

American Oil & Gas
1050 Seventeenth Street, Suite 2400
Denver, CO 80265

Ent 245345 Bk 1005 Pg 246
Date 8-May-2007 8:21AM Fee \$137.00
LuAnn Adams - Filed By df
Box Elder Co., UT
For AMERICAN OIL & GAS

02-011-0056
0057
0058
0061
0062
0063
0069

**ASSIGNMENT OF OVERRIDING ROYALTY
AND QUARTERLY PRODUCTION PAYMENT**

01-012-0039, 0036, 0037, 0038, 0047
04-008-0112, 0113, 0114, 0115, 0011, 0020,

This Assignment of Overriding Royalty and Quarterly Production Payment is made effective as of December 24, 2005, by, between and among W. G. Boonenberg ("Boonenberg"), an individual whose address is 7915 Yorkshire Drive, Castle Rock, Colorado 80108, as the assignor and as one of the assignees, and American Oil & Gas, Inc. ("American"), a Nevada corporation whose address is 1050 Seventeenth Street, Suite 2400, Denver, Colorado 80265, North Finn, LLC ("North Finn"), a Wyoming limited liability company whose address is 950 Stafford Street, Casper, Wyoming 82609, E. Park Guymon ("Guymon"), an individual whose address is 4085 Eccles, Ogden, Utah 84403, and David W. Willson ("Willson"), an individual whose address is 108 East 86th Street, Apartment 9N, New York City, New York 10028, as the other assignees.

Background. By Assignment of Oil and Gas Leases, dated effective December 23, 2005 and recorded in Book 951 at page 130, Boonenberg assigned the leases identified in Exhibits A and B hereto covering lands in Box Elder County, Utah, to MAB Resources, LLC, reserving both an overriding royalty ("Reserved Overriding Royalty") and a quarterly production payment ("Reserved Quarterly Production Payment"). To avoid doubt, it is the intent of the parties hereto that the term "Reserved Overriding Royalty Interest" shall include not only the overriding royalty reserved by Boonenberg, but also any overriding royalty that may be later be due from MAB Resources, LLC, its successors or assigns, to the parties hereto, or any of them, on any amended, extended or replaced lease obtained in respect of a lease identified in Exhibit A or B.

At the effective date of that assignment to MAB Resources, LLC, Boonenberg held record title to the leases on behalf of three beneficial owners—Boonenberg, American, and North Finn—so that the Reserved Overriding Royalty and Reserved Quarterly Production Payment were reserved on behalf of, and are now beneficially owned by, the three beneficial owners. Moreover, the three beneficial owners had, in exchange for services performed by Guymon and Willson, agreed to grant an overriding royalty to Guymon and to allow Willson to share in both the Reserved Overriding Royalty and the Reserved Quarterly Payment.

By this instrument, Boonenberg assigns all of the Reserved Overriding Royalty and all of the Reserved Quarterly Payments to the assignees in the manner indicated below, thereby simultaneously discharging his obligation as holder of the legal title to place record ownership in the proper beneficial owners and discharging the obligation of all the beneficial owners to place record ownership of certain agreed interests in Guymon and Willson.

ES
WB
9/11/07

2. *Grant of Reserved Overriding Royalty.* For and in consideration of \$10 and other good and valuable consideration paid to Boonenberg, the receipt and sufficiency of which are hereby acknowledged, Boonenberg hereby grants, bargains, sells, conveys, and assigns to the following persons, in the percentages indicated, the Reserved Overriding Royalty for those oil and gas leases identified on Exhibits A and B attached hereto:

As to the leases shown on Exhibit A, but only during the period that the Lessor's royalty is equal to 6.25%:

American Oil & Gas, Inc.	57.12817%
W. G. Boonenberg	19.83617%
E. Park Guymon	.81915%
North Finn LLC	6.34757%
David W. Willson	<u>15.86894%</u>
	100.00000%

As to the leases shown on Exhibit A, but only during the period that the Lessor's royalty is equal to 12.5%:

American Oil & Gas, Inc.	56.592%
W. G. Boonenberg	19.650%
E. Park Guymon	1.750%
North Finn LLC	6.288%
David W. Willson	<u>15.720%</u>
	100.000%

As to the leases shown on Exhibit B, during all periods of time:

American Oil & Gas, Inc.	57.6%
W. G. Boonenberg	20.0%
North Finn LLC	6.4%
David W. Willson	<u>16.0%</u>
	100.0%

2. *Grant of Reserved Quarterly Production Payment.* For and in consideration of \$10 and other good and valuable consideration paid to Boonenberg, the receipt and sufficiency of which are hereby acknowledged, Boonenberg hereby grants, bargains, sells, conveys, and assigns to the following persons, in the percentages indicated, the Reserved Quarterly Production Payment for those oil and gas leases identified on Exhibits A and B attached hereto:

As to all leases shown on both Exhibit A and Exhibit B, during all periods of time:

E. P. S.
W. G. B.
D. W. W.

American Oil & Gas, Inc.	57.6%
W. G. Boonenberg	20.0%
North Finn LLC	6.4%
David W. Willson	<u>16.0%</u>
	100.0%

3. *Lessor's Royalty Shift: Exhibit A Leases.* The lessor under the leases shown on Exhibit A has, by amendment to each of the concerned leases, reduced the lessor's royalty to a 6.25% royalty for a period equal to at least 2 years and 90 days from the date lease product is first transported to shore from lands covered by an Exhibit A lease, at the end of which time the lessor's royalty will increase to 12.5%. The parties acknowledge that, because of the way the Reserved Overriding Royalty is computed, the aggregate Reserved Overriding Royalty will be reduced by 6.25% of 8/8ths when the lessor's royalty is increased from 6.25% to 12.5%, and that at that same time the allocation share of each party in the aggregate Reserved Overriding Royalty will change in the manner indicated in Paragraph 1, above.

4. *Special Warranty of Title.* W.G. Boonenberg makes no warranty of title, either express or implied, with regard to any interest conveyed hereby, except that W.G. Boonenberg warrants title to the Reserved Overriding Royalty and the Reserved Quarterly Production Payment against any and all persons lawfully claiming the same, or any part thereof, by, through, or under W.G. Boonenberg, but not otherwise.

5. *Payment of Reserved Quarterly Production Payment.* The parties will use their best efforts to cause the Reserved Quarterly Production Payment to be paid directly by the lessee to each party, each in its proper proportion. The parties, and each of them, further agree that any failure to timely or accurately receive payment for the Reserved Quarterly Production Payment, shall not result in any claim or cause of action by any person against W.G. Boonenberg, and that by acceptance of this conveyance and signature hereto, the parties hereto waive any claim or cause of action, whether in contract, tort, statutory, or otherwise, except claims under the limited warranty of title herein, against W.G. Boonenberg, arising from, or in association with, the Reserved Quarterly Production Payment.

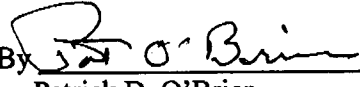
E. M. J.
W. G. B.
D. W. W.

IN WITNESS WHEREOF, this Assignment of Overriding Royalty and Quarterly Production Payment is executed by the parties, with the intention that no party shall be bound until this Assignment has been executed by all parties first identified above.

AMERICAN OIL & GAS, INC.

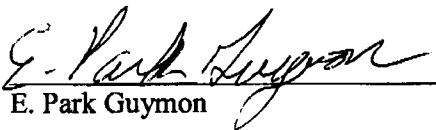


W. G. Boonenberg

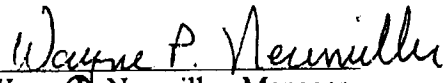
By 

Patrick D. O'Brien,
Chief Executive Officer


NORTH FINN, LLC



E. Park Guymon

By 

Wayne P. Neumiller, Manager



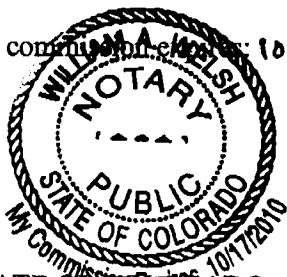
David W. Willson



STATE OF COLORADO)
) ss.
CITY AND COUNTY OF DENVER)

The foregoing instrument was acknowledged before me this 6th day of February, 2007, by W. G. Boonenberg.
WITNESS my hand and official seal.

My commission expires: 10-17-2010



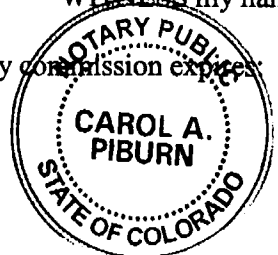
William A. Welsh

Notary Public

STATE OF COLORADO)
) ss.
CITY AND COUNTY OF DENVER)

The foregoing instrument was acknowledged before me this 5th day of February, 2007, by Patrick D. O'Brien as Chief Executive Officer of American Oil & Gas, Inc., a Nevada corporation
WITNESS my hand and official seal.

My commission expires: 12/16/2007



Carol A. Piburn

Notary Public

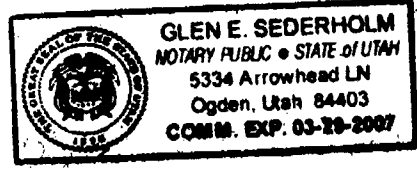
STATE OF UTAH)
) ss.
COUNTY OF WEBER)

~~February~~ ^{March} The foregoing instrument was acknowledged before me this 5th day of ~~February~~ ^{March}, 2007, by E. Park Guymon.
WITNESS my hand and official seal.

My commission expires:

Glen E. Sederholm

Notary Public

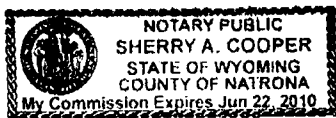


STATE OF WYOMING)
) ss.
COUNTY OF NATRONA)

The foregoing instrument was acknowledged before me this 9th day of February, 2007, by Wayne P. Neumiller as Manager of North Finn, LLC, a Wyoming limited liability company.

WITNESS my hand and official seal.

My commission expires: 6-22-10



Sherry A. Cooper
Notary Public

STATE OF NEW YORK)
) ss.
COUNTY OF MANHATTAN)

The foregoing instrument was acknowledged before me this 15th day of February, 2007, by David W. Willson.

WITNESS my hand and official seal.

My commission expires: April 12, 2008

Rose M. Small
Notary Public

ROSE M. SMALL
Notary Public, State of New York
No. 01SM6108336
Qualified in New York County 2008
My Commission Expires April 12, 2008

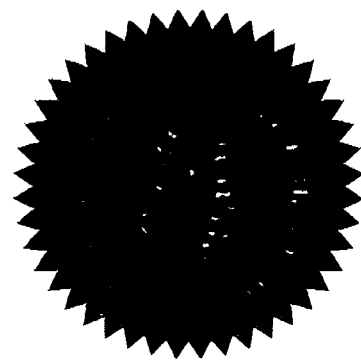


Exhibit "B"

LEASE SCHEDULE

(Assignment of Overriding Royalty and Quarterly Production Payment from W. G. Boonenberg to American Oil & Gas, Inc., etal, Dated effective December 24, 2005)

Description of Leases located in Box Elder County, Utah

LEASE DATE	STATE LEASE NO.	TOWNSHIP	SECTION	ACRES	LIMITATIONS	LESSEE	EXPIRATION DATE	LESSOR
7/28/2005	20000027	8N-9W	All of Secs. 13, 14, 23, 24	2,560.00	02-011-0094 0097, 0106, 0107	W.G. BOONENBERG	7/31/2015	Utah Division of Forestry, Fire and State Lands
7/28/2005	20000028	8N-9W	All of Secs. 15, 16, 21, 22	2,560.00	0098, 0099, 0104 0103	W.G. BOONENBERG	7/31/2015	Utah Division of Forestry, Fire and State Lands
7/28/2005	20000029	8N-9W	All of Secs. 17, 20, 29, 32	2,560.00	0100, 0103, 0112 0115	W.G. BOONENBERG	7/31/2015	Utah Division of Forestry, Fire and State Lands
7/28/2005	20000030	8N-9W	All of Secs. 27, 28, 33, 34	2,560.00	0110, 0111, 0116 0117	W.G. BOONENBERG	7/31/2015	Utah Division of Forestry, Fire and State Lands
7/28/2005	20000031	8N-9W	All of Secs. 25, 26, 35, 36	2,560.00	0102, 0109, 0118 0119	W.G. BOONENBERG	7/31/2015	Utah Division of Forestry, Fire and State Lands
7/28/2005	20000032	9N-8W	All of Secs. 4, 5, 8, 9	1,836.67	all below meander 03-009-0019, 0020, 0023	W.G. BOONENBERG	7/31/2015	Utah Division of Forestry, Fire and State Lands
7/28/2005	20000033	9N-8W	All of Secs. 10, 15, 16, 22	1,815.87	all below meander 0040, 0025, 0024, 0022	W.G. BOONENBERG	7/31/2015	Utah Division of Forestry, Fire and State Lands
7/28/2005	20000034	9N-8W	All of Secs. 23, 26, 35, 36	1,729.46	all below meander 0033, 0034, 0043	W.G. BOONENBERG	7/31/2015	Utah Division of Forestry, Fire and State Lands
7/28/2005	20000035	9N-8W	All of Secs. 27, 28, 33, 34	2,560.00	0045, 0043, 0035, 0036, 0041	W.G. BOONENBERG	7/31/2015	Utah Division of Forestry, Fire and State Lands
7/28/2005	20000036	10N-8W	All of Secs. 29, 30, 31, 32	1,114.00	all below meander 04-008-0112, 0113, 0114, 0115	W.G. BOONENBERG	7/31/2015	Utah Division of Forestry, Fire and State Lands
9/25/2005	20000037	9N-8W	All of Secs. 17, 21	1,280.00	03-009-002-1, 0021	W.G. BOONENBERG	9/30/2005	Utah Division of Forestry, Fire and State Lands
9/1/2005	ML 50050	10N-8W	Section 16: LOTS 1, 2, 3	83.12		W.G. BOONENBERG	8/31/2015	School Trust Lands
9/1/2005	ML 50051	10N-8W	Section 32: LOTS 1-4; N2NE, SENE	232.08	04-008-0011 04-008-0020	W.G. BOONENBERG	8/31/2015	School Trust Lands

Exhibit "B con't"

LEASE SCHEDULE

(Assignment of Overriding Royalty and Quarterly Production Payment from W. G. Boonenberg to American Oil & Gas, Inc., etal, Dated effective December 24, 2005)

Description of Leases located in Box Elder County, Utah

LEASE DATE	STATE LEASE NO.	TOWNSHIP	SECTION	ACRES	LIMITATIONS	LESSEE	EXPIRATION DATE	LESSOR
12/01/2005	20000038	8N-8W	All of Secs. 1,2,3,4	2,954.29 ⁰²⁻⁰¹¹ _{0047,0048,0049}	0048, 0049 0050	W.G. BOONENBERG	11/30/2015	Utah Division of Forestry, Fire and State Lands
12/01/2005	20000039	8N-8W	All of Secs. 5, 6, 7, 8	2,009.51 ⁰⁰⁵² ₀₀₅₃	0053	W.G. BOONENBERG	11/30/2015	Utah Division of Forestry, Fire and State Lands
12/01/2005	20000040	8N-8W	All of Secs. 12, 13, 24, 25	2,573.84 ⁰⁰⁵⁹ ₀₀₇₂	0060, 0071 0072	W.G. BOONENBERG	11/30/2015	Utah Division of Forestry, Fire and State Lands
12/01/2005	20000041	8N-8W	All of Secs. 17, 18	928.49	0064, 0065	W.G. BOONENBERG	11/30/2015	Utah Division of Forestry, Fire and State Lands
12/01/2005	20000042	8N-8W	All of Secs. 20, 21, 28, 29	2,560.77	0067, 0068, 0075, 0076	W.G. BOONENBERG	11/30/2015	Utah Division of Forestry, Fire and State Lands
12/01/2005	20000043	8N-8W	All of Secs. 19, 30, 31, 32	1,509.70 ⁰⁰⁶⁶ ₀₀₇₄	0077, 0078	W.G. BOONENBERG	11/30/2015	Utah Division of Forestry, Fire and State Lands
12/01/2005	20000044	8N-8W	All of Secs. 33, 34, 35, 36	2,538.94	0080, 0081, 0082, 0083	W.G. BOONENBERG	11/30/2015	Utah Division of Forestry, Fire and State Lands
12/01/2005	20000045	8N-9W	All of Secs. 1, 2, 11, 12	2,741.11 ⁰²⁻⁰¹¹⁻⁰⁰⁸⁴ _{0085, 0094, 0095}	0084, 0095	W.G. BOONENBERG	11/30/2015	Utah Division of Forestry, Fire and State Lands
12/01/2005	20000046	8N-9W	All of Secs. 3, 4, 9, 10	2,768.56 ⁰⁰⁸⁶ ₀₀₉₃	0087, 0092	W.G. BOONENBERG	11/30/2015	Utah Division of Forestry, Fire and State Lands
12/01/2005	20000047	8N-9W	All of Secs. 5, 6, 7, 8	2,737.61	0088, 0089, 0090, 0091	W.G. BOONENBERG	11/30/2015	Utah Division of Forestry, Fire and State Lands
12/01/2005	20000048	8N-9W	All of Secs. 18, 19, 30, 31	2,524.18	0101, 0102, 0113	W.G. BOONENBERG	11/30/2015	Utah Division of Forestry, Fire and State Lands
12/01/2005	20000049	6N-6W	All of Sec 15 and All of Secs. 10, 11, 14, 23 below meander	2,295.73	0114	W.G. BOONENBERG	11/30/2015	Utah Division of Forestry, Fire and State Lands
				01-012-0039	0039, 0039, 0037			
				0038, 0047				

Exhibit "A"
LEASE SCHEDULE

(Assignment of Overriding Royalty and Quarterly Production Payment from W. G. Boonenberg to American Oil & Gas, Inc., etal, Dated effective December 24, 2005)

Description of Leases located in Box Elder County, Utah

LEASE DATE	STATE LEASE NO.	TOWNSHIP	SECTION	ACRES	LIMITATIONS	LESSEE	EXPIRATION DATE	LESSOR
6/2/2003	20000012	8N-8W	All of Secs. 9,10,15,16	2,560.00		W.G. BOONENBERG	6/30/2008	Utah Division of Forestry, Fire and State Lands
6/2/2003	20000013	8N-8W	All of Secs. 22,23,26,27	2,560.00		W.G. BOONENBERG	6/30/2008	Utah Division of Forestry, Fire and State Lands
6/29/2004	20000022	8N-8W	All of Secs. 11,14	1,280.00		W.G. BOONENBERG	6/30/2009	Utah Division of Forestry, Fire and State Lands

02-011

02-011-

9-0056

10-0057

11-0058

14-0061

15-0062

16-0063

22-0069

23-0070

26-0073

27-0074