

**REINSTATEMENT AND FOURTH AMENDMENT OF
SURFACE USE AGREEMENT**

State: Colorado

County: Garfield

KNOW ALL MEN BY THESE PRESENTS:

THAT WHEREAS, under the date of December 17, 2003, Exxon Mobil Corporation (“Surface Owner”) and Williams Production RMT Company (“Operator”), with Surface Owner and Operator collectively called the “Parties,” did execute a Surface Use Agreement (the “Agreement”), recorded in Book 1555, Page 767 of the official records of the State and County named above; and,

WHEREAS, under the date July 27, 2004, Exxon Mobil Corporation et al, and Williams Production RMT Company did execute an Amendment of the Surface Use Agreement (the “Amendment”) recorded in Book 1621, Page 885 of the official records of the State and County named above; and,

WHEREAS, under the date June 30, 2006, Exxon Mobil Corporation et al, and Williams Production RMT Company did execute a Second Amendment of the Surface Use Agreement (the “Second Amendment”) recorded in Book 1826, Page 231 of the official records of the State and County named above; and,

WHEREAS, under the date December 4, 2008, Exxon Mobil Corporation et al, and Williams Production RMT Company did execute a Third Amendment of the Surface Use Agreement (the “Third Amendment”) recorded at Reception #761654 of the official records of the State and County named above; and,

WHEREAS, Williams Production RMT Company became Williams Production RMT Company LLC as set forth in the document recorded at Reception #7930987 of the official records of the State and County named above; and,

WHEREAS, Williams Production RMT Company LLC is now known as WPX Energy Rocky Mountain, LLC, as set forth in a document recorded at Reception #814004 of the official records of the State and County named above; and,

WHEREAS, the Agreement provided for the use of the surface estate of the Lands to conduct operations under the terms of the Leases to drill, equip and operate the Wells located on the Lands located in Section 6 of Township 7 South, Range 95 West, 6th P.M. and Section 1 of Township 7 South, Range 96 West, 6th P.M.; and,

WHEREAS, Paragraph 1 of the Agreement, as amended, had an expiration date of December 31, 2009, it is the desire of the Parties to execute this Reinstatement and Fourth Amendment of the Surface Use Agreement (the “Fourth Amendment”) reinstating, ratifying and reaffirming the Agreement and extending the expiration date of the Agreement until December 31, 2018; and,

WHEREAS, it is the desire of the Operator to use the existing surface location, Well Pad PA 14-6, for the drilling, completion, and operation of the wells as described on the attached amended Exhibit "C".

NOW, THEREFORE, in consideration of the premises stated herein and other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged by the Parties hereto, it is agreed:

The Parties agree that Paragraph 1 of the "Agreement" is amended as follows:

Operator may begin operations to drill the Wells any time prior to December 31, 2018, or any time thereafter as mutually agreed to by Surface Owner and Operator.

The Parties agree the Agreement is hereby amended with the insertion of the attached amended Exhibit "C".

All other terms and conditions of the Agreement and subsequent Amendments remain unaltered and are in full force and effect as of the date hereof.

This Reinstatement and Fourth Amendment of Surface Use Agreement shall be binding on any and all successors and assigns of the Parties.

The Parties hereto have executed this Reinstatement and Fourth Amendment of Surface Use Agreement this 18th day of September, 2013.

Surface Owner
XTO Energy INC. as Agent and Attorney-in-Fact
for Exxon Mobil Corporation and ExxonMobil
Oil Corporation

By: Edwin S. Ryan, Jr. PK 68
Edwin S. Ryan, Jr.
Sr. Vice President – Land Administration

Operator
WPX Energy Rocky Mountain, LLC

By: Bryan S. Hotard
Bryan S. Hotard
Attorney-In-Fact

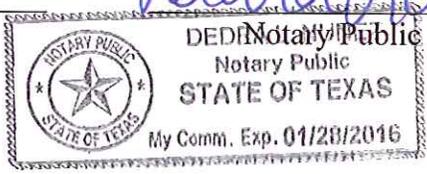
ACKNOWLEDGMENTS

STATE OF TEXAS)
)
COUNTY OF TARRANT)

Before me, a Notary Public, in and for said County and State aforesaid, I do hereby certify that Edwin S. Ryan, Jr. whose name is subscribed to the foregoing instrument as Sr. Vice President – Land Administration of **XTO Energy Inc. as Agent and Attorney-in-Fact for Exxon Mobil Corporation and ExxonMobil Oil Corporation** appeared before me this day in person and acknowledged that he executed said instrument as his 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 19th day of Sept., 2013.

My Commission Expires: 1/28/16
(SEAL) Dedra G. Kuntz



STATE OF COLORADO)
)
COUNTY OF GARFIELD)

Before me, a Notary Public, in and for said County and State aforesaid, I do hereby certify that **Bryan S. Hotard** whose name is subscribed to the foregoing instrument as Attorney-in-Fact of **WPX Energy Rocky Mountain, LLC** appeared before me this day in person and acknowledged that he executed said instrument as his 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 20 day of September, 2013.

My Commission Expires: 11/08/16
(SEAL) Gia E. Bonuales
Notary Public

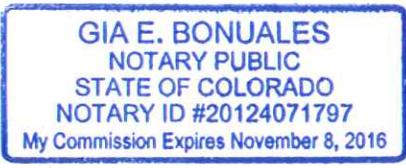


Exhibit "C"

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Attached to and made part of that certain Reinstatement and Fourth Amendment of Surface Use Agreement dated 19 day of September, 2013, by and between Exxon Mobil Corporation and ExxonMobil Oil Corporation, Surface Owner, and WPX Energy Rocky Mountain, LLC, Operator

Well	Status	Surface Location	Name of Existing Well Pad	Plat Available
PA 31-6	Drilled	NWNE 6-T7S-R95W	PA 31-6	Yes
PA 331-6	Drilled	NWNE 6-T7S-R95W	PA 31-6	Yes
PA 431-6	Drilled	NWNE 6-T7S-R95W	PA 31-6	Yes
PA 531-6	Drilled	NWNE 6-T7S-R95W	PA 31-6	Yes
PA 341-6	Drilled	NENE 6-T7S-R95W	PA 41-6	Yes
PA 441-6	Drilled	NENE 6-T7S-R95W	PA 41-6	Yes
PA 541-6	Drilled	NENE 6-T7S-R95W	PA 41-6	Yes
PA 344-31	Drilled	NENE 6-T7S-R95W	PA 41-6	Yes
PA 332-6	Drilled	SWNE 6-T7S-R95W	GV 42-6	Yes
PA 432-6	Drilled	SWNE 6-T7S-R95W	GV 42-6	Yes
PA 532-6	Drilled	SWNE 6-T7S-R95W	GV 42-6	Yes
PA 21-6	Drilled	NENW 6-T7S-R95W	PA 21-6	Yes
PA 321-6	Drilled	NENW 6-T7S-R95W	PA 21-6	Yes
PA 421-6	Drilled	NENW 6-T7S-R95W	PA 21-6	Yes
PA 521-6	Drilled	NENW 6-T7S-R95W	PA 21-6	Yes
PA 11-6	Drilled	NENW 6-T7S-R95W	PA 21-6	Yes
PA 311-6	Drilled	NENW 6-T7S-R95W	PA 21-6	Yes
PA 411-6	Drilled	NENW 6-T7S-R95W	PA 21-6	Yes
PA 22-6	Drilled	SENE 6-T7S-R95W	PA 22-6	Yes
PA 322-6	Drilled	SENE 6-T7S-R95W	PA 22-6	Yes
PA 422-6	Drilled	SENE 6-T7S-R95W	PA 22-6	Yes
PA 522-6	Drilled	SENE 6-T7S-R95W	PA 22-6	Yes
GM 424-1	Drilled	SESW 1-T7S-R96W	GM 24-1	Yes
GM 524-1	Drilled	SESW 1-T7S-R96W	GM 24-1	Yes
PA 14-6	Drilled	SWSW 6-T7S-R96W	PA 14-6	Yes
PA 414-6	Drilled	SWSW 6-T7S-R96W	PA 14-6	Yes
PA 533-6	Drilled	SWSW 6-T7S-R96W	PA 14-6	Yes
PA 11-7	Drilled	SWSW 6-T7S-R96W	PA 14-6	Yes
PA 313-6	Proposed Well	SWSW 6-T7S-R96W	PA 14-6	No
PA 413-6	Proposed Well	SWSW 6-T7S-R96W	PA 14-6	No
PA 314-6	Proposed Well	SWSW 6-T7S-R96W	PA 14-6	No
PA 23-6	Proposed Well	SWSW 6-T7S-R96W	PA 14-6	No
PA 323-6	Proposed Well	SWSW 6-T7S-R96W	PA 14-6	No
PA 324-6	Proposed Well	SWSW 6-T7S-R96W	PA 14-6	No
PA 424-6	Proposed Well	SWSW 6-T7S-R96W	PA 14-6	No

Exhibit "C"

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<u>Well</u>	<u>Status</u>	<u>Surface Location</u>	<u>Name of Existing Well Pad</u>	<u>Plat Available</u>
PA 311-7	Proposed Well	SWSW 6-T7S-R96W	PA 14-6	No
PA 411-7	Proposed Well	SWSW 6-T7S-R96W	PA 14-6	No
PA 321-7	Proposed Well	SWSW 6-T7S-R96W	PA 14-6	No
PA 421-7	Proposed Well	SWSW 6-T7S-R96W	PA 14-6	No
PA 521-7	Proposed Well	SWSW 6-T7S-R96W	PA 14-6	No
PA 12-7	Proposed Well	SWSW 6-T7S-R96W	PA 14-6	No
PA 312-7	Proposed Well	SWSW 6-T7S-R96W	PA 14-6	No
PA 22-7	Proposed Well	SWSW 6-T7S-R96W	PA 14-6	No
PA 322-7	Proposed Well	SWSW 6-T7S-R96W	PA 14-6	No
PA 331-7	Proposed Well	SWSW 6-T7S-R96W	PA 14-6	No
PA 431-7	Proposed Well	SWSW 6-T7S-R96W	PA 14-6	No
PA 531-7	Proposed Well	SWSW 6-T7S-R96W	PA 14-6	No