

STATE OF TEXAS

COUNTY OF POLK

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MEMORANDUM OF ASSIGNMENT

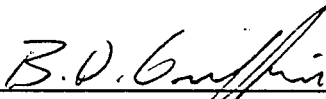
SHELL OIL & GAS INVESTMENT LIMITED PARTNERSHIP, a Delaware limited partnership, having an address of P.O. Box 831, Houston, Texas 77001, hereby gives notice that effective December 1, 1993, for good and valuable consideration, it assigned and conveyed to SHELL ONSHORE VENTURES INC., a Delaware corporation, 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 17 day of February, 1994.

SHELL OIL &amp; GAS INVESTMENT LIMITED PARTNERSHIP

By: Shell Offshore Inc., its Managing General Partner

By:



B. D. Griffin, Attorney-in-Fact

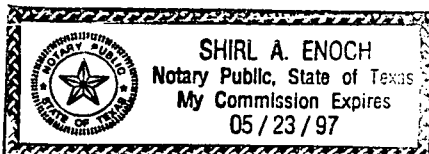
STATE OF TEXAS

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COUNTY OF HARRIS

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



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Notary Public in and for Harris County, Texas

STATE OF TEXAS

COUNTY OF POLK

SHELL FILE NO.	DATE	LESSOR NAME	REC. DATA	DESCRIPTION
T 11887 1 001	03/23/33	ARCH MACDONALD	VOL 10 PG 405	1473.5 ACRES, MORE OR LESS, OUT OF THE P A SUBLETT LEAGUE, A-71 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 11887 2 001	08/13/36	WM FREE ET AL	VOL 17 PG 596	1061 ACRES, MORE OR LESS, OUT OF THE P A SUBLETT LEAGUE, A-71, 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 11887 3 001	06/19/36	JAMES A FOWLER ET AL	VOL 144 PG 332	1060 ACRES, MORE OR LESS, OUT OF THE P A SUBLETT LEAGUE, A-71, 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 11887 4 001	06/21/36	CARRIE MAY MARSHALL ET AL	VOL 49 PG 454	1060 ACRES, MORE OR LESS, OUT OF THE P A SUBLETT LEAGUE, A-71, 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 11887 5 001	06/22/36	TESSIE L TWYMAN ET VIR	VOL 49 PG 461	1060 ACRES, MORE OR LESS, OUT OF THE P A SUBLETT LEAGUE, A-71, 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 11887 6 001	06/23/36	JAMES HENRY HAMILTON ET AL	VOL 49 PG 450	1060 ACRES, MORE OR LESS, OUT OF THE P A SUBLETT LEAGUE, A-71, 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 11887 7 001	06/21/36	W L FOWLER ET AL	VOL 49 PG 441	1060 ACRES, MORE OR LESS, OUT OF THE P A SUBLETT LEAGUE, A-71, 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 11887 8 001	06/20/36	MRS. SUSAN E GARVIN	VOL 144 PG 330	1060 ACRES, MORE OR LESS, OUT OF THE P A SUBLETT LEAGUE, A-71, 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.

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T 11887 9 001	06/22/36	UDORA MAYES	VOL 49 PG 458	1060 ACRES, MORE OR LESS, OUT OF THE P A SUBLETT LEAGUE, A-71, 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 11887 10 001	06/22/36	E R FOWLER	VOL 49 PG 438	1060 ACRES, MORE OR LESS, OUT OF THE P A SUBLETT LEAGUE, A-71, 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 11887 11 001	07/16/36	MATTIE KING	VOL 17 PG 591	1060 ACRES, MORE OR LESS, OUT OF THE P A SUBLETT LEAGUE, A-71, 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 11887 12 001	06/23/36	FRENCH FOWLER ET AL	VOL 49 PG 446	1060 ACRES, MORE OR LESS, OUT OF THE P A SUBLETT LEAGUE, A-71, 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 12744 1 001	03/20/33	FRED L DOUCETTE	VOL 10 PG 355	158.48 ACRES, MORE OR LESS, OUT OF THE P A SUBLETT LEAGUE, A-71 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 16368 1 001	11/10/38	WEST SECURITIES COMPANY ET AL	VOL 21 PG 162	40 ACRES, MORE OR LESS, BEING DESCRIBED IN PARTIAL RELEASE DATED 6/4/46 BY METES & BOUNDS RECORDED IN VOL 32, PG 434 AS TWO TWENTY ACRE PARCELS OUT OF THE P A SUBLETT LEAGUE, A-71, 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 16368 2 001	12/14/38	CLARK DAVIS ET AL	VOL 21 PG 282	100 ACRES, MORE OR LESS, OUT OF THE P A SUBLETT LEAGUE, A-71, 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 16368 3 001	01/20/39	MARY E MACDONALD, IND. AND EXECUTRIX OF THE ESTATE OF L A MACDONALD	VOL 21 PG 286	100 ACRES, MORE OR LESS, OUT OF THE P A SUBLETT LEAGUE, A-71, 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 28445 1 001	05/15/57	C I WINTERS ET AL	VOL 53 PG 641	126.29 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.