

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 18th Street, Suite 1800, Denver, CO 80202, attention Denver Basin Land Manager.



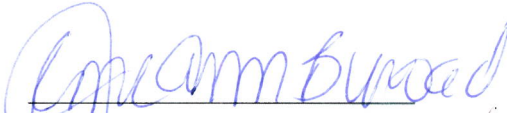
AFTER RECORDING RETURN
TO: MELISSA HENCMANN
KERR-MCGEE OIL & GAS ONSHORE LP
1099 18TH STREET, SUITE 1800
DENVER, CO 80202



3657712 11/04/2009 02:20P Weld County, CO
2 of 5 R 26.00 D 0.00 Steve Moreno Clerk & Recorder

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



3657712 11/04/2009 02:20P Weld County, CO
3 of 5 R 26.00 D 0.00 Steve Moreno Clerk & Recorder

ACKNOWLEDGMENTS

STATE OF Texas)
) ss.
COUNTY OF Montgomery)

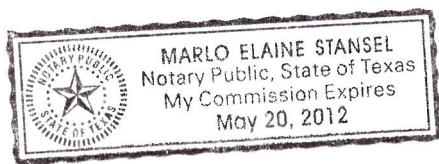
The foregoing instrument was acknowledged before me this 14th day of October 2009, by Jane Ann Byroad as Agent & Attorney in Fact of **Kerr-McGee Oil & Gas Onshore LP**, a Delaware limited partnership.

WITNESS my hand and official seal.

My commission expires:

5/20/2012

Marlo Elaine Stansel
Notary Public



STATE OF Colorado)
) ss.
COUNTY OF Arapahoe)

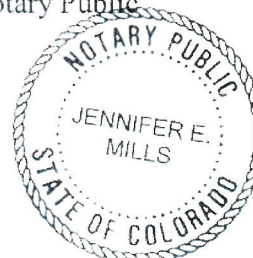
The foregoing instrument was acknowledged before me this 5th day of October 2009, by Christopher Bremner as Senior Development Manager of Carma Bayshore LLC.

WITNESS my hand and official seal.

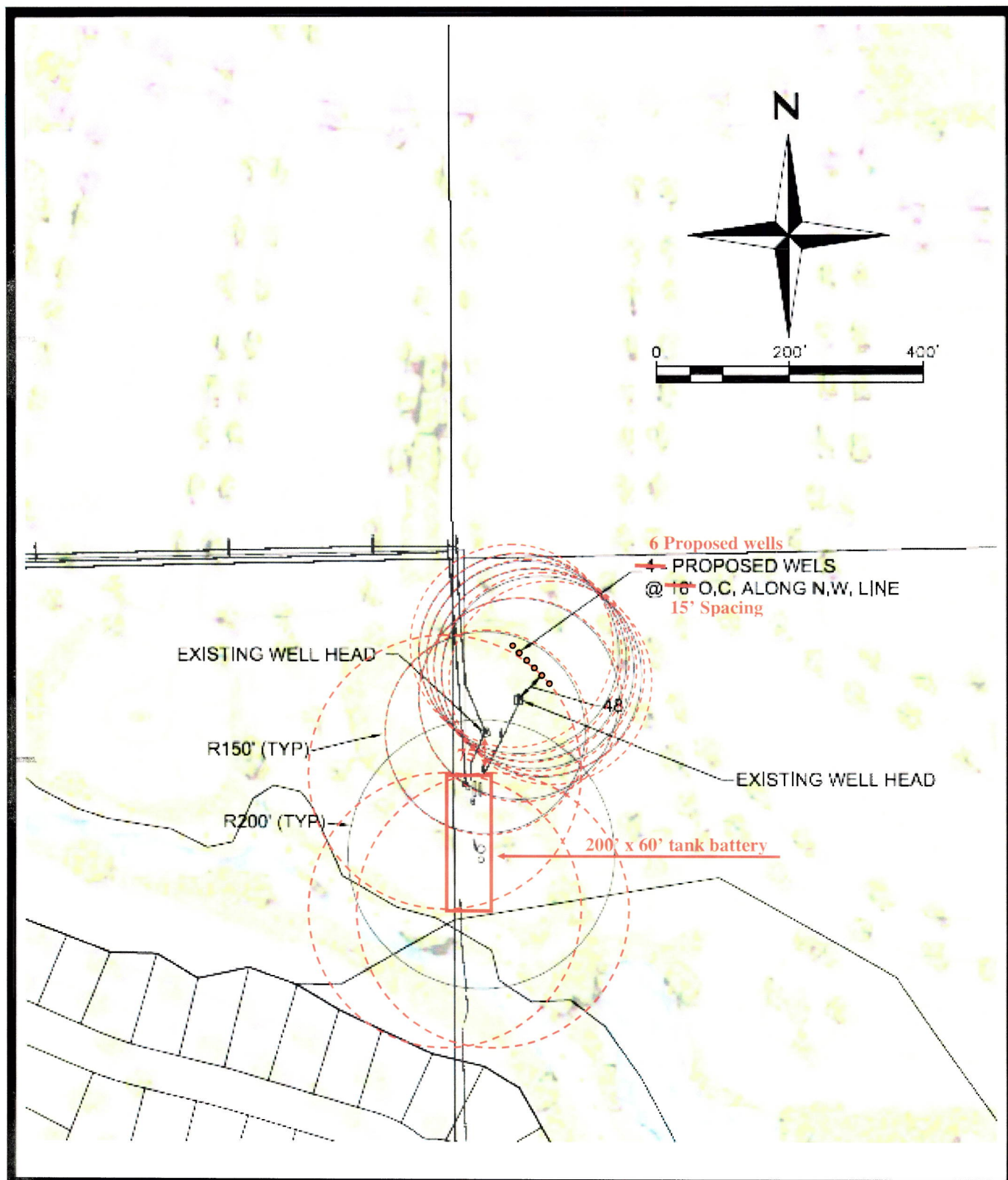
My commission expires:

6-14-11

Jennifer E. Mills
Notary Public



My Commission Expires 06-14-2011



REDLAND
CONSULTING GROUP

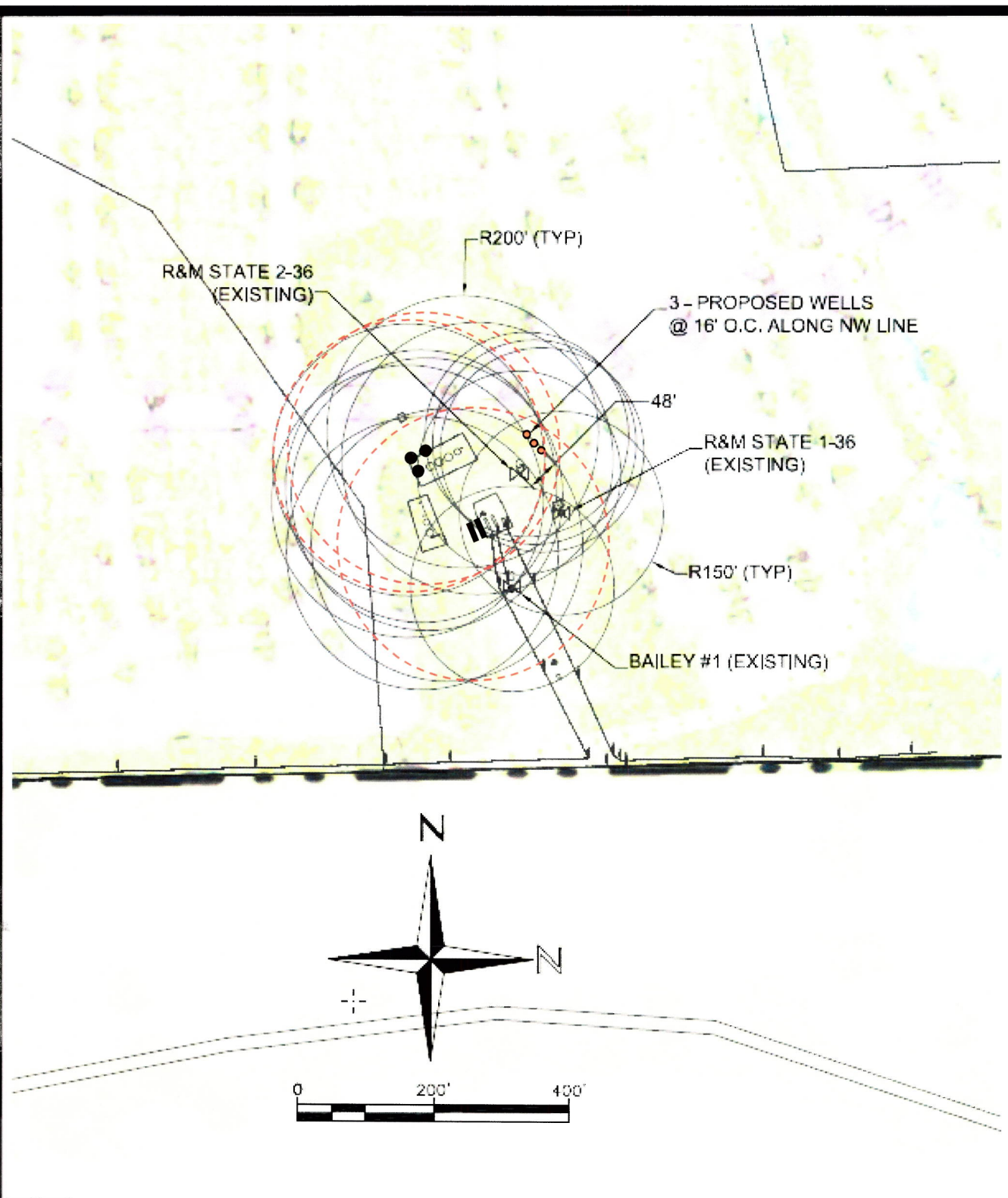
SECTION 36 - NW 1/4
WELL LOCATION EXHIBIT

BAYSHORE

06/29/09



3657712 11/04/2009 02:20P Weld County, CO
4 of 5 R 26.00 D 0.00 Steve Moreno Clerk & Recorder



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SECTION 36 - NE 1/4
WELL LOCATION EXHIBIT

BAYSHORE

06/29/09



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