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### MEMORANDUM OF SURFACE AGREEMENT

This Memorandum shall provide notice to all parties that Kerr-McGee Oil & Gas Onshore, LP, a Delaware limited partnership, and Waterfront at Foster Lake, LLC, have entered into an agreement dated June 13, 2007 (the "Agreement") covering the lands described on Exhibit A to this Memorandum. Among other matters, the Agreement provides certain accommodations to be made by both parties, subject to which, Kerr-McGee is authorized to commence drilling operations on the following wells at the following locations in Township 3 North, Range 68 West, Sections 27 & 34:



- |           |   |
|-----------|---|
| KMG 16-34 | SE/4SE/4 of Section 34                        |
| KMG 23-27 | Center of the SE/4 of Section 27              |
| KMG 24-27 | Center of the SE/4 of Section 27              |
| KMG 33-27 | Center of the SW/4 of Section 27              |
| KMG 35-27 | Center of the SW/4 Section Line of Section 27 |
| KMG 37-27 | SE/4SE/4 of Section 27                        |
| KMG 33-26 | SE/4SE/4 of Section 27                        |
| KMG 21-34 | Center of the NE/4 of Section 34              |
| KMG 23-34 | SE/4SW/4 of Section 34                        |
| KMG 24-34 | Center of the NE/4 of Section 34              |
| KMG 30-34 | Center of the SW/4 Section Line of Section 27 |
| KMG 37-34 | SE/4SE/4 of Section 34                        |
| KMG 39-34 | SE/4SE/4 of Section 34                        |

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|                |                                  |
|----------------|----------------------------------|
| KMG 41-34      | SE/4SE/4 of Section 27           |
| KMG 10-27      | Center of the SE/4 of Section 27 |
| KMG 11-27      | Center of the SW/4 of Section 27 |
| KMG 1-3        | SE/4SE/4 of Section 34           |
| KMG 2-3        | SE/4SE/4 of Section 34           |
| KMG 9-27       | Center of the SE/4 of Section 27 |
| KMG 12-27      | Center of the SW/4 of Section 27 |
| KMG 13-27      | Center of the SW/4 of Section 27 |
| KMG 14-27      | Center of the SW/4 of Section 27 |
| KMG 1-34       | SE/4SE/4 of Section 27           |
| KMG 2-34       | Center of the NE/4 of Section 34 |
| KMG 7-34       | Center of the NE/4 of Section 34 |
| KMG 8-34       | Center of the NE/4 of Section 34 |
| KMG 9-34       | SE/4SE/4 of Section 34           |
| KMG 11-34      | SE/4SW/4 of Section 34           |
| KMG 15-34      | SE/4SW/4 of Section 34           |
| ST. VRAIN 4-34 | Center of the NW/4 of Section 34 |

The term of the Agreement shall be for the duration of the oil and gas lease presently covering the subject lands. Further information regarding the terms of the Agreement may be obtained by contacting Kerr-McGee at 1999 Broadway, Suite 3700, Denver, CO 80202, attention Denver Basin Land Manager.

Executed this 13 day of June, 2007.

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KERR-McGEE OIL & GAS ONSHORE, LP

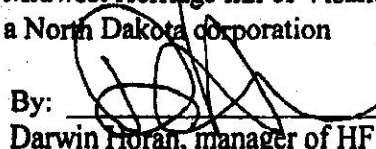
By:  JOSEPH P. LORENZO

Title: Attorney in Fact

Date: \_\_\_\_\_

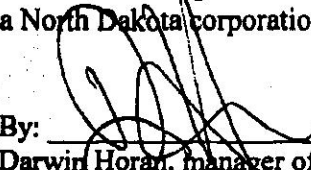
WATERFRONT AT FOSTER LAKE, LLC

Midwest Heritage Inn of Visalia, Inc.  
a North Dakota corporation

By:   
Darwin Horan, manager of HF Holdings, Inc.  
a Colorado limited liability company  
Attorney-in-Fact for Gary Tharaldson, President  
of Midwest Heritage Inn of Visalia, Inc.  
a North Dakota corporation

and

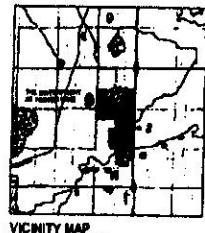
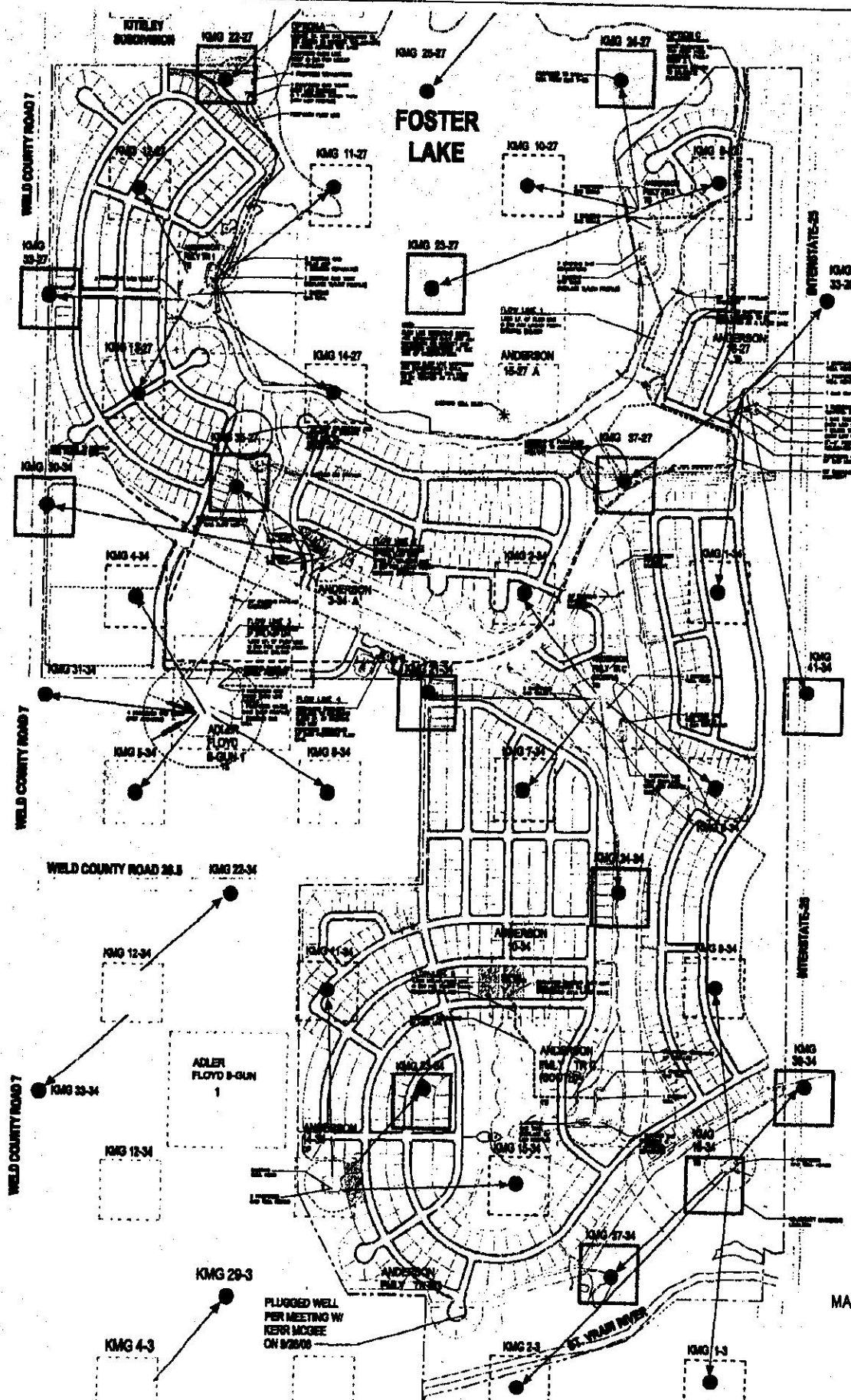
Midwest Heritage Inn of Deptford, Inc.,  
a North Dakota corporation

By:   
Darwin Horan, manager of HF Holdings, Inc.  
a Colorado limited liability company  
Attorney-in-Fact for Gary Tharaldson, President  
Midwest Heritage Inn of Deptford, Inc.  
a North Dakota corporation

Date: 6/13/07



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- LEGEND**
- EXISTING OR PROPOSED WELL
  - EXISTING OR PROPOSED WELL LOCATION FOR PROBABLY FORGOTTEN WELL
  - W-# WELL NUMBER
  - - - PROPOSED SECTION BOUNDARY
  - - - SECTION BOUNDARY (PROPERTY OF OTHER PARTY)
  - - - SECTION BOUNDARY (PROPERTY OF THE STATEMENT AT FOSTER LAKE)
  - - - WELLS WITH PROPOSED WELL LOCATIONS (PROPERTY OF OTHER PARTY)
  - - - VICINITY BOUNDARY LOCATION (LOCATED NEAR COUNTY BOUNDARY)
  - - - PROPERTY BOUNDARY
  - - - PROPOSED P-# UNLOCATED PUPLES
  - - - PROPOSED ROAD PUPLES (SEE SCHEMATIC PLAN FOR EXISTING PUPLES LOCATION)
  - AREA UNDER PLANNING CONSIDERATION
  - NOT IN TRACK FROM GAS FACILITIES (FUTURE)
  - EXISTING CASUALTY
  - EXISTING CASUALTY
  - EXISTING CASUALTY

**WATERFRONT AT FOSTER LAKE  
 OILGAS AND FACILITIES MAP**

MAP# 3 PER ANADARKO

**TETRA TECH INC**  
 2700 W. 100th Street, Suite 100, Denver, CO 80231  
 DATE: 6/16/07