

**MEMORANDUM OF SURFACE USE
AND DAMAGE AGREEMENT**

KNOW ALL MEN BY THESE PRESENTS:

Ralph and Monica St. Romain, 350 Beatty Gulch Road, Sheridan, Wyoming 82801 (collectively "Owner") and **J. M. Huber Corporation**, a New Jersey corporation, with offices located at 1050 17th Street, Suite 700, Denver, Colorado 80202 ("Huber"), have entered into that certain Surface Use and Damage Agreement dated May 20, 2004 (the "Agreement") covering the following real property (the "Lands") located in Sheridan County, Wyoming:

Township 57 North, Range 83 West, 6th P.M.
Section 30: NW1/4

Huber owns oil and gas leases which also cover the Lands. Pursuant to those leases Huber conducts coalbed methane exploration, development and production operations on the Lands. Pursuant to the Agreement Owner and Huber have agreed upon, among other things, the damages to be paid by Huber arising from its use of the surface of the Lands and the manner of locating wells for the production of coalbed methane and the locating of roads, pipelines, power lines and surface equipment related to such wells.

This Memorandum is executed by Owner and Huber and recorded in Sheridan County, Wyoming to serve as notice of the existence of the Agreement. Owner and Huber each acknowledges it is bound by all the terms and conditions of the Agreement.

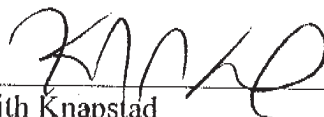
A complete copy of the Agreement is maintained at the offices of Huber at the address above. Any person desiring to deal with the Lands may contact Huber to information as to all of the terms of the Agreement.

In witness whereof, the parties have executed this Memorandum of Surface and Damage Agreement effective as of May 20, 2004.


RALPH ST. ROMAIN


MONICA ST. ROMAIN

J. M. HUBER CORPORATION

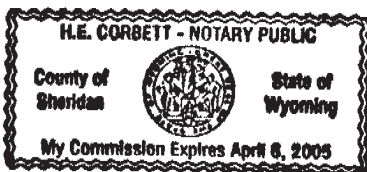


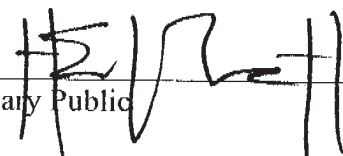
Keith Knapstad
Powder River Basin Asset Team Leader

STATE OF WYOMING)
) ss.
COUNTY OF SHERIDAN)

The foregoing Memorandum of Surface Use and Damage Agreement was acknowledged before me this 20th day of May, 2004, by Ralph St. Romain and Monica St. Romain.

Witness my hand and official seal.





Notary Public
My commission expires: 4/6/05


STATE OF COLORADO)
CITY &) ss.
COUNTY OF DENVER)

The foregoing Memorandum of Surface Use and Damage Agreement was acknowledged before me this 20th day of May, 2004, by Keith Knapstad, as Powder River Basin Asset Team Leader of J.M. Huber Corporation, a New Jersey corporation.

Witness my hand and official seal.



My Commission Expires 04/04/2007



Notary Public
1050 17th Street, Suite 700
Denver, CO 80202
My commission expires: 4/4/2007