

February 10, 2016



Bargath LLC
Attn: Patrick McCown
2717 County Road 215 Ste 200
Parachute, CO 81635

RE: GM 207-28 Pad Location – Request for Waiver of COGCC Rule 1003
Township 6 South, Range 96 West, 6th P.M.
Section: 28 SW¼SE¼
Garfield County, Colorado

Dear Mr. McGown:

Please execute this letter to acknowledge the following:

- Bargath LLC is the surface owner of the above referenced pad location and hereinafter referred to as “Surface Owner”.
- WPX Energy Rocky Mountain, LLC (“WPX”) and Surface Owner have reviewed the referenced location and related access roads and have entered into a Surface Use Agreement dated December 4, 2014, which describes the referenced pad location and expressly governs the location of wells and production facilities on the surface estate, related access roads, topsoil protection, and reclamation.
- Surface Owner requests use of the portions of pad, further described on attached “Exhibit A”, shown outside of the current pad outline that are not actively used by WPX in their operations for storage of their equipment. The equipment was placed temporarily in order to be used on a construction project at the Gas Plant. However, construction halted and WPX is agreeable to allowing the equipment to stay in place until construction can resume. The Surface Owner acknowledges that the current condition of this portion of the pad is satisfactory and WPX does not need to do any further work to it to make it usable for the Surface Owner. As applicable per COGCC rules, WPX will continue to include this area in their noxious weed management plan.
- All active portions of the oil and gas location and all oil and gas operations remain under the jurisdiction of the Colorado Oil and Gas Conservation Commission
- The Surface Owner may not impede ingress to or egress from the active oil and gas location or interfere with the safe conduct of oil and gas operations on the location.

Regards,

WPX Energy Rocky Mountain, LLC

A blue ink signature of Bryan S. Hotard, written in a cursive style.

Bryan S. Hotard
Field Land Team Lead – Piceance Basin

Bargath LLC

A blue ink signature of Patrick McCown, written in a cursive style.

By: _____
Name: Patrick McCown
Title: Operations Manager Sr, Couth Piceance

“Exhibit A”

