

PG 1 of 2
By and Between St. Romain
and Powder River Energy Corp

Initialed For Identification _____

POWDER RIVER ENERGY CORPORATION
SUNDANCE, WYOMING
Right Of Way Easement
To Replace Easement Filed in Book 422, page 74 Sheridan County Land Records
Sheridan County, Wyoming.

KNOW ALL MEN BY THESE PRESENTS:

That (I) (We) the undersigned: Ralph and Monica W. St. Romain
With an address of: PO Box 141, Sheridan, WY 82801
do hereby grant unto Powder River Energy Corporation, a cooperative corporation (hereinafter called the Cooperative) whose corporate headquarters post office address is Sundance, Wyoming and to its successors and assigns an easement 30 feet in width along with the right to enter upon the hereinafter described lands and to construct thereon, operate, change framing and voltage and maintain electric lines and associated facilities and equipment and to cut and trim trees and shrubbery that may interfere with or threaten to endanger the operations and maintenance of said lines, facilities and equipment, including the right of ingress and egress to and from said lands, to wit:

T57N, R83W, 6th P.M., Sheridan County, Wyoming
SECTION 30: NW

T57N, R84W, 6th P.M., Sheridan County, Wyoming
SECTION 25: (NE/4)NE, (S/2)NE, (N/2)SE

as shown on the attached map marked "Exhibit A".

The undersigned agree that all poles, wire and other facilities and equipment installed at the Cooperative's expense on said described lands shall be and remain the property of the cooperative, removable at the option of the cooperative upon the termination of services to, or through said lands.

The undersigned covenant that they are the owners above described land and that said lands are free and clear of encumbrances and liens of whatsoever character except those held by the following described persons:

Hereby releasing and waiving all rights under and by virtue of the homestead exemption laws of the State of Wyoming.

IN WITNESS WHEREOF, the undersigned have set their hands this 20th day of August, 2001

Monica W. St. Romain
Ralph C. St. Romain

State of Wyoming)
)ss
County of Sheridan)

The foregoing instrument was acknowledged before me this 20th day of August, 2001
by Ralph & Monica W. St. Romain

Witness my hand official seal.

My commission expires: 10/12/04

Bill Dorsch
Notary Public

"EXHIBIT A"**Ralph and Monica W. St. Romain****T57N, R83W, 6th P.M., Sheridan County, Wyoming**
SECTION 30: NW**T57N, R84W, 6th P.M., Sheridan County, Wyoming**
SECTION 25: (NE/4)NE, (S/2)NE, (N/2)SE

Beginning at the NW corner of Section 30, T57N, R83W, 6th P.M., Sheridan County Wyoming (POINT OF BEGINNING); thence bearing approximately N89°30'E for an approximate distance of 100' to a point on the northern boundary of Section 30 where Powder River Energy Corporation's new three-phase overhead power line (Main Line) enters St. Romain property (TRUE POINT OF BEGINNING).

The Main Line continues from this point bearing approximately S38°35'W for an approximate distance of 2300' (entering Section 25, T57N, R84W, 6th P.M., Sheridan County, in mid-span), the line then "taps" (TAP A) to the west.

Tap A continues bearing approximately N81°34'W for an approximate distance of 495', where it "taps" (TAP B) to the north.

Tap B continues bearing approximately N15°20'E for an approximate distance of 196' where it terminates at a meter pole (END TAP B).

Tap A continues from the point of intersection with Tap B bearing approximately N81°33'W for an approximate distance of 362, where it ties into an existing single-phase power line on St. Romain property (END TAP A).

The Main Line continues from point of intersection with Tap A bearing approximately S38°36'W for an approximate distance of 2025'; thence bearing approximately S01°23'W for an approximate distance of 820', where it leaves St. Romain property (POINT OF ENDING); this point being located on an approximate bearing of N64°21'W at an approximate distance of 2910' from the SE corner of Section 25, T57N, R84W, 6th P.M., Sheridan County, Wyoming.

The above description is for a three-phase 24.9/14.4kV overhead power line "Right-of-Way", 30' in width, being 15' on either side of centerline extending an approximate total distance of 6198 feet.

