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**SURFACE USE AGREEMENT
(CR 314 WATER TRANSFER STATION)**

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THIS SURFACE USE AGREEMENT is made this 25th day of November, 2009, by and between BP America Production Company ("BP"), a Delaware Corporation, with an office at 501 WestLake Park Blvd., Houston, Texas 77079, and Melannie E. Cundiff and Monty C. Cundiff, ("Landowner"), with an address at 2575 CR 314, Ignacio, CO 81137.

WHEREAS, Landowner owns 100% of the surface of a tract of land located in the SW/4NE/4, Section 1, Township 33 North, Range 8 West, N.M.P.M., which is located in La Plata County, Colorado (hereinafter the "Property"); and

WHEREAS, the parties have reached an agreement regarding BP's use of the Property related to oil and gas development thereon for the purpose of building BP's County Road ("CR") 314 Water Transfer Station onto an agreed upon surface location on the Property;

NOW, THEREFORE, based on the above premises and mutual covenants contained herein, the parties agree as follows:

1. **Consideration.** BP shall pay Landowner the sum of \$10.00, and any other good and valuable consideration that has been agreed upon in writing (Side Letter dated November 25, 2009) with respect to use of the Property and for all damages to the Property from BP's reasonable use thereof.
2. **Water Transfer Station Site.** BP shall only use such portions of the Property as are reasonably necessary, however, the surface area actually disturbed for the Water Transfer Station Site shall in no event be more than 0.92 acres. It is agreed that Landowner shall not use any portion of the Water Transfer Station Site for any purpose. The Water Transfer Station Site will be located in the SW/4NE/4, Section 1, Township 33 North, Range 8 West, N.M.P.M., La Plata County, Colorado. BP shall have the full and complete use of the Water Transfer Station Site location. The approximate location of the Water Transfer Station Site shall be as shown on the Exhibit "A", attached hereto and made a part hereof. BP will record a Supplement to the Surface Use Agreement (CR 314 Water Transfer Site) with a revised Exhibit "A", once the Water Transfer Station Site has been surveyed.
3. **Access Road.** BP has the right to construct and maintain a graveled access road for the sole purpose of its ingress and egress to the Water Transfer Station Site on the Property. The access road will be part of the Water Transfer Station Site and will enter the Property from the North side of CR 314.
4. **Pipelines.** BP will install gas and water pipelines within the Water Transfer Station Site location as shown on the attached Exhibit "B". Such pipelines shall, to the extent practicable, be buried to a minimum depth of 36 inches below the surface.
5. **Reclamation. Final Abandonment.** After cessation of all operations on the Water Transfer Station Site, all disturbed areas will be reclaimed by BP in accordance with COGCC Rules 1003 and 1004.
6. **Indemnification.** BP agrees to indemnify, defend and hold Landowner harmless from and against any and all expenses, losses or damages resulting from or relating to BP's operation and maintenance of the Water Transfer Station Site, equipment, road and pipelines and related operations and activities on the property, provided, however, BP does not indemnify Landowner for expenses, losses or damages resulting in whole or in part from Landowner's conduct on the Property.

