

MEMORANDUM OF MASTER SURFACE USE AGREEMENT

This Memorandum of Master Surface Use Agreement ("MSUA") dated August 20, 2007 is executed by Joan L. Savage ("Surface Owner"), 5953 County Road 320, Rifle, Colorado, and Williams Production RMT Company ("Operator"), 1515 Arapahoe Street, Tower 3, Suite 1000, Denver, CO 80202. Operator and Surface Owner may be referred to jointly as the "Parties."

By Master Surface Use Agreement between the Parties dated Aug. 20, 2007, the Parties set forth the agreement of the Parties with regard to Operator's use of the surface of the following described lands, insofar as such lands are owned by Joan L. Savage:

Township 6 South, Range 94 West, 6th P.M.
Section 23
Sections 25, 26, 27, 28, 29
Sections 32, 33, 34, 35

Township 7 South, Range 94 West, 6th P.M.
Sections 7, 8, 9

Township 7 South, Range 95 West, 6th P.M.
Sections 4, 9

and referred to as the property (the "Property"), including, but not limited to, the location of wellpads, construction and operation of roads and pipelines ("Surface Uses") on the Property. The MSUA provided for, and Surface Owner hereby grants to Operator, easements and rights-of-way for the Surface Uses, subject to the terms, conditions, limitations and other provisions of the MSUA.

Executed copies of the MSUA are in the possession of Surface Owner and Operator.

Executed on the dates of the acknowledgments of the Parties, to be effective as of 8/20/07, 2007.

SURFACE OWNER:

Joan L. Savage
Joan L. Savage

OPERATOR:

WILLIAMS PRODUCTION RMT COMPANY

By:

Joseph P. Barrett
Joseph P. Barrett, Attorney-in-Fact

Exhibit "B"

Attached to and made a part of that certain
 Master Surface Use Agreement dated August 20, 2007,
 between Joan L. Savage, Surface Owner, and
 Williams Producton RMT Company, Operator

Phase	Existing Wellpad	Proposed Wellpad	Spacing Unit
Phase 1A	GV 80-4	PA 34-4	Section 4: All T7S, R95W
Phase 1A	Battlement 1		Section 9: All T7S, R95W
Phase 1B	RMV 35-28, RMV 19-28 and RMV 102-28		Section 28: W/2 T6S, R94W
Phase 1B	RMV 129-29 RMV 180-29		Section 29: S/2 T6S, R94W
Phase 1B	RMV 118-33		Section 33: W/2 T6S, R94W
Phase 1B		To Be Determined	Section 32: N/2 & S/2 T6S, R94W
Phase 1C		RWF 13-23	Section 23: W/2 T6S, R94W (Will be a future W/2 unit. Section 23 is spaced as 320s.)
Phase 1C	RMV 76-27		Section 27: E/2 T6S, R94W
Phase 1C	RMV 79-34 and Superior SHCT 1		Section 34: All T6S, R94W
Phase 2		RWF 22-26	Section 26: All T6S, R94W
Phase 2	GV 20-25	RWF 43-25	Section 25: All T6S, R94W
Phase 2	Savage 1-26, Juhan 1 and Juhan 14-26H		Section 26: All T6S, R94W
Phase 2	RMV 22-35, Juhan Federal 1, Rulison 35-94, Savage 11-35-6-94W and RMV 48-35		Section 35: All T6S, R94W
Phase 2	RMV 83-34		Section 34: All T6S, R94W
Phase 3		SR 42-7	Section 7: All T7S, R94W
Phase 3	Gross-Hahnewald	SR 14-8 and SR 44-8	Section 8 T7S, R94W has 40 acre units
Phase 3		SR 11-9 and SR 42-9	Section 9: All T7S, R94W

