

**MEMORANDUM AMENDMENT OF
SURFACE USE AGREEMENT**

This Memorandum of Surface Use Agreement ("Memorandum") is made and executed as of the 7 day of August, 2013 to evidence that:

The Surface Use Agreement ("Agreement") dated the 7 day of August, 2013 was entered into by and between **The W. James Langstaff Trust dated February 9, 1996, W J. Langstaff and Alberta M. Langstaff as trustees, as to 50%** whose address is 153 Hwy 325, Rifle, Colorado 81650 and the **Setsuko Langstaff Trust dated June 24, 2009, Duane Antes as trustee, as to 50%** whose address is PO Box 1150, Glenwood Springs, Colorado 81602 ("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, as depicted on the attached Exhibit "A", for operations in connection with the drilling, completion, and production of oil and gas wells; 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.
- 3) Operator is authorized to represent Surface Owner in the submittal and processing of any required Garfield County permits on the Lands, including, but not limited to, Small Temporary Employee Housing and Individual Sewage Disposal System permits.

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 Parties have executed this Memorandum as of the date first above written.

Surface Owner:

The W. James Langstaff Trust dated February 9, 1996

By: W. James Langstaff
W. James Langstaff, as trustee

By: Alberta M. Langstaff
Alberta M. Langstaff, as trustee

Operator:

WPX Energy Rocky Mountain, LLC

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

Setsuko Langstaff Trust dated June 24, 2009

By: D. - COA TTE
Duane Antes, as trustee

ACKNOWLEDGMENTS

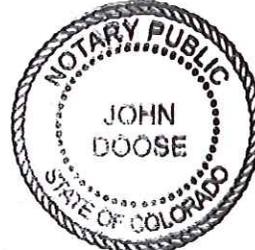
STATE OF COLORADO)

COUNTY OF Garfield)

On this 7 day of August, 2013, before me, the undersigned, a Notary Public in and for said County and State, personally appeared **W. James Langstaff** 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 **Trustee of The W. James Langstaff Trust dated February 9, 1996.**

My Commission Expires: 11/8/2015

John Dose
Notary Public



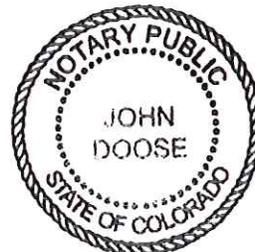
STATE OF COLORADO)

COUNTY OF Garfield)

On this 7 day of August, 2013, before me, the undersigned, a Notary Public in and for said County and State, personally appeared **Alberta M. Langstaff** known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that she executed same in the capacity of **Trustee of The W. James Langstaff Trust dated February 9, 1996.**

My Commission Expires: 11/8/2015

John Dose
Notary Public



My Commission Expires 11/08/2015

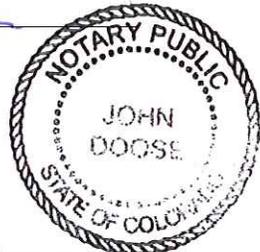
STATE OF COLORADO)
)
COUNTY OF Garfield)

On this 7 day of August, 2013, before me, the undersigned, a Notary Public in and for said County and State, personally appeared **Duane Antes** 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 **Trustee of the Setsuko Langstaff Trust dated June 24, 2009.**

My Commission Expires: 11/8/2015



Notary Public



My Commission Expires 11/08/2015

STATE OF COLORADO)
)
COUNTY OF GARFIELD)

On this 6 day of August, 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: 11/8/16



Notary Public

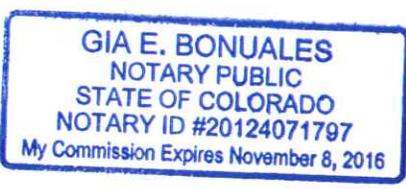


Exhibit "A"

Attached to and made apart hereof that certain Amendment of Surface Use Agreement dated this 7 day of August, 2013, by and between **W. James Langstaff Trust** dated **February 9, 1996**, and the **Setsuko Langstaff Trust** dated **June 24, 2009**, Surface Owner, and **WPX Energy Rocky Mountain, LLC**, Operator

| Well | Status | Surface Location | Well Pad | Plat Available |
|--------------|----------|------------------|--------------|----------------|
| RWF 413-16 | Drilled | NESW 16-T6S-R94W | RMV 12-16 | Yes |
| RWF 513-16 | Drilled | NESW 16-T6S-R94W | RMV 12-16 | Yes |
| RWF 423-16 | Drilled | NESW 16-T6S-R94W | RMV 12-16 | Yes |
| RWF 323-16 | Drilled | NESW 16-T6S-R94W | RMV 12-16 | Yes |
| RWF 523-16 | Drilled | NESW 16-T6S-R94W | RWF 324-16 | Yes |
| RWF 424-16 | Drilled | NESW 16-T6S-R94W | RWF 324-16 | Yes |
| RWF 514-16 | Drilled | NESW 16-T6S-R94W | Langstaff #1 | Yes |
| RWF 414-16 | Drilled | NESW 16-T6S-R94W | Langstaff #1 | Yes |
| **RWF 724-16 | Proposed | NESW 16-T6S-R94W | RMV 12-16 | Yes |

** New Well added per this Amendment