IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLORADO

Civil Action No. 12-CV-00395-RPM-MEH

UNITED STATES OF AMERICA

Plaintiff,

v.

SG INTERESTS I, LTD.,
SG INTERESTS VII, LTD., and
GUNNISON ENERGY CORPORATION

Defendants.

STIPULATION BY THE UNITED STATES AND SG INTERESTS I AND SG INTERESTS VII

It is hereby stipulated by and between the undersigned parties that:

1. The Court has jurisdiction over the subject matter of this action and over Defendants SG Interests I, Ltd. and SG Interests VII, Ltd. (collectively "SGI"); SGI waives service of summons on the Complaint; and venue is proper in the District of Colorado.
2. The United States filed its Complaint on February 15, 2012. The Complaint alleges violations of Section 1 of the Sherman Act, 15 U.S.C. § 1.
3. The parties consent to the Court's entry of the proposed Final Judgment With Respect to SGI ("SGI proposed Final Judgment") in the form attached hereto as Exhibit A upon the motion of the United States, SGI or upon the Court's own

motion, and without further notice to any party or other proceedings, provided that Plaintiff has not withdrawn its consent, which it may do at any time before entry of the proposed Final Judgment by serving notice thereof on SGI and by filing that notice with the Court.

4. SGI represents that the payment ordered in the SGI proposed Final Judgment can and will be made, that the actions it is required to perform pursuant to the SGI proposed Final Judgment can and will be performed, and that SGI will later raise no claim of mistake, hardship, or difficulty of compliance as grounds for asking the Court to modify any of the provisions contained therein.

5. The entry of the proposed Final Judgment in accordance with this Stipulation settles any and all antitrust claims of the United States against SGI arising from the specific events giving rise to the allegations described in the Complaint. This Stipulation does not settle any antitrust claims of the United States against SGI arising from (a) its acquisition of the Ragged Mountain pipeline or (b) GEC's subsequent operation of the Ragged Mountain pipeline.

6. SGI agrees that it will cooperate in the United States' ongoing prosecution of this case, including, but not limited to, substantially complying with the United States' requests for production, responding reasonably to requests to authenticate SGI documents, making SGI employees available for interviews at such times and places reasonably requested by the United States, making SGI employees available for deposition in the United States upon notice by the United States, and reasonably accommodating requests by the United States to make SGI employees, wherever

located, available for testimony at trial as needed. Documents and information produced pursuant to this paragraph shall be covered by whatever protective order is issued in this case.

7. In the event that (a) the United States has withdrawn its consent, as provided in Paragraph 3 above, or (b) the SGI proposed Final Judgment is not entered pursuant to this Stipulation, the time has expired for all appeals of any Court ruling declining entry of the proposed Final Judgment, and the Court has not otherwise ordered continued compliance with the terms and provisions of the proposed Final Judgment, then the parties are released from all further obligations under this Stipulation, and the making of this Stipulation shall be without prejudice to any party in this or any other proceeding, except that Defendants waiver of service of summons on the Complaint remains effective.

Dated this 5th day of March 2013.

Respectfully submitted,

FOR PLAINTIFF UNITED STATES OF AMERICA

s/ Sarah L.Wagner
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FOR DEFENDANTS SG INTERESTS I, LTD. AND SG INTERESTS VII, LTD.

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CERTIFICATE OF SERVICE

I hereby certify that on March 6, 2013, I filed the foregoing with the Clerk of the Court using the CM/ECF system which will send notification of such filing to the following email addresses:

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L. Poe Leggette
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s/ Sarah L. Wagner
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EXHIBIT A

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FOR THE DISTRICT OF COLORADO

Civil Action No. 12-cv-00395-RPM-MEH

UNITED STATES OF AMERICA

Plaintiff,

v.

SG INTERESTS I, LTD.,
SG INTERESTS VII, LTD., and
GUNNISON ENERGY CORPORATION

Defendants.

FINAL JUDGMENT WITH RESPECT TO DEFENDANTS SG INTERESTS I, LTD. AND SG INTERESTS VII, LTD.

WHEREAS Plaintiff, United States of America, filed its Complaint alleging that Defendants Gunnison Energy Corporation ("GEC") and SG Interests I, Ltd. and SG Interests VII, Ltd. (collectively "SGI") violated Section 1 of the Sherman Act, 15 U.S.C. §1, and Plaintiff and SGI, through their respective attorneys, have consented to the entry of this Final Judgment without trial or final adjudication of any issue of fact or law, for settlement purposes only, and without this Final Judgment constituting any evidence against or an admission by SGI with respect to any allegation contained in the Complaint.

NOW, THEREFORE, before the taking of any testimony and without trial or final adjudication of any issue of fact or law herein, and upon consent of the parties hereto, it is hereby ORDERED, ADJUDGED, AND DECREED:

I. JURISDICTION

This Court has jurisdiction of the subject matter of this action and each of the parties consenting hereto. The Complaint states a claim against SGI under Section 1 of the Sherman Act, 15 U.S.C. §1.

II. APPLICABILITY

This Final Judgment applies to SGI and any successor to SGI.

III. PAYMENT

A. Within thirty (30) days of the entry of this Final Judgment, SGI shall pay to the United States the amount of two hundred and seventy five thousand dollars ($275,000) to settle claims that the United States has asserted against SGI under the Sherman Act.

B. The payment specified above shall be made by wire transfer. Before making the transfer, SGI shall contact Janie Ingalls, of the Antitrust Division's Antitrust Documents Group, at (202) 514-2481 for wire transfer instructions.

C. In the event of a default in payment, interest at the rate of eighteen (18) percent per annum shall accrue thereon from the date of default to the date of payment.

IV. ANTITRUST COMPLIANCE

The Vice President for Gordy Oil Company, General Partner of SGI, shall be responsible for ensuring SGI's compliance with this Final Judgment. That officer shall be responsible for (1) furnishing to the Department of Justice notice that SGI intends to bid with another party or on behalf, in whole or in part, of another party for leases at an oil and gas lease auction conducted by the Bureau of Land Management no later than thirty days prior to such auction and (2) upon receiving request from the Department of Justice, providing to the Department of Justice non-

privileged information, including documents, relating to the planned joint bidding identified in SGI's notice. No information or documents obtained by the means provided in this Section shall be divulged by the United States to any person other than an authorized representative of the executive branch of the United States, except in the course of legal proceedings to which the United States is a party (including grand jury proceedings), or for the purpose of securing compliance with this Final Judgment, or as otherwise required by law.

V. RETENTION OF JURISDICTION

This Court retains jurisdiction to enable any of the parties to this Final Judgment to apply to this Court at any time for further orders and directions as may be necessary or appropriate to carry out or construe this Final Judgment, to modify or terminate any of its provisions, to enforce compliance, and to punish violations of its provisions.

VI. EXPIRATION OF FINAL JUDGMENT

Unless this Court grants an extension, this Final Judgment and all obligations contained herein shall expire five years from the date of its entry.

VII. PUBLIC INTEREST DETERMINATION

Entry of this Final Judgment is in the public interest. Based upon the record before the Court, which includes the Competitive Impact Statement filed on February 15, 2012, the public

comments filed on August 3, 2012, the United States' Response to Public Comments filed on August 3, 2012, and the United States' Motion and Memorandum submitted by the United States in support of this Final Judgment entry of this Final Judgment is in the public interest.

DATED: _____

_____
UNITED STATES DISTRICT JUDGE