

Exhibit "B"

MEMORANDUM OF SURFACE FACILITY AGREEMENT

Trembath Land Company, LLC, hereinafter "Owner" and Bear Paw Energy, LLC, hereinafter called "Company", have entered into a Surface Facility Agreement dated as of August 24, 2005, but effective June 14, 2004 (hereinafter the "Agreement") whereby Owner has granted to Company a private, non-exclusive right to enter upon and use the land of Owner located in Sheridan County, Wyoming, for the purposes of constructing, installing, protecting, maintaining, operating, repairing, replacing, changing or removing compression equipment together with any tanks, meters, valves, piping, scraper traps, cathodic protection facilities or other material, apparatus, or equipment useful in connection therewith or incident thereto, including the right, if Company so desires, to build such fences and structures to enclose the same, or any part thereof (collectively "Facilities").

Township 58 North, Range 82 West
Section 31: NE¼
Sheridan County, State of Wyoming

The parties are filing this Memorandum of Surface Facility Agreement as record for all purposes at law and in equity. The parties do hereby agree that the annual rental date for all payments made hereunder shall be June 14th.

Except as modified as set forth above, no other terms or conditions of the Surface Facility Agreement are changed hereby and all the terms of the Surface Facility Agreement as modified herein are ratified and confirmed.

IN WITNESS WHEREOF, the Owner executes this Agreement this 24 day of August, 2005, but effective June 14, 2004.

Owner(s): Trembath Land Company, LLC

Fred Trembath
Fred Trembath

Shirley Trembath
Shirley Trembath

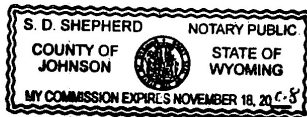
Company: Bear Paw Energy, LLC

Rick Srikijkarn
Rick Srikijkarn
Attorney-in-Fact

Page 2 of Memorandum of Agreement to
Surface Facility Agreement dated August 24, 2005, but effective June 14, 2004
by and between Trembath Land Company, LLC, as "Owner"
and Bear Paw Energy, LLC, as "Company"

ACKNOWLEDGEMENTS

STATE OF WYOMING)
 Johnson) ss.
COUNTY OF SHERIDAN)



The foregoing instrument was acknowledged before me by Fred Trembath and Shirley Trembath for Trembath Land Company, LLC, this 24 day of August, 2005.

Witness my hand and official seal.

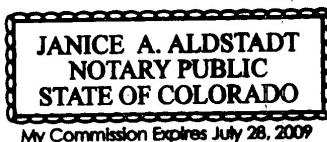
S. D. Shepherd

Notary Public
My commission expires: Nov. 18, 2008

STATE OF COLORADO)
) ss.
COUNTY OF DENVER)

The foregoing instrument was acknowledged before me by Rick Srikijkarn, Attorney-in-Fact,
this 29th day of August, 2005.

Witness my hand and official seal.



Janice A. Aldstadt
Janice A. Aldstadt
Notary Public
My commission expires: 7/28/09

340
WORTHINGTON, LENHART & CARPENTER, INC.
200 PRONGHORN STREET, CASPER, WYOMING 82601
FOR

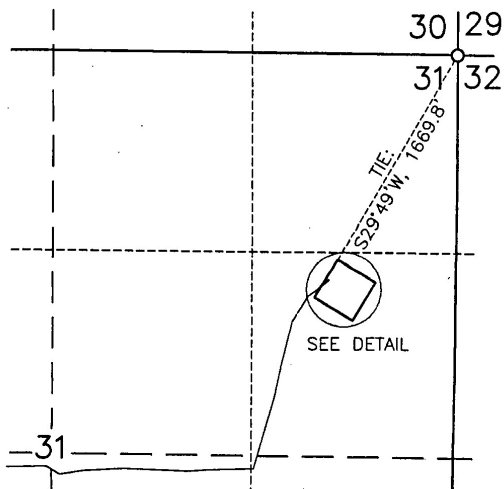
Client Bear Paw Energy, LLC Address 3002 E. Second Street
City Gillette State Wyoming Zip 82718

PROPERTY LOCATION PLAT

SE1/4NE1/4 Section 31, T. 58 N., R. 82 W., 6th Principal Meridian, Wyoming

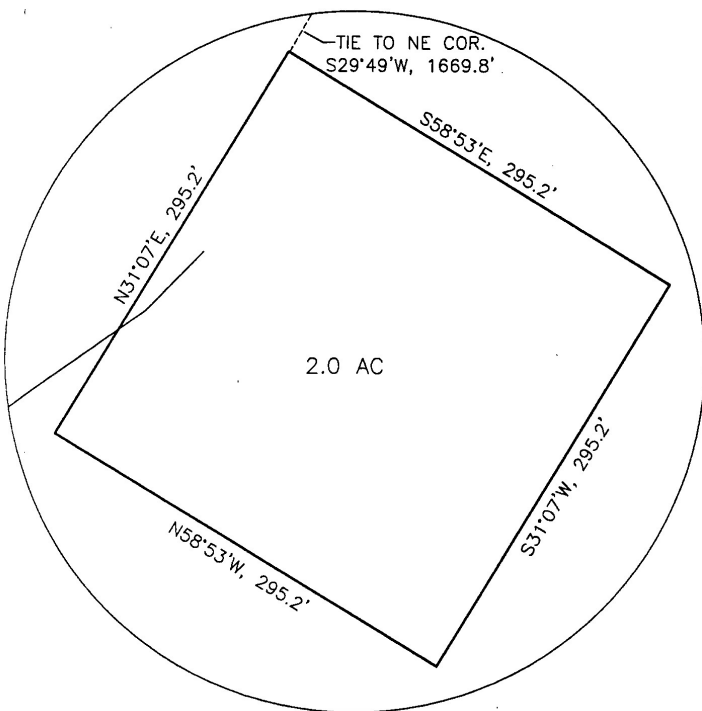
County SHERIDAN State WYOMING

LITTLE BADGER COMPRESSOR SITE



SCALE: 1"=1000'

APPARENT OWNERSHIP:
TREMBATH LAND COMPANY, L.L.C.



DETAIL
SCALE: 1"= 100'

Site
Acreage 2.00

BASIS OF BEARING:
MODIFIED NAD 83
WYOMING EAST CENTRAL ZONE

Date: August 29, 2005
W.O. No. 12038
Acad File: 12038 exh.dwg



EXHIBIT "A"