

*Revised*

AMENDMENT TO SURFACE USE AGREEMENT

State: Colorado

County: Garfield

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, on September 15<sup>th</sup>, 2008, Susanna M. Hoeppli, whose address is PO BOX 8531 Aspen, CO 81612-8531 ("Surface Owner") and Williams Production RMT Company ("Operator") did execute a Surface Use Agreement, having a Memorandum of Surface Use Agreement, recorded at Rec # 756804 of the official records of Garfield County, State of Colorado; and which, among other provisions, provides as follows:

WHEREAS "Surface Owner" agrees with "Operator" on the revised legal description of surface locations as described on the attached Exhibit "A". Being the RWF 33-36 and RWF 32-36 surface locations.

WHEREAS, "Surface Owner" is in agreement to "Operators" request for exception to the COGCC requirements, limiting Surface Locations to more than one (1) location per Quarter/Quarter.

WHEREAS, "Surface Owner" is aware the RWF 33-36 and RWF 32-36 Surface Locations which are both located within the same Quarter/Quarter being SW/4NE/4 of section 36 Township 6 South, Range 94 West, 6<sup>th</sup> P.M.

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

This Amendment of Surface Use Agreement shall be binding on any and all successors and assigns of the Parties.


The Parties hereto have executed this Agreement this 11<sup>th</sup> day of December, 2008

Surface Owner

Operator

Williams Production RMT Company

By:   
By: Susanna M. Hoeppli

By:   
By: Joseph P. Barrett SLH  
Title: Attorney-In-Fact

**EXHIBIT "A"**

Attached to and made a part of the Memorandum of Amendment to Surface Use Agreement  
dated 12/11 2008, between Susana M. Hoeppli,  
Surface Owner, and Williams Production RMT Company, Operator

Name of Well to be Drilled	Township, Range	Section	Quarter-Quarter for Surface Location	Name of Existing Well Pad Where the New Well will be located
RWF 145-36	T 6 S - R 94 W	36	SW/4NE/4	New Location
RWF 23-36	T 6 S - R 94 W	36	SW/4NE/4	RWF 33-36
RWF 24-36	T 6 S - R 94 W	36	SW/4NE/4	RWF 33-36
RWF 33-36	T 6 S - R 94 W	36	SW/4NE/4	RWF 33-36
RWF 44-36	T 6 S - R 94 W	36	SW/4NE/4	RWF 33-36
RWF 34-36	T 6 S - R 94 W	36	SW/4NE/4	RWF 33-36
RWF 43-36	T 6 S - R 94 W	36	SW/4NE/4	RWF 33-36
RWF 413-36	T 6 S - R 94 W	36	SW/4NE/4	RWF 33-36
RWF 513-36	T 6 S - R 94 W	36	SW/4NE/4	RWF 33-36
RWF 14-36	T 6 S - R 94 W	36	SW/4NE/4	RWF 33-36
RWF 314-36	T 6 S - R 94 W	36	SW/4NE/4	RWF 33-36
RWF 414-36	T 6 S - R 94 W	36	SW/4NE/4	RWF 33-36
RWF 324-36	T 6 S - R 94 W	36	SW/4NE/4	RWF 33-36
RWF 424-36	T 6 S - R 94 W	36	SW/4NE/4	RWF 33-36
RWF 423-36	T 6 S - R 94 W	36	SW/4NE/4	RWF 33-36
RWF 523-36	T 6 S - R 94 W	36	SW/4NE/4	RWF 33-36
RWF 333-36	T 6 S - R 94 W	36	SW/4NE/4	RWF 33-36
RWF 433-36	T 6 S - R 94 W	36	SW/4NE/4	RWF 33-36
RWF 533-36	T 6 S - R 94 W	36	SW/4NE/4	RWF 33-36
RWF 334-36	T 6 S - R 94 W	36	SW/4NE/4	RWF 33-36
RWF 443-36	T 6 S - R 94 W	36	SW/4NE/4	RWF 33-36
RWF 543-36	T 6 S - R 94 W	36	SW/4NE/4	RWF 33-36
RWF 344-36	T 6 S - R 94 W	36	SW/4NE/4	RWF 33-36
RWF 444-36	T 6 S - R 94 W	36	SW/4NE/4	RWF 33-36
RWF 524-36	T 6 S - R 94 W	36	SW/4NE/4	RWF 33-36
RWF 544-36	T 6 S - R 94 W	36	SW/4NE/4	RWF 33-36
RWF 434-36	T 6 S - R 94 W	36	SW/4NE/4	RWF 33-36

  
Initials

**EXHIBIT "A" (Cont.)**

Attached to and made a part of the Memorandum of Amendment to Surface Use Agreement  
dated 12, 11 2008, between Susana M. Hoeppli,  
Surface Owner, and Williams Production RMT Company, Operator

Name of Well to be Drilled	Township, Range	Section	Quarter-Quarter for Surface Location	Name of Existing Well Pad Where the New Well will be located
RWF 31-36	T 6 S - R 94 W	36	SW/4NE/4	New Location
RWF 32-36	T 6 S - R 94 W	36	SW/4NE/4	RWF 32-36
RWF 331-36	T 6 S - R 94 W	36	SW/4NE/4	RWF 32-36
RWF 431-36	T 6 S - R 94 W	36	SW/4NE/4	RWF 32-36
RWF 531-36	T 6 S - R 94 W	36	SW/4NE/4	RWF 32-36
RWF 332-36	T 6 S - R 94 W	36	SW/4NE/4	RWF 32-36
RWF 432-36	T 6 S - R 94 W	36	SW/4NE/4	RWF 32-36
RWF 532-36	T 6 S - R 94 W	36	SW/4NE/4	RWF 32-36
RWF 632-36	T 6 S - R 94 W	36	SW/4NE/4	RWF 32-36
RWF 41-36	T 6 S - R 94 W	36	SW/4NE/4	RWF 32-36
RWF 341-36	T 6 S - R 94 W	36	SW/4NE/4	RWF 32-36
RWF 441-36	T 6 S - R 94 W	36	SW/4NE/4	RWF 32-36
RWF 541-36	T 6 S - R 94 W	36	SW/4NE/4	RWF 32-36
RWF 42-36	T 6 S - R 94 W	36	SW/4NE/4	RWF 32-36
RWF 342-36	T 6 S - R 94 W	36	SW/4NE/4	RWF 32-36
RWF 442-36	T 6 S - R 94 W	36	SW/4NE/4	RWF 32-36
RWF 343-36	T 6 S - R 94 W	36	SW/4NE/4	RWF 32-36
RWF 542-36	T 6 S - R 94 W	36	SW/4NE/4	RWF 32-36
RWF 11-36	T 6 S - R 94 W	36	S/2NW/4	New Location
RWF 12-36	T 6 S - R 94 W	36	S/2NW/4	GV 15-36
RWF 13-36	T 6 S - R 94 W	36	S/2NW/4	GV 15-36
RWF 21-36	T 6 S - R 94 W	36	S/2NW/4	GV 15-36
RWF 311-36	T 6 S - R 94 W	36	S/2NW/4	GV 15-36
RWF 411-36	T 6 S - R 94 W	36	S/2NW/4	GV 15-36
RWF 511-36	T 6 S - R 94 W	36	S/2NW/4	GV 15-36
RWF 312-36	T 6 S - R 94 W	36	S/2NW/4	GV 15-36
RWF 412-36	T 6 S - R 94 W	36	S/2NW/4	GV 15-36
RWF 512-36	T 6 S - R 94 W	36	S/2NW/4	GV 15-36
RWF 313-36	T 6 S - R 94 W	36	S/2NW/4	GV 15-36
RWF 323-36	T 6 S - R 94 W	36	S/2NW/4	GV 15-36
RWF 22-36	T 6 S - R 94 W	36	S/2NW/4	GV 15-36
RWF 322-36	T 6 S - R 94 W	36	S/2NW/4	GV 15-36
RWF 422-36	T 6 S - R 94 W	36	S/2NW/4	GV 15-36
RWF 312-36	T 6 S - R 94 W	36	S/2NW/4	GV 15-36
RWF 421-36	T 6 S - R 94 W	36	S/2NW/4	GV 15-36
RWF 521-36	T 6 S - R 94 W	36	S/2NW/4	GV 15-36

  
Initials



12/11/08

Mr. David Neslin – Director  
Colorado Oil and Gas Conservation Commission  
1120 Lincoln St., Suite 801  
Denver, CO 80203

EXPLORATION & PRODUCTION  
Tower 3, Suite 1000  
1515 Arapahoe Street  
Denver, CO 80202  
303/572-3900  
303/629-8255 fax

Re: RWF 33-36 Pad  
SW/4 NE/4 Sec.36 T6S-R94W  
Garfield County, CO

Dear Sir:

Spacing Order 139-66 covering ten acre density in the Rulison field restricts the number of pad locations to one pad per quarter quarter. Due to a land owner request, Williams is requesting an exception location allowing an additional pad be located in the same quarter quarter. Our original plans for development were to place one pad in the SW/4 NE/4 and another in the NW/4 SE/4. The surface owner has requested that we move the pad in the NW/4 SE/4 to the north to avoid a pet cemetery that is in the vicinity. This will place the second pad in the SW/4 NE/4 by approximately 35 feet and approximately 1500' from the first pad.

We have attached a signed Surface Use Agreement from the surface owner stating that they approve of the location of both pads, that they are aware of the restrictions limiting the number of pads per quarter quarter and that they are in agreement to our request for an exception location.

Williams Production RMT requests approval of the Exception Location as well as the APD's for the following wells which will be located on the proposed pad.

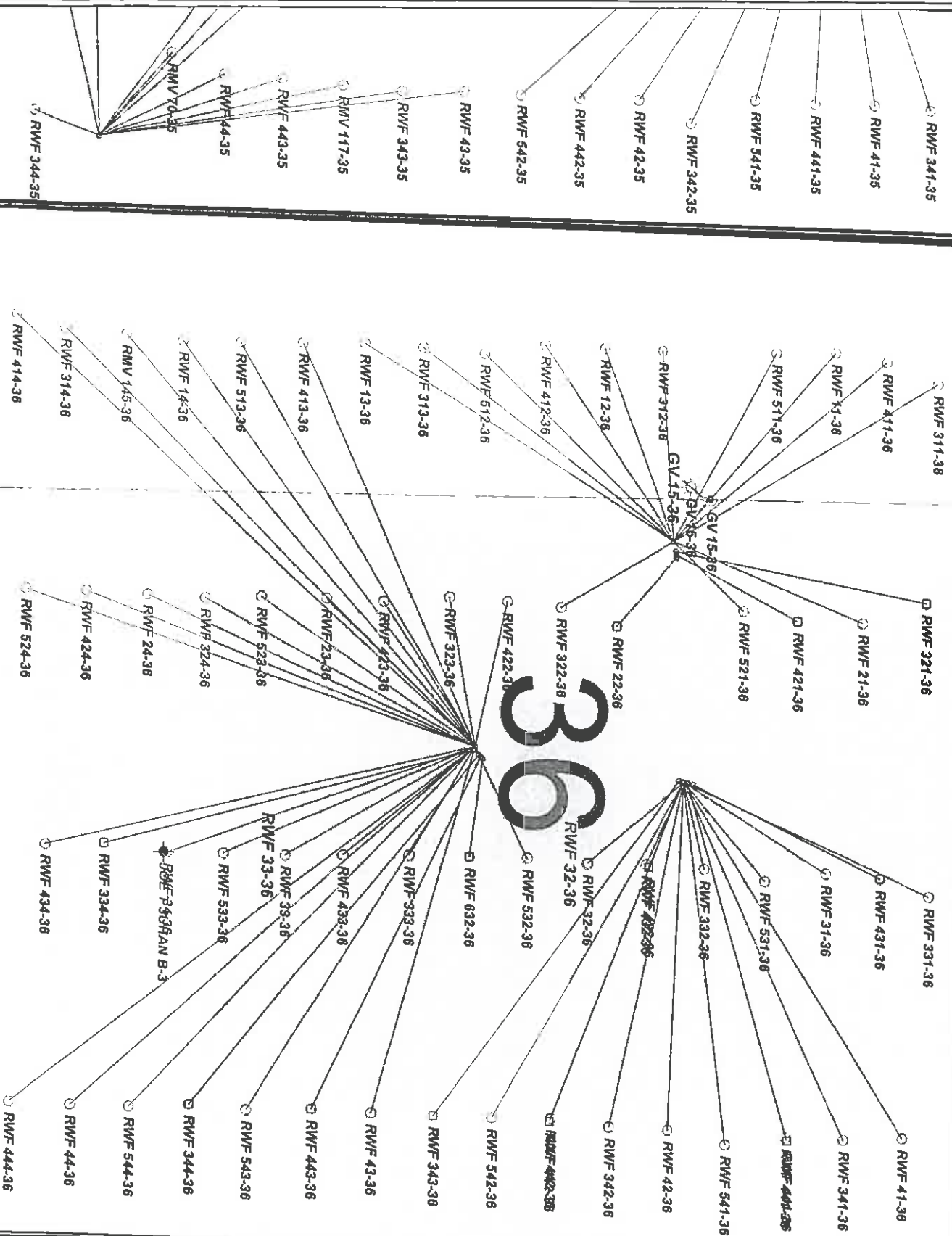
RWF 334-36  
RWF 344-36

RWF 443-36  
RWF 632-36

Please advise if any further information or action is required.

*Howard Harris*

Howard Harris  
Williams Production RMT Company  
303-606-4086



**OXMEAN 20 ES**

~~Q~~-LEVERICH

BEVERICH 31

~~LEVERICH 37~~

LEVERICH 31-1

**FEET**

Q R11-11-6

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