RECORDED NOVEMBER 16, 2001 BK 428 PG 507 NO 392785 AUDREY KOLTISKA, COUNTY CLERK

RIGHT OF WAY AGREEMENT (Gas Gathering 6-3 well.)

KNOW ALL MEN BY THESE PRESENTS: that the undersigned (hereinafter referred to as "OWNER", whether one or more), 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, 370 17th Street, Suite 2775, Denver, Colorado 80202-1370, its successors and assigns (hereinafter referred to as "COMPANY") a right of way and easement Fifty feet (50') in width for the purpose of laying, constructing, maintaining, operating, replacing and removing gas pipeline(s) (with fittings cathodic protection equipment and all appliances appurtenant thereto) 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 03: S2NW, E2SW

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 truinerals 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, 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 casement 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 19th day of December, 2000.

OWNER:

COMPANY

Anna Pilch, Individually and as Trustee of the Anna Pilch Agreement of Trust, dated July 23, 1985

BY: Anna Pilch, Individually and as

Trustee of the Anna Pilch Agreement of Trust.

dated July 23, 1985

BY: Don H. Entileton, agent

ACKNOWLEDGEMENT

STATE OF WYOMING) ss COUNTY OF SHERIDAN)

The foregoing instrument was acknowledged before me this 19th day of December, 2000 by Anna Pilch, Individually and as Trustee of the Anna Pilch Agreement of Trust, dated July 23, 1985

Witness my hand and official scal.

My commission expires: State 15, 2004

CONN For Public /

JENNIFER K. GREEN - NOTARY PUBLIC
County of State of Sheriden Wyoming
Any Commission Expires Qct. 13, 2004

STATE OF WYOMING) ss COUNTY OF SHERIDAN)

The foregoing instrument was acknowledged before mc this 19th day of December, 2000 by Don H. Littleton, as agent for Bear Paw Energy LLC.

Witness my hand and official seal.

My commission expires: Outstan 15, 2004

JENNIFER K. GREEN - NOTARY PUBLIC
County of State of

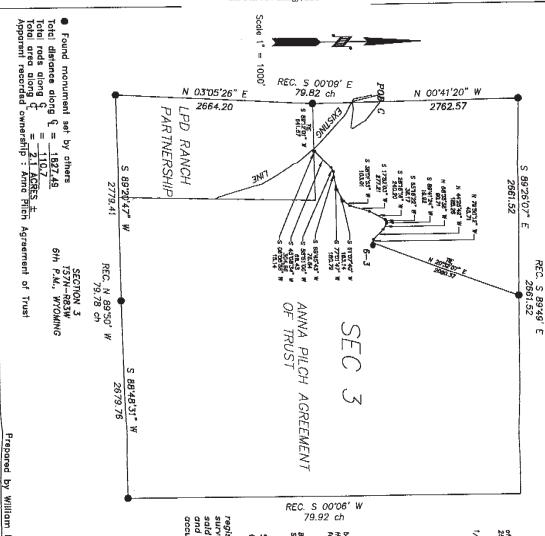
My Commission Expires Oct. 13, 2004

Exhibit "A'

to

Right of Way Agreement dated December 19, 2000

bottween
Anna Pilch, Individually and as Trustee of the
Anna Pilch Agreement of Trust dated 7/23/85
and Bear Paw Energy, LLC



CAS & WATER LINES
RIGHT-OF-WAY DESCRIPTION

A strip of land for the purpose of right of way located in Section 3, T.57 N, R of the Sixth Principol Meridian, Sheridan County, Wyaming. Right of Way is 50 feet in 25 feet on either side of the following described centerline: es w

Beginning at a point(Sta. 0+00.00) being the point of beginning, from which the North t/4 corner of Section 3 157N, R83W, bears N20'52'07"E a distance of 2080.37 feet:

thence: N39*35'12"W, 45.71 feet, to a point(Sta. 0+45.71):
thence: M44*25'42"W, 185.26 feet, to a point(Sta. 2+30.97):
thence: S89*45'24"W, 185.27 feet, to a point(Sta. 3+1.68):
thence: S89*45'24"W, 185.27 feet, to a point(Sta. 3+1.69):
thence: S89*65'22"W, 52.71 feet, to a point(Sta. 3+7.77):
thence: S89*65'22"W, 277.27 feet, to a point(Sta. 3+87.77):
thence: S89*05'55"W, 135.14 feet, to a point(Sta. 3+85.19):
thence: S89*05'55"W, 135.74 feet, to a point(Sta. 14+38.95):
thence: S89*45'43"W, 185.74 feet, to a point(Sta. 14+38.96):
thence: S89*45'43"W, 76.84 feet, to a point(Sta. 14+38.96):
thence: S

Basis of bearing token from Grid azimuths using GPS observations. State Plane Coordinates, Wyoming East Central Zone. Solid right of way is 1827.49 feet in length, 110.7 rads, and contains 2.1 Acres ± Based on NAD 1983

SURVEYOR'S CERTIFICATE

STATE OF WYOMING SS

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 work was made by me and/or personnel under my direct supervision, and that such survey is, to the best of my knowledge and bellef, accurately represented on this map. COUNTY OF NATRONA



ASBUILT MAP

RIGHT OF WAY EASEMENT SECTION 3, T 57 N, R 83 V Bear Paw Energy, LLC. 856 Coffeen Avenue Sheridan, WY 82801 POD "C" GATHERING 6-3 WELL applicant:

Prepared by William H. Smith & Assoc. P.C., Surveying Consultants, Green River, Wyoming

~SEAL~

509