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NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OF THE FOLLOWING INFORMATION FROM THIS INSTRUMENT BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS; YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

MINERAL AND ROYALTY CONVEYANCE

STATE OF TEXAS

COUNTY OF BORDEN & DAWSON

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Know All Men By These Presents:

That **Zenith Energy LLC**, a Texas limited liability company, whose address is PO Box 50086, Midland, TX 79710 (hereinafter "Grantor"), for and in consideration of the sum of Ten and more dollars (\$10.00) cash in hand paid and other good and valuable considerations, the receipt and sufficiency of which is hereby acknowledged, does hereby grant, bargain, sell, convey, assign, and deliver to the following parties (hereinafter "Grantees"):

Brian Luginbill (25.0%)
2000 Wyndewood Dr.
Midland, TX 79707

Montego Capital Fund II, Ltd. (25.0%)
PO Box 2640
Midland, TX 79702

Tanza K. Brumfield (12.5%)
PO Box 10847
Midland, TX 79702

Kenneth J. Reynolds (12.5%)
PO Box 10847
Midland, Texas 79702

the percentage of all of Grantor's right, title and interest in and to all of the oil, gas, and other minerals, in, on, and under the following described lands situated in Borden and Dawson Counties, Texas (collectively the "Mineral Interests") set forth opposite each such Grantee's name above, aggregating 75% of Grantor's Mineral Interests:

Block 33, T-4-N, T & P Ry. Co. Survey:

All of Sections 1, 2, 3, 4, 9, 10, 11, 12, 13, 14, 15, 16, 21, 22, 23, 24,
the N-268 acres of Section 25,
the N/2 of Sections 26, 27, and 28,
and the NE/4 of Section 29

Block 97, H&TC Ry. Co. Survey:

All of Sections 276, 277, 312 and 313

together with the rights of ingress and egress at all times for the purpose of mining, drilling, exploring, operating, and developing said lands for oil, gas and other minerals, and storing, handling, transporting and marketing the same therefrom with the right to remove from said land all of Grantee's property and improvements.

NOTWITHSTANDING THE FOREGOING, THE "**MINERAL INTERESTS**", AS DEFINED ABOVE, **SHALL ALSO INCLUDE, WITHOUT LIMITATION**, 75% of all of Grantor's interests in all oil, gas and other minerals in and under and that may be produced, saved and sold from the lands included in the Conoco-Phillips "**West Jo Mill Unit**" (described in Unit Agreement recorded in Vol. 139, page 641, Deed Records of Borden County, Texas, as enlarged and/or amended), the Chevron-Texaco "**Jo Mill Unit**" (described in Unit Agreement recorded in Vol. 129, page 72, Deed Records of Borden County, Texas, as enlarged or amended), the "**Lucy North (Penn) Unit**" (described in Unit Agreement recorded in Vol. 185, page 573, Deed Records of Borden County, Texas, as enlarged or amended), and the Sandy Creek-**Miller "312" Lease** in Section 312, Block 97, H&TC Ry. Co..

This sale is made subject to any rights now existing to any lessee or assigns under any valid and subsisting oil and gas lease heretofore executed and now of legal record ("Existing Leases"); it being understood and agreed that said Grantee shall have, receive and enjoy the herein granted undivided interests in and to all bonuses, rents, royalties and other benefits which may accrue thereunder from and after the date hereof, precisely as if the Grantee herein had been at the date of making said lease and/or leases the owner of a similar undivided interest in and to the lands above described and none other and Grantee one of the lessors therein.

Grantor agrees to execute such further assurances as may be requisite for the full and complete enjoyment of the rights herein granted and likewise agrees that Grantee herein shall have the right at any time to redeem for said Grantor by payment any mortgage, taxes, or liens on the above described land upon default in payment by Grantor, and be subrogated to the rights of the holder thereof.

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TO HAVE AND TO HOLD the Mineral Interests described above with all and singular the rights, privileges and appurtenances thereunder or anywise belonging thereto unto the said Grantee, its successors, and assigns forever, and Grantor does hereby bind herself, her heirs, executors, administrators, successors and assigns to warrant and forever defend all and singular the said property unto the said Grantee herein, its successors and assigns against every person whomsoever claiming or to claim the same or any part thereof. For the purposes of this provision, Grantor additionally warrants that she has not conveyed or encumbered any of the Mineral Interests since January 1, 2015.

WITNESS MY HAND this the 20 day of April 2015, but **effective April 1, 2015.**

ZENITH ENERGY, LLC

By: Mike S. Heathington
Mike S. Heathington, Managing Member

Texas Royalty Brokers

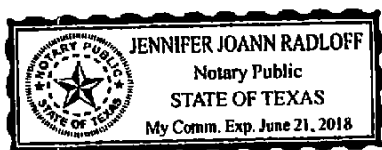
ACKNOWLEDGEMENT

STATE OF TEXAS

COUNTY OF MIDLAND

This instrument was acknowledged before me, the undersigned authority, on this the 20th day of April, 2015, by Mike S. Heathington, Managing Member of **Zenith Energy, LLC**, a Texas limited liability company, on behalf of said limited liability company.

SEAL:



Jennifer Radloff
Notary Public in and for the State of Texas
Notary Printed Name: Jennifer Radloff
My Commission Expires: 6-21-18

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Texas Royalty Brokers

Texas Royalty Brokers

FILED FOR RECORD THE 22 DAY OF APRIL A.D. 2015 AT 2:12 O'CLOCK P.M

JANA UNDERWOOD, COUNTY CLERK
BORDEN COUNTY, TEXAS

By Brande Buchanan, Deputy
Brande Buchanan