

MEMORANDUM OF SURFACE DAMAGE AND RELEASE AGREEMENT

Pursuant to the terms of that certain unrecorded Surface Damage and Release Agreement dated effective the 12th 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 Lupton Sunrise LLP ("Owner") with an address of 8791 Circle Drive, Westminster, CO 80031, 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 2 North, Range 66 West, of the 6th P.M.

Section 34: Part of the SE 1/4 of the SE 1/4 containing 40 acres, more or less
Weld County, Colorado

This Memorandum of Surface Damage and Release 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 12th day of July, 2013.

ENCANA OIL & GAS (USA) INC.



Helen M. Capps
Attorney-In-Fact

Lupton Sunrise LLP



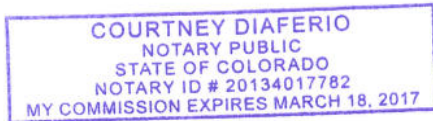
John Vandemoer
Manager

ACKNOWLEDGMENTS

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

The foregoing instrument was acknowledged before me this 23 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.



Notary Public
My Commission Expires: 03/18/2017

STATE OF COLORADO)
) ss.
COUNTY OF WELD)

The foregoing instrument was acknowledged before me this 12th day of July, 2013, by John Vandemoer as Manager of Lupton Sunrise LLP.

Witness my hand and official seal.



BARNEY L. HAMMOND 
Notary Public
My Commission Expires: 7/8/2015

AMENDMENT TO SURFACE DAMAGE AND RELEASE AGREEMENT

This Amendment to the Surface Damage and Release Agreement (this "Amendment") is made and entered into this 16th day of December 2013 by and between Lupton Sunrise L.L.P., ("Owner") with an address at 8791 Circle Drive, Westminster, CO 80031 and Encana Oil & Gas (USA) Inc. ("Encana") with an address at 370 17th Street, Suite 1700, Denver, Colorado 80202.

Whereas, Encana has the right to drill oil and gas wells (individually, a "Well") and the associated facilities on the lands described below (the "Lands"):

Township 2 North, Range 66 West, of the 6th P.M.
Section 34: East 1/2
Weld County, Colorado

Whereas, Owner is the owner of the above described Lands.

Whereas, Owner and Encana entered in to that certain Surface Damage and Release Agreement dated July 12th 2013 the ("Surface Use Agreement") to memorialize their agreement concerning the payment for damages to the surface of the Lands in connection with the access to and the drilling, construction, completion, recompletion, reworking, re-entry, production, maintenance and operation of the Well and all pipelines, tank batteries and other facilities or property of Encana or its affiliates associated with the Well and located on the above described Lands.

Whereas, Owner and Encana wish to amend certain provisions of the Surface Damage and Release Agreement as set forth below.

NOW, THEREFORE, for and in consideration of the covenants and agreements contained herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Owner and Encana agree as follows:

AGREEMENT

1. Amendment to Exhibit "A". Exhibit "A" of the Surface Damage and Release Agreement is deleted in its entirety and replaced with the Revised Exhibit "A" dated 12/16/2013 and attached to this Amendment. The Revised Exhibit "A" dated 12/16/2013 attached shows the additional three (3) McConahay wells Encana intends to drill on the Owners property.

2. Execution. This Amendment may be executed in one or more counterparts, each of which shall be deemed an original and when taken together shall constitute one and the same document. Facsimile and/or electronic copies of signatures shall be binding.

3. Effect of Amendment. Except as specifically amended by this Amendment, the terms and provisions stated in the Surface Damage and Release Agreement shall remain in full force and effect. This Amendment and the Surface Damage and Release Agreement, including all exhibits to such documents, constitute the entire agreement between the parties and supersede all prior and contemporaneous agreements and understandings of the parties. In the event of any inconsistency, the terms and provisions of this Amendment shall control over and modify the terms and provisions of the Surface Damage and Release Agreement.

4. Binding Effect. This Agreement shall be binding upon and inure to the benefit of the parties' heirs, successors and assigns.

IN WITNESS WHEREOF, the parties have executed this Amendment on the day and year first written above.

Encana Oil & Gas (USA) Inc.


Eric L. Root
Attorney-In-Fact

Lupton Sunrise L.L.P.


John Vandemoer, Manager 12/16/13

ACKNOWLEDGMENTS

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

The foregoing instrument was acknowledged before me this 19th day of December, 2013, by ~~Helen M. Ganes~~, Attorney-In-Fact of Encana Oil & Gas (USA) Inc., a Delaware corporation, on behalf of said corporation.

Eric L Root

Witness my hand and official seal.



My commission expires 01/26/2014

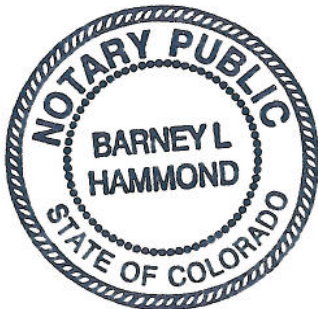
~~Notary Public~~

My Commission Expires: 1/26/14

STATE OF COLORADO)
) ss.
COUNTY OF WELD)

The foregoing instrument was acknowledged before me this 16th day of DECEMBER, 2013, by John Vandemoer, Manager.

Witness my hand and official seal.

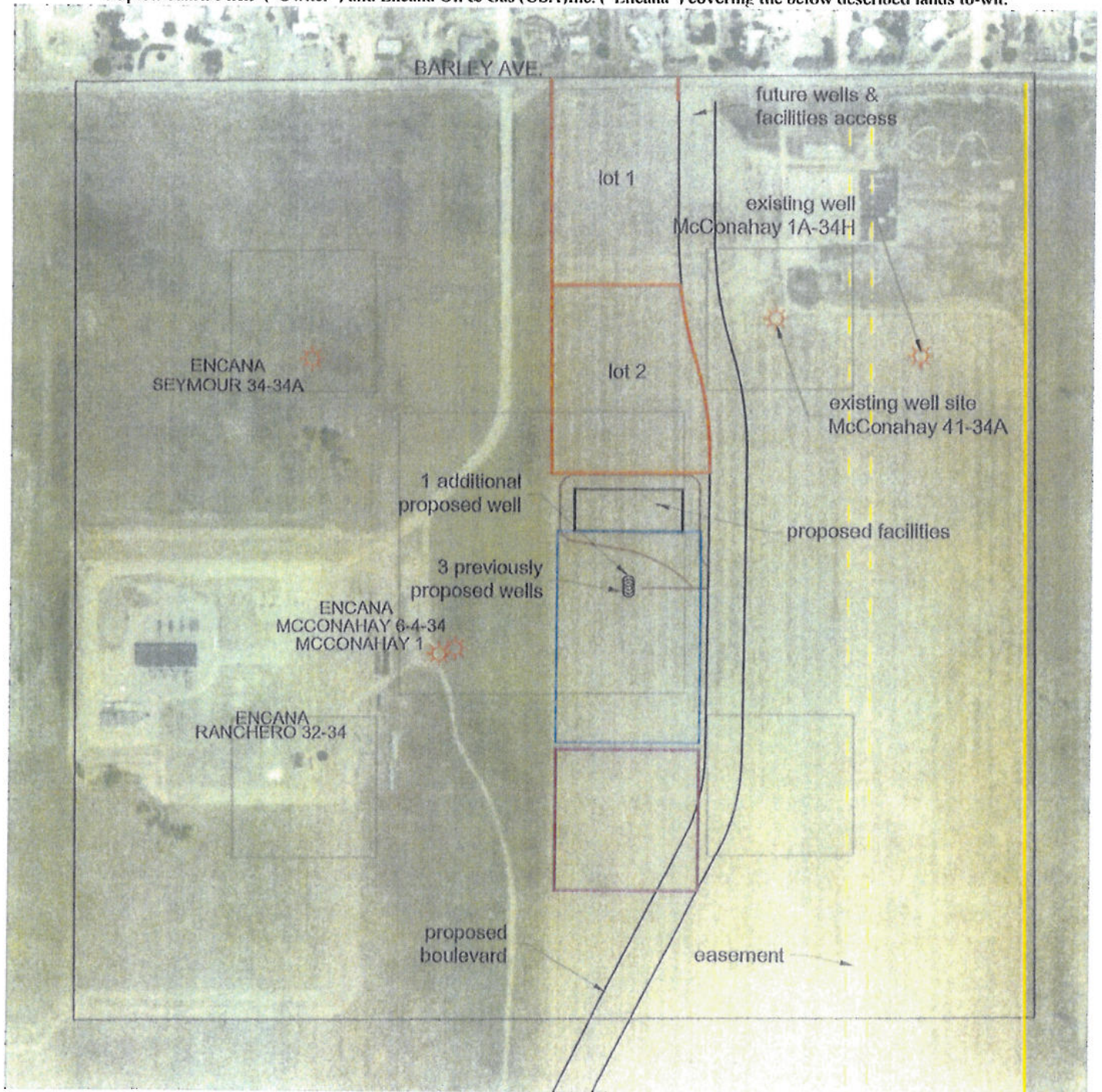



Notary Public

My Commission Expires: 7/8/2015

Exhibit A

Attached hereto and made part hereof that certain *LETTER* Agreement dated the *16*th day of *DECEMBER* 2013, by and between Lupton Sunrise L.L.P. ("Owner") and Encana Oil & Gas (USA) Inc. ("Encana") covering the below described lands to-wit:





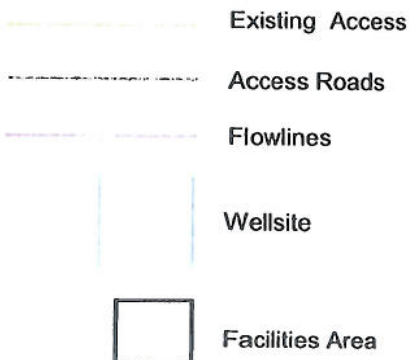
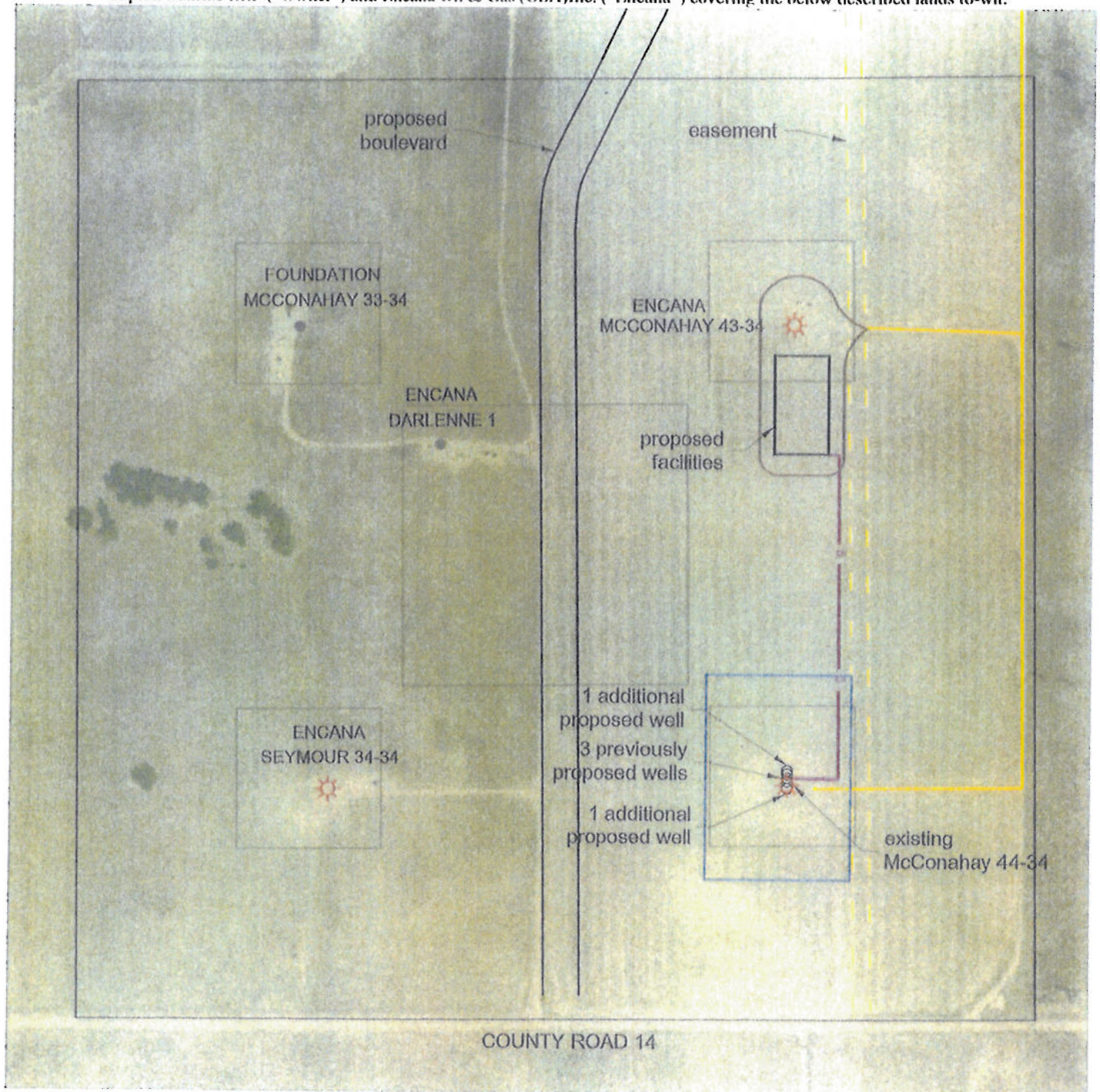
TOWNSHIP 2 NORTH, RANGE 66 WEST
SECTION 34: NE¼
WELD COUNTY, COLORADO

SCALE: 1" = 400'

DECEMBER 11, 2013

Exhibit A

Attached hereto and made part hereof that certain *LETTER* Agreement dated the 11th day of ~~DECEMBER~~ 2013, by and between Lupton Sunrise L.L.P. ("Owner") and Encana Oil & Gas (USA) Inc. ("Encana") covering the below described lands to-wit:



TOWNSHIP 2 NORTH, RANGE 66 WEST

SECTION 34: SE¼

WELD COUNTY, COLORADO

SCALE: 1" = 400' DECEMBER 11, 2013