

**MEMORANDUM TO AMENDMENT OF
SURFACE USE AGREEMENT**

This MEMORANDUM TO AMENDMENT OF SURFACE USE AGREEMENT ("Memorandum") is made and executed as of the 17th day of February, 2009 to evidence that:

WHEREAS, on May 17th, 2007 **Robert and Hallie Holl 1989 Living Trust** whose address is 1112 Oregon Drive, Merced, California 95340, ("Surface Owner") and **Williams Production RMT Company** ("Operator"), did execute a Surface Use Agreement, recorded at Book 1950, Page 424 of the official records of Garfield County, State of Colorado; and which, both parties wish to amend, as follows:

WHEREAS, Surface Owner agrees that Operator may use the one (1) new surface location for the drilling, completion and operation of the Twelve (12) new wells ("Wells") described on the attached Exhibit "A":

WHEREAS, Both parties agree to amend the Surface Owner from Robert and Hallie Holl 1989 Living Trust, to be **Robert Holl 1989 Living Trust and Hallie Holl 1989 Living Trust** represented by Robert E. Holl and Hallie C. Holl.

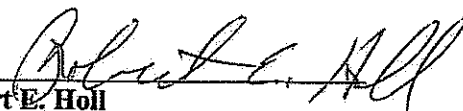
This Memorandum shall be construed as a covenant running with the Lands and shall be binding on any and all personal representatives, successors, and assigns of Surface Owner and Operator.


This Memorandum is being executed by "Surface Owner" and "Operator" for the primary purpose of recording and thus advising all interested parties of the existence and validity of such Amendment of Surface Use Agreement, the exact terms and conditions of which are more fully stated in the unrecorded instrument on file with the respective parties and, that this "Memorandum" shall constitute notice to all parties of the existence of this Agreement as though it was described in total detail herein.

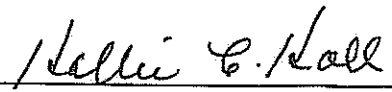
IN WITNESS WHEREOF, the parties have executed this Memorandum as of the date first above written.

Surface Owner
Robert Holl 1989 Living Trust
and Hallie Holl 1989 Living Trust
represented by **Robert E. Holl and Hallie C. Holl**

Operator
Williams Production RMT Company

By: 
Robert E. Holl

By: 
Joseph P. Barrett
Attorney-In-Fact **SH**

By: 
Hallie C. Holl

