

RIGHT OF WAY AGREEMENT

The undersigned Grantor(s) for and in consideration of ten dollars (\$10.00) and other good and valuable consideration, the receipt whereof is hereby acknowledged, do hereby grant and convey unto **Redstone Gas Partners, LLC**, a Colorado Corporation, hereinafter referred to as "Grantee", whose address is 1999 Broadway, Suite 2250, Denver, Colorado 80202, its successors, assigns, lessees, licensees and agents a perpetual easement and the right to construct, reconstruct, operate, maintain and remove such pipeline from time to time, as said Grantee may require upon, over, under and across the following described land which the Grantor owns or in which the Grantor has any interest, to-wit:

A right of way across:

Township 55 North, Range 83 West, 6th P. M.

Section 6: Lot 7, Part W2NW4

Township 55 North, Range 84 West, 6th P. M.

Section 1: SE4SE4, part NE4SE4

more particularly described on surveyor's plat attached hereto as Exhibit "A" and by this reference made a part hereof.

Grantee shall have the right of ingress and egress to and from the above described easement, the right to clear and keep cleared all trees and other obstructions as may be necessary. Grantee shall be responsible for all damage caused to Grantor arising from Grantee's exercise of the rights herein granted. The Grantor reserves the right to occupy, use and cultivate said easement for all purposes. The rights, conditions and provisions of the easement shall ensure to the benefit of and be binding upon the heirs, executors, administrators, successors and assigns of the respective parties hereto.

This right of way agreement is subject to a surface damage agreement, which is to run with the right of way agreement. A copy of said Surface Damage Agreement is in the possession of the parties and should be consulted for specifics.

DATED this 4th day of September, 1998.

Ann M. Spaulding Revocable Trust dated 1/18/93

Ann M. Spaulding

Ann M. Spaulding, Trustee

ACKNOWLEDGMENT FOR INDIVIDUAL

STATE OF NEW MEXICO)
COUNTY OF San Juan) ss.

On this 4 day of Sept, 1998, before me personally appeared Ann M. Spaulding, Trustee of the Ann M. Spaulding Revocable Trust dated 1/18/93, known to me to be the person described in and who executed the foregoing instrument, and acknowledged to me that she executed the same.

MY COMMISSION EXPIRES:

7-25-2002

Jane Rowland
Notary Public

Residing at: Citizen's Bank
Farmington, NM



EXHIBIT "A"TWENTY (20) FOOT WIDE PIPELINE EASEMENT

A twenty (20) foot wide pipeline easement located in the Lot 7 of Section 6, T55N, R83W, of the 6th. P.M., Sheridan County, Wyoming, said twenty (20) foot wide pipeline easement being ten (10) feet on either side of the following described centerline:

Commencing at an existing aluminum cap, stamped LS 2615, which marks the Southwest corner of said Section 6;

thence S86°55'01"E along the South line of said Lot 7 of said Section 6 a distance of 1165.83 feet to the point of beginning of said twenty (20) foot wide pipeline easement;

thence N89°16'14"E a distance of 117.08 feet to the point of ending of said twenty (20) foot wide pipeline easement, said point of ending being on the East line of said Lot 7 of said Section 6, and said point of ending bearing N0°07'03"E at a distance of 7.80 feet from the Southeast corner of said Lot 7 of said Section 6.

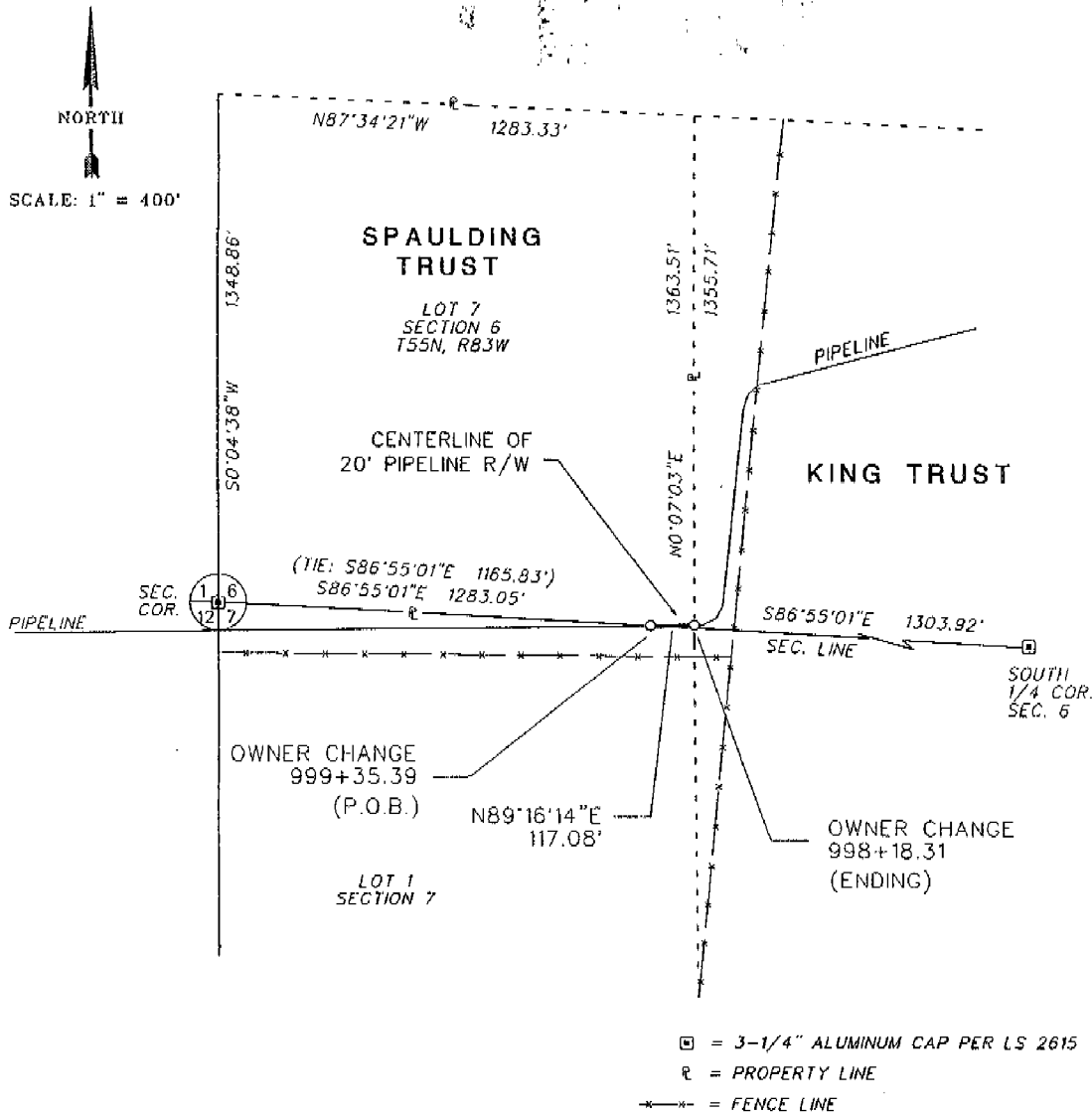
Shortening and extending the side lines of said twenty (20) foot wide pipeline easement so as to terminate at said South line of said Lot 7 of said Section 6 at the beginning, and at said East line of said Lot 7 of said Section 6 at the ending.

Basis of bearing being S86°55'01"E along the South line of Section 6 between aluminum caps, stamped LS 2615, which mark said Southwest corner and the South ¼ corner of said Section 6.

Said centerline of said twenty (20) foot wide pipeline easement being 7.1 rods in length.

CERTIFICATE OF SURVEY

A 20 FOOT WIDE PIPELINE RIGHT-OF-WAY EASEMENT
LOCATED IN LOT 7 OF SECTION 6, T55N, R83W,
OF THE 6th P.M., SHERIDAN COUNTY, WYOMING



CERTIFICATE OF SURVEYOR

STATE OF WYOMING)
COUNTY OF JOHNSON) ss

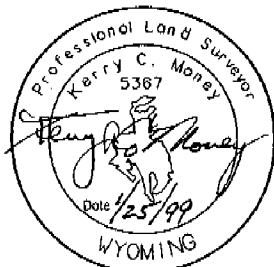
I, **Kerry C. Money**, a duly registered Land Surveyor
in the State of Wyoming, do hereby certify that this certificate
was prepared from notes taken by me during an actual field
survey in November of 1998, and that it represents the location
of the pipeline easement as it exists on the ground.

FOOTAGE = 117.08

RODS = 7.1

R/W WIDTH = 20'

NOTE: EASEMENT IS 10 FEET
EITHER SIDE OF CENTERLINE
AS SHOWN.



GRIZZLY ENGINEERING
P.O. Box 1004
Buffalo, WY 82834

Prepared For: Redstone Gas Partners
Project No: 98-120
Date Drawn: 1/25/1999
Drawn By: KCM
File Name: REDPIPE5.GCD