

2) Should Assignor desire to sell all or any part of its interests in the lands herein reserved, it shall promptly give written notice to Assignee (hereinafter to include its successors or assigns), with full information concerning its proposed sale, which shall include the name and address of the prospective purchaser (who must be ready, willing and able to purchase), the purchase price, and all other terms of the offer. Assignee shall then have an optional prior right, for a period of Thirty (30) days after receipt of the notice, to purchase on the same terms and conditions the interest which Assignor proposes to sell.

The terms, covenants and conditions hereof shall be binding upon and shall inure to the benefit of Assignor and Assignee and their respective successors and assigns, and the covenants and conditions herein contained shall be covenants running with said Lands.

EXECUTED the day and year of the acknowledgment below.

MARKS AND GARNER PRODUCTION COMPANY,
a New Mexico General Partnership

BY: Ernest L. Marks
Ernest L. Marks, General Partner

BY: James H. Garner
James H. Garner, General Partner

Ernest L. Marks
Ernest L. Marks, individually

James H. Garner
James H. Garner, individually

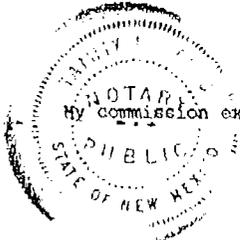
ACKNOWLEDGMENT

STATE OF NEW MEXICO)(
)
COUNTY OF LEA)
)

The foregoing instrument was acknowledged before me this 30th day of July, 1993 by Ernest L. Marks and James H. Garner, both individually and as General Partners of Marks and Garner Production Company, a New Mexico General Partnership.

Tammy K. Jones
Notary Public

TAMMY K. JONES
Notary's Printed Name



My commission expires 4-15- 1995

EXHIBIT "A"

Attached to and made a part of that certain Assignment of Oil and Gas Leases by and between MARKS AND GARNER PRODUCTION COMPANY, a New Mexico General Partnership, ERNEST L. MARKS, individually and JAMES H. GARNER, individually, assignors, and ORION OIL & GAS PROPERTIES, assignee, and covering all of assignors right, title and interest, LESS AND EXCEPT THE WOLFCAMP FORMATION, in and to the following oil and gas leases:

- 1) LESSOR: Mary Ruth McCrory and William Thomas Reed, each dealing individually in his separate property and as joint executors of the Estate of J.L. Reed, deceased
 LESSEE: Bill Mathis
 DATE: June 2, 1971
 RECORDED: Book 275, Page 46
 LANDS: S $\frac{1}{2}$ /NE $\frac{1}{4}$ and E $\frac{1}{2}$ /SE $\frac{1}{4}$ of Section 34, T15S-R35E, N.M.P.M., Lea County, New Mexico.
- 2) LESSOR: Sandra Lee Ponder Barbee, a married woman, dealing in her sole and separate property
 LESSEE: G. Dee Williams
 DATE: March 25, 1974
 RECORDED: Book 287, Page 323
 LANDS: NW $\frac{1}{4}$ /NE $\frac{1}{4}$, S $\frac{1}{2}$ /NE $\frac{1}{4}$ and E $\frac{1}{2}$ /SE $\frac{1}{4}$ of Section 34, T15S-R35E, N.M.P.M., Lea County, New Mexico.
- 3) LESSOR: J. Edward Wood, a single man, aka Jerry E. Wood
 LESSEE: G. Dee Williams
 DATE: March 13, 1974
 RECORDED: Book 287, Page 325
 LANDS: S $\frac{1}{2}$ /NE $\frac{1}{4}$ and E $\frac{1}{2}$ /SE $\frac{1}{4}$ of Section 34, T15S-R35E, N.M.P.M., Lea County, New Mexico.
- 4) LESSOR: Leora Culp Lee, a married woman, dealing in her sole and separate property
 LESSEE: G. Dee Williams
 DATE: March 15, 1974
 RECORDED: Book 287, Page 327
 LANDS: NW $\frac{1}{4}$ /NE $\frac{1}{4}$, S $\frac{1}{2}$ /NE $\frac{1}{4}$ and E $\frac{1}{2}$ /SE $\frac{1}{4}$ of Section 34, T15S-R35E, N.M.P.M., Lea County, New Mexico.
- 5) LESSOR: Julia Culp, a widow
 LESSEE: G. Dee Williams
 DATE: March 15, 1974
 RECORDED: Book 287, Page 329
 LANDS: NW $\frac{1}{4}$ /NE $\frac{1}{4}$, S $\frac{1}{2}$ /NE $\frac{1}{4}$ and E $\frac{1}{2}$ /SE $\frac{1}{4}$ of Section 34, T15S-R35E, N.M.P.M., Lea County, New Mexico.
- 6) LESSOR: Zena Ruth Pearce, a married woman, dealing in her sole and separate property
 LESSEE: G. Dee Williams
 DATE: March 13, 1974
 RECORDED: Book 287, Page 331
 LANDS: NW $\frac{1}{4}$ /NE $\frac{1}{4}$, S $\frac{1}{2}$ /NE $\frac{1}{4}$ and E $\frac{1}{2}$ /SE $\frac{1}{4}$ of Section 34, T15S-R35E, N.M.P.M., Lea County, New Mexico.
- 7) LESSOR: William N. Ponder, a married man, dealing in his sole and separate property
 LESSEE: G. Dee Williams
 DATE: March 25, 1974
 RECORDED: Book 287, Page 449
 LANDS: NW $\frac{1}{4}$ /NE $\frac{1}{4}$, S $\frac{1}{2}$ /NE $\frac{1}{4}$ and E $\frac{1}{2}$ /SE $\frac{1}{4}$ of Section 34, T15S-R35E, N.M.P.M., Lea County, New Mexico.

- 8) LESSOR: Bill Mathis and Betty Lou Mathis, his wife
 LESSEE: G. Dee Williams
 DATE: June 16, 1974
 RECORDED: Book 288, Page 599
 LANDS: S $\frac{1}{2}$ /NE $\frac{1}{4}$ and E $\frac{1}{2}$ /SE $\frac{1}{4}$ of Section 34, T15S-R35E, N.M.P.M., Lea County, New Mexico.

- 9) LESSOR: Joyce Ann Brown Sanders, dealing in her sole and separate property and Joyce Christmas Brown, dealing in her sole and separate property
 LESSEE: G. Dee Williams
 DATE: June 26, 1974
 RECORDED: Book 288, Page 601
 LANDS: S $\frac{1}{2}$ /NE $\frac{1}{4}$ and E $\frac{1}{2}$ /SE $\frac{1}{4}$ of Section 34, T15S-R35E, N.M.P.M., Lea County, New Mexico.

- 10) LESSOR: B.A. Christmas, Jr., individually and as Trustee for Mary Theresa, Bradford Ace, Candy and Helen Jane Christmas, under the Last Will and Testament of B.A. Christmas, Sr., deceased and Mary Theresa Christmas Holladay, Bradford Ace Christmas and Candy Christmas, each dealing in his or her sole and separate property
 LESSEE: G. Dee Williams
 DATE: June 26, 1974
 RECORDED: Book 288, Page 796
 LANDS: S $\frac{1}{2}$ /NE $\frac{1}{4}$ and E $\frac{1}{2}$ /SE $\frac{1}{4}$ of Section 34, T15S-R35E, N.M.P.M., Lea County, New Mexico.

- 11) LESSOR: Nelson H. James and wife, Virginia H. James, and Eunice Gray and husband, Wailes Gray
 LESSEE: H.M. & T. Oil Company
 DATE: July 24, 1974
 RECORDED: Book 288, Page 801
 LANDS: S $\frac{1}{2}$ /NE $\frac{1}{4}$ and E $\frac{1}{2}$ /SE $\frac{1}{4}$ of Section 34, T15S-R35E, N.M.P.M., Lea County, New Mexico.

- 12) LESSOR: June D. Speight, a married woman, dealing in her sole and separate property
 LESSEE: H.M. & T. Oil Company
 DATE: September 19, 1974
 RECORDED: Book 289, Page 791
 LANDS: NW $\frac{1}{4}$ /NE $\frac{1}{4}$, S $\frac{1}{2}$ /NE $\frac{1}{4}$ and E $\frac{1}{2}$ /SE $\frac{1}{4}$ of Section 34, T15S-R35E, N.M.P.M., Lea County, New Mexico.

END OF EXHIBIT "A"

STATE OF NEW MEXICO
COUNTY OF LEA
FILED

JUL 30 1993

at 11:19 o'clock A M
 and recorded in Book _____
 Page _____
 Pat Chappelle, Lea County Clerk
 By _____ Deputy



41849