

MEMORANDUM OF SURFACE AGREEMENT

THE STATE OF COLORADO

COUNTY OF WELD

§  
§  
§

KNOW ALL MEN BY THESE PRESENTS:

10602031

Electronically Recorded  
Chesapeake Operating, Inc.

WHEREAS, **Steven R. Schultz and Chris A. Schultz**, hereinafter referred to as "Owner, and **Chesapeake Operating, Inc.**, an Oklahoma Corporation, hereinafter referred to as ("Operator"), entered into a Surface Agreement (the "Agreement") dated 3rd of May, 2011 to the surface of the lands located in Weld County, Colorado described as:

Township 7N, Range 62W, 6th P.M.

Section 34: SW/4, (being lots C and D,) and the NW/4, Weld County, CO

AND WHEREAS, Owner and Operator wish to give notice that said Surface Agreement lets the above described acreage unto Operator upon and subject to the terms, conditions, limitations, covenants, exceptions and reservations contained in said Agreement.

NOW, THEREFORE, the undersigned parties hereby give notice of: (i) the terms and provisions of the Agreement shall be binding upon the successors and assigns of the parties hereto and shall be deemed a covenant running with the lands described above; (ii) the Agreement may be continued in force hereafter in accordance with the provisions set out in said Agreement; (iii) the terms, conditions, limitations, covenants, exceptions and reservations of said Agreement are incorporated into originals of the Agreement and are kept by Owner and Operator at their offices where the same may be examined by any person having the lawful right or legitimate interest therein.

IN WITNESS WHEREOF, this instrument is executed effective the 3rd day of June, 2011.

OWNER:

Steven R. Schultz and Chris A. Schultz

BY:

Steven R. Schultz  
Steven R. Schultz

BY:

Chris A. Schultz  
Chris A. Schultz

OPERATOR:

Chesapeake Operating Inc.

BY:

Randall Rodrigue  
Randall Rodrigue  
Manager - Field, Western Division

**ACKNOWLEDGMENTS**

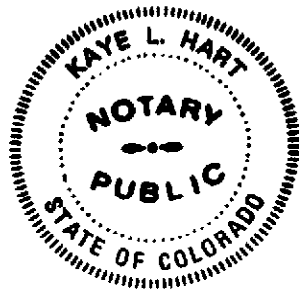
STATE OF COLORADO     )  
                                      )  
COUNTY OF WELD        )

3rd BEFORE me, the undersigned, a Notary Public in and for said County and State, on this day of June, 2011, personally appeared Steven R. Schultz and Chris A. Schultz, appeared to me known to be the identical persons who executed the within and foregoing instrument, and acknowledged to me that they executed the same as their free and voluntary act and deed, for the uses and purposes therein set forth.

Given under my hand and seal the day and year last above written.

My Commission expires:  
4-1-13

Kaye L. Hart  
Notary Public in and for the State of Colorado



STATE OF OKLAHOMA     )  
                                      )  
COUNTY OF OKLAHOMA    )

9th BEFORE me, the undersigned, a Notary Public in and for said County and State, on this day of June, 2011, personally appeared Randall Rodrigue, Manager – Field, Western Division of Chesapeake Operating, Inc., to me known to be the identical person who subscribed the name of the maker thereof to the foregoing instrument and acknowledged to me that he executed the same as his free and voluntary act and deed and as the free and voluntary act and deed of such corporation, for the uses and purposes therein set forth.

Given under my hand and seal the day and year last above written.

My Commission expires:  
02/24/15

Randi Rex  
Notary Public in and for the State of Oklahoma



Record & Return to:  
Chesapeake Operating, Inc.  
P.O. Box 18496  
Oklahoma City, OK 73154

*S.R.S.*

*CH*