

RIGHT OF WAY AGREEMENT

KNOW ALL MEN BY THESE PRESENTS: that the undersigned, **PILCH RANCH, LLC**, a Wyoming limited liability company, (hereinafter referred to as "OWNER", whether one or more) and whose members consist exclusively of: Anna Pilch, individually and as Trustee of the Anna Pilch Trust Dated 7/23/ 1985; Edward S. Pilch; Joe A. Pilch; and Marilyn Pilch Wolter, for and in consideration of Ten and More Dollars (\$10.00+) in hand paid, the receipt of which is hereby acknowledged, does hereby grant, sell and convey unto **BEAR PAW ENERGY, LLC**, 1625 Broadway, Suite 2300, Denver, Colorado 80202, its successors and assigns (hereinafter referred to as "COMPANY") a right of way and easement Seventy Five feet (75'), for the purpose of laying, constructing, maintaining, operating, repairing, replacing and removing the gas pipeline(s) (with fittings cathodic protection equipment and all appliances appurtenant thereto) however said Seventy Five (75') right of way and easement shall be reduced to Fifty feet (50') in width for routine maintenance and minor repairs, for the transportation of oil, gas or any other liquids or substances for COMPANY'S operations across lands of OWNER, situated in the County of Sheridan, State of Wyoming, described as follows:

Township 57 North Range 83 West

Section 04: S2NW, N2SW

Section 05: A tract of land lying East and South of the Beatty Gulch Road, situated in the SE and the E2NE, more particularly described as follows:

Beginning at a point which is 1160 feet South from the NE corner of said Section 5 (which said point is also located in the center of the Beatty Gulch Road) thence South 55°50' West 230 feet; thence South 32°20' West 147 feet; thence South 39°45' West 285 feet; thence South 50°30' West 935 feet; thence South 30°20' West 170 feet; thence South 13°00' West 445 feet; thence South 5°00' West 2650 feet to a point, which point is located on the South line of said Section 5; thence East along the South line of Section 5 to the SE corner of said Section 5; thence North along the East boundary line of Section 5 to a point which is South 1160 feet from the NE corner of said Section 5, said point being the point of beginning, said tract containing 119 acres, more or less, together with all improvements thereon.

OWNER recognizes that an as built plat, subsequent to survey, is attached hereto and recorded as Exhibit "A".

COMPANY shall bury the top of its pipe at least forty-eight inches (48") below the surface of the ground. The undersigned OWNER, his successors, heirs or assigns, reserves all oil, gas and minerals on and under said lands and the right to farm, graze and otherwise fully use and enjoy said lands, provided, however, that COMPANY shall have the right hereafter to cut and keep clear all trees, brush, and other obstructions that may injure, endanger or interfere with the construction and use of said pipeline, or fittings, tie-overs, cathodic protection equipment and appliances appurtenant thereto. COMPANY shall have all privileges necessary or convenient for the full use of the rights herein granted, together with ingress or egress along with pipelines and over and across said lands. COMPANY, by acceptance hereof, agrees to pay for actual damages to crops, pasture, fences and timber which may arise from laying, construction, maintaining, operating, repairing, replacing, or removing said pipeline(s).

COMPANY agrees to comply with all applicable state and local regulations.

COMPANY shall indemnify, defend and save and hold harmless OWNER from any and all claims, demands, causes of action, or liability for damages, loss or injuries that arise out of COMPANY'S operations on the land.

COMPANY shall restore the land as soon as practicable after the pipelines are completed. Restoration shall be made as near as possible to the condition when COMPANY first entered onto the land.


OWNER hereby warrants and agrees to defend the title to the above-described premises. OWNER shall have the use of such right of way and easement except for any use which conflicts with the purposes for which this right of way and easement is granted; provided, however, OWNER shall not build or construct nor permit to be built or constructed any building or other improvement over or across said right of way and easement.

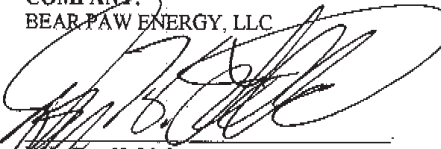
TO HAVE AND TO HOLD said right of way and easement unto said COMPANY, its successors and assigns, until such pipelines are constructed and so long thereafter as a pipeline is maintained thereon; and the undersigned hereby bind themselves, their heirs, executors, administrators, successors and assigns, against every person whomsoever lawfully claiming or to claim the same, or any part thereof.

Executed this 20 day of January, 2001.

OWNER:
PILCH RANCH, LLC

COMPANY:
BEAR PAW ENERGY, LLC


BY: Anna Pilch, Individually and as
Trustee of the Anna Pilch Agreement of Trust,
dated July 23, 1985, Member of Pilch Ranch, LLC


BY: Don H. Littleton, agent

OWNER:

OWNER:

Edward S. Pilch

BY: Edward S. Pilch, Member

Joe A. Pilch

BY: Joe A. Pilch, Member

Marilyn Pilch Wolter

BY: Marilyn Pilch Wolter, Member

680
ACKNOWLEDGEMENT

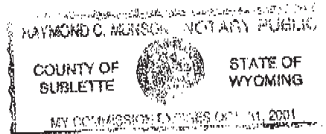
STATE OF WYOMING)
) ss.
COUNTY OF SHERIDAN)

The foregoing instrument was acknowledged before me this 20th day of January, 2001, by Anna Pilch, Individually and as Trustee of the Anna Pilch Agreement of Trust, dated July 23, 1985, member of Pilch Ranch, LLC.

Witness my hand and official seal.


Notary Public

My commission expires: 10-31-2001



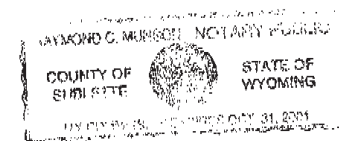
STATE OF WYOMING)
) ss.
COUNTY OF SHERIDAN)

The foregoing instrument was acknowledged before me this 20th day of January, 2001, by Edward S. Pilch, member of Pilch Ranch, LLC.

Witness my hand and official seal.


Notary Public

My commission expires: 10-31-2001



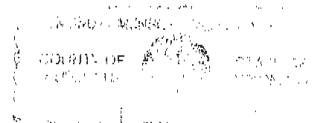
STATE OF WYOMING)
) ss.
COUNTY OF SHERIDAN)

The foregoing instrument was acknowledged before me this 20th day of January, 2001, by Joe A. Pilch, member of Pilch Ranch, LLC.

Witness my hand and official seal.


Notary Public

My commission expires: 10-31-2001



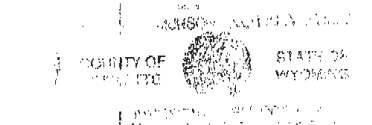
STATE OF WYOMING)
) ss.
COUNTY OF SHERIDAN)

The foregoing instrument was acknowledged before me this 20th day of January, 2001, by Marilyn Pilch Wolter, member of Pilch Ranch, LLC.

Witness my hand and official seal.


Notary Public

My commission expires: 10-31-2001



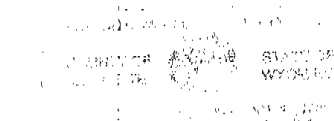
STATE OF WYOMING)
) ss.
COUNTY OF SHERIDAN)

The foregoing instrument was acknowledged before me this 20 day of January, 2001, by Don H. Littleton, as agent for Bear Paw Energy LLC.

Witness my hand and official seal.


Notary Public

My commission expires: 10-31-2001

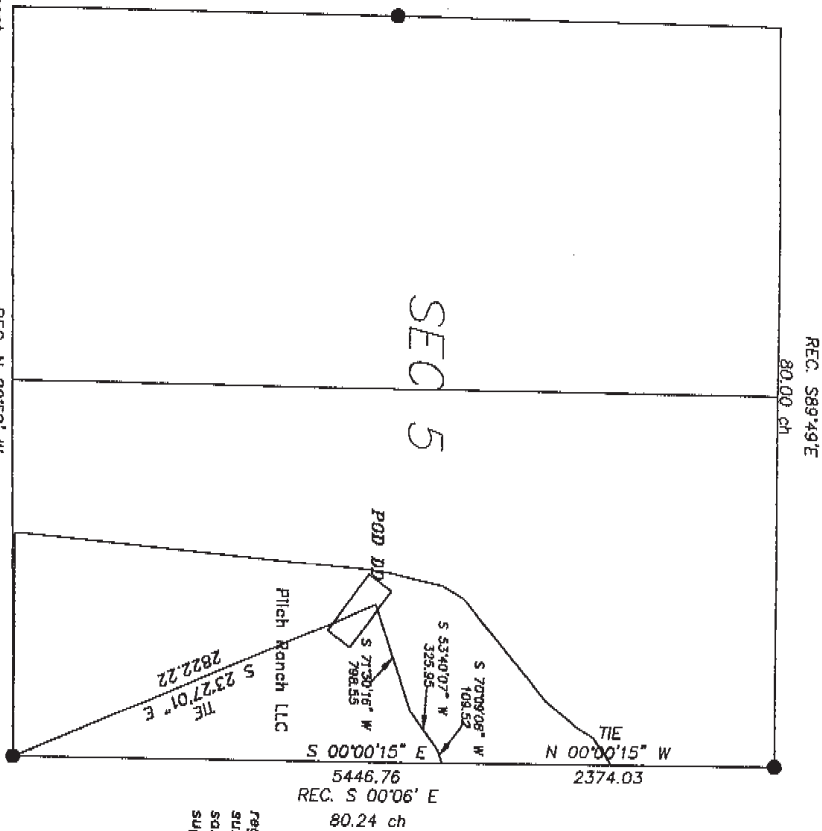


Scale 1" = 1000'

REC. S 00°14' E
80.19 ch

REC, N 89:59' W
80.14 ch
SECTION 5
T57N-R83W
6th P.M., WYOMING

~SCALE~ Date: 4/9/2001 By: TLW Job no. 200019
Prepared by William H. Smith & Assoc., P.C., Surveying Consultants, Green River, Wyoming



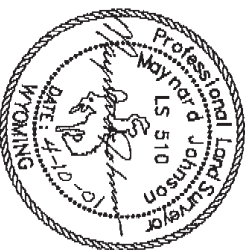
Legal Description Attached

Basis of bearing taken from Grid azimuths using GPS observations. Based on NAD 1983 State Plane Coordinates, Wyoming East Central Zone.

STATE OF WYOMING } ss
COUNTY OF NATRONA }

SURVEYOR'S CERTIFICATE

I, MAYNARD JOHNSON, state that I am by occupation a registered land surveyor employed by Bear Paw Energy Inc., to make the survey of this right of way as shown on this map, and that the survey of said works was made by me and/or personnel under my direct supervision, and that such survey is accurately represented on this map.



ASBUILT MAP

Of

POD "D" to POD "DD"
18" Poly Gas Line

SECTION 5, T 57 N, R 83 W

applicant:

Bear Paw Energy, LLC.

856 Coffeen Avenue
Sheidan, WY 82801

Exhibit "A" attached to and made a part of
Right of Way Agreement dated January 20,
2001 between Pilch Ranch, LLC and Bear
Paw Energy, LLC

LEGAL DESCRIPTION
TO ACCOMPANY MAP OF
POD "D" TO POD "DD"
18" POLY GAS LINE
RIGHT-OF-WAY EASEMENT
SECTION 5, T 57 N, R 83 W

A strip of land for the purpose of right of way located in Section 5, T 57 N, R 83 W of the
Sixth Principal Meridian, Sheridan County, Wyoming. Right of Way is 50 feet in width 25 feet on either
side of the following described centerline:

Beginning at a point(Sta. 20+72.35) on the East line of Section 5 T57N, R83W, from which the
Northeast corner of Section 5 T57N, R83W bears N00°00'15"W, a distance of 2374.03 feet:

thence: S70°09'08"W, along said pipeline centerline 109.52 feet, to a point(Sta. 21+81.87):

thence: S53°40'07"W, along said pipeline centerline 325.95 feet, to a point(Sta. 25+07.82):

thence: S71°30'16"W, along said pipeline centerline 798.55 feet, to a point(Sta. 33+06.37), being
the end of said pipeline centerline, from which the Southeast corner of Section 5 bears S23°27'01"E a
distance of 2822.22 feet.

Said right of way is 1234.02 feet in length, or 74.8 rods, and contains 1.4 acres ±.

Basis of bearing taken from Grid azimuths using GPS observation. Based on NAD 1983 State Plane
Coordinates, Wyoming East Central Zone.

ASBUILT

LEGAL DESCRIPTION
TO ACCOMPANY MAP OF
POD "D" TO POD "DD"
18" POLY GAS LINE
RIGHT OF WAY EASEMENT
SECTION 5, T 57 N, R 83 W

applicant:
Bear Paw Energy, LLC.
856 Coffeen Avenue
Sheridan, WY 82801

Legal Description Attached

Exhibit "A" attached to and made a part of
Right of Way Agreement dated January 20,
2001 between Pilch Ranch, LLC and Bear
Paw Energy, LLC

LEGAL DESCRIPTION
TO ACCOMPANY MAP OF
POD "D" TO POD "DD"
18" POLY GAS LINE
RIGHT-OF-WAY EASEMENT
SECTION 4, T 57 N, R 83 W

A strip of land for the purpose of right of way located in Section 4, T 57 N, R 83 W of the
Sixth Principal Meridian, Sheridan County, Wyoming. Right of Way is 50 feet in width 25 feet on either
side of the following described centerline:

Beginning at a point(Sta. 0+00.00) being the point of beginning, from which the Southwest corner
of Section 4 T57N, R83W bears S38°19'01"W, a distance of 3052.12 feet:

thence: N42°39'37"W, along said pipeline centerline 381.30 feet, to a point(Sta. 3+81.30):

thence: N72°03'26"W, along said pipeline centerline 150.14 feet, to a point(Sta. 5+31.44):

thence: N77°58'53"W, along said pipeline centerline 683.26 feet, to a point(Sta. 12+14.70):

thence: N72°43'33"W, along said pipeline centerline 692.82 feet, to a point(Sta. 19+07.52):

thence: N82°33'29"W, along said pipeline centerline 126.56 feet, to a point(Sta. 20+34.08):

thence: S70°09'08"W, along said pipeline centerline 38.27 feet, to a point(Sta. 20+72.35), on the
West line of Section 4 T57N, R83W, from which the Northwest corner of Section 4 bears N00°00'15"W a
distance of 2374.03 feet.

Said right of way is 2072.41 feet in length, or 125.6 rods, and contains 2.4 acres ±.

Basis of bearing taken from Grid azimuths using GPS observation. Based on NAD 1983 State Plane
Coordinates, Wyoming East Central Zone.

ASBUILT

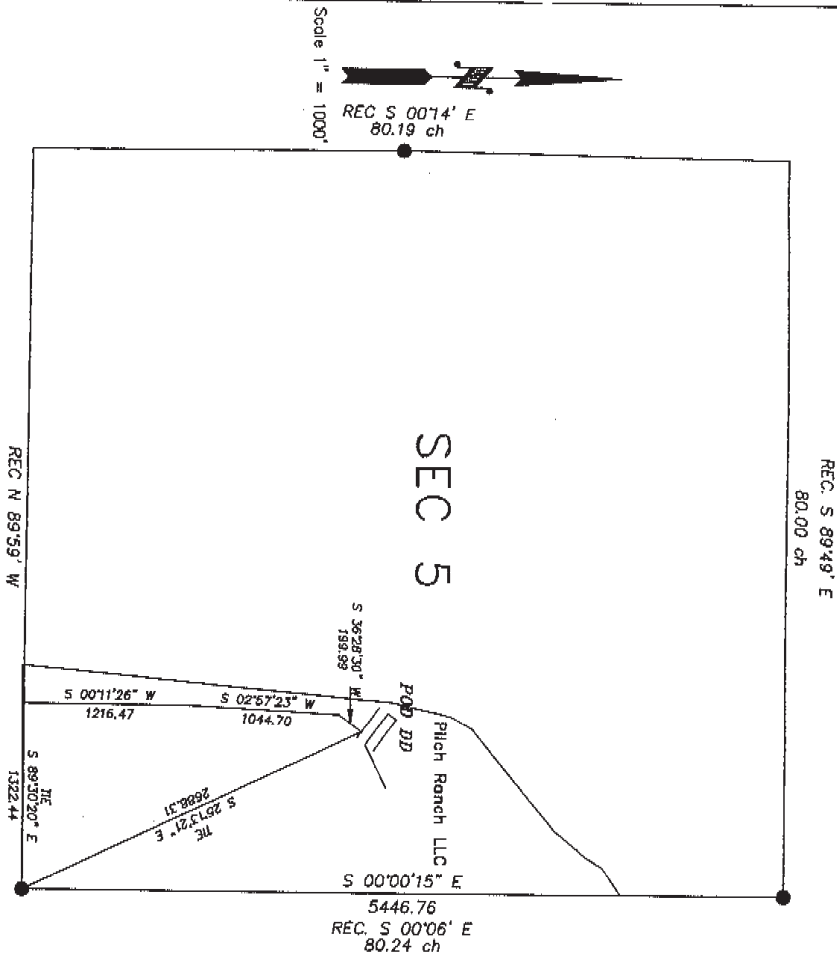
LEGAL DESCRIPTION
TO ACCOMPANY MAP OF
POD "D" TO POD "DD"
18" POLY GAS LINE
RIGHT OF WAY EASEMENT
SECTION 4, T 57 N, R 83 W

applicant:
Bear Paw Energy, LLC.
856 Coffeen Avenue
Sheridan, WY 82801

Exhibit "A" attached to and made a part of
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Paw Energy, LLC

● Found monument
Total distance along $\frac{1}{4}$ = 2451.15
Total rods along $\frac{1}{4}$ = 149.2
Total area along $\frac{1}{4}$ = 2.8 ACRES ±
Apparent recorded ownership: Pilch Ranch LLC
SECTION 5
T57N-R83W
6th P.M., WYOMING

Sheet 1 of 2



Basis of bearing taken from Grid azimuths using GPS
observations. Based on NAD 1983 State Plane Coordinates,
Wyoming East Central Zone.

STATE OF WYOMING
COUNTY OF NATRONA

SURVEYOR'S CERTIFICATE

I, MAYNARD JOHNSON, state that I am by occupation a
registered land surveyor employed by Bear Paw Energy Inc., to make the
survey of this right of way as shown on this map, and that the survey of
said works was made by me and/or personnel under my direct
supervision, and that such survey is accurately represented on this map.



~SEAL~ Date: 4/2/2001 By: TLW Job no. 200019
Prepared by William H. Smith & Assoc. P.C., Surveying Consultants, Green River, Wyoming

ASBUILT MAP
OF
POB "DD" to 10 ACRE
16" Steel Trunkline
RIGHT OF WAY EASEMENT
SECTION 5, T 57 N, R 83 W
applicant:
Bear Paw Energy, LLC,
856 Coffeen Avenue
Sheldahl, WY 82801

Legal Description Attached

6516
Exhibit "A" attached to and made a part of
Right of Way Agreement dated January 20,
2001 between Pilch Ranch, LLC and Bear
Paw Energy, LLC

LEGAL DESCRIPTION
TO ACCOMPANY MAP OF
POD "DD" TO 10 ACRE
16" STEEL TRUNKLINE
RIGHT-OF-WAY EASEMENT
SECTION 5, T 57 N, R 83 W

A strip of land for the purpose of right of way located in Section 5, T 57 N, R 83 W of the Sixth Principal Meridian, Sheridan County, Wyoming. Right of Way is 50 feet in width 25 feet on either side of the following described centerline:

Beginning at a point(Sta. 0+00.00) being the point of beginning, from which the Southeast corner of Section 5 T57N, R83W bears S25°13'21"E, a distance of 2688.31 feet;

thence: S36°28'30"W, along said pipeline centerline 199.99 feet, to a point(Sta. 1+99.99):

thence: S02°57'23"W, along said pipeline centerline 1044.70 feet, to a point(Sta. 12+44.69):

thence: S00°11'26"W, along said pipeline centerline 1216.47 feet, to a point(Sta. 24+61.16), on the South line of Section 5 T57N, R83W, from which the Southeast corner of Section 5 bears S89°30'20"E a distance of 1322.44 feet.

Said right of way is 2461.16 feet in length, or 149.2 rods, and contains 2.8 acres ±.

Basis of bearing taken from Grid azimuths using GPS observation. Based on NAD 1983 State Plane Coordinates, Wyoming East Central Zone.

ASBUILT

LEGAL DESCRIPTION
TO ACCOMPANY MAP OF
POD "DD" TO 10 ACRE
16" STEEL TRUNKLINE
RIGHT OF WAY EASEMENT
SECTION 5, T 57 N, R 83 W

applicant:
Bear Paw Energy, LLC.
856 Coffeen Avenue
Sheridan, WY 82801