

**MEMORANDUM OF 2nd AMENDMENT
OF SURFACE USE AGREEMENT**

This **MEMORANDUM OF 2nd AMENDMENT OF SURFACE USE AGREEMENT** ("Memorandum") is made and executed as of the 6th day of Oct, 2010, to evidence that:

WHEREAS, on May 2nd, 2006, **W.F. Clough**, ("Surface Owner") and **Williams Production RMT Company** ("Operator"), with Surface Owner and Operator collectively called the "Parties", did execute a Surface Use Agreement, having a Memorandum of Surface Use Agreement, recorded at Reception # 698403 Book 1802, Page 573 of the official records of Garfield County, State of Colorado; and

WHEREAS, on July 14th, 2006, **W.F. Clough**, ("Surface Owner") and **Williams Production RMT Company** ("Operator"), did execute an Amendment of Surface Use Agreement, having a Memorandum of Amended Surface Use Agreement, was recorded at Reception 703191 Book 1826, Page 218 of the official records of Garfield County, State of Colorado; and

WHEREAS, on September 28th, 2007, A Deed of Distribution by **Genevieve Clough**, as Personal Representative of The Estate of **W.F. Clough**, aka **William F. Clough**, aka **William Franklin Clough**, Deceased, granted to **Genevieve Clough**, recorded at Reception # 734550 of the official records of Garfield County, State of Colorado; and

WHEREAS, on September 28th, 2007, **Genevieve Clough**, conveyed Surface interest to **Clough Sheep Company, LLC**, also known as "Surface Owner", Recorded at Reception # 734551 of the official records of Garfield County, State of Colorado; and

NOW, THEREFORE, in consideration of the premises stated herein and other good and valuable consideration, the receipt and adequacy of which is hereby acknowledged by both Parties hereto, it is agreed:

WHEREAS, All "Parties" agree to extend the expiration date from November 10th 2010, to December 31st, 2025, or any time thereafter as mutually agreed to.

WHEREAS, this 2nd Amendment of Surface Use Agreement amends the previous Documents to reflect well bore and well pad name changes as reflected on the attached "Exhibit A"

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 2nd Amendment of 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.

Surface Owner

Operator

Clough Sheep Company LLC

Williams Production RMT Company


By: 

Name:

Title: CEP

By: 

Name: **Sandra J Hotard CPL**

Title: Attorney-In-Fact 

ACKNOWLEDGMENTS

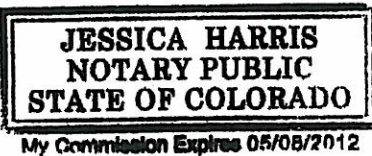
STATE OF COLORADO)
)
COUNTY OF GARFIELD)

Before me, a Notary Public, in and for said County and State aforesaid, do hereby certify that Ryan McKenzie, whose name is subscribed to the foregoing instrument as CEO of Clough Sheep Company LLC, appeared before me this day in person and acknowledged that she executed said instrument as her 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 10th day of Oct., 2010.

My Commission Expires: 5/8/2012
(SEAL)

Jessica Harris
Notary Public



STATE OF COLORADO)
)
COUNTY OF GARFIELD)

Before me, a Notary Public, in and for said County and State aforesaid, do hereby certify that Sandra J. Hotard, 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 she executed said instrument as her 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 6th day of October, 2010.

My Commission Expires: 10/28/2011
(SEAL)

Dasa R. Bryan
Notary Public

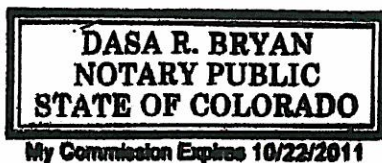


EXHIBIT "A"

Attached to and made a part of that certain Memorandum of 2nd Amendment of Surface Use Agreement Dated 6th day of Oct 2010, by and between Clough Sheep Company, LLC, Surface Owner, and Williams Production RMT Company, Operator.

Name of Well to be Drilled	Township, Range	Sec.	Quarter-Quarter for Surface Location	Old Pad Name	New Pad Name
RWF 14-12	T6S, R94W	12	SESW	RU 8/RU 122	**RU 8
RWF 314-12	T6S, R94W	12	SESW	RU 8/RU 122	RU 8
RWF 414-12	T6S, R94W	12	SESW	RU 8/RU 122	RU 8
RWF 24-12	T6S, R94W	12	SESW	RU 8/RU 122	RU 8
RWF 324-12	T6S, R94W	12	SESW	RU 8/RU 122	RU 8

RWF 13-12	T6S, R94W	12	NESW	RWF 513-12	**RWF 23-12
RWF 313-12	T6S, R94W	12	NESW	RWF 513-12	RWF 23-12
RWF 413-12	T6S, R94W	12	NESW	RWF 513-12	RWF 23-12
RWF 513-12	T6S, R94W	12	NESW	RWF 513-12	RWF 23-12
RWF 23-12	T6S, R94W	12	NESW	RWF 513-12	RWF 23-12
RWF 323-12	T6S, R94W	12	NESW	RWF 513-12	RWF 23-12
RWF 423-12	T6S, R94W	12	NESW	RWF 513-12	RWF 23-12
RWF 523-12	T6S, R94W	12	NESW	RWF 513-12	RWF 23-12

RWF 33-12	T6S, R94W	12	NESE	RWF 33-12	**RWF 43-12
RWF 333-12	T6S, R94W	12	NESE	RWF 33-12	RWF 43-12
RWF 343-12	T6S, R94W	12	NESE	RWF 33-12	RWF 43-12
RWF 433-12	T6S, R94W	12	NESE	RWF 33-12	RWF 43-12
RWF 533-12	T6S, R94W	12	NESE	RWF 33-12	RWF 43-12

RWF 43-12	T6S, R94W	12	NESE	RWF 33-12	**RWF 543-12
RWF 443-12	T6S, R94W	12	NESE	RWF 33-12	RWF 543-12
RWF 543-12	T6S, R94W	12	NESE	RWF 33-12	RWF 543-12

RWF 334-12	T6S, R94W	12	SE/4	RWF 34-12, 33-12, or new	**RWF 44-12
RWF 434-12	T6S, R94W	12	SE/4	RWF 34-12, 33-12, or new	RWF 44-12
RWF 534-12	T6S, R94W	12	SE/4	RWF 34-12, 33-12, or new	RWF 44-12
RWF 44-12	T6S, R94W	12	SE/4	RWF 34-12, 33-12, or new	RWF 44-12
RWF 344-12	T6S, R94W	12	SE/4	RWF 34-12, 33-12, or new	RWF 44-12
RWF 444-12	T6S, R94W	12	SE/4	RWF 34-12, 33-12, or new	RWF 44-12
RWF 544-12	T6S, R94W	12	SE/4	RWF 34-12, 33-12, or new	RWF 44-12

*Wells added
**Name change


Initials

EXHIBIT "A"

Attached to and made a part of that certain Memorandum of 2nd Amendment of Surface Use Agreement Dated 6th day of Oct 2010, by and between Clough Sheep Company, LLC, Surface Owner, and Williams Production RMT Company, Operator.

RWF 11-13	T6S, R94W	12	SESW	new location	**RWF 24-12
RWF 311-13	T6S, R94W	12	SESW	new location	RWF 24-12
RWF 411-13	T6S, R94W	12	SESW	new location	RWF 24-12
RWF 511-13	T6S, R94W	12	SESW	new location	RWF 24-12
RWF 21-13	T6S, R94W	12	SESW	new location	RWF 24-12
RWF 321-13	T6S, R94W	12	SESW	new location	RWF 24-12
RWF 421-13	T6S, R94W	12	SESW	new location	RWF 24-12

RWF 11-14	T6S, R94W	14	E/2 NW/4	RWF 311-14	**RWF 22-14
RWF 311-14	T6S, R94W	14	E/2 NW/4	RWF 311-14	RWF 22-14
RWF 411-14	T6S, R94W	14	E/2 NW/4	RWF 311-14	RWF 22-14
RWF 511-14	T6S, R94W	14	E/2 NW/4	RWF 311-14	RWF 22-14
RWF 12-14	T6S, R94W	14	E/2 NW/4	RWF 311-14	RWF 22-14
RWF 312-14	T6S, R94W	14	E/2 NW/4	RWF 311-14	RWF 22-14
RWF 412-14	T6S, R94W	14	E/2 NW/4	RWF 311-14	RWF 22-14
RWF 512-14	T6S, R94W	14	E/2 NW/4	RWF 311-14	RWF 22-14
*RWF 13-14	T6S, R94W	14	E/2 NW/4	RWF 311-14	RWF 22-14
*RWF 313-14	T6S, R94W	14	E/2 NW/4	RWF 311-14	RWF 22-14
*RWF 413-14	T6S, R94W	14	E/2 NW/4	RWF 311-14	RWF 22-14
RWF 21-14	T6S, R94W	14	E/2 NW/4	RWF 311-14	RWF 22-14
RWF 321-14	T6S, R94W	14	E/2 NW/4	RWF 311-14	RWF 22-14
RWF 421-14	T6S, R94W	14	E/2 NW/4	RWF 311-14	RWF 22-14
RWF 521-14	T6S, R94W	14	E/2 NW/4	RWF 311-14	RWF 22-14
RWF 22-14	T6S, R94W	14	E/2 NW/4	RWF 311-14	RWF 22-14
RWF 322-14	T6S, R94W	14	E/2 NW/4	RWF 311-14	RWF 22-14
RWF 422-14	T6S, R94W	14	E/2 NW/4	RWF 311-14	RWF 22-14
RWF 522-14	T6S, R94W	14	E/2 NW/4	RWF 311-14	RWF 22-14
*RWF 323-14	T6S, R94W	14	E/2 NW/4	RWF 311-14	RWF 22-14

RWF 12-13	T6S, 94W	14	SENE	Golding 4/Golding 138	**Golding 4
RWF 312-13	T6S, 94W	14	SENE	Golding 4/Golding 138	Golding 4
RWF 412-13	T6S, 94W	14	SENE	Golding 4/Golding 138	Golding 4
RWF 512-13	T6S, 94W	14	SENE	Golding 4/Golding 138	Golding 4
RWF 31-14	T6S, 94W	14	SENE	Golding 4/Golding 138	Golding 4
RWF 331-14	T6S, 94W	14	SENE	Golding 4/Golding 138	Golding 4
RWF 431-14	T6S, 94W	14	SENE	Golding 4/Golding 138	Golding 4
RWF 531-14	T6S, 94W	14	SENE	Golding 4/Golding 138	Golding 4
RWF 32-14	T6S, 94W	14	SENE	Golding 4/Golding 138	Golding 4
RWF 332-14	T6S, 94W	14	SENE	Golding 4/Golding 138	Golding 4
RWF 432-14	T6S, 94W	14	SENE	Golding 4/Golding 138	Golding 4
RWF 532-14	T6S, 94W	14	SENE	Golding 4/Golding 138	Golding 4
RWF 41-14	T6S, 94W	14	SENE	Golding 4/Golding 138	Golding 4
RWF 341-14	T6S, 94W	14	SENE	Golding 4/Golding 138	Golding 4

*Wells added
**Name change


Initials

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RWF 441-14	T8S, 94W	14	SENE	Golding 4/Golding 138	Golding 4
RWF 541-14	T8S, 94W	14	SENE	Golding 4/Golding 138	Golding 4
RWF 342-14	T8S, 94W	14	SENE	Golding 4/Golding 138	Golding 4
RWF 442-14	T8S, 94W	14	SENE	Golding 4/Golding 138	Golding 4
RWF 542-14	T8S, 94W	14	SENE	Golding 4/Golding 138	Golding 4

RWF 542-28	T6S, R94W	28	NENE	RMV 230-28	**RMV 99-28
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RWF 342-29	T6S, R94W	29	SWNE	RMV 97-29	**RWF 432-29
RWF 532-29	T6S, R94W	29	SWNE	RMV 97-29	RWF 432-29
RMV 158-29	T6S, R94W	29	SWNE	RMV 97-29	RWF 432-29
RWF 332-29	T6S, R94W	29	SWNE	RMV 97-29	RWF 432-29
RWF 333-29	T6S, R94W	29	SWNE	RMV 97-29	RWF 432-29

*Wells added
**Name change


Initials