

**MEMORANDUM OF
SURFACE USE AGREEMENT**

This MEMORANDUM OF SURFACE USE AGREEMENT (the "Memorandum") is made and executed as of the 15th day of July 2009 to evidence that:

The Surface Use Agreement (the "Agreement") dated July 15th, 2009 was entered into by and between Danny R. Burchfield and Annie R. Burchfield, (the "Surface Owner") and Williams Production RMT Company (the "Operator"), which, among other provisions, provides as follows:

SEE ATTACHED EXHIBIT "A" ATTACHED HERETO AND MADE PART OF

In the Agreement, Surface Owner agreed that Operator is the owner of the right to explore for oil and gas beneath the lands covered by the Oil and Gas Lease (the "Lease") dated July 15th, 2009 by and between Danny R. Burchfield and Annie R. Burchfield, a/k/a Annie Rosella Burchfield, herein represented by Billie G. Burchfield as Power of Attorney per attached recorded document, as Lessor, and Williams Production RMT Company, as Lessee.

The Surface Owner also agreed to the following terms and conditions in the Agreement:


- Surface Owner agreed Operator may begin operations to drill the Wells any time prior to December 31, 2013, or any time thereafter as mutually agreed to by Surface Owner and Operator.
- Surface Owner agreed with the use of the above-described surface location for the drilling, completion and operation of the Wells.
- Surface Owner agreed that Operator may use any existing roads on Surface Owner's lands for the purpose of accessing the Wells.

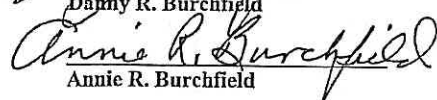
This Memorandum shall be construed as a covenant running with the Lands and shall be binding on any and all personal representatives, successors, and assigns of Surface Owner and Operator.

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.


Owners



Danny R. Burchfield


Annie R. Burchfield

Williams Production RMT Company

By: 

Joseph P. Barrett
Attorney-In-Fact

SCB

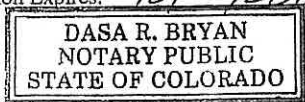
Acknowledgment

STATE OF COLORADO)
)
COUNTY OF GARFIELD)

On the 15th day of July, 2009, personally appeared Danny R. Burchfield and Annie R. Burchfield, to me known to be the persons described in and who executed the foregoing instrument and acknowledged that they executed same as their 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: 10/22/2011
(SEAL)



Dasa R. Bryan
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 31 day of July, 2009.

My Commission Expires: 5/21/2011
(SEAL)



Patti E. Rives
Notary Public

Exhibit "A"

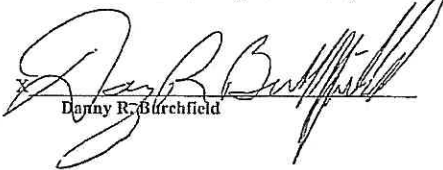
Attached to and made a part of that certain Memorandum of Surface Use Agreement dated July 15th, 2009, by and between Danny R. Burchfield and Annie R. Burchfield, Surface Owner, and Williams Production RMT Company, Operator

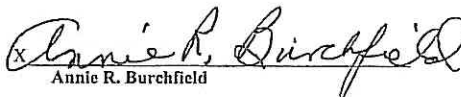
Township 6 South, Range 94 West, 6th P.M.

Section 32: A parcel of land situated in the S/2SE/4 lying northeasterly of the northeasterly right of way of County Road 301 and northerly and westerly of the centerline of an existing access road; easterly of the westerly boundary and southerly of the northerly boundary of the S/2SE/4 of Section 32, more particularly described as follows:

Beginning at the southeast corner of Section 32, a stone corner in place; thence North 64°13'11" West 2979.88 feet to the northwest corner of said S/2SE/4 of Section 32, the true point of beginning; thence North 89°11'47" East 2270.49 feet along the north line of said S/2SE/4 of Section 32; thence leaving said north line South 00°48'13" East 635.84 feet; thence South 89°11'47" West 1078.50 feet to a point in the existing centerline of an access road; thence along said centerline South 87°45'03" West 128.15 feet; thence North 64°22'00" West 81.69 feet; thence North 46°24'16" West 65.04 feet; thence South 77°48'08" West 233.52 feet; thence South 71°41'13" West 79.90 feet; thence South 72°28'07" West 64.58 feet; thence 84.36 feet along a curve to the left, having a radius of 42.56 feet and a chord which bears South 15°40'53" West 71.21 feet; thence South 41°06'21" East 107.71 feet; thence South 36°11'50" East 92.90 feet; thence South 37°59'45" East 97.21 feet; thence 125.88 feet along a curve to the right, having a radius of 57.97 feet and a chord which bears South 24°13'00" West 102.56 feet; thence South 86°25'46" West 49.64 feet; thence 175.00 feet along a curve to the right having a radius of 303.99 feet, the chord of which bears North 77°04'33" West 172.59 feet; thence North 60°35'12" West 90.31 feet to a point on the northeasterly right of way of County Road 301; thence along said northeasterly right of way along a curve to the right, the chord of which bears North 26°41'36" West 168.03 feet; thence 112.25 feet along a curve to the right with a radius of 288.85 feet; the chord of which bears North 18°52'46" West 111.55 feet; thence along a curve to the left, the chord of which bears North 40°20'36" West 101.35 feet; thence North 51°56'20" West 292.51 feet to the westerly line of the S/2SE/4 of Section 32; thence along said west line North 00°51'25" West 439.56 feet to the true point of beginning,

Containing 37.92 acres, more or less, in Garfield County, Colorado.


Danny R. Burchfield


Annie R. Burchfield