

Sequence of Events: W/2-Sec 12-T29N-R13W
San Juan County, NM

1-11-93 Richardson Operating Company (ROPCO) letter to Amoco offering to farmin for a continuous drilling program 3520 gross acres (including the W/2-Sec 12-T29N-R13W). ROPCO would commence drilling within 45 days of execution of a farmout agreement, and would drill to the base of the Pictured Cliffs formation with no more than 30 days between wells. Barbara Sturgeon at Amoco verbally declined the offer.

11-29-93 Cathy Colby at ROPCO made telephone call to Julie Talbot (now Jenkins) at Amoco, and other leasehold owners, as to the availability of the W/2-Sec 12-T29N-R13W. ROPCO was asked to submit written offers. Amoco specifically asked that ROPCO put several alternatives in writing; Amoco would possibly prefer to sell out completely.

12-2-93 ROPCO letter to Amoco offering 1.) outright purchase, 2.) purchase with reservation of an ORRI, 3.) farmout to ROPCO, with a 90 day drilling commitment.

12-3-93 ROPCO letter to Estate of John J. Redfern, Jr., Rosalind Redfern, Kerr-McGee Corporation, Rod Markham, J. Harvey Herd, Chuck Christmann offering 1.) outright purchase, 2.) purchase with reservation of an ORRI, 3.) farmout to ROPCO, with a 90 day drilling commitment.

1-10-94 ROPCO bought interest of J. Harvey Herd

10-5-94 ROPCO bought interest of the Estate of John J. Redfern, Jr.

2-14-95 Amoco letters to ROPCO proposing two Pictured Cliffs wells: 1) NW/4 (footages on AFE actually place well in SW/4) and 2) SW/4-Sec 12-T29N-R13W. No response date given for return of AFE's.

2-24-95 Cathy Colby of ROPCO made telephone call to Greg Grotke of Amoco regarding possible acreage trade, to avoid being co-owners in the same wells. Amoco would look at their leasehold position and get back with ROPCO.

3-6-95 ROPCO faxed well proposals and AFE's to all parties for a PC well in the NW/4 and a PC/FC downhole commingled well in the SW/4-Sec 12-T29N-R13W. Letter states Operating Agreements would be furnished upon written request. Confirmed that all faxes were received. Late in afternoon ROPCO received fax from Amoco terminating all negotiations regarding an acreage trade. Letter also states Amoco will respond soon in writing to ROPCO's PC and PC/FC well proposals. Rosalind Redfern executes ROPCO's AFE's for PC well (NW/4) and PC/FC well (SW/4).

3-9-95 Amoco applies to OCD to get on 4-6-95 docket for compulsory pooling for a PC well in NW/4-12 and a PC/FC downhole commingled well in SW/4-Sec 12.

3-14-95 Amoco mails to ROPCO a copy of its 3-9-95 OCD application cover letter, which is received by ROPCO on 3-15-95, one day after deadline to get on docket for 4-6-95 hearing. Rod Markham executes ROPCO's AFE's for PC well (NW/4) and PC/FC well (SW/4). Richardson applies to OCD for compulsory pooling for a PC well in NW/4-12 and a PC/FC downhole commingled well in SW/4-Sec 12.

3-15-95 Christmann Mineral Company executes ROPCO AFE's for PC well (NW/4) and PC/FC well (SW/4).

3-16-95 ROPCO receives Amoco PC/FC downhole commingled well proposal for SW/4-Sec 12-T29N-R13W. Amoco letter dated 3-13-95, mailed 3-15-95. No response date on letter, Amoco interest wrong on AFE for FC, not an orthodox location.

3-18-95 Manon McMullen executes ROPCO AFE's for PC well (NW/4) and PC/FC well (SW/4).

3-28-95 Richardson gives notice to OCD & Amoco of its appearance as an interested party adversely affected and in opposition of Amoco's compulsory pooling application.

4-7-95 ROPCO receives telephone call from John O'Brien at Kerr-McGee. Kerr-McGee will support the company selected by the OCD as operator by granting an oil and gas lease to same.

BEFORE THE

OIL CONSERVATION DIVISION

Case No. 11246/11247 Exhibit No. 6

Submitted By:

Richardson Operating Company

Hearing Date: April 6th 1995



RICHARDSON OPERATING COMPANY

1700 Lincoln, Suite 1700
Denver, Colorado 80203 (303) 830-8000
FAX (303) 830-8009

January 11, 1993

Amoco Production Company
Southern Division
1670 Broadway
P.O. Box 800
Denver, CO 80201

Attn: Barbara Sturgeon

Dear Ms. Sturgeon:

Amoco Production Company (Amoco) owns an apparent interest in oil and gas leases underlying part or all of the following described lands in San Juan County, New Mexico:

Township 29 North, Range 13 West, NMPM
Section 12: W/2
Section 14: All

Township 30 North, Range 13 West, NMPM
Section 24: All

Township 30 North, Range 12 West, NMPM
Section 19: All
Section 30: All
Section 31: All

Richardson Operating Company (ROPCO) respectfully requests a farmout from Amoco of the above acreage on the following general terms and conditions:

1. ROPCO will commence a continuous drilling program on the captioned land within 45 days from the date of acceptance of a formal farmout contract pertaining to the above lands. All wells shall be drilled, at the sole cost, risk and expense of ROPCO to a minimum depth of the base of the Pictured Cliffs Formation. No more than 30 days shall elapse between drilling rig release of one well and commencement of the next well. All wells shall be commenced by December 31, 1993. MROC shall not proceed below and shall not be entitled to earn any interest below the base of the Pictured Cliffs formation. The only penalty for failure to timely commence any well proposed hereunder shall be the loss of any further rights to commence additional wells hereunder.

Amoco Production Company

January 11, 1993

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2. Upon completion of each of the wells as producers of oil and or gas, Amoco will deliver an assignment of 100% of its working interest in the underlying leasehold interest, as to the drillsite spacing unit only, and to the deepest depth drilled in such well. Amoco shall reserve a net revenue interest equal to the difference between thirty percent (30%) and existing burdens, delivering ROPCO a seventy percent (70%) net revenue interest in such lands and leases, proportionately reduced where Amoco holds less than 100% of the working interest in such drillsite spacing unit.
3. Amoco shall retain first right of refusal to purchase all oil and/or natural gas produced pursuant to the farmout contract, at market prices and terms.
4. Amoco shall be entitled to access to the drilling rig(s), and all information derived from the drilling of said wells.
5. The parties shall enter into a formal farmout contract embracing the terms and conditions herein and other terms and conditions to be agreed upon between the parties, and standard to the industry. This letter agreement will not survive the execution of the formal farmout agreement. No liability shall exist between the parties prior to the execution of the formal agreement between Amoco and ROPCO.

If you agree with the above, please so indicate by signing one copy of this letter in the space indicated and returning it to the undersigned at your earliest convenience.

Sincerely,



Peter A. Gowan
Land Manager

Understood and agreed this ___ day of _____, 199_.

AMOCO PRODUCTION COMPANY

November 29, 1993

To: David

From: Cathy

Re: W/2-Sec 12-T29N-R13W
San Juan County, NM

David,

I talked with Amoco and 50% of the Redfern group regarding the availability of the captioned acreage. All parties indicated the acreage is available, and they want us to submit an offer. We should offer a couple of alternatives, ie:

1. Purchase leasehold, no additional ORRI's (Amoco will possible prefer this)
2. Purchase leasehold, and give an ORRI
3. Farmout

Ownership is as follows:

Amoco	NRI: 62.7893%	WI: 73.6281%	(=85.2789%)
Redfern	NRI: 21.5129%	WI: 26.3719%	(=81.5751%)

Please let me know what terms you would like to offer.



RICHARDSON OPERATING COMPANY

1700 Lincoln, Suite 1700
Denver, Colorado 80203 (303) 830-8000
FAX (303) 830-8009

December 2, 1993

Ms. Julie Talbot
Amoco Production Company
P.O. Box 800
Denver, CO 80201

Re: Offer to Purchase or Farmin Acreage
W/2-Sec 12-T29N-R13W
San Juan County, NM

Dear Julie:

This letter is in response to our telephone conversation of November 29, 1993. A recent title check indicates that Amoco Production Company owns various leasehold rights in the captioned acreage, from the surface to the base of the Pictured Cliffs formation, as set forth on the attached Exhibit "A". Richardson Production Company is interested in acquiring Amoco's leasehold rights, and offers the following alternatives:

1. Purchase all of Amoco's interest for \$200.00 per net acre, with no additional overriding royalty reservations.
2. Purchase all of Amoco's interest for \$100.00 per net acre, with Amoco reserving a proportionate overriding royalty interest equal to the difference between existing burdens and 20%.
3. Enter into a farmout agreement covering all of Amoco's interest, giving Richardson 90 days in which to drill a well, with Amoco reserving a proportionate nonconvertible overriding royalty interest equal to the difference between existing burdens and 20%.

Thank you for considering our offer. We look forward to hearing from you on this matter.

Sincerely,

RICHARDSON PRODUCTION COMPANY

Cathleen Colby
Cathleen Colby
Land Manager

Exhibit "A"

All of the following lands are located in San Juan County, New Mexico:

Lease 1

Lessor: Bernice A. Burnham, a widow
Lessee: Hugh J. Mitchell
Dated: October 27, 1959
Recorded: Book 438, Page 294
Lands: Township 29 North, Range 13 West, NMPM
Section 12: S/2NW/4, W/2SW/4, excepting that part of
the SW/4NW/4 lying North and West of the
Animas River

Gross Acres: 153.93
Net Acres: 76.965
Net Royalty: 6.25%
Net ORR's: 1.25%

Lease 2

Lessor: Margaret Reiser and her husband, E. T. Reiser, also
referred to as T. E. Reiser
Lessee: Weldon C. Julander
Dated: October 5, 1959
Recorded: Book 432, Page 147
Lands: Township 29 North, Range 13 West, NMPM
Section 12: S/2NW/4, W/2SW/4, excepting that part of
the SW/4NW/4 lying North and West of the
Animas River

Gross Acres: 153.93
Net Acres: 76.965
Net Royalty: 6.25%
Net ORR's: 1.5%

Lease 3

Lessor: Paula A. Maxwell and husband, Louis O. Maxwell
Lessee: Hugh J. Mitchell
Dated: May 24, 1958
Recorded: Book 382, Page 15
Lands: Township 29 North, Range 13 West, NMPM
Section 12: NE/4NW/4

Gross Acres: 40.00
Net Acres: 20.00
Net Royalty: 6.25%
Net ORR's: 1.25%

Lease 4

Lessor: Wayne Tarpley
Lessee: Hugh J. Mitchell
Dated: May 24, 1958
Recorded: Book 382, Page 17
Lands: Township 29 North, Range 13 West, NMPM
Section 12: NE/4NW/4

Gross Acres: 40.00
Net Acres: 20.00
Net Royalty: 6.25%
Net ORR's: 1.25%

Lease 5

Lessor: Northern Specialty Company, Incorporated
Lessee: Pan American Petroleum Corporation
Dated: March 6, 1964
Recorded: Book 579, Page 10
Lands: Township 29 North, Range 13 West, NMPM
Section 12: That part of the SW/4NW/4: Beginning at a point where the west line of the SW/4NW/4, aforesaid, intersects the south line of the D.&R.G.R.R.Co. right of way, which point is South 0 deg. 58' West 334.5 feet from the NW corner of said SW/4NW/4; Thence North 44 deg. 32' East 163.0 feet; Thence South 38 deg. 40' East 275.85 feet; Thence South 66 deg. 56' West 324.1 feet; Thence North 0 deg. 58' East 235.6 feet to the point of beginning.

Gross Acres: 1.33
Net Acres: 1.33
Net Royalty: 12.5%
Net ORR's: -0-

Lease 6

Lessor: Glenn P. Wycoff and wife, Anna M. Wycoff
Lessee: Pan American Petroleum Corporation
Dated: March 6, 1964
Recorded: Book 581, Page 2
Lands: Township 29 North, Range 13 West, NMPM
Section 12: That part of the W/2NW/4: Beginning at a point which is South 89 deg. 56' East 286.09 feet from the Northwest corner of the SW/4NW/4 of said Section 12; Thence North 44 deg. 32' East 219.6 feet; Thence South 45 deg. 28' East 369.6 feet; Thence South 50 deg. 18' West 585.6 feet; Thence North 38 deg. 40' West 287.85 feet; Thence North 44 deg. 32' East 303.7 feet; Thence North 89 deg. 56' West 35.6 feet, to the point of beginning.

Gross Acres: 4.24
Net Acres: 4.24
Net Royalty: 12.5%
Net ORR's: -0-

Lease 7

Lessor: The Town of Farmington
Lessee: Pan American Petroleum Corporation
Dated: May 20, 1964
Recorded: Book 577, Page 142
Lands: Township 29 North, Range 13 West, NMPM
Section 12: First Tract: 1.42 acres, more or less, in the NW/4NW/4: Beginning at a point which is South 89 deg. 56' East 286.09 feet and North 44 deg. 32' East 519.6 feet from the Northwest corner of the Southwest Quarter of the Northwest Quarter; Thence North 44 deg. 32' East

435.5 feet; Thence South 11 deg. 32' West 519.2 feet; Thence North 45 deg. 28' West 282.8 feet to the place of beginning.

Second Tract: 2.21 acres, more or less, in the W/2NW/4: Beginning at a point which is South 89 deg. 56' East 286.09 feet and North 44 deg. 32' East 219.6 feet from the Northwest corner of the SW/4NW/4; Thence North 44 deg. 32' East 300 feet; Thence South 45 deg. 28' East 282.8 feet; Thence South 28 deg. 20' West 312.1 feet; Thence North 45 deg. 28' West 369.6 feet to the place of beginning.

Gross Acres: 3.63
Net Acres: 3.63
Net Royalty: 12.5%
Net ORR's: -0-

Lease 8

Lessor: Don Tanner and wife, Ruth Tanner
Lessee: Pan American Petroleum Corporation
Dated: May 6, 1964
Recorded: Book 577, Page 141
Lands: Township 29 North, Range 13 West, NMPM

Section 12: That part of the W/2NW/4: Beginning at the intersection of the West line of Section 12 and the North right-of-way line of Highway 550; Thence North 44 deg. 01' East along the North right-of-way line of Highway 550, 273.4 feet; Thence North 45 deg. 59' West, 261.9 feet; Thence South 0 deg. 46' West along the West line of Section 12, 378.4 feet to the point of beginning.

Gross Acres: 1.82
Net Acres: 1.82
Net Royalty: 12.5%
Net ORR's: -0-

Lease 9

Lessor: J.J. DeWeerd and wife, Louise A. DeWeerd
Lessee: Pan American Petroleum Corporation
Dated: August 24, 1964
Recorded: Book 587, Page 33
Lands: Township 29 North, Range 13 West, NMPM

Section 12: All of Lessor's right, title and interest in the oil, gas and other minerals lying South and East of the Denver & Rio Grande RR in the W/2NW/4

Gross Acres: 8.46
Net Acres: 8.46
Net Royalty: 12.5%
Net ORR's: -0-



RICHARDSON OPERATING COMPANY

1700 Lincoln, Suite 1700
Denver, Colorado 80203 (303) 830-8000
FAX (303) 830-8009

December 3, 1993

Mr. Vern Dwyer
The Estate of John J. Redfern, Jr.
P.O. Box 50896
Midland, TX 79710

Mr. Rod Markham
Mr. Jack Markham
1500 Broadway, Suite 1212
Lubbock, TX 79401-3132

Mrs. Rosalind Redfern
P.O. Box 2127
Midland, TX 79702

Mr. J. H. Herd
P.O. Box 130
Midland, TX 79702-0130

Mr. John Alloway
Kerr-McGee Corporation
P.O. Box 25861
Oklahoma City, OK 73125

Mr. Chuck Christmann
Mr. John J. Christmann
1500 Broadway, Suite 800
Lubbock, TX 79401-3116

Re: Offer to Purchase or Farmin Acreage
W/2-Sec 12-T29N-R13W
San Juan County, NM

Gentlemen:

A recent title check indicates that the above named parties own various leasehold rights in the captioned acreage, from the surface to the base of the Pictured Cliffs formation, as set forth on the attached Exhibit "A". Richardson Production Company is interested in acquiring each of your leasehold rights, and offers the following alternatives:

1. Purchase all leasehold interest for \$150.00 per net acre, with no additional overriding royalty reservations.
2. Purchase all leasehold interest for \$100.00 per net acre, with each part reserving a proportionate overriding royalty interest equal to the difference between existing burdens and 20%.
3. Enter into a farmout agreement covering all leasehold interest, giving Richardson 90 days in which to drill a well, with each party reserving a proportionate nonconvertible overriding royalty interest equal to the difference between existing burdens and 20%.

Richardson's offer is subject to all parties signing a Stipulation of Interest confirming the individual interests set out on the attached Exhibit "A".

Thank you for taking the time to review our offer. We look forward to hearing from you on this matter.

Sincerely,

RICHARDSON PRODUCTION COMPANY

Cathleen Colby
Cathleen Colby
Land Manager

Exhibit "A"

The below described leasehold is owned in the following proportions:

Estate of John J. Redfern, Jr.	1/8
Rosalind Redfern	1/8
Kerr-McGee Corporation	1/12
Jack Markham	3/12
John J. Christmann	3/12
J. H. Herd	2/12

Lease 1

Lessor: Fred A. Mossman and wife, Mary K. Mossman
Lessee: John J. Redfern, Jr.
Dated: February 17, 1960
Recorded: Book 447, Page 91
Lands: Township 29 North, Range 13 West, NMPM
Section 12: That part of the NW/4NW/4, lying North and West of Highway 550, save and except a tract containing 0.82 acres as follows: A portion of the W/2NW/4, more specifically described as follows: Beginning at the intersection of the West line of Section 12 and the North right-of-way line of Highway 550; Thence North 44 deg. 01' East along the North right-of-way line of Highway 550, 273.4 feet; Thence North 45 deg. 59' West 261.9 feet; Thence South 0 deg. 46' West along the West line of Section 12, 378.4 feet to the point of beginning.

Gross Acres: 22.20
Net Acres: 22.20
Net Royalty: 12.5%
Net ORR's: -0-

Lease 2

Lessor: The Denver and Rio Grande Western Railroad
Lessee: John J. Redfern, Jr.
Dated: December 10, 1959
Recorded: Book 445, Page 2
Lands: Township 29 North, Range 13 West, NMPM
Section 12: All that portion of the fee title right-of-way of Lessor lying within the W/2

Gross Acres: 4.39
Net Acres: 4.39
Net Royalty: 12.5%
Net ORR's: -0-

Lease 3

Lessor: USA BLM SF-078931
Lessee: Glenn H. Callow
Dated: April 1, 1948
Recorded: Not Recorded
Lands: Township 29 North, Range 13 West, NMPM
Section 12: E/2SW/4

Gross Acres: 80.00
Net Acres: 80.00
Net Royalty: 12.5%
Net ORR's: 6.25%

All of the above described lands are located in San Juan County, New Mexico

EXHIBIT "A"

Attached to and made a part of that certain Assignment of Oil and Gas Leases between J. H. Herd and Harriet D. Herd, husband and wife, Assignor, and Richardson Production Company, Assignee, dated the 19th day of January, 1994.

Lease 1

Lessor: Fred A. Mossman and wife, Mary K. Mossman
Lessee: John J. Redfern, Jr.
Dated: February 17, 1960
Recorded: Book 447, Page 91
Lands: Township 29 North, Range 13 West, NMPM

Section 12: That part of the NW/4NW/4, lying North and West of Highway 550, save and except a tract containing 0.82 acres as follows: A portion of the W/2NW/4, more specifically described as follows: Beginning at the intersection of the West line of Section 12 and the North right-of-way line of Highway 550; Thence North 44 deg. 01' East along the North right-of-way line of Highway 550, 273.4 feet; Thence North 45 deg. 59' West 261.9 feet; Thence South 0 deg. 46' West along the West line of Section 12, 378.4 feet to the point of beginning.

Gross Acres: 22.20
Net Acres: 3.70
Net Royalty: 12.5%
Net ORR's: -0-

Lease 2

Lessor: The Denver and Rio Grande Western Railroad
Lessee: John J. Redfern, Jr.
Dated: December 10, 1959
Recorded: Book 445, Page 2
Lands: Township 29 North, Range 13 West, NMPM

Section 12: All that portion of the fee title right-of-way of Lessor lying within the W/2

Gross Acres: 4.39
Net Acres: 0.731
Net Royalty: 12.5%
Net ORR's: -0-

Lease 3

Lessor: USA BLM SF-078931
Lessee: Glenn H. Callow
Dated: April 1, 1948
Recorded: Not Recorded
Lands: Township 29 North, Range 13 West, NMPM

Section 12: E/2SW/4
Gross Acres: 80.00
Net Acres: 13.334
Net Royalty: 12.5%
Net ORR's: 6.25%

Insofar and only insofar as said leases cover from the surface of the earth to the base of the Pictured Cliffs formation.

All of the above lands are located in San Juan County, New Mexico.

End of Exhibit "A"

RECORDED
INDEXED
FILED

ASSIGNMENT OF OIL AND GAS LEASES

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, John J. Redfern, III, as Independent Executor of the Estate of John J. Redfern, Jr., Deceased, of P.O. Box 50890, Midland, TX 79710, hereinafter called Assignor, for and in consideration of One Dollar (\$1.00) and other good and valuable consideration, the receipt whereof is hereby acknowledged, does hereby sell, assign, transfer and set over unto High Plains Associates, Inc., of 1600 Broadway, Suite 1565, Denver, CO 80202, hereinafter called Assignee, all of his right, title and interest in and to the following Oil and Gas Leases in San Juan County, New Mexico:

Lease No. 1:

Description: Township 29 North, Range 13 West, NMPM
Section 12: That part of the NW4NW4 lying North and West of Highway 550, save and except a tract containing 0.82 acres as follows: A portion of the W2NW4, more specifically described as follows: BEGINNING at the intersection of the West line of Section 12 and the North right-of-way line of Highway 550, THENCE North 44° 01' East along the North right-of-way line of Highway 550, 273.4 feet; THENCE North 45° 59' West 261.9 feet; THENCE South 0° 46' West along the West line of Section 12, 378.4 feet to the point of beginning, containing 0.82 acres, more or less.

Acres: 22.20
Dated: February 17, 1960
Lessor: Fred A. Mossman and wife, Mary K. Mossman
Lessee: John J. Redfern, Jr.
✓ Recording Data: Book 447, Page 91

Lease No. 2:

Description: Township 29 North, Range 13 West, NMPM
Section 12: All that portion of the fee title right-of-way of Lessor lying within the W2

Acres: 4.39
Dated: December 10, 1959
Lessor: The Denver and Rio Grande Western Railroad
Lessee: John J. Redfern, Jr.
✓ Recording Data: Book 445, Page 2

Lease No. 3:

Description: Township 29 North, Range 13 West, NMPM
Section 12: E2SW4

Acres: 80.00
Dated: April 1, 1948
✓ Serial No.: SF-078931
Lessor: United States of America
Lessee: Glenn H. Callow
Recording Data: Not recorded

together with the rights incident thereto and the personal property thereon, appurtenant thereto, or used or obtained in connection therewith. This assignment is made without warranties whatsoever, either express or implied.

All of the provisions of this assignment shall be available to and binding upon the respective heirs, executors, administrators, successors, and assigns of the Assignor and Assignee herein.

EXECUTED this 12th day of SEPTEMBER August, 1994.

By:



John J. Redfern, III, as Independent
Executor of the Estate of John J.
Redfern, Jr., Deceased

Assignment of Oil and Gas Leases
Page 2

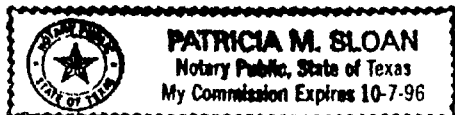
STATE OF TEXAS]
] ss.
COUNTY OF MIDLAND]

Before me, the undersigned notary public in and for said county and state, on this 12th day of August, 1994, personally appeared John J. Redfern, III, as Independent Executor of the Estate of John J. Redfern, Jr., Deceased, to me known to be the identical person described in and who executed the within and foregoing instrument of writing and acknowledged to me that he duly executed the same as his free and voluntary act and deed for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal the day and year last above written.

My Commission Expires: _____

Patricia M. Sloan
Notary Public



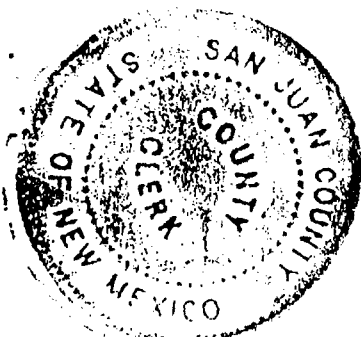
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FILED OR RECORDED
BOOK 1197 PAGE 426
SAN JUAN COUNTY, NEW MEXICO

MAR 10 1995

AT 1:56 O'CLOCK P M

Curtis Gandy
COUNTY CLERK
DEPUTY Curtis Gandy
REC # R103719 FEES 4.1902



ASSIGNMENT OF OIL AND GAS LEASES

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, High Plains Associates, Inc., of 1600 Broadway, Suite 1565, Denver, Colorado 80202, hereinafter called Assignor, for and in consideration of One Dollar (\$1.00) and other good and valuable consideration, the receipt whereof is hereby acknowledged, does hereby sell, assign, transfer and set over unto Richardson Production Company, of 1700 Lincoln, Suite 1700, Denver, CO 80203, hereinafter called Assignee, all of its right, title and interest in and to the following Oil and Gas Leases in San Juan County, New Mexico:

Lease No. 1:

Description: Township 29 North, Range 13 West, NMPM
Section 12: That part of the NW4NW4 lying North and West of Highway 550, save and except a tract containing 0.82 acres as follows: A portion of the W2NW4, more specifically described as follows: BEGINNING at the intersection of the West line of Section 12 and the North right-of-way line of Highway 550, THENCE North 44° 01' East along the North right-of-way line of Highway 550, 273.4 feet; THENCE North 45° 59' West 261.9 feet; THENCE South 0° 46' West along the West line of Section 12, 378.4 feet to the point of beginning, containing 0.82 acres, more or less.

Acres: 22.20
Dated: February 17, 1960
Lessor: Fred A. Mossman and wife, Mary K. Mossman
Lessee: John J. Redfern, Jr.
Recording Data: Book 447, Page 91

Lease No. 2:

Description: Township 29 North, Range 13 West, NMPM
Section 12: All that portion of the fee title right-of-way of Lessor lying within the W2

Acres: 4.39
Dated: December 10, 1959
Lessor: The Denver and Rio Grande Western Railroad
Lessee: John J. Redfern, Jr.
Recording Data: Book 445, Page 2

Lease No. 3:

Description: Township 29 North, Range 13 West, NMPM
Section 12: E2SW4

Acres: 80.00
Dated: April 1, 1948
Serial No.: SF-078931
Lessor: United States of America
Lessee: Glenn H. Callow
Recording Data: Not recorded

together with the rights incident thereto and the personal property thereon, appurtenant thereto, or used or obtained in connection therewith. This assignment is made without warranties whatsoever, either express or implied.

All of the provisions of this assignment shall be available to and binding upon the respective heirs, executors, administrators, successors, and assigns of the Assignor and Assignee herein.

EXECUTED this 7th day of March, 1995.

HIGH PLAINS ASSOCIATES, INC.
ATTEST
By: Lynne M. Romanchuk
Secretary

HIGH PLAINS ASSOCIATES, INC.
By: Louis A. Oswald, III
President

Assignment of Oil and Gas Leases
Page 2

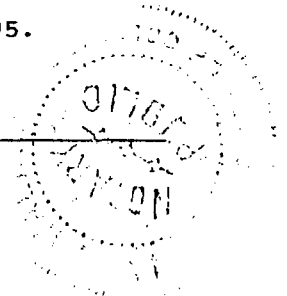
STATE OF COLORADO]
] ss.
COUNTY OF DENVER]

On this 7th day of March, 1995, before me personally appeared Louis A. Oswald, III, to me personally known, who, being by me duly sworn, did say that he is the President of High Plains Associates, Inc. and that the seal affixed to said instrument is the corporate seal of said corporation and that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors, and said Louis A. Oswald, III acknowledged said instrument to be the free act and deed of said corporation.

Witness my hand and seal this 7th day of March, 1995.

My Commission Expires: 10-22-97

Lina R. Walter
Notary Public



FILED OR RECORDED
BOOK 1197 PAGE 427
SAN JUAN COUNTY, NEW MEXICO

MAR 10 1995

AT 1:57 O'CLOCK P M

Carol Brandy

COUNTY CLERK

DEPUTY

REC # 1103119 FEES \$1.90

