

STATE OF TEXAS §
 COUNTY OF LAVACA §

MEMORANDUM OF ASSIGNMENT

SHELL OIL & GAS INVESTMENT LIMITED PARTNERSHIP, a Delaware limited partnership, having an address of P.O. Box 831, Houston, Texas 77001, hereby gives notice that effective December 1, 1993, for good and valuable consideration, it assigned and conveyed to SHELL ONSHORE VENTURES INC., a Delaware corporation, having an address of P.O. Box 576, Houston, Texas 77001, all of its right, title and interest in the oil, gas, and mineral leases, mineral rights, and fee interests described on Exhibit A hereto, including but not limited to, all recorded and unrecorded contracts and agreements, rights in production, water rights, easements, permits and licenses, royalty and overriding royalty interests, wells, equipment and facilities used in connection with or pertaining to the real property described on Exhibit A hereto.

IN WITNESS WHEREOF, this Memorandum of Assignment has been executed this 29th day of December, 1993.

SHELL OIL & GAS INVESTMENT LIMITED PARTNERSHIP

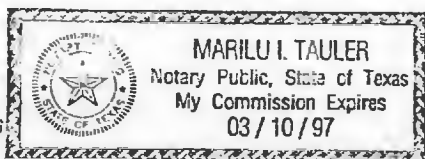
By: Shell Offshore Inc., its Managing General Partner

By: B. D. Griffin
 B. D. Griffin, Attorney-in-Fact

STATE OF TEXAS §
 COUNTY OF HARRIS §

On this 29th day of December, 1993, personally appeared B. D. Griffin, known to me to be the person whose name is subscribed to the foregoing instrument as Attorney-in-Fact for Shell Offshore Inc., Managing General Partner of Shell Oil & Gas Investment Limited Partnership, a limited partnership, and acknowledged to me that he subscribed the name of Shell Oil & Gas Investment Limited Partnership as principal, and his own name as Attorney-in-Fact for Shell Offshore Inc., its Managing General Partner.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 29th day of December, 1993.



Marilu I. Tauler
 Notary Public in and for Harris County, Texas