

## MEMORANDUM OF AGREEMENT

STATE OF COLORADO       )  
   ) ss.  
 COUNTY OF DENVER       )

Pursuant to the terms of that certain unrecorded Surface Use Agreement dated the 31<sup>st</sup> day of October, 2014, between the undersigned, and subject to the conditions set forth therein, Great Western Operating Company, LLC, ("Great Western") with an address of 1801 Broadway, Suite 500, Denver, CO 80202, and Larry D. Simpson and Ruby M. Simpson, husband and wife (collectively, "Surface Owner") with an address of 5420 Lone Tree Sr., Loveland, CO 80537, agree to the location of the well(s) 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 well(s) and associated pipelines, tank batteries and other facilities or property of Great Western associated with the well(s) and located on the following land:

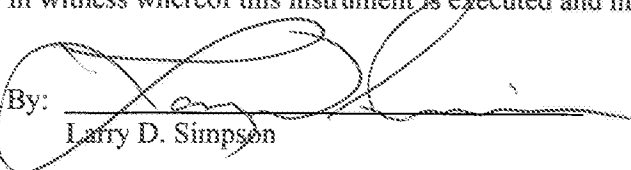
Township 6 North, Range 67 West, 6th P.M.  
Section 15: E/2NE  
Weld County, Colorado

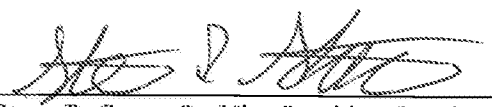
It is agreed and understood that the location of the above-referenced wells will be outside of the Colorado Oil and Gas Conservation Commission ("COGCC") designated drilling windows as set forth in Rule 318A.a. Said designated drilling windows are generally defined as the center of any governmental quarter section or quarter-quarter section.

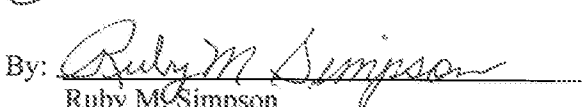
It is further agreed and understood that the above-referenced wells will not be "twinned" as required by COGCC Rule 318A.c. Pursuant to Rule 318A.c.(2), we will locate the wells on the agreed upon location as depicted in the Surface Use Agreement.

This Memorandum of Agreement is executed by Surface Owner and Great Western and placed of record in Weld County, Colorado for the purpose of placing all persons on notice of the existence of the Surface Use Agreement. A true and complete copy of the Agreement is available from Great Western to any person with an interest in the above-described land.

In witness whereof this instrument is executed and made effective this 31<sup>st</sup> day of October, 2014.

By:   
 Larry D. Simpson

By:   
 Steve R. Stacy, Sr. Vice President Land  
 Great Western Operating Company, LLC

By:   
 Ruby M. Simpson

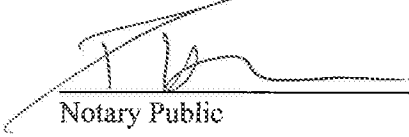
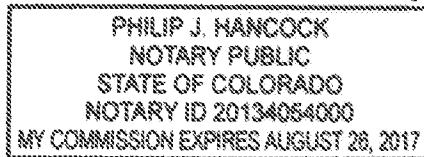
PR  
 EL

## ACKNOWLEDGEMENTS

STATE OF COLORADO       )  
  ) ss.  
COUNTY OF DENVER       )

The foregoing instrument was acknowledged before me this 31<sup>st</sup> day of October, 2014 by Steve R. Stacy,  
Sr. Vice President Land for Great Western Operating Company, LLC.

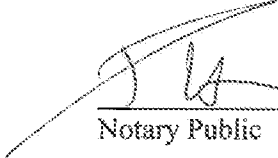
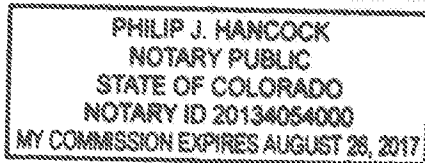
[SEAL]

  
\_\_\_\_\_  
Notary Public

STATE OF COLORADO       )  
  ) ss.  
COUNTY OF Weld       )

The foregoing instrument was acknowledged before me this 31<sup>st</sup> day of October, 2014 by Larry D. Simpson  
and Ruby M. Simpson, husband and wife.

[SEAL]

  
\_\_\_\_\_  
Notary Public