

## MEMORANDUM OF SURFACE USE AGREEMENT

This Memorandum of Surface Use Agreement ("Memorandum") is made and executed as of the 30<sup>th</sup> day of December, 2014 to evidence that:

The Surface Use Agreement ("Agreement") dated the 30<sup>th</sup> day of December, 2014 was entered into by and between **Clough Sheep Company, LLC** whose address is PO Box 686, Rifle, Colorado 81650 ("Surface Owner"), and **WPX Energy Rocky Mountain, LLC** whose address is 1058 County Road 215, Parachute, Colorado 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) Surface Owner waives all notification requirements in COGCC Rule 305 and meeting requirements in COGCC Rule 306, or any successor policies, rules or amendments regarding Surface Owner or Building Unit Owner notifications and/or meetings. Surface Owner also waives all setback requirements in COGCC Rules 603 and 604, or any successor rule or amendment to the COGCC setback rules, and to any other State or Local setback requirements or other requirements or regulations that are or become inconsistent with this Agreement or that would prohibit or interfere with the rights of Operator or its successors and assigns, to explore for and produce the oil and gas in accordance with this Agreement;
- 3) 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 Onsite Wastewater Treatment Systems permits; and,
- 4) 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:

**Clough Sheep Company, LLC**

By: 

Name: Dan Snyder

Title: Manager

Operator:

**WPX Energy Rocky Mountain, LLC**

By: 

Name: Bryan S. Hotard

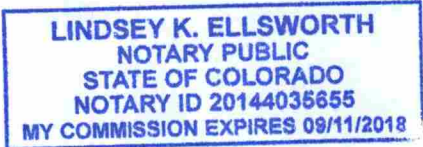
Title: Attorney-in-Fact

Acknowledgements

STATE OF COLORADO )  
COUNTY OF GARFIELD )

On this 30<sup>th</sup> day of December, 2014, before me, the undersigned, a Notary Public in and for said County and State, personally appeared **Dan Snyder** 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 **Manager of Clough Sheep Company, LLC**.

My Commission Expires: 9/11/2018

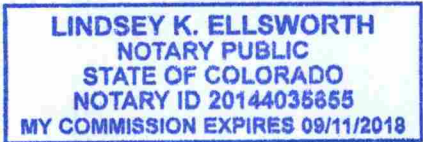


Lindsey K Ellsworth  
Notary Public

STATE OF COLORADO )  
COUNTY OF GARFIELD )

On this 30<sup>th</sup> day of December, 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: 9/11/2018



Lindsey K Ellsworth  
Notary Public

After Recordation Please Return To:  
**WPX Energy Rocky Mountain, LLC**  
**Attn: Land Dept.**  
**PO Box 370**  
**Parachute, CO 81635**



EXHIBIT "A"

Attached to and made a part hereof that certain Memorandum of Surface Use Agreement dated this 30<sup>th</sup> day of December, 2014, by and between **Clough Sheep Company, LLC**, Surface Owner, and **WPX Energy Rocky Mountain, LLC**, Operator

Township 6 South, Range 94 West, 6<sup>th</sup> P.M.

Section 21: S $\frac{1}{2}$ SE $\frac{1}{4}$

Section 28: N $\frac{1}{2}$ NE $\frac{1}{4}$ , NE $\frac{1}{4}$ NW $\frac{1}{4}$

Garfield County, Colorado

