

STATE OF TEXAS

COUNTY OF DEWITT

48179

MEMORANDUM OF ASSIGNMENT

SHELL WESTERN E&P INC., a Delaware corporation, hereby gives notice that effective October 1, 1993, for good and valuable consideration, it assigned and conveyed to SHELL OIL & GAS INVESTMENT LIMITED PARTNERSHIP, a Delaware limited partnership, 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 9th day of December, 1993.

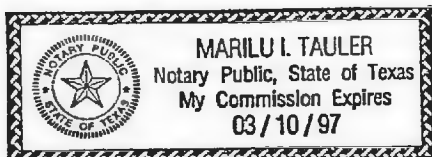
SHELL WESTERN E&P INC.

By

B. D. Griffin
Attorney-in-Fact

On this 9th 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 Western E&P Inc., a corporation, and acknowledged to me that he subscribed the name of Shell Western E&P Inc. as principal, and his own name as Attorney-in-Fact.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 9th day of December, 1993.



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