	OIL & GAS LEASE	02/22/1995	SHELBY	783	848	951025
TX -030490-A	WARR, JIMMY VELT	OIL & GAS LEASE	03/01/1995	SHELBY	783	833	951020
TX -030490-B	WILLIS, GUY M	OIL & GAS LEASE	03/16/1995	SHELBY	784	452	951195
TX -030490-C	CURFMAN, JANE LOCKE	OIL & GAS LEASE	03/16/1995	SHELBY	785	153	
TX -030490-D	LOCKE 1993 FAMILY TRUST, CORBET C	OIL & GAS LEASE	03/29/1995	SHELBY	785	202	
TX -030490-E	WILLIS, JAMES W	OIL & GAS LEASE	03/16/1995	SHELBY	788	173	
TX -030493-	EDGE, JOHN F	OIL & GAS LEASE	03/01/1995	SHELBY	783	836	951021
TX -030494-A	DILLARD, MACK A	OIL & GAS LEASE	03/03/1995	SHELBY	783	842	951023
TX -030494-B	DILLARD, RON E	OIL & GAS LEASE	03/27/1995	SHELBY	785	631	
TX -030494-C	KIDD, MAUDINE ADAMS	OIL & GAS LEASE	01/27/1997	SHELBY	815	282	
TX -030497-	FANCHER, ALLEN E	OIL & GAS LEASE	03/03/1995	SHELBY	784	204	951110
TX -030499-A	STEPHENS, STEVE J	OIL & GAS LEASE	03/02/1995	SHELBY	784	201	951109
TX -030514-A	HAM, GEORGE M	OIL & GAS LEASE	03/14/1995	SHELBY	784	258	951128
TX -030514-B	KIRKLEY, JOYCE H	OIL & GAS LEASE	03/13/1995	SHELBY	784	252	951126
TX -030515-A	BARBE, BO	OIL & GAS LEASE	03/13/1995	SHELBY	784	255	951127
TX -030515-B	THOMASON, JO	OIL & GAS LEASE	03/13/1995	SHELBY	784	267	951131
TX -030516-	BROWN, SHIRLEY	OIL & GAS LEASE	03/02/1995	SHELBY	784	264	951130
TX -030517-	RENFRO, ADDIE	OIL & GAS LEASE	03/17/1995	SHELBY	784	440	951191
TX -030518-A	RUSSELL, L N	OIL & GAS LEASE	03/15/1995	SHELBY	784	273	951133
TX -030519-	ELLIOTT, ETTA	OIL & GAS LEASE	03/17/1995	SHELBY	784	261	951129

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LEASE NO	LESSOR	DOCUMENT TYPE	DOC DATE	COUNTY	RECORDING BK PG DOC #
TX -030520-	HEAD REVOCABLE LIVING TRUST, BILLY & HELEN	OIL & GAS LEASE	03/13/1995	SHELBY	784 270 951132
TX -030523-A	JERNIGAN, LILLIAN VIVIAN	OIL & GAS LEASE	03/20/1995	SHELBY	784 458 951197
TX -030523-B	OSBOURNE, HAROLD LEE	OIL & GAS LEASE	03/30/1995	SHELBY	784 443 951192
TX -030524-	WILLIAMSON, LILLIE MAE	OIL & GAS LEASE	03/22/1995	SHELBY	784 455 951196
TX -030525-	BATTLES, SPENCER D	OIL & GAS LEASE	03/21/1995	SHELBY	784 449 951194
TX -030526-A	BRIDWELL, E J	OIL & GAS LEASE	03/28/1995	SHELBY	784 446 951193
TX -030551-A	CRENSHAW, BILLY GENE	OIL & GAS LEASE	04/05/1995	SHELBY	785 150
TX -030552-A	HOPKINS, EURAH	OIL & GAS LEASE	04/06/1995	SHELBY	785 156
TX -030552-B	CRENSHAW, MARCELINE HOPKINS	OIL & GAS LEASE	04/06/1995	SHELBY	785 147
TX -030580-A	RUSSELL JR, DOYLE G	OIL & GAS LEASE	04/03/1995	SHELBY	785 619
TX -030580-B	RUSSELL, RAYFORD	OIL & GAS LEASE	04/04/1995	SHELBY	785 622
TX -030581-A	ADKINSON, KENT W	OIL & GAS LEASE	03/23/1995	SHELBY	785 625
TX -030582-	WARR, NELTA	OIL & GAS LEASE	03/28/1995	SHELBY	785 628
TX -030583-A	RUSSELL, DOYLE G	OIL & GAS LEASE	04/04/1995	SHELBY	785 634
TX -030583-B	COCHRAN JR, S A	OIL & GAS LEASE	01/27/1997	SHELBY	815 287
TX -030583-	RAINS, MARION GILBERT	OIL & GAS LEASE	04/11/1995	SHELBY	786 385
TX -030584-A	CHANDLER, JAMES IVEY	OIL & GAS LEASE	04/21/1995	SHELBY	786 382
TX -030585-A	CHANDLER, JAMES IVEY	OIL & GAS LEASE	04/20/1995	SHELBY	786 388
TX -030591-A	RUSSELL, THELMA RAY	OIL & GAS LEASE	04/25/1995	SHELBY	786 392
TX -030616-A	LAWSON, CORNELIA H	OIL & GAS LEASE	05/02/1995	SHELBY	786 643
TX -030616-B	WHEELER, CHARLSIE HOPKINS	OIL & GAS LEASE	05/02/1995	SHELBY	787 725 951988
TX -030617-	OSBORNE, JANE NASH	OIL & GAS LEASE	05/02/1995	SHELBY	786 637
TX -030618-	SCATES, JAMES D	OIL & GAS LEASE	04/11/1995	SHELBY	786 634
TX -030619-A	WARREN, CARL	OIL & GAS LEASE	05/01/1995	SHELBY	786 640
TX -030619-B	HUGHES, JANINE M	OIL & GAS LEASE	05/04/1995	SHELBY	787 519 951935
TX -030651-A	HOLSEY, J W	OIL & GAS LEASE	02/21/1995	SHELBY	788 65 952059
TX -030701-	JERNIGAN, SPENCER	OIL & GAS LEASE	07/20/1995	SHELBY	790 429 952605
TX -030702-A	FOUNTAIN, BILLY REX	OIL & GAS LEASE	07/21/1995	SHELBY	790 423 952603
TX -030702-B	ALDERS, RUBY DUKE	OIL & GAS LEASE	07/21/1995	SHELBY	790 417 952601
TX -030702-C	HAYTER, CHARLES FAY HARRELL	OIL & GAS LEASE	08/22/1995	SHELBY	793 583

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					BK	PG	DOC #
TX -030703-A	FOUNTAIN, BILLY REX	OIL & GAS LEASE	07/21/1995	SHELBY	790	420	952602
TX -030704-	ADAMS, GEORGE F	OIL & GAS LEASE	07/20/1995	SHELBY	790	432	952606
TX -030705-	MUCKELROY, JAMES ELLIS	OIL & GAS LEASE	07/20/1995	SHELBY	790	387	952596
TX -030706-	DILLARD, MACK A	OIL & GAS LEASE	07/20/1995	SHELBY	790	411	952599
TX -030707-	MASON, LOCKEY	OIL & GAS LEASE	07/20/1995	SHELBY	790	426	952604
TX -030712-A	CRENSHAW JR, J G	OIL & GAS LEASE	07/21/1995	SHELBY	790	414	952600
TX -030712-B	ADAMS, MICHAEL T	OIL & GAS LEASE	07/31/1995	SHELBY	791	444	952875
TX -030722-	STANFORD, OMER E	OIL & GAS LEASE	07/20/1995	SHELBY	790	685	952680
TX -030729-A	BERG, JACK WILSON	OIL & GAS LEASE	07/20/1995	SHELBY	790	795	
TX -030730-	WILLIAMSON, LILLIE MAE	OIL & GAS LEASE	07/21/1995	SHELBY	790	792	
TX -030734-	ADAMS, KIP VERNON	OIL & GAS LEASE	07/20/1995	SHELBY	791	441	952874
TX -030743-	HINTON, THELMA SMITH	OIL & GAS LEASE	07/21/1995	SHELBY	791	838	952976
TX -030750-A	HUNT, ENID	OIL & GAS LEASE	08/10/1995	SHELBY	791	841	
TX -030775-A	BROWN, CHARLES DEAN	OIL & GAS LEASE	08/16/1995	SHELBY	792	453	953121
TX -030775-B	DEUPREE, PATRICIA ANN	OIL & GAS LEASE	08/24/1995	SHELBY	793	580	
TX -030775-C	ALBAN JR, JOHN	OIL & GAS LEASE	08/30/1999	SHELBY	866	266	
TX -030822-A	ADAMS, STEVE H	OIL & GAS LEASE	04/04/1995	SHELBY	795	580	953903
TX -031620-	WILLIAMSON, LILLIE MAE	OIL & GAS LEASE	02/03/1997	SHELBY	814	841	
TX -031659-A	MAGNESS, ANN CRAWFORD	OIL & GAS LEASE	02/08/1997	SHELBY	815	285	
TX -031855-	WEBB, EUGENE	OIL & GAS LEASE	04/15/1997	SHELBY	819	802	
TX -031857-A	WEBB, STEVE	OIL & GAS LEASE	04/16/1997	SHELBY	819	799	
TX -031857-B	WILCO TRUST	OIL & GAS LEASE	05/20/1997	SHELBY	821	317	
TX -031857-C	HEMPE, ROSA LEE	OIL & GAS LEASE	05/20/1997	SHELBY	821	314	
TX -031857-D	NORTHCUTT, ROBERT A	OIL & GAS LEASE	06/03/1997	SHELBY	821	876	
TX -031857-E	PATE JR, V V	OIL & GAS LEASE	07/09/1997	SHELBY	823	682	
TX -031857-F	PATE, LILLIE MAE	OIL & GAS LEASE	07/11/1997	SHELBY	822	891	
TX -031857-G	PATE, JERRY V	OIL & GAS LEASE	07/08/1997	SHELBY	823	180	
TX -031857-H	NORTHCUTT, FRANCES M	OIL & GAS LEASE	06/03/1997	SHELBY	838	308	
TX -031914-	WHEELER, GLADYS D	OIL & GAS LEASE	05/07/1997	SHELBY	820	219	
TX -031924-A	SIDES, KATHY OLIVER	OIL & GAS LEASE	05/13/1997	SHELBY	821	297	

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LEASE NO	LESSOR	DOCUMENT TYPE	DOC DATE	COUNTY	RECORDING		
					BK	PG	DOC #
TX -031924-B	THOMAS, TOMMIE ANN OLIVER	OIL & GAS LEASE	05/13/1997	SHELBY	821	303	
TX -031924-C	GEREN, BEULAH	OIL & GAS LEASE	05/07/1997	SHELBY	821	300	
TX -031924-D	OLIVER, MIRIAM	OIL & GAS LEASE	05/13/1997	SHELBY	821	295	
TX -031924-E	MCCLAIN, SUSAN STAFFORD	OIL & GAS LEASE	05/21/1997	SHELBY	824	115	
TX -031924-F	WEAVER, MADGE	OIL & GAS LEASE	05/06/1997	SHELBY	821	771	
TX -031924-G	REYNOLDS, MARION B	OIL & GAS LEASE	05/16/1997	SHELBY	822	230	
TX -031924-H	NUTT, ELINOR GEREN	OIL & GAS LEASE	07/15/1997	SHELBY	824	133	
TX -031948-A	HOWARD, BOBBY L	OIL & GAS LEASE	05/15/1997	SHELBY	820	791	
TX -031948-B	HUMPHRIES, MARIE	OIL & GAS LEASE	05/13/1997	SHELBY	820	793	
TX -031948-C	HOWARD, BOBBY L	OIL & GAS LEASE	05/16/1997	SHELBY	822	224	
TX -031964-A	KIRBY, MAURINE STEPHENSON	OIL & GAS LEASE	05/23/1997	SHELBY	821	312	
TX -031964-AA	WILSON, STEPHEN WHEELER	OIL & GAS LEASE	11/28/1997	SHELBY	831	721	
TX -031964-B	SIMPSON, SUSIE PRICE STEPHENSON	OIL & GAS LEASE	05/16/1997	SHELBY	821	308	
TX -031964-BB	HANSON, VIRGINIA WILSON	OIL & GAS LEASE	11/28/1997	SHELBY	835	745	
TX -031964-C	PHELPS, BRENDA D	OIL & GAS LEASE	05/27/1997	SHELBY	821	306	
TX -031964-CC	WILSON, DAVID ROSS	OIL & GAS LEASE	12/02/1997	SHELBY	833	185	
TX -031964-D	WARREN, HENRY J	OIL & GAS LEASE	05/27/1997	SHELBY	821	873	
TX -031964-DD	WILSON, LAYTON BAILEY	OIL & GAS LEASE	11/28/1997	SHELBY	833	536	
TX -031964-E	WALKER, MAXINE STEPHENSON	OIL & GAS LEASE	05/27/1997	SHELBY	821	870	
TX -031964-EE	WILSON, ROBERT SPRAGGINS	OIL & GAS LEASE	11/28/1997	SHELBY	837	857	
TX -031964-F	CAMPBELL, WANDA JUAWIEGE STEPHENSON	OIL & GAS LEASE	05/27/1997	SHELBY	822	232	
TX -031964-FF	WILSON, ANDREW CHENEY	OIL & GAS LEASE	11/28/1997	SHELBY	838	311	
TX -031964-G	STEPHENSON, MARY ANNA	OIL & GAS LEASE	06/24/1997	SHELBY	822	238	
TX -031964-GG	BURKETT SEPARATE PROPERTY IRREVOCABLE TRUST, VIRGINIA	OIL & GAS LEASE	08/25/1999	SHELBY	866	233	
TX -031964-H	RHODES, EVELYN JOYCE STEPHENSON	OIL & GAS LEASE	06/24/1997	SHELBY	822	894	
TX -031964-I	THORNTON, KAY DEAN	OIL & GAS LEASE	07/10/1997	SHELBY	822	896	
TX -031964-J	MCGILVRA, BOBBIE J	OIL & GAS LEASE	07/10/1997	SHELBY	822	898	
TX -031964-K	STEPHENSON, GEORGE	OIL & GAS LEASE	07/10/1997	SHELBY	822	900	
TX -031964-L	STEPHENSON, JERRY	OIL & GAS LEASE	07/10/1997	SHELBY	823	183	
TX -031964-M	LANDRITH, LORENE STEPHENSON	OIL & GAS LEASE	07/10/1997	SHELBY	823	187	

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LEASE NO	LESSOR	DOCUMENT TYPE	DOC DATE	COUNTY	RECORDING BK PG DOC #
TX-031964-N	STEPHENSON, ROBERT W	OIL & GAS LEASE	07/18/1997	SHELBY	824 120
TX-031964-O	STEPHENSON, JOY D	OIL & GAS LEASE	07/15/1997	SHELBY	824 118
TX-031964-P	NEWSOME, RICHARD C	OIL & GAS LEASE	06/09/1997	SHELBY	824 135
TX-031964-Q	MCNALL, JANIS STEPHENSON	OIL & GAS LEASE	07/15/1997	SHELBY	824 138
TX-031964-R	WILSON JR, ROBERT E	OIL & GAS LEASE	09/04/1997	SHELBY	826 91
TX-031964-S	WILSON, HENRY J	OIL & GAS LEASE	09/04/1997	SHELBY	826 93
TX-031964-T	FORY, NETTIE WILSON	OIL & GAS LEASE	09/04/1997	SHELBY	826 95
TX-031964-U	HENZIE, MARY ELIZABETH BROWNING	OIL & GAS LEASE	11/03/1997	SHELBY	829 273
TX-031964-V	BROWNING, RICHARD B	OIL & GAS LEASE	11/03/1997	SHELBY	830 764
TX-031964-W	FORY JR, HOWARD K	OIL & GAS LEASE	11/28/1997	SHELBY	830 766
TX-031964-X	FORY, EMMA FRANCES	OIL & GAS LEASE	11/28/1997	SHELBY	830 762
TX-031964-Z	MCDONALD, MARGARET WILSON	OIL & GAS LEASE	11/28/1997	SHELBY	831 723
TX-031975-A	JOHNSON, SUSIE ALCINE	OIL & GAS LEASE	05/09/1997	SHELBY	821 310
TX-031986-A	WILLIAMS, EVANGELINE	OIL & GAS LEASE	05/30/1997	SHELBY	821 769
TX-031986-B	BURROWS, JERRY B	OIL & GAS LEASE	07/29/1999	SHELBY	865 175
TX-032045-A	WILSON, BILLY B	OIL & GAS LEASE	06/17/1997	SHELBY	822 240
TX-032045-B	BROWN, DOROTHY SUE	OIL & GAS LEASE	06/17/1997	SHELBY	822 236
TX-032046-A	COVINGTON, JOY	OIL & GAS LEASE	06/16/1997	SHELBY	822 242
TX-032046-C	HUGHES, BART M	OIL & GAS LEASE	06/16/1997	SHELBY	822 234
TX-032046-D	HUGHES, ODIS BRENT	OIL & GAS LEASE	07/16/1997	SHELBY	823 185
TX-032046-E	HUGHES, BARRY V	OIL & GAS LEASE	06/16/1999	SHELBY	859 366
TX-032070-A	BRYCE, JERAL D	OIL & GAS LEASE	06/25/1997	SHELBY	822 246
TX-032070-B	BRYCE, JAMES A	OIL & GAS LEASE	06/25/1997	SHELBY	822 248
TX-032070-C	CHANEY, VIDA BRYCE	OIL & GAS LEASE	06/25/1997	SHELBY	822 250
TX-032071-	STOKES, DELTON E	OIL & GAS LEASE	06/18/1997	SHELBY	822 252
TX-032090-A	RAMSEY, OLIDA CRAWFORD	OIL & GAS LEASE	06/25/1997	SHELBY	823 678
TX-032090-B	BROWN, SUZANNE SARGENT	OIL & GAS LEASE	06/25/1997	SHELBY	823 676
TX-032093-	CRAWFORD, GWENDOLYN	OIL & GAS LEASE	06/23/1997	SHELBY	823 680
TX-032106-	SAMFORD, BRUCE R	OIL & GAS LEASE	07/10/1997	SHELBY	826 109
TX-032119-	CARLTON, BOBBY LYNN NEILL	OIL & GAS LEASE	05/09/1997	SHELBY	824 125

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LEASE NO	LESSOR	DOCUMENT TYPE	DOC DATE	COUNTY	RECORDING		
					BK	PG	DOC #
TX -032122-A	NEWSOME, RICHARD C	OIL & GAS LEASE	06/09/1997	SHELBY	824	122	
TX -032143-A	RICHARD, LOUIS P	OIL & GAS LEASE	07/11/1997	SHELBY	824	140	
TX -032143-B	BILLINGSLEY, HELEN MCCAULEY	OIL & GAS LEASE	08/01/1997	SHELBY	824	310	
TX -032143-C	SHEPHERD, IRIS MCCAULEY	OIL & GAS LEASE	08/01/1997	SHELBY	824	999	
TX -032155-	HUGHES, ROBERT G	OIL & GAS LEASE	07/23/1997	SHELBY	824	1002	
TX -032243-A	BOX JR, JAMES B	OIL & GAS LEASE	09/04/1997	SHELBY	826	107	
TX -032249-A	FONTENOT, CAROLYN NEILL	OIL & GAS LEASE	07/30/1997	SHELBY	826	103	
TX -032249-B	HARRIS, DONALD	OIL & GAS LEASE	08/28/1997	SHELBY	826	101	
TX -032249-C	GUILLET, JUDY HARRIS	OIL & GAS LEASE	08/26/1997	SHELBY	826	99	
TX -032249-D	HARRIS, SHIRLEY L	OIL & GAS LEASE	08/28/1997	SHELBY	826	97	
TX -032570-A	HOLSEY, J W	OIL & GAS LEASE	01/23/1998	SHELBY	833	82	
TX -032570-B	HELMCAMP, ROBERT EDWARD	OIL & GAS LEASE	02/06/1998	SHELBY	833	538	
TX -032570-C	BALDWIN, ETHEL MAE	OIL & GAS LEASE	02/06/1998	SHELBY	834	149	
TX -032570-D	HOLLEY, MARY PATRICIA	OIL & GAS LEASE	02/06/1998	SHELBY	834	153	
TX -032570-E	HOLLEY, DOLPH D	OIL & GAS LEASE	02/06/1998	SHELBY	834	155	
TX -032570-F	HUDSON, SCOTTYE HOLLEY	OIL & GAS LEASE	02/06/1998	SHELBY	834	159	
TX -032570-G	SIPERIS, NANCY HATTON	OIL & GAS LEASE	02/10/1998	SHELBY	834	675	
TX -032570-H	LOWREY, MABEL IRENE	OIL & GAS LEASE	02/10/1998	SHELBY	835	328	
TX -032570-I	HAGSTROM, SUZANNE MATTSO	OIL & GAS LEASE	02/19/1998	SHELBY	836	622	
TX -032570-J	MATTSO, REX	OIL & GAS LEASE	02/19/1998	SHELBY	837	380	
TX -032570-K	POWELL, EUNICE	OIL & GAS LEASE	02/11/1998	SHELBY	838	529	
TX -032576-A	WALKER, ERCYLE	OIL & GAS LEASE	01/21/1998	SHELBY	833	80	
TX -032576-B	MARSHALL, MARTHA COSBY	OIL & GAS LEASE	01/21/1998	SHELBY	833	78	
TX -032576-C	BUIE, MARGARET	OIL & GAS LEASE	01/21/1998	SHELBY	833	76	
TX -032576-D	SKIPPER, JACK	OIL & GAS LEASE	01/29/1998	SHELBY	833	540	
TX -032576-E	PARNELL, BETTY WOOD	OIL & GAS LEASE	01/29/1998	SHELBY	833	542	
TX -032576-F	STEPHENS 1995 TRUST	OIL & GAS LEASE	01/30/1998	SHELBY	833	544	
TX -032576-G	WALKE TRUST, JOSEPHINE	OIL & GAS LEASE	02/04/1998	SHELBY	834	147	
TX -032576-H	MILLER, JOSEPHINE	OIL & GAS LEASE	01/30/1998	SHELBY	834	163	
TX -032576-I	RAMBO FAMILY TRUST, M W	OIL & GAS LEASE	02/04/1998	SHELBY	834	165	

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TX -032576-J	HENSON, MARY JANE MATHIS	OIL & GAS LEASE	02/28/1998	SHELBY	835	315	
TX -032576-L	MATHIS, JOHN THOMAS	OIL & GAS LEASE	03/03/1998	SHELBY	835	331	
TX -032576-M	GIBBONS, ROY EDWARD	OIL & GAS LEASE	01/30/1998	SHELBY	837	382	
TX -032576-N	GIBBONS, MARGARET JEAN FARRELL	OIL & GAS LEASE	04/08/1998	SHELBY	837	860	
TX -032576-O	CATON, SARAH MATHIS	OIL & GAS LEASE	03/03/1998	SHELBY	837	862	
TX -032576-P	STEWART TRUST, MEGAN KAYE	OIL & GAS LEASE	04/22/1998	SHELBY	840	809	
TX -032576-Q	BESCH JR TRUST, OSCAR & ELIZABETH & CHARLES DUNN	OIL & GAS LEASE	04/22/1998	SHELBY	840	814	
TX -032576-R	OBADAL TESTAMENTARY TRUST, JOHN	OIL & GAS LEASE	04/22/1998	SHELBY	840	819	
TX -032576-S	FLOREY JR, JOHN VINSON	OIL & GAS LEASE	04/20/1998	SHELBY	841	873	
TX -032576-T	HOLLINS, CAROLINE SKIPPER	OIL & GAS LEASE	04/03/1998	SHELBY	844	109	
TX -032576-U	SKIPPER JR, LAWRENCE N	OIL & GAS LEASE	04/21/1998	SHELBY	845	114	
TX -032576-V	SKIPPER, LE GRANDE KELLY	OIL & GAS LEASE	08/05/1998	SHELBY	863	632	
TX -032592-A	HAGLER, FRANCES CAROL	OIL & GAS LEASE	01/24/1998	SHELBY	834	143	
TX -032592-B	VIDLER, CATHERINE CARROLL	OIL & GAS LEASE	02/24/1998	SHELBY	839	345	
TX -032592-C	WAINWRIGHT, JOYCE ANDRUS	OIL & GAS LEASE	01/27/1998	SHELBY	834	151	
TX -032592-D	LOCKE 1993 FAMILY TRUST, CORBET C	OIL & GAS LEASE	02/10/1998	SHELBY	834	167	
TX -032592-E	CURFMAN, JANE LOCKE	OIL & GAS LEASE	02/10/1998	SHELBY	834	170	
TX -032592-F	SHAW, MARTHA WAINWRIGHT	OIL & GAS LEASE	01/27/1998	SHELBY	835	333	
TX -032592-G	COLQUITT, LUCY WAINWRIGHT	OIL & GAS LEASE	01/27/1998	SHELBY	835	335	
TX -032592-I	SWANSON, LOYCE CARROLL	OIL & GAS LEASE	01/24/1998	SHELBY	835	747	
TX -032592-J	SPARKS, BILL JAY	OIL & GAS LEASE	07/07/1998	SHELBY	842	887	
TX -032592-K	JOHNSON, SARAH DEWEES	OIL & GAS LEASE	07/17/1998	SHELBY	843	455	
TX -032592-L	DODSON JR, THOMAS LARKIN	OIL & GAS LEASE	07/17/1998	SHELBY	843	736	
TX -032592-M	KINDER, POLLY DUWALL	OIL & GAS LEASE	07/22/1998	SHELBY	843	744	
TX -032592-N	DU VAL JR, PHILIP HOOVER	OIL & GAS LEASE	07/22/1998	SHELBY	844	107	
TX -032592-O	JOHNSON, WILLIAM DODSON	OIL & GAS LEASE	07/17/1998	SHELBY	847	62	
TX -032592-P	JOHNSON, WILLIAM DODSON	OIL & GAS LEASE	07/17/1998	SHELBY	847	64	
TX -032592-Q	PRICE TESTAMENTARY TRUST, JACK E	OIL & GAS LEASE	02/04/1998	SHELBY	848	240	
TX -032593	BENSON, PAUL EUGENE	OIL & GAS LEASE	01/21/1998	SHELBY	834	145	
TX -032605	ANTHONY, GROVER F	OIL & GAS LEASE	02/13/1998	SHELBY	834	173	

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LEASE NO	LESSOR	DOCUMENT TYPE	DOC DATE	COUNTY	RECORDING		
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TX -032611-	MCSWAIN, ELTON BRADLEY	OIL & GAS LEASE	02/16/1998	SHELBY	834	678	
TX -032626-	BALDWIN, ETHEL MAE	OIL & GAS LEASE	02/26/1998	SHELBY	836	563	
TX -032627-	WILLIAMS, CHARLES L	OIL & GAS LEASE	02/24/1998	SHELBY	835	317	
TX -032628-	HARGRAVE, BETTY WILLIAMS	OIL & GAS LEASE	02/24/1998	SHELBY	835	319	
TX -032629-	WILLIAMS JR, KAUFMAN PEARL	OIL & GAS LEASE	02/24/1998	SHELBY	835	321	
TX -032630-	TURK, DIANE	OIL & GAS LEASE	02/18/1998	SHELBY	835	323	
TX -032631-	WILLIAMS, JOHNNIE PEARL	OIL & GAS LEASE	02/24/1998	SHELBY	835	326	
TX -032663-	STEWART TRUST, JENNY LEE	OIL & GAS LEASE	01/23/1998	SHELBY	835	340	
TX -032665-	JEANS, BILLY RAY	OIL & GAS LEASE	02/18/1998	SHELBY	835	337	
TX -032684-A	RENO, GRACE STEPHENS	OIL & GAS LEASE	03/12/1998	SHELBY	836	182	
TX -032684-B	YOUNGBLOOD, BURL W	OIL & GAS LEASE	04/03/1998	SHELBY	837	864	
TX -032684-C	SIMS, RICHARD WAYNE	OIL & GAS LEASE	06/22/1998	SHELBY	842	547	
TX -032684-D	MCSWAIN, ALMA	OIL & GAS LEASE	06/17/1998	SHELBY	842	545	
TX -032702-A	JOHNSON, ANNA LEA	OIL & GAS LEASE	03/20/1998	SHELBY	836	620	
TX -032702-B	GRIFFITH JR, WAYLON LAVON	OIL & GAS LEASE	03/12/1998	SHELBY	839	338	
TX -032744-	SKATES JR, HARRY	OIL & GAS LEASE	04/03/1998	SHELBY	837	549	
TX -032764-A	WALLACE, B D	OIL & GAS LEASE	04/09/1998	SHELBY	837	853	
TX -032764-B	ASKEW, MARSHA LOU	OIL & GAS LEASE	04/23/1998	SHELBY	838	525	
TX -032814-	HOLSEY, J W	OIL & GAS LEASE	05/04/1998	SHELBY	839	291	
TX -032822-A	SANDERS, DALIAH B	OIL & GAS LEASE	05/04/1998	SHELBY	839	288	
TX -032822-B	RUDD, JEWELL	OIL & GAS LEASE	05/04/1998	SHELBY	845	112	
TX -032837-	STUDDARD, ALONZOLA	OIL & GAS LEASE	05/08/1998	SHELBY	839	342	
TX -032958-A	MITCHELL, VELMA FULTS	OIL & GAS LEASE	05/29/1998	SHELBY	842	56	
TX -032958-AA	WATSON, JIMMY LEE	OIL & GAS LEASE	07/09/1998	SHELBY	854	711	
TX -032958-B	FULTS, BEATRICE J	OIL & GAS LEASE	05/28/1998	SHELBY	842	54	
TX -032958-BB	FULTS, DORIS E	OIL & GAS LEASE	02/01/1999	SHELBY	858	95	
TX -032958-C	BELCHER, ALICE LAMERLE FULTS	OIL & GAS LEASE	06/02/1998	SHELBY	840	769	
TX -032958-D	FULTS, ROBERT C	OIL & GAS LEASE	05/28/1998	SHELBY	842	58	
TX -032958-E	FULTS, IVY	OIL & GAS LEASE	06/01/1998	SHELBY	842	60	
TX -032958-H	FULTZ, JOSEPHINE	OIL & GAS LEASE	06/02/1998	SHELBY	841	871	

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TX-032958-J	COLEMAN, JOE E	OIL & GAS LEASE	06/18/1998	SHELBY	841 875
TX-032958-K	COLEMAN, THOMAS PAT	OIL & GAS LEASE	06/18/1998	SHELBY	842 543
TX-032958-L	SPENCE, DIANE FULTS	OIL & GAS LEASE	05/28/1998	SHELBY	842 550
TX-032958-M	SPOOR, KATHY NABOURS	OIL & GAS LEASE	06/04/1998	SHELBY	842 552
TX-032958-N	KLUMP, OLEN D	OIL & GAS LEASE	06/05/1998	SHELBY	842 554
TX-032958-O	LARKINS, HELEN STOREY	OIL & GAS LEASE	06/18/1998	SHELBY	842 774
TX-032958-P	NABOURS, EDWARD Q	OIL & GAS LEASE	06/10/1998	SHELBY	842 474
TX-032958-Q	FULTS, KENNETH L	OIL & GAS LEASE	05/29/1998	SHELBY	842 627
TX-032958-R	MEIGS, GAYLE	OIL & GAS LEASE	08/02/1998	SHELBY	842 629
TX-032958-S	HOLLEY, MARY PATRICIA	OIL & GAS LEASE	06/03/1998	SHELBY	843 460
TX-032958-T	HUDSON, SCOTTYE HOLLEY	OIL & GAS LEASE	06/03/1998	SHELBY	843 463
TX-032958-U	SCOTT, JAN WATSON	OIL & GAS LEASE	06/04/1998	SHELBY	843 457
TX-032958-V	CARTER, EDDIE M	OIL & GAS LEASE	07/21/1998	SHELBY	843 741
TX-032958-W	HOLLEY, DOLPH D	OIL & GAS LEASE	06/03/1998	SHELBY	843 738
TX-032958-X	CRAVEY, SANDRA	OIL & GAS LEASE	06/03/1998	SHELBY	844 101
TX-032958-Y	MEIGS, RANDY SCOTT	OIL & GAS LEASE	06/02/1998	SHELBY	844 653
TX-032958-Z	FIELDS III, ROGER Q	OIL & GAS LEASE	06/05/1998	SHELBY	847 66
TX-033001-	MCSWAIN, KERRY GRANT	OIL & GAS LEASE	06/17/1998	SHELBY	841 881
TX-033049-	JERNIGAN, ETHEL MAXINE	OIL & GAS LEASE	06/19/1998	SHELBY	842 540
TX-033054-	RUSSELL, ADA MAE	OIL & GAS LEASE	06/22/1998	SHELBY	842 537
TX-033085-	F S B CORP	OIL & GAS LEASE	05/15/1998	SHELBY	842 470
TX-033090-	MCSWAIN, EARL LEE	OIL & GAS LEASE	06/22/1998	SHELBY	842 467
TX-033150-A	MILLER, DAVID S	OIL & GAS LEASE	06/09/1998	SHELBY	841 879
TX-033150-B	MORTON, JOY MILLER	OIL & GAS LEASE	06/09/1998	SHELBY	841 869
TX-033150-C	SCHOMER, MARGARET MILLER	OIL & GAS LEASE	06/09/1998	SHELBY	841 877
TX-033150-D	ELLIS, JULIA LEMLEY	OIL & GAS LEASE	08/25/1998	SHELBY	845 806
TX-033150-E	STONE, JANET LEMLEY	OIL & GAS LEASE	08/25/1998	SHELBY	846 217
TX-033150-F	HUMMEL, MARTHA MCRAE	OIL & GAS LEASE	08/24/1998	SHELBY	846 219
TX-033150-G	MCRAE, CHARLES CHESTER	OIL & GAS LEASE	08/24/1998	SHELBY	846 221
TX-033162-	MCSWAIN, WARREN G	OIL & GAS LEASE	07/21/1998	SHELBY	844 650

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TX -033163-	MURPHY, FLETCHER CLAY	OIL & GAS LEASE	07/27/1998	SHELBY	844 104
TX -033215-	BETTICK, KAREN J	OIL & GAS LEASE	08/04/1998	SHELBY	845 803
TX -033339-	WRIGHT, THOMAS T	OIL & GAS LEASE	11/13/1998	SHELBY	849 842
TX -033340-A	CURFMAN, JANE LOCKE	OIL & GAS LEASE	11/20/1998	SHELBY	849 844
TX -033340-B	LOCKE JR 1993 TRUST, CORBET C	OIL & GAS LEASE	11/20/1998	SHELBY	850 225
TX -033353-A	CHILDS, MARLETA MARIE	OIL & GAS LEASE	11/20/1998	SHELBY	850 220
TX -033353-B	CHILDS, PATRICIA ANN	OIL & GAS LEASE	11/20/1998	SHELBY	852 238
TX -033354-A	HARRIS JR, L M	OIL & GAS LEASE	12/01/1998	SHELBY	850 222
TX -033354-B	ELLIS, LARRY	OIL & GAS LEASE	12/01/1998	SHELBY	854 651
TX -033356-A	ADAMS, JAMES STEPHEN	OIL & GAS LEASE	12/02/1998	SHELBY	850 227
TX -033356-B	TEBOW, TERESA MARIE	OIL & GAS LEASE	12/02/1998	SHELBY	851 739
TX -033384-A	CASE, RICHARD BLANCHE	OIL & GAS LEASE	04/13/1999	SHELBY	843 451
TX -033384-B	ZOLLER, JOHN H	OIL & GAS LEASE	10/18/1999	SHELBY	
TX -033384-C	O'ROSKY LIVING TRUST, E L	OIL & GAS LEASE	10/19/1999	SHELBY	
TX -033384-D	NICHOLSON, JEANNE ZOLLER	OIL & GAS LEASE	10/19/1999	SHELBY	
TX -033388-A	HARRIS JR, L M	OIL & GAS LEASE	12/24/1998	SHELBY	852 240
TX -033398-A	BUNN, CHRISTENE E	OIL & GAS LEASE	12/22/1998	SHELBY	854 654
TX -033398-B	TAYLOR, BEN L	OIL & GAS LEASE	12/29/1998	SHELBY	854 238
TX -033398-C	TAYLOR, FLOYD E	OIL & GAS LEASE	12/29/1998	SHELBY	854 228
TX -033398-D	TAYLOR, HUGH D	OIL & GAS LEASE	12/29/1998	SHELBY	854 230
TX -033398-E	CONN, JANICE ANDERSON	OIL & GAS LEASE	12/22/1998	SHELBY	853 809
TX -033398-F	CARTER, MARGARET W	OIL & GAS LEASE	01/27/1999	SHELBY	854 224
TX -033398-G	ANDERSON, RACHEL	OIL & GAS LEASE	12/22/1998	SHELBY	854 706
TX -033398-H	STEPHENS, MARGIE N	OIL & GAS LEASE	02/25/1999	SHELBY	856 838
TX -033398-I	CRAWFORD, LOIS	OIL & GAS LEASE	02/25/1999	SHELBY	856 840
TX -033398-J	ADAMS, MICHAEL T	OIL & GAS LEASE	03/04/1999	SHELBY	856 842
TX -033398-K	TAYLOR, MILDRED	OIL & GAS LEASE	02/25/1999	SHELBY	856 844
TX -033398-L	GREEN JR, W T	OIL & GAS LEASE	03/05/1999	SHELBY	857 575
TX -033408-A	JONES, JOSEPH NOLEN	OIL & GAS LEASE	01/07/1999	SHELBY	853 93
TX -033408-B	BUIE, MARGARET	OIL & GAS LEASE	01/12/1999	SHELBY	853 89

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					BK	PG	DOC #
TX -033408-C	MARSHALL, MARTHA COSBY	OIL & GAS LEASE	01/12/1999	SHELBY	853	87	
TX -033408-D	STEPHENS 1995 TRUST	OIL & GAS LEASE	01/13/1999	SHELBY	853	91	
TX -033408-E	MILLER, JOSEPHINE	OIL & GAS LEASE	01/13/1999	SHELBY	854	240	
TX -033408-F	RAMBO FAMILY TRUST, M W	OIL & GAS LEASE	01/13/1999	SHELBY	854	242	
TX -033408-G	GIBBONS, ROY EDWARD	OIL & GAS LEASE	01/18/1999	SHELBY	854	204	
TX -033408-H	CATON, SARAH MATHIS	OIL & GAS LEASE	01/12/1999	SHELBY	854	208	
TX -033408-I	JEANS, BILLY RAY	OIL & GAS LEASE	01/13/1999	SHELBY	854	208	
TX -033408-J	HENSON, MARY JANE MATHIS	OIL & GAS LEASE	01/12/1999	SHELBY	854	210	
TX -033408-K	MEEKS, MICHAEL W	OIL & GAS LEASE	01/05/1999	SHELBY	854	212	
TX -033408-L	MATHIS, JOHN THOMAS	OIL & GAS LEASE	01/12/1999	SHELBY	854	214	
TX -033408-M	MCSWAIN, ELTON BRADLEY	OIL & GAS LEASE	12/23/1998	SHELBY	854	216	
TX -033408-N	SKIPPER JR, LAWRENCE N	OIL & GAS LEASE	01/19/1999	SHELBY	853	807	
TX -033408-O	PARNELL, BETTY WOOD	OIL & GAS LEASE	01/14/1999	SHELBY	853	805	
TX -033408-P	GIBBONS, MARGARET JEAN FARRELL	OIL & GAS LEASE	01/19/1999	SHELBY	854	656	
TX -033408-Q	HURLEY FOUNDATION #7/0388301, ED & GLADYS	OIL & GAS LEASE	02/11/1999	SHELBY	854	713	
TX -033408-R	FLOREY JR, JOHN VINSON	OIL & GAS LEASE	01/25/1999	SHELBY	856	224	
TX -033408-S	HURLEY ENDOWMENT FOUNDATION, GLADYS & ED E	OIL & GAS LEASE	03/23/1999	SHELBY	298	595	
TX -033408-T	HOLLINS, CAROLINE SKIPPER	OIL & GAS LEASE	01/14/1999	SHELBY	859	364	
TX -033419-A	ULRICH, NANCY RUSSELL	OIL & GAS LEASE	12/30/1998	SHELBY	854	232	
TX -033419-B	RUSSELL, ROY FERRELL	OIL & GAS LEASE	12/30/1998	SHELBY	854	234	
TX -033427-	BREAZEALE, CLARA	OIL & GAS LEASE	01/11/1999	SHELBY	854	236	
TX -033456-A	BAGGETT, JOHN T	OIL & GAS LEASE	01/25/1999	SHELBY	854	218	
TX -033460-	WILBURN, DOROTHY E	OIL & GAS LEASE	01/12/1999	SHELBY	854	222	
TX -033462-A	GATEWOOD SR, W P	OIL & GAS LEASE	12/22/1998	SHELBY	853	811	
TX -033462-B	ADAMS, STEVE H	OIL & GAS LEASE	12/21/1998	SHELBY	856	79	
TX -033462-C	GATEWOOD SR, CLAUDE W	OIL & GAS LEASE	12/22/1998	SHELBY	856	82	
TX -033476-A	STEVENS, ZANDRA	OIL & GAS LEASE	01/15/1999	SHELBY	853	803	
TX -033480-	DAVIS, DEXTER	OIL & GAS LEASE	01/18/1999	SHELBY	854	226	
TX -033496-	DUKES, JOE G	OIL & GAS LEASE	01/06/1999	SHELBY	854	658	
TX -033504-	MENEFEE, PATRICIA TYSON	OIL & GAS LEASE	01/13/1999	SHELBY	855	503	

EXHIBIT "A"

Attached to and made a part of that certain

ASSIGNMENT AND QUITCLAIM dated effective 12/31/1999 by and between
MARATHON OIL COMPANY (Assignor) and MARATHON OIL (EAST TEXAS) LP (Assignee)

LEASE NO	LESSOR	DOCUMENT TYPE	DOC DATE	COUNTY	RECORDING BK PG DOC #
TX -033628-	TOMLIN, E A	OIL & GAS LEASE	01/07/1999	SHELBY	858 77
TX -033630-A	CAMPBELL, MONA JONES	OIL & GAS LEASE	04/20/1999	SHELBY	858 79
TX -033630-B	KIDD ESTATE, MAUDINE ADAMS	OIL & GAS LEASE	04/22/1999	SHELBY	865 169
TX -033631-A	SPARKS, GERTHA W	OIL & GAS LEASE	04/19/1999	SHELBY	858 83
TX -033631-B	LAWRENCE, CHARLES P	OIL & GAS LEASE	04/19/1999	SHELBY	858 87
TX -033631-C	WELLS, JASON BURT	OIL & GAS LEASE	04/21/1999	SHELBY	858 531
TX -033631-D	MCSWAIN, J C	OIL & GAS LEASE	04/22/1999	SHELBY	858 534
TX -033631-E	PENICK, JEANNA FRANCES WELLS	OIL & GAS LEASE	04/21/1999	SHELBY	858 538
TX -033631-F	WELLS, PAULA AUDRA	OIL & GAS LEASE	04/21/1999	SHELBY	859 61
TX -033631-G	OLIVER, TONI RENE	OIL & GAS LEASE	05/14/1999	SHELBY	859 602
TX -033631-H	RICHEY, SYNTHIA MARIE	OIL & GAS LEASE	05/14/1999	SHELBY	860 215
TX -033632-A	POLLEY JR, O H	OIL & GAS LEASE	04/20/1999	SHELBY	858 91
TX -033632-B	HERVEY JR, A M	OIL & GAS LEASE	04/20/1999	SHELBY	859 63
TX -033632-C	REED TESTAMENTARY TRUST, OLIVE POLLEY	OIL & GAS LEASE	04/20/1999	SHELBY	858 541
TX -033632-D	MADELEY, MARY POLLEY	OIL & GAS LEASE	04/20/1999	SHELBY	858 545
TX -033637-	TEXAS, STATE OF (ST # M-100276)	OIL & GAS LEASE	03/02/1999	SHELBY	858 69
TX -033650-A	BRITTAIN, JAMES R	OIL & GAS LEASE	04/21/1999	SHELBY	858 521
TX -033650-B	BRITTAIN, JOHN W	OIL & GAS LEASE	04/21/1999	SHELBY	858 523
TX -033650-C	BRITTAIN JR, C A	OIL & GAS LEASE	04/21/1999	SHELBY	858 525
TX -033650-D	BRITTAIN, GLENN	OIL & GAS LEASE	04/30/1999	SHELBY	859 594
TX -033650-E	WHITE, WILMA JEAN BRITTAIN	OIL & GAS LEASE	04/30/1999	SHELBY	860 658
TX -033650-F	BRITTAIN, HELEN	OIL & GAS LEASE	05/24/1999	SHELBY	863 822
TX -033650-G	DAVIS, B P	OIL & GAS LEASE	08/10/1999	SHELBY	865 177
TX -033650-H	BONE HILL FOUNDATION	OIL & GAS LEASE	06/29/1999	SHELBY	865 153
TX -033650-I	ANDERSON, SAMUEL S	OIL & GAS LEASE	07/13/1999	SHELBY	867 150
TX -033650-J	ANDERSON, RONALD C	OIL & GAS LEASE	07/13/1999	SHELBY	867 152
TX -033651-A	HOLSEY, J W	OIL & GAS LEASE	04/30/1999	SHELBY	858 527
TX -033651-B	BISHOP, DENNIS E	OIL & GAS LEASE	04/22/1999	SHELBY	859 598
TX -033651-C	EPPS, OCTAVIUS BOWERS	OIL & GAS LEASE	05/05/1999	SHELBY	859 56
TX -033651-D	HARPER, ODELL	OIL & GAS LEASE	05/11/1999	SHELBY	860 217

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LEASE NO	LESSOR	DOCUMENT TYPE	DOC DATE	COUNTY	RECORDING		
					BK	PG	DOC #
TX -033704-A	POLLEY JR, O H	OIL & GAS LEASE	05/20/1999	SHELBY	858	590	
TX -033704-B	REED TESTAMENTARY TRUST, OLIVE POLLEY	OIL & GAS LEASE	05/20/1999	SHELBY	860	207	
TX -033704-C	MADELEY, MARY POLLEY	OIL & GAS LEASE	05/20/1999	SHELBY	860	211	
TX -033736-A	MOORE, OZELLA	OIL & GAS LEASE	05/05/1999	SHELBY	860	662	
TX -033736-B	CARTWRIGHT, THOMAS EARL	OIL & GAS LEASE	06/09/1999	SHELBY	863	148	
TX -033768-A	CAMPBELL, MONA JONES	OIL & GAS LEASE	06/08/1999	SHELBY	861	758	
TX -033772-A	RATCLIFF, SHARON BRINSON	OIL & GAS LEASE	05/13/1999	SHELBY	861	762	
TX -033790-A	KRAEMER, CHARLENE	OIL & GAS LEASE	07/14/1999	SHELBY	863	137	
TX -033790-C	CARTWRIGHT, BOBIE	OIL & GAS LEASE	07/14/1999	SHELBY	865	165	
TX -033791-	Z A P MINERALS L P	OIL & GAS LEASE	06/24/1999	SHELBY	863	141	
TX -033792-	BRIDGES, W A	OIL & GAS LEASE	07/12/1999	SHELBY	392	477	
TX -033814-A	BARCHEERS, WILLIAM A	OIL & GAS LEASE	07/27/1999	SHELBY	865	157	
TX -033815-A	PANEK, RICHARD E	OIL & GAS LEASE	07/26/1999	SHELBY	865	161	
TX -033815-B	PARKER, DORIS	OIL & GAS LEASE	08/26/1999	SHELBY	867	154	
TX -033815-C	BROWN, JOHNNIE RUTH	OIL & GAS LEASE	08/26/1999	SHELBY	867	158	
TX -033815-D	MASSEY, CECIL E	OIL & GAS LEASE	08/26/1999	SHELBY	867	162	
TX -033825-	SPARKS, PAUL	OIL & GAS LEASE	08/12/1999	SHELBY	865	179	
TX -033826-A	WAGGONER, MARIE	OIL & GAS LEASE	08/11/1999	SHELBY	865	183	
TX -033826-B	MORRIS, IRIS	OIL & GAS LEASE	08/11/1999	SHELBY	865	187	
TX -033826-C	HOOPER, AUVY NELL	OIL & GAS LEASE	08/11/1999	SHELBY	866	193	
TX -033827-	ANDERSON ESTATE, MARSHALL LEE	OIL & GAS LEASE	08/05/1999	SHELBY	865	191	
TX -033840-A	WILBURN, ELLIS L	OIL & GAS LEASE	08/31/1999	SHELBY	866	216	
TX -033841-A	CARTER, KIT D	OIL & GAS LEASE	08/24/1999	SHELBY	866	221	
TX -033841-B	DAVID, RUTH MARIE YATES	OIL & GAS LEASE	08/24/1999	SHELBY	866	197	
TX -033841-C	YATES, JACK J	OIL & GAS LEASE	08/24/1999	SHELBY	866	212	
TX -033841-D	WEAVER, MERLINE YATES	OIL & GAS LEASE	08/24/1999	SHELBY			
TX -033841-E	YATES, ALVIE C	OIL & GAS LEASE	08/24/1999	SHELBY	866	255	
TX -033841-F	YATES, JIMMY CLYDE	OIL & GAS LEASE	08/24/1999	SHELBY	866	259	
TX -033841-G	CARTER, JAMES DOYLE	OIL & GAS LEASE	08/20/1999	SHELBY	867	166	
TX -033842-A	CARTER, MAC T	OIL & GAS LEASE	08/24/1999	SHELBY	866	226	

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FILE DATE: 12/13/1999 FILE TIME: 12:06
 SHELBY COUNTY, PEACHES CONWAY - COUNTY CLERK
 BOOK: 871 PAGE: 845
 INS #: 1999 5164

LEASE NO	LESSOR	DOCUMENT TYPE	DOC DATE	COUNTY	RECORDING		
					BK	PG	DOC #
TX-033842-B	HUDSON JR, FRED	OIL & GAS LEASE	09/07/1999	SHELBY	867	170	
TX-033843-A	MAIDAC, FRANK EVAN	OIL & GAS LEASE	08/20/1999	SHELBY	866	230	
TX-033844-A	CAMPBELL, EDWARD D	OIL & GAS LEASE	08/23/1999	SHELBY	866	205	
TX-033844-B	MASON, MARY RUTH	OIL & GAS LEASE	08/31/1999	SHELBY	866	263	
TX-033844-C	CAMPBELL, VANCE W	OIL & GAS LEASE	08/23/1999	SHELBY			
TX-033845-A	MORRIS, IRIS	OIL & GAS LEASE	08/26/1999	SHELBY	866	208	
TX-033845-B	HOOPER, AUVY NELL	OIL & GAS LEASE	08/26/1999	SHELBY			
TX-033846-	MUCKELROY, J KEN	OIL & GAS LEASE	08/26/1999	SHELBY	864	56	
TX-033852-A	LEGGETT, J C	OIL & GAS LEASE	08/19/1999	SHELBY	866	187	
TX-033852-B	LEGGETT, RAY D	OIL & GAS LEASE	08/13/1999	SHELBY	866	190	
TX-033852-C	NEEL, GAY LEGGETT	OIL & GAS LEASE	08/13/1999	SHELBY	867	174	
TX-033853-A	RAY, ALAN	OIL & GAS LEASE	09/08/1999	SHELBY	866	235	
TX-033853-B	MOURAD, SARA BRADBERRY	OIL & GAS LEASE	09/13/1999	SHELBY			
TX-033854-	MASON, MARY RUTH	OIL & GAS LEASE	09/01/1999	SHELBY	866	239	
TX-033855-	MASON, MARY RUTH	OIL & GAS LEASE	09/01/1999	SHELBY	866	242	
TX-033856-	NICHOLS, ROBERT A	OIL & GAS LEASE	08/05/1999	SHELBY	866	246	
TX-033857-A	SHINE, CAROL ANN	OIL & GAS LEASE	09/02/1999	SHELBY	866	251	
TX-033857-B	MCBRIDE, L R	OIL & GAS LEASE	09/02/1999	SHELBY	867	177	
TX-033866-A	RUDD SR, JAMES D	OIL & GAS LEASE	09/09/1999	SHELBY	867	99	
TX-033866-B	JERNIGAN, IVIS MAE	OIL & GAS LEASE	09/14/1999	SHELBY	867	103	
TX-033866-C	DAVIS, REX E	OIL & GAS LEASE	09/14/1999	SHELBY	867	105	
TX-033870-A	EAVES, ROBBIE MAURICE	OIL & GAS LEASE	09/14/1999	SHELBY	867	107	
TX-033871-A	EAVES, RENNY F	OIL & GAS LEASE	09/14/1999	SHELBY	867	110	
TX-033871-B	STEWART, VERNA PONDER	OIL & GAS LEASE	09/14/1999	SHELBY	867	115	
TX-033871-C	SHINE, CAROL ANN	OIL & GAS LEASE	09/09/1999	SHELBY	867	118	
TX-033872-A	REAGAN, SYDNEY C	OIL & GAS LEASE	07/26/1999	SHELBY	867	122	
TX-033873-A	YATES, TERRY	OIL & GAS LEASE	09/09/1999	SHELBY	867	126	
TX-033874-A	MCCRAW, BETTY	OIL & GAS LEASE	09/06/1999	SHELBY	867	350	
TX-033874-B	CRAWFORD, MARILYN KEITH	OIL & GAS LEASE	09/06/1999	SHELBY	867	130	
TX-033874-C	HOWE, DENA C	OIL & GAS LEASE	09/06/1999	SHELBY	867	134	

FILE DATE: 12/13/1999 FILE TIME: 12:06
 SHELBY COUNTY, PEACHES CONWAY - COUNTY CLERK
 BOOK: 871 PAGE: 846
 INS #: 1999 5164

EXHIBIT "A"
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LEASE NO.	LESSOR	DOCUMENT TYPE	DOC DATE	COUNTY	RECORDING		
					BK	RG	DOC #
TX -033874-D	CRAWFORD, DANNY	OIL & GAS LEASE	09/08/1999	SHELBY	867	138	
TX -033874-E	CRAWFORD, RONNIE JOE	OIL & GAS LEASE	09/08/1999	SHELBY	867	354	
TX -033875-A	CARTER, JAMES DOYLE	OIL & GAS LEASE	09/08/1999	SHELBY	867	142	
TX -033876-	RUDD, SYBLE	OIL & GAS LEASE	09/18/1999	SHELBY	867	148	
TX -033877-A	THEDFORD, BOBBIE GRIFFIN	OIL & GAS LEASE	09/15/1999	SHELBY			
TX -033877-B	POPE, LORRAINE	OIL & GAS LEASE	09/13/1999	SHELBY			
TX -033894-A	JOHNSON, LOUISE	OIL & GAS LEASE	09/15/1999	SHELBY			
TX -033895-A	DAVIS, CHARLES E	OIL & GAS LEASE	09/23/1999	SHELBY			
TX -033895-B	DAVIS JR, T O	OIL & GAS LEASE	09/23/1999	SHELBY			
TX -033897-A	JOHNSON, ROYCE L	OIL & GAS LEASE	09/14/1999	SHELBY			
TX -033897-B	RUDD, LESTER	OIL & GAS LEASE	09/15/1999	SHELBY			
TX -033898-A	BOOK, CURTIS C	OIL & GAS LEASE	09/24/1999	SHELBY			
TX -033898-B	SIMMONS, CHARLES W	OIL & GAS LEASE	09/09/1999	SHELBY			
TX -033898-C	MCSWAIN, J C	OIL & GAS LEASE	09/20/1999	SHELBY			
TX -033898-D	MCSWAIN, CECELIA	OIL & GAS LEASE	09/20/1999	SHELBY			
TX -033898-E	BOOK JR, FRED A	OIL & GAS LEASE	09/24/1999	SHELBY			
TX -033899-A	CASEY, BILLY JEAN RUDD	OIL & GAS LEASE	09/16/1999	SHELBY			
TX -033900-	RUDD, BILLY B	OIL & GAS LEASE	09/15/1999	SHELBY			
TX -033901-A	MITCHELL, VELMA FULTS	OIL & GAS LEASE	09/14/1999	SHELBY			
TX -033901-B	MEIGS, GAYLE	OIL & GAS LEASE	09/14/1999	SHELBY			
TX -033901-C	KLUMP, OLEN D	OIL & GAS LEASE	09/14/1999	SHELBY			
TX -033901-D	FULTS, ROBERT C	OIL & GAS LEASE	09/14/1999	SHELBY			
TX -033901-E	FULTS, IVY	OIL & GAS LEASE	09/14/1999	SHELBY			
TX -033908-A	NICHOLS ESTATE, ALTON	OIL & GAS LEASE	09/15/1999	SHELBY			
TX -033909-A	GOING, WILLIAM D	OIL & GAS LEASE	09/21/1999	SHELBY			
TX -033916-	PIGG, JULIA ELIZABETH	OIL & GAS LEASE	09/22/1999	SHELBY			
TX -033917-A	YOUNGBLOOD, CORA	OIL & GAS LEASE	09/27/1999	SHELBY			
TX -033918-A	MORRIS, IRIS	OIL & GAS LEASE	09/28/1999	SHELBY			
TX -033918-B	HOPPER, AUVY NELL	OIL & GAS LEASE	09/28/1999	SHELBY			
TX -033918-C	WAGGONER, MARIE	OIL & GAS LEASE	09/28/1999	SHELBY			

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LEASE NO	LESSOR	DOCUMENT TYPE	DOC DATE	COUNTY	RECORDING BK PG DOC #
TX -033919-A	FULTS, ROBERT	OIL & GAS LEASE	09/22/1999	SHELBY	
TX -033919-B	RUDD, IRENE	OIL & GAS LEASE	09/22/1999	SHELBY	
TX -033919-C	RUDD, GARY MICHAEL	OIL & GAS LEASE	09/22/1999	SHELBY	
TX -033919-D	STOLTZE, WANELL R	OIL & GAS LEASE	09/22/1999	SHELBY	
TX -033920-A	WILLINGHAM, CLARLCIE R	OIL & GAS LEASE	09/22/1999	SHELBY	
TX -033920-C	RUDD, WELDON E	OIL & GAS LEASE	10/01/1999	SHELBY	
TX -033923-	PULLEN, JIMMY BURGESS	OIL & GAS LEASE	10/01/1999	SHELBY	
TX -033925-A	DILLARD, MILDRED	OIL & GAS LEASE	10/05/1999	SHELBY	
TX -033926-	DUBOSE, KENNETH	OIL & GAS LEASE	10/06/1999	SHELBY	
TX -033927-A	WILKINS, RONNIE G	OIL & GAS LEASE	09/14/1999	SHELBY	
TX -033931-A	LINDLEY, BARBARA	OIL & GAS LEASE	09/21/1999	SHELBY	
TX -033932-A	WARR, DONNA	OIL & GAS LEASE	10/04/1999	SHELBY	
TX -033932-B	KEATING, VIRGINIA SMITH	OIL & GAS LEASE	10/07/1999	SHELBY	
TX -033937-A	REAVLEY, FLORENCE WILSON	OIL & GAS LEASE	10/01/1999	SHELBY	
TX -033938-B	GILBERT, TRAMARSHA O'REAR	OIL & GAS LEASE	10/11/1999	SHELBY	
TX -033941-A	TATUM, LAVERNE MASSEY	OIL & GAS LEASE	10/19/1999	SHELBY	
TX -033941-B	KIDD, ROBERT PALMER	OIL & GAS LEASE	10/01/1999	SHELBY	

EXHIBIT "B"

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LEASE NO	DOCUMENT TYPE	ASSIGNOR	DOC DATE	COUNTY	RECORDING BK PG	INTEREST
TX -000140-	ASSIGNMENT	SOUTHERN PRODUCTION CO INC	12/27/1940	SHELBY		OVERRIDE
TX -000141-	ASSIGNMENT	SOUTHERN PRODUCTION CO INC	12/27/1940	SHELBY		OVERRIDE
TX -000142-	ASSIGNMENT	SOUTHERN PRODUCTION CO INC	12/27/1940	SHELBY		OVERRIDE
TX -000144-	ASSIGNMENT	SOUTHERN PRODUCTION CO INC	12/27/1940	SHELBY		OVERRIDE
TX -000145-	ASSIGNMENT	SOUTHERN PRODUCTION CO INC	12/27/1940	SHELBY		OVERRIDE
TX -000147-	ASSIGNMENT	SOUTHERN PRODUCTION CO INC	12/27/1940	SHELBY		OVERRIDE
TX -000148-	ASSIGNMENT	SOUTHERN PRODUCTION CO INC	12/27/1940	SHELBY		OVERRIDE
TX -001316-	ASSIGNMENT	SOUTHERN NATURAL GAS CO	02/18/1971	SHELBY		OVERRIDE
TX 1394 THRU TX-1397	ASSIGNMENT	WALLENDER, JAMES A	09/10/1973	SHELBY	494 750	OVERRIDE

STATE OF TEXAS
 COUNTY OF SHELBY
 I hereby certify that this instrument was FILED
 on the date and at the time stamped herein by
 me and was duly RECORDED in the Volume and
 Page Number indicated herein in the Official Public Records of
 Shelby County, Texas.

Peaches Conway
 County Clerk, Shelby County, Texas

