

**MEMORANDUM OF
SURFACE ACCESS, USE AND COMPENSATION AGREEMENT**

This **MEMORANDUM OF AGREEMENT FOR SURFACE ACCESS** ("Memorandum") is executed this 4th day of June 2012, by and between Battle Mountain Co. whose address is P.O. Box 146, Savery, WY 82332, hereinafter referred to as "**Surface Owner**", and SWEPI LP, with an address of P.O. Box 576, Houston, Texas 77001-0576, hereinafter referred to as "**Operator**".

WHEREAS, Surface Owner owns record title to the surface estate of the lands described under the Exhibit "A" which is attached hereto and made a part hereof and is hereinafter referred to as the "**Subject Lands**";

WHEREAS, Yates Petroleum Corporation ("Yates") and others have acquired the right to explore for and produce oil, gas and other hydrocarbons in and under the Subject Lands and other lands adjacent thereto and have agreed to convey a portion of said rights to Operator;

WHEREAS, Surface Owner and Yates have entered into that certain Agreement for Surface Access dated August 12, 2001 (the "**Agreement**") which grants Yates the right to utilize portions of the surface estate in the Subject Lands in the exercise of its oil and gas exploration and development rights;

WHEREAS, by Assignment of Agreement for Surface Access dated January 31, 2012 Yates assigned its rights under the Agreement to Operator, which assignment has been approved by Surface Owner on February 3, 2012 as provided in the Agreement; and

WHEREAS, Surface Owner and Operator desire to give record notice of the existence of the Agreement and of Operator's rights thereunder.

NOW, THEREFORE, Surface Owner hereby grants and conveys to Operator the right to use the surface of the Subject Lands for oil and gas exploration and development purposes, all in accordance with and subject to the terms of the Agreement, which are hereby ratified and incorporated herein. The terms of the Agreement shall run with the Subject Lands, and shall be binding upon the successors and assigns of Surface Owner and Operator, respectively.

This document may be executed and acknowledged in counterparts, all of which executed and acknowledged counterparts shall together constitute a single document. Signature and acknowledgment pages may be detached from the counterparts and attached to a single copy of this document to form physically one document.

Dated effective as of the date first written above.

SURFACE OWNER

BATTLE MOUNTAIN CO., a Wyoming
corporation

By: [Signature]
Name: Jim Espy
Title: Vice President

OPERATOR

SWEPI LP

vs

By: [Signature]
Name: Jeff Wimbull
Title: Attorney-in-Fact

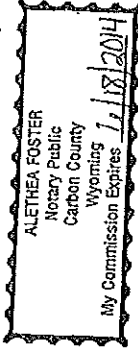
ACKNOWLEDGMENT

STATE OF WYOMING)
COUNTY OF CARBON) ss.

BEFORE ME, the undersigned, a Notary Public, in and for said County and State, on this 4th day of April, 2012, personally appeared Jim Espy as Vice President of Battle Mountain Co., a Wyoming corporation, to me known to be the identical person described in and who executed the within and foregoing instrument of writing and acknowledged to me that he duly executed the same as his free and voluntary act and deed on behalf of the Corporation for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal the day and year last above written

My commission expires: 11/18/2014



[Signature]
Notary Public

STATE OF Texas)
) ss.
COUNTY OF Harris)

BEFORE ME, the undersigned, a Notary Public, in and for said County and State, on this 26th day of June, 2012, personally appeared Jeff Turnbull, who acknowledged himself to be the Attorney-in-Fact of SWEPI LP, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as Attorney-in-Fact.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal the day and year last above written.

My commission expires: Feb. 4, 2013
Linda E. Lara
Notary Public

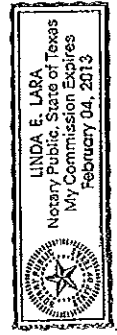


EXHIBIT "A"

ATTACHED TO AND MADE A PART OF THAT CERTAIN MEMORANDUM
OF AGREEMENT FOR SURFACE ACCESS EXECUTED THIS _____ DAY OF
_____, 2012, BY AND BETWEEN BATTLE MOUNTAIN CO., AS
SURFACE OWNER, AND SWEPI LP, AS OPERATOR.

Township 12 North, Range 90 West, 6th P.M.

Section 13: All

Section 14: All

Section 23: All