

## MEMORANDUM OF SURFACE USE AGREEMENT

**State:** Colorado

**County:** Moffat

**Owner:** Andrew Peroulis and Argie T. Peroulis as individuals and as Managers of the Andy and Argie Peroulis Family Limited Partnership, a Colorado Limited Partnership

**Operator:** Axia Energy, LLC, 1430 Larimer Street, Suite 400, Denver, Colorado 80202

**Effective Date:** May 1, 2012

As of the Effective Date stated above, Owner, named above, executed and delivered to Operator, named above, a Surface Use Agreement (the "SUA") in which Owner has granted Operator certain rights to access the lands described below ("The Lands") for the purpose of exploring for and producing oil and gas from its oil and gas leases underlying the Lands and to construct drill pads, to drill oil and gas wells, and to construct and maintain associated production facilities, including pipelines. The Lands, all of which are situated in Moffat County, Colorado, are described as follows:

### Township 7 North Range 92 West 6<sup>th</sup> PM

Section 3: Lots 5, 6, 7, 8, S/2N/2, NW/4SE/4, SW/4

Section 4: Lot 7, S/2NE/4, SE/4NW/4, S/2

Section 5: E/2SE/4

Section 8: E/2NE/4

Section 9: N/2

Section 10: NW/4NW/4

### Township 8 North Range 92 West 6<sup>th</sup> PM

Section 5: Lots 7, 8, 9, 10, 16

Section 6: Lots 8, 15, 16, 17, 18, 19, 20, 21, 22, 24, 25, W/2SE/4, E/2SW/4

Section 7: Lots 7, 8, E/2SW/4, SE/4

Section 17: SW/4NW/4, W/2SW/4, NE/4SW/4, NW/4SE/4, E/2SE/4, SE/4NE/4

Section 18: Lots 5, 6, 7, 8, E/2W/2, E/2

Section 19: Lots 5, 6, 7, 8, E/2W/2, E/2

Section 20: S/2NW/4, N/2SW/4, SW/4SW/4

Section 29: E/2E/2, SW/4NE/4, W/2SE/4, SW/4, W/2NW/4

Section 30: Lots 6, 7, E/2NW/4, NE/4, SE/4, N/2SW/4

Section 31: NE/4, NE/4SE/4

Section 32: NW/4, N/2SW/4, W/2NE/4, NW/4SE/4

Section 33: S/2NE/4, N/2SE/4, SE/4NW/4, NE/4SW/4, SE/4SE/4

Section 34: S/2SW/4, SE/4

### Township 8 North Range 93 West 6<sup>th</sup> PM

Section 1: Lots 13, 14, SW/4

Section 2: Lots 14, 15, 16, SE/4, SW/4

Section 3: E/2SE/4, E/2W/2SE/4

Section 11: N/2N/2

Section 12: N/2NW/4, E/2SW/4, SE/4

Section 13: E/2, SW/4, S/2NW/4NW/4, N/2SW/4NW/4, E/2NW/4

Section 24: E/2, N/2NW/4, NE/4SW/4

Section 25: NE/4NE/4

This SUA shall terminate upon the later of: (i) the expiration or termination of the underlying oil and gas leases held by Operator, its successor or assigns; or (ii) upon completion of final reclamation on the lands by Operator, its successors or assigns.

This Memorandum of Surface Use Agreement is executed by Owner and Operator and placed of record in the county in which the Lands are located for the purpose of placing all persons on notice of the existence of the Surface Use Agreement, which is not, at the request of both parties, being filed of record.

