



Memorandum of

SURFACE USE AGREEMENT AND GRANT OF EASEMENTS

Effective the 28th day of November, 2007, SURFACE USE AGREEMENT AND GRANT OF EASEMENTS ("Agreement") by and between KENT S. JOLLEY, whose address is 832 Canyon Creek Drive, Glenwood Springs, Colorado 81601, BRETT L. JOLLEY, whose address is 1288 County Road 245, New Castle, Colorado 81647, RICHARD AND MARY JOLLEY FAMILY LLLP ("Owner"), and ORION ENERGY PARTNERS L.P., whose address is 1675 Broadway, Suite 2000, Denver, Colorado 80202 ("Operator") was entered into.

Owner owns the surface of the real property in Garfield County, Colorado (the "Property"), legally described as:

Township 6 South, Range 91 West, 6th P.M.

Section 7: E/2SE

Section 8: E/2E/2, W/2SW, SESW, SWSE

Section 9: W/2W/2

Section 16: W/2, the south 330 feet of SWSE

Section 17: N/2, SE, N/2SW, SWSW

Section 18: NE

Section 20: E/2E2, NWNE, NENW

Section 21: NWNE, NENW

Operator is the owner/operator of a working interest in an Oil and Gas Lease dated January 17, 1990, recorded in Book 775 at Page 629, of the Garfield County records granted by Richard C. Jolley, Mary Louise Jolley, Brett L Jolley, Kent S. Jolley and Anne E. Jolley; and U.S.A. Oil and Gas Lease COC 51146 dated April 1, 1990, and recorded in Book 776, Page 908 of the Garfield County records (together the "Leases").

Operator wishes to drill additional oil and gas wells on the Property and directionally to adjacent lands for the extraction of hydrocarbons.

Owner previously entered into a Surface Use, Access and Right-of-Way Agreement dated September 28, 1999, and a Letter Agreement dated May 6, 2003 and recorded at Book 1531, page 424 of the Garfield Clerk and Recorder's Office ("Prior Mesa Agreements") which will be replaced in its entirety by this the November 28, 2007 Surface Use Agreement and Grant of Easements.

This Memorandum of Surface Use Agreement and Grant of Easements is placed of record in Garfield County, Colorado to provide notice only of its existence. All terms and conditions contained in said Surface Use Agreement and Grant of Easements remain confidential between the Owner and Operator.

