



United States Department of the Interior



MINERALS MANAGEMENT SERVICE

Gulf of Mexico OCS Region
1201 Elmwood Park Boulevard
New Orleans, Louisiana 70123-2394

In Reply Refer To: OCS-G 22939

Instrument:

Filed:	July 11, 2006
Executed:	June 30, 2006
Approved:	July 13, 2006
Effective:	September 11, 2005

Murphy Exploration & Production Company - USA
Assignor

Pioneer Natural Resources USA, Inc.
Davis Offshore, L.P.
Stephens Production Company, LLC
Assignees

ACTION: ASSIGNMENT OF OPERATING RIGHTS APPROVED

Oil and Gas

This assignment does not affect record title interest. The approval of this assignment is restricted to operating rights only, and by virtue of this approval, the Assignee is subject to, and shall fully comply with, all applicable regulations now or to be issued under the Outer Continental Shelf Lands Act, as amended. Notwithstanding any agreement between the Assignors and Assignee, the parties remain subject to the liability provisions of the Minerals Management Service regulations codified at 30 CFR 256.62(e).

Assignor assigned unto Assignees 100% of 8/8ths operating rights, in the following proportions, in the operating rights as described below:

Pioneer Natural Resources USA, Inc.	55.31250%
Davis Offshore, L.P.	29.68750%
Stephens Production Company, LLC	15.00000%

Operating rights are now held as follows:

Continued

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IN AMERICA 

OCS-G 22939 W1/2 of Block 300, Green Canyon, as to all depths from the surface to down to and including the stratigraphic equivalent of 17,440' Total Vertical Depth Subsea (TVDSS) as seen in the Schlumberger Gamma Ray Log for the Pioneer Natural Resources USA, Inc. OCS-G 15571 Well No. 1 (API No. 608114045000)

Pioneer Natural Resources USA, Inc.	55.31250%
Davis Offshore, L.P.	29.68750%
Stephens Production Company, LLC	15.00000%



Steven K. Waddell, CPL
Supervisor, Adjudication Unit
Leasing and Environment

cc: Assignor
Assignee
Case File

GIEGER, LABORDE & LAPEROUSE, L.L.C.

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ONE SHELL SQUARE

701 POYDRAS STREET

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KENNETH H. LABORDE^{1,2}
LAMBERT M. LAPEROUSE¹
ROBERT I. SIEGEL¹
ANDREW A. BRAUN¹
LEO R. McALOON III^{1,2}
JOHN E. W. BAAY II^{1,2,3}
ANDREW M. ADAMS^{1,2}
MARGARET L. SUNKEL¹
BRENDAN P. DOHERTY
DANIEL G. RAUH
COLETTE A. SALTER
RACHEL G. WEBRE
JASON D. BONE^{3,4}
MEREDITH K. KEENAN
WILLIAM A. BAROUSSE
KRISTENA L. HARPER
DAVID B. WILSON
GINA S. MONTGOMERY
JANET H. ASCHAFFENBURG

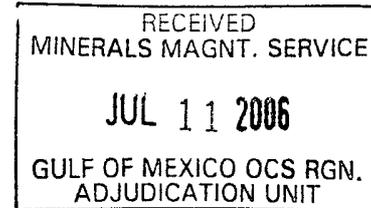
¹ LAW CORPORATION

² ALSO ADMITTED IN TEXAS

³ ALSO ADMITTED IN MISSISSIPPI

⁴ ALSO ADMITTED IN FLORIDA

July 10, 2006



Hand Delivered

United States Department of the Interior
Minerals Management Service
Adjudication Unit, Mail Stop 5421
1201 Elmwood Park Boulevard
New Orleans, Louisiana 70123-2630

RE: Request for **Expedited** Approval of Partial
Assignment of Operating Rights Interest
OCS-G 22939, Green Canyon Block 300, West Half

To Whom It May Concern:

Enclosed for filing and approval are two (2) fully executed original Partial Assignments of Operating Rights Interest in which Murphy Exploration & Production Company – USA (“**Murphy**”) (GOM No. 02647) assigns unto Pioneer Natural Resources USA, Inc. (“**Pioneer**”) (GOM No. 1935), Davis Offshore, L.P. (“**Davis**”) (GOM No. 02480), and Stephens Production Company, LLC (“**Stephens**”) (GOM No. 02478), all of its 100% operating rights interest in that portion of the federal oil and gas lease described below:

Oil and Gas Lease of Submerged Lands bearing Serial No. 22939, effective July 1, 2001, covering all of Green Canyon Block 300, OCS Official Protraction Diagram, NG 15-03, covering approximately 5,760 acres, INSO FAR AND ONLY INSO FAR AS said Lease covers the West Half of Block 300, Green Canyon, as to all depths from the surface down to and including 17,440' TVDSS (“**Operating Rights Tract**”).

Please approve the enclosed assignment effective as of September 11, 2005, and file evidence of such approval in the lease records maintained by your office for Lease OCS-G 22939.

Please note that the enclosed assignments were previously filed with the MMS in March 2006 and were rejected pursuant to letter from Ann Glazner dated May 30, 2006, a copy of which is enclosed herewith. We hereby request expedited approval of the enclosures in accordance with the previous filing date. This request is necessary due to the fact that a rig is scheduled to arrive at the Lease block as early as July 20, 2006, and the agreements between the parties require MMS approval of the enclosures before operations may begin.

Also enclosed are duplicate executed original Designation of Operator (“**DOOs**”) forms for the subject Lease, as follows:

- DOO executed by Murphy designating Pioneer as Operator of OCS-G 22939, INSO FAR AS to the E/2, surface – 17,500' TVD SS, and the W/2, surface – 17,440' TVD SS (extra originals – these have already been approved by the MMS);

July 10, 2006

Page 2

- DOO executed by Davis designating Pioneer as Operator of OCS-G 22939, INSOFAR AS to the Operating Rights Tract; and
- DOO executed by Stephens designating Pioneer as Operator of OCS-G 22939, INSOFAR AS to the Operating Rights Tract.

Inasmuch as the enclosed DOOs do not constitute changes to the currently approved DOO, the filing fee enclosed herewith is in the amount of \$170.00, in payment of the requisite fee for the assignment.

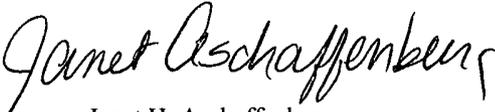
Pioneer currently has in force and effect the requisite oil spill financing responsibility coverage pursuant to the Oil Pollution Act of 1990.

Please note that the following were not included in the materials returned by Ann Glazner in her letter dated May 30, 2006:

- Form MMS-1017 (Designation of Applicant) executed by Davis, designating Pioneer as the Designated Applicant for OCS-G 22939; and
- Form MMS-1017 (Designation of Applicant) executed by Stephens, designating Pioneer as the Designated Applicant for OCS-G 22939.

Please contact the undersigned if you have any questions or comments concerning this request.

Yours very truly,



Janet H. Aschaffenburg

JHA/mfs

Enclosures

cc w/o enc.: Mr. Harold Sonnier

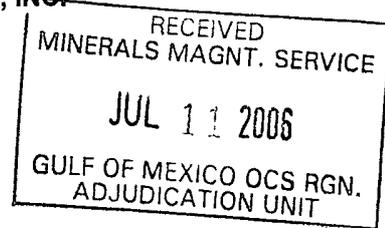
**PARTIAL ASSIGNMENT OF OPERATING RIGHTS IN FEDERAL OCS
OIL & GAS LEASE**

ASSIGNOR: **Murphy Exploration & Production Company – USA**
a Delaware corporation
131 South Robertson Street
New Orleans, Louisiana 70112

ASSIGNEES: **PIONEER NATURAL RESOURCES USA, INC.**
a Delaware corporation
5205 N. O'Connor Blvd., Suite 1400
Irving, Texas 75039-3746

DAVIS OFFSHORE, L.P.
a Texas Limited Partnership
1360 Post Oak, Suite 2400
Houston, Texas 77056

STEPHENS PRODUCTION COMPANY, LLC
an Arkansas limited liability company
623 Garrison Ave.
Fort Smith, Arkansas 72901-2531



Interest conveyed: 100% of 8/8th's operating rights in the following proportions:

Pioneer Natural Resources USA, Inc.	55.31250% of 8/8ths
Davis Offshore, L.P.	29.68750% of 8/8ths
Stephens Production Company LLC	15.00000% of 8/8ths
Total	100.00000% of 8/8ths

By this instrument Murphy Exploration & Production Company - USA for good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, hereby assigns to the assignees described above one hundred percent (100%) of 8/8th's operating rights interest in and to the Federal Oil & Gas Lease, located on the Outer Continental Shelf, described below:

Serial Number: OCS-G 22939
Effective Date: July 1, 2001
Lease Description: Lease No. OCS-G 22939 Green Canyon Block 300,
OCS Official Protraction Diagram NG 15-03, containing
approximately 5,760 acres.

INSOFAR AND ONLY INSOFAR as said Lease covers the West Half (W½) of Block 300, Green Canyon, as to all depths from the surface to down to and including the stratigraphic equivalent of 17,440' Total Vertical Depth Subsea (TV DSS) as seen in the Schlumberger Gamma Ray Log for the Pioneer Natural Resources USA, Inc. OCS-G 15571 Well No. 1 (API No. 608114045000)

APPROVED

A handwritten signature in black ink, appearing to read "Steven K. Waddell".

BY: STEVEN K. WADDELL
ADJUDICATION UNIT SUPERVISOR
LEASING ACTIVITIES SECTION

(The above-described lands hereinafter referred to as the "Assigned Lands".)

Assignor hereby reserves an overriding royalty interest of ten percent of eight eighths (10.00 % of 8/8ths) in all oil, gas, or other liquid or gaseous hydrocarbons produced, saved or sold from the Assigned Lands. The overriding royalty interest herein reserved shall be proportionately reduced as to the Assignor's interest in the operating rights hereby assigned. Said overriding royalty interest shall be computed in the same manner and paid at the same time and bear the same burdens as the Lessor's royalties are computed and paid under said Lease. Notwithstanding anything to the contrary herein, said overriding royalty shall not be applicable to any flared or vented gas or production unavoidably lost prior to delivery to the purchaser thereof. Assignor has the right, at its sole and exclusive option, to take its overriding royalty in kind. Such overriding royalty shall be paid in accordance with the terms of that Declaration of Working Interest Unit attached as Exhibit "2" to that Farmout Agreement between the Parties dated January 15, 2005.

Assignee hereby assumes its proportionate share of the duties, liabilities and obligations, express or implied, imposed upon Assignor under the provisions of the Lease and the contracts, agreements and instruments described in this Assignment, that accrue or arise from and after the Effective Date of this Assignment and under all applicable laws, rules, regulations, orders and ordinances. In addition, this Partial Assignment of Operating Rights in Federal OCS Oil & Gas Lease (Assignment") is made subject to all the terms and conditions of the Farmout Agreement dated effective January 15, 2005 by and between Assignor and Assignee.

Assignor shall have non-exclusive surface rights and non-exclusive rights to drill through depths of the Assigned Lands for the purpose of drilling to, developing and/or producing from depths deeper than the Assigned Lands.

This Assignment is made without warranty of title, whether express or implied, except as to claims arising by, through, and under Assignor, but not otherwise; however this Assignment is made with full substitution and subrogation of Assignees in and to all covenants and warranties Assignor has against third parties. This Assignment is made subject to the lessor's royalty, but free and clear of any additional overriding royalty interests, except the overriding royalty interest reserved herein, net profits interests, production payments, liens, mortgages, or any other burdens created by Assignor.

The terms, covenants and conditions hereof shall be binding upon, and shall inure to the benefit of, Assignor and Assignees and their respective successors and assigns, and such terms, covenants and conditions shall be covenants running with the Lease and with each transfer or assignment of said Lease or any portion thereof.

IN WITNESS WHEREOF, this Assignment is executed before the undersigned competent witnesses on the dates set forth below each signature, but shall be effective for all purposes as of September 11, 2005 ("Effective Date"), subject to approval by the Minerals Management Service of the United States of America, Department of the Interior.

ASSIGNOR:

**Murphy Exploration & Production
Company - USA**

By: _____

Name: James R. Murphy

Title: Vice President

ASSIGNEE:

Pioneer Natural Resources USA, Inc.

By: _____

Name: Ricky D. Raindl

Title: Attorney-in-Fact

WITNESS:

Stephanie Reed

WITNESS:

Karen R. Fernandez

WITNESS:

Carol A. Peterson

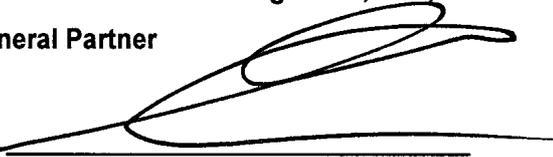
WITNESS:

Phillip S. Cutler II

ASSIGNEES:

Davis Offshore, L.P.

By: Davis Offshore Management, LLC, its
General Partner

By: 

Name: Gregg Davis

Title: President

WITNESS:

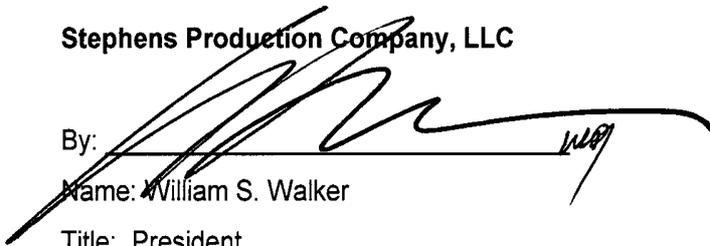


WITNESS:



ASSIGNEE:

Stephens Production Company, LLC

By: 

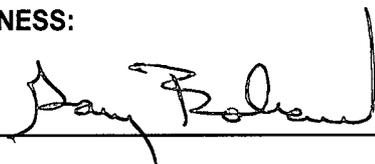
Name: William S. Walker

Title: President

WITNESS:



WITNESS:

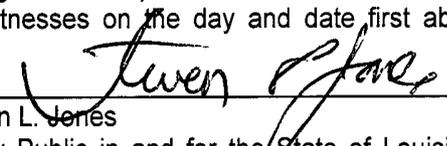


ACKNOWLEDGMENTS

STATE OF LOUISIANA)
)
PARISH OF LAFAYETTE)

Be it known, that on this 19th day of the month of June, 2006, before me, the undersigned authority, personally came and appeared James R. Murphy, Vice President of Murphy Exploration & Production Company - USA, to me personally known and known by me to be the person whose genuine signature is affixed to the foregoing document, who signed said document before me and in the presence of the two witnesses whose names are thereto subscribed as such, being competent witnesses, and who acknowledged, in my presence and in the presence of said witnesses, that he signed the above and foregoing document as the free act and deed of said corporation and for the uses and purposes therein set forth and apparent.

In witness whereof, the said appearer has signed these presents and I have hereunto affixed my hand and seal, together with the said witnesses on the day and date first above written.



Steven L. Jones
Notary Public in and for the State of Louisiana

Commission expires: at Death

STEVEN L. JONES, NOTARY PUBLIC
IN AND FOR THE STATE OF LOUISIANA
MY COMMISSION EXPIRES AT DEATH
BAR NO. 07509

STATE OF TEXAS)
)
COUNTY OF DALLAS)

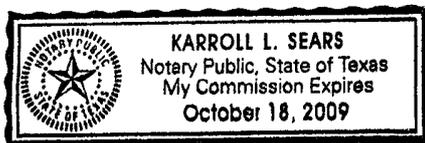
Be it known, that on this 26 day of the month of JUNE, 2006, before me, the undersigned authority, personally came and appeared Ricky D. Raindl, Attorney-in-Fact of Pioneer Natural Resources USA, Inc., to me personally known and known by me to be the person whose genuine signature is affixed to the foregoing document, who signed said document before me and in the presence of the two witnesses whose names are thereto subscribed as such, being competent witnesses, and who acknowledged, in my presence and in the presence of said witnesses, that he signed the above and foregoing document as the free act and deed of said corporation and for the uses and purposes therein set forth and apparent.

In witness whereof, the said appearer has signed these presents and I have hereunto affixed my hand and seal, together with the said witnesses on the day and date first above written.



Notary Public in and for the State of Texas

Commission expires:

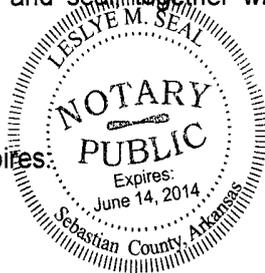


STATE OF ARKANSAS)

COUNTY OF SEBASTIAN)

Be it known, that on this 30th day of the month of June, 2006, before me, the undersigned authority, personally came and appeared William S. Walker, President of Stephens Production Company, LLC, to me personally known and known by me to be the person whose genuine signature is affixed to the foregoing document, who signed said document before me and in the presence of the two witnesses whose names are thereto subscribed as such, being competent witnesses, and who acknowledged, in my presence and in the presence of said witnesses, that he signed the above and foregoing document as the free act and deed of said corporation and for the uses and purposes therein set forth and apparent.

In witness whereof, the said appearer has signed these presents and I have hereunto affixed my hand and seal together with the said witnesses on the day and date first above written.



Leslye M. Seal
Notary Public in and for the State of Arkansas

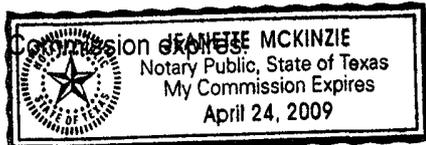
Commission expires:

STATE OF TEXAS)

COUNTY OF HARRIS)

Be it known, that on this 27th day of the month of June, 2006, before me, the undersigned authority, personally came and appeared Gregg Davis, President of Davis Offshore Management, LLC, acting as the General Partner of Davis Offshore, L.P., a Texas Limited Partnership, to me personally known and known by me to be the person whose genuine signature is affixed to the foregoing document, who signed said document before me and in the presence of the two witnesses whose names are thereto subscribed as such, being competent witnesses, and who acknowledged, in my presence and in the presence of said witnesses, that he signed the above and foregoing document as the free act and deed of said corporation and for the uses and purposes therein set forth and apparent.

In witness whereof, the said appearer has signed these presents and I have hereunto affixed my hand and seal, together with the said witnesses on the day and date first above written.



James Mckinzie
Notary Public in and for the State of Texas