

**2ND AMENDMENT OF SURFACE USE AGREEMENT**

**State:** Colorado

**County:** Garfield

**KNOW ALL MEN BY THESE PRESENTS:**

**WHEREAS**, under the date of September 15th, 2008, **Susanna M. Hoeppli** ("Surface Owner") and **Williams Production RMT Company** ("Operator"), collectively called the "Parties", did execute a Surface Use Agreement, having a Memorandum of Surface Use Agreement, recorded at Reception #756804 in the official records of Garfield County, State of Colorado; and,

**WHEREAS**, under the date of December 11th, 2008, **Susanna M. Hoeppli** ("Surface Owner") and **Williams Production RMT Company** ("Operator"), did execute an Amendment to Surface Use Agreement, having a Memorandum of Amendment to Surface Use Agreement, recorded at Reception #760611 in the official records of Garfield County, State of Colorado; and,

**WHEREAS**, **Williams Production RMT Company** is now known as **Williams Production RMT Company LLC** as per document recorded at Reception #793098 in the official records of Garfield County, State of Colorado; and,

**WHEREAS**, Surface Owner agrees with Operator on the revised surface location and well name changes as described on the attached Exhibit "A".

**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:

The Parties agree that the Agreement is hereby amended as to Exhibit "A". All other terms and conditions of the Agreement remain unaltered and are in full force and effect as of the date hereof; and

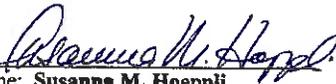
This 2nd Amendment of Surface Use Agreement shall be binding on any and all successors and assigns of the Parties.

The Parties hereto have executed this Agreement this 12 day of April, 2011

**SURFACE OWNER:**

**OPERATOR:**

**Williams Production RMT Company LLC**

By:   
Name: **Susanna M. Hoeppli**  
Date: 4/12/11

By:   
Name: **Sandra J. Hotard**  
Title: **Attorney-In-Fact**

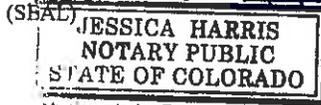
ACKNOWLEDGEMENT

STATE OF COLORADO )  
 )  
COUNTY OF GARFIELD )

Before me, a Notary Public, in and for said County and State aforesaid, do hereby certify that Susanna M. Hoeppli appeared before me this day in person and acknowledged that she executed said instrument as her free and voluntary act and deed for the uses and purposes therein set forth.

Given under my hand and Notarial Seal this 18<sup>th</sup> day of April, 2011

My Commission Expires: 5/8/2012



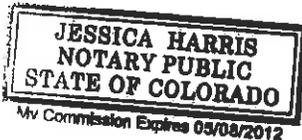
Jessica Harris  
Notary Public

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 LLC, 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 19<sup>th</sup> day of April, 2011

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



Jessica Harris  
Notary Public

**EXHIBIT "A" (Page 1 of 2)**

Attached to and made a part of the 2nd Amendment of Surface Use Agreement dated April, 18<sup>th</sup> 2011, between Susanna M. Hoeppli, Surface Owner, and Williams Production RMT Company LLC, Operator

<b>Name of Well to be Drilled</b>	<b>Township, Range</b>	<b>Section</b>	<b>Quarter-Quarter for Surface Location</b>	<b>Name of Existing Well Pad Where the New Well will be located</b>
RMV 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 323-36**	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
RWF 532-36**	T 6 S - R 94 W	36	SW/4NE/4	RWF 33-36
RWF 632-36**	T 6 S - R 94 W	36	SW/4NE/4	RWF 33-36
RWF 13-36 **	T 6 S - R 94 W	36	SW/4NE/4	RWF 33-36
RWF 322-36 **	T 6 S - R 94 W	36	SW/4NE/4	RWF 33-36

\*\* Name Change for RWF 145-36 to RMV 145-36\*\*  
 \*\* RWF 13-36, RWF 322-36, RWF 323-36 moved from GV 15-36 pad location to the RWF 33-36 pad location\*\*  
 \*\* RW 532-36, RWF 632-36 moved from RWF 32-36 pad location to the RWF 33-36 pad location\*\*

*CA 4/12/11*  
 Initials

EXHIBIT "A" (Page 2 of 3)

Attached to and made a part of the 2nd Amendment to Surface Use Agreement dated April, 18<sup>th</sup> 2011, between Susanna M. Hoeyppil, Surface Owner, and Williams Production RMT Company LLC, 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 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 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 22-36	T 6 S - R 94 W	36	S/2NW/4	GV 15-36
RWF 321-36	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 422-36	T 6 S - R 94 W	36	SW/4NE/4	GV 15-36
RWF 521-36	T 6 S - R 94 W	36	S/2NW/4	GV 15-36

*SH* 4/14/11  
Initials