

SENT VIA HAND DELIVERY

October 15, 2014

James Carpenter
2562 CR 988
Ignacio, CO 81137

**RE: Letter Agreement to Amend Surface Damage and Release Agreement
N/2S/E of Section 3, Township 32 North, 6 West, N.M.P.M.
La Plata & Archuleta Counties, Colorado**

Mr. Carpenter:

WHEREAS, James Carpenter, as "Surface Owner" and Catamount Energy Partners LLC, as "Operator", entered into that certain Surface Damage and Release Agreement dated May 2, 2014 ("SUA"),

WHEREAS, Operator and Surface Owner desire to change the location of the access road as depicted on Exhibit "A" of the SUA,

WHEREAS, Paragraph 5 of the SUA provided that Operator will pay Surface owner [REDACTED] [REDACTED] per rod for new or existing roads used and/or built by the Operator but in no circumstance, less than [REDACTED] [REDACTED]" and Operator Surface owner wish to change this compensation amount

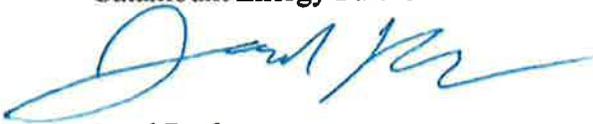
NOW, THEREFORE, for the consideration of the premises, Owner and Operator agree that the SUA shall be modified as follows;

1. The Exhibit "A" attached hereto and made part of this Letter Agreement to Amend Surface Damage and Release Agreement shall hereby replace and supersede the Exhibit "A" described in paragraph 3 of the SUA
2. Paragraph 5 is hereby modified to provide compensation to be paid by Operator to Surface Owner of [REDACTED] [REDACTED] per rod for new or existing roads used and/or built by Operator, but in no circumstance, less than [REDACTED].
3. Prior to construction of the road depicted on Exhibit "A" ("Access Road"), Catamount agrees to obtain a written statement from Red Cedar Gathering Company ("Red Cedar") stating the Access Road does not unreasonably restrict Red Cedars use of the Easement recorded in the land records of La Plata County, CO at Reception Number 1002996. If Operator is unable to obtain such a statement from Red Cedar, Operator shall indemnify

and hold Owner harmless against any and all claims, damages, demands, liabilities, and cost (including reasonable attorney's fees) to the extent arising from or related to the construction of the Access Road.

Sincerely,

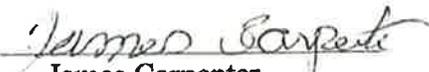
Catamount Energy Partners LLC



Jared Rush

Senior Landman

AGREED TO AND ACCEPTED THIS 15 DAY OF October, 2014.

By: 
James Carpenter

