

MEMORANDUM OF SURFACE USE AGREEMENT

STATE OF COLORADO)
City and) ss.
COUNTY OF Denver)

This Memorandum of Surface Use Agreement is made this 25th day of September, 2018, by PIONEER HOLDCO, LLC and any of its affiliates holding title to the Lands or Additional Lands (collectively, the "Surface Owner"), with a notice address at 9033 E. Easter Place, Suite 112; Centennial, Colorado 80112 and NOBLE ENERGY, INC. ("Operator"), 1625 Broadway, Suite 2200, Denver, CO 80202.

Surface Owner and Operator entered into a Surface Use Agreement (the "Agreement") providing for limited use of the surface of the land described below by Operator in connection with certain oil and gas operations and the compensation to Surface Owner (as provided in the Agreement) for use of the surface of the land associated with the drilling, testing, completion, recompletion, reworking, reentry, pumping, operation and maintenance of the wellsites and facilities to be located in Weld County, Colorado on the following described lands:

Surface Owner owns the surface estate in the following described lands in Weld County, Colorado ("Lands"):

Township 3 North, Range 64 West, 6th P.M.
Section 32: N2, SE

Township 2 North, Range 64 West, 6th P.M.
Section 4: SW
Section 5: All
Section 7: All
Section 8: All
Section 9: All, except that portion identified as Weld County Parcel Number 130509000005.

Surface Owner also owns the surface estate in the following described lands in Weld County, Colorado ("Additional Lands"):

Township 3 North, Range 64 West, 6th P.M.
Section 32: SW

Township 2 North, Range 65 West, 6th P.M.
Section 12: All, except those portions identified as Weld County Parcel Numbers 130712000004, 130712000007, 130712100001, 130712100002, 130712300010 and 130712400012.

This Memorandum of Surface Use Agreement is executed by Surface Owner and Operator 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. This Memorandum will be provided to necessary agencies for permitting purposes. Nothing contained in this Memorandum shall be deemed to amend or alter any terms of the Surface Use Agreement.

Surface Owner supports Operator's efforts to permit wells and facilities pursuant to terms of the Surface Use Agreement, including granting consent to locate any well greater than fifty feet (50') from wells that exist as of the date hereof pursuant to COGCC Rule 318A.(c) and granting consent to locate any well outside of the GWA windows as defined in COGCC Rule 318A.(a). Surface Owner shall grant any necessary property line waivers required under COGCC Rule 603.a.(2). Operator may provide a copy of a memorandum of this Agreement to the COGCC as evidence of this waiver.

Surface Owner

By: [Signature]
Name: Joel H. Farkas
Title: Manager

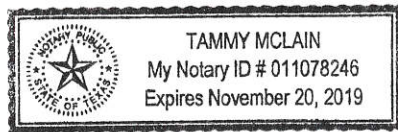
Noble Energy, Inc.

By: [Signature]
Name: Aaron G. Carlson
Title: Vice President

STATE OF TEXAS)
CITY OF HOUSTON) ss.
COUNTY OF HARRIS)

The foregoing instrument was acknowledged before me this 25th day of September, 2018, by Careen G. Carlson as Vice President for Noble Energy, Inc., a Delaware corporation, on behalf of said corporation.

[SEAL]



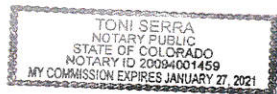
[Signature]
Notary Public

My commission expires: 11/20/19

STATE OF COLORADO)
AND CITY AND) ss.
COUNTY OF)

The foregoing instrument was acknowledged before me this 25th day of September, 2018, by Joel H. Farkas, Manager for Pioneer Holdco, LLC, Surface Owner.

[SEAL]



Toni Serra
Notary Public

My commission expires: 01-27-2021