

MEMORANDUM OF MASTER SURFACE USE AGREEMENT

This Memorandum of Master Surface Use Agreement ("MSUA") dated July 20, 2005 is executed by Mary Anne Bosely, Bosely Spring Creek Ranch LLC, a Colorado limited liability company, and Strait Bottom Ranch LLLP, a Colorado limited liability partnership (collectively, "**Bosely**"), with an address of P.O. Box 26, Woody Creek, Colorado 81656, as Surface Owner, and Williams Production RMT Company ("**Williams**"), a Delaware corporation, with an address of 1515 Arapahoe Street, Tower 3, Suite 1000, Denver, Colorado 80202, as Operator. Bosely and Williams are together referred to as the "**Parties**."

By Master Surface Use Agreement between the Parties dated July 20, 2005, the Parties, in connection with Williams' rights under an Oil and Gas Lease between the Parties dated July 20, 2005, set forth the agreement of the Parties with regard to Williams' use of the surface of the lands described in Exhibit A hereto ("**Lands**"), including, but not limited to, the location of wellpads, compressors, other oil and gas facilities and equipment, roads, gas and water pipelines, electric power lines and water extraction points ("**Surface Uses**") on the Lands, reclamation, and the payment of surface damages related to Williams' Operations on the Lands. The MSUA provides for, and Bosely hereby grants to Williams, easements and rights-of-way for the Surface Uses, subject to the terms, conditions, limitations and other provisions of the MSUA.

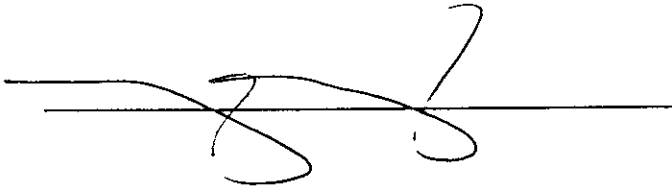
Executed copies of the MSUA are in the possession of Bosely and Williams.

This Memorandum of MSUA may be executed in any number of counterparts with the same force and legal effect as if all executions were one single instrument.

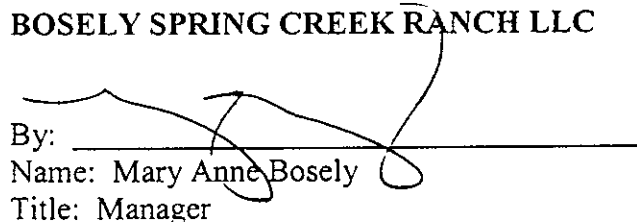
Executed on the dates of the acknowledgments of the parties, to be effective as of July 20, 2005.

SURFACE OWNER

MARY ANNE BOSELY



BOSELY SPRING CREEK RANCH LLC

By: 
Name: Mary Anne Bosely
Title: Manager

Please return to:
Ms. Annette Apperson
Williams Production RMT Company
1515 Arapahoe St., Twr 3, Suite 1000
Denver, CO 80202

283 ?
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STRAIT BOTTOM RANCH LLLP

By: _____

Name: Mary Anne Bosely

Title: General Partner

OPERATOR

WILLIAMS PRODUCTION RMT COMPANY

By: _____

Name: Joseph P. Barrett

Title: Attorney-in-Fact

ala

ACKNOWLEDGMENTS

State of Colorado)

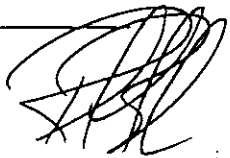
) ss.

County of Garfield)

The foregoing instrument was acknowledged before me this 27 day of July, 2005, by Mary Anne Bosely.

Witness my hand and official seal.

My Commission expires: 10/31/2007



Notary



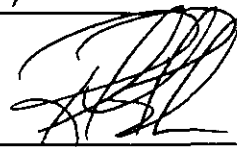
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3 of 8 R 41.00 D 0.00 GARFIELD COUNTY CO

State of Colorado)
County of Garfield) ss.

The foregoing instrument was acknowledged before me this 27 day of July, 2005, by Mary Anne Bosely, as Manager of Bosely Spring Creek Ranch LLC, a Colorado limited liability company.

Witness my hand and official seal.

My Commission expires: 10/31/2007



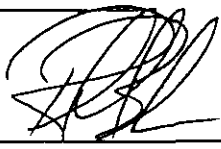
Notary

State of Colorado)
County of Garfield) ss.

The foregoing instrument was acknowledged before me this 27 day of July, 2005, by Mary Anne Bosely, as General Partner of Strait Bottom Ranch LLLP, a Colorado limited liability partnership.

Witness my hand and official seal.

My Commission expires: 10/31/2007



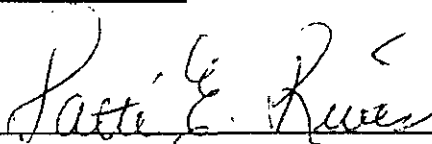
Notary

State of Colorado)
County of Denver) ss.

The foregoing instrument was acknowledged before me this 22 day of July, 2005, by Joseph P. Barrett, as Attorney-in-Fact for Williams Production RMT Company, a Delaware corporation.

Witness my hand and official seal.

My Commission expires: 5/21/07



Notary

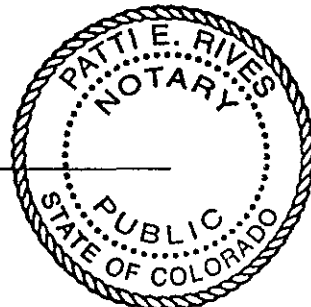


EXHIBIT A

Attached to and made a part of that certain Memorandum of Master Surface Use Agreement dated July 20, 2005 by and between Mary Anne Bosely, et al., Surface Owner, and Williams Production RMT Company, Operator

DESCRIPTION OF LANDS

TRACT I: SPRING CREEK RANCH

Township 7 South, Range 96 West, 6th P.M.

Section 27: Lots 3(16.10), 4(43.00); and a parcel being that part of the SE/4 and the SE/4NE/4 lying South and East of the centerline of the Colorado River, described as:

Beginning at the meander corner on the East line of Section 27;
thence S. 34 degrees 00 minutes W. 3304.62 feet;
thence N. 08 degrees 05 minutes E. 550.00 feet;
thence N. 13 degrees 20 minutes E. 800.00 feet;
thence N. 14 degrees 00 minutes E. 760.00 feet;
thence N. 35 degrees 00 minutes E. 710.00 feet;
thence N. 48 degrees 30 minutes E 880.00 feet;
thence N. 30 degrees 45 minutes E 656.90 feet;
thence South 1050.00 feet to the Point of Beginning,
said parcel containing 47.00 acres, more or less

Section 34: E/2NE/4

Section 35: A parcel of land situated in the SW/4 more particularly described as:

Commencing at the Southwest corner of Section 35, said corner being lava stone found in place; thence N 00 degrees 29 minutes 48 seconds W along the westerly line of said Section 35 a distance of 1384.51 feet being the South 1/16 corner of Section 34 and 35, a 3/4" x 30" bar and 3-1/4" cap L.S. #19598 set in place, the true point of beginning; thence N 00 degrees 29 minutes 48 seconds W along the westerly line of said Section 35 a distance of 1384.52 feet to the west quarter corner of said Section 35; thence leaving said westerly line S 89 degrees 50 minutes 50 seconds E along the northerly line of the SW/4 of said Section 35 a distance of 906.36 feet to the west-center sixteenth corner of said Section 35, a 3/4" x 30" bar & 3-1/4" cap L.S. No. 19598; thence leaving said northerly line S 10 degrees 40 minutes 42 seconds E a distance of 1591.50 feet to a point, said point being a rebar & 3-1/4" cap L.S. No. 19598 thence N 81 degrees 18 minutes 14 seconds W a distance of 1203.09 feet to the true point of beginning; said parcel containing 35.136 acres, more or less.

Tract I containing 221.236 acres, more or less.

TRACT II: STRAIT BOTTOM RANCH

PARCEL 1:

Township 7 South, Range 96 West, 6th P.M.

A tract in the SW/4NE/4 (Lot 3) of Section 23, Township 7 South, Range 96 West, 6th P.M., more fully described as follows:

Beginning at a point 1683.44 feet 35°43' southeast of the northwest corner of the NE/4 of said Section 23; thence 761 feet 38°20' southwest; thence 328.2 feet northwest 55°04'; thence 489.9 feet 34°56' northeast; thence 455.4 feet east to the POINT OF BEGINNING (containing 5.0 acres, more or less);

EXCEPT that portion of the above described property described in Rule and Order recorded November 20, 1986 in Book 699 at Page 444, described as follows:

A tract or parcel of land No. 822 of the State Department of Highways, division of Highways, State of Colorado, Project No. I 70-1(45) Section 8 in the SW/4NE/4 of Section 23, Township 7 South, Range 96 West, 6th P.M., in Garfield County, Colorado, said tract or parcel being more particularly described as follows:

Beginning at a point which is the intersection of the northerly right of way line of the Denver and Rio Grande Western Railroad (May 1982) and the north line of the SW/4NE/4 of Section 23, Township 7 South, Range 96 West, 6th P.M., from which the N ¼ corner of said Section 23, a brass cap, bears North 36°59'30" West a distance of 1685.2 feet;

Thence South 89°23'30" West along the said north line a distance of 482.7 feet to the southerly right of way line of S.H. No. 6 (May 1982);

Thence South 35°00'30" West along said southerly right of way line a distance of 489.9 feet to the westerly line of that property described in Book 595 at Page 72, of the Garfield County Records;

Thence South 54°59'30" East along said westerly property line a distance of 52.8;

Thence North 62°49' East a distance of 713.6 feet to the said northerly right of way line;

Thence North 37°45' East along said northerly right of way line a distance of 140.0 feet, more or less, to the POINT OF BEGINNING (said excepted parcel containing 3.16 acres, more or less).

PARCEL 1 containing 1.84 acres, more or less

PARCEL 2:

Township 7 South, Range 96 West, 6th P.M.

A parcel of land situated in Section 23 and Section 26, Township 7 South, Range 96 West, 6th P.M.; said parcel being situated southeasterly and adjacent to the southeasterly right of way of the Denver and Rio Grande Railroad right of way and being more particularly described as follows:



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Commencing at the South Quarter Corner of said Section 23, a B.L.M. aluminum cap standard monument in place, said Quarter Corner also being a Meander Corner along the westerly meander line of the Colorado River as established by existing meander corners found in place and the 1889 G.L.O. Plat of Township 7 South, Range 96 West, 6th P.M.; then S. 20°18'39" W. along said meander line 456.42 feet to the True Point of Beginning;

then continuing along said meander line the following three (3) courses:

- 1.) S. 20°18'39" W. 185.57 feet;
- 2.) N. 69°41'21" W. 1091.38 feet;
- 3.) S. 69°39'39" W. 1553.89 feet to a point on the southeasterly right of way of the Denver and Rio Grande Railroad right of way;
then N. 39°17'37" E. along said right of way 5477.19 feet to a point on said westerly meander line;
then S. 12°25'06" W. along said meander line 866.39 feet to the centerline of the Colorado River;
then the following six (6) courses along said river:
 - 1.) S. 18°32'48" E. 1157.33 feet;
 - 2.) S. 00°53'55" E. 227.00 feet;
 - 3.) S. 26° 03'12" W. 863.17 feet;
 - 4.) S. 00°17'34" E. 705.07 feet;
 - 5.) S. 46°14'52" W. 258.31 feet;
 - 6.) S. 87°28'52" W. 548.32 feet to the True Point of Beginning.

Bearings referenced hereon are relative to a bearing of N. 00°06'00" E. between the Center of Section 23, a B.L.M. aluminum cap standard monument, and the North Quarter Corner of Section 23, a G.L.O. brass cap standard monument.

PARCEL 3

Township 7 South, Range 96 West, 6th P.M.

A parcel of land situated in Lots 3 and 6, and the E/2SW/4 of Section 23, and Lots 2 and 3 of Section 26, Township 7 South, Range 96 West, 6th P.M.; said parcel being more particularly described as follows:

Commencing at the Southwest Corner of said Section 23, a G.L.O. brass cap in place, the True Point of Beginning; thence S. 86°45'50" E. along the southerly line of said Section 23 1400.34 feet to the Southwest Corner of the E/2SW/4 of said Section 23, a rebar and cap in place, L.S. #15651;

thence N. 00°50'34" E. along the westerly line of said E/2SW/4 2573.15 feet to the Northwest Corner of said E/2SW/4, a B.L.M. aluminum cap in place;

thence S. 88°13'00" E. along the northerly line of said E/2SW/4 of Section 23 1366.17 feet to the Center of said Section 23, a B.L.M. aluminum cap in place;

thence N. 00°06'00" E. along the westerly line of said Lot 3 of said Section 23 667.83 feet to a point on the easterly right of way of the Colorado Department of Highways;

thence N. 34°56'00" E. along said right of way 330.17 feet;

thence continuing along said right of way N. 61°49'03" E. 112.23 feet to a point on the southerly line of a parcel of land described in Reception No. 328642 of the Garfield County records;

thence S. 55°04'00" E. 277.45 feet to the southeast corner of said Reception No. 328642;

thence N. 38°20'00" E. along the easterly line of said Reception No. 328642 657.97 feet, also being a point on the northerly line of said Lot 3;

thence S. 86°52'50" E. along said northerly line 87.27 feet to a point of the westerly meander line of the Colorado River as established by existing meander corners found in place and the 1889 G.L.O. Plat of Township 7 South, Range 96 West, 6th P.M.;

thence continuing along said meander line the following five courses:

- 1.) S. 31°04'06" W. 447.51 feet;
- 2.) S. 12°25'06" W. 3655.26 feet to the square quarter corner of said Section 23, also being a meander corner, a B.L.M. aluminum cap in place;
- 3.) S. 20°18'39" W. 641.99 feet;
- 4.) N. 69°41'21" W. 1091.38;
- 5.) S. 69°39'39" W. 1660.83 feet to a meander corner on the westerly line of said Section 26, a B.L.M. aluminum cap;

thence N. 00°26'15" E. along said westerly line 958.27 feet to the True Point of Beginning:

EXCEPTING THEREFROM:

Township 7 South, Range 96 West, 6th P.M.

A parcel of land situated in Section 23 and Section 26, Township 7 South, Range 96 West, 6th P.M.; said parcel being situated southeasterly and adjacent to the southeasterly right of way of the Denver and Rio Grande Railroad right of way and being more particularly described as follows:

Commencing at the South Quarter Corner of said Section 23, a B.L.M. aluminum cap standard monument in place, said Quarter Corner also being a Meander Corner along the westerly meander line of the Colorado River as established by existing meander corners found in place and the 1889 G.L.O. Plat of Township 7 South, Range 96 West, 6th P.M.; then S. 20°18'39" W. along said meander line 456.42 feet to the True Point of Beginning;

then continuing along said meander line the following three (3) courses:

- 1.) S. 20°18'39" W. 185.57 feet;
- 2.) N. 69°41'21" W. 1091.38 feet;
- 3.) S. 69°39'39" W. 1553.89 feet to a point on the southeasterly right of way of the Denver and Rio Grande Railroad right of way;
then N. 39°17'37" E. along said right of way 5477.19 feet to a point on said westerly meander line;

then S. 12°25'06" W. along said meander line 866.39 feet to the centerline of the Colorado River;

then the following six (6) courses along said river:

- 1.) S. 18°32'48" E. 1157.33 feet;
- 2.) S. 00°53'55" E. 227.00 feet;
- 3.) S. 26° 03'12" W. 863.17 feet;
- 4.) S. 00°17'34" E. 705.07 feet;
- 5.) S. 46°14'52" W. 258.31 feet;
- 6.) S. 87°28'52" W. 548.32 feet to the True Point of Beginning.

Bearings referenced hereon are relative to a bearing of N. 00°06'00" E. between the Center of Section 23, a B.L.M. aluminum cap standard monument, and the North Quarter Corner of Section 23, a G.L.O. brass cap standard monument.

PARCELS 2 and 3 containing 184.013 acres, more or less

TRACT III: OTHER LANDS COVERED BY AGREEMENT

Township 7 South, Range 96 West, 6th P.M.

Section 14: SW/4SE/4

Section 22: S/2SE/4

Section 23: Lot 2(37.50), E/2NW/4, SW/4NW/4, W/2SW/4

Section 27: 1(20.50), N/2NE/4, SW/4NE/4

EXCEPTING THEREFROM:

A tract of land situated in the W/2NE/4, Lot 1 & 2, Section 27, Township 7 South, Range 96 West, 6th P.M., beginning at a point whence the north 1/4 corner of said Section 27 bears N. 2 degrees 48' west 285 feet; thence S. 1 degrees 15' east 3676 feet; thence N. 89 degrees 16' east 157 feet; thence N. 32 degrees 35' E. 400 feet; thence N. 38 degrees 07' E. 1143 feet; thence N. 44 degrees 28' E. 476 feet; thence N. 33 degrees 04' E. 76 feet; thence N. 55 degrees 19' E. 455 feet; thence N. 49 degrees 37' W. 176 feet; thence N. 74 degrees 13' W. 121 feet; thence N. 29 degrees 09' W. 228 feet; thence N. 47 degrees 47' W. 378 feet; thence N. 51 degrees 44' W. 545 feet; thence N. 63 degrees 54' W. 289 feet; thence N. 23 degrees 35' W. 290 feet; thence N. 87 degrees 46' W. 178 feet; thence N. 22 degrees 58' W. 285 feet; thence N. 59 degrees 35' W. 248 feet to the point of beginning, containing 77.662 acres, more or less.

Containing 420.338 acres, more or less

TRACT IV: OTHER LANDS COVERED BY AGREEMENT

Township 7 South, Range 96 West, 6th P.M.

Section 22: Lots 6 (39.62), 7 (39.17), 8(40.23), 10(40.02), 11(40.01), N/2SE/4,

Section 27: N/2NW/4

Section 34: E/2SE/4

Containing 439.05 acres, more or less