

**MEMORANDUM OF
SURFACE USE AGREEMENT**

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

The Surface Use Agreement, (the "Agreement"), dated 6th day of Oct, 2010, was entered into by and between Clough Sheep Company, LLC, ("Surface Owner"), and Williams Production RMT Company, ("Operator"), which, among other provisions, provides as follows:

"Surface Owner" agrees that "Operator" may use one (1) new surface location NR 23-3 for the drilling, completion and operation of wells (the "Wells").

"Operator" may begin operations to drill each well any time prior to December 31, 2025, or any time thereafter as mutually agreed to by "Surface Owner" and "Operator".

"Surface Owner" agrees with the surface location of the Pad described on the attached Exhibit "A".

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.

Surface Owner:

Operator:

Clough Sheep Company, LLC

Williams Production RMT Company

By: 

Name:

Title: CEO

By: 

Name: Sandra J. Hotard, CPL

Title: Attorney-In-Fact DB

ACKNOWLEDGMENTS

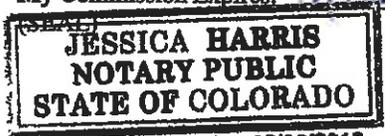
STATE OF COLORADO)
)
COUNTY OF GARFIELD)

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.

Witness my hand and Notarial Seal this 10th day of Oct., 2010.

My Commission Expires: 5/8/2012

Jessica Harris
Notary Public



My Commission Expires 05/08/2012
STATE OF COLORADO)

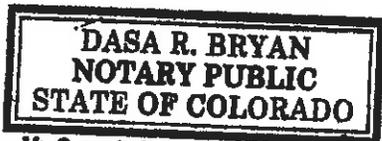
COUNTY OF DENVER)

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 17th day of October, 2010.

My Commission Expires: 10/22/2011
(SEAL)

Dasa R. Bryan
Notary Public

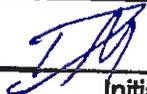


My Commission Expires 10/22/2011

EXHIBIT "A"

Attached to and made a part of that certain Memorandum of Surface Use Agreement Dated 10th day of Oct., 2010, by and between Clough Sheep Company LLC, and Williams Production RMT Company.

Name of Well to be Drilled	Township, Range	Sec.	Quarter-Quarter for Surface Location	Name of Pad
NR 23-3	T6S, R94W	3	NESW	NR 23-3
NR 323-3	T6S, R94W	3	NESW	NR 23-3
NR 33-3	T6S, R94W	3	NESW	NR 23-3
NR 333-3	T6S, R94W	3	NESW	NR 23-3
NR 412-3	T6S, R94W	3	NESW	NR 23-3
NR 422-3	T6S, R94W	3	NESW	NR 23-3
NR 423-3	T6S, R94W	3	NESW	NR 23-3
NR 433-3	T6S, R94W	3	NESW	NR 23-3
NR 512-3	T6S, R94W	3	NESW	NR 23-3
NR 522-3	T6S, R94W	3	NESW	NR 23-3
NR 523-3	T6S, R94W	3	NESW	NR 23-3
NR 533-3	T6S, R94W	3	NESW	NR 23-3



 Initials