

**CORRECTED MEMORANDUM OF SECOND AMENDED
SURFACE USE AGREEMENT**

WHEREAS on the 28th day of February, 2008, the **Richard and Mary Jolley Family, LLLP**, ("Owner") entered into a Surface Use Agreement with **Bill Barrett Corporation**, ("Operator"), covering the below described lands in Garfield County, Colorado.

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

Section 20: NE1/4NW1/4, N1/2NE1/4, SE1/4NE1/4 and E1/2SE1/4; and
Section 21: NW1/4NE1/4, NE1/4NW1/4, W1/2NW1/4 and W1/2SW1/4.

WHEREAS said agreement provides for, among other things, the right to enter upon and use the Owners' property for the purpose of erecting and maintaining well site location(s) for one (1) or more wells on Owners' land to maintain the well site location(s). Said agreement sets forth payment of specific amounts to cover damages resulting from the construction, use and maintenance of the well site location(s). Said agreement, with all of its terms, conditions, covenants and other provisions, is referred to and incorporated into this Memorandum for all purposes.

Said agreement further provides for the waiver by Owner of all thirty (30) day notices as required by the COGCC for issuing APDs and as may be required under consultation provisions of COGCC Rule 305 and 306.

This Memorandum is given to replace that certain Memorandum of Second Amended Surface Use Agreement dated June 20, 2008, by and between the parties hereto and recorded July 7, 2008 under Reception No. 751778 of the Garfield County records for the purpose of correcting a typographical error in the legal description.

NOW THEREFORE this Memorandum is placed of record for the purpose of giving notice of the Surface Use Agreement. Dated this 17 day of November, 2009.

Owner:

Richard and Mary Jolley Family, LLLP



By: KENT JOLLEY

Title: PARTNER

Operator:

Bill Barrett Corporation

By: 
Huntington T. Walker

Senior Vice-President - Land

State of Colorado)
) ss
County of Garfield)

The foregoing instrument was subscribed and sworn to before me on this 17th day of November, 2009, by Kent Jolley, Partner of the Richard and Mary Jolley Family, LLLP.

(SEAL)



My commission expires: 2/6/10

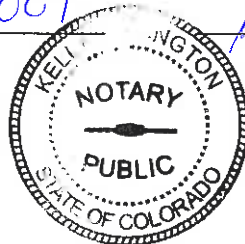
Jeff Fandrich
Notary Public

State of Colorado)
) ss
City & County of Denver)

On this 18th day of November, 2009, before me personally appeared Huntington T. Walker as Senior Vice-President - Land of Bill Barrett Corporation known to me to be the person described in and who executed the foregoing instrument, and who acknowledged to me that he executed the same.

(SEAL)

My commission expires: 12-15-2009



Kelli Houghton
Notary Public

My Commission Expires Dec 15, 2009