Kobert E. Shannon City Attorney of Long Beach 333 West Ocean Boulevard Long Beach, California 90802-4664 Telephone (562) 570-2200

ASSIGNMENT CONSENT AGREEMENT

- PARTIES. This Assignment Consent Agreement is entered into by and between McFarland Energy, Inc., (Assignor") and BreitBurn Energy Company, LLC., ("Assignee") and the City of Long Beach, California, a municipal corporation ("City").
- 2. <u>RECITALS</u>. This Assignment Consent Agreement is made with reference to the following facts and objectives:
- A. On September 6,1962 the City and Alamitos Land Company, as lessors and J. A. Campbell and H. H. Herder, a copartnership, and J. A. Campbell, an individual, collectively doing business as Herbell Oil Exploration Co., as lessee, entered into that certain Recreation Park Oil and Gas Lease (the "Lease"), which Lease has been amended at various times.
- B. Since the effective date of the Lease, Assignor purchased a portion of the interest of Alamitos Land Company in the Lease, and through various transactions, Assignor is the successor to a portion of the interest of the original Lessee, Herbell Oil Exploration Co.
- C. Assignor desires to assign all of its right, title and interest in said Lease to Assignee and Assignee desires to accept same.
- D. City is willing to consent to the assignment on the terms and conditions of the Consent to Assignment set forth herein to which both Assignor and Assignee agree.

NOW THEREFORE, the parties hereto agree as follows:

- 3. ASSIGNMENT. For a good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee, effective

 April 1, 1999 all right title and interest in the Lease, which lease and all amendments thereto are incorporated herein by reference as though set forth herein.
 - 4. ASSUMPTION BY ASSIGNEE. Assignee accepts all of the right, title and

interest in and to the Lease and covenants to assume and be responsible for all of the obligations of Assignor thereunder.

- **5. AMENDMENTS.** No amendment hereto shall be valid or be given any effect whatsoever, unless in writing, executed by the duly authorized representatives of all parties.
- **6. LAW GOVERNING.** This Agreement shall be governed by the laws of the State of California.

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed on the dates set forth opposite their signatures.

MCFARLAND/ENERGY, INC.
By: Yu Zym
Assistant Secretary Title:
ASSIGNOR
BREITBURNERGY COMPANY, LLC
By: TEMBOUN
Title: <u>Co-fresident</u>
ASSIGNEE

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT California State of County of Kern On <u>December 18, 2003</u> before me, <u>Teresa A. Altenburger, Notary Public</u>, NAME, TITLE OF OFFICER - E.G., "JANE DOE, NOTARY PUBLIC" personally appeared Vic L. Byers, III, NAME(S) OF SIGNER(S) XX personally known to me - OR - " proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/ they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signatures(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument. WITNESS my hand and official seal. **OPTIONAL** Though the data below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent reattachment of this form. CAPACITY CLAIMED BY SIGNER DESCRIPTION OF ATTACHED DOCUMENT INDIVIDUAL(S) XX CORPORATE OFFICER Assistant Secretary Assignment Consent Agreement TITLE OR TYPE OF DOCUMENT TITLE(S) LIMITED PARTNER(S) GENERAL three ATTORNEY-IN-FACT NUMBER OF PAGES TRUSTEE(S) GUARDIAN/CONSERVATOR OTHER: ____ Not Dated DATE OF DOCUMENT SIGNER IS REPRESENTING: NAME OF PERSON(S) OR ENTITY(IES) BreitBurn Energy Company, LLC, et al - not signed yet

SIGNER(S) OTHER THAN NAMED ABOVE

McFarland Energy, Inc.

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

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CONSENT TO ASSIGNMENT

McFarland Energy, Inc., ("Assignor") and BreitBurn Energy Company, LLC ("Assignee") executed that certain Assignment Consent Agreement, effective

April 1, 1999 whereby Assignor assigned all of its right, title and interest in and to the RECREATION PARK OIL AND GAS LEASE with the City.

City hereby consents to said Assignment by Assignor to Assignee, subject to the conditions contained therein, and further conditions upon Assignee posting with the City any and all security instruments required under the Lease.

CITY OF LONG BEACH, a municipal corporation

By Maca & Prices
City Manager

CITY

The foregoing Assignment Consent Agreement is hereby approved as to form this ${\cal B}{\cal H}$ day of ${\cal F}$ annuary , 2003. ${\cal F}$

ROBERT E. SHANNON, City Attorney

By: Charles tarking Deputy

RAA 5/12/03 McFarland.Agr.