

**MEMORANDUM OF
SURFACE USE AGREEMENT**

This MEMORANDUM OF SURFACE USE AGREEMENT (the "Memorandum") is made and executed as of the 2nd day of December, 2008 to evidence that:

The Surface Use Agreement (the "Agreement") dated 2nd of December 2008 was entered into by and between **Beaver Creek Ranch, L.P.**, an Iowa Limited Partnership, doing business in Colorado as **Youberg Beaver Creek Ranch, L.P.**, represented by David R. Youberg, Trustee, whose address is 215 South 10th Street, SAC City, IA 50583 (the "Surface Owner") and **Williams Production RMT Company** (the "Operator"), which, among other provisions, provides as follows:

Surface Owner agrees that Operator may use each of the Nine (9) new proposed surface locations and the One (1) proposed frac pad location for drilling, completion, and all other oil and gas operations as depicted on the attached Exhibit "A".

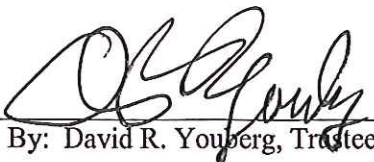
This Memorandum shall be construed as a covenant running with the Lands and shall be binding on any and all personal representatives, successors, and assigns of Surface Owner and Operator.

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.

IN WITNESS WHEREOF, the parties have executed this Memorandum as of the date first above written.

Surface Owner


Beaver Creek Ranch, L.P., an Iowa Limited Partnership, doing business in Colorado as **Youberg Beaver Creek Ranch, L.P.**, represented by David R. Youberg, Trustee


By: David R. Youberg, Trustee

Dated: 2 Dec 08

Operator

Williams Production RMT Company


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

Dated: Dec. 10, 2008

Acknowledgements

STATE OF Iowa)
)
COUNTY OF Sac)

On the 2nd day of Dec 2008, personally appeared **Beaver Creek Ranch, L.P.**, an Iowa Limited Partnership, doing business in Colorado as **Youberg Beaver Creek Ranch, L.P.**, represented by **David R. Youberg, Trustee** 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: 8.26.09
(SEAL)

Laura J. Orth
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 10 day of Dec., 2008.

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

Patti E. Reeves
Notary Public

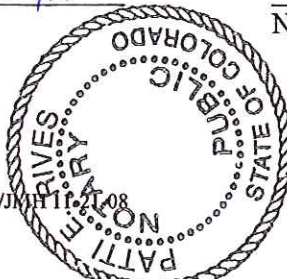
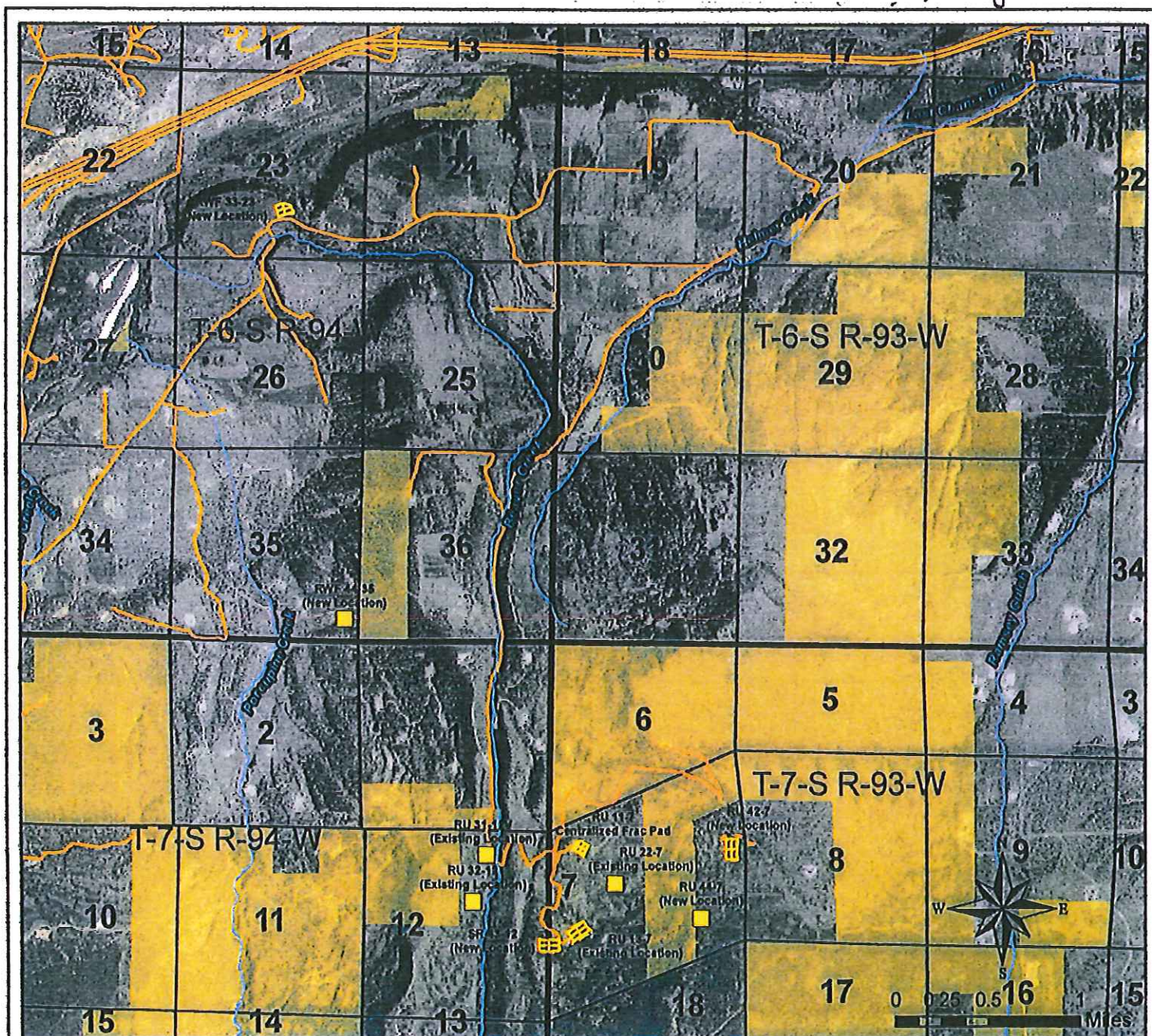


Exhibit "A"

Attached to and made part of that certain Memorandum of Surface Use Agreement dated 7th day of Dec., 2008, by and between Beaver Creek Ranch, L.P., an Iowa Limited Partnership, doing business in Colorado as Youberg Beaver Creek Ranch, L.P., represented by David R. Youberg, Trustee, Surface Owner, and Williams Production RMT Company, Operator

[Signature]



Legend

- BLM Surface
- Pad Location (for future drilling)
- Pad Location (for near-term drilling)
- Proposed Limit of Disturbance
- Proposed Road
- Existing Road
- Stream

Williams Production RMT

Youberg SUA
T6S R94W, T7S R94W,
T7S R93W



October 7, 2008