

**MEMORANDUM OF
WATER MANAGEMENT AGREEMENT****KNOW ALL MEN BY THESE PRESENTS:**

Stella M. Barker and Mary V. Hutton, married women dealing in their sole and separate property, whose mailing address is P.O. Box 4007, Sheridan, Wyoming 82801 ("Owners") and J.M. Huber Corporation, a New Jersey corporation, with offices located at 1050 17th Street, Suite 800, Denver, Colorado 80265 ("Huber"), are parties to that certain Water Management Agreement dated to be effective as of December 1, 2006 (the "Agreement") covering the following real property located in Sheridan County, Wyoming:

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

Section 18: E/2SW/4, NW/4SE/4, the South 550 feet of the SE/4NW/4 and the South 550 feet of the S/2NE/4 and that part of the S/2SE/4 and NE/4SE/4 lying West of the Railroad Right-of-Way

Section 19: That certain tract of land being more fully described in that particular Warranty Deed from Margaret Alice Hammond, a widow, to Bertha M. Scrutchfield, dated January 10, 1945, recorded January 18, 1945, in Book 58 at page 110, of the records of the Sheridan County Clerk, LESS AND EXCEPT that certain tract more fully described in that particular Warranty Deed from Bertha M. Scrutchfield, a widow, to the NX Bar Ranch, Inc., dated June 6, 1978, recorded June 14, 1978, in Book 231 at page 94 of the records of the Sheridan County Clerk, Sheridan County, Wyoming

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

Section 13: S/2NW/4 & S/2

Section 14: SE/4SE/4

Section 24: NW/4 & NW/4SW/4

(the "Lands").

Pursuant to the terms of the Agreement, the Owners and Huber have, among other things, agreed to the terms by which Huber may discharge on the Lands water produced by Huber from coalbed methane wells that are located on either the Lands or on lands owned by third parties.

This Memorandum is executed by the Owners and Huber and recorded in Sheridan County, Wyoming to serve as notice of the existence of the Agreement. The Owners and Huber each acknowledge she or 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 above address. 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 Owners and Huber have executed this Memorandum of Water Management Agreement, effective the 1st day of December, 2006.

OWNER

Stella M. Barker
Stella M. Barker

OWNER

Mary V. Hutton
Mary V. Hutton

J.M. HUBER CORPORATION

By: Jeffrey J. Allena
Jeffrey J. Allena
Chief Financial Officer - Natural
Resources/Technology Based Service

STATE OF WYOMING)
) ss.
 COUNTY OF SHERIDAN)

~~2007~~ The foregoing instrument was acknowledged before me this 10 day of ^{January}~~December~~, ~~2006~~, by Stella M. Barker.

Witness my hand and seal.

My Commission expires: 04/20/2010



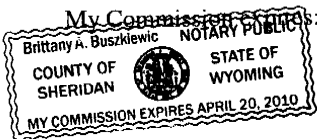
Brittany A. Buszkiewicz
 Notary Public

STATE OF WYOMING)
) ss.
 COUNTY OF SHERIDAN)

~~2007~~ The foregoing instrument was acknowledged before me this 10 day of ^{January}~~December~~, ~~2006~~, by Mary V. Hutton.

Witness my hand and seal.

My Commission expires: 04/20/2010



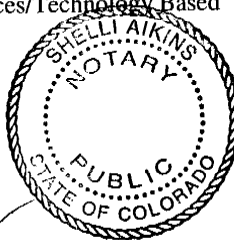
Brittany A. Buszkiewicz
 Notary Public

STATE OF COLORADO)
) ss.
 CITY AND COUNTY OF DENVER)

~~2007~~ The foregoing instrument was acknowledged before me this 11/14 day of ^{January}~~December~~, ~~2006~~, by Jeffrey J. Ellena, Chief Financial Officer - Natural Resources/Technology Based Service of J.M. Huber Corporation, a New Jersey corporation.

Witness my hand and seal.

My Commission expires: 10/28/08



Shelli Aikins
 Notary Public