

**MEMORANDUM OF
SURFACE USE AGREEMENT**

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

The Surface Use Agreement (the "Agreement") dated the 7th 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: Sandra J. Hotard
Name: Sandra J. Hotard GS (S) #
Title: Attorney-In-Fact
Date: 4-8-11

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

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



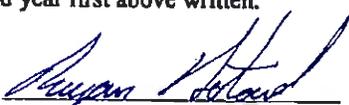
Acknowledgements

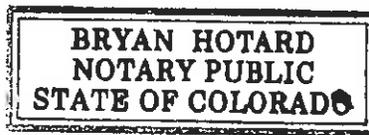
STATE OF COLORADO)
)
COUNTY OF Mesa)

On the 7th 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)


Notary Public

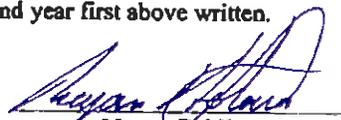


STATE OF COLORADO)
)
COUNTY OF Mesa)

On the 7th 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)


Notary Public

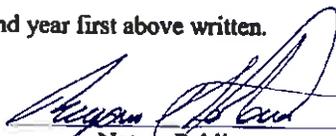


STATE OF COLORADO)
)
COUNTY OF Mesa)

On the 7th 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.

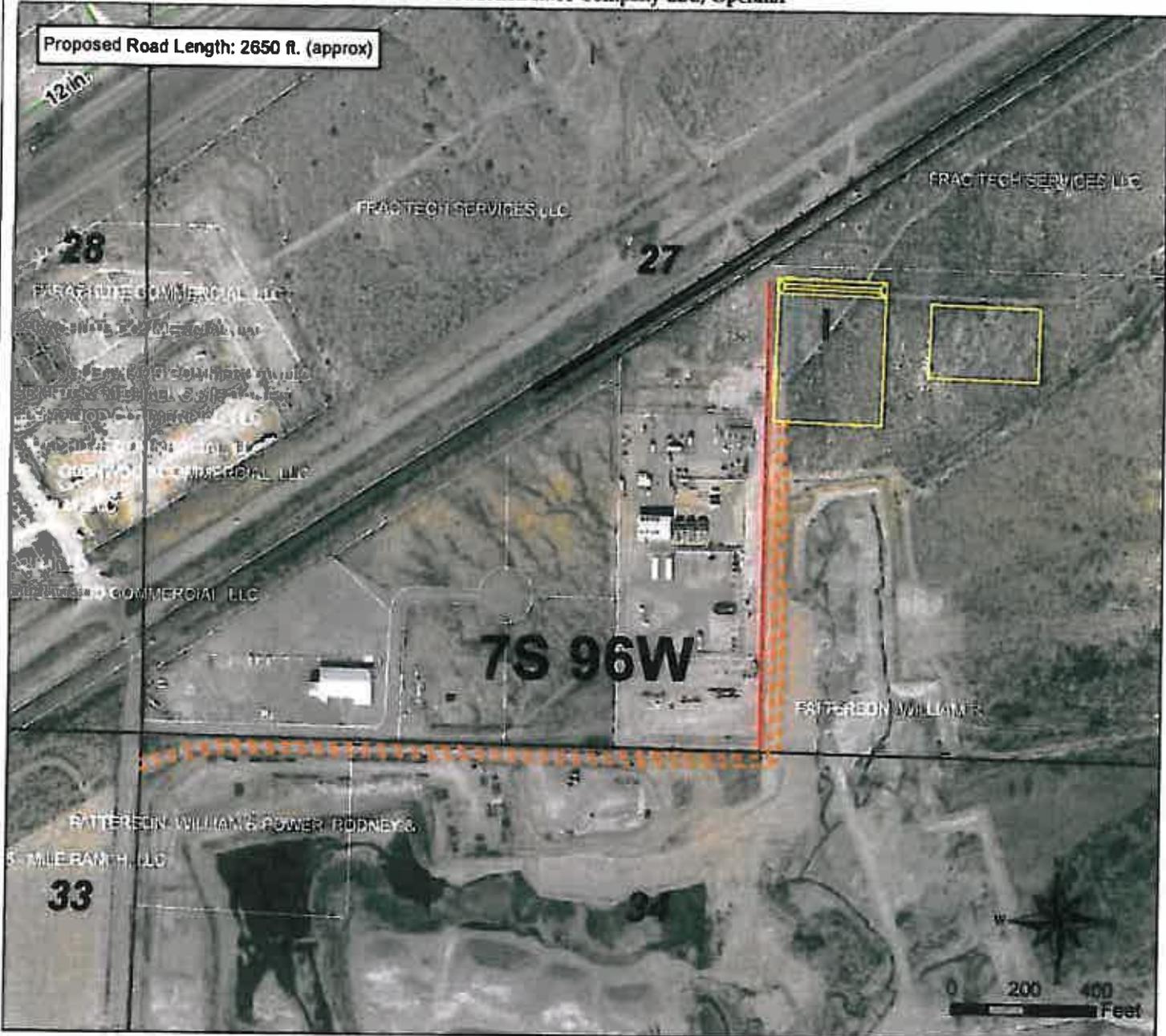
My Commission Expires: 12/08/2013
(SEAL)


Notary Public



My Commission Expires 12/08/2013

Exhibit "A"
 Attached to and made part of that certain Memorandum
 of Surface Use Agreement dated April 7th 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