

AMENDMENT TO SURFACE USE AGREEMENT

This Amendment to Surface Use Agreement is executed this 4th day of December, 2009 between A. BRUCE JOHNSON (referred to as "Surface Owner") and MINERAL RESOURCES, INC., a Colorado Corporation, whose address is P.O. Box 328, Greeley, Colorado 80632 (referred to as "Mineral Resources" or "Lessee").

RECITALS:

WHEREAS, Surface Owner and Mineral Resources executed a Surface Use Agreement, which is dated May 29, 2008 and which covers lands located in Section 32 and in Section 5, Township 5 North, Range 65 West, Weld County, Colorado, as more particularly described in **Exhibit A** attached hereto; and

WHEREAS, the parties wish to amend the above Surface Use Agreement, as follows:

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are acknowledged herein, the parties agree as follows:

(1) The Surface Use Agreement ("Agreement") is amended to substitute the attached **Exhibit C** for the previously attached Exhibit C.

(2) Paragraph 9 of the Agreement is amended to add a new subparagraph (e), as follows:

Notwithstanding any language to the contrary in this Agreement, as to wells that are directionally drilled by Lessee (pursuant to Lessor's request) and that are drilled within the locations on Lessor's lands prescribed by Rule 318a of the Colorado Oil and Gas Conservation Commission for the Greater Wattenberg Area, the payment provided in Paragraph 9 shall be per well, and not the sum of provided in subparagraph (a) above. Further, since this well will be producing from Surface Owner's land, no overriding royalty shall be paid from Lessee to Surface Owner as to this well and subparagraph (d) shall not apply to such well.

(3) Paragraph 10 the Agreement is modified and amended, by substituting the following language for the first sentence of Paragraph 10:

This Agreement shall remain in full force and effect for a term of one (1) year from the date of execution of this Amendment and so long as any of the wells drilled on the Property is producing oil and/or gas and associated hydrocarbons in "paying quantities."

SURFACE OWNER:



A. Bruce Johnson

LESSEE:

MINERAL RESOURCES, INC.,
a Colorado Corporation

BY: 

Name: Logan Richardson
Title: VP, Land

STATE OF Colorado)
COUNTY OF Weld)

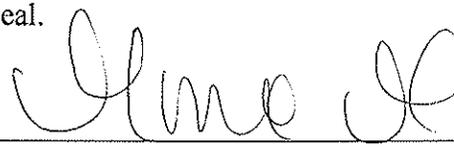
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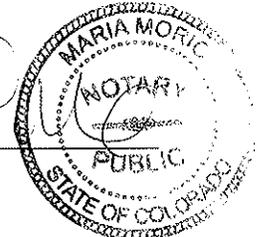
Subscribed, sworn to, and acknowledged before me this 4th day of
December, 2009, by A. Bruce Johnson.

WITNESS my hand and official seal.

My commission expires:

2-3-2013


Notary Public



My Commission Expires

STATE OF Colorado)
COUNTY OF Weld)

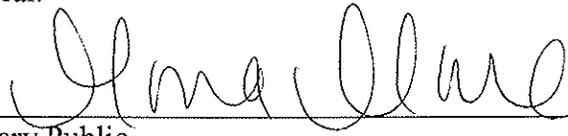
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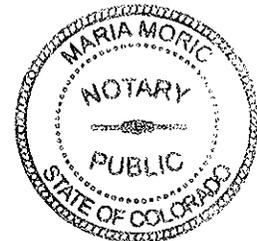
Subscribed, sworn to, and acknowledged before me this 4th day of
December, 2009, by Logan Richardson as
of MINERAL RESOURCES, INC., a Colorado Corporation.

WITNESS my hand and official seal.

My commission expires:

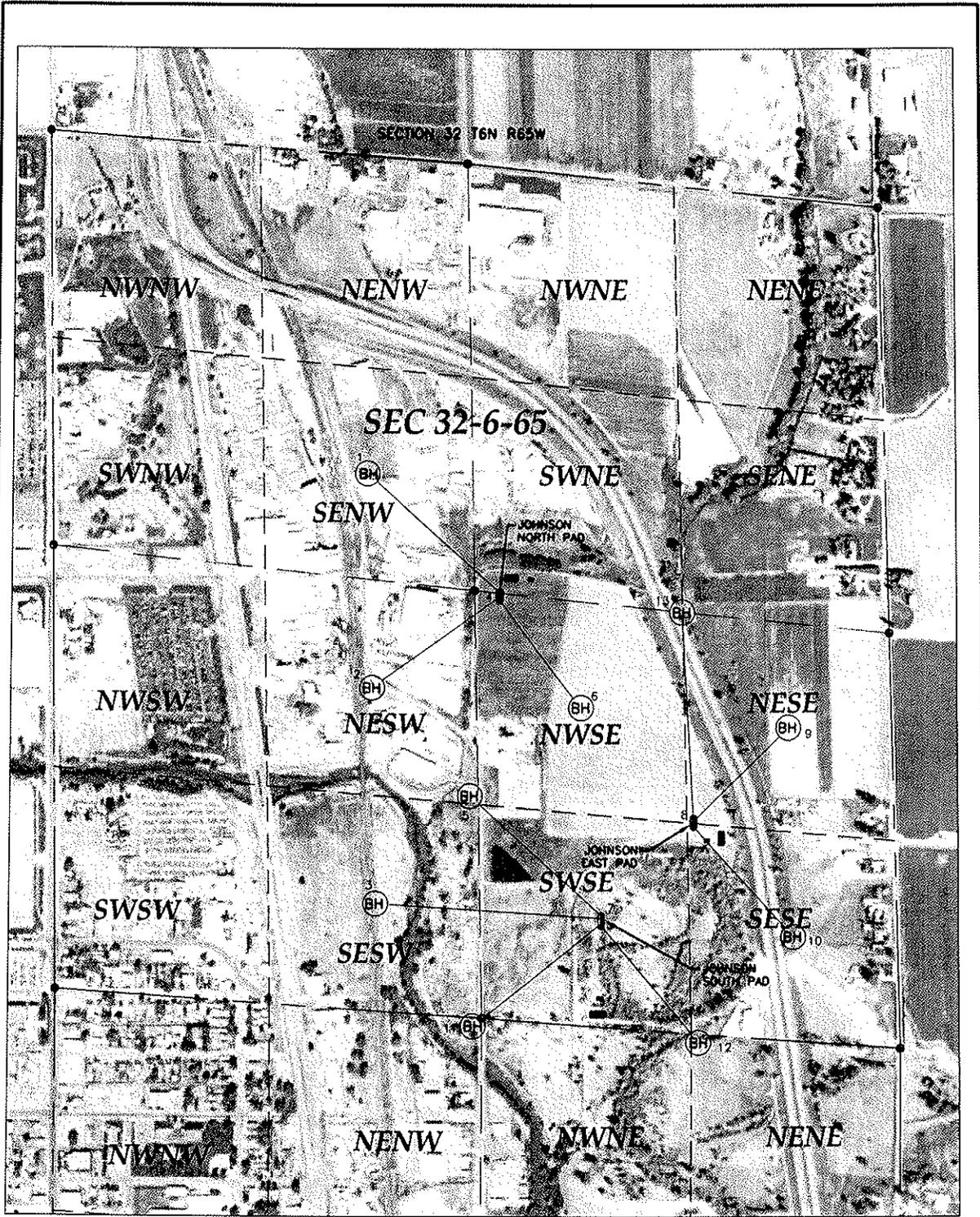
2-3-2013


Notary Public



My Commission Expires

MineralResources/amendment to Surface Use Agreement



LEGEND

- SECTION LINE
- - - QUARTER SECTION LINE
- - - SIXTEENTH LINE
- SECTION CORNER
- (BH) BOTTOM HOLE LOCATION



	<p>LAMP RYNEARSON & ASSOCIATES</p>	<p>808 8th Street Greeley, CO 80631 www.LRA-Inc.com</p>	<p>970.356.6362 P 970.356.6486 F</p>	<p>drawn by: EKM designer: DDH job number: task: 0209021.00 date: 11/19/2009 book: page: file name: 0209021a101.dwg</p>
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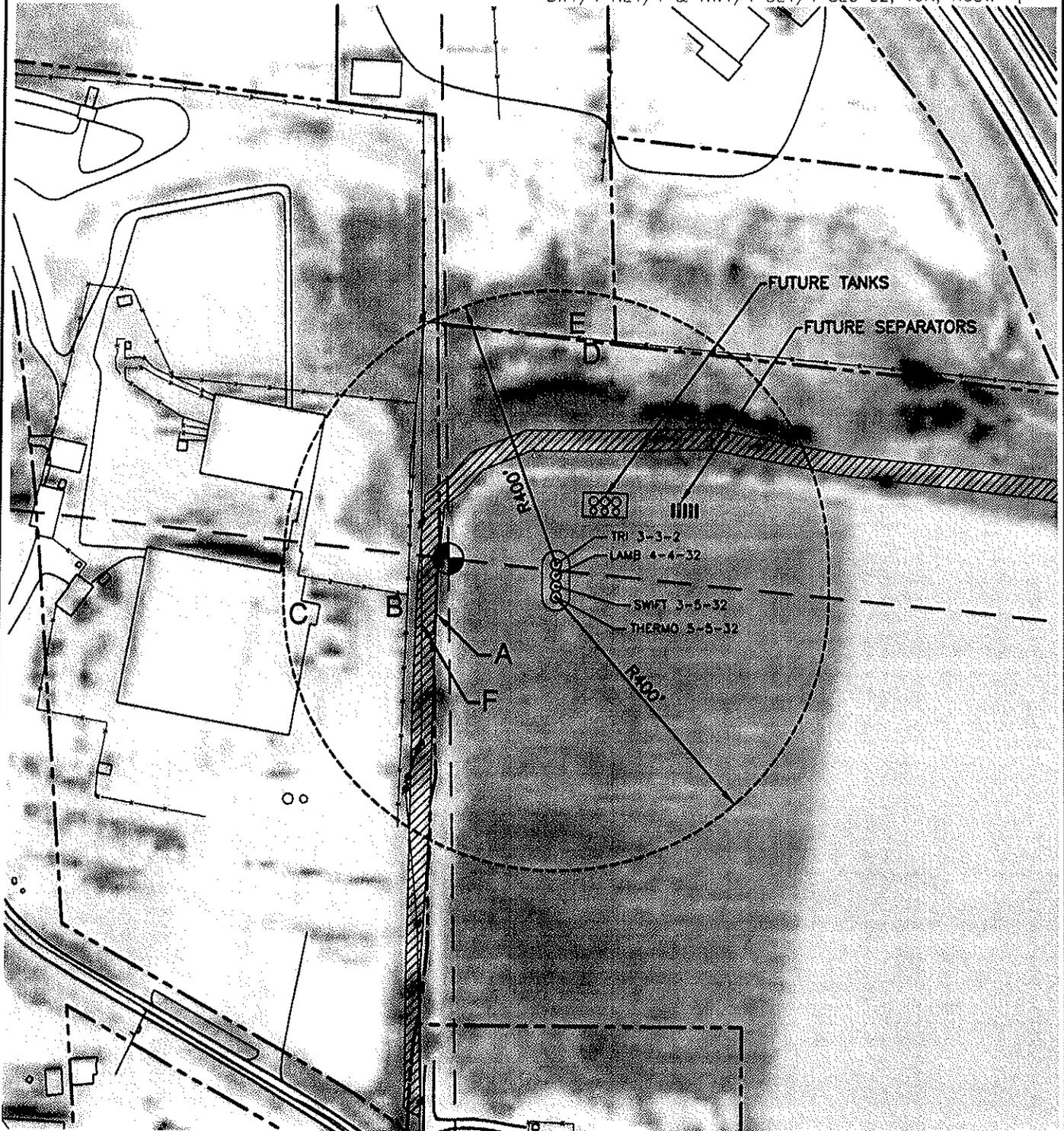
VISIBLE IMPROVEMENTS

- A. PROPERTY LINE - 176' N90°W
- B. EXISTING FENCE - 218' N89°W
- C. EXISTING BUILDING - 346' N88°E
- D. PROPERTY LINE - 330' N6°E

- E. EXISTING FENCE - 333' N5°E
- F. OVERHEAD POWER - 198' S89°W

LOCATION

SW1/4 NE1/4 & NW1/4 SE1/4 SEC 32, T6N, R65W



LAMP RYNEARSON
& ASSOCIATES

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LOCATION
DRAWING

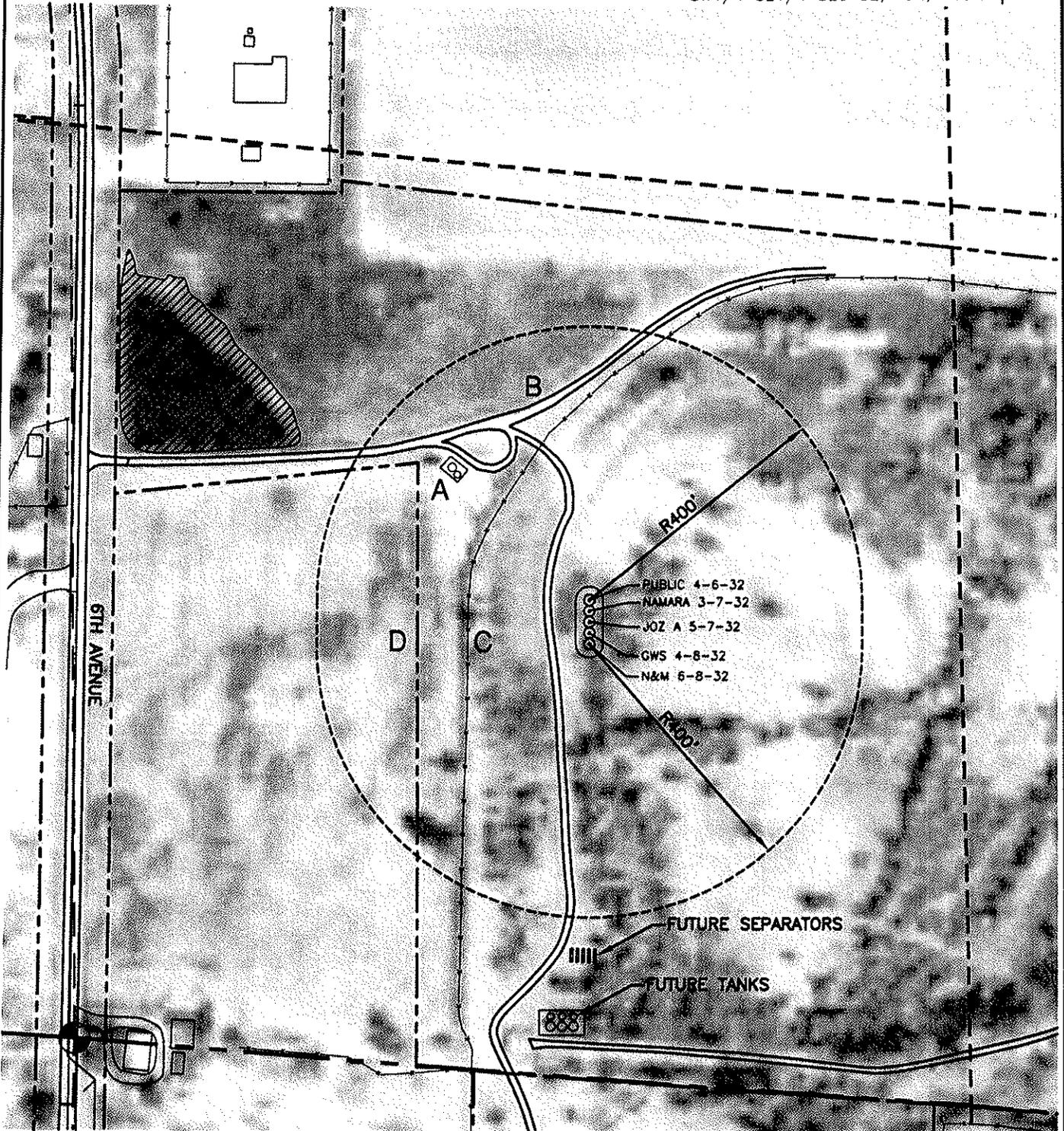
drawn by: EKM
designer: DDH
job number-tasks: 0209021.00
date: 10/13/2009
scale: 1" = 200'
file name:

VISIBLE IMPROVEMENTS

- A. EXISTING TANK BATTERY - 260' N40°W
- B. EXISTING ACCESS ROAD - 285' N12°W
- C. EXISTING FENCE - 148' N89°W
- D. PROPERTY LINE - 251' N89°W

LOCATION

SW1/4 SE1/4 SEC 32, T6N, R65W



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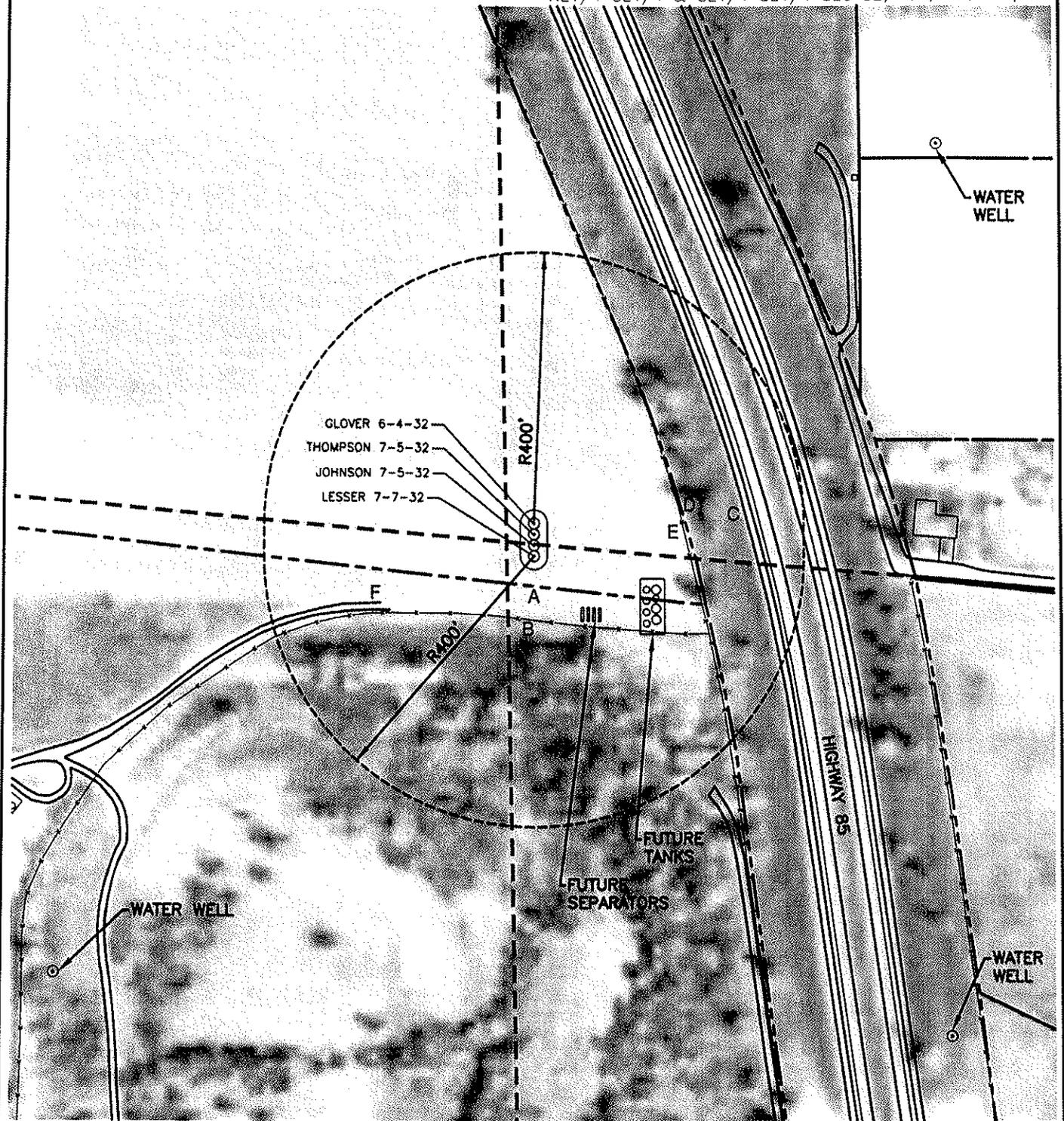
VISIBLE IMPROVEMENTS

- A. PROPERTY LINE - 44' S06°W
- B. EXISTING FENCE - 94' S06°W
- C. HIGHWAY 85 - 198' N75°E
- D. PROPERTY LINE - 229' N73°E

- E. EXISTING FENCE - 226' N76°E
- F. EXISTING DIRT ROAD - 236' S73°W

LOCATION

NE1/4 SE1/4 & SE1/4 SE1/4 SEC 32, T6N, R65W



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