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AMENDMENT TO OIL AND GAS LEASE**State: TEXAS****County: ANDREWS****Lessor: Vicki Maly; 13912 Jeweled Desert Dr. Horizon City, TX 79928****Lessee: Clayton Williams Energy, Inc.; 6 Desta Drive, Ste. 3000, Midland, TX 79705****Effective Date: May 30th 2008**

Lessee, named above, is the present owner of an Oil and Gas Lease (the "Lease"), dated May 30th 2008, from Lessor, named above, recorded in Volume 921, page 194 of the Official Public Records of the county and state named above.

At the time the Lease was entered into, the description of the lands contained in the Lease was believed by Lessor and Lessee to cover, and was intended by them to cover, certain lands owned by Lessor.

Since the execution, delivery, and recording of the Lease, it has been discovered that the description of lands contained in the Lease does not adequately describe the lands Lessor intended to lease to Lessee. Lessor and Lessee desire to amend and correct the description of lands contained in the Lease to accurately identify the lands to be covered by the Lease.

For adequate consideration, and the further consideration of the obligations and agreements contained in the Lease, Lessor acknowledges and agrees that the Lease shall cover, and the Lease is amended, so that it now covers the following lands in the county and state named above:

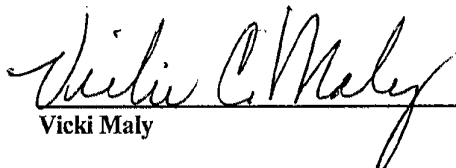
South One-Half (S/2) and Northwest Quarter (NW/4) of Section 22; South One-Half (S/2) of Section 28, All in Block 3, Public School Land Survey;

Lessor ratifies, adopts, and confirms the Lease and extends the Lease to cover the lands described in this Amendment as if the description of lands set out above had been originally included in the Lease. Lessor grants, leases, and lets to Lessee, its successors and assigns, the lands described in this Amendment for the purposes and upon the terms, conditions, and provisions contained in the Lease.

This Amendment shall be binding for all purposes on Lessor and Lessor's successors, heirs and assigns.

This Amendment is signed by Lessor and Lessee as of the date of the acknowledgment of their signatures below, but is effective for all purposes as of the Effective Date stated above.

LESSOR:


Vicki Maly

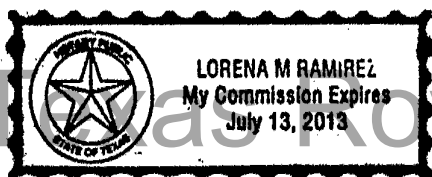
LESSEE:**CLAYTON WILLIAMS ENERGY, INC.**By: 

Greg S. Welborn, Vice President - Land and Lease

Acknowledgements

STATE OF TEXAS §
 COUNTY OF El Paso §

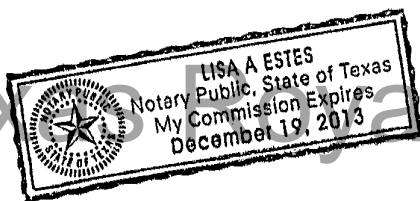
This instrument was acknowledged before me on this the 25 day of July, 2011, by the said Vicki Maly.



Lorena Ramirez
 Notary Public, State of TEXAS
 My Commission Expires: July 13, 2013

STATE OF TEXAS §
 COUNTY OF MIDLAND §

This instrument was acknowledged before me on this the 16th day of September, 2011, by the said Greg S. Welborn, Vice-President – Land and Lease of CLAYTON WILLIAMS ENERGY, INC., a Delaware corporation, on behalf of said corporation.



Lisa A. Estes
 Notary Public, State of TEXAS
 My Commission Expires: 12-19-2013

Texas Royalty Brokers

FILED for record on the 3rd day of October 2011 at 12:59 O'Clock P.M.
 RECORDED on the 4th day of October 2011 at 8:30 O'Clock A.M.
 RETURNED TO: Clayton Williams Energy Inc
 6 Desta Dr Ste 1875
 Midland, TX 79705-9976
 KENDA HECKLER, COUNTY CLERK
 by Terry Hoorn Deputy

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