

Recording Requested by, and  
When Recorded, Mail to:

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

140503

**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 OPERATING PARTNERS, L.P.**, hereinafter called "Farmor", and **FORELAND CORPORATION**, hereinafter called "Farmee".

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 29 North, Range 52 East

Section 3: All  
Section 9: E/2  
Section 15: W/2

Township 30 North, Range 52 East

Section 23: SW/4  
Section 27: N/2, SW/4  
Section 35: All

Township 31 North, Range 51 East

Section 1: Lots 1, 2, S/2 NE/4, S/2 SW/4, SE/4

Township 31 North, Range 52 East

Section 29: E/2, E/2 W/2

Township 32 North, Range 51 East

Section 1: Lots 1-12, S/2  
Section 3: Lots 1-12, S/2  
Section 11: All  
Section 13: All  
Section 15: All  
Section 23: All  
Section 25: All  
Section 35: E/2

Township 32 North, Range 52 East

Section 3: All  
Section 5: Lots 1-4, S/2 N/2, N/2 S/2, SW/4 SW/4  
Section 7: All  
Section 19: All  
Section 31: Lots 3-14 incl.  
Section 33: Lots 1-12 incl.

Township 33 North, Range 51 East

Section 1: Lots 1-4, S/2 N/2, S/2  
Section 11: All  
Section 13: All  
Section 15: All  
Section 23: All  
Section 25: All  
Section 27: All  
Section 35: All

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Township 33 North, Range 52 East  
Section 3: All  
Section 7: All  
Section 11: All  
Section 17: All  
Section 19: All  
Section 29: All  
Section 31: All

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ELKO CO. RECORDER

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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 OPERATING  
PARTNERS, L.P.  
By: Santa Fe Pacific Exploration  
Company, Managing General  
Partner

FORELAND CORPORATION  
By: Kenneth L Ransom  
Its: Vice President, Exploration

By: [Signature]  
Its: DISTRICT EXPLORATION MANAGER

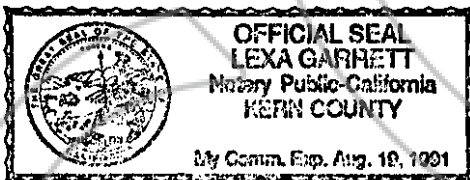
OK RW  
8/2

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.



[Signature]  
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.

[Signature]  
Notary Public  
My Commission Expires Feb. 28, 1993



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DISTRICT EXPLORATION MANAGER

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EUREKA COUNTY, NEVADA  
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