

**MEMORANDUM OF SURFACE
USE AGREEMENT**

KNOW ALL MEN BY THESE PRESENTS:

Malcolm B. Hutton, 334 South Main, Sheridan, WY 82801 ("Owner") and J. M. Huber Corporation, a New Jersey corporation, with offices located at 1050 17th Street, Suite 700, Denver, CO 80256 ("Huber"), have entered into that certain Surface Use Agreement dated November 11, 2004 (the "Agreement") covering the following real property located in Sheridan County, Wyoming:

Township 56 North, Range 83 West, 6th P.M.

Section 7: SE/4SW/4 & S/2SE/4

Section 8: S/2SW/4 & SE/4

Section 18: N/2NE/4, NE/4NW/4, the North 770 feet of the SE/4NW/4 and the North 770 feet of the S/2NE/4

Township 56 North, Range 84 West, 6th P.M.

Section 13: N/2NW/4

Section 14: N/2NW/4, N/2NE/4

(the "Lands").

Huber owns oil and gas leases which also cover the Lands. Pursuant to those leases Huber conducts coalbed methane exploration, development and production operations on the Lands. Pursuant to the Agreement Owner and Huber have agreed upon, among other things, the damages to be paid by Huber arising from its use of the surface of the Lands and the manner of locating wells for the production of coalbed methane and the locating of roads, pipelines, power lines and surface equipment related to such 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. Owner and Huber each acknowledges it is bound by all the terms and conditions of the Agreement.

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 to information as to all of the terms of the Agreement.

In witness whereof, the parties have executed this Memorandum of Surface Use Agreement effective as of November 11, 2004.

MALCOLM B. HUTTON

Malcolm B. Hutton

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BOOK 461 PAGE 0066
RECORDED 02/08/2005 AT 09:45 AM
AUDREY KOLTISKA, SHERIDAN COUNTY CLERK

J. M. HUBER CORPORATION

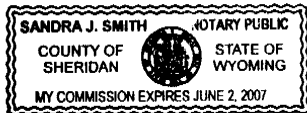
By: *Keith Knapstad*
Keith Knapstad
Powder River Basin Team Leader

STATE OF WYOMING
COUNTY OF SHERIDAN

)
) ss.
)

The foregoing instrument was acknowledged before me this 11 day of November, 2004, by Malcolm B. Hutton.

Witness my hand and official seal.



Sandra J. Smith
Notary Public

My commission expires: 6/2/07

STATE OF COLORADO
CITY & COUNTY OF DENVER

)
) ss.
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The foregoing instrument was acknowledged before me this 11~~th~~ day of November, 2004, by Keith Knapstad, as Powder River Basin Team Leader of J. M. Huber Corporation, a New Jersey corporation.

Witness my hand and official seal.



My Commission Expires 10/28/2008

Shell Aikins
Notary Public
1050 17th Street, Suite 700
Denver, CO 80202
My commission expires: 10/28/08