



September 18, 2013

Clough Sheep Company, LLC
Attn: David Ryan McKenzie
P.O. Box 686
Rifle, Colorado 81650

RE: Proposed RWF 911-28D Injection Well
Township 6 South, Range 94 West, 6th P.M.
Section 21: S½SW¼
Garfield County, Colorado

Dear Mr. McKenzie,

Per the Water Injection Agreement dated February 1, 2012, by and between Clough Sheep Company, LLC and WPX Energy Rocky Mountain, LLC ("WPX"), a memorandum of which was recorded at Reception #814345 in the official records of the State and County named above, paragraph four states "*In the event that WPX is unable to convert the Wells into water injection wells, Clough hereby grants WPX the right to drill up to three (3) water injection wells from new or existing pads in Sections 20 and 21, Township 6 South, Range 94 West, 6th P.M.*" WPX would like to drill the Proposed RWF 911-28D Injection Well from the existing Clough 2A pad located in the SW¼ of Section 21, Township 6 South, Range 94 West, 6th P.M.

If you are in agreement with WPX adding the proposed RWF 911-28D injection well to the existing Clough 2A pad location, please acknowledge your acceptance of the foregoing by signing and inserting the date of execution below and returning one original to the WPX address listed below.

If you have any questions or concerns, please contact John Doose at (970) 263-2726 (O) or (970) 379-5688 (C).

Sincerely,

WPX Energy Rocky Mountain, LLC

Bryan S. Hotard
Field Land Team Lead – Piceance Basin

THE FOREGOING IS AGREED TO AND ACCEPTED this 18 day of September, 2013.

Clough Sheep Company, LLC

By:

Name: David Ryan McKenzie
Title: Manager