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**MEMORANDUM OF SURFACE USE AGREEMENT
(Pelican Hills Area)**

State: Colorado
County: Weld
Operator: Tekton Windsor, LLC
Operator's Address: 640 Plaza Drive, Suite 290, Highlands Ranch, CO 80129
Surface Owner: Vima Partners, LLC
Surface Owner's Address: 1625 Pelican Lakes Point, Suite 210, Windsor, CO 80550
Effective Date: November 14, 2011

Notice is hereby given that Operator and Surface Owner, named above, (hereinafter collectively, the "Parties") entered into a confidential Surface Use Agreement including exhibits attached thereto, dated effective November 14, 2011, (hereinafter, the "SUA") which covers lands located in the County and State named above, more fully described as follows:

Surface Use Area

Township 6 North, Range 67 West, 6th P.M.

Section 32: NW/4NW//4NE/4

As generally depicted on Exhibit "A" attached hereto.

The SUA contains the terms and conditions regarding the drilling of oil and gas wells and use of the surface including, but not limited to, drilling and production activities, workovers, well deepening, recompletions, fracturing and replacement wells along with the access roads thereto and easements associated with flowlines, gathering lines and pipelines. Such roads, flowlines, gathering lines and pipelines may be located outside of the Surface Use Area and will be described in recorded Grants of Easement subsequent to construction.

The terms, covenants and conditions of the SUA shall be binding upon and inure to the benefit of the Parties and their respective successors and assigns.

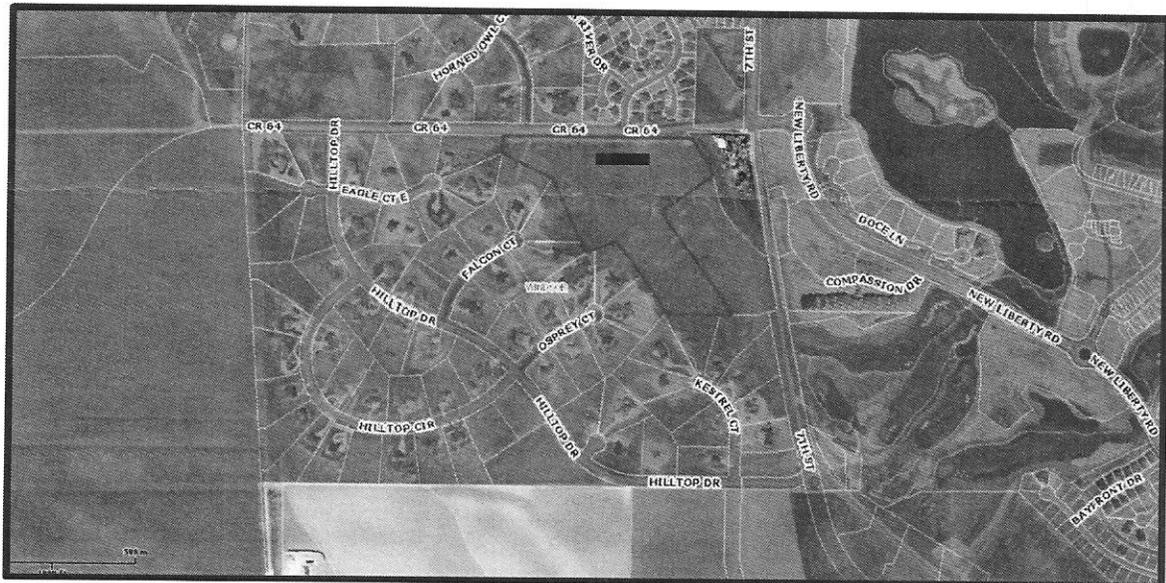
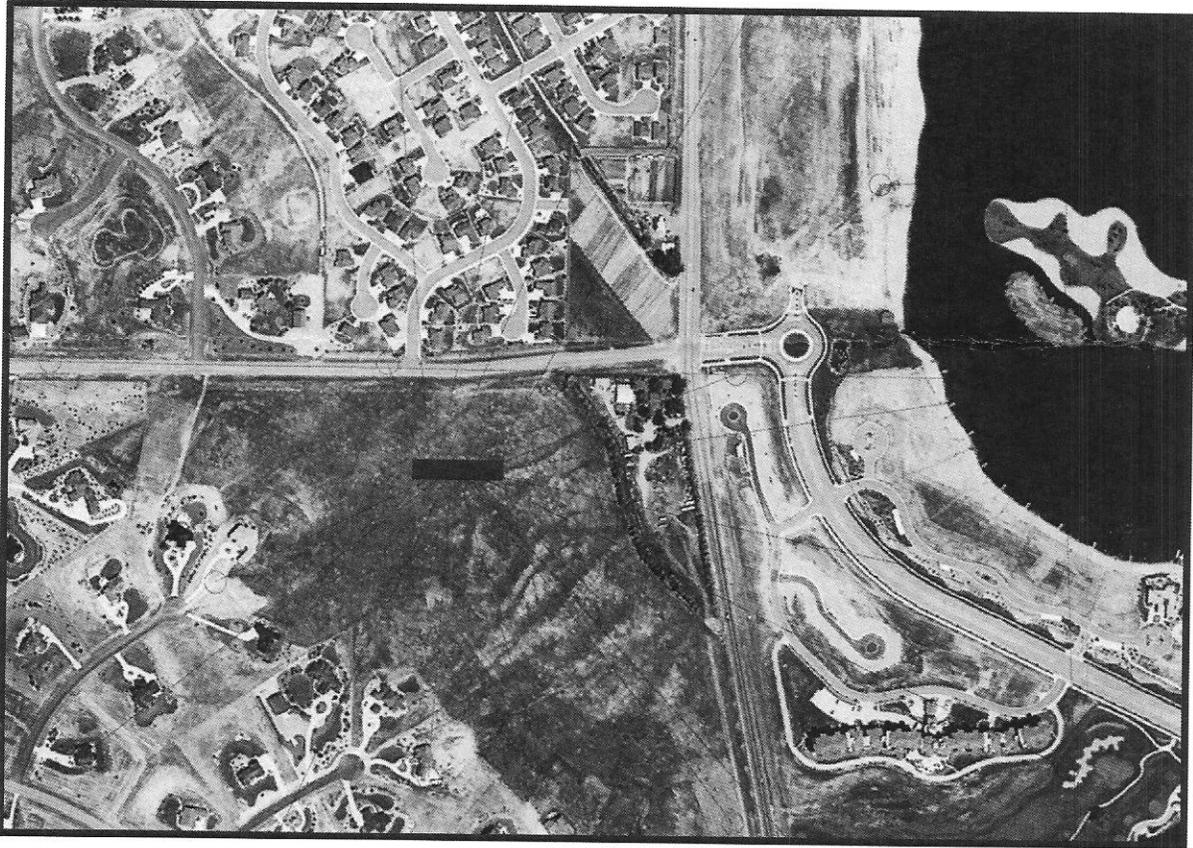
The SUA between them may be amended and supplemented from time to time in the future, and any inquiry as to the contents of the SUA should also include an inquiry as to the contents of any and all such amendments and supplements.

EXHIBIT "A" TO MEMORANDUM OF SURFACE USE AGREEMENT

Well Pad Location

(Pelican Hills – NW/4NW/4NE/4-32-T6N-R67W)

Approximate Location: Latitude 40 26' 59.12" N, Longitude 104 54' 53.5" W



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3 of 3 R 21.00 D 0.00 Steve Moreno Clerk & Recorder