

MEMORANDUM OF LEASE
DUNN-MCCAMPBELL PADRE L

STATE OF TEXAS }

KNOW ALL MEN BY THESE PRESENTS THAT:

COUNTY OF KENEDY }

REFERENCE is here made to that certain Oil and Gas Lease dated the 14th day of November, 2007 (the "lease execution date"), by and between DUNN-McCAMPBELL ROYALTY INTEREST, INC., a Texas corporation, whose address is P. O. Box 3841, Corpus Christi, Texas 78463-3841 and DUNN PADRE CORPORATION, a Texas corporation whose address is c/o Jim King, 1010 Frost Bank Plaza, Corpus Christi, Texas 78470 (herein called "Lessor") and BNP OIL & GAS PROPERTIES, LTD., whose address is 2800 Post Oak Blvd., Suite 5300, Houston, Texas 77056 (herein called Lessee" whether one or more), under the terms of which Lessee was granted an oil and gas lease with respect to those certain lands comprising 854 acres of land situated in Kenedy County, Texas, which lands are more particularly described in Exhibit "A" attached hereto.

The lease provides for a primary term of three (3) years from the lease execution date and provides for the drilling of certain wells on the lands covered thereby and other terms and conditions customarily contained in oil and gas leases.

This Memorandum of Lease is executed by the Lessor and Lessee for the purpose of acknowledging in the public records the existence of such lease and may be executed in multiple counterparts, each of which shall be deemed an original for all purposes.

IN WITNESS WHEREOF, this Memorandum of Lease is executed as of the 14th day of November, 2007.

LESSOR:

DUNN-McCAMPBELL ROYALTY INTEREST, INC.

BY: Caroline Davy Altheide
Caroline Davy Altheide, President

DUNN PADRE CORPORATION

BY: James S. King
James S. King, President

LESSEE:

BNP OIL & GAS PROPERTIES, LTD.

BY: Paul Black
Paul Black, President

FIELD NOTES DESCRIPTION

854.0 acre tract of land, more or less, situated in the Nicholas & Juan Jose Balli Survey, A-10 on Padre Island, Kenedy County, Texas.

Being more fully described by metes and bounds as follows:

BEGINNING: at a point (Y = 563,243 and X = 2,365,744) for the Southwest corner of this herein described tract.

THENCE: NORTH - 8128.0 feet to a point (Y = 571,371 and X = 2,365,744), for the Northwest corner of this herein described tract.

THENCE: EAST - 5174.73 feet to a point (Y = 571,371 and X = 2,371,088), for the Northeast corner of this herein described tract.

THENCE: S 10° 42' 35" W - 7530.49 feet to a point (Y = 563,972 and X = 2,369,688) for the Southeast corner of this herein described tract.

THENCE: S 08° 39' 35" W - 737.09 feet to a point (Y = 563,243 and X = 2,369,577) for the Southeast corner of this herein described tract.

THENCE: WEST - 3664.33 feet to the **PLACE OF BEGINNING** and containing within these metes and bounds, an 854.0 acre tract of land, more or less.

All bearings and coordinates refer to the Texas Coordinate System of 1927, Texas South Zone

This Field Notes Description constitutes a legal document, and, unless it appears in its entirety, in its original form, including preamble, seal and signature, surveyor assumes no responsibility or liability for its correctness. It is strongly recommended, for the continuity of future surveys, that this document be incorporated in *all* future conveyances, *without any revisions or deletions*. These herein described field notes are based on client and deed record information only and were prepared in the offices of Frontier Surveying Company.

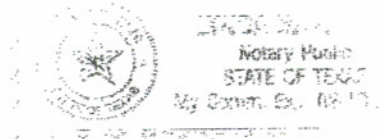
November 13, 2007
0711024.DOC
SZC




JARREL L. MOORE
REGISTERED PROFESSIONAL LAND SURVEYOR
LICENSE NO. 4854

THE STATE OF TEXAS }
COUNTY OF NUECES }

This instrument was acknowledged before me on this 14th day of November, 2007
by Caroline Davy Altheide, as President, on behalf of DUNN-McCAMPBELL
ROYALTY INTEREST, INC., as Lessor.



Lynda Rangel
Notary Public, State of Texas

THE STATE OF TEXAS }
COUNTY OF NUECES }

This instrument was acknowledged before me on this 14th day of November, 2007,
by Jim King, as President, on behalf of DUNN-PADRE CORPORATION, Lessor.

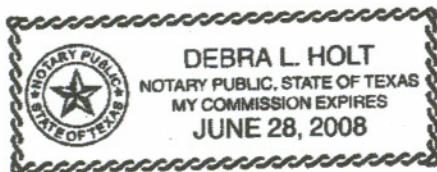


Lynda Rangel
Notary Public, State of Texas

THE STATE OF TEXAS }
COUNTY OF HARRIS }

This instrument was acknowledged before me on this 26th day of Nov., 2007,
by Paul Black as President on behalf of BNP OIL & GAS PROPERTIES, LTD.

Debra L. Holt
Notary Public, State of Texas



NICHOLAS & JUAN JOSE BALLI

A-10

PADRE ISLAND

Y = 571,371
X = 2,365,744

Y = 571,371
X = 2,371,088

EAST 5344.19'

1008

1007

854.0 ACRES

NORTH 8128.00'

S 10°42'35" W 7530.49'

MEXICO

1009

1010

GULF

WEST 3833.79'

Y = 563,972
X = 2,369,688

Y = 563,243
X = 2,369,577

POINT OF BEGINNING

Y = 563,243
X = 2,365,744

LINE	BEARING	DISTANCE
L1	S 08°39'35" W	737.09'

Yarborough
Pass

BOYLES MEANDER LINE

1000 0 1000 2000 3000 4000 5000 6000

SCALE: 1" = 2000 FEET

THIS PLAT WAS COMPILED FROM A COMBINATION OF A GROUND SURVEY AND AN OFFICE SURVEY, WITH THE MOST RECENT DESCRIPTIONS AVAILABLE. THIS PLAT IS FOR UNIT DESIGNATION PURPOSES ONLY.

JARREL L. MOORE
REGISTERED PROFESSIONAL LAND SURVEYOR
LICENSE NO. 4854



FRONTIER SURVEYING COMPANY

SERVICES: LAND SURVEYING/LOCATIONS/PIPELINES/MAPPING/GPS/GIS
710 BUFFALO STREET, SUITE 401, CORPUS CHRISTI, TEXAS, 78401
PHONE: (361) 881 - 8044 FAX: (361) 881 - 8340
www.frontiersurveying.com

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- NOTE:**
- COORDINATES SHOWN ARE BASED ON TEXAS STATE PLANE COORDINATE SYSTEM OF 1927, TEXAS SOUTH
 - ALL LEASE & TRACT INFORMATION SHOWN HEREON IS DONE SO BY DEED RECORD INFORMATION ONLY AND THE UNDERSIGNED SURVEYOR DOES NOT WARRANT TO THE ACCURACY THEREOF.

PLAT OF:

854.0 ACRES FOR

BNP PETROLEUM CORP.
DUNN McCAMPBELL PADRE I LEASE

SITUATED IN THE NICHOLAS & JUAN
JOSE BALLI SURVEY, A-10
ON PADRE ISLAND
IN KENEDY COUNTY, TEXAS

Completion Date:	File Name: 0711024.DWG
Scale: 1" = 2000'	Surveyed by: OFFICE
Drawn by: SZC	Checked by: JLM

PLOT DATE: 11-15-07 10:06 AM

JOB #: 0711024