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 GUNNISON ENERGY CORPORATION

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 Defendant Gunnison Energy Corporation. ("GEC"); GEC 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 GEC ("GEC proposed Final Judgment") in the form attached hereto as Exhibit A upon the motion of the United States, GEC 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Plaintiff has not withdrawn its consent, which it may do at any time before entry of the proposed Final Judgment by serving notice thereof on GEC and by filing that notice with the Court.

4. GEC represents that the payment ordered in the GEC proposed Final Judgment can and will be made, that the actions it is required to perform pursuant to the GEC proposed Final Judgment can and will be performed, and that GEC 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 GEC 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 GEC arising from their acquisition and operation of the Ragged Mountain pipeline.
6. In the event that (a) the United States has withdrawn its consent, as provided in Paragraph 3 above, or (b) the GEC proposed Final Judgment is not entered pursuant to this Stipulation, the time has expired for all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 1st day of March 2013.

Respectfully submitted,

FOR PLAINTIFF UNITED STATES OF AMERICA

s/ Sarah L. Wagner
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FOR DEFENDANT GUNNISON ENERGY CORPORATION

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EXHIBIT A

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.

FINAL JUDGMENT WITH RESPECT TO
DEFENDANT GUNNISON ENERGY CORPORATION

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 GEC, 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 GEC 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:

EXHIBIT A

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 GEC under Section 1 of the Sherman Act, 15 U.S.C. §1.

II. APPLICABILITY

This Final Judgment applies to GEC and any successor of GEC.

III. PAYMENT

A. Within thirty (30) days of the entry of this Final Judgment, GEC 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 GEC under the Sherman Act.

B. The payment specified above shall be made by wire transfer. Before making the transfer, GEC 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

GEC's President shall be responsible for ensuring GEC's compliance with this Final Judgment. GEC's President shall be responsible for: (1) furnishing to the Department of Justice notice that GEC 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 GEC'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

EXHIBIT A

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:

Timothy R. Beyer
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L. Poe Leggette
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s/ Sarah L. Wagner
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