

AMENDMENT OF MASTER SURFACE USE AGREEMENT

State: Colorado

County: Garfield

KNOW ALL MEN BY THESE PRESENTS:

THAT WHEREAS, under the date of August 20th, 2007, Jonn L. Savage, ("Surface Owner"), and Williams Production RMT Company ("Operator"), with Surface Owner and Operator collectively called the "Parties" did execute a Surface Use Agreement (the "Agreement"); and,

WHEREAS, it is the desire of the Parties to amend paragraph "C" of the Agreement and insert the attached Exhibit "A".

NOW, THEREFORE, in consideration of the premises stated herein and other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged by the Parties hereto, it is agreed:

The amended paragraph 3 of the Agreement shall be and is hereby agreed to by the Parties as follows:

"Operator wishes to drill additional oil and gas wells described on the amended Exhibit "A" attached hereto. Said drilling locations to be located in Sections 26, 27, 35, T6S-94W and Section 9, T7S-R94W for the additional extraction of the mineral described in the Lease and lands pooled therewith.

The Parties agree that the Agreement is hereby amended as to paragraph 3 along with the insertion of the attached Exhibit "A". All other terms and conditions of the Agreement remain unaltered and are in full force and effect as of the date hereof; and,

This Amendment of Surface Use Agreement shall be binding on any and all successors and assigns of the Parties.

The Parties hereto have executed this Agreement this 29th day of September, 2008

Surface Owner

Operator

Williams Production RMT Company

By: Joan L. Savage
Joan L. Savage

By: Joseph P. Barrett SCH
Joseph P. Barrett
Title: Attorney-In-Fact

Acknowledgement

STATE OF COLORADO)
)
COUNTY OF GARFIELD)

On the 2nd day of September, 2008, personally appeared Joan L. Savage, to me known to be the person described in and who executed the foregoing instrument and acknowledged that he executed same as his 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.

5-8-2012
My Commission Expires: _____
(SEAL) ALFREDO J. RINES
NOTARY PUBLIC
STATE OF COLORADO
My Commission Expires 05/08/2012

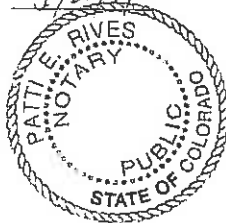
[Signature]
Notary Public

STATE OF COLORADO)
)
COUNTY OF DENVER)

Before me, a Notary Public, in and for said County and State aforesaid, does hereby certify that Joseph P. Barrett, 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 2nd day of Oct. June, 2008.

My Commission Expires: 5/21/11
(SEAL)



[Signature]
Notary Public

Exhibit "B"
 Attached to and made a part of that certain Amendment of Master Surface
 Use Agreement dated 9/19, 2008, between Joan L. Savage, Surface Owner,
 and Williams Production RMT Company, Operator

Phase	Existing Well Pad	Proposed Well Pad	Spacing Unit
Phase 1C	RMV 15-35		Sec 35; All T6S, R94W
	RMV 28-27		Sec 27; SE/4 T6S, R94W
		RWF 34-26	Sec 26; All T6S, R94W
		RWF 32-26	Sec 26; All T6S, R94W
Spruce Creek Dev		SR 12-9	Sec 9; All T7S, R94W

LSL JS
 Initials