

CONSOLIDATION OF STATE OIL AND GAS LEASES

PALADIN ENERGY CORP., Lessee, record title owner of State Oil and Gas Leases V06744 0000 and EO1635-0006, requests approval of lease consolidation affecting the **E/2 NW/4 SE/4 and the W/2 NE/4 SE/4 of Section 27, Township 18 South-Range 35 East**, NMPM to establish a Forty (40) acre proration unit in the Wildcat Mississippian (oil) formation. Lessee submits a plat, Exhibit A, showing the subject area, leases involved and the requested consolidation. This plat also delineates the proration unit and locates and designates the completed well and consolidated horizon.

Lessee states that the State of New Mexico, for the assigned beneficiaries, owns the royalty interest under these leases and agrees that the state, at its own election, is entitled to delivery in-kind of its share of all communitized substances produced from the leased area.

Approval is requested pursuant to authority granted by applicable statutes. Approval will promote conservation and is in the best interest of the State.

This consolidation, if approved by the Commissioner of Public Lands, shall be effective January 5, 2005 and shall continue in effect for 365 days and as long thereafter as communitized substances are produced from the consolidated area in paying quantities; provided, that this agreement shall not expire if there is a well capable of producing gas in paying quantities located upon some part of the consolidated area, if such well is shut-in due to the inability of the operator to obtain a pipeline connection or to market the gas therefrom, and if either: (a) a shut-in royalty has been timely and properly paid pursuant to the provision of one of the State of New Mexico oil and gas leases covering lands subject to this agreement so as to prevent the expiration of such lease; or (b) each of the State of New Mexico oil and gas leases covering lands subject to this agreement is in its primary term (if a five-year lease), or is in its primary or secondary term (if a ten-year lease), or is held by production from another well. Provided further, however, that prior to production in paying quantities from the consolidated area, and upon fulfillment of all requirements of the Commissioner of Public Lands with respect to any dry hole or abandoned well drilled upon the consolidated area, this Consolidation may be terminated at any time by the Lessee. This consolidation shall not terminate upon cessation of production of communitized substances if, within sixty (60) days thereafter, reworking or drilling operations on the consolidated area are commenced and are thereafter conducted and prosecuted with reasonable diligence. Intention to commence such operations shall be filed with the Commissioner within thirty (30) days after the cessation of such production, and a report of the status of such operations shall be made by the Operator to the Commissioner every thirty (30) days, and the cessation of such operations for more than twenty (20) consecutive

days shall be considered as an abandonment of such operations as to any lease from the State of New Mexico included in this agreement.

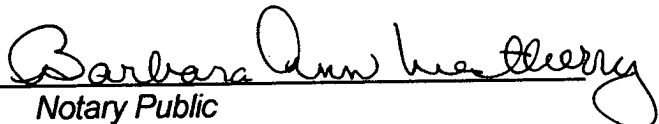
PALADIN ENERGY CORP.

By: 
George G. Fenton, President

STATE OF TEXAS

COUNTY OF DALLAS

The foregoing instrument was acknowledged before me this 19th day of January, 2005 by George G. Fenton, President of Paladin Energy Corp.

By: 
Notary Public

My Commission Expires:

03-17-2007

