



**MEMORANDUM OF SURFACE USE AGREEMENT
(Raindance Area)**

State: Colorado
County: Weld
Operator: Tekton Windsor, LLC
Operator's Address: 640 Plaza Drive, Suite 290, Highlands Ranch, CO 80129
Surface Owner: Raindance Aquatic Investments, LLC
Surface Owner's Address: 1625 Pelican Lakes Point, Suite 210, Windsor, CO 80550
Effective Date: November 29, 2011

Notice is hereby given that Operator and Surface Owner, named above, (hereinafter collectively, the "Parties") entered into a confidential Surface Use Agreement including exhibits attached thereto, dated effective November 29, 2011, (hereinafter, the "SUA") which covers lands located in the County and State named above, more fully described as follows:

Surface Use Area

Township 6 North, Range 67 West, 6th P.M.
Section 30: SE/4SE/4SE/4

As generally depicted on Exhibit "A" attached hereto.

The SUA contains the terms and conditions regarding the drilling of oil and gas wells and the non-exclusive right to enter upon and use the surface including, but not limited to, drilling and production activities, workovers, well deepening, recompletions, fracturing and replacement wells along with the access roads thereto and easements associated with flowlines, gathering lines and pipelines. Such roads, flowlines, gathering lines and pipelines may be located outside of the Surface Use Area and will be described in recorded Grants of Easement subsequent to construction.

The terms, covenants and conditions of the SUA shall be binding upon and inure to the benefit of the Parties and their respective successors and assigns.

The SUA between them may be amended and supplemented from time to time in the future, and any inquiry as to the contents of the SUA should also include an inquiry as to the contents of any and all such amendments and supplements.

This Memorandum is being executed and recorded for the purpose of giving notice to third parties dealing with the Surface Use Area or the Parties to the SUA of the existence of the SUA.

Each of the Parties to the SUA reserves the right to refuse inspection of the SUA to third parties attempting to obtain information for purposes prejudicial to the business interests of the Parties to the SUA or to provide information that is prohibited by the terms of the SUA.

EXECUTED by Operator on the date set out below.

Tekton Energy, LLC, as parent company to Tekton Windsor, LLC


By: Jerry K. Sommer
Title: Chief Executive Officer

Date: March 6, 2012

ACKNOWLEDGEMENT

The foregoing instrument was acknowledged before me this 6 day of March, 2012, by Jerry K. Sommer, as Chief Executive Officer of Tekton Energy, LLC, a Delaware limited liability company, Manager of Tekton Windsor, LLC, a Colorado limited liability company, on behalf of such companies.

Witness my hand and official seal.



Notary Public

My Commission Expires: 08/24/2015

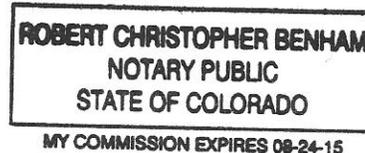


EXHIBIT "A" TO SURFACE USE AGREEMENT

Well Pad Location

(Raindance Area – SE/4SE/4SE/4-30-T6N-R67W)

Approximate Location: Latitude 40 27' 4.10"N, Longitude 104 55' 37.81"W

