

1999-4931

INTRODUCED BY: CHRIS A. TREGRE
(DEPARTMENT OF LEGAL SERVICES)

RESOLUTION NO. 4718

A resolution retroactively approving Assignment of State Lease No. 12088 from Denbury Resources, Inc. (formerly Denbury Management, Inc.) to Ensignt Resources, L.L.C.

WHEREAS, on July 9, 1999 Denbury Resources, Inc. executed an Assignment in favor of Ensignt Resources, L.L.C. per the attached document marked as "Exhibit A"; and,

WHEREAS, by Resolution No. 2722 adopted February 4, 1985, St. Charles Parish Council authorized the State Mineral Board to handle the leasing of a tract of land in St. Charles Parish; and,

WHEREAS, at the May 8, 1985 State Lease Sale, State Agency Tract No. 21926 was awarded to Rosewood Resources, Inc. as State Agency Lease No. 12088; and,

WHEREAS, Article 8 of Lease No. 12088 provides that the rights of Lessee may be assigned or transferred in whole or in part but no transfer or assignment whether in whole or in part, in relation to this lease shall be valid unless such transfer or assignment be approved by Lessor.

NOW THEREFORE, BE IT RESOLVED BY THE PARISH COUNCIL OF ST. CHARLES PARISH, STATE OF LOUISIANA, ACTING AS THE GOVERNING AUTHORITY OF SAID PARISH hereby grants written consent to the assignment of State Agency Lease No. 12088 by Denbury Resources, Inc. to Ensignt Resources, L.L.C. subject to the terms and conditions of the lease.

The foregoing resolution having been submitted to a vote, the vote thereon was as follows:

YEAS: MINNICH, ALEXANDER, CHAMPAGNE, ABADIE, AUTHEMENT,
JOHNSON, DUHE
NAYS: NONE
ABSENT: RAMCHANDRAN, SIRMON

And the resolution was declared adopted this 18th day of October, 1999, to become effective five (5) days after publication in the Official Journal.

CHAIRMAN: [Signature]

SECRETARY: [Signature]

DLVD/PARISH PRESIDENT: Oct 20, 1999

APPROVED: [Signature] DISAPPROVED: _____

PARISH PRESIDENT: [Signature]

RET'D/SECRETARY: Oct 20, 1999

AT: 11:35 AM RECD BY [Signature]

ASSIGNMENT, BILL OF SALE AND CONVEYANCE

STATE OF LOUISIANA §
 §
PARISH OF ST. CHARLES §

THIS ASSIGNMENT, BILL OF SALE AND CONVEYANCE (the "Assignment"), effective as of April 1, 1999 at 7:00 a.m., local time (the "Effective Date"), is by and between **DENBURY RESOURCES INC.**, successor by merger to Denbury Management, Inc., a Delaware corporation, whose address is 5100 Tennyson Parkway, Suite 3000, Plano, Texas 75024 (hereinafter referred to as "Assignor"), and **ENSIGHT RESOURCES, L.L.C.**, a Louisiana Limited Liability Company, whose address is 333 Texas Street, Suite 1175, Shreveport, Louisiana 71101 (hereinafter referred to as "Assignee").

For and in consideration of the sum of One Hundred and No/100 (\$100.00) Dollars cash and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby **ASSIGN, BARGAIN, SELL, TRANSFER, SET OVER, GRANT, CONVEY and DELIVER** unto Assignee all of its right, title and interest in and to the properties described in Exhibit "A", attached hereto and made a part hereof for all purposes including, without limitation, all of its interest in, to and under the following (the "Assets"):

- (a) The oil, gas and mineral leasehold interests described in Exhibit "A", attached hereto and made a part hereof, insofar as such cover and affect the lands and depths described in the Oil, Gas and Mineral Leases more particularly described in Exhibit "A" (the "Leases"), together with Assignor's interest in any pooled, communitized, or unitized acreage derived by virtue of Assignor's ownership of the interests conveyed herein;
- (b) The wells, equipment and facilities located on and used exclusively in connection with the Leases, including, but not limited to, pumps, well equipment (surface and subsurface), saltwater disposal wells, lines and facilities, compressors, compressor stations, dehydration facilities, treating facilities, pipeline gathering lines, flow lines, transportation lines (including long lines and laterals), valves, meters, separators, tanks, tank batteries, and other fixtures;
- (c) Oil, condensate, natural gas, and natural gas liquids produced after the Effective Date, inventory, including "line fill" and

inventory below pipeline connection in tanks, attributable to the interests conveyed herein;

- (d) All contracts and agreements concerning the interest conveyed herein, including, but not limited to, unit agreements, pooling agreements, areas of mutual interest, farmout agreements, farm-in agreements, saltwater disposal agreements, water injection agreements, road use agreements, drilling contracts, production sales contracts, gas balancing agreements, storage or warehouse agreements, supplier contracts, service contracts, insurance contracts, construction agreements, division orders and transfer orders, only insofar as such relate to the interests; and
- (e) All surface use agreements, easements, rights-of-way, licenses, authorizations, permits and similar rights and interest applicable to, or used or useful in connection with, any or all of the interests conveyed herein.

TO HAVE AND TO HOLD the same unto Assignee, its successors and assigns, forever, provided, however, this Assignment, Bill of Sale and Conveyance is made expressly subject to the following terms and provisions:

I.

This Assignment, Bill of Sale and Conveyance is made subject to the terms and provisions of the Oil, Gas and Mineral Leases described on Exhibit "A", the contracts, and all other instruments by or through which Assignor acquired its interests insofar as they pertain to the Assets assigned hereunder. Any third party transacting with Assignee with respect to the Assets may rely on this instrument as vesting Assignee with all of Assignor's interest and rights in the Assets set forth herein.

II.

The provisions hereof shall be covenants running with the land and shall be binding upon and inure to the benefit of the parties hereto, their respective representatives, successors and assigns.

III.

Assignor hereby warrants and represents that it has not created any lien, title defect or encumbrance to the assets or to its ownership thereof and has not otherwise previously conveyed the assets. Assignor's warranty and representation is made with full subrogation and substitution to all of Assignor's rights and actions in warranty.

IV.

ASSIGNOR HEREBY EXPRESSLY DISCLAIMS AND NEGATES ANY REPRESENTATION OR WARRANTY, EXPRESS, IMPLIED, AT COMMON LAW, BY STATUTE, OR OTHERWISE RELATING TO (a) THE CONDITIONS OF THE ASSETS (INCLUDING, WITHOUT LIMITATION, ANY IMPLIED OR EXPRESS WARRANTY OF MERCHANTABILITY, OF FITNESS FOR A PARTICULAR PURPOSE OR OF CONFORMITY TO MODELS OR SAMPLES OF MATERIALS), (b) ANY INFORMATION, DATA OR OTHER MATERIAL (WRITTEN OR ORAL) FURNISHED TO ASSIGNEE BY OR ON BEHALF OF ASSIGNOR (INCLUDING WITHOUT LIMITATION, WITH RESPECT TO GEOLOGICAL DATA, THE EXISTENCE OR EXTENT OF OIL, GAS OR OTHER MINERAL RESERVES, THE RECOVERABILITY OF OR THE COST OF RECOVERING ANY SUCH RESERVES, THE VALUE OF SUCH RESERVES, ANY PRODUCT PRICING ASSUMPTIONS, AND THE ABILITY TO SELL OIL OR GAS PRODUCTION AFTER ASSIGNMENT). ASSIGNEE EXPRESSLY WAIVES AND DISCLAIMS ANY RIGHTS OR CLAIMS UNDER ANY THEORY OF REDHIBITION OR "QUANTI MINORIS" OR ANY OTHER SIMILAR CLAIM OR ACTION WITH RESPECT TO QUALITY, SUITABILITY, CONDITION OR FITNESS OF PERSONAL PROPERTY OR EQUIPMENT TO BE CONVEYED PURSUANT HERETO.

V.

Effective from and after the Effective Date, Assignee shall comply with all applicable laws, regulations, ordinances, rules, orders and permits with respect to the Assets. On and after the Effective Date, Assignee agrees to assume and be responsible for all of the liabilities and obligations or threatened liabilities and obligations which arise out of Assignee's ownership or operation of the Assets.

VI.

Assignee hereby agrees to indemnify and defend Assignor against any and all losses claims, suits, controversies, liability and expense including attorney fees and court costs arising directly or indirectly out of Assignee's ownership and use of the Assets from and after the Effective Date.

Assignor hereby agrees to indemnify and defend Assignee, its officers, directors, agents or employees against any and all losses, claims, suits controversies, liability and expense including attorney's fees and court costs arising directly or indirectly out of Assignor's ownership and use of the Assets prior to the Effective Date.

Assignor and Assignee agree that in the event that a dispute arises with respect to the date of an occurrence, that is, whether an event creating responsibility under this instrument occurred before or after the Effective Date,

the question of time of occurrence shall be submitted to arbitration under the procedures of the Texas Arbitration Act.

VII.

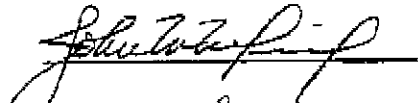
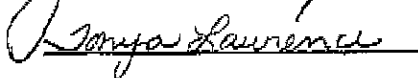
References in this instrument and in Exhibit "A" to contract, agreements or instruments shall not be deemed to create any rights in favor of any third party.

VIII.

Assignee joins in the execution hereof for the purpose of being bound by all the terms, provisions, obligations and covenants herein specified.

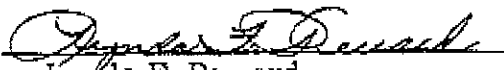
IN WITNESS WHEREOF, this Assignment, Bill of Sale and Conveyance is signed and executed this the 9th day of July, 1999, but effective as of April 1, 1999 at 7:00 a.m. local time.

WITNESSES:

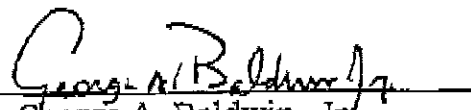
ASSIGNOR

DENBURY RESOURCES INC.
Successor by merger to
Denbury Management, Inc.

By: 
Lynda F. Perrard
Vice President Land

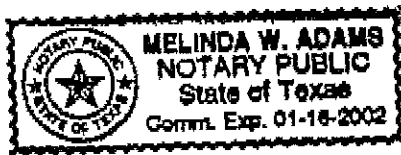
ASSIGNEE

ENSIGHT RESOURCES, L.L.C.

By: 
George A. Baldwin, Jr.
President

STATE OF TEXAS §
 §
COUNTY OF COLLIN §

On this 9th day of July, 1999, before me personally appeared Lynda F. Ferrard, to me personally known, who, being by me duly sworn, did say that she is the Vice President Land of Denbury Resources Inc., successor by merger to Denbury Management, Inc. and that said instrument was signed on behalf of said corporation by authority of its Board of Directors and said Lynda F. Ferrard acknowledged said instrument to be the free act and deed of said corporation.



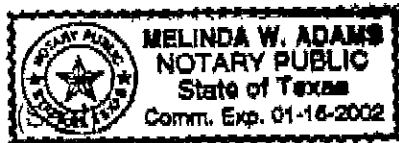
Melinda W. Adams

Notary Public in and for the
State of Texas

(Seal)

STATE OF TEXAS §
 §
COUNTY OF COLLIN §

On this 9th day of July, 1999, before me personally appeared George A. Baldwin, Jr., to me personally known, who, being by me duly sworn, did say that he is the President of Ensign Resources, L.L.C. and that said instrument was signed on behalf of said limited liability company by authority of its Board of Directors and said George A. Baldwin, Jr. acknowledged said instrument to be the free act and deed of said limited liability company.



Melinda W. Adams

Notary Public in and for the
State of Texas

NORTH ST., ROSE FIELD

SECTION 1: LEASES

LEASE NUMBER 12244.001
LEASE NAME OCTAVE J HAYDEL JR ET AL
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 11/27/85
REC BOOK 349
PAGE 445

LEASE NUMBER 12244.002
LEASE NAME HILDA HAZARD HIGGINS
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 11/27/85
REC BOOK 350
PAGE 116

LEASE NUMBER 12246.001
LEASE NAME TENNYSON J RODRIGUE SR
LESSEE NAME SUNBELT ENERGY LTD
LEASE DATED 01/26/84
REC BOOK 310
PAGE 118

LEASE NUMBER 12246.002
LEASE NAME CURTIS J RODRIGUE ET UX
LESSEE NAME SUNBELT ENERGY LTD
LEASE DATED 01/26/84
REC BOOK 310
PAGE 122

LEASE NUMBER 12247.000
LEASE NAME GEORGE T FRANCIS JR ET AL
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 01/16/85
REC BOOK 332
PAGE 624

LEASE NUMBER 12248.000
LEASE NAME ALANDA T RODRIGUE ET AL
LESSEE NAME SUNBELT ENERGY LTD
LEASE DATED 01/26/84
REC BOOK 310
PAGE 126

LEASE NUMBER 12249.001
LEASE NAME GLENN MORALES
LESSEE NAME SUNBELT ENERGY LTD
LEASE DATED 01/26/84
REC BOOK 310
PAGE 132

EXHIBIT A
NORTH ST ROSE FIELD
ST CHARLES PARISH, LA

SECTION 1: LEASES

LEASE NUMBER 12249.002
LEASE NAME FIRST BAPT CHCH OF ST ROSE
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 04/23/85
REC BOOK 338
PAGE 588

LEASE NUMBER 12249.003
LEASE NAME GOODHOPE PRESBYTERIAN CHCH
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 04/23/85
REC BOOK 340
PAGE 327

LEASE NUMBER 12250.000
LEASE NAME VINCENT COLLETTI ET AL
LESSEE NAME SUNBELT ENERGY LTD
LEASE DATED 09/14/84
REC BOOK 326
PAGE 197

LEASE NUMBER 12254.001
LEASE NAME CLIFFORD B MILLER
LESSEE NAME SUNBELT ENERGY LTD
LEASE DATED 11/05/84
REC BOOK 326
PAGE 206

LEASE NUMBER 12254.002
LEASE NAME L GUS ELFER JR ET AL
LESSEE NAME SUNBELT ENERGY LTD
LEASE DATED 11/05/84
REC BOOK 328
PAGE 278

LEASE NUMBER 12254.003
LEASE NAME ELFER B MILLER
LESSEE NAME SUNBELT ENERGY LTD
LEASE DATED 11/05/84
REC BOOK 326
PAGE 201

LEASE NUMBER 12254.004
LEASE NAME EVELYN ELFER MCCUNE ET AL
LESSEE NAME SUNBELT ENERGY LTD
LEASE DATED 11/05/84
REC BOOK 328
PAGE 243

EXHIBIT A
NORTH ST ROSE FIELD
ST CHARLES PARISH, LA

SECTION 1: LEASES

LEASE NUMBER 12254.005
LEASE NAME JOHN T ELFER JR
LESSEE NAME SUNBELT ENERGY LTD
LEASE DATED 11/05/84
REC BOOK 328
PAGE 257

LEASE NUMBER 12254.006
LEASE NAME ESTATE OF EUGENE H ELFER
LESSEE NAME SUNBELT ENERGY LTD
LEASE DATED 11/05/84
REC BOOK 332
PAGE 577

LEASE NUMBER 12260.001
LEASE NAME JOHN T ELFER JR
LESSEE NAME SUNBELT ENERGY LTD
LEASE DATED 11/05/84
REC BOOK 328
PAGE 252

LEASE NUMBER 12260.002
LEASE NAME EVELYN ELFER MCCUNE ET AL
LESSEE NAME SUNBELT ENERGY LTD
LEASE DATED 11/05/84
REC BOOK 328
PAGE 262

LEASE NUMBER 12261.000
LEASE NAME THE FRANCIS FAMILY TRUST
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 01/16/85
REC BOOK 332
PAGE 618

LEASE NUMBER 12262.001
LEASE NAME KATHRYN BRIEDE GORE ET AL
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 08/14/85
REC BOOK 344
PAGE 93

LEASE NUMBER 12262.002
LEASE NAME GEORGE A LASSEIGNE JR
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 08/14/85
REC BOOK 344
PAGE 125

EXHIBIT A
NORTH ST ROSE FIELD
ST CHARLES PARISH, LA

SECTION 1: LEASES

LEASE NUMBER 12263.001
LEASE NAME ANGELO J BOSCO ET AL
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 09/25/85
REC BOOK 346
PAGE 001

LEASE NUMBER 12263.002
LEASE NAME WANDA CHAISSON BOSCO
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 01/23/86
REC BOOK 353
PAGE 703

LEASE NUMBER 12263.003
LEASE NAME MARISSA BOSCO
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 01/23/86
REC BOOK 354
PAGE 286

LEASE NUMBER 12264.000
LEASE NAME BROOK T DEBUYS ET UX
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 06/26/86
REC BOOK 558
PAGE 006

LEASE NUMBER 12265.000
LEASE NAME ROBERT J FRANCIS ET AL
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 05/23/85
REC BOOK 339
PAGE 450

LEASE NUMBER 12266.000
LEASE NAME INTERNATIONAL MATEX TANK
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 11/23/84
REC BOOK 328
PAGE 241

LEASE NUMBER 12268.001
LEASE NAME MAY PURSELL LANDRY ET AL
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 05/30/85
REC BOOK 339
PAGE 455

EXHIBIT A
NORTH ST ROSE FIELD
ST CHARLES PARISH, LA

SECTION 1: LEASES

LEASE NUMBER 12268.002
LEASE NAME DAWN LANDRY KNESS ET AL
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 08/30/85
REC BOOK 345
PAGE 696

LEASE NUMBER 12268.003
LEASE NAME GAIL THERESA LANDRY EXCTRX
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 10/04/85
REC BOOK 347
PAGE 525

LEASE NUMBER 12269.001
LEASE NAME GLORIA W DONALDSON
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 05/17/85
REC BOOK 339
PAGE 471

LEASE NUMBER 12269.002
LEASE NAME WADE WAGUESPACK
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 05/17/85
REC BOOK 340
PAGE 375

LEASE NUMBER 12269.003
LEASE NAME ARTHUR E WAGUESPACK
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 05/17/85
REC BOOK 340
PAGE 379

LEASE NUMBER 12269.004
LEASE NAME JACQUELINE W SANDIFER
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 05/17/85
REC BOOK 341
PAGE 435

LEASE NUMBER 12270.000
LEASE NAME ST CHARLES PH POLICE JURY
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 05/13/85
REC BOOK 338
PAGE 612

EXHIBIT A
NORTH ST ROSE FIELD
ST CHARLES PARISH, LA

SECTION 1: LEASES

LEASE NUMBER 12271.001
LEASE NAME MARVA L PIERRE DAVIS ET AL
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 06/03/85
REC BOOK 340
PAGE 390

LEASE NUMBER 12271.002
LEASE NAME CORA VERA J RIDLEY ET AL
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 02/26/85
REC BOOK 334
PAGE 644

LEASE NUMBER 12272.000
LEASE NAME CHARLES F BLACKWELL ET UX
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 05/07/85
REC BOOK 337
PAGE 881

LEASE NUMBER 12273.000
LEASE NAME EDWARD A ELFER ET AL
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 05/09/85
REC BOOK 337
PAGE 873

LEASE NUMBER 12274.000
LEASE NAME GNOTS - RESERVE INC
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 05/16/85
REC BOOK 339
PAGE 441

LEASE NUMBER 12275.000
LEASE NAME VINCENT GUARAGGI SR ET AL
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 05/16/85
REC BOOK 338
PAGE 601

LEASE NUMBER 12276.000
LEASE NAME ABELE N DUTREIL ET UX
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 06/07/85
REC BOOK 341
PAGE 476

EXHIBIT A
NORTH ST ROSE FIELD
ST CHARLES PARISH, LA

SECTION 1: LEASES

LEASE NUMBER 12277.000
LEASE NAME INTERNATIONAL MATEX TANK
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 05/15/85
REC BOOK 343
PAGE 69

LEASE NUMBER 12278.000
LEASE NAME ESTATE OF BENETTA CIULLA
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 08/01/85
REC BOOK 343
PAGE 64

LEASE NUMBER 12287.000
LEASE NAME BAPTISTE JAMES III
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 02/26/85
REC BOOK 334
PAGE 650

LEASE NUMBER 12288.000
LEASE NAME LESSIE H T ROACH ET AL
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 02/26/85
REC BOOK 334
PAGE 655

LEASE NUMBER 12289.000
LEASE NAME FIRST BAPT CECH OF ST ROSE
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 05/09/85
REC BOOK 338
PAGE 583

LEASE NUMBER 12290.000
LEASE NAME JEAN M HARRIS SMITH
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 07/24/85
REC BOOK 343
PAGE 60

LEASE NUMBER 12291.000
LEASE NAME JERRY MILLENDER ET AL
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 02/26/86
REC BOOK 360
PAGE 261

EXHIBIT A
NORTH ST ROSE FIELD
ST CHARLES PARISH, LA

SECTION 1: LEASES

LEASE NUMBER	12292.001
LEASE NAME	GEORGE E MARCUSE
LESSEE NAME	ROSEWOOD RESOURCES
LEASE DATED	03/12/85
REC BOOK	334
PAGE	592
LEASE NUMBER	12292.002
LEASE NAME	CAROLYN PHILLIPS LAZARUS
LESSEE NAME	ROSEWOOD RESOURCES
LEASE DATED	03/12/85
REC BOOK	334
PAGE	597
LEASE NUMBER	12292.003
LEASE NAME	BEVERLEY M LEVY ET AL
LESSEE NAME	ROSEWOOD RESOURCES
LEASE DATED	03/12/85
REC BOOK	334
PAGE	602
LEASE NUMBER	12292.004
LEASE NAME	IRMA LEVY JAFFE
LESSEE NAME	ROSEWOOD RESOURCES
LEASE DATED	03/12/85
REC BOOK	334
PAGE	608
LEASE NUMBER	12292.005
LEASE NAME	JEROME H LEVY
LESSEE NAME	ROSEWOOD RESOURCES
LEASE DATED	03/12/85
REC BOOK	334
PAGE	613
LEASE NUMBER	12292.006
LEASE NAME	BERNICE LEVY LEVINSON
LESSEE NAME	ROSEWOOD RESOURCES
LEASE DATED	03/12/85
REC BOOK	334
PAGE	618
LEASE NUMBER	12292.007
LEASE NAME	BENJAMIN C LEVY
LESSEE NAME	ROSEWOOD RESOURCES
LEASE DATED	03/12/85
REC BOOK	335
PAGE	122

EXHIBIT A
NORTH ST ROSE FIELD
ST CHARLES PARISH, LA

SECTION 1: LEASES

LEASE NUMBER 12292.008
LEASE NAME RUTH PHILLIPS FURST ET AL
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 03/12/85
REC BOOK 335
PAGE 127

LEASE NUMBER 12292.009
LEASE NAME SARITA MARCUSE GOMEZ
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 03/12/85
REC BOOK 335
PAGE 132

LEASE NUMBER 12292.010
LEASE NAME ELAINE SCHLOSS BACHAND
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 03/12/85
REC BOOK 335
PAGE 554

LEASE NUMBER 12292.011
LEASE NAME RICHARD LEVY
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 03/12/85
REC BOOK 337
PAGE 868

LEASE NUMBER 12292.012
LEASE NAME BEULAH LEVY LEDNER
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 06/05/85
REC BOOK 340
PAGE 361

LEASE NUMBER 12292.013
LEASE NAME PHILLIP LOWENTRITT ET AL
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 06/18/85
REC BOOK 344
PAGE 671

LEASE NUMBER 12292.014
LEASE NAME BANK OF ST CHARLES
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 02/06/85
REC BOOK 334
PAGE 623

EXHIBIT A
NORTH ST ROSE FIELD
ST CHARLES PARISH, LA

SECTION 1: LEASES

LEASE NUMBER	12292.015
LEASE NAME	HERBERT GLASS ET AL
LESSEE NAME	ROSEWOOD RESOURCES
LEASE DATED	02/21/85
REC BOOK	350
PAGE	432
LEASE NUMBER	12292.016
LEASE NAME	ZINA CLARK BYRD ET AL
LESSEE NAME	ROSEWOOD RESOURCES
LEASE DATED	02/21/85
REC BOOK	350
PAGE	476
LEASE NUMBER	12293.001
LEASE NAME	CORINNE V THOMPSON ET AL
LESSEE NAME	ROSEWOOD RESOURCES
LEASE DATED	02/12/85
REC BOOK	350
PAGE	387
LEASE NUMBER	12293.002
LEASE NAME	EARL G WILLMORE JR
LESSEE NAME	ROSEWOOD RESOURCES
LEASE DATED	06/06/85
REC BOOK	340
PAGE	395
LEASE NUMBER	12293.003
LEASE NAME	ELTON J ZERINGUE ET AL
LESSEE NAME	ROSEWOOD RESOURCES
LEASE DATED	06/06/85
REC BOOK	340
PAGE	401
LEASE NUMBER	12293.004
LEASE NAME	HAROLD L JOSEPH
LESSEE NAME	ROSEWOOD RESOURCES
LEASE DATED	06/07/85
REC BOOK	341
PAGE	462
LEASE NUMBER	12293.005
LEASE NAME	MYRTLE JOSEPH VINCENT
LESSEE NAME	ROSEWOOD RESOURCES
LEASE DATED	06/11/85
REC BOOK	340
PAGE	323

EXHIBIT A
NORTH ST ROSE FIELD
ST CHARLES PARISH, LA

SECTION 1: LEASES

LEASE NUMBER 12293.006
LEASE NAME WILFRED L CHARLES
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 09/09/86
REC BOOK 365
PAGE 372

LEASE NUMBER 12293.007
LEASE NAME CHARLES A JOSEPH
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 06/11/85
REC BOOK 341
PAGE 444

LEASE NUMBER 12293.008
LEASE NAME AUDREY JOSEPH LEONARD
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 06/17/85
REC BOOK 341
PAGE 467

LEASE NUMBER 12293.009
LEASE NAME LEOLA JOSEPH JOHNSON
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 06/11/85
REC BOOK 341
PAGE 448

LEASE NUMBER 12293.010
LEASE NAME STANLEY W VINNETT SR ET AL
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 07/09/85
REC BOOK 341
PAGE 72B

LEASE NUMBER 12293.011
LEASE NAME FRANK L JONES JR
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 06/05/85
REC BOOK 340
PAGE 408

LEASE NUMBER 12293.012
LEASE NAME CHARLES A STUART ET UX
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 01/23/86
REC BOOK 351
PAGE 379

EXHIBIT A
NORTH ST ROSE FIELD
ST CHARLES PARISH, LA

SECTION 1: LEASES

LEASE NUMBER 12293.013
LEASE NAME BEULAH VINNETT DIGGS ET AL
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 02/12/85
REC BOOK 350
PAGE 377

LEASE NUMBER 12293.014
LEASE NAME LYNETTE CHARLES ET AL
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 06/16/86
REC BOOK 360
PAGE 274

LEASE NUMBER 12293.015
LEASE NAME EDWIN C JOHNSON
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 06/25/85
REC BOOK 341
PAGE 452

LEASE NUMBER 12293.016
LEASE NAME BENJAMIN L JOHNSON JR ET A
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 06/25/85
REC BOOK 341
PAGE 457

LEASE NUMBER 12293.017
LEASE NAME OLIVE TURNER BELL ET AL
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 07/01/85
REC BOOK 341
PAGE 439

LEASE NUMBER 12293.018
LEASE NAME JEFFERY M DAVIS ET AL
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 02/25/86
REC BOOK 360
PAGE 250

LEASE NUMBER 12293.019
LEASE NAME HERBERT TAYLOR ET UX
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 07/02/85
REC BOOK 341
PAGE 738

EXHIBIT A
NORTH ST ROSE FIELD
ST CHARLES PARISH, LA

SECTION 1: LEASES

LEASE NUMBER 12293.020
LEASE NAME WILBERT VINNETT ET AL
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 06/26/85
REC BOOK 343
PAGE 44

LEASE NUMBER 12293.021
LEASE NAME JESSE DAVIS
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 03/27/86
REC BOOK 360
PAGE 285

LEASE NUMBER 12293.022
LEASE NAME LARRY C SLACK ET AL
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 02/12/85
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PAGE 347

LEASE NUMBER 12293.023
LEASE NAME MARY L J LEBLANC ET AL
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 02/20/86
REC BOOK 360
PAGE 238

LEASE NUMBER 12293.024
LEASE NAME HERBERT TAYLOR ET AL
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 02/12/85
REC BOOK 350
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LEASE NUMBER 12293.025
LEASE NAME ELIZA TAYLOR JAMES ET AL
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 02/12/85
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LEASE NUMBER 12293.026
LEASE NAME MARIA ROWENA SMITH ET AL
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 03/03/86
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SECTION 1: LEASES

LEASE NUMBER 12293.027
LEASE NAME LYDIA M WILLIAMS CHARLES
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 06/16/86
REC BOOK 358
PAGE 10

LEASE NUMBER 12293.028
LEASE NAME RUFUS WILLIAMS SR ET AL
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 06/16/86
REC BOOK 360
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LEASE NUMBER 12293.029
LEASE NAME GEORGIANA BEN EUGENE ET AL
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 08/20/86
REC BOOK 365
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LEASE NUMBER 12296.001
LEASE NAME DOROTHY M M VINNETT ET AL
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 02/12/85
REC BOOK 350
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LEASE NUMBER 12297.001
LEASE NAME DOROTHY M M VINNETT ET AL
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 02/12/85
REC BOOK 350
PAGE 324

LEASE NUMBER 12298.001
LEASE NAME DOROTHY SIMS GRAVES ET AL
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 07/08/86
REC BOOK 358
PAGE 794

LEASE NUMBER 12298.002
LEASE NAME ARNOLD J LANCELIN ET AL
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 08/06/86
REC BOOK 361
PAGE 607

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SECTION 1: LEASES

LEASE NUMBER 12299.001
LEASE NAME CORA V JAMES RIDLEY ET AL
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 02/26/83
REC BOOK 334
PAGE 660

LEASE NUMBER 12299.002
LEASE NAME MARVA L PIERRE DAVIS ET AL
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 06/03/85
REC BOOK 340
PAGE 370

LEASE NUMBER 12300.001
LEASE NAME LYLE A PETITFILS ET AL
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 05/07/85
REC BOOK 350
PAGE 515

LEASE NUMBER 12301.001
LEASE NAME RELIMPIO'S HOME & AUTO
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 02/05/86
REC BOOK 360
PAGE 227

LEASE NUMBER 12302.000
LEASE NAME GERALD B VINCENT
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 08/26/86
REC BOOK 364
PAGE 535

LEASE NUMBER 12303.000
LEASE NAME STATE OF LOUISIANA 12150
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 07/15/85
REC BOOK 343
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LEASE NUMBER 12304.000
LEASE NAME LOVING ENTERPRISES INC
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 08/26/86
REC BOOK 364
PAGE 595

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SECTION 1: LEASES

LEASE NUMBER 12305.000
LEASE NAME RICHARD J HIRST SR ET AL
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 08/12/86
REC BOOK 365
PAGE 378

LEASE NUMBER 12306.001
LEASE NAME LOLA EUGENE MALONE
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 08/19/86
REC BOOK 365
PAGE 791

LEASE NUMBER 12307.000
LEASE NAME THE FRANCIS FAMILY TRUST
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 08/01/86
REC BOOK 376
PAGE 743

LEASE NUMBER 12308.SUR
LEASE NAME INTERNATIONAL MATEX TANK
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 08/26/86
REC BOOK 346
PAGE 268

LEASE NUMBER 12309.SUR
LEASE NAME INTERNATIONAL MATEX TANK
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 12/15/86
REC BOOK 366
PAGE 58

LEASE NUMBER 12310.SUR
LEASE NAME INTERNATL TANK TERMINALS
LESSEE NAME ROSEWOOD RESOURCES
LEASE DATED 12/17/86
REC BOOK 366
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ALL RECORDING REFERENCES ARE TO THE CONVEYANCE RECORDS OF ST. CHARLES PARISH, LOUISIANA.

EXHIBIT A
NORTH ST. ROSE FIELD
ST. CHARLES PARISH, LA

SECTION 2:

UNIT NAME: 10,600' RA SUA
WELL NAME: INTERNATIONAL MATEX TANK TERMINAL NO. 1

WORKING INTEREST: .4004810

NET REVENUE INTEREST .3035873

END OF EXHIBIT A

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