528824 RIGHT OF WAY EASEMENT BOOK 470 PAGE 0478 RECORDED 01/06/2006 AT 09:20 AM AUDREY KOLTISKA, SHERIDAN COUNTY CLERK

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PG 1 of 2 By and Between Trembath Lanc Co. LLC and Powder River Energy Corp

Initialed For Identification____

POWDER RIVER ENERGY CORPORATION SUNDANCE, WYOMING Right Of Way Easement

KNOW ALL MEN BY THESE PRESENTS: That (I) (We) the undersigned: Trembath Land Co., LLC. With an address of: 1198 Lower Prairie Dog Rd., Sheridan, WY 82801 For a good and valuable consideration, the receipt whereof is hereby acknowledged, 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:
F58N, R82W, 6 th P.M., Sheridan County, Wyoming SECTION 31: NE1/4 NE1/4, SE1/4 NE1/4
158N, R83W, 6th P.M., Sheridan County, Wyoming
SECTION 26: NE1/4 NW1/4, NW1/4 NE1/4, SW1/4 NE1/4, NW1/4 SE1/4
s 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 of the above described land and that said lands are free and lear 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 Vyoming.
IN WITNESS WHEREOF, the undersigned have set their hands this 2 b day of Sept, 2005
name
State of Wypman State of Sheridan Wypming
State of Wyoming)ss County of Shezidan)ss County of Shezidan County of Shezidan My Commission Expires May 6, 2006
The foregoing instrument was acknowledged before me this 24 day of September 2005
by FRED TREMBATH
Witness my hand official seal Rolland L. Hein Notary Public

My commission expires: May 6, 2006

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By and Between Trembath Land Co.
LLC and Powder River Energy Corp

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Exhibit "A" Trembath Land Co. LLC.

T58N,R82W, 6th P.M., Sheridan County, Wyoming

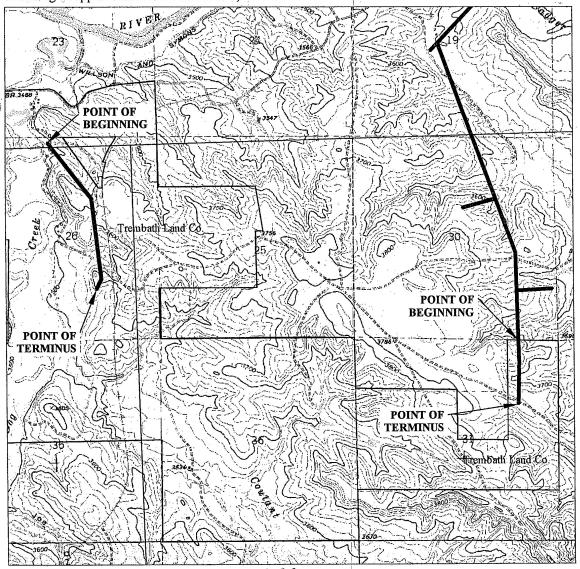
Section 31: NE¹/₄ NE¹/₄, SE¹/₄ NE¹/₄

T58N,R83W, 6th P.M., Sheridan County, Wyoming

Section 26: NE¹/₄ NW¹/₄, NW¹/₄ NE¹/₄, SW¹/₄ NE¹/₄, NW¹/₄ SE¹/₄

Beginning at a point in the NE½ NW½ of Section 26, from which the North ½ corner of Section 26, T.58N., R.83W., 6th P.M., Sheridan County, Wyoming, bears approximately N.65°E., for an approximate distance of 314 feet. Thence along the centerline of an easement, the bearings and distances of which are approximate. S.38°E., a distance of 1,895 feet, thence S.07°E., a distance of 2,123 feet; thence S.26°W., a distance of 318 feet, to a point in the NW ½ SE ¼ of Section 26, T.58N., R.83W., 6th P.M., Sheridan County, Wyoming. Thence continuing again from a point on the North line of the NE ¼ NE ¼ of Section 31, from which the Northeast corner of Section 31, T.58N., R.82W., 6th P.M., Sheridan County, Wyoming, bears approximately S.89°E., for an approximate distance of 1,041 feet. Thence along the centerline of an easement, the bearings and distances of which are approximate. S.02°E., a distance of 523 feet; thence S.01°W., a distance of 1,165 feet, to end of said easement at a point in the SE ¼ NE¼ Section 31, T.58N., R.82W., 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 feet in width, being 15 feet on either side of centerline also allowing for any guying, anchoring, and metering, extending an approximate total distance of 6,024 feet.



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