



02166882

**MEMORANDUM OF SURFACE USE AGREEMENT**

State: Colorado

County: Moffat

Owner: Rio Ro Mo Acres, LLC, 24319 County Road 17, Craig, CO 81625

Operator: Axia Energy, LLC, 1430 Larimer Street, Suite 400, Denver, Colorado 80202

Effective Date: May 1, 2013

As of the Effective Date stated above, Owner, named above, executed and delivered to Operator, named above, a Surface Use Agreement (the "SUA") in which Owner has granted Operator certain rights to access the lands described below ("The Lands") for the purpose of exploring for and producing oil and gas from its oil and gas leases underlying or adjacent to the Lands and to construct drill pads, to drill oil and gas wells, and to construct and maintain associated production facilities, including pipelines. The Lands, all of which are situated in Moffat County, Colorado, are described as follows:

TOWNSHIP 8 NORTH RANGE 93 WEST 6TH PM**SECTION 8: SWSW****SECTION 17: W2W2, SESW****SECTION 18: LOTS 1-4, E2W2, E2****SECTION 19: LOTS 1-4, E2W2, E2****SECTION 20: LOTS 1-3, N2SW, NW, E2****SECTION 29: LOTS 2-4, 11****SECTION 32: LOTS 1-15, NWNW, E2SE, SWSE LESS A 55.64 ACRE TRACT IN S/2 M/B DESCRIBED 2009-1538**

**** This agreement is specifically restricted to the well pad, completion pit, and access associated with the Bulldog #17-11H-893/Bulldog #17-21H-893 well pad. Survey plats associated with this agreement are attached to the Surface Use Agreement.**

This SUA shall terminate upon the later of: (i) the expiration or termination of the underlying oil and gas leases held by Operator, its successor or assigns; (ii) upon completion of final reclamation on the lands by Operator, its successors or assigns or (iii) unless otherwise agreed, the rights and obligations shall terminate when Operations cease to exist (cease to exist is defined as no Well Pad activity for a period of 12 months).

This Memorandum of Surface Use Agreement is executed by Owner and Operator and placed of record in the county in which the Lands are located for the purpose of placing all persons on notice of the existence of the Surface Use Agreement, which is not, at the request of both parties, being filed of record.

This Memorandum is signed by Owner and Operator, as of the date of the acknowledgment of their signatures below, but is effective for all purposes as of the Effective Date stated above.

OWNER:

By: _____

Rodney Culverwell – Rio Ro Mo Acres, LLC

By: _____

Margaret Culverwell – Rio Ro Mo Acres, LLC

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MAY 28 2013

COGCC

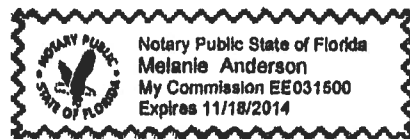
STATE OF GOLORADO Florida)

COUNTY OF Alnus)

The foregoing instrument was acknowledged before me this 25th day of April, 2013 by Rodney & Margaret Culverwell – Rio Ro Mo Acres, LLC.

Witness my hand and official seal.

My commission expires: NOV 18, 2014



Melanie Anderson

OPERATOR:

AXIA ENERGY, LLC

By: _____

Tab McGinley, Vice President of Land



Acknowledgement

Notary Public

STATE OF COLORADO)
)
COUNTY OF DENVER)

The foregoing instrument was acknowledged before me this 15th day of May, 2013, by Tab McGinley, appearing herein in his capacity as Vice President of Land of Axia Energy, LLC

Witness my hand and official seal.

My commission expires: 7/6/13



Marci A. Winston
Notary Public

Address: 1430 Larimer Street
Suite 400
Denver, Colorado 80202