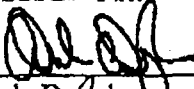


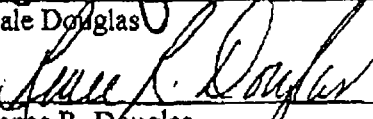
THAT, DALE DOUGLAS and wife RENEE R. DOUGLAS, whose mailing address is PO Box 10187, Midland, Texas, 79702 (hereinafter referred to as "ASSIGNOR"), for and in consideration of the sum of Ten Dollars (\$10.00), cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, has transferred and assigned and by these presents does hereby grant, transfer, assign and convey unto DAVID H. ARRINGTON OIL & GAS, INC., whose mailing address is PO Box 2071, Midland, Texas 79702, its successors and assigns (hereinafter collectively referred to as "ASSIGNEE" whether one or more), without warranty either express or implied, all of ASSIGNOR'S right, title, and interest in and to Oil, Gas and Mineral Leases (hereinafter referred to as "Subject Leases" whether one or more) covering the lands described thereon (hereinafter referred to as "Subject Lands") set forth on Exhibit "A" attached hereto and made a part hereof for all purposes.

TO HAVE AND TO HOLD the same unto the ASSIGNEE, its heirs, administrators, executors, devisees, trustees, successors, and assigns, according to the terms, covenants, and conditions of the Subject Leases, the ASSIGNEE to perform all such terms, covenants, and conditions thereof as to the Subject Lands, as well as all of the terms, covenants, and conditions hereof.

IN WITNESS WHEREOF, this instrument is executed as of the date set forth in the acknowledgment below, but EFFECTIVE for all purposes as of the date set forth in the acknowledgement below.

ASSIGNOR:


Dale Douglas


Renee R. Douglas

ACKNOWLEDGMENTS

STATE OF TEXAS

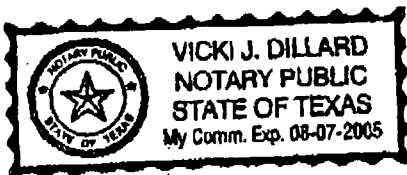
§
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COUNTY OF MIDLAND

This instrument was acknowledged before me this 9th day of December, 2002, by Dale Douglas and wife Renee R. Douglas.



Notary Public in and for the State of Texas
My Commission Expires: _____



DEC-19-2002 14:18

P.04/07

LEASE ALPHA	LEASEE NAME	LEASE DATE	LEASE NAME	LESSOR NAME	TEXT DESCRIPTION	REC. BOOK/PAGE
CALDWELL, MARK	01/28/2002	MARK AND BONNIE CALDWELL, JT	DALE DOUGLAS	DALE DOUGLAS	-----LEGAL DESCRIPTION (0)----- T16S-R35E SECTION 25; E/2 NE/4, LEA COUNTY, NEW MEXICO	1128-457
WILLIAMS, R M	01/28/2002	R. M. WILLIAMS ET UX	DALE DOUGLAS	DALE DOUGLAS	-----LEGAL DESCRIPTION (0)----- T16S-R35E SECTION 25; E/2 NE/4, LEA COUNTY, NEW MEXICO	1128-453
O'BRIEN, GEORGE	01/28/2002	GEORGE M. O'BRIEN ET UX	DALE DOUGLAS	DALE DOUGLAS	-----LEGAL DESCRIPTION (0)----- T16S-R35E SECTION 25; E/2 NE/4, LEA COUNTY, NEW MEXICO	1128-455
ANTWELL, MARY F	01/28/2002	MARY FRANCES ANTWEILL	DALE DOUGLAS	DALE DOUGLAS	-----LEGAL DESCRIPTION (0)----- T16S-R35E SECTION 25; E/2 NE/4, LEA COUNTY, NEW MEXICO	1137-234
KELLEY, KENDRA	02/15/2002	KENDRA IRENE KELLEY	DALE DOUGLAS	DALE DOUGLAS	-----LEGAL DESCRIPTION (0)----- T16S-R35E SECTION 25; E/2 NE/4, LEA COUNTY, NEW MEXICO	1130-355
CRANFORD, STACY	02/20/2002	STACY KENNEDY CRANFORD	DALE DOUGLAS	DALE DOUGLAS	-----LEGAL DESCRIPTION (0)----- T16S-R35E SECTION 25; E/2 NE/4, LEA COUNTY, NEW MEXICO	1132-457
LEAVELL, CHRIST	02/25/2002	CHRISTA L. LEAVELL, ET AL	DALE DOUGLAS	DALE DOUGLAS	-----LEGAL DESCRIPTION (0)----- T16S-R35E SECTION 25; E/2 NE/4, LEA COUNTY, NEW MEXICO	1134-343
DODSON, MARY MAC	03/06/2002	MARY MITCHELL DODSON	DALE DOUGLAS	DALE DOUGLAS	-----LEGAL DESCRIPTION (0)----- T16S-R35E SECTION 25; E/2 NE/4, LEA COUNTY, NEW MEXICO	1134-770
STRICKLAND, JOO	03/06/2002	JOHN PATTY STRICKLAND	DALE DOUGLAS	DALE DOUGLAS	-----LEGAL DESCRIPTION (0)----- T16S-R35E SECTION 25; E/2 NE/4, LEA COUNTY, NEW MEXICO	1141-13
STRICKLAND, JOS	03/06/2002	JUSTIN RYAN STRICKLAND	DALE DOUGLAS	DALE DOUGLAS	-----LEGAL DESCRIPTION (0)----- T16S-R35E SECTION 25; E/2 NE/4, LEA COUNTY, NEW MEXICO	1141-11
STRICKLAND, MAR	03/06/2002	MARTY LYNN STRICKLAND	DALE DOUGLAS	DALE DOUGLAS	-----LEGAL DESCRIPTION (0)----- T16S-R35E SECTION 25; E/2 NE/4, LEA COUNTY, NEW MEXICO	1141-15
BULLOCK, ROBERT	04/11/2002	ROBERT J. BULLOCK, SR.	DALE DOUGLAS	DALE DOUGLAS	-----LEGAL DESCRIPTION (0)----- T16S-R35E SECTION 25; E/2 NE/4, LEA COUNTY, NEW MEXICO	1142-234
PALMORE, BRANTIA	04/11/2002	BRANTIA PALMORE ET VTR	DALE DOUGLAS	DALE DOUGLAS	-----LEGAL DESCRIPTION (0)----- T16S-R35E SECTION 25; E/2 NE/4, LEA COUNTY, NEW MEXICO	1142-236

DEC-19-2002 14:19

W OIL & GAS

EXHIBIT "A" TO ASSIGNMENT OF OIL

LEASE ALPHA

LEASE DATE LEASE NAME

LESSOR NAME

TEXT DESCRIPTION

REC BOOK/PAGE

TIGS-RISE SECTION 25: E/2 NB/4, LBA COUNTY, NEW MEXICO


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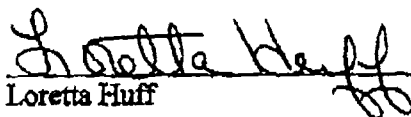
THAT, **James D. Huff and wife Loretta Huff**, whose mailing address is P. O. Box 705, Mineola, Texas 75773 (hereinafter referred to as "ASSIGNOR" whether one or more), for and in consideration of the sum of Ten Dollars (\$10.00), cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, has transferred and assigned and by these presents does hereby grant, transfer, assign and convey unto **DAVID H. ARRINGTON OIL & GAS, INC.**, whose mailing address is PO Box 2071, Midland, Texas 79702, their successors and assigns (hereinafter collectively referred to as "ASSIGNEE" whether one or more), with warranty of title by, through and under ASSIGNOR only and not otherwise, all of ASSIGNOR'S right, title, and interest in and to the oil and gas leases set forth on Exhibit "A" attached hereto and made a part hereof for all purposes (hereinafter referred to as "Subject Leases" whether one or more) covering the lands described thereon (hereinafter referred to as "Subject Lands"), located in Lea County, New Mexico

TO HAVE AND TO HOLD the same unto the ASSIGNEE, its heirs, administrators, executors, devisees, trustees, successors, and assigns, according to the terms, covenants, and conditions of the Subject Leases, the ASSIGNEE to perform all such terms, covenants, and conditions thereof as to the Subject Lands, as well as all of the terms, covenants, and conditions hereof.

IN WITNESS WHEREOF, this instrument is executed as of the date set forth in the acknowledgment below, but **EFFECTIVE** for all purposes as of the date set forth in the acknowledgment below.

ASSIGNOR:

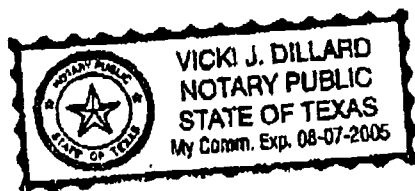

James D. Huff


Loretta Huff

ACKNOWLEDGMENTS

STATE OF TEXAS S
 MIDLAND S
COUNTY OF ~~WOODS~~

This instrument was acknowledged before me, a Notary Public, this 9th day of December 2002, by James D. Huff, and wife Loretta Huff.



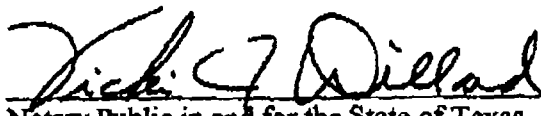

Notary Public in and for the State of Texas
My Commission Expires: _____

EXHIBIT "A" TO ASSIGNMENT OF OGL

LEASE DATE LEASE NAME

03/01/2002 ROBERT RUSSEL

LESSEE NAME

JAMES D. RIPP

TEXT DESCRIPTION

-----LEGAL DESCRIPTION (0)-----

T16S-M35R SECTION 25: NW/4 NB/4, 12A COUNTY, NEW MEXICO

REC.BOOK/PAGE

1164-777