

EXHIBIT "A" TO ASSIGNMENT AND CONVEYANCE

This Exhibit A describes the oil and gas properties located in the States of:

Alabama	Kansas	Nebraska	Texas
Arizona	Louisiana	New Mexico	Utah
Arkansas	Mississippi	North Dakota	Wyoming
Colorado	Montana	Oklahoma	

which are referred to in the foregoing Assignment and Conveyance, to which this Exhibit A is attached, as being specifically described herein.

The properties specifically described in this Exhibit A include and/or are subject to the respective restrictions, exceptions, reservations, conditions, limitations, amendments, assignments, contracts, agreements and other instruments and matters set forth in the "Complementary Schedule" in this Exhibit A following the descriptions in tabular form for each County, as indicated by reference numbers under the column heading "Complementary Schedule".

The references in said Complementary Schedule to agreements or other instruments shall not operate to subject any interest to any such agreement or other instrument except to the extent that such agreement or other instrument is valid and presently subsisting with respect to such interest; nor shall the reference to any such agreement or other instrument be deemed to constitute a recognition by the parties to the Conveyance that any such agreement or other instrument so referred to is valid except to the extent such agreement or other instrument is presently in force and effect.

The following abbreviations appearing in this Exhibit A represent the following terms, respectively:

"L" -- Oil and gas leasehold estate;
"M" -- Mineral or royalty estate;
"RI" -- Royalty Interest;
"ORR" -- Overriding royalty estate;
"F" -- Fee Land;
"PP" -- Production Payment estate;
"BPO" -- "Before Payout";
"APO" -- "After Payout";
"BOFD" -- "Barrels of oil per day"; and
"NDI" -- "Net Decimal Interest in Production",

and unless any such abbreviation is preceded by a decimal, per cent or fraction, the entire estate created in or conveyed by the applicable instrument hereinafter described in this Exhibit "A" is deemed conveyed in the Assignment and Conveyance by the Grantor named therein ("Pan American"), and when any such abbreviation is preceded by a decimal, percent or fraction, said decimal, percent or fraction specifies the undivided decimal, percentage or fractional interest created in or conveyed by the applicable instrument herein-after described in this Exhibit A which is being conveyed by Pan American in the Assignment and Conveyance. Each overriding royalty estate and production payment estate or portion thereof hereby conveyed is described by reference to the oil and gas lease or leases and the lands covered or affected thereby and by reference in the Complementary Schedule to the instrument by which such overriding royalty estate or production payment estate or portion thereof was reserved by or assigned to Pan American or its predecessor in interest. Reference is hereby made to such instruments and other instruments referred to in this Exhibit A for a more complete description of such interests, including all rights, titles, interests, estates, remedies, powers and privileges, appurtenant or incident thereto, and the terms, limitations, exceptions, restrictions and conditions to which such interests are subject, as contained in said instruments, for a more complete description of any other terms used but not defined herein and for all other purposes, all of which interests or portions thereof, subject as aforesaid, are conveyed by the Assignment and Conveyance.

Unless otherwise specified, all recording references contained in this Exhibit A in the columns headed "Recorded" or in the Complementary Schedule in connection with the respective properties described are references to the records of the particular County in which the particular property or a portion thereof is located.

The properties described in this Exhibit A are subject to any and all valid and presently subsisting easements and rights of way, either of record or on the ground.