

MEMORANDUM OF SURFACE USE AGREEMENT

Pursuant to the terms of that certain unrecorded Surface Use Agreement dated effective the 25th day of July, 2013 between the undersigned, and subject to the conditions set forth therein, Encana Oil & Gas (USA) Inc. ("Encana") with an address at 370 17th Street, Suite 1700, Denver, Colorado 80202, and WWD LLC, a Colorado limited liability company ("Owner") with an address at P.O. Box 1937, Longmont, Colorado 80502, agreed to the location of wells and payment for damages to the surface of land connected with the access to and the drilling, construction, completion, recompletion, reworking, re-entry, production, maintenance and operations of the wells and associated pipelines, tank batteries and other facilities or property of Encana associated with the wells and located on the following land:

Township 1 North, Range 68 West, of the 6th P.M.
Section 29: A metes and bounds description in the S½
containing 293.4793 acres more or less.
Weld County, Colorado

This Memorandum of 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.

In witness whereof this instrument is executed effective the 25th day of July, 2013.

ENCANA OIL & GAS (USA) INC.



CO
FA
Helen M. Capps
Attorney-In-Fact

OWNER:

**WWD, LLC, a Colorado limited
liability company**



Susan M. Pratt, Manager

ACKNOWLEDGMENTS

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

The foregoing instrument was acknowledged before me this 25th day of July, 2013, by Helen M. Capps, Attorney-In-Fact of Encana Oil & Gas (USA) Inc. a Delaware corporation, on behalf of said corporation.

Witness my hand and official seal.



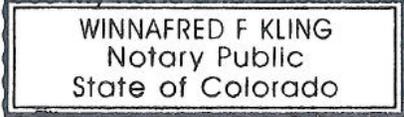
My commission expires 01/26/2014

Cynthia Owens
Notary Public
My Commission Expires: 1/26/14

STATE OF COLORADO)
) ss.
COUNTY OF BOULDER)

The foregoing instrument was acknowledged before me this 25th day of July, 2013, by Susan M. Pratt, Manager, of WWD, LLC, a Colorado limited liability company.

Witness my hand and official seal.



My Commission Expires April 02, 2015

W. Kling
Notary Public
My Commission Expires: 4/2/2015