

**MEMORANDUM OF  
SURFACE USE AGREEMENT**

This Memorandum of Surface Use Agreement ("Memorandum") is made and executed as of the 20 day of May, 2013 to evidence that:

The Surface Use Agreement ("Agreement") dated the 12 day of May, 2013 was entered into by and between Morgan Ranch, LLLP whose address is 1483 Fir Court, Rifle, CO 81650 ("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:

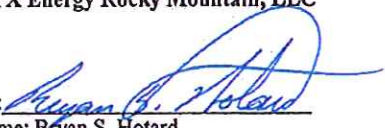
- 1) Surface Owner agrees that Operator may construct and use one (1) Oil and Gas Operations Area for the drilling, completion, and operation as described on the attached Exhibit "A"; and,
- 2) This Memorandum shall be construed as a covenant running with the Lands and shall be binding on any and all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

This Memorandum is being executed by the 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 which 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, the Operator, on behalf of the Parties, has executed this Memorandum as of the date first above written.

Operator:

WPX Energy Rocky Mountain, LLC

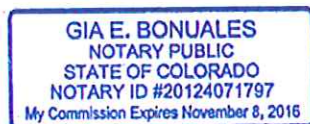
By:   
Name: Bryan S. Hotard  
Title: Attorney-In-Fact

**Acknowledgements**

STATE OF COLORADO     )  
                                      )  
COUNTY OF GARFIELD    )

On this 20 day of May, 2013, 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: 11/8/2016




  
Notary Public

Exhibit "A"

Attached to and made part hereof that certain Memorandum of Surface Use Agreement dated this 20 day of MAY, 2013, by and between Morgan Ranch, LLLP, Surface Owner, and WPX Energy Rocky Mountain, LLC, Operator

