

**MEMORANDUM OF FIRST AMENDMENT TO
SURFACE USE AGREEMENT**

NOTICE IS HEREBY GIVEN that on the 19th 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. On the 25th day of February, 2005, a First Amendment to Surface Use Agreement was entered into between the parties to the Surface Use Agreement. The Owner's surface lands that are subject to the Agreement and the First Amendment there of are described as follows:

SURFACE LANDS:

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

- Section 19: S/2S/2, NE/4SW/4, N/2SE/4, NE/4, SE/4NW/4
- Section 20: SE/4SW/4, W/2NW/4, W/2SW/4, SE/4, NE/4SW/4
- Section 21: W/2SW/4
- Section 28: W/2SW/4, W/2NW/4
- Section 29: All, including the W/2NW/4, which is USA Grazing Lease #497338
- Section 30: All
- Section 31: All
- Section 32: W/2, E/2 lying north of Highway Right of Way
Sheridan County, Wyoming

Sheridan County, Wyoming

503636 MEMORANDUM
BOOK 462 PAGE 0121
RECORDED 03/29/2005 AT 10:00 AM
AUDREY KOLTISKA, SHERIDAN COUNTY CLERK

1 121

49-3000269-000

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

DATED this 25th day of February, 2005

OWNER:



Don C. Malli



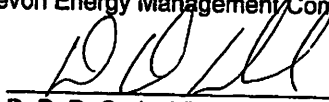
Betty Ann Malli

OPERATOR:

DEVON ENERGY PRODUCTION COMPANY, L.P.

By: Devon Energy Management Company, L.L.C., General Partner

By:



D. D. DeCarlo, Vice President

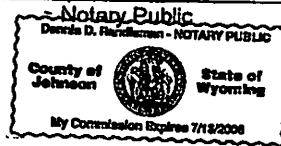
STATE OF WYOMING)
) ss
COUNTY OF SHERIDAN)

The foregoing instrument was acknowledged before me by Don C. Malli
this 25th day of February, 2005

Witness my hand and official seal.

Dennis D. Randleman

My Commission expires July 13, 2006



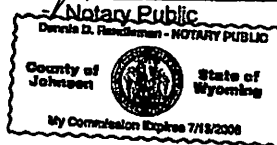
STATE OF WYOMING)
) ss
COUNTY OF SHERIDAN)

The foregoing instrument was acknowledged before me by Betty Ann Malli
this 25th day of February, 2005

Witness my hand and official seal.

Dennis D. Randleman

My Commission expires July 13, 2006

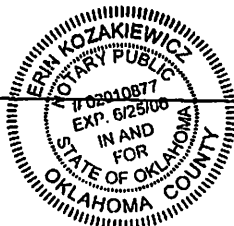


STATE OF OKLAHOMA)
) ss
COUNTY OF OKLAHOMA)

The foregoing instrument was acknowledged before me this 25th day of March, 2005, 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 25th day of March, 2005.

My Commission expires



Erin Kozakiewicz
Notary Public