

Eagle Natural Resources, LLC
5445 Legacy Drive, Suite 440
Plano, TX 75024

INITIAL APPROVAL OF VENTURE ACTIVITIES

As you know from reading the Confidential Information Memorandum (the “Memorandum”) for the GRIZZLY RIDGE JOINT VENTURE (the “Venture”), the Venture was formed for the purpose of acquiring an interest in fourteen (14) horizontal oil and/or gas wells located in Campbell County, Wyoming, Jackson County, Colorado and Duchesne County, Utah (the “Prospect Wells”) and to participate in the drilling, completion and/or production thereof. To achieve this purpose, the Venture offered up to 34 units of Venture interests (the “Units”) at a price of \$100,000 per Unit.

Proposal 1

Approval of Managing Venturer

As described in the Memorandum and the Joint Venture Agreement of the Venture (the “Venture Agreement”), Eagle Natural Resources, LLC (“ENR”) is named as the initial Managing Venturer to carry out the day-to-day business of the Venture. This proposal (“Proposal 1”) is to affirm ENR as the Managing Venturer of the Venture.

Vote Required:

A vote of the Venturers owning a simple majority of the Units shall pass and approve Proposal 1. If a majority in interest of the Venturers vote against Proposal 1, then the Venture will undertake to elect a new Managing Venturer pursuant to Section 5.7 of the Venture Agreement. ENR would continue to serve as Managing Venturer until such election.

Proposal 2

Approval of Operators

As described in the Memorandum and the Venture Agreement, Rockies Resources is to serve as the Operator of the Prospect Wells in the Cumberland Project, Devon Energy is to serve as the Operator of the Prospect Wells in the Ark Land Project, Fulcrum Energy is to serve as the Operator of the Prospect Wells in the Janet Ray Project and Javelin Operating is to serve as the Operator of the Prospect Well in the CD Project. This proposal (“Proposal 2”) is to affirm designation of Rockies Resources, Devon Energy, Fulcrum Energy and Javelin Operating as the Operators of the Prospect Wells for the Venture.

Vote Required:

A vote of the Venturers owning a simple majority of the Units shall pass and approve Proposal 2. If a majority in interest of the Venturers vote against Proposal 2, then the Venture will undertake to seek replacement of Rockies Resources, Devon Energy, Fulcrum Energy and Javelin Operating and in favor of electing new Operators for the Prospect Wells under the terms of the Operating Agreements. Rockies Resources, Devon Energy, Fulcrum Energy and Javelin Operating would continue to serve as the Operators until such election. As the Venture is only expected to hold a minority of the working interest in the Prospect Wells, there can be no assurance that the Venture will be successful in replacing the Operators.

Proposal 3

Approval of the Prospect Wells

As described in the Memorandum, the Venture intends to acquire working interest in the Prospect Wells, subject to increase or decrease as described in the Memorandum and in the Venture Agreement, and to participate in the drilling, completion and/or production thereof. This proposal ("Proposal 3") is to affirm the Venture's selection of and acquisition of working interest in the Prospect Wells as provided in the Memorandum.

Vote Required:

A vote of the Venturers owning a simple majority of the Units shall pass and approve Proposal 3. If a majority in interest of the Venturers vote against Proposal 3, then the Venture will undertake to identify new wells in which to acquire interests.

Proposal 4

Approval of Venture Expenditures and Turnkey Contract

As described in the Memorandum, in connection with the Venture's investment in the Prospect Wells, the Venture intends to enter into a Turnkey Contract with ENR (the "Turnkey Contract") pursuant to which ENR will, among other things, pay for the Venture's share of the costs to drill and complete the Prospect Wells, and pay all Organizational Costs (as defined in the Memorandum) relating thereto, all for an aggregate fixed price to the Venture of up to \$3,400,000 or \$100,000 per Unit subscribed.

Vote Required:

A vote of the Venturers owning a simple majority of the Units shall pass and approve Proposal 4. If a majority in interest of the Venturers vote against Proposal 4, then ENR will undertake attempt to negotiate a new Turnkey Contract with terms acceptable to the Venture.

BALLOT

ACKNOWLEDGEMENT AND VOTE OF PARTICIPATION
GRIZZLY RIDGE JOINT VENTURE

PROPOSAL 1: That Eagle Natural Resources, LLC serve as the Managing Venturer of the Venture, as more fully described in the notice to which this ballot is attached.

THE MANAGING VENTURER RECOMMENDS A VOTE FOR THIS PROPOSAL.

FOR AGAINST ABSTAIN

PROPOSAL 2: That Rockies Resources, Devon Energy, Fulcrum Energy and Javelin Operating be affirmed to serve as the Operators of the Prospect Wells, as more fully described in the notice to which this ballot is attached.

THE MANAGING VENTURER RECOMMENDS A VOTE FOR THIS PROPOSAL.

FOR AGAINST ABSTAIN

PROPOSAL 3: That the Venture acquire working interest in the Prospect Wells, as more fully described in the Memorandum and the notice to which this ballot is attached.

THE MANAGING VENTURER RECOMMENDS A VOTE FOR THIS PROPOSAL.

FOR AGAINST ABSTAIN

PROPOSAL 4: That the Venture approve the Turnkey Contract, as more fully described in the Memorandum and the notice to which this ballot is attached.

THE MANAGING VENTURER RECOMMENDS A VOTE FOR THIS PROPOSAL.

FOR AGAINST ABSTAIN

VENTURER:

ADDRESS:

(Signature)

(Name Printed or Typed)

Date: _____

Number of Units of Joint Venture Interest: _____