

NAME Midwest Energy Co.  
ADDRESS 1000 Ph. Howard  
CITY & STATE Tulsa, OK 74103

DOC NUMBER 00035828  
TIME 09:49 AM  
FEE 12.00  
DATE MAR. 26 1993  
JOHN J. GARVEY  
OKLAHOMA COUNTY CLERK  
RECORDED AND FILED

KNOW ALL MEN BY THESE PRESENTS:

THAT, the undersigned, FEE OIL & GAS, LTD, a limited partnership, P.O. Box 64629, Oklahoma City, OK 73154, hereinafter referred to as "Assignor", for and in consideration of the sum of Ten Dollars (\$10.00), the receipt of which is hereby acknowledged, does hereby assign, transfer, sell and convey, subject to the reservations hereinafter set forth, unto MIDWEST ENERGY CORPORATION, with offices at 2405 East Skelly Drive, Tulsa, Oklahoma 74105-6006, all of Assignor's right, title and interest in and to the oil and gas leases described in Exhibit "A" attached hereto and made a part hereof, together with the rights incident thereto (including but not limited to any rights obtained pursuant to any Force Pooling order of the Oklahoma Corporation Commission), the personal property thereon, appurtenant thereto or used or obtained in connection therewith, INSOFAR AND ONLY INSOFAR, as said leases cover those depths from the surface of the earth down through and including the base of the Oswego formation, or the stratigraphic equivalent thereof, as the same is found in the Love #1 well located in the NE/4 of Section 4-13N-1E, Oklahoma County, Oklahoma.

Assignor hereby expressly reserves unto itself an overriding royalty interest of 1/4th of 8/8ths on all oil, gas, and casinghead and gas condensate produced therefrom. Said overriding royalty interest shall absorb and be inclusive of all presently existing burdens, including all landowners royalty. The overriding royalty interest reserved shall be free and clear of all development and operating expenses of whatsoever nature, but shall be subject to and bear its proportionate part of any and all taxes applicable thereto. However, in no event shall the said overriding royalty interest cause the total net revenue of the leases being assigned hereunder to be less than seventy-five percent (75%). Assignor further warrants that the overriding royalty herein reserved shall be the total burden placed on these leases by Assignor.

If said oil and gas leases cover less than the entire undivided mineral estate in the lands described in Exhibit "A", then the overriding royalty herein reserved shall be proportionately reduced.

This Assignment is specifically subject to the terms, provisions, covenants, and reservations of that certain Farmout Agreement by and between the parties hereto dated November 12, 1992. This assignment is also subject to the terms of the oil and gas leases, intermediate assignments thereof, and subject further to all overriding royalty interests, excess royalty interests or other burdens presently existing against the oil and gas leases described in Exhibit "A" attached hereto.

This Assignment is made without Warranty of Title, either express or implied, except for title defects arising or created by, through or under Assignor.

IN WITNESS WHEREOF, the Assignor has caused this Assignment to be executed this \_\_\_ day of February, 1993, effective, however, as of the date of first production from the Love #1 well.

WITNESS:  
Christina Gigliano

FEE OIL & GAS, LTD.

By: Thomas L. Jones

STATE OF OKLAHOMA )  
 ) ss.  
COUNTY OF OKLAHOMA )

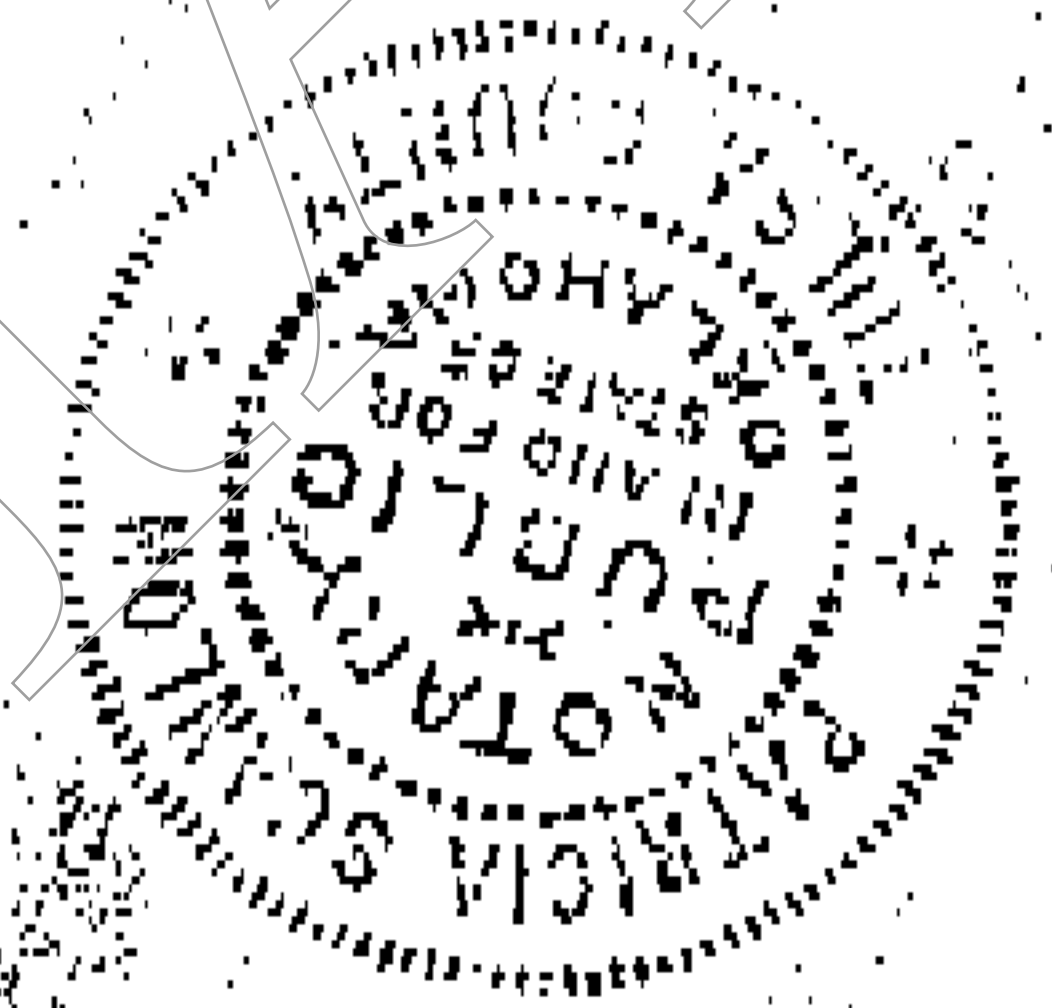
On this 10th day of February, 1993, before me, the undersigned, a Notary Public, in and for the County and State aforesaid, personally appeared \_\_\_\_\_ to me known to be the identical person who executed the within and foregoing instrument, and acknowledged to me that he executed the same as his free and voluntary act and deed, for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I hereunto set my official signature and affix my notarial seal the day and year last written above.

My Commission Expires:

2-27-96

Patricia Scanlon  
Notary Public



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EXHIBIT "A"  
 Attached to and made a part of that certain Assignment of Oil and Gas Leases dated February 1, 1993 by and between Fee Oil & Gas, Ltd. and Midwest Energy Corporation

Lease Code	Lessor	Lessee	Lease Date	Recording Vol-Page	Description
OK-1751-031	Henry Thomas Love	Petroleum Land Management, Inc	11/29/89	5993 1166	NE/4 (AKA Lots 1 & 2 & S/2 NE/4) Section 4-13N-1E Oklahoma County, OK
OK-1751-032	John F. Love, AKA John Federick Love	Petroleum Land Management, Inc	11/29/89	5992 272	NE/4 (AKA Lots 1 & 2 & S/2 NE/4) Section 4-13N-1E Oklahoma County, OK
OK-1751-033	Barbara L. Connell, AKA Barbara Lytal Connell	Petroleum Land Management, Inc	11/29/89	5992 269	NE/4 (AKA Lots 1 & 2 & S/2 NE/4) Section 4-13N-1E Oklahoma County, OK

LUTHER SOUTH

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