

MEMORANDUM OF SURFACE USE AGREEMENT

(Tiffany 32-7, 12 No. 6 Well from the JR No.12-2 Well Location)

This MEMORANDUM OF SURFACE USE AGREEMENT ("Memorandum") is provided by XTO Energy Inc., a Delaware Corporation, the address of which is 810 Houston Street, Fort Worth, TX 76102-6298 ("XTO or "Operator), and Tiffany Development Group, LLC, A Colorado Limited Liability Company, whose address is 226A North Honeysuckle Ave., Pagosa Springs, Colorado 81147 ("Surface Owner").

Notice is hereby given that XTO and Surface Owner have entered in a Surface Use Agreement dated the 16 of July, 2010, concerning a proposed gas well known as the Tiffany 32-7, 12 #6 (the "Additional Well") to be located on the well pad of an existing gas well known as the JR No. 12-2 (the "Existing Well") or reasonable expansion or modification thereof. Both wells are or will be located on the below described property and will be or have been drilled pursuant to underlying oil and gas lease(s) and applicable permits. Under the Surface Use Agreement, Surface Owner and Operator have agreed to certain specific matters in connection with XTO's right to use the surface estate of the following property:

Parcel 4 (with certain other Parcels) of Tiffany Ranch according to the official Plat thereof filed for record on June 27, 2008, at Reception No. 979306, La Plata County, Colorado, which is situated in the SE1/4 of Section 12, Township 32 North, Range 7 West, N.M.P.M.

This memorandum constitutes notice to all interested parties of the existence of the Surface Use Agreement. Furthermore, any successor or assign of either XTO or Surface Owner shall be bound by the terms and conditions of the Surface Use Agreement. In the event that any party acquires any rights or interests in the surface estate of the Property, such rights or interests shall be subject to the terms and conditions set forth in the Surface Use Agreement. For more information, contact either XTO or Surface Owner.

Under Colorado Oil and Gas Conservation Commission (the "COGCC") Notice and Consultation Rules 305.e, 305.e(1)(A), 305.e(7), 306.a. and 306.a(3), Surface Owner acknowledges and agrees that Operator has complied with all notice and consultation requirements of COGCC Rules 305 and 306. Surface Owner also waives the right to receive notices under the La Plata County Code including, but not limited to, Section 90-77 of said Code.

THIS MEMORANDUM, AS MODIFIED HERE AND WITH THE REVISION BELOW TO SURFACE OWNER: THE WAIVER PARAGRAPH HEREIN, AGREED WITH BY SURFACE OWNER AND OPERATOR.
Tiffany Development Group, LLC, A Colorado Limited Liability Company

By: [Signature]

Name: Bob Lynch
Title: Managing Partner

OPERATOR:

XTO Energy Inc., a Delaware corporation

By: _____

Name: Edwin S. Ryan, Jr.

Title: Senior Vice President – Land Administration

Date: 7-16-2010

THE 305.e(7) WAIVER BEING ONLY APPLICABLE TO PLANNED DRILLING AND COMPLETION ACTIVITIES UNDER THE SURFACE USE AGREEMENT. XTO IN COMPLIANCE WITH COGCC RULES SHALL PROVIDE SURFACE OWNER NOTICE AS REQUIRED FOR SUBSEQUENT ACTIVITIES.

ACKNOWLEDGEMENTS

STATE OF Colorado)
)ss.
COUNTY OF LA PLATA)

The foregoing instrument was acknowledged before me this 16th day of JULY, 2010 by Bob Lynch, Managing Partner of Tiffany Development Group, LLC, A Colorado Limited Liability Company, on behalf of said company.

WITNESS my hand and official seal.

Mike Simone
Notary Public

(SEAL)

MAY 11, 2014
My Commission Expires



My Commission Expires 5-11-14

STATE OF TEXAS)
)ss.
COUNTY OF TARRANT)

This instrument was acknowledged before me on the _____ day of _____, 2010 by Edwin S. Ryan, Jr., Senior Vice President – Land Administration of XTO Energy Inc., a Delaware corporation, on behalf of said corporation.

WITNESS my hand and official seal.

Notary Public

(SEAL)

My Commission Expires