

**MEMORANDUM
OF OIL AND GAS LEASE**

STATE OF COLORADO

KNOW ALL MEN BY THESE PRESENTS:

COUNTY OF GARFIELD

THAT, **KENT S. JOLLEY**, whose address is 832 Canyon Creek Drive, Glenwood Springs, Colorado 81601, and **BRETT L. JOLLEY**, whose address is 1288 County Road 245, New Castle, Colorado 81647, hereinafter referred to as "Lessor", has granted an Oil and Gas Lease unto **ORION ENERGY PARTNERS L.P.**, whose address is 1675 Broadway, Suite 2000, Denver, Colorado 80202, hereinafter referred to as "Lessee", those certain tracts or parcels of land more particularly described as follows:

Township 6 South, Range 91 West, 6th P.M.
Section 21: SW/4NE/4, SE/4NW/4, NE/4SW/4, NW/4SE/4, E/2SE/4
Section 27: NW/4NW/4
Section 28: NE/4NE/4

Containing 320.00 acres, more or less

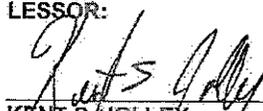
This Memorandum of Oil and Gas Lease is executed for the purpose of recordation in the office of the Clerk and Recorder of Garfield County, Colorado in order to give notice of the rights of said ORION ENERGY PARTNERS L.P. which are more fully set forth in that certain Oil and Gas Lease between the parties said lease being dated November 10, 2006, and providing for a primary term of eighteen (18) months and as long thereafter as said lease is maintained in force and effect by the provisions therein contained, reference to which is hereby made for all purposes. The Oil and Gas Lease contains a drilling commitment that may shorten the primary term or reduce the leased land if not met.

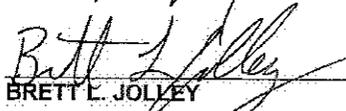
The purpose of this Memorandum of Oil and Gas Lease is not to construe, define, limit, or modify said Lease but merely to disclose to the public that said lease does exist, and that original and/or copies of same are in the possession of both the Lessor and Lessee.

IN WITNESS WHEREOF, this instrument is executed on the 10th day of November, 2006.

WITNESSES:

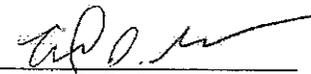
LESSOR:


KENT S. JOLLEY


BRETT L. JOLLEY

LESSEE:

ORION ENERGY PARTNERS L.P.

BY: 
Rick D. Gallegos
Land Manager,
Northern Region

STATE OF COLORADO)
COUNTY OF GARFIELD)

I, the undersigned authority, a Notary Public, in and for said county in said state, hereby certify that KENT S. JOLLEY and BRETT L. JOLLEY are signed to the foregoing instrument, and who are known to me, acknowledged before me on this day that, being informed of the contents of said instrument, they, with full authority, executed the same voluntarily as individuals.

Given under my hand and official seal this 10th day of November, 2006.

My commission expires: 11/07/2009.

Tamara D. Jolley
Notary Public



STATE OF COLORADO)
COUNTY OF GARFIELD)

I, the undersigned authority, a Notary Public, in and for said county in said state, hereby certify that Rick D. Gallegos, as Land Manager, Northern Region of Orion Energy Partners L.P., has signed the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he, with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal this 10th day of November, 2006.

My commission expires: 11/07/2009.

Tamara D. Jolley
Notary Public

