

MEMORANDUM OF  
SURFACE USE AGREEMENT

This MEMORANDUM OF SURFACE USE AGREEMENT (the "Memorandum") is made and executed as of the 7<sup>th</sup> day of April, 2011 to evidence that:

The Surface Use Agreement (the "Agreement") dated the 7<sup>th</sup> day of April, 2011 was entered into by and between William R. Patterson, Rodney C. Power, Ronald E. Tipping and Marie E. Tipping, whose address is PO Box 1329, Grand Junction, Colorado 81502 ("Surface Owner") and Williams Production RMT Company LLC ("Operator"), with Surface Owner and Operator collectively known as the ("Parties"), which, among other provisions, provides as follows:

Surface Owner agrees that Operator may use the One (1) new proposed surface location for the drilling, completion and operation as 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:

Williams Production RMT Company LLC

By: William R. Patterson  
Name: William R. Patterson  
Date: 4-7-2011

By: Rodney C. Power  
Name: Rodney C. Power  
Date: 4-7-2011

By: Ronald E. Tipping  
Name: Ronald E. Tipping  
Date: 4-7-2011

By: Marie E. Tipping  
Name: Marie E. Tipping  
Date: 4-7-2011

By: Sandra J. Hotard  
Name: Sandra J. Hotard GS (S) #  
Title: Attorney-In-Fact  
Date: 4-8-11



Reception#: 801159  
 04/08/2011 02:12:06 PM Jean Alberico  
 2 of 4 Rec Fee: \$25.00 Doc Fee: 0.00 GARFIELD COUNTY CO

**Acknowledgements**

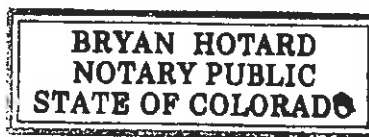
STATE OF COLORADO )  
 )  
 COUNTY OF Mesa )

On the 2<sup>nd</sup> day of April 2011, personally appeared William R. Patterson, to me known to be the person described in and who executed the foregoing instrument and acknowledged that he executed same as his 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: 12/08/2013  
 (SEAL)

Bryan Hotard  
 Notary Public



My Commission Expires 12/08/2013

STATE OF COLORADO )  
 )  
 COUNTY OF Mesa )

On the 2<sup>nd</sup> day of April 2011, personally appeared Rodney C. Power, to me known to be the person described in and who executed the foregoing instrument and acknowledged that he executed same as his 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: 12/08/2013  
 (SEAL)

Bryan Hotard  
 Notary Public



My Commission Expires 12/08/2013

STATE OF COLORADO )  
 )  
 COUNTY OF Mesa )

On the 2<sup>nd</sup> day of April 2011, personally appeared Ronald E. Tipping, to me known to be the person described in and who executed the foregoing instrument and acknowledged that he executed same as his 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: 12/08/2013  
 (SEAL)

Bryan Hotard  
 Notary Public



My Commission Expires 12/08/2013



Reception#: 801159  
04/08/2011 02:12:06 PM Jean Alberico  
3 of 4 Rec Fee \$28.00 Doc Fee: 0.00 GARFIELD COUNTY CO

STATE OF COLORADO )  
COUNTY OF Mesa )

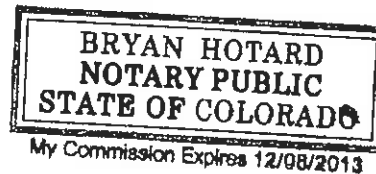
On the 2<sup>nd</sup> day of April 2011, personally appeared Marie E. Tipping, to me known to be the person described in and who executed the foregoing instrument and acknowledged that she executed same as her free and voluntary act and deed for the uses and purposes therein set forth.

Witness my hand and official seal the day and year first above written.

My Commission Expires: 12/08/2013  
(SEAL)

Bryan Hotard  
Notary Public

STATE OF COLORADO )  
COUNTY OF GARFIELD )

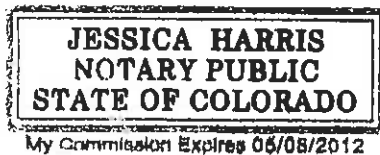


Before me, a Notary Public, in and for said County and State aforesaid, do hereby certify that Sandra J. Hotard, whose name is subscribed to the foregoing instrument as Attorney-In-Fact of Williams Production RMT Company LLC, a corporation, appeared before me this day in person and acknowledged that she executed said instrument as her 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 7<sup>th</sup> day of April 2011.

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

Jessica Harris  
Notary Public



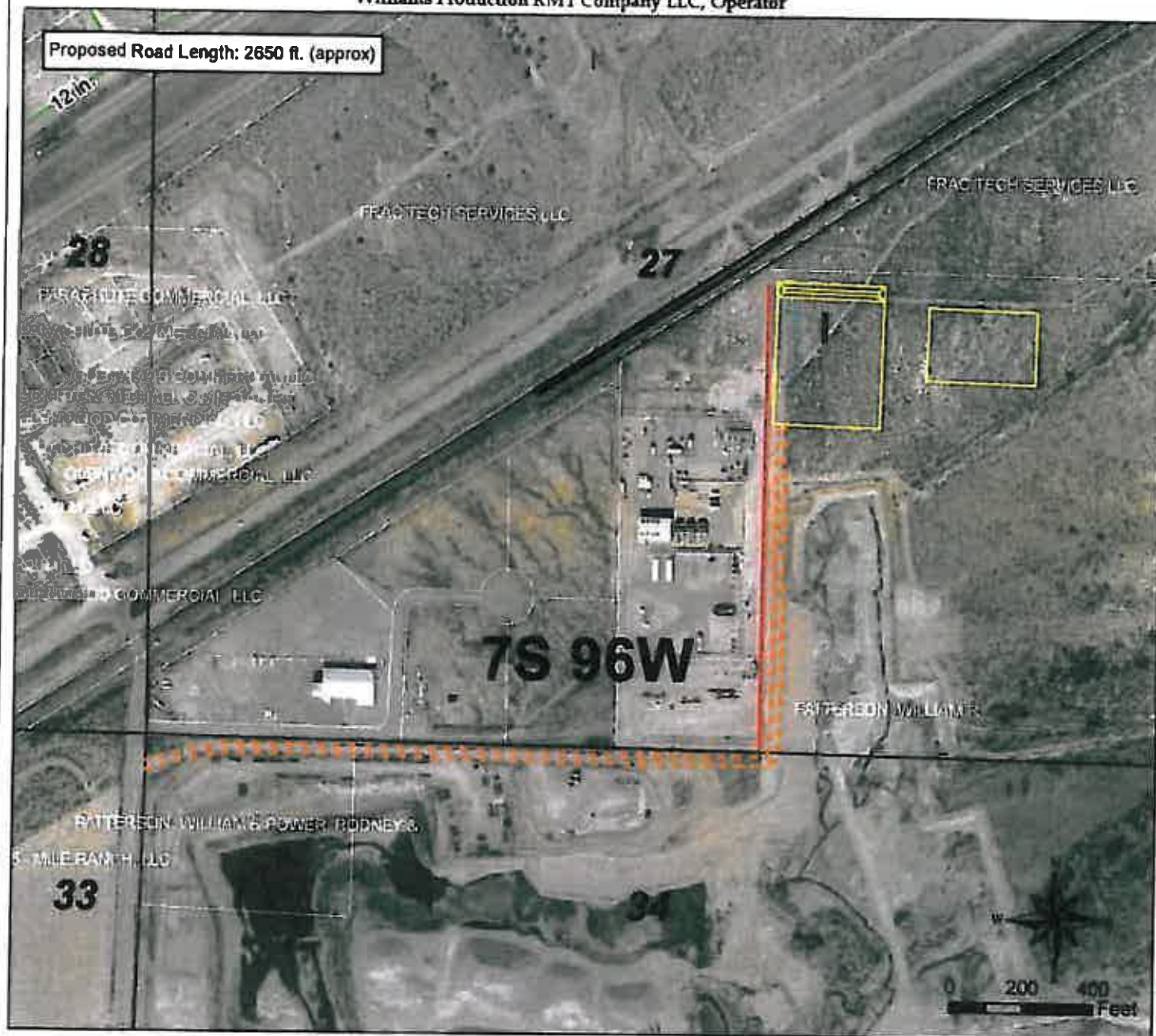
**AFTER RECORDATION PLEASE RETURN TO**  
WILLIAMS PRODUCTION CO RMT LLC  
ATTN: LAND DEPT.  
1058 COUNTY RD 215  
PARACHUTE, CO 81635



Reception#: 801159  
04/08/2011 02:12:06 PM Jean Albarico  
4 of 4 Rec Fee \$26.00 Doc Fee:0 00 GARFIELD COUNTY CO

**Exhibit "A"**

Attached to and made part of that certain Memorandum of Surface Use Agreement dated April 7<sup>th</sup>, 2011, by and between William R. Patterson, Rodney C. Power, Ronald E. Tipping and Marie E. Tipping, Surface Owner, and Williams Production RMT Company LLC, Operator



**Legend**

- |                            |  |
|----------------------------|--|
| — Proposed Cellar Location | ..... Proposed Production Equipment Area |
| — Lease Line               | — Proposed Daylight Line                 |
| — Railroad                 | — Proposed Pad or Pit                    |
| --- Proposed Road          | --- Existing Fence                       |



Williams Production RMT

SG 24-27  
T7S R96W, Section 27