

**MEMORANDUM OF AMENDMENT TO
SURFACE USE AGREEMENT**

This **MEMORANDUM OF AMENDMENT TO SURFACE USE AGREEMENT** (the "Memorandum") is made and executed as of the 12th day of March, 2010, to evidence that:

WHEREAS, on February 22nd, 2010, **John A. Farris**, whose address is 6208 County Road 309 Parachute, CO 81635 ("Surface Owner") and **Williams Production RMT Company** ("Operator") did execute a Surface Use Agreement, having a Memorandum of Surface Use Agreement, recorded at Reception # 782319 of the official records of Garfield County, State of Colorado; and which, among other provisions, provides as follows:

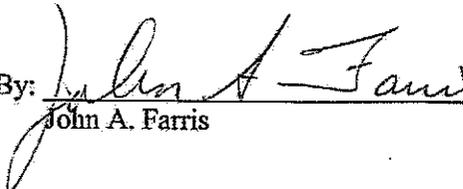
WHEREAS, "Surface Owner" agrees with "Operator" on the revised surface location name change from RWF 324-31 to RWF 34-31 Pad.

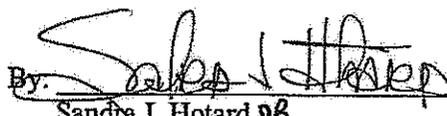
This Memorandum shall be construed as a covenant running with the Lands and shall be binding on any and all personal representatives, successors, and assigns of "Surface Owner" and "Operator".

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 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.

Surface Owner

**Owner
Williams Production RMT Company**

By: 
John A. Farris

By: 
Sandra J. Hotard **DB**
Attorney-In-Fact

