

POWDER RIVER ENERGY CORPORATION
SUNDANCE, WYOMING
Right Of Way Easement

KNOW ALL MEN BY THESE PRESENTS:

That (I) (We) the undersigned: Allen F. Willey, Successor Trustee of the Credit Shelter Trust Under the Ralph B. & Barbara C. Willey Trust dated May 27, 1983.

for a good and valuable consideration, the receipt whereof is hereby acknowledged, do hereby grant unto Powder River Energy Corporation, a Wyoming cooperative corporation utility (hereinafter called the Cooperative) whose corporate headquarters post office address is P.O. Box 930, 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:

T55N, R83W, 6th P.M., Sheridan County, Wyoming

SECTION 22: NE1/4SE1/4

SECTION 23: N1/2SE1/4, N1/2SW1/4

SECTION 24: N1/2 SW1/4

as shown on the attached map marked "Exhibit A" that includes the metes and bounds description and incorporated into this document by this reference.

The above description is for an overhead power line "Right-of-Way", 30 feet in width, being 15 feet on either side of the described centerline, including but not limited to any and all meter poles, anchors and guy structures that are affixed to the power line and located by necessity outside of the herein described 30 foot right-of-way easement.

The undersigned agrees that all poles, wire and other facilities and equipment installed at the Cooperative's expense on the above 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 warrants it/they are the owner(s) of the above described land and have proper authority to execute this easement on behalf of Grantor.

IN WITNESS WHEREOF, the undersigned have executed and endorsed this Right of Way Easement this 13th day of January, 2008⁹

Allen F. Willey
name

State of Wyoming)

)ss

County of Sheridan)

The foregoing instrument was acknowledged before me this 13th day of January, 2008⁹

by Allen Willey

Witness my hand official seal

Lori McIntyre

Notary Public

My commission expires: June 10, 2010

SEAL



Cmdr Sales 1-21-09
Acknowledged by: Powder River Energy Corp. Date
Right of Way Agent or Project Supervisor



Willey Easement

T55N, R83W, 6TH P.M., Sheridan County, Wyoming

Section 22: NE1/4SE1/4

Section 23: N1/2SE1/4, N1/2SW1/4

Section 24: N1/2 SW1/4

Beginning at a point on Powder River Energy Corporation's overhead power line, from which the South ¼ corner of Section 29, T55N, R82W bears South 60°09'33" East, a distance of 13347.64 feet from the POINT OF BEGINNING #9; thence along the centerline of an easement, the bearings and distances of which are approximate, North 58°11'58" West, a distance of 158.31 feet to the beginning of TAP A.

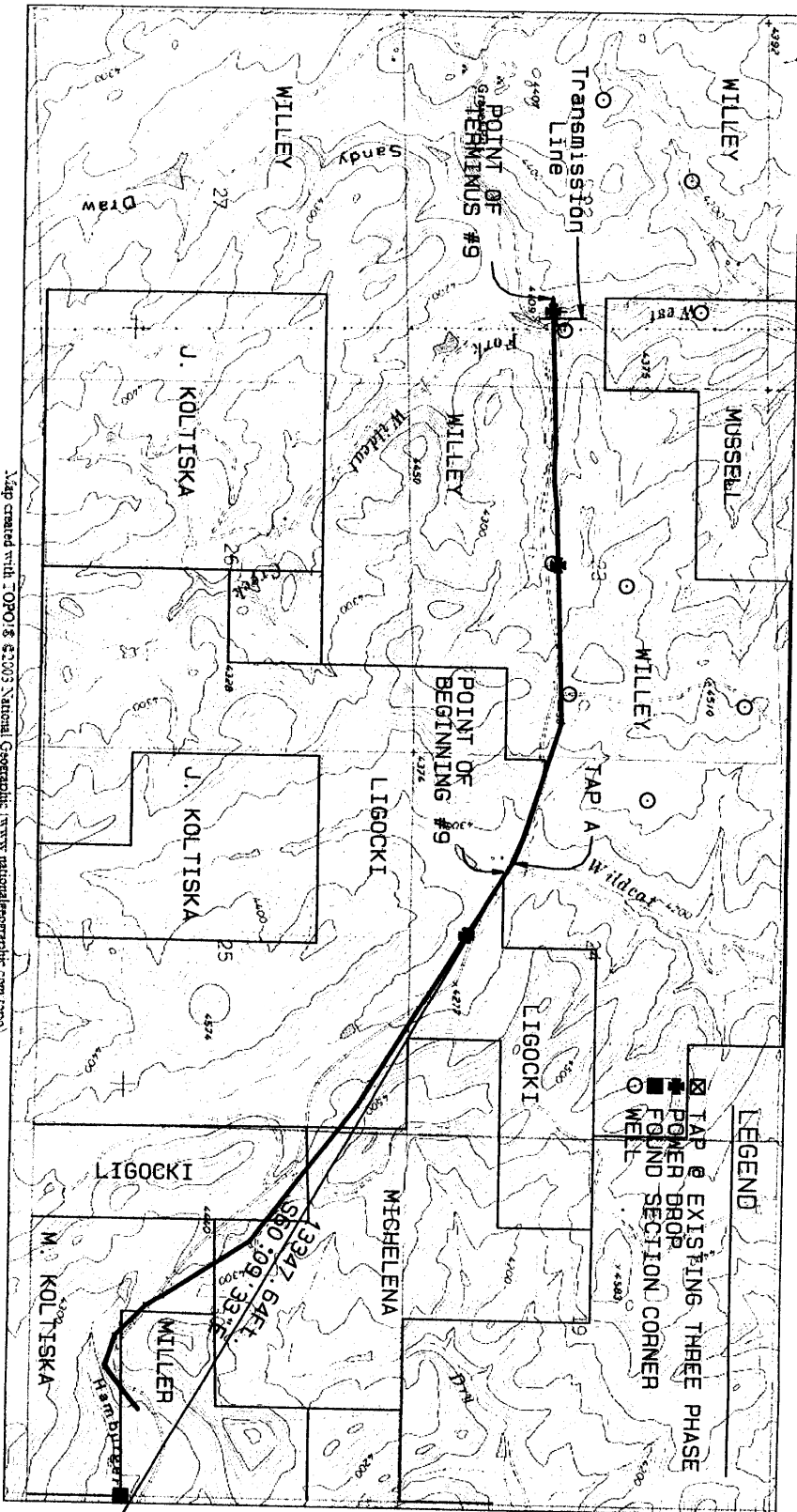
From the point of intersection with Tap A, the tap continues North 86°13'27" West, a distance of 51.54 feet to the end of TAP A.

From the point of intersection with Tap A, the main power line continues North 68°07'31" West, a distance of 443.83 feet; thence North 72°51'35" West, a distance of 1646.86 feet; thence South 87°51'49" West, a distance of 3021.15 feet; thence South 84°08'51" West, a distance of 409.16 feet; thence South 89°08'43" West, a distance of 229.93 feet; thence North 86°48'52" West, a distance of 295.89 feet; thence South 88°02'34" West, a distance of 2091.86 feet to the POINT OF TERMINUS #9.

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 8348.52 feet, including but not limited to any and all meter poles, anchors and guy structures that are affixed to the power line and located by necessity outside of the herein described 30 foot right-of-way corridor.

[Handwritten Signature]

EXHIBIT A



Map created with TOPO & ©2003 National Geographic (www.nationalgeographic.com topo)

POWER LINE EASEMENT PLAN

STATE 9 POD

WILLEY

SBC 19, 30 TSSN, R82W ALL IN 6TH PM
SBC 22, 23, 24, 25, 26, & 27 TSSN, R83W ALL IN 6TH PM

NORTH PARK ENGINEERING &
CONSULTING, INC.
P.O. BOX 388
WILLEY, ID 83440
(870) 783-5728

DRAWING FILE: STATE 9
DATE: 8/13/08
NEAS'D BY: R. SHAN, G. STONE
DRAWN BY: G. STONE
CHECKED BY: R. MILLER

MC: 80864
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SCALE: 1" = 2000'

Basis of Bearings: ASTRONOMIC
(using static/RTK GPS methods)

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