ASSIGNMENT OF OVERRIDING ROYALTY

THE STATE OF UTAH
COUNTY OF DUCHESNE

KNOW ALL MEN BY THESE PRESENTS, THAT:

SPECTRUM OIL & GAS COMPANY, hereinafter referred to as "Assignor," whose address is 1010 Lamar Building, Suite 1445, Houston, Texas 77002, for and in consideration of the sum of ten and No/100 ($10.00) Dollars and other good and valuable considerations, in hand paid, the receipt and sufficiency of which are hereby acknowledged, does hereby BARGAIN, SELL, ASSIGN, TRANSFER, SET OVER and CONVEY, an overriding royalty (said override) equal to 2.8936% of all oil, gas and other minerals which may be produced, saved and sold from or allocated to the lands (said lands) described on the attached Exhibit "A" and under the terms and provisions of the oil and gas mineral leases (said leases) described on the attached Exhibit "A" and any and all ratifications and amendments of said leases, to the following named individuals, their heirs and assigns hereinafter collectively referred to as "Assignee," whose address is 1010 Lamar Building, Suite 1445, Houston, Texas 77002:

M.Ray Thomasson	.29297%
Clarence E. Hottman	.25155%
Donald R. Hughes	.24624%
Robert K. McCormack	.24624%
James L. Rumsey	.24624%
Lee B. Backsen	.24132%
D. Calvin Blue, Jr.	.23752%
T. L. Bezzerides	.22880%
John A. Williams	.22880%
William M. Middleton	.22730%
William H. Gumma	.22880%
Jay H. Smith	.21782%
	2.89360%

222858
ENTRY NO. _____ DATE 3-15-82 TIME 12:12 PM BOOK 171 PAGE 282-304
FEE $ 15.00 RECORDED AT REQUEST OF Spectrum Oil & Gas Co
Wayne W Burdick DUCHESNE COUNTY RECORDER _____ DEPUTY

Said override shall be free and clear of any cost and expense of exploration, development and operations; excepting taxes applicable to said override and the production therefrom; provided, however, that if said leases (on a lease-by-lease basis) cover less than the entire and undivided oil and gas mineral estate in and to the lands covered by and described in said leases, said override shall be reduced in the proportion which the fractional part of the oil and gas mineral estate covered by said leases in said lands bear to the entire and undivided oil and gas mineral estate in the lands covered by and described in said leases, and if Assignor should own less than all of the oil and gas leasehold estate created by said leases, said override shall be reduced in the proportion which the fractional part of the oil and gas leasehold estate owned by Assignor bears to the entire and undivided oil and gas leasehold estate created by said leases.

Assignor reserves unto itself, the right and power, to the extent that it now or hereafter may possess such power, at the option of Assignor, its successors or assigns, to pool, unitize or combine said lands described on Exhibit "A" or any portion thereof with other lands, leases or mineral estates. If said leases or any part thereof are pooled or unitized, said override shall be reduced in the proportion that the acreage burdened by said override bears to all acreage included in any such pooled unit or unitized area.

This Assignment is made without warranty, either expressed or implied, except as to claims of all persons claiming or to claim by, through or under Assignor, but not otherwise.

EXECUTED this the 9th day of March, 1982.

ATTEST:

SPECTRUM OIL & GAS COMPANY

James L. Ramsey
Secretary

By: William M. Middleton
William M. Middleton
Vice President

STATE OF TEXAS §
§
COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, on this day personally appeared William M. Middleton, known to me to be the person whose name is subscribed to the foregoing instrument, as Vice President of SPECTRUM OIL & GAS COMPANY, a Texas corporation, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity therein stated, and as the act and deed of said corporation.

Given under my hand and seal of office, this 9th day of March, 1982.

Carol A. Petrakos
Notary Public

CARROL A. PETRAKOS
Notary Public State of Texas
My Commission Expires May 11, 1985
Bonded by S. Alexander Lovett, Lawyers Surety Corp.

EXHIBIT "A"

Attached to and made a part of that certain Assignment of Overriding Royalty dated March 10, 1982, from Spectrum Oil & Gas Company, as Assignor, to M. Ray Thomasson, et al, as Assignee.

LESSOR	LESSEE	DATE	DESCRIPTION	RECORDED BOOK	RECORDED PAGE
Shirley B. Dickey, a single woman	Wilbanks & Associates, Inc.	3/16/81	Covering 40 gross acres in Section 15, T1S, R5W	160 MR	533-534
[illegible] A. Braegger and Helen H. Braegger, husband and wife	Wilbanks & Associates, Inc.	12/11/80	Covering 160 gross acres in Sections 15 and 22, T1S, R5W	158 MR	849-850
Ada C. Hansen, a widow	Wilbanks & Associates, Inc.	12/12/80	Covering 160 gross acres in Sections 15 and 22, T1S, R5W	159 MR	173-174
Charles L. Bleazard and Kathryn Bleazard, husband and wife	Wilbanks & Asosciates, Inc.	12/5/80	Covering 320 gross acres in Section 16, T1S, R5W	158 MR	700-701
Jean B. Middleton, a/k/a Jean Be. Middleton, a/k/a Jean Middleton and Jackson B. Middleton, wife and husband	Wilbanks & Associates, Inc.	3/16/81	Covering 40 gross acres in Section 15, T1S, R5W	162 MR	331-332
Margaret E. Bleazard, a/k/a [illegible]garet Bleazard, f/k/a [illegible]garet B. Schoenecke, a single woman	Wilbanks & Associates, Inc.	3/16/81	Covering 40 gross acres in Section 15, T1S, R5W	160 MR	531-532
Donald W. Bleazard, a married [illegible]dealing in his sole and [illegible]rate property	Wilbanks & Associates, Inc.	3/16/81	Covering 40 gross acres in Section 15, T1S, R5W	160 MR	521-522
Delbert I. Bleazard, Jr., a/k/a Delbert Bleazard, Jr., a married man dealing in his sole and separate property	Wilbanks & Associates, Inc.	3/16/81	Covering 40 gross acres in Section 15, T1S, R5W	160 MR	529-530
Blaine Killian and Faye Killian, his wife	Wilbanks & Associates, Inc.	1/27/81	Covering 1080 gross acres in Sections 10, 11, 1[illegible], 1[illegible] and 2[illegible] T1S, R5W	[illegible]	[illegible]-89

LESSOR	LESSEE	DATE	DESCRIPTION	RECORDED BOOK	RECORDED PAGE
Rowland H. Merrill and Margaret C. Merrill, husband and wife	Wilbanks & Associates, Inc.	2/13/81	Covering 1484.49 gross acres in Sections 22,23,29,30,T2S,R2W; and Section 25, T2S, R3W	159 MR	557-558
Taylor H. Merrill and Marion S. Merrill, his wife	Wilbanks & Associates, Inc.	2/23/81	Covering 1484.49 gross acres in Sections 22,23,29,30,T2S, R2W; and Section 25, T2S, R3W	159 MR	569-570
Richard F. McKean and Maurine G. McKean, husband and wife	Wilbanks & Associates, Inc.	3/25/81	Covering 1484.49 gross acres in Sections 22,23,29,30, T2S, R2W; and Section 25, T2S, R3W	160 MR	367-368
Ronald Miles and Carolyn G. Miles, husband and wife	Wilbanks & Associates, Inc.	1/28/81	Covering 1484.49 gross acres in Sections 22,23,29,30, T2S, R2W; and Section 25, T2S, R3W	159 MR	539-540
Linda McDaniels, a/k/a Linda McDaniel, and Paul McDaniels, a/k/a Paul McDaniel, her husband	Wilbanks & Associates, Inc.	4/1/81	Covering 1484.49 gross acres in Sections 22,23,29,30, T2S, R2W; and Section 25, T2S, R3W	161 MR	628-629
Barbara M. Merrill, a widow	Wilbanks & Associates, Inc.	2/23/81	Covering 1484.49 gross acres in Sections 22,23,29,30, T2S, R2W; and Section 25, T2S, R3W	160 MR	82-83
Morris M. Monsen and Dolores G. Monsen, husband and wife	Wilbanks & Associates, Inc.	2/2/81	Covering 1484.49 gross acres in Sections 22,23,29,30, T2S, R2W; and Section 25, T2S, R3W	159 MR	561-562
Carolyn G. Miles and Ronald Miles, her husband	Wilbanks & Associates, Inc.	1/28/81	Covering 1484.49 gross acres in Sections 22,23,29,30, T2S, R2W and Section 25, T2S, R3W	159 MR	545-546
Fred C. Mathews and Carma G. Mathews, husband and wife	Wilbanks & Associates, Inc.	2/4/81	Covering 1484.49 gross acres in Sections 22,23,29,30, T2S, R2W; and Section 25, T2S, R3W	159 MR	575-576
Robert D. Noble and Karen H. Noble, husband and wife	Wilbanks & Associates, Inc.	3/31/81	Covering 1484.49 gross acres in Sections 22,23,29,30, T2S, R2W; and Section 25, T2S, R3W	162 MR	769-770
David Poore, a/k/a David N. Poore, a married man, dealing in his sole and separate property	Wilbanks & Associates, Inc.	2/3/81	Covering 837.2275 acres in Sections 20,28,30, T2S, R1W; and Sections 24,25, T2S, R2W	160 MR	687-689
Lewis Poore, a/k/a Louis Poore, a/k/a Louis G. Poore, a single man	Wilbanks & Associates, Inc.	2/3/81	Covering 837.2275 acres in Sections 20, 28,30, T2S, R1W; and Sections 24, 25, T2S, R2W	160 MR	520-522
Marlene Seeley Reidhead, f/k/a Marlene Seeley and Allen G. Reidhead, wife and husband	Wilbanks & Associates, Inc.	3/31/81	Covering 640 acres in Section 22, T2S, R2W	160 MR	384-385

LESSOR	LESSEE	DATE	DESCRIPTION	RECORDED BOOK	RECORDED PAGE
Eileen Judith Ryan, formerly Ilene Foore, a married woman, dealing in her sole and separate property	Wilbanks & Associates, Inc.	2/3/81	Covering 837.2275 gross acres in Sections 20,28,30, T2S, R1W; and Sections 24,25, T2S, R2W	160 MR	517-519
Marlene Seeley Reihead, f/k/a Marlene Seeley and Allen C. Reidhead, wife and husband	Wilbanks & Associates, Inc.	3/31/81	Covering 360 acres in Section 23, T2S, R2W	160 MR	386-387
Marlene Seeley Reidhead, f/k/a Marlene Seeley and Allen G. Reidhead, wife and husband	Wilbanks & Associates, Inc.	3/31/81	Covering 484.49 gross acres in Sections 29,30, T2S, R2W; and Section 25, T2S, R3W	160 MR	394-395
Alan J. Richman and Jeanne Richman, his wife	Wilbanks & Associates, Inc.	2/2/81	Covering 1484.49 gross acres in Sections 22,23,29,30, T2S, R2W; and Section 25, T2S, R3W	159 MR	549-550
William C. Reeder and Mary Lee Reeder, husband and wife	Wilbanks & Associates, Inc.	4/7/81	Covering 1484.49 gross acres in Sections 22,23,29,30, T2S, R2W; and Section 25, T2S, R3W	160 MR	388-389
Thomas E. Robinson and Virginia W. Robinson, husband and wife	Wilbanks & Associates, Inc.	4/7/81	Covering 1484.49 gross acres in Sections 22,23,29,30, T2S, R2W; and Section 25, T2S, R3W	160 MR	392-393
Daniel A. Sisk and Katherine B. Sisk, his wife	Wilbanks & Associates, Inc.	2/9/81	Covering 1484.49 gross acres in Sections 22,23,29,30, T2S, R2W; and Section 25, T2S, R3W	160 MR	427-428
Don Carlos Seeley, a single man	Wildbanks & Associates, Inc.	4/1/81	Covering 1484.49 gross acres in Sections 22,23,29,30, T2S, R2W; and Section 25, T2S, R3W	160 MR	390-391
Wallace Dal Seeley and Beatrice Angus Seeley, husband and wife	Wilbanks & Associates, Inc.	3/31/81	Covering 1484.49 gross acres in Sections 22,23,29,30, T2S, R2W; and Section 25, T2S, R3W	160 MR	359-360
Kaye Seeley, a single man	Wilbanks & Associates, Inc.	2/11/81	Covering 1484.49 gross acres in Sections 22,23,29,30, T2S, R2W; and Section 25, T2S, R3W	159 MR	533-534
Kirk G. Seeley and Jennifer Jones Seeley, husband and wife	Wilbanks & Associates, Inc.	2/5/81	Covering 1484.49 gross acres in Sections 22,23,29,30, T2S, R2W; and Section 25, T2S, R3W	159 MR	565-566
LaRae Smith and Larry Smith, her husband	Wilbanks & Associates, Inc.	3/31/81	Covering 1484.49 gross acres in Sections 22,23,29,30, T2S, R2W; and Section 25, T2S, R3W	160 MR	685-686