

**MEMORANDUM OF AGREEMENT CONCERNING
SURFACE DISCHARGE OF PRODUCED WATER**

KNOW ALL MEN BY THESE PRESENTS:

Bert W. Dow, trustee under the Bert W. Dow Revocable Trust dated March 6, 2003, of 63 Dow Road, Sheridan, WY 82801 (the "Owner"), and J. M. Huber Corporation, a New Jersey corporation, with offices located at 1050 17th Street, Suite 800, Denver, CO 80265 ("Huber"), have entered into that certain Agreement Concerning Surface Discharge of Produced Water dated February 12, 2004 (the "Agreement"), as amended covering the real property located in Sheridan County, Wyoming described on the attached Exhibit "A" (the "Lands").

Pursuant to the Agreement Owner and Huber have agreed upon, among other things, the conditions under which Huber may disperse or dispose of on the Lands water produced from Huber's coalbed methane wells.

This Memorandum is executed by Owner and Huber and recorded in Sheridan County, Wyoming to serve as notice of the existence of the Agreement. The parties acknowledge they are bound by all the terms and conditions of the Agreement, but only to the extent the Agreement covers the Lands

A complete copy of the Agreement is maintained at the offices of Huber at the address above. Any person desiring to deal with the Lands may contact Huber for information as to all of the terms of the Agreement.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Agreement Concerning Surface Discharge of Produced Water effective as of January 5th, 2007.

OWNER

By: Bert W. Dow
Bert W. Dow
Trustee

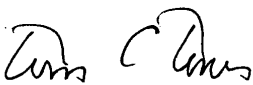
J. M. HUBER CORPORATION

By: Jeffrey J. Ellena
Jeffrey J. Ellena
Chief Financial Officer - Natural
Resources/Technology Based Services

STATE OF WYOMING)
) ss.
 COUNTY OF SHERIDAN)

The foregoing instrument was acknowledged before me this 5th day of January, 2007, by Bert W. Dow, trustee under the Bert W. Dow Revocable Trust dated March 6, 2003.

Witness my hand and official seal.


 Notary Public
 My commission expires: Nov 26, 2009

STATE OF TEXAS)
) ss.
 COUNTY OF HARRIS)

The foregoing instrument was acknowledged before me this 5th day of January, 2007, by Jeffrey J. Ellena, Chief Financial Officer - Natural Resources/Technology Based Services of J. M. Huber Corporation, a New Jersey corporation.

Witness my hand and official seal.



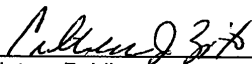

 Notary Public
 My commission expires: Dec. 22, 2010

EXHIBIT "A"

The following described property located in Sheridan County, Wyoming:

Township 58 North, Range 82 West, 6th P.M.

- Sections 19: Lot 1, SE1/4SW1/4, SW1/4SE1/4, NE1/4SE1/4
- Section 20: Lots 1, 2, 3, 4, S1/2NE1/4, and that portion of the N1/2SE1/4 lying North and East of the Badger Creek County Road
- Section 21: S1/2NW1/4, SW1/4NE1/4, SE1/4, NE1/4SW1/4 and that portion of the NW1/4SW1/4, S1/2SW1/4 lying Northeast of the Badger Creek County Road; Also including that portion of the SE1/4SW1/4 of Section 21 lying Southwest of the Badger Creek County Road and Southeast of a tract of land described in Book 283 of Deeds, Page 528
- Section 27: Lots 2 (31.16 acres), 3 (31.00 acres) and 4 (30.84 acres), and all that part of Lot 1 (31.32 acres), except that portion conveyed to Gilt Edge Mining Corporation in Book 326 of Deeds, Page 363
- Section 28: NE1/4NE1/4, NW1/4NE1/4, S1/2NE1/4, SE1/4, NE1/4SW1/4, SW1/4NW1/4, and all that part of the N1/2NW1/4 and SE1/4NW1/4 described in the Special Warranty Deed from Metropolitan Life Insurance Company to Jack C. Dow and Dorothy L. Dow recorded in Book 332 of Deeds at Page 201
- Section 30: NE1/4NE1/4, E1/2NW1/4
- Section 34: Lots 1 (30.73 acres), 2 (30.66 acres), NW1/4SE1/4, NE1/4NW1/4, SE1/4NW1/4