

### MEMORANDUM OF SURFACE USE AGREEMENT

This Memorandum of Surface Use Agreement ("SUA") is made and entered into on the 30<sup>th</sup> day of January, 2014 by and between Wayne and Patricia Medlin ("Lessor"), whose address is 15655 Riverdale Road, Brighton, CO 80601, and Extraction Oil & Gas, LLC a Delaware Limited Liability Company ("Lessee"), whose address is 1888 Sherman Street, Suite 500, Denver, CO 80203, the "Parties."

WHEREAS, this Memorandum of SUA affects property with the legal description identified on EXHIBIT A attached hereto ("Property"),

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which is hereby acknowledged, it is agreed by the Parties as follows:

1. Wayne and Patricia Medlin, (Lessor) hereby commit to provide Extraction Oil & Gas, LLC, access to and use of the property pursuant to the SUA and the Oil and Gas Lease entered into by the Parties on the 30<sup>th</sup> day of January, 2014 ("SUA"), subject to the terms of the said SUA and the Oil and Gas Lease dated the 30<sup>th</sup> day of January, 2014.
2. Extraction Oil & Gas, LLC (Lessee) hereby commits to compensate the Lessor per the terms of the aforementioned SUA, for access to and use of the property in order to perform services as a Well Operator, and other such functions as described in the Oil and Gas Lease and SUA;
3. Extraction will pay Lessor an [REDACTED] Working Interests owned or acquired by Extraction or any entity owned by Extraction or in which Extraction and/or its owners, officers, directors and/or managers have an interest in lands pooled into the drilling and spacing units developed from the Lessor's surface locations.
4. Information regarding the Surface Use Agreement is available from either Lessor or Lessee at the above address and may be provided to those having an interest in the subject real property.
5. The Parties have agreed to other terms and conditions, which are more particularly described in the Oil and Gas Lease and SUA.

IN WITNESS WHEREOF, the Parties executed this Memorandum of SUA on the date first above written.

LESSOR: Wayne Medlin  
WAYNE MEDLIN

LESSOR: Patricia Medlin  
PATRICIA MEDLIN

LESSEE: EXTRACTION OIL & GAS, LLC

By: [Signature] President  
Title

STATE OF Colorado §  
COUNTY OF Weld §

#### ACKNOWLEDGEMENT

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of January, 2014, by Wayne and Patricia Medlin, to me known to be the identical persons described herein, and who executed the within and foregoing instrument of writing and acknowledgment to me that they duly executed the same as their free and voluntary act and deed for the uses and purposes therein set forth.

Witness my hand and official seal.

My commission expires: 9/28/2016

[Signature]  
Notary Public

STEPHANIE J ROE  
NOTARY PUBLIC  
STATE OF COLORADO  
NOTARY ID 20124063203  
MY COMMISSION EXPIRES 09-28-2016

STATE OF Colorado §  
COUNTY OF Denver §

#### ACKNOWLEDGEMENT

Exhibit "1"  
Surface Use Area

