



Reception#: 781294
 01/28/2010 03:36:42 PM Jean Alberico
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**MEMORANDUM OF
 SURFACE USE AGREEMENT**

This MEMORANDUM OF SURFACE USE AGREEMENT (the "Memorandum") is made and executed as of the 22nd day of December, 2009 to evidence that:

The Surface Use Agreement (the "Agreement") dated 22nd of December, 2009 was entered into by and between **T & T and Associates, a Colorado Limited Partnership** whose address is P.O. BOX 930 Palisade, CO 81526-0930 ("Surface Owner"), and **Williams Production RMT Company, a Delaware corporation** whose address is 1515 Arapahoe Street, Tower 3, Suite 1000, Denver, CO 80202 ("Operator"), affecting the real property described on Exhibit "A", attached hereto and incorporated herein by reference.

This Memorandum shall be construed as a covenant running with the lands described on Exhibit "A" hereto 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 persons of the existence and validity of such Surface Use Agreement, the exact terms and conditions of which are more fully stated in the unrecorded Agreement on file with the respective parties, and this Memorandum shall constitute notice to all persons of the existence of the 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.

**T & T and Associates,
 a Colorado Limited Partnership**

**Williams Production RMT Company,
 a Delaware Corporation**

Ted Clark
 By: Ted Clark
 Title: General Partner
 Dated: 12/22/09

Sandra J. Hotard
 By: Sandra J. Hotard
 Title: Attorney-In-Fact
 Dated: 12-22-09

After Recordation Return to:
 Williams Production RMT Co
 Attn: Land Dept
 PO BOX 370
 Parachute, CO 81635



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Acknowledgements

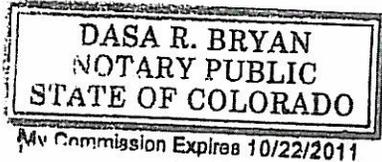
STATE OF Colorado)
COUNTY OF Garfield)

On the 22nd day of December 2009, personally appeared, Ted Clark, Whose name is subscribed to the forgoing instrument as General Partner of T&T and Associates, A Colorado Limited Partnership to me known to be the person described in and who executed the foregoing instrument and acknowledged that they executed same as their free and voluntary act and deed for the uses and purposes therein set forth.

Witness my hand and official seal the day and year first above written.

My Commission Expires: 10/22/11
(SEAL)

Dasa R. Bryan
Notary Public



STATE OF COLORADO)
COUNTY OF GARFIELD mesa)

Before me, a Notary Public, in and for said County and State aforesaid, does hereby certify that Sandra J. Hotard, whose name is subscribed to the foregoing instrument as Attorney-In-Fact of Williams Production RMT Company, a corporation, appeared before me this day in person and acknowledged that he executed said instrument as his free and voluntary act and deed as the free and voluntary act and deed of said corporation for the uses and purposes therein set forth.

Given under my hand and Notarial Seal this 22 day of December, 2009.

My Commission Expires: 10-25-2010 Kara S. Safriet
(SEAL) Notary Public



My Commission Expires
10-25-2010

Exhibit "A"
 Attached to and made a part of that certain
 Memorandum of Surface Use Agreement dated
 December ____, 2009, by and between T&T and Associates,
 Surface Owner and Williams Production RMT
 Company, Operator

A parcel of land located within Lots 2, 3, 4 & 5 of Section 7, Township 7 South, Range 95 West of the Sixth Principal Meridian, Garfield County, Colorado, described more completely as follows:

Beginning at a point on the boundary of the tract of land described in Book 535 at Page 832 of the records of Garfield County, which is N. 34°45'35" E. 1354.93 feet from the West Quarter Corner of said Section 7, then along the fourteen following courses:

- 1) N. 40°00'00" E. 808.08 feet;
- 2) S. 75°30'00" E. 419.16 feet;
- 3) N. 21°00'18" E. 145.12 feet;
- 4) N. 71°16'53" E. 158.08 feet;
- 5) S. 54°03'07" E. 111.80 feet;
- 6) S. 13°41'43" E. 56.39 feet;
- 7) S. 08°33'11" W. 140.96 feet;
- 8) S. 75°30'00" E. 218.4 feet;
- 9) S. 09°20'00" W. 437.00 feet;
- 10) S. 18°01'42" E. 673.92 feet;
- 11) S. 82°29'50" W. 883.08 feet;
- 12) N. 07°30'10" W. 466.61 feet;
- 13) N. 70°07'08" W. 104.40 feet;
- 14) N. 52°43'41" W. 419.83 feet to the beginning.

The basis for bearings is assumed N. 40°00'00" E. 808.08 feet along the South right-of-way line of the Denver and Rio Grande Western Railroad as shown on the survey plat prepared by Nichols Associates, Inc., recorded in Garfield County records, Reception No. 301277, January 30, 1980.

Excepting therefrom that portion of the of following described parcel contained therein:

A tract or parcel of land No. 739 of the State Department of Highways, Division of Highways, State of Colorado, Project No. I 70-1(45) Sec. 7 containing 2.069 acres, more or less, in Lot 4 and Lot 5 of Section 7, Township 7 South, Range 95 West, of the Sixth Principal Meridian, in Garfield County, Colorado, said tract or parcel being more particularly described as follows:

Beginning at a point on the Northerly right of way line of a County Road (Oct. 1979), from which the W¼ Corner of Sec. 7, T. 7 S., R. 95 W., 6th P.M., bears S. 72°25'30" W., a distance of 1,042.8 feet;

1. Thence N. 44°13'30" E. a distance of 191.6 feet;
2. Thence N. 40°30'30" W. a distance of 258.7 feet;
3. Thence N. 57°58' W. a distance of 437.5 feet to a point on the Southerly right of way line of the Denver & Rio Grande Railroad (Oct. 1979);
4. Thence along the said Southerly right of way line, N. 40°19'30" E., a distance of 320.7 feet;
5. Thence S. 52°41' E. a distance of 415.4 feet;
6. Thence S. 70°04'30" E. a distance of 104.4 feet;
7. Thence S. 49°40'30" E. a distance of 384.3 feet;
8. Thence S. 61°10' E. a distance of 159.0 feet;
9. Thence N. 85°55'30" E. a distance of 180.5 feet;
10. Thence S. 75°15'30" E. a distance of 186.8 feet;
11. Thence S. 00°27'30" W. a distance of 11.7 feet to a point on the Northerly right of way line of a County Road (Oct. 1979);
12. Thence along said Northerly right of way line, S. 82°49'30" W., a distance of 1,005.5 feet, more or less, to the point of beginning.

This parcel contains 25.65 acres.

The above property is also known as Columbine Commercial Subdivision, Phase Two Annexation to the Town of Parachute, Colorado, according to the recorded Plat thereof.

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