

MEMORANDUM OF AMENDMENT TO SURFACE USE AGREEMENT

STATE OF COLORADO)
) ss.
COUNTY OF WELD)

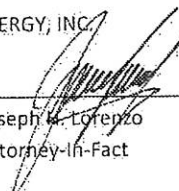
This Memorandum is made this 30th day of January, 2014, by Noble Energy, Inc. ("Noble") as operator and successor-in-interest to United States Exploration, Inc. ("USX") 1625 Broadway, Suite 2200, Denver, Colorado 80202.

On March 27, 2013, Wells Ranch LLLP, a Colorado Limited Liability Limited Partnership, ("Surface Owner") and Noble entered into that certain Amendment to Surface Use Agreement (the "Agreement") amending that certain Surface Use Agreement dated March 2, 2007 by and between Surface Owner and USX. The Agreement further provides for the use of the surface of the land described below by USX in connection with certain oil and gas operations and the compensation to Surface Owner for all damages (except as provided in the Agreement) to the surface of the land associated with the drilling, testing, completion, recompletion, reworking, reentry, pumping, operation and maintenance of the wellsites and associated production facilities to be located in:

SEE ATTACHED EXHIBIT "A"
Weld County, Colorado


This Memorandum of Amendment to Surface Use Agreement is placed of record in Weld County, Colorado for the purpose of placing all persons on notice of the existence of the Agreement.

NOBLE ENERGY, INC.

By:  _____
Joseph E. Lorenzo
Attorney-in-Fact

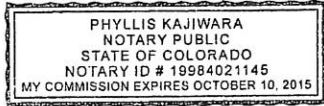
EL

Wells Ranch LLLP

By:  _____
Steven Wells
Surface Owner, General Partner

STATE OF COLORADO)
CITY AND) ss.
COUNTY OF DENVER)

The foregoing instrument was acknowledged before me this 30th day of January, 2014, by Joseph H. Lorenzo, Attorney-In-Fact, of Noble Energy, Inc.



Phyllis Kajiwar
Notary Public

My commission expires: _____

STATE OF COLORADO)
) ss.
COUNTY OF WELD)

The foregoing instrument was acknowledged before me this 10th day of February, 2014, by Steven Wells, Surface Owner and General Partner, of Wells Ranch LLLP.

Gina R. Olivo

My commission expires: 3/29/2015

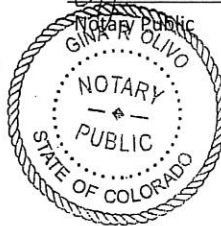


EXHIBIT "A"

Attached to and by this reference made a part of that certain Agreement dated March 27, 2013 by and between Surface Owner and Noble Energy, Inc. as "Noble" covering the following lands located in Weld County, Colorado:

Township 5 North, Range 62 West, 6th P.M.

Section 3: W/2
Section 4: ALL
Section 5: ALL
Section 6: ALL
Section 7: ALL
Section 8: ALL
Section 9: ALL

Township 5 North, Range 63 West, 6th P.M.

Section 1: ALL
Section 2: ALL
Section 3: ALL
Section 4: ALL
Section 5: ALL
Section 10: E/2
Section 11: ALL
Section 12: ALL
Section 14: ALL
Section 15: ALL

Township 6 North, Range 62 West, 6th P.M.

Section 5: ALL
Section 6: E/2
Section 7: ALL
Section 8: ALL
Section 17: ALL
Section 18: ALL
Section 19: ALL
Section 20: ALL
Section 21: ALL
Section 28: ALL
Section 29: ALL
Section 30: ALL
Section 31: ALL
Section 32: ALL
Section 33: ALL

Township 6 North, Range 63 West, 6th P.M.

Section 10: E/2
Section 11: ALL
Section 12: ALL
Section 13: ALL
Section 14: ALL
Section 15: ALL
Section 19: E/2
Section 20: ALL
Section 21: ALL
Section 22: ALL
Section 23: ALL
Section 24: ALL

Section 25: ALL
Section 26: ALL
Section 27: ALL
Section 28: ALL
Section 29: ALL
Section 30: E/2
Section 31: E/2
Section 32: ALL
Section 33: ALL
Section 34: ALL
Section 35: ALL
Section 36: ALL