

918

RECORDER'S MEMORANDUM
THIS DOCUMENT WAS FOUND
TO BE INADEQUATE FOR
SCANNING PURPOSES.

3811918 12/14/2011 11:19A Weld County, CO
1 of 3 R 21.00 D 0.00 Steve Moreno Clerk & Recorder

MEMORANDUM OF SURFACE USE AGREEMENT
(Diamond Valley SW Area)

State: Colorado
County: Weld
Operator: Tekton Windsor, LLC
Operator's Address: 640 Plaza Drive, Suite 290, Highlands Ranch, CO 80129
Surface Owner: Vima Partners, LLC
Surface Owner's Address: 1625 Pelican Lakes Point, Suite 210, Windsor, CO 80550
Effective Date: November 14, 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 14, 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 22: Lot 5, Diamond Valley 4th Filing (Portion of SW/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 use of the surface including, but not limited to, drilling and production activities, workovers, well deepenings, 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.



3811918 12/14/2011 11:19A Weld County, CO
2 of 3 R 21.00 D 0.00 Steve Moreno Clerk & Recorder

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: November 18th, 2011

ACKNOWLEDGMENT

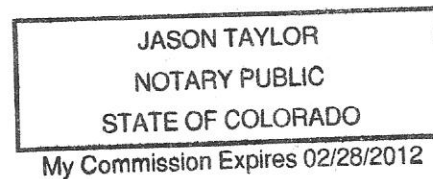
STATE OF COLORADO)
) ss.
COUNTY OF Boulder)

The foregoing instrument was acknowledged before me this 18 day of November, 2011, by Jerry K. Sommer, as Chief Executive Officer of Tekton Energy, LLC, a Delaware limited liability company, and 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: 2-28-2012





Lat40°, Inc. 1635 Foxtrail Drive, Suite 325 Loveland, CO 970-776-3321

EXHIBIT "A"

PROPOSED DIAMOND VALLEY
(13) WELL PAD

SECTION: 22
TOWNSHIP: 6N
RANGE: 67W
1/4,1/4: SE1/4SW1/4



3811918 12/14/2011 11:19A Weld County, CO
3 of 3 R 21.00 D 0.00 Steve Moreno Clerk & Recorder



0 200
1"=200'