



01727564

ASSIGNMENT

Assignment No. 290738

Elbert County Recorder

MAR 26 1990

STATE OF TEXAS)
COUNTY OF HARRIS)

KNOW ALL MEN BY THESE PRESENTS

FOR AND IN CONSIDERATION of the sum of Ten and No One Hundred Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Elbert Plant Partnership, a Colorado general partnership, by its managing partner Gulf Energy Gathering & Processing Corporation ("Gulf Energy") and its general partner Gary-Williams Energy Corporation ("Gary"), and by Gulf Energy individually (hereinafter collectively referred to as "Assignor"), does hereby transfer and assign unto Gary (hereinafter referred to as "Assignee"), all of the right, title and interest of Assignor in and to the personal property which comprises the Running Creek Gas Plant and associated gathering system more particularly described on Exhibit A, attached hereto and made a part hereof.

Assignor warrants title to the rights, interest and title hereby assigned against the claims of any and all persons claiming same or any other part thereof by, through or under Assignor but not otherwise; provided, that such warranty is subject to and limited by terms and provisions of that certain Agreement for Sale of Partnership Interest between Gulf Energy and Gary dated effective as of August 1, 1989. The provisions contained herein shall extend to, and be binding upon, the respective successors and assigns of the parties hereto.

IN WITNESS WHEREOF, this instrument is executed effective as of August 1, 1989.

ELBERT PLANT PARTNERSHIP

By: GULF ENERGY GATHERING & PROCESSING CORPORATION,
Managing Partner

By: [Signature] President RIS
142

By: GARY-WILLIAMS ENERGY CORPORATION, General Partner

By: [Signature] Vice President

GULF ENERGY GATHERING & PROCESSING CORPORATION

By: [Signature] President RIS
144
"Assignor"

GARY-WILLIAMS ENERGY CORPORATION

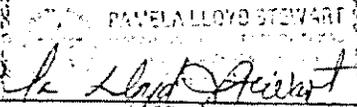
By: [Signature] Vice President "Assignee"

STATE OF TEXAS)
) ss.
COUNTY OF HARRIS)

On this 16th day of August, 1989, personally appeared before me Charles R. Crisp, who being by me duly sworn, did say that he is the President of Gulf Energy Gathering & Processing Corporation, managing partner of Elbert Plant Partnership, and that said instrument was signed on behalf of said partnership and said Charles R. Crisp acknowledged to me that said partnership executed the same.

WITNESS my hand and official seal.

My commission expires:
April 4, 1992

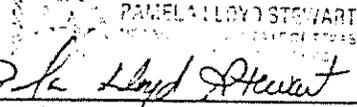

Pamela Lloyd Stewart
Notary Public, State of Texas

STATE OF TEXAS)
) ss.
COUNTY OF HARRIS)

On this 16th day of August, 1989, personally appeared before me Victor R. Baraldi, who being by me duly sworn, did say that he is the Vice President of Planning of Gary-Williams Energy Corporation, general partner of Elbert Plant Partnership, and that said instrument was signed on behalf of said partnership and said Victor R. Baraldi acknowledged to me that said partnership executed the same.

WITNESS my hand and official seal.

My commission expires:
April 4, 1992

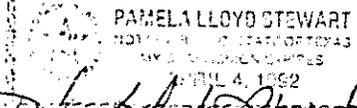

Pamela Lloyd Stewart
Notary Public, State of Texas

STATE OF TEXAS)
) ss.
COUNTY OF HARRIS)

On this 16th day of August, 1989, personally appeared before me Charles R. Crisp, who being by me duly sworn, did say that he is the President of Gulf Energy Gathering & Processing Corporation, and that said instrument was signed on behalf of said corporation by authority of its by-laws, and ~~said officer~~ acknowledged to me that said corporation executed the same.

WITNESS my hand and official seal.

My commission expires:
April 4, 1992


Pamela Lloyd Stewart
Notary Public, State of Texas

STATE OF TEXAS)
) ss.
COUNTY OF HARRIS)

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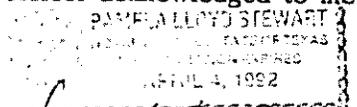

Pamela Lloyd Stewart
Notary Public, State of Texas

EXHIBIT A

GENERAL PLANT ASSET DESCRIPTIONS

Plant:

- 5 MMSCFD T. H. Russell Gas Processing Plant
- Includes: Stabiliation Skid
- Exchange & Separator Skid
- Propane Condensor Skid
- Process Heater Skid

Gathering System: (mileage is approximate)

Pipe	8"	8.45 miles	43 metering skids
	6"	15.43 miles	(The above includes Chalice
	4"	6.35 miles	and Running Creek Systems)
	2"	.22 miles	

Treaters:

- 5 MMSCFD Ironsponge Treater 60" x 30" s/s

Compression

Booster:

- (1) Caterpillar 342 NA/KOA Knight field booster compressor (175 HP)

- Air:
- (2) Gardner Denver Model WEK-4003, 2 Stage Air Compressors (200 HP/each)
 - (1) Worthington Model HBGG 50 HP

- Gas:
- (1) D. B. Knight Industries Waukesha L5108G/KOC 2 stage compressor

Refrigeration//Gas:

- (1) D. B. Knight Industries 8GTLA Superior engine/Superior MW66 Compressor 4 throw 3 stage gas and 2 throw 2 stage propane

Product Storage, Condensate and Make-up Tanks

- (3) 30,000 gallon product storage tanks, 250 psig ASME code stamped
- (1) 18,000 gallon product storage tank, 250 psig ASME code stamped
- (1) 12,000 gallon propane storage tank, 250 psig ASME code stamped
- (1) 1,000 gallon propane storage tank, 250 psig ASME code stamped
- (3) 210 barrel atmospheric storage tanks
- (1) 110 barrel atmospheric storage tanks
- (4) 500 gallon atmospheric storage tanks