

**MEMORANDUM OF COMPATIBLE DEVELOPMENT
AND SURFACE USE AGREEMENT**


Pursuant to the terms of that certain unrecorded Compatible Development And Surface Use Agreement dated effective the 28th day of June, 2013 between the undersigned, and subject to the conditions set forth therein, Del Camino East Properties, LLC ("Owner") with an address of 9116 West Bowles Avenue, No. 15, Littleton, Colorado 80123 and Encana Oil & Gas (USA) Inc., a Delaware corporation ("Encana") with an address of 370 17th Street, Suite 1700, Denver, Colorado 80202, agreed to the compatible use of the surface for development and for oil and gas operations including drilling, construction, completion, recompletion, reworking, re-entry, production, maintenance and other operations located on the following land:

Township 2 North, Range 68 West, 6th P.M. Weld County, Colorado
Section 14: N/2

This Memorandum of Compatible Development and Surface Use Agreement is executed by Owner and Encana and placed of record in Weld County, Colorado for the purpose of placing all persons on notice of the existence of the Agreement. A true and complete copy of the Agreement is available at the offices of Encana.

In witness whereof this instrument is executed effective the 28th day of June, 2013.

ENCANA OIL & GAS (USA) INC.

By: 
Helen M. Capps, Attorney-in-Fact *KA*

OWNER

DEL CAMINO EAST PROPERTIES, LLC
A Colorado limited liability company

By: Genesis Firestone, LLC,
a Colorado limited liability company,
its Manager

By: MGRS Capital Group, LLC,
a Colorado limited liability company,
its Manager

By: 8898, Inc.,
a Colorado corporation,
its Manager

By: _____
Miles R. Grant, President

ACKNOWLEDGEMENTS

STATE OF COLORADO)
)ss
CITY AND COUNTY OF DENVER)

On this 28th day of June, 2013, before me personally appeared Helen M. Capps, who, being by me duly sworn, did say that she is an Attorney-in-Fact for Encana Oil & Gas (USA) Inc., that she signed the foregoing instrument on behalf of said corporation and acknowledged the instrument to be the free and voluntary act and deed of said corporation for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I hereunto set my hand and affixed my official seal the day and year first above written.

My Commission Expires: 08/17/2015

(SEAL)

MARIAN M. LEARNED
Notary Public
State of Colorado

Notary Public:

STATE OF COLORADO)
)ss
CITY AND COUNTY OF DENVER)

On this ____ day of _____, 2013, before me personally appeared Miles R. Grant, who, being by me duly sworn, did say that he is President for 8898, Inc., a Colorado corporation, which is Manager of MGRS Capital Group, LLC, a Colorado limited liability company, which is manager of Genesis Firestone, LLC, a Colorado limited liability company, which is manager of Del Camino East Properties, LLC, a Colorado limited liability company, that he signed the foregoing instrument on behalf of said corporation and acknowledged the instrument to be the free and voluntary act and deed of said corporation for the uses and purposes therein set forth.

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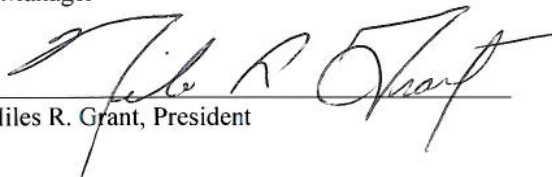
OWNER

DEL CAMINO EAST PROPERTIES, LLC
A Colorado limited liability company

By: Genesis Firestone, LLC,
a Colorado limited liability company,
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My Commission Expires: 08/11/2015

(SEAL)

Notary Public: [Signature]

