

**MEMORANDUM OF SECOND AMENDMENT TO COMPATIBLE DEVELOPMENT
AND SURFACE USE AGREEMENT**

THIS MEMORANDUM is by and between Encana Oil & Gas (USA) Inc. ("Encana"), with an address of 370 17th Street, Suite I 700, Denver, Colorado 80202, KERR-MCGEE OIL & GAS ONSHORE LP ("KMG") with an address of 1099 18th Street, Suite 1800, Denver, Colorado 80202, and SHADETREE EAGLE, LLC ("Shadetree"), with an address of 11829 Ridge Parkway No. 626 Broomfield, CO 80021. Shadetree, Encana, and KMG may be referred to as a "Party" or collectively, as the "Parties".

WITNESSETH:

WHEREAS, Encana and Wallace H. Grant, Douglas Grant, Wallspring LLC, a Colorado limited liability company, and Yampa VLC 3, LLC a Colorado limited liability company as Surface Owner entered into a certain Compatible Development and Surface Use Agreement dated March 1, 2006, recorded at Reception No. 3369246 of the Weld County Records on or about March 9, 2006. The Compatible Development and Surface Use Agreement was amended by a certain First Amendment to Compatible Development and Surface Use Agreement ("First Amendment") dated June 4, 2009, recorded at Reception No. 3634219 of the Weld County Records on or about July 2, 2009. The Compatible Development and Surface Use Agreement as modified by the aforesaid First Amendment is hereinafter referred to as the "Agreement"; and

WHEREAS, Shadetree is the owner and developer of Eagle Business Park, Town of Frederick, County of Weld, State of Colorado, according to Plat Recorded June 29, 2009 at Reception No. 3633221, Weld County Records (the "Eagle Business Park"), which comprises a portion of the Property described in the Agreement; and

WHEREAS, The Agreement provides that it runs with the land and is binding on the successors of the original parties thereto. Accordingly, Shadetree is a successor Surface Owner under the Agreement with respect to the Eagle Business Park (and any other lands within the Property later acquired by Shadetree).

WHEREAS, the Parties have entered into a certain unrecorded Second Amendment to Compatible Development and Surface Use Agreement dated October 16, 2014 (the "Second Amendment") to the Agreement, pertaining to Encana's operations on the Eagle Business Park; and

WHEREAS, the Parties desire to give notice that the Agreement has been modified by the Second Amendment.

NOW, THEREFORE, in consideration of the premises and for the aforesaid purposes, the Parties do hereby state and agree as follows:

1. The Agreement has been amended by the Parties' October 16, 2014 Second Amendment described above.

2. This Memorandum is not a complete summary of the Agreement as modified by the Second Amendment, and shall not be used in interpreting the provisions of the Agreement, nor in any way or manner amend, modify or affect the terms, provisions, conditions and exceptions of the Agreement. The Agreement as modified by the Second Amendment shall

govern and control in all respects, the duties, obligations, covenants, warranties and agreements of the Parties with respect to Encana's operations within the Eagle Business Park.

IN WITNESS WHEREOF, the parties hereto have executed this instrument on the date first above written.

ENCANA:

ENCANA OIL & GAS (USA) INC.,
by its authorized agent,
Encana Services Company Ltd.

By: _____

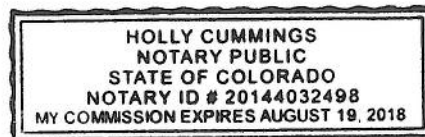
Jason C. Oates
Jason C. Oates
Senior Manager, Regulatory &
External Stakeholder Relations

STATE OF COLORADO)
) ss.
COUNTY OF DENVER)

The foregoing instrument was acknowledged before me this 20th day of October, 2014, by Jason C. Oates, Senior Manager, Regulatory & External Stakeholder Relations of Encana Services Company, Ltd., authorized agent for Encana Oil & Gas (USA) Inc., a Delaware corporation.
Witness my hand and official seal.

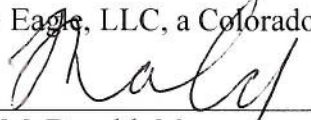
Holly Cummings
Notary Public

My Commission Expires: 8/19/18



SHADETREE:

Shadetree Eagle, LLC, a Colorado limited liability company

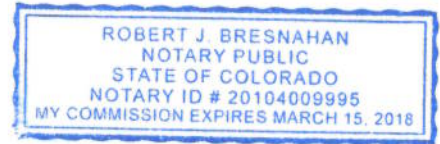
By: 
Curtis McDonald, Manager

STATE OF COLORADO)
) ss.
COUNTY OF WELD)

The foregoing instrument was acknowledged before me this 16 day of
October, 2014, by Curtis McDonald as Manager of Shadetree Eagle, LLC

Witness my hand and official seal.


Notary Public



My Commission Expires: March 15, 2018

KMG:

KERR-McGEE OIL & GAS ONSHORE LP

By: [Signature]
(Name) _____
(Title) _____ **TD**

STATE OF Colorado)
) ss.
COUNTY OF Denver)

The foregoing instrument was acknowledged before me this 8th day of December, 2014, by Ron Olsen, as Power of attorney for Kerr-McGee Oil & Gas Onshore LP, on behalf of such limited partnership.

Witness my hand and official seal.

[Signature: Leslie Miranda]
Notary Public

My Commission Expires: Oct. 3, 2018

LESLIE MIRANDA NOTARY PUBLIC STATE OF COLORADO NOTARY ID 20144038677 COMMISSION EXPIRES OCT. 03, 2018
