

MEMORANDUM OF AGREEMENT

STATE OF COLORADO)
) ss.
COUNTY OF WELD)

This Memorandum is made this 17th day of December 2010, by Noble Energy, Inc. ("Noble"), 1625 Broadway, Suite 2200, Denver, CO 80202.

On November 30, 2010, Magness Land Holdings LLC, ("Surface Owner") and Noble entered into a Surface Use Agreement (the "Agreement") providing for the use of the surface of the land described below by Noble in connection with certain oil and gas operations and the compensation to Surface Owner for all damages (except as provided in the Agreement) to the surface of the land associated with the drilling, testing, completion, recompletion, reworking, reentry, pumping, operation and maintenance of the wellsites to be located in:

Township 3 North, Range 67 West, 6th P.M.
Section 25: SW/4

This Memorandum of Agreement is executed by Noble and placed of record in Weld County, Colorado for the purpose of placing all persons on notice of the existence of the Surface Use Agreement. A true and complete copy of the Agreement is available from Noble to any person with an interest in the above-described land.

NOBLE ENERGY, INC.

By: *P. David Padgett*
P. David Padgett, Attorney-in-Fact *mbw*

STATE OF COLORADO)
CITY AND) ss.
COUNTY OF DENVER)

The foregoing instrument was acknowledged before me this 17th day of December 2010, by P. David Padgett, Attorney-in-Fact for Noble Energy, Inc., a Delaware corporation, on behalf of said corporation

[SEAL]



Melissa B. Wittler
Notary Public

My commission expires: 04/24/2014