

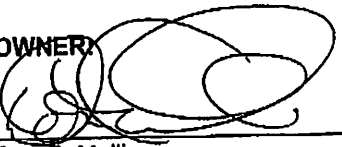
MEMORANDUM OF SURFACE USE AGREEMENT


NOTICE IS HEREBY GIVEN that on the 19 day of August, 2002, a Surface Use Agreement dated effective March 15, 2002, was entered into between Don C. Malli and Betty Ann Malli, husband and wife, of P.O. Box 66, Arvada, WY 82831-0066 (hereinafter referred to as "Owner"), and Devon Energy Production Company, L.P., an Oklahoma Limited Partnership, of 20 North Broadway, Suite 1500, Oklahoma City, OK 73102-8260 (hereinafter referred to as "Operator"). The Agreement provides for the use of the Owner's surface lands by the Operator in conjunction with its operations related to coalbed methane gas on leaseholds separate and apart from the Owner's surface lands. The Owner's surface lands that are subject to the Agreement are described on Exhibit "A" attached hereto and made a part hereof.

The purpose of this Memorandum is to place a notice of record of the Surface Use Agreement on the described property.

DATED this 19 day of August, 2002.

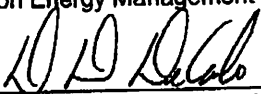

OWNER:


Don C. Malli


Betty Ann Malli

OPERATOR:

DEVON ENERGY PRODUCTION COMPANY, L.P.
By: Devon Energy Management Company, L.L.C., General Partner

By:  
D. D. DeCarlo, Vice President

RETURN TO:
DEVON ENERGY PRODUCTION COMPANY, L.P.
20 NORTH BROADWAY, SUITE 1500
OKLAHOMA CITY, OK 73102

49-3000269-000

STATE OF WYOMING)
) ss
 COUNTY OF SHERIDAN)

The foregoing instrument was acknowledged before me by DON C. MALLI
 this 19 day of AUGUST, 2002.

Witness my hand and official seal.

Dennis D. Randolman
 Notary Public

My Commission expires July 13, 2006



STATE OF WYOMING)
) ss
 COUNTY OF SHERIDAN)

The foregoing instrument was acknowledged before me by BETTY ANN MALLI
 this 19 day of AUGUST, 2002.

Witness my hand and official seal.

Dennis D. Randolman
 Notary Public

My Commission expires July 13, 2006



STATE OF OKLAHOMA)
) ss
 COUNTY OF OKLAHOMA)

The foregoing instrument was acknowledged before me this 22 day of August
 2002, by D.D. DeCarlo, Vice President of Devon Energy Management
 Company, L.L.C., an Oklahoma limited liability company, General Partner of Devon Energy
 Production Company, L.P. an Oklahoma limited partnership, on behalf of the company and
 partnership.

Given under my hand and seal this 22 day of August, 2002.

Aimee Walker
 Notary Public

My Commission expires 12-9-02

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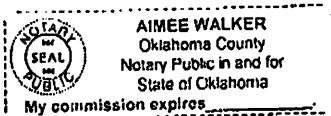


EXHIBIT "A"

Attached to and made a part of that certain Memorandum of Surface Use Agreement effective March 15, 2002, by and between Don C. Malli and Betty Ann Malli and Devon Energy Production Company, L.P.

SURFACE LANDS:

TOWNSHIP 55 NORTH, RANGE 76 WEST, 6TH P.M.

Section 19: S/2S/2, NESW, N/2SE

Section 20: SESW

Section 29: All, including the W/2NW, which is USA Grazing Lease #497338

Section 30: All

Section 31: All

Section 32: W/2

Sheridan County, Wyoming