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J-11936

Minerals Management Service
Leasing & Environment

MEMORANDUM OF ASSIGNMENT OF OVERRIDING ROYALTY INTEREST

WHEREAS, Brooklyn Union Exploration Company, Inc., 1331 Lamar, Suite 1065, Houston, Texas 77010, is the owner of an undivided seventy-five percent (75.00%) leasehold interest in the following described lease (the "Lease"):

Oil and Gas Lease of Submerged Lands dated effective May 1, 1990, between the United States of America, Lessor, and Brooklyn Union Exploration Company, Inc., Lessee, covering all of Block 59, Eugene Island Area, OCS Leasing Map, Louisiana Map No. 4, containing 5000.00 acres, more or less, and bearing Serial No. OCS-G 11936.

WHEREAS, by separate Assignment(s) of Overriding Royalty Interest, dated February 15, 1991, effective May 2, 1990, Brooklyn Union Exploration Company, Inc. has assigned to the following named assignees the following overriding royalties in the Lease:

Stanley W. Anderson 1719 Earl of Dunmore Katy, Texas 77449	.0025000 of 8/8ths
Joe E. Batchelor 12207 Sugar Springs Houston, Texas 77077	.0025000 of 8/8ths
Dale V. Baysinger 32239 Decker Prairie Magnolia, Texas 77355	.0016250 of 8/8ths
Sammye L. Dees P. O. Box 766 Spring, Texas 77383	.0030000 of 8/8ths
Randall Fleming 1331 Lamar, Suite 1065 Houston, Texas 77010	.0042500 of 8/8ths

B. Victor Hansen 3035 Amherst Houston, Texas 77005	.0016250 of 8/8ths
Stephen E. Jackson 36 Glen Loch Sugar Land, Texas 77479	.0025000 of 8/8ths
George A. Kelly, Jr. 7122 Rancheria Houston, Texas 77083	.0016250 of 8/8ths
Thomas E. Swartz 23007 Chilsen Bridge Lane Katy, Texas 77450	.0016250 of 8/8ths
Richard J. Thorp 25311 Roesner Lane Katy, Texas 77450	.0016250 of 8/8ths
James F. Westmoreland 1606 Dixie Hollow Pearland, Texas 77581	.0005000 of 8/8ths
Daniel A. Wilson 11006 Renwick Houston, Texas 77096; and	.0016250 of 8/8ths

WHEREAS, each overriding royalty is subject to the terms and provisions of the applicable Assignment of Overriding Royalty Interest.

NOW, THEREFORE, KNOW ALL MEN BY THESE PRESENTS THAT:

Brooklyn Union Exploration Company, Inc. does hereby confirm and acknowledge the existence of the overriding royalties and does hereby confirm that each overriding royalty is subject to the terms of the applicable Assignment of Overriding Royalty Interest and that a copy of an applicable Assignment of Overriding Royalty Interest may be obtained at

the addresses specified above from Brooklyn Union Exploration Company, Inc. or the relevant assignee.

Executed this the 15th day of February, 1991.

BROOKLYN UNION
EXPLORATION COMPANY, INC.

By James G. Floyd
James G. Floyd President

STATE OF TEXAS)
)
COUNTY OF HARRIS)

This instrument was acknowledged before me on the 15th day of February, 1991, by James G. Floyd, President of BROOKLYN UNION EXPLORATION COMPANY, INC., a Delaware corporation, on behalf of said corporation.

Christina M. Barker
Notary Public in and for
the State of Texas