

**MEMORANDUM OF
SURFACE USE AGREEMENT**

This Memorandum of Surface Use Agreement ("Memorandum") is made and executed as of the 1st day of AUGUST, 2014 to evidence that:

The Surface Use Agreement ("Agreement") dated the 1st day of AUGUST, 2014 was entered into by and between **Rex C. Huggard and Maxine L. Huggard**, whose address is 80 Hillcrest Drive, Basalt, CO 81621 ("Surface Owner"), and **WPX Energy Rocky Mountain, LLC** whose address is 1058 County Road 215, Parachute, CO 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;
- 2) 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; and,
- 3) 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.

Surface Owner:

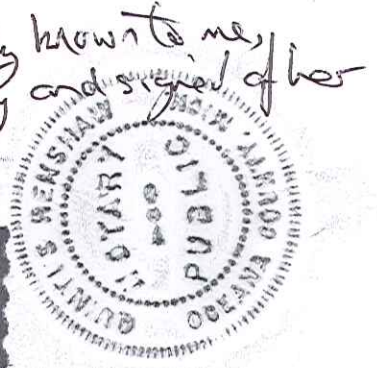
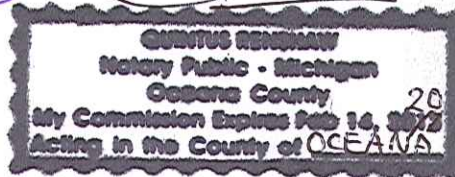
Rex C. Huggard

By: *Rex C. Huggard*
Name: Rex C. Huggard

Maxine L. Huggard

By: *Maxine L. Huggard*
Name: Maxine L. Huggard

Maxine Huggard, personally known to me, appeared before me today and signed of her own free will.



Operator:

WPX Energy Rocky Mountain, LLC

By: *Bryan S. Hotard*
Name: Bryan S. Hotard
Title: Attorney-in-Fact

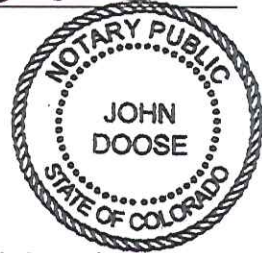
Acknowledgements

STATE OF COLORADO)
)
COUNTY OF GARFIELD)

On this 4th day of August, 2014, before me, the undersigned, a Notary Public in and for said County and State, personally appeared **Rex C. Huggard**, known to me to be the person whose name is subscribed to the foregoing instrument and who executed the foregoing instrument and acknowledged to me that he executed same as his free and voluntary act and deed for the uses and purposes therein set forth.

My Commission Expires: 11/8/2015

John Doose
Notary Public



STATE OF COLORADO)
)
COUNTY OF GARFIELD)

On this ___ day of _____, 2014, before me, the undersigned, a Notary Public in and for said County and State, personally appeared **Maxine L. Huggard**, known to me to be the person whose name is subscribed to the foregoing instrument and who executed the foregoing instrument and acknowledged to me that she executed same as her free and voluntary act and deed for the uses and purposes therein set forth.

My Commission Expires 11/08/2015

My Commission Expires: __/__/__

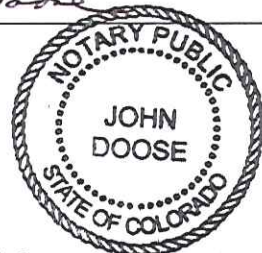
Notary Public

STATE OF COLORADO)
)
COUNTY OF GARFIELD)

On this 4th day of August, 2014, 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: 11/8/2015

John Doose
Notary Public



My Commission Expires 11/08/2015

EXHIBIT "A"

Attached to and made a part hereof that certain Memorandum of Surface Use Agreement dated this 1st day of August, 2014, by and between **Rex C. Huggard and Maxine L. Huggard**, Surface Owner, and **WPX Energy Rocky Mountain, LLC**, Operator

Township 6 South, Range 94 West, 6th P.M.
Section 35: S $\frac{1}{2}$ NW $\frac{1}{4}$ SE $\frac{1}{4}$, S $\frac{1}{2}$ NE $\frac{1}{2}$ SW $\frac{1}{4}$
Garfield County, Colorado

