

MEMORANDUM

SURFACE USE AGREEMENT (SUA)

Property Reserve, Inc.
ADAMS COUNTY, COLORADO

Effective SUA date: March 1, 2016

Lessee:

ConocoPhillips Company
ConocoPhillips Company
Attn: RPA
P.O. Box 7500
Bartlesville, Oklahoma 74004

Email: Maxwell.O.Blair@conocophillips.com
Phone: 303-268-3711

and BROG GP LLC, sole General Partner of
**Burlington Resources Oil & Gas
Company, LP**
c/o ConocoPhillips Company
Attn: Surface Land
34501 E. Quincy Ave. Building #1
Watkins, Colorado 80137

Surface Owner:

Property Reserve, Inc.
Attn: Energy Group Manager, Natural Resource Services
SPD Real Estate
50 East North Temple Street, 12th Floor
Salt Lake City, Utah 84150-0012

Phone: 801-240-5288
Fax: 801-240-4005
E-mail: powersdh@ldschurch.org
naturalresources@ldschurch.org.

Leased Premises – See Attached Exhibit A

SUA Stipulations:

1) Oil & Gas Operations Area (OGOA)

Prior to beginning operations on an OGOA, Lessee will conduct a final survey of the OGOA and the related Access Road and provide Owner with the final survey plat and a site plan.

Owner will have three (3) weeks to review the documents for each OGOA. Owner may request modifications, by describing the modifications requested and citing specific reasons for the request.

2) Roads, Pipelines & Powerlines

Lessee may construct, operate, and maintain one or more access roads on the Property in accordance with the terms of this Agreement. Each Access Road will connect an OGOA with a public road in the most reasonably direct manner possible.

The driving surface of an Access Road will be limited to thirty (30) feet in width, and the entire Access Road width, including "fill" and shoulder, will not exceed twenty-seven and one-half (27-1/2) feet on either side of the Access Road centerline.

If cattle guards are installed, wire gates will also be installed adjacent to such cattle guards to allow the movement of cattle between pastures.

Lessee will install lockable gates at all points where an Access Road enters or exits the Property. All gates will be locked at all times.

Lessee may construct, operate, and maintain flow lines for the transportation of crude oil, natural gas, other gaseous or liquid hydrocarbons only within the OGOA area.

Lessee may construct, operate, and maintain electrical power and communication lines, at locations on the Property approved in advance by Owner.

4) Aesthetics

If requested by Owner or governmental authority, Lessee will establish sight barriers around any OGOA areas sufficient to mask from public ground view producing operations (such as wellheads, stock tanks, compressors, etc. but not drill rigs). A sight barrier will meet the requirements of governmental authority and be maintained during the life of operations within the applicable OGOA and may consist of vegetation appropriate for the area.

5. Size of Oil and Gas Operating Areas ("OGOAs"). See Exhibit B.

6. Interim Reclamation. See Exhibit C.

EXHIBIT A

PARCEL A – ADAMS COUNTY

**THE FOLLOWING DESCRIBED TRACTS OF LAND, ALL BEING LOCATED IN TOWNSHIP 3 SOUTH,
RANGE 65 WEST OF THE 6TH P.M.**

Section 13: ALL

Section 15: the West ½ and the Southeast ¼

Section 22: All

Section 26: All except the lands covered by the Reserve 3-65 26 1H well.

Section 27: All

Section 33: The West 1/2 EXCEPT the west 210 feet of said Section 33 described in deed to Public Service Company of Colorado recorded in Book 800 at Page 412; and EXCEPT the following described part conveyed to Department of Highways, State of Colorado by deed recorded in Book 603 at Page 149, TO WIT: Beginning at the South 1/4 Corner of said Section 33; thence North a distance of 177.0 feet along the East Line of the Southwest 1/4 of said Section 33; thence North 89°50' West, 1883.2 feet; thence North 77°03' West, 677.8 feet; thence North 25°17' West, 166.1 feet; thence North 89°50' West, 30.0 feet to the West line of said Section 33; thence South, 477.0 feet to the Southwest Corner of said Section 33; thence South 89°50' East, 2644.7 feet, more or less, to the point of beginning; TOGETHER with an easement 100 feet wide for ingress and egress to the above described property over and across the following described property: Beginning at a point on the West Line of said Section 33 and 180 feet South of the South Line of the U.P.R.R. right of way; thence South along the West Line of said Section 33, a distance of 100 feet; thence East, 210 feet; thence North, 100 feet; thence West, 210 feet, more or less, to the point of beginning of said right of way.

Section 34: The Northwest $\frac{1}{4}$

Section 35: The North $\frac{1}{2}$ and the Southeast $\frac{1}{4}$ EXCEPT that part deeded to the Union Pacific Railroad in Book 25 at Page 158 and, EXCEPT the following described part of said Southeast $\frac{1}{4}$ conveyed to the County of Adams by deed recorded in Book 194 at Page 470, TO WIT: Beginning at a point from which the South $\frac{1}{4}$ Corner of said Section 35 bears South a distance of 60 feet more or less; thence Northeasterly along a 3° curve, an arc distance of 42 feet; thence North $78^\circ 24'$ East, 2665.3 feet; thence South $0^\circ 14'$ West, 103 feet; thence South $78^\circ 24'$ West, 2517.3 feet; thence West, 193 feet; thence North, 60 feet to the point of beginning; and EXCEPT the following described part of said Southeast $\frac{1}{4}$ conveyed to Raymond J. Green and Helen M. Green by deed recorded in Book 369 at Page 130, TO WIT: Beginning at a point on the South Line of said $\frac{1}{4}$ Section, which point is 30 feet West of the Southeast Corner of said $\frac{1}{4}$ Section; thence North, parallel to the West Line of said $\frac{1}{4}$ section, 550 feet; thence in a straight line Southwesterly following the line of the state highway boundary fence to a point on the West Line of said $\frac{1}{4}$ Section; thence South to the South Line of said $\frac{1}{4}$ Section; thence East along the South Line of said $\frac{1}{4}$ Section to the point of beginning; County of Adams, State of Colorado. Excepting the lands covered by the Reserve 34-35 1H well.

PARCEL B – ARAPAHOE COUNTY

THE FOLLOWING DESCRIBED TRACTS OF LAND, ALL BEING LOCATED IN TOWNSHIP 4 SOUTH, RANGE 65 WEST OF THE 6TH P.M.

Section 3: The East $\frac{1}{2}$ EXCEPT that part thereof described in deed to Arapahoe County recorded in Book 322 at Page 345; and EXCEPT that part thereof lying North of the Union Pacific Railroad right of way as described in deed to Herman G. Fischahs and Wilhelmina M. Fischahs recorded in Book 1096 at Page 88; and EXCEPT that part thereof described in deed to the Department of Highways, State of Colorado, recorded in Book 961 at Page 527. Excepting the lands covered by the Property Reserve 4-65 3-4 1H well.

Section 4: The Southwest $\frac{1}{4}$

Section 5: ALL: EXCEPT that part thereof described in deed to Arapahoe County recorded in Book 303 at Pages 30 and 31, respectively; and EXCEPT that part thereof described in deed to the Department of Highways, State of Colorado, recorded in Book 961 at page 423; and EXCEPT the East 210 feet of said Section 5, as described in deed to Public Service Company of Colorado recorded in Book 1199 at Page 440 and re-recorded in Book 1213 at Page 151; and EXCEPT the following described part of the East $\frac{1}{2}$ Northeast $\frac{1}{4}$ conveyed to Public Service Company of Colorado by deed recorded in book 1606 at page 364, TO WIT; Beginning at a point on the South Line of State Highway No. 8 from which the Northeast Corner of said Section 5 bears North $53^{\circ}34'45''$ East, a distance of 355.4 feet; thence South $4^{\circ}45'$ East, 761.8 feet; thence North $0^{\circ}45'$ East, 741.9 feet to the South Line of State Highway No. 8; thence North $76^{\circ}33'30''$ West along said South Line, 75 feet, more or less, to the point of beginning; and EXCEPT that part described in deed to the department of Highways, State of Colorado recorded January 16, 1976 in Book 2411 at Page 120.

Section 6: The East $\frac{1}{2}$ East $\frac{1}{2}$ Northeast $\frac{1}{4}$ and the East $\frac{1}{2}$ West $\frac{1}{2}$ East $\frac{1}{2}$ Northeast $\frac{1}{4}$ and the Southeast $\frac{1}{4}$; EXCEPT those parts thereof described in deed to Arapahoe County recorded in Book 299 at Pages 38, 158 and 283, respectively; and EXCEPT that part thereof described in deed to the Department of Highways, State of Colorado recorded in Book 961 at Page 519; EXCEPT that part thereof described in Book 961 at page 519; EXCEPT that part thereof described in deed to the Department of Highways, State of Colorado recorded on January 16, 1976 in Book 2411 at Page 120, County of Arapahoe, State of Colorado.

IN WITNESS WHEREOF, this Agreement is executed as of the Effective Date.

Owner: PROPERTY RESERVE, INC.

By: [Signature]
Name (Print): Mark B. Gibbons
Its: Authorized Agent President
Tax ID No.: 712716

Lessee: CONOCOPHILLIPS COMPANY

By: [Signature]
J. D. Adkins
Attorney-In-Fact

BURLINGTON RESOURCES OIL & GAS
COMPANY LP

By: BROG GP LLC, its sole General Partner

By: [Signature]
J. D. Adkins
Attorney-In-Fact

STATE OF UTAH)
) ss
COUNTY OF SALT LAKE)

On this 27th day of July, 2016 personally appeared before me Mark B. Gibbons, personally known to me to be an Authorized Agent of PROPERTY RESERVE, INC., a Utah non-profit corporation, who acknowledged before me that he signed the foregoing instrument as Authorized Agent for PROPERTY RESERVE, INC., a Utah non-profit corporation.

WITNESS my hand and official seal.



[Signature]
NOTARY PUBLIC

STATE OF TEXAS)
) ss
COUNTY OF HARRIS _____)

On this 20th day of July, 2016, personally appeared before me J. D. Adkins whose identity is personally known to me and who by me duly sworn, did acknowledge before me that he signed the foregoing instrument as Attorney-In-Fact for CONOCOPHILLIPS COMPANY, a Delaware corporation, and BROG GP LLC, sole General Partner of BURLINGTON RESOURCES OIL & GAS COMPANY LP, a Delaware limited partnership.

WITNESS my hand and official seal.

Tiffany Manen
NOTARY PUBLIC

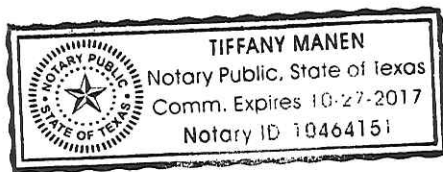
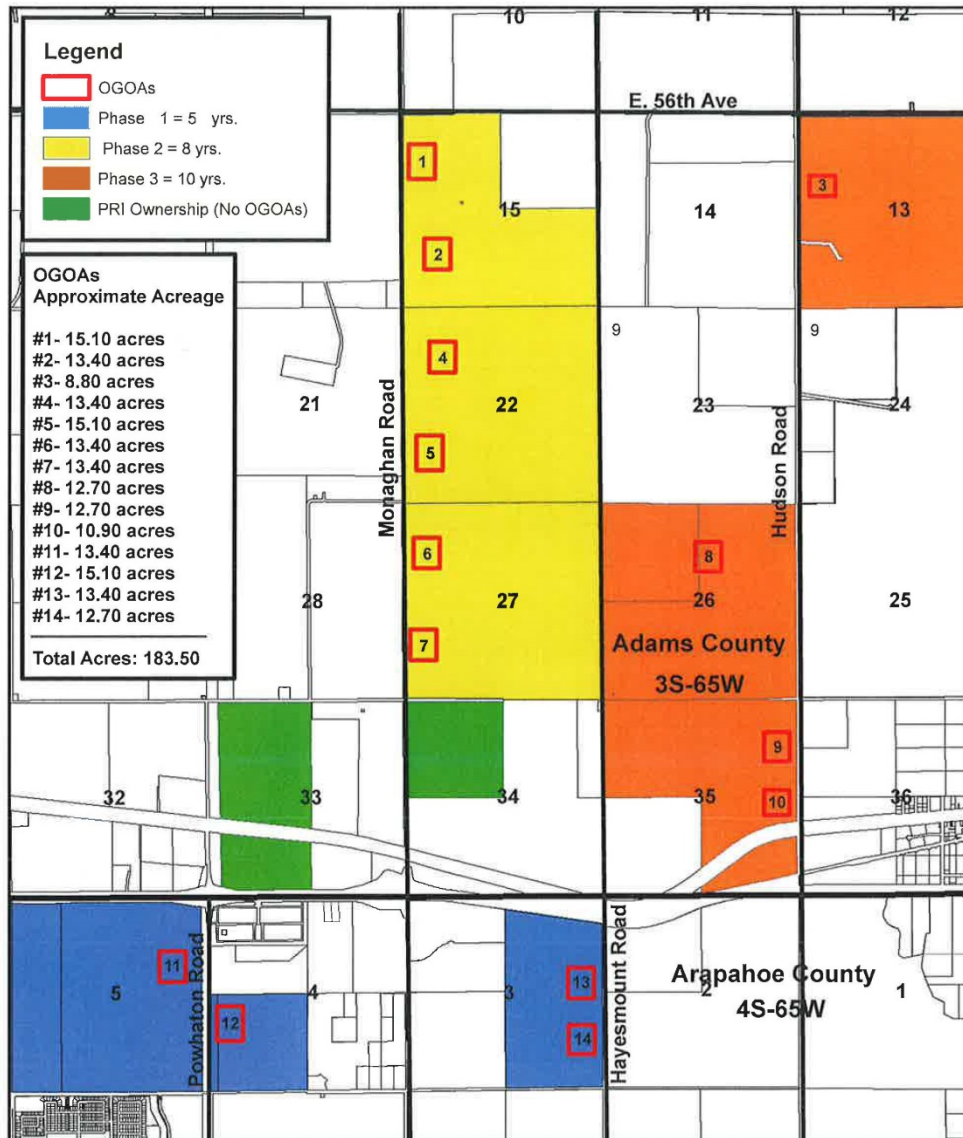


EXHIBIT B

Property Reserve, Inc. Exhibit B



All footages and acreage are approximate, and will be verified by survey before construction.

1:48,000

0 0.25 0.5 1 Miles



EXHIBIT C

<u>OGOA</u>	<u>Approximate OGOA Acreage</u>	<u>Approximate Acreage after Interim Reclamation</u>	<u>Approximate Interim Acreage Reclaimed</u>
1	15.1	11.6	3.5
2	13.4	10.06	3.34
3	8.8	6.2	2.6
4	13.4	10.06	3.34
5	15.1	11.6	3.5
6	13.4	10.06	3.34
7	13.4	10.06	3.34
8	12.7	9.5	3.2
9	12.7	9.5	3.2
10	10.9	8	2.9
11	13.4	10.06	3.34
12	15.1	11.6	3.5
13	13.4	10.06	3.34
14	12.7	9.5	3.2
TOTAL:	183.5	137.86	45.64