

STATE OF TEXAS

COUNTY OF POLK

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MEMORANDUM OF ASSIGNMENT

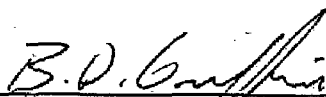
SHELL OIL & GAS INVESTMENT LIMITED PARTNERSHIP, a Delaware limited partnership, having an address of P.O. Box 831, Houston, Texas 77001, hereby gives notice that effective December 1, 1993, for good and valuable consideration, it assigned and conveyed to SHELL ONSHORE VENTURES INC., a Delaware corporation,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

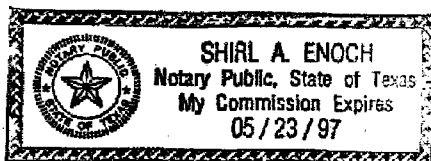
STATE OF TEXAS

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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

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'.