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LURIO OIL & GAS COMPANY  
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Reception #: D1093566, 09/29/2011 at  
09:36:03 AM, 1 OF 2, NSD, Rec Fee \$16.00  
Arapahoe County CO Nancy A. Doty,  
Clerk & Recorder

### MEMORANDUM OF SURFACE USE AGREEMENT

State: Colorado  
County: Arapahoe  
Lessor: Stephen D. Tebo ("Surface Owner")  
P.O. Box T  
Boulder, CO 80306-1996  
  
Lessee: ConocoPhillips Company ("Lessee")  
P.O. Box 29  
Denver, CO 80201-0029  
Dated: March 1, 2011

For adequate consideration, Surface Owner and Lessee have entered into a Surface Use Agreement ("SUA") covering the following described lands (the "Property"), for the purpose of facilitating the coordinated development of the surface and mineral estates in the Property:

Township 4 South, Range 64 West, 6th P.M.

Section 28: W/2  
Section 29: All  
Section 32: All  
Section 33: W/2

Township 5 South, Range 64 West, 6th P.M.

Section 1: Lots 1 (80.50), 2 (81.46), S/2N/2, S/2 (All)  
Section 3: Lots 1 (78.76), 2 (77.67), S/2N/2, S/2 (All)  
Section 4: Lots 1 (77.53), 3 (38.99), 4 (39.14), S/2N/2, S/2 (All)

Township 5 South, Range 63 West, 6th P.M.

Section 6: Lots 2 (40.60), 3 (77.43), 4 (78.08),  
SE/4NW/4, E/2SW/4, S/2SE/4 (All)

Containing 4,230.16 acres, more or less  
Arapahoe County, Colorado

Among other provisions, the SUA grants Lessee certain rights, and Surface Owner hereby grants to Lessee certain rights (subject to all terms and conditions of the SUA), in the Property to drill, complete, produce, deepen, rework, frac, refrac and recomplete directional wells from surface locations within prescribed drilling areas on the Property to bottom hole locations on lands adjacent to the Property in which Lessee holds an oil and gas mineral or leasehold interest.

Surface Owner and Lessee have agreed to record this Memorandum of Agreement in the real property records of Arapahoe County, Colorado, to provide notice of the SUA.

This Memorandum is signed by Lessor and Lessee on the date of acknowledgment of their signatures, but is effective as of March 1, 2011.

LESSOR:

STEPHEN D. TEBO

*Stephen D. Tebo*

LESSEE:

CONOCOPHILLIPS COMPANY

*Thomas J. Atkins*  
By Thomas J. Atkins  
Title Attorney-in-Fact

Acknowledgments

*STP*

STATE OF COLORADO )  
 ) ss:  
COUNTY OF BOULDER )

The foregoing instrument was acknowledged before me this 7<sup>th</sup> day of September 2011 by Stephen D. Tebo.

Witness my hand and official seal.

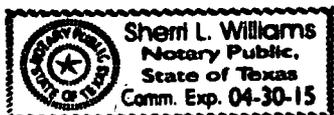


*Carrie Hostetter*  
Notary Public  
My Commission Expires 10/12/11

TEXAS  
STATE OF ~~COLORADO~~ )  
 ) ss:  
~~KIRKLAND~~  
COUNTY OF ~~DENVER~~ )  
MIDLAND

The foregoing instrument was acknowledged before me this 27 day of September, 2011 by Thomas J. Atkins as Attorney-in-Fact of ConocoPhillips Company.

Witness my hand and official seal.



*Sherri L. Williams*  
Notary Public