

MEMORANDUM OF A SURFACE USE AGREEMENT

STATE OF COLORADO)
) ss.
COUNTY OF WELD)

This Memorandum is made this 5th day of April, 2007, by Noble Energy Production, Inc. ("Noble") as operator for United States Exploration, Inc. ("USX"), 1625 Broadway, Suite 2000, Denver, CO 80202.

On March 2nd, 2007, Wells Ranch LLLP, a Colorado limited liability limited partnership, ("Surface Owner") and United States Exploration, Inc. (USX) entered into a Surface Use Agreement (the "Agreement") providing for the use of the surface of the land described below by USX in connection with certain oil and gas operations and the compensation to Surface Owner for all damages (except as provided in the Agreement) to the surface of the land associated with the drilling, testing, completion, recompletion, reworking, reentry, pumping, operation and maintenance of the wellsites to be located in:

SEE ATTACHED EXHIBIT A
Weld County, Colorado

NOBLE ENERGY PRODUCTION, INC.

By: 

P. David Padgett
Manager of Lands, DJ Basin

WELLS RANCH LLLP

By: 

Steven Wells
Owner, General Partner

MEMORANDUM OF AGREEMENT

STATE OF COLORADO)
) ss.
COUNTY OF WELD)

This Memorandum is made this 26th day of March, 2007, by Noble Energy Production, Inc. ("Noble") as operator for United States Exploration, Inc. ("USX"), 1625 Broadway, Suite 2000, Denver, CO 80202.

On March 2nd, 2007, Wells Ranch LLLP, a Colorado limited liability limited partnership, ("Surface Owner") and United States Exploration, Inc. (USX) entered into a Surface Use Agreement (the "Agreement") providing for the use of the surface of the land described below by USX in connection with certain oil and gas operations and the compensation to Surface Owner for all damages (except as provided in the Agreement) to the surface of the land associated with the drilling, testing, completion, recompletion, reworking, reentry, pumping, operation and maintenance of the wellsites to be located in:

SEE ATTACHED EXHIBIT A Weld County, Colorado

This Memorandum of Agreement is executed by Noble and placed of record in Weld County, Colorado for the purpose of placing all persons on notice of the existence of the Surface Use Agreement. A true and complete copy of the Agreement is available from Noble to any person with an interest in the above-described land.

NOBLE ENERGY PRODUCTION, INC.

By: _____

P. David Padgett
Manager of Lands, DJ Basin

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

The foregoing instrument was acknowledged before me this 26th day of March 2007, by P. David Padgett as Manager of Lands, DJ Basin of Noble Energy Production, Inc.

[SEAL]

My commission expires: _____

Notary Public

Wells Ranch Agreement

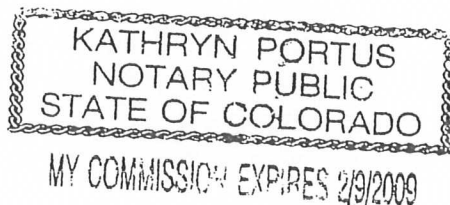


Exhibit "A"

Attached to and by reference made a part of that certain Agreement dated March 2nd, 2007 by and between Surface Owner and United States Exploration, Inc. as "USX" covering the following lands located in Weld County, Colorado:

Township 5 North, Range 62 West

Section 3: W/2

Section 4: All

Section 5: All

Section 6: All

Section 7: All

Section 8: All

Section 9: All

Township 5 North, Range 63 West

Section 1: All

Section 2: All

Section 3: All

Section 4: All

Section 5: All

Section 10: E/2

Section 11: All

Section 12: All

Section 14: All

Section 15: All

Township 6 North, Range 62 West

Section 5: All

Section 6: E/2

Section 7: All

Section 8: All

Section 17: All

Section 18: All

Section 19: All

Section 20: All

Section 21: All

Section 28: All

Section 29: All

Section 30: All

Section 31: All

Section 32: All

Section 33: All

Township 6 North, Range 63 West

Section 10: E/2
Section 11: All
Section 12: All
Section 13: All
Section 14: All
Section 15: All
Section 19: E/2
Section 20: All
Section 21: All
Section 22: All
Section 24: All
Section 23: All
Section 25: All
Section 26: All
Section 27: All
Section 28: All
Section 29: All
Section 30: E/2
Section 31: E/2
Section 32: All
Section 33: All
Section 34: All
Section 35: All
Section 36: All