

Recording Requested by, and
When Recorded, Mail to:

FORELAND CORPORATION
2801 Youngfield St., Suite 310
Golden, CO 80401

140502

**MEMORANDUM OF AGREEMENT
REGARDING OIL AND GAS INTERESTS**

THIS MEMORANDUM OF AGREEMENT REGARDING OIL AND GAS INTERESTS is made and entered into this 15th day of May, 1991, by and between **SANTA FE ENERGY RESOURCES, INC..** and **FORELAND CORPORATION**, hereinafter called "Foreland".

The parties hereto have entered into an Agreement giving Foreland, under certain circumstances, the right to acquire certain rights respecting oil and gas operations on the lands described below. The lands covered by said Farmout Agreement are situated in Eureka and Elko Counties, Nevada, and are more particularly described as follows:

Township 28 North, Range 51 East

Section 1: All
Section 3: All
Section 9: All
Section 11: All
Section 13: N/2
Section 15: All

Township 28 North, Range 52 East

Section 5: All
Section 7: All

Township 29 North, Range 51 East

Section 1: All
Section 11: All
Section 13: All
Section 15: All
Section 23: All
Section 25: All
Section 27: All
Section 35: All

Township 29 North, Range 52 East

Section 5: W/2, Lot 2
Section 7: All
Section 11: W/2
Section 15: Lots 1-4, W/2 E/2
Section 17: W/2, SE/4
Section 19: All
Section 31: All

Township 30 North, Range 51 East

Section 13: All
Section 25: All
Section 35: All

Township 30 North, Range 51 East

Section 19: All
Section 21: E/2, E/2 SW/4
Section 23: N/2, SE/4
Section 25: All
Section 27: SE/4
Section 29: W/2, S/2 NE/4, S/2 SE/4
Section 31: All
Section 33: All except 60 acre tract conveyed
to William S. Gates

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Township 31 North, Range 52 East
 Section 19: All
 Section 29: W/2 W/2

Township 34 North, Range 52 East
 Section 1: All
 Section 13: All
 Section 23: SW/4
 Section 25: N/2, SW/4, NE/4 SE/4, SW/4 SE/4

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Nothing contained in this Memorandum is intended to in any way amend, modify or expand on any terms or conditions contained in rights granted in said Agreement.

IN WITNESS WHEREOF, said parties have caused this instrument to be duly executed as of the date first hereinabove written.

SANTA FE ENERGY RESOURCES, INC.

FORELAND CORPORATION

By: *Dauhaacker*By: *Kath L Ransom*Its: DISTRICT EXPLORATION MANAGERIts: *Vice President Exploration*

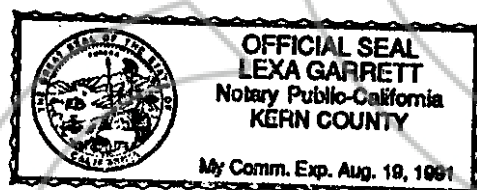
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STATE OF CALIFORNIA

COUNTY OF KERN

On August 2, 1991, before me, the undersigned Notary Public, personally appeared D. A. WRACHER, personally known to me (or proved to me on the basis of satisfactory evidence) 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 the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.



Lexa Garrett
 Notary Public

STATE OF COLORADO

COUNTY OF JEFFERSON

On August 8, 1991, before me, the undersigned Notary Public, personally appeared Kenneth L. Ransom, personally known to me (or proved to be on the basis of satisfactory evidence) 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 the entity upon behalf of which said person acted, executed the instrument.

WITNESS my hand and official seal.



Alan A. Stephens
 Notary Public

My Commission Expires Feb. 28, 1993

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EUREKA COUNTY, NEVADA
M.H. REBALEATI, RECORDER
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