

POWDER RIVER ENERGY CORPORATION
SUNDANCE, WYOMING

Underground Right of Way Easement

This easement replaces that certain easement recorded in Book 509, Pages 208, 209, 210 & 211.

KNOW ALL MEN BY THESE PRESENTS:

That (I) (We) the undersigned: North Sheridan Land Company, LLC
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:

T57N, R84W, 6th P.M., Sheridan County, Wyoming

SECTION 26: NE $\frac{1}{4}$ SE $\frac{1}{4}$, W $\frac{1}{2}$ SE $\frac{1}{4}$,

SECTION 35: W $\frac{1}{2}$ NE $\frac{1}{4}$, SE $\frac{1}{4}$ NE $\frac{1}{4}$, S $\frac{1}{2}$ NW $\frac{1}{4}$, NW $\frac{1}{4}$ NW $\frac{1}{4}$,

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 underground power line "Right-of-Way", 30 feet in width, being 15 feet on either side of the described centerline.

The undersigned agrees that all 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 agrees that all new structures built after the construction of above described power line, within the right-of-way easement, will meet National Electric Safety Code guidelines, or Cooperative will have the right to request alteration and/or removal at landowner's expense. Landowner shall not place any structure or store any material or crops within the Right of Way granted that might otherwise interfere with the operation of the power line constructed or create a risk of fire or injury. Subject to the foregoing limitations, said right-of-way may be used by Grantors for roads, pasture, agricultural crops, fencing, and other purposes not inconsistent with said easement.

The undersigned agrees that reasonable access to above described right-of-way easement be granted, in the event ingress/egress via designated easement access is obstructed.

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 30th day of April, 2010

Jason Spielman
Jason Spielman, member/manager
North Sheridan Land Company, LLC

State of WYOMING)

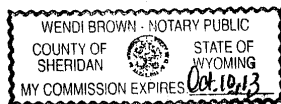
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County of SHERIDAN)

The foregoing instrument was acknowledged before me this 30th day of April, 2010

by Jason Spielman as a member/manager of North Sheridan Land Company, LLC

Witness my hand official seal



SEAL

Wendi Brown
Notary Public
My commission expires: Oct. 10, 2013

Cindy Stiles 5-24-10
Acknowledged by: Powder River Energy Corp. Date
Right of Way Agent or Project Supervisor

"Exhibit A"

Page 2 of 4
By and Between North Sheridan Land Co. LLC
and Powder River Energy Corp
Initials *[Signature]*

North Sheridan Land Co. LLC

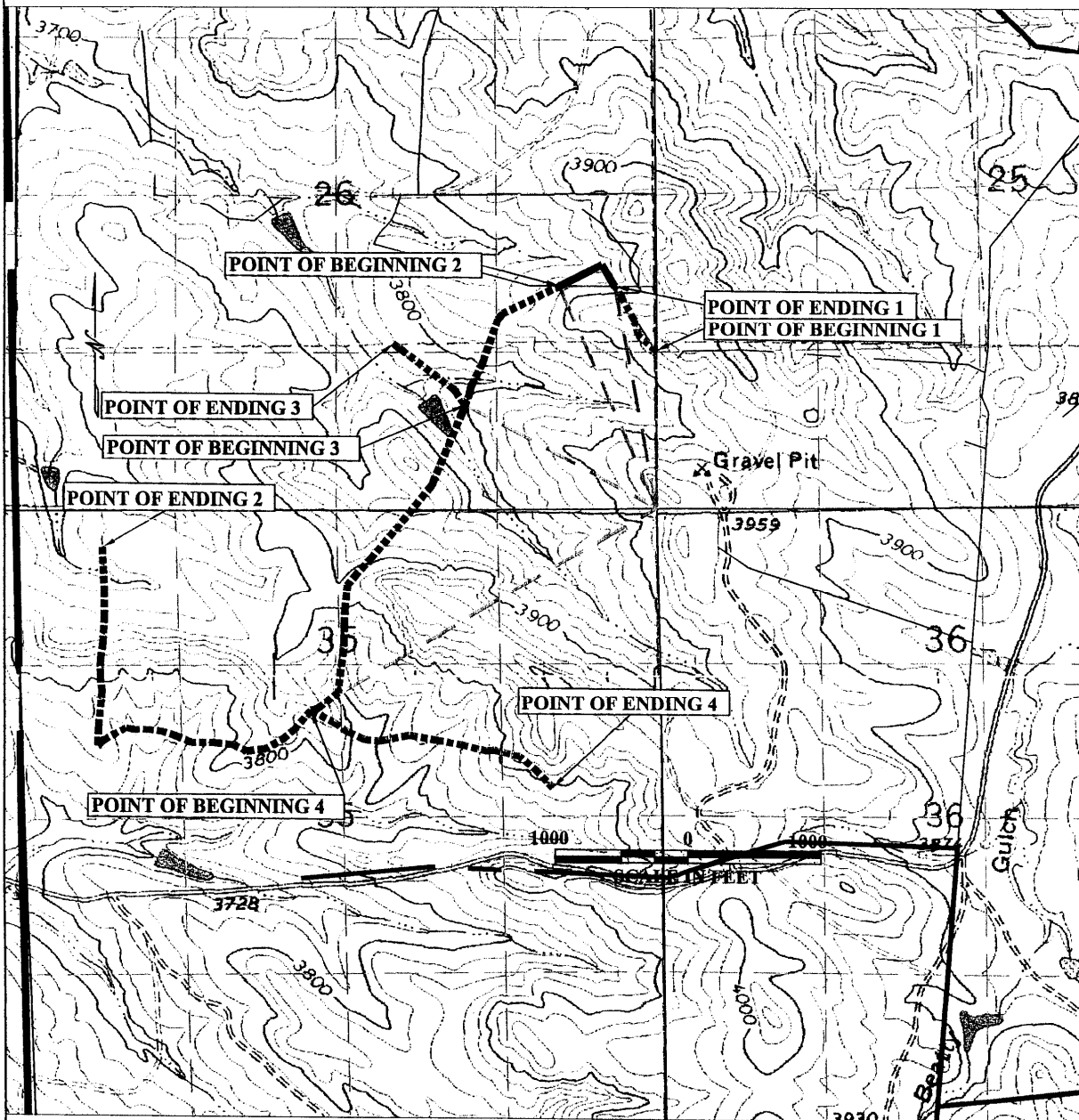
T57N, R84W, 6th PM Sheridan County, Wyoming

Section 26: NE1/4SE1/4, W1/2SE1/4,

Section 35: W1/2NE1/4, SE1/4NE1/4, S1/2NW1/4, NW1/4NW1/4,

WO# 4190

Bearings and distances are approximate based on GPS data gathered and projected into a
NAD 83 WYO East Central Foot Map



"Exhibit A"

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North Sheridan Land Co. LLC

WO# 4190

T57N, R84W, 6th PM Sheridan County, Wyoming

Section 26: NE1/4SE1/4, W1/2SE1/4,

Section 35: W1/2NE1/4, SE1/4NE1/4, S1/2NW1/4, NW1/4NW1/4,

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An easement 30 feet in width, being 15 feet on each side when measured at right angles to the following described line. Commencing at the South East Corner of Section 26, T57N, R84W, thence N00°21'30"W for a distance of 1309 feet, more or less; to the POINT OF BEGINNING line1; thence N44°51'23"W for a distance of 25 feet, more or less, thence N48°33'10"W for a distance of 179 feet, more or less, thence N12°05'16"W for a distance of 130 feet, more or less, thence N29°12'52"W for a distance of 237 feet, more or less, thence N31°30'06"W for a distance of 88 feet, more or less; thus to the ending point 1.

Thence commencing at the South East Corner of Section 26, T57N, R84W, thence N23°45'30"W for a distance of 2025 feet, more or less; to the POINT OF BEGINNING line 2; thence S64°35'45"W for a distance of 529 feet, more or less, thence S40°29'37"W for a distance of 66 feet, more or less, thence S18°50'19"W for a distance of 386 feet, more or less, thence S25°28'23"W for a distance of 228 feet, more or less, thence S13°25'04"W for a distance of 66 feet, more or less, thence S19°52'24"W for a distance of 101 feet, more or less, thence S21°25'54"W for a distance of 54 feet, more or less, thence S22°49'36"W for a distance of 664 feet, more or less, thence S39°23'09"W for a distance of 817 feet, more or less, thence S41°18'29"W for a distance of 172 feet, more or less, thence S39°13'24"W for a distance of 118 feet, more or less, thence S05°15'38"W for a distance of 199 feet, more or less, thence S03°04'52"W for a distance of 123 feet, more or less, thence S00°45'05"W for a distance of 156 feet, more or less, thence S06°56'22"W for a distance of 420 feet, more or less, thence S50°24'27"W for a distance of 208 feet, more or less, thence S70°18'18"W for a distance of 69 feet, more or less, thence S40°20'04"W for a distance of 219 feet, more or less, thence S48°49'25"W for a distance of 120 feet, more or less, thence S60°14'56"W for a distance of 172 feet, more or less, thence S81°38'42"W for a distance of 159 feet, more or less, thence N63°23'01"W for a distance of 120 feet, more or less, thence N83°45'22"W for a distance of 165 feet, more or less, thence N89°52'23"W for a distance of 187 feet, more or less, thence N67°44'13"W for a distance of 157 feet, more or less, thence N72°05'02"W for a distance of 113 feet, more or less, thence N82°06'10"W for a distance of 105 feet, more or less, thence N89°53'21"W for a distance of 128 feet, more or less, thence N78°15'50"W for a distance of 65 feet, more or less, thence S60°10'33"W for a distance of 216 feet, more or less, thence S46°16'08"W for a distance of 68 feet, more or less, thence N02°18'50"E for a distance of 164 feet, more or less, thence N05°32'00"E for a distance of 308 feet, more or less, thence N07°03'59"W for a distance of 121 feet, more or less, thence N00°29'03"E for a distance of 156 feet, more or less, thence N08°58'58"E for a distance of 116 feet, more or less, thence N03°48'06"E for a distance of 243 feet, more or less, thence N00°02'16"E for a distance of 178 feet, more or less, thence N02°46'49"W for a distance of 399 feet, more or less; thus to the ending point 2

"Exhibit A"

North Sheridan Land Co. LLC

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WO# 4190

T57N, R84W, 6th PM Sheridan County, Wyoming
Section 26: NE1/4SE1/4, W1/2SE1/4,
Section 35: W1/2NE1/4, SE1/4NE1/4, S1/2NW1/4, NW1/4NW1/4,

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NAD 83 WYO East Central Foot Map

Thence commencing at the South East Corner of Section 26, T57N, R84W,
thence N62°14'38"W for a distance of 1817 feet, more or less; to the POINT OF
BEGINNING line 3; thence N33°23'59"W for a distance of 150 feet, more or less,
thence N52°36'55"W for a distance of 579 feet, more or less, thence N53°36'11"W
for a distance of 73 feet, more or less; thus to the ending point 3.

Thence commencing at the North East Corner of Section 35, T57N, R84W, thence
S59°17'35"W for a distance of 3367 feet, more or less; to the POINT OF
BEGINNING line 4; thence S62°12'58"E for a distance of 232 feet, more or less,
thence S52°12'50"E for a distance of 120 feet, more or less, thence S65°16'03"E for
a distance of 165 feet, more or less, thence S85°40'40"E for a distance of 130 feet,
more or less, thence N78°47'10"E for a distance of 248 feet, more or less, thence
S79°32'44"E for a distance of 245 feet, more or less, thence S79°51'36"E for a
distance of 196 feet, more or less, thence S76°30'07"E for a distance of 220 feet,
more or less, thence N83°37'48"E for a distance of 60 feet, more or less, thence
S76°05'30"E for a distance of 215 feet, more or less, thence S49°17'13"E for a
distance of 187 feet, more or less, thence S43°28'48"E for a distance of 201 feet,
more or less; thus to the ending point 4.

The above described is for a power line ROW extending a total distance of 11,795
feet, more or less.