MEMORANDUM OF A SURFACE USE AGREEMENT
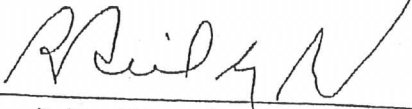
STATE OF COLORADO   )

) 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.
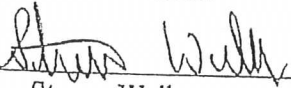
       On March 2nd, 2007, Wells Ranch LLLP, a Colorado limited liability limited partnership, ("Surface Owner") and United States Exploration, Inc. (USX) entered into a Surface Use Agreement (the "Agreement") providing for the use of the surface of the land described below by USX in connection with certain 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:

<u>SEE ATTACHED EXHIBIT A</u>
Weld County, Colorado

NOBLE ENERGY PRODUCTION, INC.

By: _____

     P. David Padgett
     Manager of Lands, DJ Basin

WELLS RANCH LLLP

By: _____

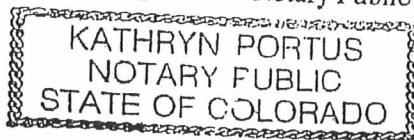   Steven Wells
     Owner, General Partner

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

The foregoing instrument was acknowledged before me this 5th day of April 2007, by P. David Padgett as Manager of Lands, DJ Basin of Noble Energy Production, Inc.

[SEAL]

My commission expires: _____   _Kathy Portus_
                                            Notary Public

KATHRYN PORTUS
NOTARY PUBLIC
STATE OF COLORADO
MY COMMISSION EXPIRES 2/9/2009

STATE OF _Colorado_)
CITY AND _Greeley_) ss.
COUNTY OF _Weld_)

The foregoing instrument was acknowledged before me this _11th_ day of _April_ 2007, by Steven Wells as Owner and General Partner of Wells Ranch LLLP.

[SEAL]

My commission expires: _8/20/2009_   _____
                                       Notary Public

Wells Ranch Recording Supplement

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

<u>Township 6 North, Range 63 West</u>
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