

**MEMORANDUM OF SURFACE
USE AGREEMENT**

KNOW ALL MEN BY THESE PRESENTS:

70 Ranch, LLC, a Colorado limited liability company whose address is 5460 Quebec Street, Suite 110, Greenwood Village, Colorado 80111 ("Owner" or "70 Ranch"), and Noble Energy, Inc., a Delaware corporation whose address is 1625 Broadway, Suite 2200, Denver, Colorado 80202 ("Noble"), have entered into an unrecorded Surface Use Agreement dated September 30, 2009 (the "Agreement"), covering real property owned by 70 Ranch and located in Weld County, Colorado, and described on Exhibit "A" attached to this Memorandum of Surface Use Agreement (the lands described on Exhibit "A" are known as the "Lands").

Noble owns oil and gas leases which cover portions of the Lands. Pursuant to those leases Noble conducts oil and gas exploration, development, and production operations. Pursuant to the Agreement 70 Ranch and Noble have agreed upon, among other things, the damages to be paid by Noble arising from its use of the surface of the Lands and the manner of locating wells for the production of oil and gas and the locating of roads, pipelines, power lines, and surface equipment related to such wells.

This Memorandum is executed by 70 Ranch and Noble and recorded in Weld County, Colorado, to serve as notice of the existence of the Agreement. The parties acknowledge they are bound by all the terms and conditions of the Agreement and that the Agreement binds and inures to the benefit of 70 Ranch and Noble and their respective successors and assigns.

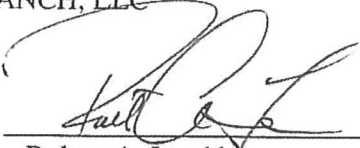
A complete copy of the Agreement is maintained at the offices of Noble at the address above. Any person desiring to deal with the Lands may contact Noble for information as to all of the terms of the Agreement.

(Remainder of page left intentionally blank. Signature page follows.)

IN WITNESS WHEREOF, this Agreement has been executed by the parties this 30th day of September, 2009.

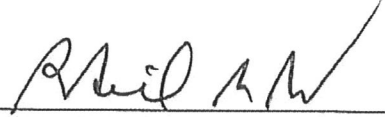
70 RANCH, LLC

BY: _____


Robert A. Lembke
Principal

NOBLE ENERGY, INC.

BY: _____


P. David Padgett
Attorney-in-Fact

*OK'd for
CM*

ACKNOWLEDGEMENTS

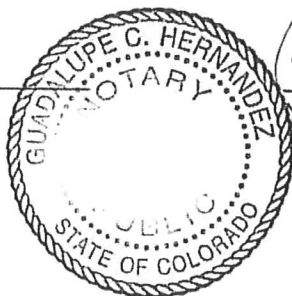
STATE OF COLORADO)
) ss
COUNTY OF Arapahoe

The foregoing instrument was acknowledged before me this 18th day of October, 2009, before me, personally appeared Robert A. Lembke as Principal of 70 Ranch, LLC, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

My commission expires:

4/8/13



Guadalupe C Hernandez
Notary Public

STATE OF COLORADO)
) ss
COUNTY OF DENVER)

On September 30th, 2009, before me, personally appeared P. David Padgett as Attorney-in-Fact of Noble Energy, Inc., personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

My commission expires:



Arthur B. Kellogg
Notary Public

Exhibit "A"

Attached to the Memorandum of Surface Use Agreement dated September ____, 2009,
between 70 Ranch LLC and Noble Energy, Inc.

Township 5 North, Range 63 West, 6th P.M., Weld County, Colorado

Section 9: All
Section 13: All
Section 17: All
Section 20: W/2, SE/4
Section 21: All
Section 22: All
Section 23: All
Section 24: All
Section 25: All
Section 27: All
Section 28: NE/4NE/4
Section 34: All
Section 35: N/2

Township 4 North, Range 63 West, 6th P.M., Weld County, Colorado

Section 1: All
Section 3: All
Section 10: Part of N½ lying north of Highway 34

Township 5 North, Range 62 West, 6th P.M., Weld County, Colorado

Section 3: W/2E/2
Section 15: W/2, W/2E/2
Section 17: All
Section 18: All
Section 19: All
Section 20: All
Section 21: All
Section 29: All
Section 31: All
Section 33: All

Township 4 North, Range 62 West, 6th P.M., Weld County, Colorado

Section 3: NW/4
Section 5: All
Section 7: N/2NE/4