

MEMORANDUM OF AGREEMENT

STATE OF COLORADO)
) ss.
COUNTY OF WELD)

Pursuant to the terms of that certain unrecorded Surface Use Agreement dated 7th day of September 2016, 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 Maybelle L. Wilson and The William Donald Wilson Trust ("Surface Owner") with an address at P.O. Box 632, Mead, CO 80542 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:

A parcel of land being that part of the Northwest One-Quarter (NW ¼) of Section One (1); Township Three (3) North, range Sixty-Eight (68) West of the 6th Principal Meridian, Weld County, Colorado, lying west of the westerly rights-of-way of the Union Pacific Railroad, and northerly and easterly of the Cameron Lateral Ditch centerline and excluding that parcel as recorded in Book 728, Reception Number 2955728 in the Weld County, Colorado records.

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 Use Agreement.

Lastly, it is agreed and understood that COGCC Rule 305.f. (Statutory Notice to Surface Owners) is hereby waived by.

This Memorandum of Agreement is executed by Maybelle L. Wilson and The William Donald Trust 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 Use Agreement. A true and complete copy of the Agreement 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 7th day of September, 2016.

By: Maybelle L. Wilson
Maybelle L. Wilson

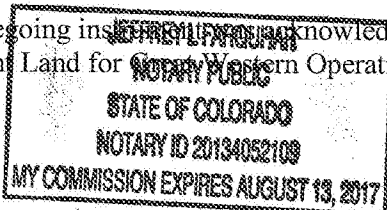
By: Steve R. Stacy
Steve R. Stacy, Sr. Vice President Land

By: Roxanne L. Herring
Roxanne L. Herring
Trustee of The William Donald Wilson Trust

STATE OF COLORADO)
) ss.
COUNTY OF DENVER)

The foregoing instrument was acknowledged before me this 7th day of September 2016 by Steve R. Stacy, Sr. Vice President Land for Great Western Operating Company, LLC.

[SEAL]

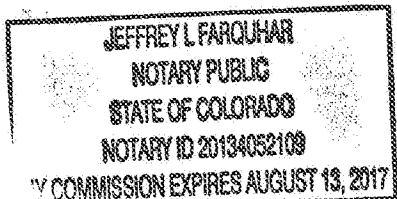


Jeffrey L. Farquhar
Notary Public

STATE OF COLORADO)
) ss.
COUNTY OF WELD)

The foregoing instrument was acknowledged before me this 7th day of September, 2016 by Maybelle L. Wilson and The William Donald Wilson Trust.

[SEAL]



Jeffrey L. Farquhar
Notary Public