

MEMORANDUM OF OIL, GAS AND HYDROCARBON LEASE

THE STATE OF COLORADO    §  
  §        KNOW ALL MEN BY THESE PRESENTS:  
COUNTY OF WELD            §

NOTICE OF RECORD is hereby made for all purposes to that certain Oil, Gas and Hydrocarbon Lease dated effective January 12, 2011, by and between Cass Farms Company, a Colorado Corporation, whose address is 43251 Weld County Road 392, Briggsdale, Colorado 80611, (hereinafter referred to as "Lessor"), and El Dorado Rocky Mountain Partners, L.P., with offices at 401 Congress Ave., Suite 1600, Austin, Texas 78701 (hereinafter referred to as "Lessee"), whereby Lessor leased, demised and let unto Lessee for the sole and only purpose of investigating, exploring, prospecting, drilling and operating for, developing and producing oil and gas from all of those certain lands situated in Weld County, Colorado, more particularly described below:

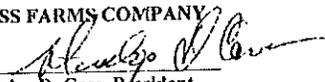
TOWNSHIP 8 NORTH, RANGE 62 WEST, 6TH P.M.  
SECTION 34: ALL

CONTAINING 640.00 ACRES, MORE OR LESS

Said lease provides for a primary term of five (5) years from January 12, 2011 with a Pooling Clause and an option to extend for two (2) additional years. The terms of the oil and gas lease not set out above are confidential and will not be recorded, or published to third parties, without permission of the Lessors; provided, Lessee has the right to publish the terms of the lease to any working interest or partner in the lease, purchasers of production, and the Lessee's tax advisors and accountants

Executed copies of said Oil and Gas Lease are in the possession of Lessor and Lessee.

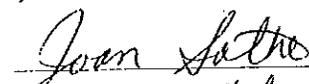
Lessor:

CASS FARMS COMPANY  
  
Stanley D. Cass, President

STATE OF COLORADO    §  
COUNTY OF Weld       §

On this 4 day of Feb, 2011, before me personally appeared Stanley D. Cass, to me personally known, who, being by me duly sworn did say that he is the President of Cass Farms Company, a Colorado corporation and that said instrument was signed in behalf of said corporation by authority of its Board of Directors, and said Stanley D. Cass acknowledged said instrument to be free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal the day and year last above written.

  
Notary Public, State of Colorado

Notary's Commission Expires: 2-1-2014

