

MEMORANDUM OF AGREEMENT

STATE OF COLORADO )  
 ) ss.  
COUNTY OF WELD )

Pursuant to the terms of that certain unrecorded Surface Location Easement dated 9<sup>th</sup> day of December 2014, 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 Carroll A. Marcus ("Surface Owner") with an address at 9965 County Road 2, Brighton, CO 80603, 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 1 North, Range 67 West, 6th P.M.  
Section 34: E2SE  
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 Location Easement.

This Memorandum of Agreement is executed by Carroll A. Marcus 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 Location Easement. A true and complete copy of the Surface Location Easement 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 9<sup>th</sup> day of December, 2014.

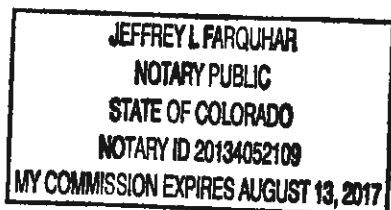
By: Carroll A. Marcus  
Carroll A. Marcus

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

STATE OF COLORADO )  
 ) ss.  
COUNTY OF DENVER )

The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of December 2014 by Steve R. Stacy, Sr. Vice President Land for Great Western Operating Company, LLC.

[SEAL]

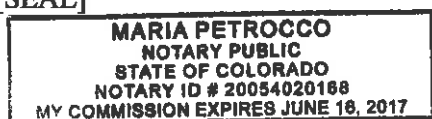


Jeffrey L. Farquhar  
Notary Public

STATE OF COLORADO )  
 ) ss.  
COUNTY OF JEFFERSON )

The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of December, 2014 by Carroll A. Marcus.

[SEAL]



My commission expires 6.18.2017

Maria H. Petrocco  
Notary Public  
10955 Westmoor Dr. #400  
Westminster, Co 80021