



When Recorded Please Return To:
EE3 LLC
P. O. Box 19587
Boulder, Colorado 80308
Attn: Ruth Hartshorn

MEMORANDUM OF AGREEMENT

This MEMORANDUM OF AGREEMENT (this "Memorandum") is to impart notice to all persons of that certain **Agreement for Right of Way, Pipeline Easement and Surface Access dated January 2, 2008**, by and between **Kohlman's O.K. Limited Partnership**, 21536 State Highway 14, Walden, Colorado 80480, as Surface Owner, and **EOG Resources, Inc.**, as Operator (the "Agreement"). **EE3 LLC**, P. O. Box 19587, Boulder, Colorado 80308, has acquired all of EOG's interest in the Agreement as successor Operator effective November 1, 2012. The Agreement has been amended August 15, 2013.

Surface Owner does hereby GRANT, LEASE and LET, **subject to the terms and conditions set forth in said Agreement as amended**, unto Operator and Operator's successors and assigns, the surface of the lands described on Exhibit "A" attached hereto and made a part hereof, located in Jackson County, Colorado (the "Said Land"), for the purpose of drilling and completing crude oil and natural gas wells, constructing roads, pipelines, power lines, production facilities and other appurtenances to store, process, transport and market crude oil, natural gas and associated products on, under and upon the surface of the Said Land.

Surface Owner does further hereby GRANT, LEASE and LET, **subject to the terms and conditions set forth in said Agreement as amended**, unto Operator and Operator's successors and assigns, the right to use Surface Owner's ranch roads currently or hereafter located on the Said Land, except the existing ranch road from the main entrance of Kohlman's Ranch/Ray Ranch to the corrals located adjacent to Grizzly Creek.

Any party in interest may examine the full terms of the Agreement and the amendments thereto by contacting Operator at the address hereinabove. This Memorandum, the Agreement, the amendments and all rights and covenants in connection therewith shall run with the land and shall be binding upon the parties hereto and their respective successors and assigns.

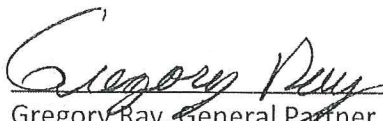


This Memorandum may be executed in multiple counterparts, each of which shall constitute an original and all of which, when construed together, shall constitute one and the same instrument.

Dated this 15th day of August, 2013, but effective for all purposes as of the 1st day of November, 2012.

SURFACE OWNER

KOHLMAN's O.K. LIMITED PARTNERSHIP



Gregory Ray, General Partner

OPERATOR

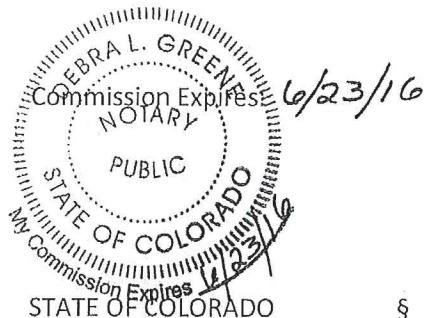
EE3 LLC

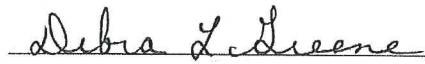


Richard F. McClure, President

STATE OF COLORADO §
 §
COUNTY OF JACKSON §

This instrument was acknowledged before me on the 19 day of August, 2013 by Kohlman's O.K. Limited Partnership, by Gregory Ray, General Partner.





Notary Public in and for the State of Colorado

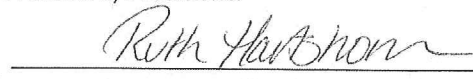
Printed Name:

STATE OF COLORADO §
 §
COUNTY OF BOULDER §

This instrument was acknowledged before me on the 15th day of August, 2013 by EE3 LLC, a Colorado limited liability company, by Richard F. McClure, President.

Commission Expires: 03/11/2014





Notary Public in and for the State of Colorado

Printed Name: Ruth Hartshorn



EXHIBIT A

Attached to and made a part of that certain Memorandum of Agreement effective November 1, 2012 by and between Kohlman's O.K. Limited Partnership and EE3 LLC, as successor to EOG Resources, Inc.

DESCRIPTION OF LANDS COVERED BY THE AGREEMENT Jackson County, State of Colorado

Township 7 North, Range 80 West, 6th P.M.

Section 4: Lot 2, Lot 3, Lot 4, SWNE, W2SE, SESE, SW, S2NW

Section 5: Lot 1, Lot 2, Lot 3, S2NE, SE, E2SW, SENW

Section 8: E2, SW, E2NW, SWNW

Section 9: All

Section 16: All

Section 17: N2

Township 8 North, Range 80 West, 6th P.M.

Section 32: E2SE, SWSE, SESW

Section 33: S2