

**Waiver of Minimum Distance Requirement for a Surface Location
Colorado Oil and Gas Conservation Commission Rule 603.a. (2)**

State: Colorado
County: Garfield
Offset Surface Owner: Bureau of Land Management
Address of Owner: Colorado River Valley Field Office
2300 River Frontage Road
Silt, Colorado 81652

Date of Execution: 9/6/12

WPX Energy Rocky Mountain, LLC ("WPX") plans to develop Township 7 South, Range 96 West, Section 22: NE/4 from the SG 42-22 Pad. WPX plans for the SG 42-22 Pad to be a multi-well pad in which some of the wells are within one hundred fifty (150) feet of a property line. Also, the closest well to the property line of the Offset Owner, the Bureau of Land Management, would be the SG 31-22 which will be located at Township 7 South, Range 96 West, Section 22: SE/4NE/4, 1451' FNL, 297' FEL and is approximately 121' from a property line. The Colorado Oil and Gas Conservation Commission Rule 603.a. (2) states the following:

A well shall be a minimum distance of one hundred fifty (150) feet from a surface property line. An exception may be granted by the Director if it is not feasible for the operator to meet this minimum distance requirement and a waiver is obtained from the offset surface owner(s). An exception request letter stating the reasons for the exception shall be submitted to the Director and accompanied by a signed waiver(s) from the offset surface owner(s). Such waiver shall be written and filed in the county clerk and recorder's office and with the Director.

The Offset Surface Owner hereby waives the Colorado Oil and Gas Conservation Commission's Rule 603.a. (2) and grants permission to WPX Energy Rocky Mountain, LLC to conduct the drilling of the SG 31-22 well and any wells drilled from the SG 42-22 Pad that are closer than one hundred fifty (150) feet to the property line.

Offset Surface Owner:
BUREAU OF LAND MANAGEMENT

By: Allen B. Crockett
Name: Allen B. Crockett
Title: Supervisory NRS
Date: 9/6/12

STATE OF Colorado)

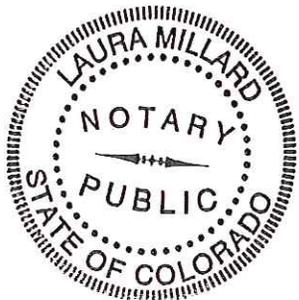
COUNTY OF Garfield)

Before me, a Notary Public, in and for said County and State aforesaid, does hereby certify that Allen B. Crockett, whose name is subscribed to the foregoing instrument as Supervisory NRS of BLM, CRVFO appeared before me this day in person and acknowledged that he executed said instrument as a free and voluntary act and deed as the free and voluntary act and deed of said corporation for the uses and purposes therein set forth.

Given under my hand and Notarial Seal this 6th day of September, 2012.

My Commission Expires: 4/12/2015
(SEAL)

[Signature]
Notary Public



Laura Millard, Notary Public
State of Colorado
My Commission Expires ~~4/12/2017~~
2015