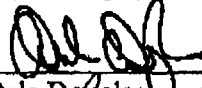


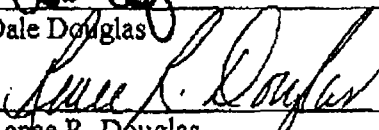
THAT, DALE DOUGLAS and wife RENEE R. DOUGLAS, whose mailing address is PO Box 10187, Midland, Texas, 79702 (hereinafter referred to as "ASSIGNOR"), for and in consideration of the sum of Ten Dollars (\$10.00), cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of 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

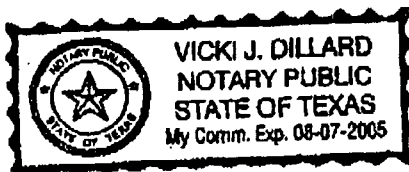
ACKNOWLEDGMENTS

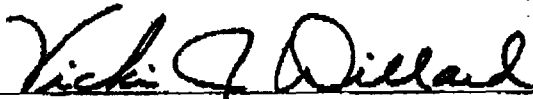
STATE OF TEXAS

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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: _____

LEASE ALPHA	LEASE DATE	LEASE NAME	LESSEE NAME	TEXT DESCRIPTION	REC. BOOK/PAGE
CALDWELL, MARK	01/28/2002	MARK AND BONNIE CALDWELL, JT	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	-----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	-----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 ANTWELL	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	-----LEGAL DESCRIPTION (0)----- T16S-R35E SECTION 25: E/2 NE/4, LEA COUNTY, NEW MEXICO	1130-355
CRAMFORD, STACY	02/20/2002	STACY KENNETH CRAMFORD	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	-----LEGAL DESCRIPTION (0)----- T16S-R35E SECTION 25: E/2 NE/4, LEA COUNTY, NEW MEXICO	1134-343
DOOSON, AMY MAC	03/06/2002	AMY MACBELL DOOSON	DALE DOUGLAS	-----LEGAL DESCRIPTION (0)----- T16S-R35E SECTION 25: E/2 NE/4, LEA COUNTY, NEW MEXICO	1134-770
STRICKLAND, JOO	03/06/2002	JODY PAYNE STRICKLAND	DALE DOUGLAS	-----LEGAL DESCRIPTION (0)----- T16S-R35E SECTION 25: E/2 NE/4, LEA COUNTY, NEW MEXICO	1141-13
STRICKLAND, JUS	03/06/2002	JUSTIN RYAN STRICKLAND	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	-----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	-----LEGAL DESCRIPTION (0)----- T16S-R35E SECTION 25: E/2 NE/4, LEA COUNTY, NEW MEXICO	1142-234
PALMORE, BRANKA	04/11/2002	BRANKA PALMORE ET VTR	DALE DOUGLAS	-----LEGAL DESCRIPTION (0)----- T16S-R35E SECTION 25: E/2 NE/4, LEA COUNTY, NEW MEXICO	1142-236

2X OIL & GAS

EXHIBIT "A" TO ASSIGNMENT OF OIL

LEASE ALPHA

LEASE DATE LEASE NAME

LESSOR NAME

TEXT DESCRIPTION

REC BOOK/PAGE

T166-R158 SECTION 25: E/2 NE/4, LBA COUNTY, NEW MEXICO


DEC-19-2002 14:19

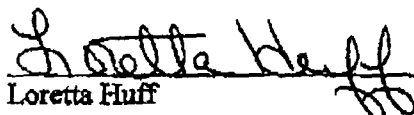
THAT, **James D. Huff and wife Loretta Huff**, whose mailing address is P. O. Box 705, Mineola, Texas 75773 (hereinafter referred to as "ASSIGNOR" whether one or more), for and in consideration of the sum of Ten Dollars (\$10.00), cash in hand paid, and other good and valuable consideration, the receipt 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:

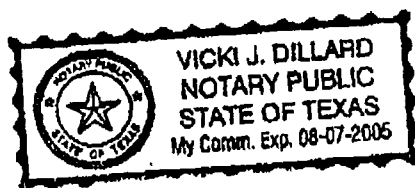

James D. Huff


Loretta Huff

ACKNOWLEDGMENTS

STATE OF TEXAS §
 MIDLAND §
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.



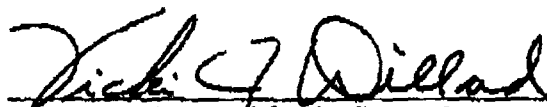

Notary Public in and for the State of Texas
My Commission Expires: _____

EXHIBIT 'A' TO ASSIGNMENT OF OGL

LEASE DATE LEASE NAME
09/01/2002 ROBERT HUSEL

LESSEE NAME
JAMES D. HOFF

TEXT DESCRIPTION

REC.BOOK/PAGE

1164-777

-----LEGAL DESCRIPTION (0)-----
T16S-R35E SECTION 25: NW/4 NE/4, L2A COUNTY, NEW MEXICO