

**MEMORANDUM
OF
FIRST AMENDED AND RESTATED SURFACE USE AGREEMENT**

WHEREAS, Victor American Fuel Company, as Lessor, has heretofore executed that certain Oil and Gas Lease dated effective May 1, 2005 (the "Lease"), to Lynn Properties covering 2,341.85 acres of land, more or less (the "Leased Premises"), a copy of which is recorded as Document No. 627253 in the records of Routt County, Colorado. The legal description of the Lease was later amended to cover a total of 2,910.38 acres by that certain document entitled "Change of Lease Description", a copy of which is recorded as Document No. 636519 in the records of Routt County, Colorado. Quicksilver Resources Inc., a Delaware corporation whose address is 801 Cherry Street, Suite 3700, Unit 19, Fort worth, Texas 76102 ("Quicksilver") and Sunterra Oil and Gas LP, a Delaware limited partnership, whose address is 14825 St. Mary's Lane, Houston, TX 77079 ("Sunterra") each own undivided interests in the Lease.

NOW, THEREFORE, the undersigned executes this instrument for the purpose of providing record notice to third parties of the existence of an agreement governing the use of the surface of the Leased Premises for operations under the Lease.

1. Pirtlaw Partners, Ltd. and Wolf Mountain Ranch, LLC ("Owners") own the surface estate in the Leased Premises. On February 3, 2011, Owners and Sunterra (which at that time owned the Lease) executed that certain Surface Use Agreement governing the operations that may be conducted on the Leased premises under the Lease.
2. Following its acquisition from Sunterra of the majority interest in the Lease, Quicksilver and Owners have entered into that certain unrecorded First Amended and Restated Surface Use Agreement dated March 12, 2012.

IN WITNESS WHEREOF, this Memorandum of First Amended and Restated Surface Use Agreement has been executed this 22nd day of June, 2012.

QUICKSILVER RESOURCES INC. 

By: _____


Clay Blum, VP - US Land

STATE OF TEXAS §
 §
COUNTY OF TARRANT §

The foregoing instrument was acknowledged before me this 22 day of June, 2012, by Clay Blum, as VP – US Land on behalf of **Quicksilver Resources Inc.**, a Delaware corporation.



MIMI ELAINE KEENOM
My Commission Expires
March 13, 2013



Notary Public, State of Texas