

MEMORANDUM OF A SURFACE USE AGREEMENT

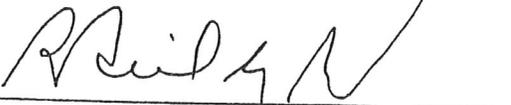
STATE OF COLORADO)
) ss.
COUNTY OF WELD)

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:

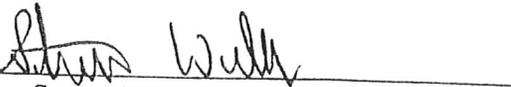
SEE ATTACHED EXHIBIT A
Weld County, Colorado

NOBLE ENERGY PRODUCTION, INC.

By: 

P. David Padgett
Manager of Lands, DJ Basin

WELLS RANCH LLLP

By: 

Steven Wells
Owner, General Partner

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: _____

Kathryn Portus
Notary Public



STATE OF Colorado)
CITY AND Green) ss.
COUNTY OF Weld)

The foregoing instrument was acknowledged before me this 17th day of April 2007, by Steven Wells as Owner and General Partner of Wells Ranch LLLP.

[SEAL]

My commission expires: 8/20/2009

[Signature]
Notary Public

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