

**Instructions**

- A. Please type or print using black ink.
- B. Form must be signed by former operator and new operator.
- C. Outline boundaries of lease and spot well being transferred.
- D. Attach 1002A for well.
- E. Direct questions to Well Records (405) 521-2275.

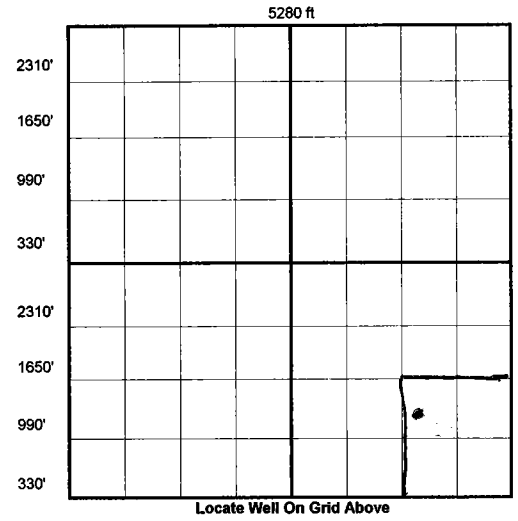
**OKLAHOMA CORPORATION COMMISSION**

Oil & Gas Conservation Division  
 Post Office Box 52000  
 Oklahoma City, OK 73152-2000

Form 1073  
 Rev. 2009

**Transfer of Operator**  
 OAC 165:10-1-15

API No	12521726	OTC Prod. Unit No.	125-100403-0-3268
Location	1/4 NW 1/4 SE 1/4 SE 1/4	Sec.	11 Twp 6N Rge. 4E
Ft FSL of Qtr Sec	990'	Ft FWL of Qtr Sec	1650'
County	POTTAWATOMIE		
Current Well Name/Number	DAVID 10		
Original Well Name/Number	DAVID 10		
Unit Name (if applicable)	W. SACRED HEART (EARLSBORO) UNIT (OCC Order #412978)		



Locate Well On Grid Above

Well Class:  OIL  GAS  DRY

Producing formation(s) Earlsboro

The effective date of transfer of this well, for the purposes of Commission records, is the date that the transfer is approved by the Commission.

<b>CURRENT OPERATOR</b>	OCC No. 11906
Name	BLUEBONNET OIL CORPORATION
Address	9428 WESTGATE RD, STE 100A
City	OKLAHOMA CITY State OK Zip 73162
Phone No.	(405) 721-0826 FAX No./E-mail bluebonnet@coxinet.net
I verify that I am the legal operator of record with authority to transfer operatorship of this well.	
Signature	
Name & Title (Typed or Printed) Michael R. Bolen, President	
Signed and sworn to before me this <u>18<sup>th</sup></u> day of <u>November</u> , 2013.	
My commission expires: <u>September 24, 2016</u>	

<b>NEW OPERATOR</b>	OCC No. 23149
Name	BLUEBONNET OIL, LLC
Address	9428 WESTGATE RD, STE 100A
City	OKLAHOMA CITY State OK Zip 73162
Phone No.	(405) 721-0826 FAX No./E-mail bluebonnet@coxinet.net
I verify that I am the legal operator of record with authority to transfer operatorship of this well.	
Signature	
Name & Title (Typed or Printed) Michael R. Bolen, LLC Member/Manager	
Signed and sworn to before me this <u>18<sup>th</sup></u> day of <u>November</u> , 2013.	
My commission expires: <u>September 24, 2016</u>	

I verify under oath that I have exercised due diligence in attempting to locate the current operator of record according to OCC records, who has abandoned the above well/lease and cannot be located to obtain signature. I have attached a copy of the certified recorded assignment of lease. SEE ATTACHED AFFIDAVIT & CERT. OF UNITIZATION \* APPROVED COPY AVAILABLE ON OCC WEBSITE. \*

Signature

Signed and sworn to before me this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_

My commission expires: \_\_\_\_\_

Notary Public DEC 17 2013

**FOR OCC USE ONLY**

Surety Dept.  Approved  Rejected Date 12-16-13 Well Records Dept.  Approved  Rejected Date APPROVED

NOTE: By processing this Form 1073, the Oklahoma Corporation Commission has approved the contents thereof as to form only. Oklahoma Corporation Commission does not warrant that the facts provided by the operator are true. Form is not approved until approved by Well Records.

**AFFIDAVIT OF OPERATORSHIP**  
**Obtained by Oklahoma Corporation Commission Approved Unit**  
**W. Sacred Heart (Earlsboro) Unit**

DESCRIPTION OF WELLS, situated in the county of POTTAWATOMIE, State of OKLAHOMA:

DAVID #1 API 12521372 SW/4 NE/4 SE/4 Sec 11-T6N-R4E  
DAVID #10 API 12521726 NW/4 SE/4 SE/4 Sec 11-T6N-R4E

I, Michael R. Bolen, President of Bluebonnet Oil Corporation (reorganized as Bluebonnet Oil, LLC), verify under oath that the above listed properties changed operatorship from the operator Fairfield Oil & Gas Corp. to Bluebonnet Oil Corporation by virtue of the Certificate of Unitization granted by the Oklahoma Corporation Commission Cause CD 960004813, Order No. 412978, filed June 20, 1997 (attached).

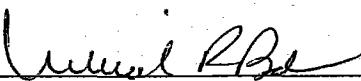
Furthermore, on May 6, 1998, the Oklahoma Tax Commission approved and assigned an OTC merge number (PUN) for the unitized properties of 125-100403-0-3268 (attached).

Furthermore, be it known, that at the time of the Unitization, the known operator Fairfield Oil & Gas Corp. did not own a working interest in the listed leases (see attached tract ownership schedules). Bluebonnet Oil Corporation and/or Michael R. Bolen purchased the working interests of majority owners GLM Energy, Inc. in July 1999 and Cargen, Inc. in July, 1997

Being that the Operatorship of Fairfield Oil & Gas Corp. of the David 1 and David 10 wells is missing documentation with the Oklahoma Corporation Commission, and the Transfer of Operatorship between Fairfield Oil and Gas Corp. to Bluebonnet Oil Corporation was not completed after the granting of the Certificate of Unitization, it is requested that this Affidavit and said documentation serve as proof of the operatorship of Bluebonnet Oil Corporation from June 20, 1997 to the present time. Furthermore, Bluebonnet Oil Corporation is transferring operatorship to Bluebonnet Oil, LLC effective January 1, 2013 for all practical purposes, but by records, effective with the approval of the Commission per the Forms 1073s Transfer of Operator to which this Affidavit and the following documents are attached:

- 1) Oklahoma Corporation Commission Certificate of Unitization
- 2) Oklahoma Tax Commission Assignment of OTC Merge Number (PUN)
- 3) David 1 and David 10 Tract Ownerships at time of unitization
- 4) Assignments of Oil & Gas Leases of majority owners in the David 1 and David 10 wells: GLM Energy, Inc. to Bluebonnet Oil Corporation effective July 1, 1999 and Cargen, Inc. to Michael R. Bolen effective July 1, 1997.

Executed this 18th day of November, 2013.

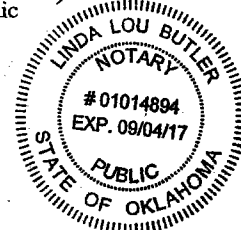
  
Michael R. Bolen, President Bluebonnet Oil Corporation  
LLC Member of Bluebonnet Oil, LLC

STATE OF OKLAHOMA )  
) SS.  
COUNTY OF OKLAHOMA )

Before me, the undersigned, a Notary Public, in and for said County and State on this 18th day of November 2013, personally appeared Michael R. Bolen to me known to be the identical person who subscribed the name of the maker thereof to the foregoing and acknowledged to me that he executed the same as his free and voluntary act and deed and as the free and voluntary act and deed of such companies for the uses and purposes therein set forth.

  
Notary Public

My commission expires: September 4, 2017



BEFORE THE CORPORATION COMMISSION OF OKLAHOMA

APPLICANT: BLUEBONNET OIL CORPORATION )  
 )  
 RELIEF SOUGHT: THE UNITIZED MANAGEMENT, ) CAUSE CD  
 OPERATION AND FURTHER DEVELOPMENT OF THE ) NO. 960004813  
 EARLSBORO SAND COMMON SOURCE OF SUPPLY IN )  
 THE WEST SACRED HEART (EARLSBORO) UNIT ) ORDER NO. 412978  
 )  
 LEGAL DESCRIPTION: SW/4 SE/4 OF SECTION 2, )  
 SE/4 NW/4, W/2 NE/4, E/2 SW/4 AND SE/4 OF )  
 SECTION 11, ALL IN TOWNSHIP 6 NORTH, )  
 RANGE 4 EAST, POTTAWATOMIE COUNTY, OKLAHOMA )

**FILED**  
 JUN 20 1997

CERTIFICATE OF UNITIZATION

NOTICE IS HEREBY GIVEN THAT pursuant to Order entered in Cause CD No. 960004813 on the 5th day of June, West Sacred Heart (Earlsboro) Unit was established as an enhanced recovery unit under the terms and provisions of 52 O.S. 287.1 et seq. The tracts contained within the Unit are as follows:

Return To: BLUEBONNET OIL CORPORATION  
 9428 WESTGATE, SUITE 100A  
 OKLAHOMA CITY, OK 73162

Tract No.	Tract Description	Tract Acreage
1	SW/4 SE/4 of Section 2, Township 6 North, Range 4 East	40 Miller 1-2
2	NW/4 NE/4 of Section 11, Township 6 North, Range 4 East	40 Atwater 3-11
3	SE/4 NW/4 of Section 11, Township 6 North, Range 4 East	40 None
4	SW/4 NE/4 of Section 11, Township 6 North, Range 4 East	40 Harrison 2-11
5	NE/4 SE/4 of Section 11, Township 6 North, Range 4 East	40 David 1
6	W/2 NW/4 SE/4 of Section 11, Township 6 North, Range 4 East	20 Clark 1-A
7	E/2 NW/4 SE/4 of Section 11, Township 6 North, Range 4 East	20 Clark 1
8	NE/4 SW/4 of Section 11, Township 6 North, Range 4 East	40 Clark 5
9	SE/4 SW/4 of Section 11, Township 6 North, Range 4 East	40 None
10	SW/4 SE/4 of Section 11, Township 6 North, Range 4 East	40 Clark 2A
11	SE/4 SE/4 of Section 11, Township 6 North, Range 4 East	40 David 10
<b>TOTAL:</b>		<b>400</b>




A plat setting forth the boundaries of the unit is attached hereto as Exhibit "A".

FURTHER, the terms and provisions of the West Sacred Heart (Earlsboro) Unit are set forth in the Plan of Unitization on file with the office of the Secretary of the Corporation Commission of the State of Oklahoma. Additional information regarding the Unit may be obtained by contacting the Unit Operator, Bluebonnet Oil Corporation, at 9428 Westgate, Suite 100A, Oklahoma City, Oklahoma, 73162, Telephone: (405) 721-0826.

Bluebonnet Oil Corporation  
CD No. 960004813  
Page 2; Certificate of Unitization

The effective date of the Unit shall be at 12:01 a.m., on the  
1st day July, 1997.

BLUEBONNET OIL CORPORATION

By:   
Richard K. Books, OBA #953  
MCKENZIE, MOFFETT, ELIAS & BOOKS  
Two Leadership Square  
211 North Robinson; Ste. 1300  
Oklahoma City, Oklahoma 73102  
(405) 232-3722

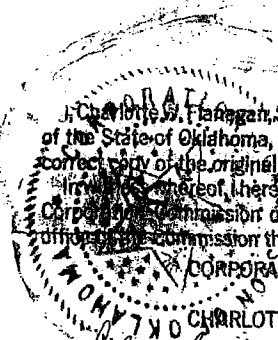
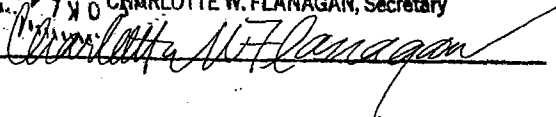
STATE OF OKLAHOMA )  
  ) ss.  
COUNTY OF OKLAHOMA )

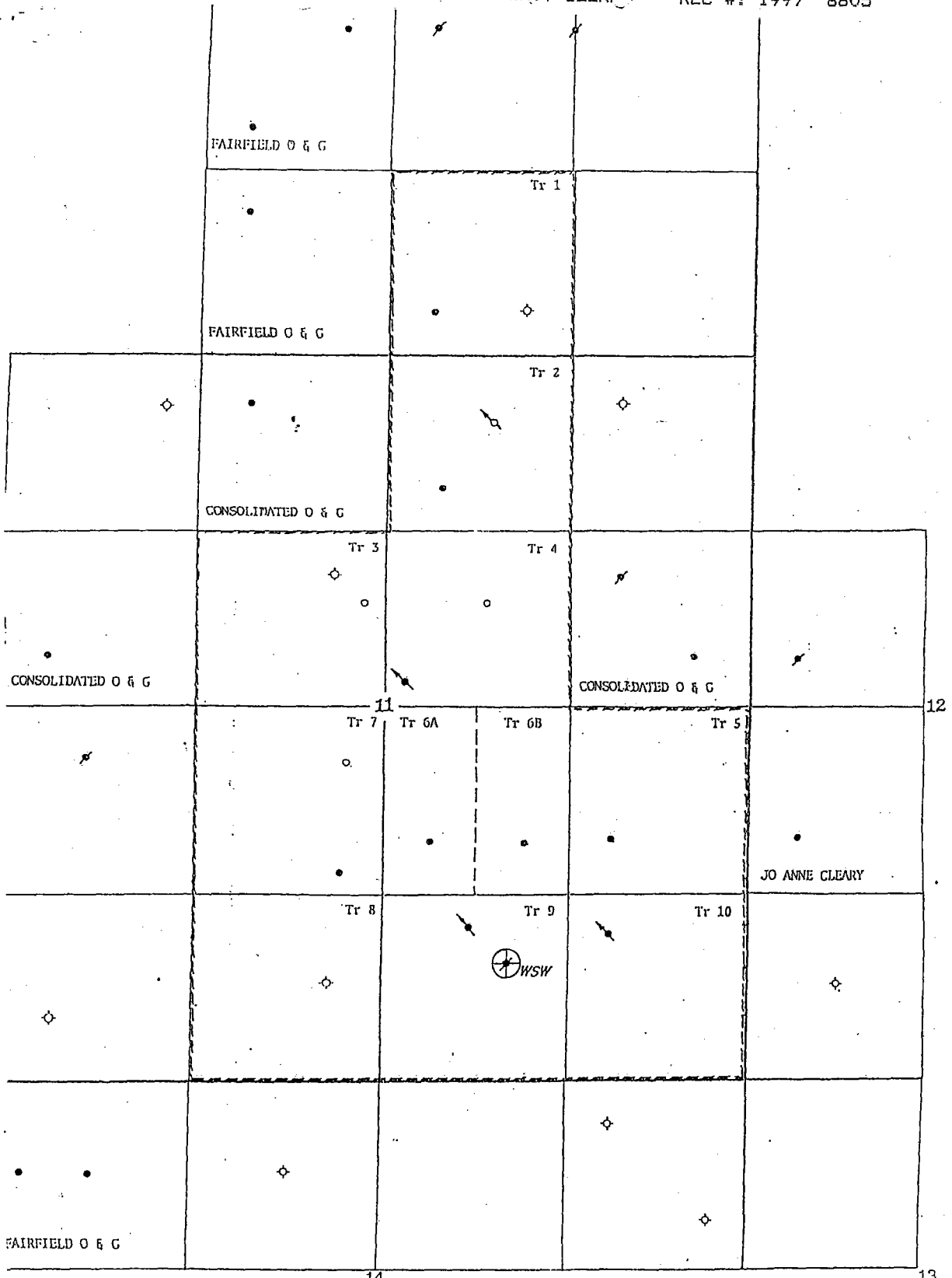
SUBSCRIBED and sworn to before me, a Notary Public in and for  
said County and State, on this 19th day of June, 1997.

My commission expires:  
(SEAL)

May 22, 2000

  
Janis L. Roberts, Notary Public

  
I, Charlotte W. Flanagan, Secretary of the Corporation Commission  
of the State of Oklahoma, do hereby certify that this is a true and  
correct copy of the original on file in this Commission.  
In witness whereof, I hereunto set my hand and affix the seal of the  
Corporation Commission of the State of Oklahoma, Done in this  
office at Oklahoma City, Oklahoma this 3RD day of July, 1997.  
CORPORATION COMMISSION OF OKLAHOMA  
CHARLOTTE W. FLANAGAN, Secretary  
BY: 



**BLUEBONNET OIL CORPORATION**  
9428 Westgate Suite 100-A Oklahoma City, OK 73162

**PROPOSED W. SACRED HEART (EARLSBORO) UNIT**  
ALL SEC. 11 & PORTIONS OF SECS. 2, 12, 13, & 14 T-6N R-4E  
Pottawatomie County, OK.

**UNIT PLAT & OFFSET OPERATORS**  
Scale: 1" = 812' Exhibit "A" Date: Oct. 1996

0251219

APPROVED

MAY 06 1998

320-UR-58

OKLAHOMA TAX COMMISSION  
BUSINESS TAX DIVISION-GROSS PRODUCTION SECTION  
2901 Lincoln Blvd., Oklahoma City, OK 73194-0008

BY OTC  
PHONE: 1-800-522-8074  
TOLL FREE IN OKLAHOMA:  
1-800-522-8081 Ex. 3874

SEE REVERSE SIDE  
FOR INSTRUCTIONS

REQUEST FOR ASSIGNMENT OF OTC MERGE NUMBER FOR  
CORPORATION COMMISSION APPROVED UNIT

I. If you have formed a Unit that has been approved by the Oklahoma Corporation Commission please provide the following information and documents:

A. A copy of the Corporation Commission Approved Plan of Unitization.

B. Cause CD Number 960004813 Order Number 412978

C. Name of Unit WEST SACRED HEART (EARLSBORO) UNIT

D. Formation(s) involved in Unit EARLSBORO SAND

E. Effective date of Unitization 7-1-97

II. List all tracts and type(s) of production (one type of production per line) with respective purchaser(s) below:

A. Tract No.	B. Production Unit No.	C. Type(s) of Prod	D. Dedicated Purchaser's Name(s)	E. Tax Remitter		F. Producing Formation	G. Outside Production		H. Name of Producer for Outside Production
				Purch	Prod*		YES	NO	
1	125-100403-0-3268	1	SUN COMPANY, INC.	X		ELB.			
		4	ENERFIN RESOURCES I LP	X		"			
2	125-098792-0-3268	1	SUN COMPANY, INC.	X		"			
		4	ENERFIN RESOURCES I LP	X		"			
3	125-101793-0-3268	1	SUN COMPANY, INC.	X		"			
		4	ENERFIN RESOURCES I LP	X		"			
4	125-096760-0-3268	1	SUN COMPANY, INC.	X		"			
		4	ENERFIN RESOURCES I LP	X		"			
5	125-073734-0-3268	1	SUN COMPANY, INC.	X		"			
		4	ENERFIN RESOURCES I LP	X		"			
6A	125-093624-0-3268	1	SUN COMPANY, INC.	X		"			
		4	ENERFIN RESOURCES I LP	X		"			
6B	125-083695-0-3268	1	SUN COMPANY, INC.	X		"			
		4	ENERFIN RESOURCES I LP	X		"			
6L	125-101794-0-3268	1	SUN COMPANY, INC.	X		"			
		4	ENERFIN RESOURCES I LP	X		"			

(if space is not sufficient attach separate page)

I. \*Request for approval for Producer to remit taxes: (for II-E above - see detailed instructions)

J. TO BE COMPLETED BY OTC: Request in II-I APPROVED \_\_\_\_\_ DENIED \_\_\_\_\_ BY \_\_\_\_\_ DATE \_\_\_\_\_

III. COMMENTS EFFECTIVE 5-98 CANCEL ENERFIN RESOURCES I, LTD (18249) AND ADD SUN COMPANY, INC. (RSM 15234). SUN WILL REPORT ALL PRODUCTION UNDER TRACT # L RUN 125-100403-0-3268. (CHANGE PRODUCT 1 ONLY

UNLESS OTHERWISE INDICATED IN SECTION V-C, ALL TRACTS SHOWN ABOVE PARTICIPATING IN PHASE I OR PRIMARY RECOVERY HAVE BEEN SET UP ON OTC MASTER FILE AND MUST BE REPORTED MONTHLY BY DESIGNATED TAX REMITTING PARTY. TAX REMITTER SHOULD ADVISE OTC OF ANY CHANGE IN REPORTING SUCH AS WHEN PHASE II OR SECONDARY RECOVERY BEGINS. THE PRODUCER MUST NOTIFY OTC OF ANY CORPORATION COMMISSION DECISIONS CONCERNING CHANGES IN THIS UNIT.

IV. MUST BE COMPLETED BY PRODUCER

A. PRODUCER NAME BLUEBONNET OIL CORPORATION Producer's OTC No. 11906

Attention: MICHAEL R. BOLEN

Address 9428 WESTGATE #100A City OKC St OKLA. Zip 73162

Signature Michael R. Bolen Date 4-28-98

Name and Title MICHAEL R. BOLEN, PRESIDENT Business Telephone (405) 7240826

B. Is this a new address? YES \_\_\_\_\_ NO X

V. FOR OTC USE ONLY

A. The OTC assigned merge number for the above is 3268

B. Purchaser's Name Sun Co Inc (RSM) Purchaser's OTC Reporting Number 15234

C. Comments EFFECTIVE WITH 5-98 PRODUCTION SUN CO INC (RSM) #15234 WILL REPORT TOTAL PRODUCTION UNDER PUN 125-100403-0-3268

SUBMIT ORIGINAL ONLY



**Tract 5**  
**Unit Working Interest Ownership Report**

Tract Description: NE/4 SE/4 of Sec 11-6N-4E, Pottawatomie County, Oklahoma  
 Well Name: David #1  
 Operator: Fairfield Oil & Gas Corp.  
 Tract Acreage: 40.00000  
 Ownership as of: 09/17/97

**Phase II**

WIO No.	Working Interest Owners Name	Percentage Ownership In Tract	Leasehold Acres Owned	Tract NRI	Tract Unit W.I. (WI *Tr. Fac.)	Tract Unit NRI (NRI *Tr. Fac.)
					Tract Factor 0.07025676	Tract Factor 0.07025676
WIO6	Bernhardt, Theta Juan	0.02400000	0.96000	0.01954595	0.00168616	0.00137324
WIO15	Cargen, Inc.	0.23800000	9.52000	0.19383067	0.01672111	0.01361792
WIO39	GLM Energy, Inc	0.50000000	20.00000	0.40720730	0.03512838	0.02860907
WIO74	MWC Energy Corp.	0.23800000	9.52000	0.19383067	0.01672111	0.01361792
	<b>Tract Total</b>	1.00000000	40.00000	0.81441460	0.07025676	0.05721813

Working Interest of Cargen, Inc. purchased by Michael R. Bolen (President of Bluebonnet Oil Corporation)

Working Interest of GLM Energy, Inc purchased by Bluebonnet Oil Corporation



## Tract 10 Unit Working Interest Ownership Report

Tract Description: SE/4 SE/4 of Sec 11-6N-4E, Pottawatomie County, Oklahoma  
 Well Name: David #10  
 Operator: Fairfield Oil & Gas Corp.  
 Tract Acreage: 40.00000  
 Ownership as of: 09/17/97

### Phase II

WIO No.	Working Interest Owners Name	Percentage Ownership In Tract	Leasehold Acres Owned	Tract NRI	Tract Unit W.I.	Tract Unit NRI
					(WI *Tr. Fac.)	(NRI *Tr. Fac.)
					Tract Factor 0.065598925	Tract Factor 0.065598925
WIO4	Bailey, Linda K.	0.00976560	0.39062	0.00832360	0.00064061	0.00054602
WIO6	Bernhardt, Theta Juan	0.00487500	0.19500	0.00415518	0.00031979	0.00027258
WIO9	Bolen, Michael R.	0.01562500	0.62500	0.01331790	0.00102498	0.00087364
WIO12	Burkey, Arthur A. II	0.00781250	0.31250	0.00665890	0.00051249	0.00043682
WIO15	Cargen, Inc.	0.30032060	12.01282	0.25597646	0.01970071	0.01679178
WIO20	Cleary, Joann	0.01562500	0.62500	0.01331790	0.00102498	0.00087364
WIO21	Cleary, Ray	0.01562500	0.62500	0.01331790	0.00102498	0.00087364
WIO38	Geo-Lin, Inc.	0.02148440	0.85938	0.01831200	0.00140935	0.00120125
WIO39	GLM Energy, Inc	0.19700530	7.88021	0.16791630	0.01292334	0.01101513
WIO44	Halsey, John	0.00104100	0.04164	0.00088790	0.00006829	0.00005825
WIO61	Lerina Financiera SA	0.01562500	0.62500	0.01331790	0.00102498	0.00087364
WIO69	McIntyre, Katherine K.	0.01562500	0.62500	0.01331790	0.00102498	0.00087364
WIO74	MWC Energy Corp.	0.25457060	10.18282	0.21698166	0.01669956	0.01423376
WIO84	Powell, Harold	0.01562500	0.62500	0.01331790	0.00102498	0.00087364
WIO86	Replogle, Penelope Stark	0.00520830	0.20833	0.00443930	0.00034166	0.00029121
WIO97	Stark, Mary Lou Trust	0.01562500	0.62500	0.01331790	0.00102498	0.00087364
WIO98	Stark, Stephen L.	0.00520840	0.20834	0.00443930	0.00034167	0.00029121
WIO99	Stark, Walter J. jr	0.00520830	0.20833	0.00443930	0.00034166	0.00029121
WIO100	Swisher Investments	0.01562500	0.62500	0.01331790	0.00102498	0.00087364
WIO109	Warner, William D.	0.03906250	1.56250	0.03329480	0.00256246	0.00218410
WIO115	Wilson, Ellen C.	0.02343750	0.93750	0.01997680	0.00153747	0.00131046
	<b>Tract Total</b>	1.00000000	40.00000	0.85234470	0.06559893	0.05591290

Working Interests of Linda K, Bailey, Geo-Lin, Inc., GLM Energy, Inc. and Swisher Investments purchased by Bluebonnet Oil Corporation

Working Interests of Cargen, Inc. purchased by Michael R. Bolen

ASSIGNMENT OF OIL & GAS LEASES  
AND BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS:

THAT GLM Energy, Inc., 8101 N. Rockwell, Suite 31, Oklahoma City, Oklahoma 73132, hereinafter called "Assignor," for and in consideration of Ten and No/100 Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is herein acknowledged and confessed, does hereby bargain, sell, transfer, assign, and convey unto BLUEBONNET OIL CORPORATION, 9428 Westgate Road, Suite 100A, Oklahoma City, Oklahoma 73162-6249, hereinafter called "Assignee," its heirs, successors and assigns, all Assignor's right, title and interest of every nature and kind in and to the oil and gas leases; oil, gas and mineral leases; and, leasehold interests, rights and properties in, to and under said leases and lands covering the following described leasehold, lands, and real and personal property, to-wit:

BLUEBONNET OIL CORPORATION  
9428 WESTGATE, SUITE 100A  
OKLAHOMA CITY, OK 73162

WEST SACRED HEART (EARLSBORO SAND) UNIT  
E/2 SE/4 & SW/4 SE/4 SECTION 11-T6N-R4E  
POTTAWATOMIE COUNTY, OKLAHOMA

THIS Assignment of Oil & Gas Leases and Bill of Sale herein assigns and conveys to Assignee the oil and gas leases, leasehold interests, rights and properties in, to and under said leases and lands; all presently existing and valid oil, gas or mineral unitization, pooling, operating, and communitization agreements, declarations and orders, in and to the properties covered and the units created thereby, which may relate to or affect any of the leasehold estate or lands specifically described above.

Assignor does hereby bargain, sell, grant and convey unto Assignee all personal property, improvements, lease and well equipment of every nature and kind, easements, claims, rights to payment, rights-of-way, surface leases and other surface rights including without limitation such items related to the oil and gas leases covering above described lands being used in connection with the exploration, development, operation or maintenance of the leases or lands specifically described or referred to herein, or any unit or units in which part or parts of such leases or lands may be included, or are being used in connection with the production, treating, storing, gathering, transportation and/or marketing of oil, gas and/or other minerals produced from or allocated to such leases or such unit or units.

This Assignment of Oil & Gas Leases and Bill of Sale is made without warranty of title, and without warranty or representation of any kind by Assignor, including, but not by way of limitation, any warranty or representation as to the quantity, quality or condition of equipment and personal property assigned herein.

TO HAVE AND TO HOLD the above described property and rights, together with all and singular the rights and appurtenances thereto unto said Assignee and its successors and assigns.

EXECUTED this 3rd day of August, 1999, but effective for all purposes as of July 1, 1999.

RECORD AND RETURN TO:



GLM ENERGY, INC.

Mary Anne McGee  
PRESIDENT

STATE OF OKLAHOMA )  
                                  ) ss.  
COUNTY OF                 )

On this 3rd day of August, 1999, before me, the undersigned, a Notary Public, in and for the County and State aforesaid, personally appeared Mary Anne McGee, to me known to be the identical person(s) who signed the name of the maker thereof to the within and foregoing instrument as its President and acknowledged to me that he (she) executed the same as his (her) free and voluntary act and deed, and as the free and voluntary act and deed of said Corporation or Partnership for the uses and purposes therein set forth.

Given under my hand and seal of office the day and year last above written.

My commission expires: 11-16-2001

Samela H. Hudec  
Notary Public

Assignment of Undivided Interest in Oil & Gas Leases

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, Cargen, Inc., whose address is 2828 Parklawn Drive, suite 6B, Midwest City, Oklahoma 73110 (hereinafter called "Assignor"), for and in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, receipt of which is hereby acknowledged, does hereby sell, assign, transfer and set over unto Michael R. Bolen, whose address is 9428 Westgate, Suite 100A, Oklahoma City, Oklahoma 73162, (hereinafter called Assignee"), all of Assignor's right, title and interest in and to the Oklahoma Corporation Commission Orders and oil and gas leases affecting the wells and lands described on the Exhibit "A" attached hereto and made a part hereof, including but not limited to the rights of the wellbore of the wells listed on Exhibit "A", located in Pottawatomie County, Oklahoma, together with such interest's part of all production, if any, produced under such oil and gas leases and a like interest in all personal property, fixtures, and equipment located on the lands described on Exhibit "A".

The interest herein assigned is subject to the operating agreement heretofore entered into covering the above lands, any gas purchase contracts or agreements, and any and all overriding royalties or other encumbrances to which said leases may be subject, and to limitations as to depth or otherwise, contained either in the oil and gas leases or the assignment unto Assignor, with Assignee acquiring said leases subject to bearing its proportionate part of said encumbrances. This assignment is expressly made without warranty or title, either express or implied.

EXECUTED this 10<sup>th</sup> day of March 1998, but effective as of July 1, 1997.

Cargen, Inc.

Myers Dallas Campbell  
 By: Myers Dallas Campbell, President

ACKNOWLEDGMENT

State of Oklahoma )  
 )  
 County of Oklahoma ) SS.



Before me, the undersigned, a Notary Public in and for said County and State, on this 10<sup>th</sup> day of March, 1998, personally appeared Myers Dallas Campbell, President of Cargen, Inc., to me known to be the identical person who executed the within and foregoing instrument and acknowledged to me that he executed the same as his free and voluntary act and deed for the uses and purposes therein set forth.

Given under my hand and seal of office the day and year last above written.

My Commission Expires:

September 30, 2000

Susan Kay Abbe  
 Notary Public

RETURN TO: Benchmark Oil Corp. 9428 Westgate #100A OKC OKLA. 73162

Attached to and made a part of that certain  
Assignment of Undivided Interest in Oil & Gas Leases  
by and between Cargen, Inc., "Assignor"  
and Michael R. Bolen, "Assignee".

<u>Tract No.</u>	<u>Tract Description</u>	<u>Tract Acreage</u>
1	SW/4 SE/4 of Section 2, Township 6 North, Range 4 East	40
2	NW/4 NE/4 of Section 11, Township 6 North, Range 4 East	40
3	SE/4 NW/4 of Section 11, Township 6 North, Range 4 East	40
4	SW/4 NE/4 of Section 11, Township 6 North, Range 4 East	40
5	NE/4 SE/4 of Section 11, Township 6 North, Range 4 East	40
6	W/2 NW/4 SE/4 of Section 11, Township 6 North, Range 4 East	20
7	E/2 NW/4 SE/4 of Section 11, Township 6 North, Range 4 East	20
8	NE/4 SW/4 of Section 11, Township 6 North, Range 4 East	40
9	SE/4 SW/4 of Section 11, Township 6 North, Range 4 East	40
10	SW/4 SE/4 of Section 11, Township 6 North, Range 4 East	40
11	SE/4 SE/4 of Section 11, Township 6 North, Range 4 East	40
	Total	400