

K.P. KAUFFMAN COMPANY, INC.
1675 Broadway, Suite 2800
Denver, Colorado 80202

LETTER-IN-LIEU OF TRANSFER ORDER

August 20, 2015

DCP Midstream, LP
6120 S. Yale Avenue, Ste. 200
Tulsa, OK 74136

To whom it may concern;

Effective July 1, 2015 FOUNDATION ENERGY FUND I, LLC, (hereinafter referred to as "Foundation") conveyed its right, title and interest in the properties and wells listed on the attached Exhibit "A" (hereinafter referred to as the "Conveyed Properties") to K.P. KAUFFMAN COMPANY, INC. (hereinafter referred to as "KPK").

The assignments of this transfer of ownership to the Conveyed Properties as listed in Exhibit "A" (attached) have been sent for recording in the appropriate counties and recorded copies will be furnished to you when available. It is our understanding that your company makes payment of revenues or is an operator and sends Joint Interest Billings from the Conveyed Properties to Foundation. The undersigned request that you accept this "Letter-In-Lieu of Transfer Order" and change your records to reflect payments and billings be made to:

K.P. KAUFFMAN COMPANY, INC.
1675 BROADWAY, SUITE 2800
DENVER, COLORADO 80202

It is requested that you DO NOT PLACE ANY OF THE INTEREST IN SUSPENSE as adjustments between the parties hereto will be made accordingly. Should you have any questions or need additional information, please contact Susana Lara-Mesa (303) 825-4822, via e-mail at slaramesa@kpk.com or by written correspondence to 1675 Broadway, Suite 2800, Denver, Colorado 80202.

Please acknowledge your receipt and acceptance of this Letter-In-Lieu of Transfer Order by signing and returning one copy of this letter to KPK at the Denver office address above. Thank you for your cooperation.

K.P. KAUFFMAN COMPANY, INC.
a California corporation


By:


Jeffrey V. Kauffman, COO

FOUNDATION ENERGY FUND I, LLC,
a Delaware limited liability company

By: FOUNDATION ENERGY MANAGEMENT, LLC,
a Texas limited liability company, its Manager

By:


Joel P. Sauer, Vice President

LETTER-IN-LIEU OF TRANSFER ORDER

FOUNDATION ENERGY FUND I, LLC ("Seller"),
K.P. KAUFFMAN COMPANY, INC. ("Buyer")

The company to which this letter is addressed has made the requested changes in its records for revenues
effective _____, 201_.

By: _____

Date: _____

Printed Name: _____

Title: _____

Telephone Number: _____

EXHIBIT A

Gas purchase agreement by and between DCP Midstream, L.P. "Buyer"
and Foundation Energy Management, LLC "Seller"

Well Name	Section	Township	Range	County	State	API No.
CAMENISCH 1 SX	002	001N	067W	WELD	CO	05-123-07467
MAHONEY 1 SXS	020	002N	067W	WELD	CO	05-123-08110
MAHONEY 2 SXS	020	002N	067W	WELD	CO	05-123-09078
MAHONEY-PERRIN 1 SXS	020	002N	067W	WELD	CO	05-123-08030
MAHONEY-PERRIN 2 SXS	020	002N	067W	WELD	CO	05-123-09079
MCCONAHAY 33-34 SX	034	002N	066W	WELD	CO	05-123-13285
NEFF 1 SX	019	002N	066W	WELD	CO	05-123-08017
NEFF 2 SX	019	002N	066W	WELD	CO	05-123-08774
PARKER 1 SX	019	002N	066W	WELD	CO	05-123-08074
PARKER 2 SX	019	002N	066W	WELD	CO	05-123-08711
TEETS PERRIN 1 SXS	020	002N	067W	WELD	CO	05-123-07636
TEETS PERRIN 2 SN	020	002N	067W	WELD	CO	05-123-07698
TEETS PERRIN 3 SN	020	002N	067W	WELD	CO	05-123-09027
TEETS PERRIN 4 SN	020	002N	067W	WELD	CO	05-123-09030
TEETS PERRIN 5 SX	020	002N	067W	WELD	CO	05-123-09122