

MEMORANDUM OF
SURFACE USE AGREEMENT

This MEMORANDUM OF SURFACE USE AGREEMENT ("Memorandum") is made and executed as of the 26th day of March, 2012, to evidence that:

A Surface Use Agreement ("Agreement") dated the 6th day of March, 2012 was entered into by and between **Randall S. Lantz and Pamela A. Lantz**, whose address is 142 Silverton Circle, Parachute, Colorado 81635 ("Surface Owner") and **WPX Energy Rocky Mountain, LLC**, whose address is 1058 County Road 215, Parachute, Colorado 81635 ("Operator"), with Surface Owner and Operator collectively known as the "Parties," which, among other provisions, provides as follows:

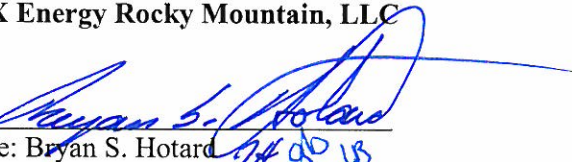
- 1) Surface Owner agrees that Operator may use the one (1) new proposed surface location for the drilling, completion, and operation as described on the attached Exhibit "A"; and,
- 2) This Memorandum shall be construed as a covenant running with the Lands and shall be binding on any and all personal representatives, successors, and assigns of the Parties.

This Memorandum is being executed by the Operator, on behalf of the Parties, for the primary purpose of recording and thus advising all interested parties of the existence and validity of such Agreement. The exact terms and conditions of the Agreement are more fully stated in the unrecorded instrument on file with the respective Parties. This Memorandum shall constitute notice to all parties of the existence of this Agreement as though it was described in total detail herein.

IN WITNESS WHEREOF, this Memorandum is executed as of the date set forth above.

Operator:

WPX Energy Rocky Mountain, LLC

By: 
Name: Bryan S. Hotard
Title: Attorney-In-Fact

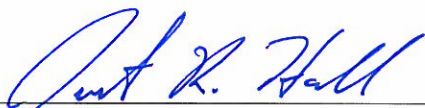
Acknowledgement

STATE OF COLORADO)
)
COUNTY OF GARFIELD)

On this 26th day of March, 2012, before me, the undersigned, a Notary Public in and for said County and State, personally appeared **Bryan S. Hotard** known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed same in the capacity of **Attorney-In-Fact** of **WPX Energy Rocky Mountain, LLC**.

My Commission Expires: 05/16/2015

JUSTIN R. HALL
NOTARY PUBLIC
STATE OF COLORADO
My Commission Expires 05/16/15


Notary Public



Reception#: 816989
04/05/2012 03:04:54 PM Jean Alberico
2 of 2 Rec Fee:\$16.00 Doc Fee:0.00 GARFIELD COUNTY CO

Exhibit "A"

Attached to and made a part hereof that certain MEMORANDUM OF SURFACE USE AGREEMENT dated this 26th day of March, 2012.

