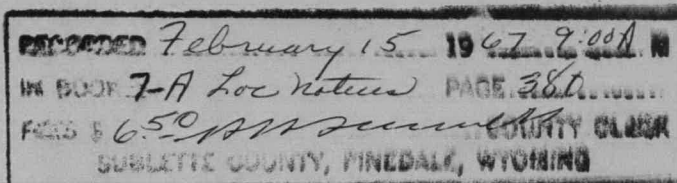


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ASSIGNMENT

THIS ASSIGNMENT, by and between GILBERT E. FOWLER and CHRISTIAN F. MURER (hereinafter called "Assignors") and COTTER CORPORATION (N.S.L.), a New Mexico corporation (hereinafter called "Cotter"), with an office at Canon City, Colorado;

W I T N E S S E T H:

FOR AND IN CONSIDERATION of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignors do hereby grant, bargain, sell, convey, assign, transfer and set over unto Cotter the undivided interests in and to the leases described in Exhibit A attached hereto, insofar as said leases cover the lands described in Exhibit A (said leases covering said lands being hereinafter called the "Subject Properties").

TO HAVE AND TO HOLD the Subject Properties, together with, all and singular, all rights, privileges, hereditaments and appurtenances thereto in anywise belonging, unto Cotter, its successors and assigns forever. And Assignors hereby bind themselves to warrant and forever defend all and singular the Subject Properties unto Cotter against every person whomsoever lawfully claiming or to claim the same or any part thereof by, through or under Assignors, but not otherwise.

Assignors hereby expressly except, reserve and retain title to an undivided 3% of all minerals produced, saved and marketed from the Subject Properties (under the provisions of the aforesaid leases or any extensions or renewals thereof), as an overriding royalty free and clear of any costs and expenses of development and operation of the Subject Properties, except taxes applicable to said overriding royalty and the production attributable thereto; said overriding royalty is expressly excepted, reserved and retained by Assignors in equal undivided shares.