

MEMORANDUM OF OIL AND GAS LEASE

STATE OF TEXAS

§

111011

§

COUNTY OF JASPER & SABINE

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THIS MEMORANDUM of Oil and Gas Lease, is made by and between **BLACK STONE MINERALS COMPANY, L.P.**, a Delaware limited partnership, whose address is 1001 Fannin, Suite 2020, Houston, Texas 77002-6709, and **SUGARBERRY-KIRBY, JV, LTD**, (through its Managing Partner, Sugarberry Oil & Gas Corporation), a Texas partnership, whose address is 5950 Cedar Springs Road, LB-230, Dallas, Texas 75235-6803, , hereinafter called "Lessor", **ENDEAVOR NATURAL GAS II, LLC**, whose address is 1201 Louisiana, Suite 3350, Houston, Texas 77002, (herein 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 the Effective Date of **December 10, 2010** by and between the parties hereto covering the land hereinafter described in Exhibit "A" attached hereto (referred to as "Leased Premises") and by reference made a part hereof, does hereby grant, lease and let exclusively unto said Lessee for the purpose of exploring, drilling, operating for and producing oil and gas from, that certain tract of land containing **954.00 gross**, more or less, as described on attached Exhibit "A".

The term of said Oil and Gas Lease is from the aforesaid Effective Date until **December 10, 2013**, and so long thereafter as oil and/or gas is being produced in paying quantities from the Leased Premises, 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 executed this Memorandum of Oil and Gas Lease as of December 15, 2010, although EFFECTIVE as of the first date written.

LESSOR:

BLACK STONE MINERALS COMPANY, L.P.

By Black Stone Natural Resources, L.L.C.,
its General Partner

SUGARBERRY-KIRBY JV, LTD

By: Sugarberry Oil & Gas Corporation
its ~~GENERAL~~ Managing Partner

By:

Mark E. Robinson
Mark E. Robinson
Vice President, Land & Legal

RW

By:

Louis A. Beecherl, III
Louis A. Beecherl, III
Vice President

LESSEE:

ENDEAVOR NATURAL GAS II, LLC

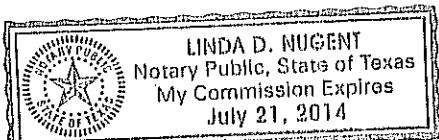
By:

William G. Foster
Name: William G. Foster
Title: Vice President – Land

ACKNOWLEDGEMENTS

STATE OF TEXAS §
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 COUNTY OF HARRIS §

On this 16 day of December, 2010, before me appeared Mark E. Robinson, to me personally known, who, being by me duly sworn, did say that he is the Vice President, Land & Legal of Black Stone Natural Resources, L.L.C., a Delaware limited liability company, General Partner of **BLACK STONE MINERALS COMPANY, L.P.**, a Delaware limited partnership, and that the instrument was signed on behalf of said limited partnership, and the said Mark E. Robinson acknowledged the instrument to be the free act and deed of said limited partnership.



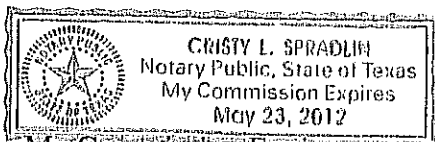
Linda D. Nugent
 Notary Public, State of Texas

My commission expires: _____

STATE OF TEXAS §
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 COUNTY OF Dallas §

Before me, the undersigned, a Notary Public in and for said County and State, on this day personally appeared Louis A. Beecherl, III, known to me to be the person and office whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of the said SUGARBERRY OIL & GAS CORPORATION, ^{GENERAL} Managing Partner of **SUGARBERRY-KIRBY JV, Ltd.**, and that he executed the same as the act of said partnership for the purposes and consideration therein expressed and in the capacity therein stated.

Given under my hand and seal this the 17th day of December 2010.



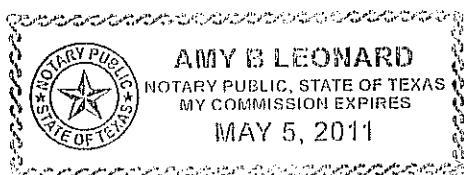
Cristy L. Spradlin
 Notary Public, State of Texas

My Commission Expires: _____

May 23, 2012

STATE OF TEXAS §
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 COUNTY OF HARRIS §

This instrument was acknowledged before me this 16th day of December 2010, by William G. Foster, Vice President-Land of **ENDEAVOR NATURAL GAS II, LLC**, a LIMITED LIABILITY COMPANY, on behalf of said Company.



Amy B. Leonard
 Notary Public, State of Texas

Attached to and made a part of that certain Memorandum of Oil and Gas Lease dated December 10, 2010, by and between Black Stone Minerals Company, L.P., et al, as Lessor, to Endeavor Natural Gas II, LLC, as Lessee

DESCRIPTION OF LEASED PREMISES

JASPER & SABINE COUNTY, TEXAS

736.8 acres, more or less, out of the Beaty, Seale & Forward Survey, Abstract No. 569 of Jasper County, Texas, being the same land described as Conveyance Tract 77 containing 736.8 acres in that certain deed dated December 19, 1986, from Kirby Forest Industries, Inc. to Santa Fe Energy Company, recorded in Volume 75, Page 522 of the Oil, Gas and Mineral Records in the County Clerk Office, Jasper County, Texas.

217.2 acres of land, more or less, out of the Donald McDonald Survey, Abstract No. 36, Sabine County, Texas, and being the same land described as Conveyance Tract 4, containing 217.2 acres, more or less, in that certain Conveyance of Oil, Gas and Other Minerals Substances made effective June 1, 1992, from Santa Fe Energy Resources, Inc., et al, to Black Stone Minerals, recorded in Volume 13, Page 306 of the Official Public Records of Sabine County, Texas.

Insofar as and only insofar as to the Austin Chalk formation and 100' below said formation for operational purposes only.

(END OF EXHIBIT A)

FILED FOR RECORD
AT 11:20 O'CLOCK A.M.

MAY 17 2011
Janice McDaniel
Clerk, County Court, Sabine County
By *Plum* DEPUTY
Cavender

THE STATE OF TEXAS
COUNTY OF SABINE

111011

I HEREBY CERTIFY THAT THIS INSTRUMENT WAS FILED & TIMED
STAMPED HEREON BY ME AND WAS DULY RECORDED IN THE VOLUME
AND PAGE OF THE NAMED RECORDS OF SABINE COUNTY TEXAS AS
STAMPED HEREON BY ME.

RECORDED

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OFFICIAL PUBLIC RECORDS
JANICE McDANIEL COUNTY CLERK
SABINE COUNTY, TEXAS
By *Plum* DEPUTY
Cavender



PD#24
Act. John Robertson
11600
Box 2k
Jasper 75951

STATE OF TEXAS
I HEREBY CERTIFY THAT THIS instrument was
filed on the Date and time stamped hereby by me
and was duly Recorded in the Official Public Records
of Jasper County Texas on

MAY 16 2011



Emilia Navarro
County Clerk
Jasper Co., Texas

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FILED FOR RECORD

2011 MAY 16 P 1:48

DEBBIE NEWMAN
CLERK COUNTY COURT
JASPER COUNTY, TEXAS
By *Williamson* DEPUTY