

**MEMORANDUM OF  
SURFACE ACCESS, USE AND COMPENSATION AGREEMENT**

This **MEMORANDUM OF SURFACE ACCESS, USE AND COMPENSATION AGREEMENT** ("**Memorandum**") is executed this 29th day of August 2011, by and between James C. Wandell and Betty Anne Wandell, husband and wife whose address is P.O. Box 770715, Steamboat Springs, CO, 80477 hereinafter referred to as ("**Surface Owner**"), and **SWEPI LP**, with an address of P.O. Box 576, Houston, Texas 77001-0576 hereinafter referred to as ("**Operator**").

WHEREAS, State of Colorado Board of Land Commissioners, as mineral owner, granted unto SWEPI LP, Lessee, certain rights under the Oil and Gas Lease dated November 14, 2006 and May 15, 2007 ("**Subject Lease**"), attached hereto and made a part thereof, which rights affect 1,293.00 acres, more or less. SWEPI LP, as Operator and Lessee, under that Oil and Gas Lease, is the current leasehold owner of the Subject Lease.

WHEREAS, Surface Owner owns record title to the surface estate of the lands described under the Exhibit "A, which is attached hereto and made a part hereof and is hereinafter referred to as the "**Subject Lands**", being the same lands as described in the Subject Lease.

WHEREAS, Surface Owner and Operator have entered into that certain Surface Access, Use and Compensation Agreement, dated of even date herewith ("**Agreement**"), wherein Surface Owner has granted Operator the right of use and occupancy to the Subject Lands, subject to the terms and conditions set forth in the Agreement and the Subject Lease, and Surface Owner and Operator desire to record this Memorandum in the Routt County, Colorado real property records to provide public notice of the Agreement.

**NOW, THEREFORE**, Surface Owner and Operator hereby record with the Routt County, Colorado, Recorder, this Memorandum, evidencing Surface Owner's and Operator's respective rights and obligations under the Agreement, to serve as notice of such rights and obligations. Surface Owner and Operator hereby incorporate the Agreement by reference herein and hereby republish all of the terms and conditions thereof. The terms of the Agreement shall run with the Subject Lands, and shall be binding upon the successors and assigns of Surface Owner and Operator respectively.

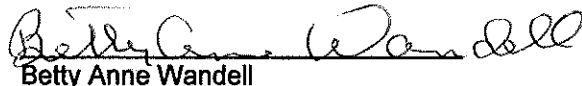
Surface Owner acknowledges and agrees that upon execution of the Agreement, Operator has fully complied with and satisfies all provisions of the Colorado Surface Owner's Protection Act.

This document may be executed and acknowledged in counterparts, all of which executed and acknowledged counterparts shall together constitute a single document. Signature and acknowledgment pages may be detached from the counterparts and attached to a single copy of this document to form physically one document.


Dated effective as of the date first written above.

**SURFACE OWNER**

  
James C. Wandell

  
Betty Anne Wandell

**OPERATOR**

By:   
Jeff Turnbull  
Title: Attorney-in-Fact