

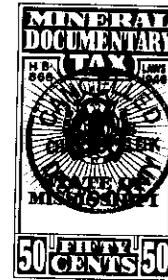
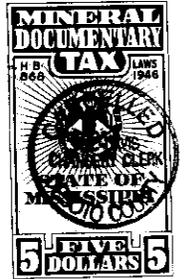
ASSIGNMENT OF OIL, GAS AND MINERAL LEASES

STATE OF MISSISSIPPI §
 § KNOW ALL MEN BY THESE PRESENTS:
 COUNTY OF DESOTO §

WHEREAS, **Vision Exploration, L.L.C.**, a Mississippi limited liability company, whose address is 751 Avignon Drive, Suite B, Ridgeland, Mississippi 39157, hereinafter referred to as "**Assignor**", is the owner of those certain oil, gas and mineral leases described on **Exhibit "A"** attached hereto and made a part hereof, hereinafter referred to as the "**Leases**", for and to the extent that the Leases cover all of the lands therein described and situated in Desoto County, Mississippi.

NOW, THEREFORE, for and in consideration of the sum of One hundred dollars (\$100.00) and other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby GRANT, BARGAIN, SELL, TRANSFER, CONVEY AND ASSIGN unto the following named parties, hereinafter referred to as "**ASSIGNEES**", whether one or more, in the proportionate decimal amounts indicated, **43.205882%** of Assignor's right, title and interest in and to the Leases described on Exhibit "A" attached hereto and made a part hereof, for and to the extent that the Leases cover all of the lands therein described and situated in Desoto County, Mississippi.

<u>ASSIGNEES</u>	<u>INTEREST</u>
Larry L. Hock 416 Travis Street, Suite 812 Shreveport, LA 71101	2.000000%
Johnny B. Addison 416 Travis Street, Suite 812 Shreveport, LA 71101	1.000000%
The Rudman Partnership 1700 Pacific Avenue, Suite 4700 Dallas, TX 75201-4670	14.705882%
Rawls Resources, Inc. AmSouth Plaza, Suite 1050 210 East Capitol Street Jackson, MS 39201	2.000000%
Ross Jones #5 Driftwood Landing Gulfstream, FL 33483	2.000000%
Stroud Family, L.P. 333 Texas Street, Suite 860 Shreveport, LA 71101	3.000000%
Swinbank Family Partnership P. O. Box 19129 Houston, TX 77224	1.000000%
Strike Oil & Minerals Corp. P. O. Box 1339 Georgetown, TX 78627	1.500000%
Lamoco, Inc. 5417 Lakeland Drive, Suite F Brandon, MS 39047	1.000000%



Center Hill 1, L.P. P. O. Box 1311 Brookhaven, MS 39062	1.000000%
Weiser-Brown Oil Company 117 W. Calhoun Street Magnolia, AR 71753	4.000000%
4-JW, Ltd. P. O. Box 6387 San Antonio, TX 78209	8.000000%
F. Lane Mitchell P. O. Box 376 Shreveport, LA 71162	2.000000%
Total	43.205882%

Assignor specifically excepts and reserves, in proportion to the interest hereby assigned, an overriding royalty interest equal to the difference between existing leasehold burdens and seventeen percent (17%) of all oil, gas and other minerals produced, saved and sold from the lands covered by the Leases described on Exhibit "A", but in no event shall the overriding royalty reserved by Assignor be less than three percent of eight eighths (3% of 8/8ths). In the event that the Leases described on Exhibit "A" cover less than the entire mineral estate in the lands described therein, then the overriding royalty interest hereby reserved shall be reduced proportionately. Said overriding royalty shall be subject to the pooling provisions contained in the Leases and shall apply to all extensions and renewals of the Leases made directly or indirectly by Assignees, their successors or assigns, prior to the expiration of the primary term or within one (1) year thereafter.

This assignment is made subject to the terms and provisions contained in the Leases described on Exhibit "A" and Assignees hereby assume their proportionate part of, any and all royalties, overriding royalties, excess royalties, production and other taxes chargeable thereto and other burdens and encumbrances to which said leases may be subject. In the event that the Leases described on Exhibit "A" cover less than the entire mineral estate in the lands described therein then the interests assigned herein in said leases shall be reduced proportionately.

This assignment is further made subject to the terms and provisions of that certain unrecorded Joint Operating Agreement dated March 1, 2004, by and between Roundtree & Associates, Inc., as Operator, and Anderson Exploration Energy Co., L.C. et al, as Non-Operators.

This assignment is made without warranty of title, either express or implied, but with full substitution and subrogation of Assignees in and to all covenants and warranties by others heretofore given or made in regard to the rights and interests herein conveyed.

This assignment shall be binding upon Assignor and Assignees, and upon their respective heirs, successors and assigns.

IN WITNESS WHEREOF, this assignment is executed this 9th day of January, 2005.

VISION EXPLORATION, L.L.C.

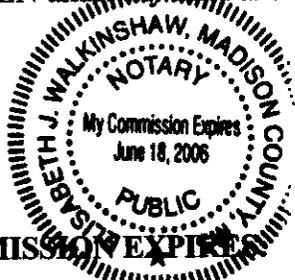
By: 
Steven S. Walkinshaw
Managing Member

STATE OF MISSISSIPPI §

COUNTY OF MADISON §

I, Elizabeth G. Walkinshaw, a Notary Public in and for said county in said state, hereby certify that **Steven S. Walkinshaw**, whose name as Managing Member of **Vision Exploration, L.L.C.**, a Mississippi limited liability company, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he, as such officer and with full authority executed and delivered the same on the day and year therein mentioned voluntarily for and as the act of said limited liability company.

GIVEN under my hand and official seal this the 9th day of January, 2005.



Elizabeth G. Walkinshaw
Notary Public in and for the
State of Mississippi

MY COMMISSION EXPIRES
June 18th, 2006

This instrument was prepared by:
Joseph M. Gianola
751 Avignon Drive, Suite B
Ridgeland, MS 39157
(601) 607-3227

Indexing Instructions:

Township 3 South, Range 8 West, Sections: 23, 24, and 26.

Township 3 South, Range 7 West, Sections: 15 and 16.

Coldwater Prospect

EXHIBIT "B"

Desoto County, MS

Lease Number	Lessor	Lessee	Lease Date	Recording Bk/Pg
*****	*****	*****	*****	*****
MS001-022-001	Robert P. Cooke, III	Vision Exploration, L.L.C.	05/04/04	484/794
MS001-022-002	Epsey C. Farrell	Vision Exploration, L.L.C.	05/04/04	484/796
MS001-023-000	W. E. Davis, et ux	Vision Exploration, L.L.C.	05/19/04	472/526

The recording references above are to the Deed Records in the office of the Chancery Clerk of Desoto County, Mississippi. For recording purposes only this assignment covers 260 net non-producing acres.