

## MEMORANDUM OF SURFACE USE AGREEMENT

(Tiffany 2 #3 from the Tiffany C #1 Well Location)

This MEMORANDUM OF SURFACE USE AGREEMENT ("Memorandum") is provided by XTO Energy Inc., a Delaware Corporation, the address of which is 810 Houston Street, Fort Worth, TX 76102-6298 ("XTO or "Operator), and Kennon Allen Decker, whose address is 141 C.R. 2300, Aztec, New Mexico 87410("Surface Owner").

Notice is hereby given that XTO and Surface Owner have entered in a Surface Use Agreement dated the 17 of August, 2010, concerning a proposed gas well known as the Tiffany 2 #3 (the "Additional Well") to be located on the well pad of an existing gas well known as the Tiffany C #1 (the "Existing Well") or reasonable expansion or modification thereof. The Additional Well will be located on the below described property and will be or have been drilled pursuant to underlying oil and gas lease(s) and applicable permits. Under the Surface Use Agreement, Surface Owner and Operator have agreed to certain specific matters in connection with XTO's right to use the surface estate of the following property:

Section 2: SE1/4SE1/4 (with other lands), Township 32 North, Range 7 West, N.M.P.M., more particularly described under two certain Warranty Deed's, each conveying a one-half interest therein with each recorded May 6, 2005 at Reception No.'s 908487 and 908488 La Plata County, Colorado.

This memorandum constitutes notice to all interested parties of the existence of the Surface Use Agreement. Furthermore, any successor or assign of either XTO or Surface Owner shall be bound by the terms and conditions of the Surface Use Agreement. In the event that any party acquires any rights or interests in the surface estate of the Property, such rights or interests shall be subject to the terms and conditions set forth in the Surface Use Agreement. For more information, contact either XTO or Surface Owner.

Under Colorado Oil and Gas Conservation Commission (the "COGCC") Notice and Consultation Rules 305.e, 305.e(1)(A), 305.e(7), 306.a. and 306.a(3), Surface Owner acknowledges and agrees that Operator has complied with all notice and consultation requirements of COGCC Rules 305 and 306. Surface Owner also waives the right to receive notices under the La Plata County Code including, but not limited to, Section 90-77 of said Code.

SURFACE OWNER:

By: 

Kennon Allen Decker

OPERATOR:

XTO Energy Inc., a Delaware corporation

By: \_\_\_\_\_

Name: Edwin S. Ryan, Jr.

Title: Senior Vice President – Land Administration



ACKNOWLEDGEMENTS

STATE OF COLORADO )  
COUNTY OF LA PLATA ) ss.

This instrument was acknowledged before me this 17 day of AUGUST, 2010 by Kennon Allen Decker, personally known to me.

WITNESS my hand and official seal.

Mike Simone (SEAL)  
Notary Public  
MAY 11, 2014  
My Commission Expires



STATE OF TEXAS )  
COUNTY OF TARRANT ) ss.

This instrument was acknowledged before me on the \_\_\_\_\_ day of \_\_\_\_\_, 2010 by Edwin S. Ryan, Jr., Senior Vice President – Land Administration of XTO Energy Inc., a Delaware corporation, on behalf of said corporation.

WITNESS my hand and official seal.

\_\_\_\_\_  
Notary Public (SEAL)  
\_\_\_\_\_  
My Commission Expires