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3657712 11/04/2009 02:20P Weld County, CO  
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**AMENDED MEMORANDUM OF SURFACE AGREEMENT**

This Memorandum shall provide notice to all parties that Kerr-McGee Oil & Gas Onshore, LP, a Delaware limited partnership "Kerr-McGee", and Carma Bayshore LLC, have entered into a surface agreement dated OCTOBER 5, 2009 (the "Agreement") covering the lands described on Exhibit A to this Amended Memorandum. Among other matters, the Agreement provides certain accommodations to be made by both parties, and authorizes, Kerr-McGee to conduct drilling operations on the following wells at the following locations in Township 3 North, Range 68 West, Section 36:

|           |                                  |
|-----------|----------------------------------|
| KMG 22-36 | Center of the NW/4 of Section 36 |
| KMG 25-36 | Center of the NW/4 of Section 36 |
| KMG 28-36 | Center of the NE/4 of Section 36 |
| KMG 32-36 | Center of the NW/4 of Section 36 |
| KMG 41-36 | Center of the NE/4 of Section 36 |
| KMG 3-36  | Center of the NW/4 of Section 36 |
| KMG 5-36  | Center of the NW/4 of Section 36 |
| KMG 8-36  | Center of the NE/4 of Section 36 |
| KMG 12-36 | Center of the NW/4 of Section 36 |

The term of the Agreement shall be for the duration of the oil and gas lease presently covering the subject lands. Further information regarding the terms of the Agreement may be obtained by contacting Kerr-McGee at 1099 18<sup>th</sup> Street, Suite 1800, Denver, CO 80202, attention Denver Basin Land Manager.

|||||  
AFTER RECORDING RETURN  
TO: MELISSA HENCMANN  
KERR-MCGEE OIL & GAS ONSHORE LP  
1099 18TH STREET, SUITE 1800  
DENVER, CO 80202



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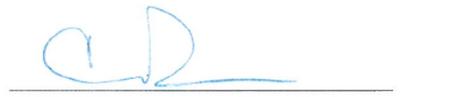
Executed this 14th day of October, 2009.

KERR-McGEE OIL & GAS ONSHORE, LP

  
By: JANE ANN BYROAD *TDE*  
Title: Agent & Attorney-in-Fact

Date: 10-14-09

CARMA BAYSHORE LLC

  
By: CHRISTOPHER BREMNER  
Title: Senior Development Manager

Date: 10-5-09



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ACKNOWLEDGMENTS

STATE OF Texas )  
 ) ss.  
COUNTY OF Montgomery )

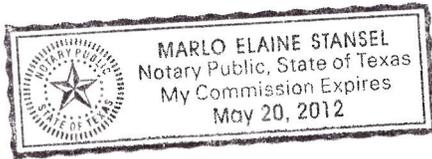
The foregoing instrument was acknowledged before me this 14<sup>th</sup> day of October 2009, by Jane Ann Byroad as Agent & Attorney in Fact of **Kerr-McGee Oil & Gas Onshore LP**, a Delaware limited partnership.

WITNESS my hand and official seal.

My commission expires:

5/20/2012

Marlo Elaine Stansel  
Notary Public



STATE OF Colorado )  
 ) ss.  
COUNTY OF Arapahoe )

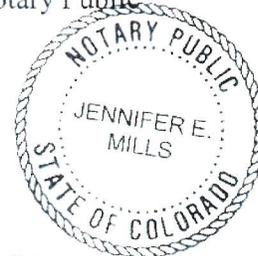
The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of October 2009, by Christopher Bremner as Senior Development Manager of Carma Bayshore LLC.

WITNESS my hand and official seal.

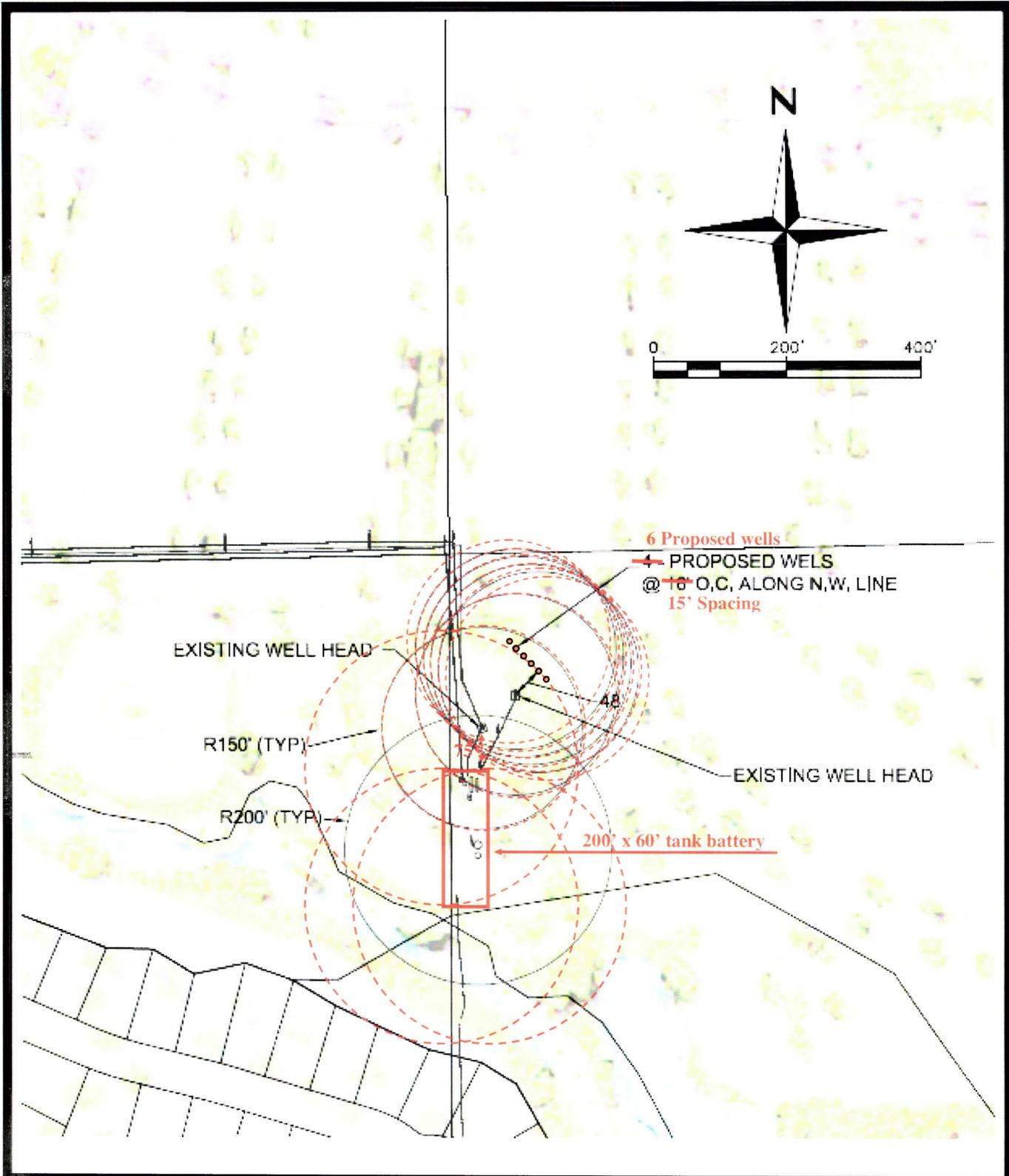
My commission expires:

6-14-11

Jennifer E. Mills  
Notary Public



My Commission Expires 06-14-2011

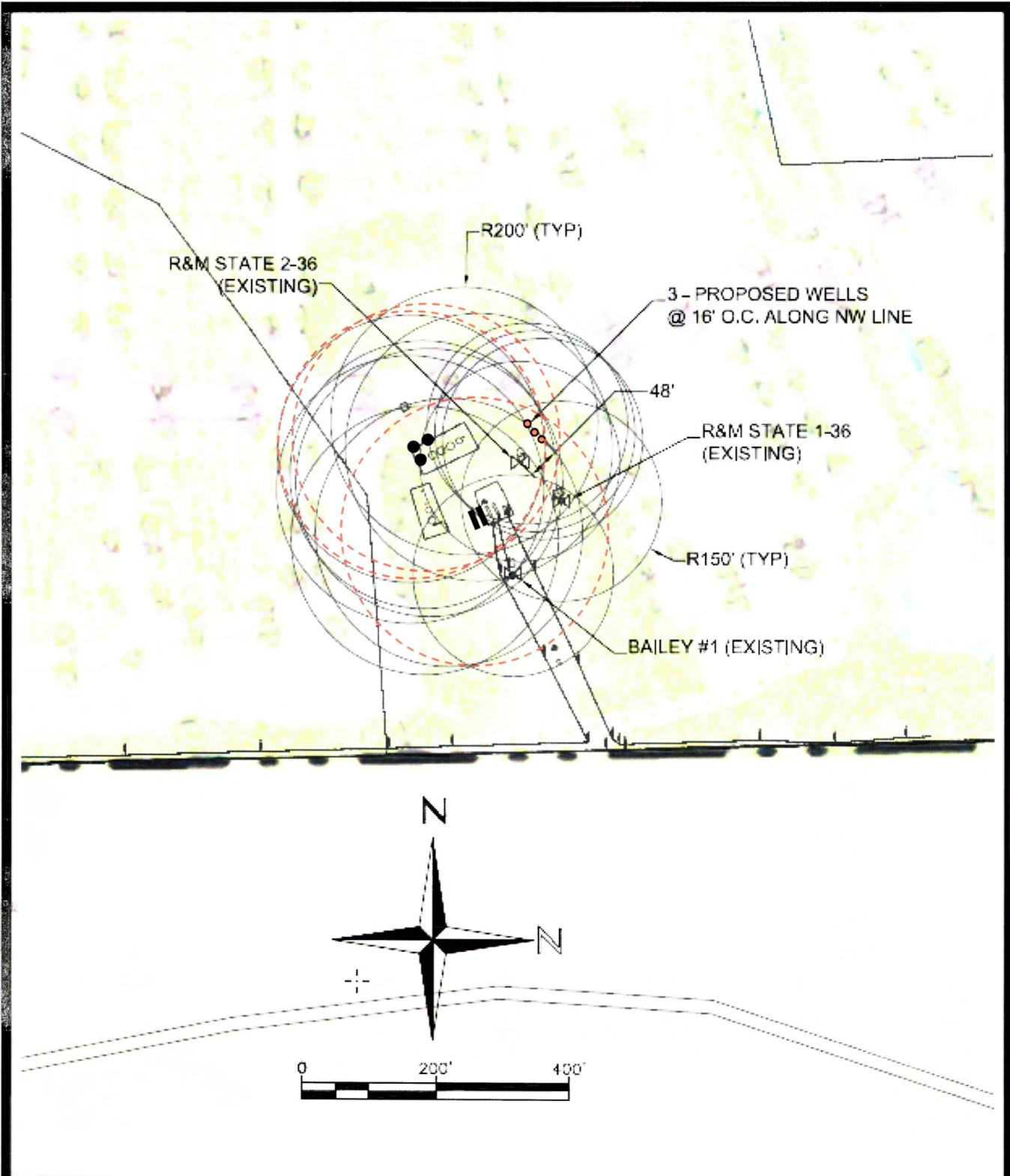


**REDLAND**  
CONSULTING GROUP

SECTION 36 - NW 1/4  
WELL LOCATION EXHIBIT

BAYSHORE

06/29/09



**REDLAND**  
CONSULTING GROUP

SECTION 36 - NE  $\frac{1}{4}$   
WELL LOCATION EXHIBIT

BAYSHORE

06/29/09



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