



710448 11/03/2006 04:02P B1860 P282 M ALSDORF
1 of 3 R 16.00 D 0.00 GARFIELD COUNTY CO

MEMORANDUM OF AMENDED SURFACE USE AGREEMENT

This MEMORANDUM OF AMENDED SURFACE USE AGREEMENT (the "Memorandum") is made and executed as of the 29 day of September, 2006, to evidence that:

The Amendment of Surface Use Agreement (the "Agreement") dated September 29, 2006, was entered into by and between The Estate of William F. Clough aka W.F. Clough by Genevieve Clough, Personal Representative (the "Surface Owner") and Williams Production RMT Company (the "Operator"), which, among other provisions, provides as follows:

Surface Owner agrees that Operator may use the nine (9) existing surface location and the four (4) new surface locations for the drilling, completion and operation of the sixteen (16) proposed wells (the "Wells") described on the attached Exhibit "A":

Operator may begin operations to drill each well any time after to November 1, 2003.

Surface Owner agrees with the surface and bottom hole locations of the Wells described 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.

By: Genevieve Clough
The Estate of William F. Clough
aka W.F. Clough by Genevieve Clough,
Personal Representative

Williams Production RMT Company

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

STATE OF COLORADO)
COUNTY OF GARFIELD)

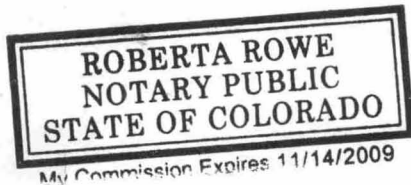
On the 29 day of September, 2006 personally appeared The Estate of William F. Clough aka W.F. Clough by Genevieve Clough, Personal Representative, to me known to be the person described in and who executed the foregoing instrument and acknowledged that he executed same as his free and voluntary act and deed for the uses and purposes therein set forth.

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

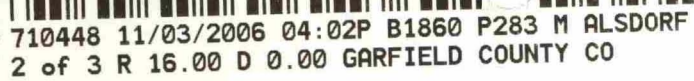
My Commission Expires: 11-14-2009
(SEAL)

Roberta Rowe
Notary Public

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1511
(3)



Notary Public





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Exhibit "A"

Attached to and made a part of the Memorandum of Amended Surface Use Agreement
dated September 29, 2006 between The Estate of William F. Clough aka W. F. Clough by Genevieve Clough,
Personal Representative, Surface Owner,
and Williams Production RMT Company, Operator.

Name of Well to be Drilled	Township Range	Section	Quarter-Quarter for Surface Location	Name of Existing Well Pad where the New Well will be Located
✓ RWF 34-12	T6S, R94W	12	SWSE	RWF 31-12 (NEW PAD)
✓ RWF 219-21	T6S, R94W	21	SESW	CLOUGH 2R
✓ RWF 424-21	T6S, R94W	21	SESW	CLOUGH 2R
✓ RWF 524-21	T6S, R94W	21	SESW	CLOUGH 2R
✓ RWF 414-21	T6S, R94W	21	SWSW	RMV 218-21
✓ RWF 514-21	T6S, R94W	21	SWSW	RMV 218-21
✓ RWF 332-21	T6S, R94W	21	SWNE	RWF 332-21 (NEW PAD)
✓ RWF 432-21	T6S, R94W	21	SWNE	RWF 332-21 (NEW PAD)
✓ RWF 532-21	T6S, R94W	21	SWNE	RWF 332-21 (NEW PAD)
✓ RWF 421-28	T6S, R94W	28	NENW	RWF 21-28
✓ RWF 521-28	T6S, R94W	28	NENW	RWF 21-28
✓ RWF 22-29	T6S, R94W	29	SENW	RWF 22-29 (NEW PAD)
✓ RWF 322-29	T6S, R94W	29	SENW	RWF 22-29 (NEW PAD)
✓ *RWF 312-29	T6S, R94W	29	SENW	RWF 22-29 (NEW PAD)
✓ *RWF 412-29	T6S, R94W	29	SENW	RWF 22-29 (NEW PAD)
✓ *RWF 512-29	T6S, R94W	29	SENW	RWF 22-29 (NEW PAD)

* By this Amendment herein, the *RWF 312-29, *RWF 412-29, *RWF 512-29 have been added to pad RWF 22-29 approved pad per SUA dated November 3, 2003.


Initials