

**MEMORANDUM OF OIL AND GAS LEASE AMENDMENT**

**STATE OF COLORADO**

**COUNTY OF ARAPAHOE**

**MEMORANDUM OF AMENDMENT TO OIL AND GAS LEASE** ("Amendment") is executed to be effective as of June 13, 2014 by and between the **STATE OF COLORADO**, acting by and through the **STATE BOARD OF LAND COMMISSIONERS**, whose address is 1127 Sherman Street, Suite 300, Denver, CO 80203 ("Lessor"), and **ConocoPhillips Company**, a Delaware corporation, whose address is 600 North Dairy Ashford Drive, Houston, Texas 77079 ("Lessee"). Lessor and Lessee may hereinafter together be referred to as the "Parties".

**RECITALS**

**WHEREAS**, the **STATE OF COLORADO**, as Lessor, executed an Oil and Gas Lease No. 1960.12 (the "Lease") dated April 1, 2012, to **ConocoPhillips Company**, as Lessee, where Lessee filed a Memorandum of Oil and Gas Lease recorded at Reception No. D2067074 of the records of the Recorder's Office of said Arapahoe County, Colorado; and covering various lands in Arapahoe County, Colorado.

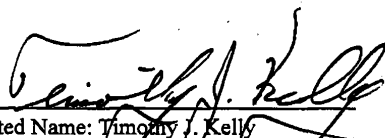
**WHEREAS**, of the Effective Date stated above, Lessor, named above, has executed and delivered to Lessee, named above, an Amendment to the Lease (the "Amendment") in which Lessor, for adequate consideration amending the acreage covered therein and the amount of total annual rentals thereunder.


See the revised Exhibit A attached hereto.

This Memorandum is executed by Lessor and Lessee and placed of record in the county in which the Leased Premises are located for the purpose of placing all personas on notice of the existence of the Amendment, which is not being placed of record. An original of the Amendment is maintained in the office of the Lessee and the Lessor, and is available for inspection consistent with the Colorado Open Records Act, Colo. Rev. Stat 24-72-200.1, *et seq.* This Memorandum is signed by Lessor and Lessee as of the date of the acknowledgement of their signatures below, but is effective for all purposes as of the Effective Date stated above.

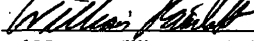
Recommended:

**LESSOR:**  
**STATE BOARD OF LAND COMMISSIONERS**

By:   
Printed Name: Timothy J. Kelly  
Title: Oil and Gas Leasing Manager

By:   
Printed Name: Pete Milonas  
Title: Minerals Director

**LESSEE:**  
**CONOCOPHILLIPS COMPANY**

By:   
Printed Name: William Rainbolt  
Title: Attorney-in-Fact

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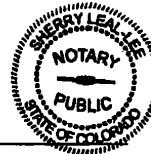
ACKNOWLEDGEMENT

STATE OF COLORADO )  
 )  
COUNTY OF DENVER )

This instrument was acknowledged before me this on this the 30<sup>th</sup> day of July 2014,  
by **Pete Milonas, Minerals Director**, as being authorized to execute same.

Witness my hand and official seal.  
My Commission expires: 4/27/2015

  
\_\_\_\_\_  
Notary Public, State of Colorado



STATE OF TEXAS )  
 )  
COUNTY OF HARRIS )

This instrument was acknowledged before me this on this the 8<sup>th</sup> day of August 2014,  
by **William Rainbolt**, in his capacity as Attorney-in-Fact for **ConocoPhillips Company**, on behalf of  
said corporation.

Witness my hand and official seal.  
My Commission expires: March 28, 2017

Sharon K Horton  
\_\_\_\_\_  
Notary Public, State of Texas



EXHIBIT A

Attached to and made part of that certain Oil and Gas Lease No. OG 1960.12 and between the State of Colorado acting by and through the State Board of Land Commissioners and ConocoPhillips Company effective as of April 1, 2012.

Township	Range	Section	Net Mineral Acres	Description
4S	64W	31	492.62	Lot 1 (87.28), a fractional 5.34 acre tract in the SW4, E2NW4, E2
4S	65W	33	71.36	A fractional part of the E2NE
4S	65W	34	636.36	ALL except North 30 feet
4S	65W	35	636.36	ALL except North 30 feet
4S	65W	36	636.36	ALL except North 30 feet
5S	64W	7	642.08	Lot 1 (81.88), and Lot 2 (80.2), E2W2, E2
5S	64W	8	640.00	ALL
5S	64W	9	640.00	ALL
5S	64W	10	640.00	ALL
5S	64W	16	640.00	ALL
5S	64W	17	640.00	ALL
5S	64W	18	637.96	Lot 1 (79.16), and Lot 2 (78.8), E2W2, E2
5S	64W	19	636.76	Lot 1 (78.48), and Lot 2 (78.28), E2W2, E2
5S	64W	20	640.00	ALL
5S	64W	21	640.00	ALL
5S	64W	22	640.00	ALL
5S	64W	27	640.00	ALL
5S	64W	31	638.32	Lot 1 (78.52), and Lot 2 (79.8), E2W2, W2
5S	64W	34	640.00	ALL
5S	65W	1	638.08	Lot 1 (79.48), and Lot 2 (78.6), S2N2, S2
5S	65W	2	636.34	Lot 1 (78.23), and Lot 2 (78.11), S2N2, S2
5S	65W	3	621.86	Lot 1 (78.59), and Lot 2 (79.67), S2N2, S2, except 16.40 acres under LT 3364
5S	65W	10	640.00	ALL
5S	65W	11	640.00	ALL
5S	65W	12	640.00	ALL
5S	65W	13	640.00	ALL
5S	65W	14	640.00	ALL
5S	65W	15	640.00	ALL
5S	65W	22	640.00	ALL
5S	65W	23	640.00	ALL
5S	65W	26	640.00	ALL
5S	65W	27	640.00	ALL
5S	65W	34	264.63	N2N2, Frac of S2N2
5S	65W	35	480.00	N2, SE4
5S	65W	36	640.00	ALL
		<b>Total</b>	<b>21,109.09</b>	