

MEMORANDUM OF AGREEMENT

STATE OF COLORADO)
) ss.
COUNTY OF WELD)

Pursuant to the terms of that certain unrecorded Surface Location, Subsurface, Roadway, and Pipeline Easement Agreement, dated October 29, 2014 (the "Surface Use Agreement"), between the undersigned, and subject to the conditions set forth therein, Great Western Operating Company, LLC ("Great Western"), with an address at 1801 Broadway, Suite 500, Denver, CO 80202 and Milliken Investors, LLC ("Surface Owner"), with an address at 5613 DTC Parkway, Suite 810, Greenwood Village, CO 80111, have agreed to the location of the wells 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 wells and associated pipelines, tank batteries and other facilities or property of Great Western associated with the wells and located on the following land:

Township 4 North, Range 67 West, 6th P.M.
Section 22: N2NW

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 "twinning" as required by COGCC Rule 318A.c. Pursuant to Rule 318A.c(2), the wells will be located 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 Surface Use 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 29th day of October, 2014.

MILLIKEN INVESTORS, LLC

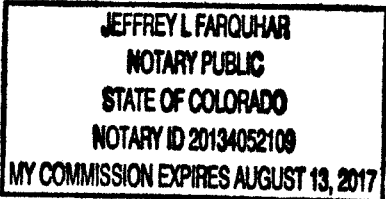
By: Mark D. Campbell
Mark D. Campbell, Managing Partner

GREAT WESTERN OPERATING COMPANY, LLC

By: Steve R. Stacy
Steve R. Stacy, Sr. Vice President Land
EC JF

STATE OF COLORADO)
) ss.
COUNTY OF DENVER)

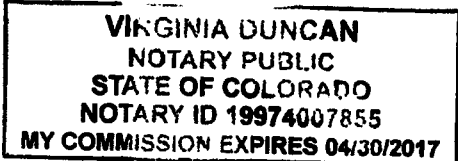
The foregoing instrument was acknowledged before me this 19th day of NOVEMBER 2014 by Steve R. Stacy, Sr. Vice President Land for Great Western Operating Company, LLC.

[SEAL] 

Jeffrey L. Farquhar
Notary Public

STATE OF COLORADO)
) ss.
COUNTY OF ARAPAHOE)

The foregoing instrument was acknowledged before me this 18th day of November, 2014 by Mark D. Campbell, Managing Partner of Milliken Investors, LLC.

[SEAL] 

Virginia Duncan
Notary Public