

**MEMORANDUM OF AMENDMENT TO
SURFACE USE AGREEMENT**

This **MEMORANDUM OF AMENDMENT TO SURFACE USE AGREEMENT** (the "Memorandum") is made and executed as of the 28th day of April, 2010, to evidence that:

WHEREAS, on November 8th, 2007, **Robert E. Duggan**, whose address is 1550 County Road 320 Rifle, CO 81650 ("Surface Owner") and **Williams Production RMT Company** ("Operator") did execute a Surface Use Agreement, having a Memorandum of Surface Use Agreement, recorded at Reception # 738428 of the official records of Garfield County, State of Colorado; and

WHEREAS, "Surface Owner" agrees with "Operator" on the revised surface location name change from RWF 21-32 to RWF 11-32 Pad.

WHEREAS, "Surface Owner" agrees to the addition of five (5) wells to be drilled from the surface location RWF 11-32, as reflected on attached Exhibit "A".

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".

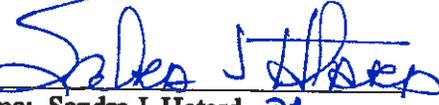
This Memorandum is being executed by "Surface Owner" and "Operator" for the primary purpose of recording and thus advising all interested parties of the existence and validity of such Surface Use Agreement, the exact terms and conditions of which are more fully stated in the unrecorded instrument on 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

OPERATOR

Williams Production RMT Company

By: 
Robert E. Duggan

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

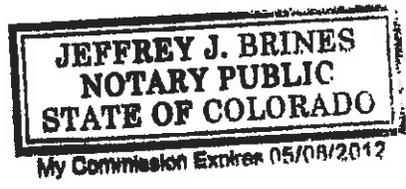
Acknowledgments

STATE OF COLORADO)
)
COUNTY OF GARFIELD)

On the 28 day of April, 2010, personally appeared Robert E. Duggan, 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.

My Commission Expires: 5-8-2012
(SEAL)  Notary Public

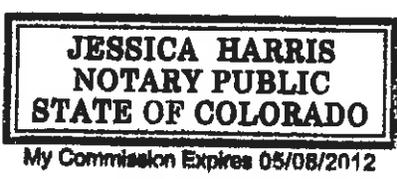


STATE OF COLORADO)
)
COUNTY OF GARFIELD)

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 she executed said instrument as her 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 28th day of April, 2010.

My Commission Expires: 5/8/2012
(SEAL)  Notary Public



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

Drilled	Township, Range	Section	Surface Location	Well will be located
RWF 514-32	T6S R94W	32	NWNW	RWF 11-32
RWF 311-32	T6S R94W	32	NWNW	RWF 11-32
RWF 411-32	T6S R94W	32	NWNW	RWF 11-32
RWF 312-32	T6S R94W	32	NWNW	RWF 11-32
RWF 412-32	T6S R94W	32	NWNW	RWF 11-32
RWF 12-32	T6S R94W	32	NWNW	RWF 11-32
RWF 321-32	T6S R94W	32	NWNW	RWF 11-32
RWF 421-32	T6S R94W	32	NWNW	RWF 11-32
RWF 21-32	T6S R94W	32	NWNW	RWF 11-32
RWF 521-32	T6S R94W	32	NWNW	RWF 11-32
RWF 422-32	T6S R94W	32	NWNW	RWF 11-32
RWF 322-32	T6S R94W	32	NWNW	RWF 11-32
RWF 522-32	T6S R94W	32	NWNW	RWF 11-32
RWF 22-32	T6S R94W	32	NWNW	RWF 11-32
* RWF 41-31	T6S R94W	32	NWNW	RWF 11-32
* RWF 341-31	T6S R94W	32	NWNW	RWF 11-32
* RWF 42-31	T6S R94W	32	NWNW	RWF 11-32
* RWF 442-31	T6S R94W	32	NWNW	RWF 11-32
* RWF 542-31	T6S R94W	32	NWNW	RWF 11-32

*5 New Wells are listed in Bold Print



 Initials