

MEMORANDUM OF OIL AND GAS LEASE

STATE OF NEVADA §
COUNTIES OF EUREKA AND ELKO §

THIS MEMORANDUM of Oil and Gas Lease, by and between BLACK STONE MINERALS COMPANY.P., a Delaware limited partnership, whose address is 1001 Fannin, Suite 2020, Houston, Texas 77002-6709, hereinafter called "Lessor," and DEERFIELD PRODUCTION CORPORATION, whose address is 2561 South 1560 West, Suite 200, Woods Cross, Utah 84087, hereinafter called "Lessee."

WITNESSETH: That Lessor, for a valuable consideration and in consideration of the covenants of the Lessee set forth in that certain Oil and Gas Lease made and entered into this 20th day of February, 2002, by and between the parties hereto, does hereby grant, lease and let unto Lessee, the right to explore, drill for and to produce, extract, take and remove all oil and gas hereinafter sometimes referred to as "substances," contained in the Lands, to store said substances upon the Lands, to locate, erect, construct, maintain, replace and operate upon the Lands, such facilities and structures as may be necessary in the production, treatment, storage or transportation of said substances from the Lands in the counties of Eureka and Elko, State of Nevada, more particularly described as follows:

Table with 2 columns: Land Description and Acres. Includes Township 28 Nth, Range 52 East, M.D.M. and Township 29 Nth, Range 52 East, M.D.M.

comprising 886.45 acres more or less, which lands are sometimes referred to as the "Leased Premises."

The said Oil and Gas Lease is for a term of Five (5) Years from the above date, and so long thereafter as oil and/or gas is being produced in paying quantities from the Lands, or so long thereafter as drilling, deepening or reworking operations for the production of oil or gas are being conducted hereon as therein provided.

Reference is hereby made to executed copies of said Oil and Gas Lease in possession of Lessor and Lessee, respectively, for all of the provisions thereof, and by this reference same are incorporated herein and made a part hereof in all respects as though fully set forth herein.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Oil and Gas Lease to be executed this 20th day of February, 2002.

LESSOR: BLACK STONE MINERALS COMPANY, L.P.

By: Michael M. Ellis, Vice President

LESSEE: DEERFIELD PRODUCTION CORPORATION

By: [Signature], Title: President

ACKNOWLEDGEMENTS

STATE OF TEXAS

COUNTY OF HARRIS

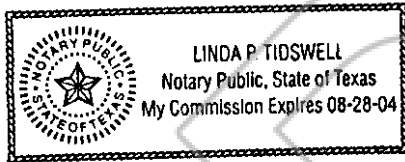
This instrument was acknowledged before me this 20th day of February, 2002, by Michael M. Ellis, as Vice-President **BLACK STONE MINERALS COMPANY, L.P.**, a Delaware limited partnership, on behalf of said partnership.

Given under my hand and seal of office this the 20th day of February, 2002.

Linda P. Tidswell
Notary Public in and for the State of Texas

My Commission Expires:

8/28/04



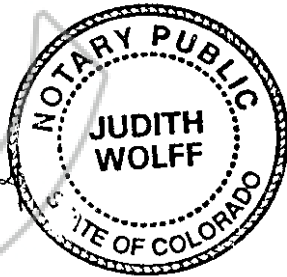
STATE OF Colorado §
City of COUNTY OF Denver §

Before me, the undersigned authority, on this 18th day of March, 2002, personally appeared Barbara Bingham, known to me to be the person whose name is subscribed to the foregoing instrument, President of **DEERFIELD PRODUCTION CORPORATION**, a Delaware corporation and acknowledged to me that he executed the same for the purposes and consideration then expressed, in the capacity stated, and as the act and deed of said corporation.

Given under my hand and seal of office this the 18th day of February, 2002.

My Commission Expires:

March 20, 2002



Judith Wolff
Notary Public in and for the State of Colorado

BOOK 346 PAGE 515
OFFICIAL RECORDS
RECORDED AT THE REQUEST OF
Great Basin Explorer Consultants
02 APR -4 PM 1:44

LUREKA COUNTY NEVADA
M.H. REBALEATI, RECORDER
FILE NO. FEES 15⁰⁰

178000

BOOK 346 PAGE 516