

STATE OF TEXAS

COUNTY OF POLK

MEMORANDUM OF ASSIGNMENT

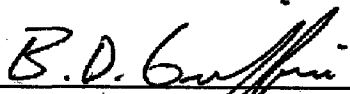
SHELL WESTERN E&P INC., a Delaware corporation, whose mailing address is 200 North Dairy Ashford, Houston, TX 77079, hereby gives notice that effective October 1, 1993, for good and valuable consideration, it assigned and conveyed to SHELL OIL & GAS INVESTMENT LIMITED PARTNERSHIP, a Delaware limited partnership, whose mailing address is P.O. Box 831, Houston, TX 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

17 day of January, 1994.

SHELL WESTERN E&amp;P INC.

By



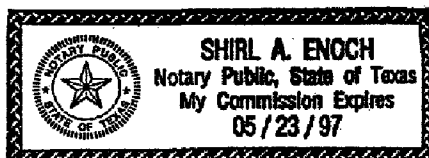
B. D. Griffin, Attorney-in-Fact

STATE OF TEXAS

COUNTY OF HARRIS

On this 17 day of January, 1994, 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 17 day of January, 1994.



Notary Public in and for  
Harris County, Texas

T 28447 1 001	05/15/57	C I WINTERS ET AL	VOL 53 PG 632	20 ACRES, MORE OR LESS, OUT OF THE SCHWAB ACE FIELD, AND ONLY INsofar AS SAID LEASE COVERS ALL DEPTHS BELOW THE DEEPEST HISTORICAL PRODUCTION ON SAID LEASE, OR UPON ANY UNIT IN WHICH THIS LEASE IS CONTAINED IN WHOLE OR IN PART ON JULY 1, 1985.
T 41239 1 001	08/08/66	KIRBY LUMBER CORPORATION	VOL 70 PG 164	59.18 ACRES, MORE OR LESS, OUT OF THE NW CORNER OF THE P A SUBLETT LEAGUE, A-71. AND ONLY INsofar AS SAID LEASE COVERS DEPTHS BETWEEN THE DEEPEST HISTORICAL PRODUCTION ON SAID LEASE, OR UPON ANY UNIT IN WHICH THIS LEASE IS CONTAINED IN WHOLE OR IN PART ON JULY 1, 1985 AND 8000'.

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