

**MEMORANDUM OF
SURFACE USE AGREEMENT**

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

The Surface Use Agreement ("Agreement") dated the 20th day of June, 2013 was entered into by and between Puckett Land Company whose address is 5460 South Quebec St, Suite 250, Denver, Colorado 80111 ("Owner") and WPX Energy Rocky Mountain, LLC whose address is 1058 County Road 215, Parachute, Colorado 81635 ("Operator"), with Owner and Operator collectively known as the "Parties," which, among other provisions, provides as follows:

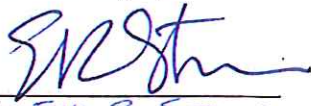
- 1) Owner agrees that Operator may construct and use one (1) Oil and Gas Operations Area, as depicted on the attached Exhibit "A", for operations in connection with the drilling, completion, and production of oil and gas wells; and,
- 2) This Memorandum shall be construed as a covenant running with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

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.

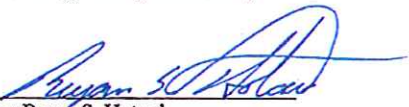
Owner:

Puckett Land Company

By: 
Name: ERIC R. STEARNS
Title: PRESIDENT

Operator:

WPX Energy Rocky Mountain, LLC

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

Acknowledgements

STATE OF COLORADO)
)
COUNTY OF ARAPAHOE)

On this 18th day of June, 2013, before me, the undersigned, a Notary Public in and for said County and State, personally appeared ERIC R. STEARNS 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 PRESIDENT of Puckett Land Company.

My Commission Expires: 8/18/2017

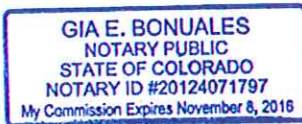


Raymond S. Anderson
Notary Public

STATE OF COLORADO)
)
COUNTY OF GARFIELD)

On this 20 day of June, 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



Gia E. Bonuales
Notary Public

After Recordation Please Return To:
WPX Energy Rocky Mountain, LLC
Attn: Land Dept.
PO Box 370
Parachute, CO 81635

EXHIBIT "A"

Attached to and made part hereof that certain Memorandum of Surface Use Agreement dated this 20th day of June, 2013, by and between Puckett Land Company, Owner, and WPX Energy Rocky Mountain, LLC, Operator

