

**MEMORANDUM OF
SURFACE USE AGREEMENT**

This Memorandum of Surface Use Agreement ("Memorandum") is made and executed as of the 17 day of September, 2013 to evidence that:

The Surface Use Agreement ("Agreement") dated the 17 day of September, 2013 was entered into by and between **C&C Energy Capital, LLC** whose address is 213 Diamond Loop, Parachute, Colorado 81635 ("Surface Owner") and **WPX Energy Rocky Mountain, LLC** whose address is 1058 County Road 215, Parachute, Colorado 81635 ("Operator"), with Surface Owner and Operator collectively known as the "Parties," which, among other provisions, provides as follows:

- 1) Surface Owner agrees that Operator may construct and use one (1) Oil and Gas Operations Area, as depicted on the attached Exhibit "A", for operations in connection with the drilling, completion, and production of oil and gas wells; and,
- 2) Operator is authorized to represent Surface Owner in the submittal and processing of any required Garfield County permits on the Lands, including, but not limited to, Small Temporary Employee Housing and Individual Sewage Disposal System permits; and,
- 3) This Memorandum shall be construed as a covenant running with the Lands and shall be binding on any and all personal representatives, successors, and assigns of the Parties.

This Memorandum is being executed by the Parties for the primary purpose of recording and thus advising all interested parties of the existence and validity of such Agreement, the exact terms and conditions of which are more fully stated in the unrecorded instrument on file with the respective Parties. This Memorandum shall constitute notice to all parties of the existence of this Agreement as though it was described in total detail herein.

IN WITNESS WHEREOF, the Parties have executed this Memorandum as of the date first above written.

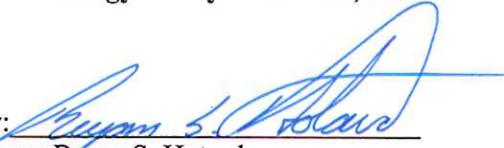
Surface Owner:

C&C Energy Capital, LLC

By: 
Name: Brian Celayeta
Title: Member

Operator:

WPX Energy Rocky Mountain, LLC

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

Acknowledgements

STATE OF COLORADO)
)
COUNTY OF Garfield)

On this 17 day of September, 2013, before me, the undersigned, a Notary Public in and for said County and State, personally appeared **Brian Celayeta** known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed same in the capacity of **Member of C&C Energy Capital, LLC**.

My Commission Expires: 4/2/17

KAITLYNN ANNA FOSS
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID # 20134021381
MY COMMISSION EXPIRES APRIL 02, 2017

Kaitlynn Anna Foss
Notary Public

STATE OF COLORADO)
)
COUNTY OF GARFIELD)

On this 17 day of September, 2013, before me, the undersigned, a Notary Public in and for said County and State, personally appeared **Bryan S. Hotard** known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed same in the capacity of **Attorney-In-Fact of WPX Energy Rocky Mountain, LLC**.

My Commission Expires: 11/8/16

GIA E. BONUALES
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID #20124071797
My Commission Expires November 8, 2016

Gia E. Bonuales
Notary Public

EXHIBIT "A"

Attached to and made a part hereof that certain Memorandum of Surface Use Agreement dated this 17 day of September, 2013, by and between **C&C Energy Capital, LLC**, Surface Owner, and **WPX Energy Rocky Mountain, LLC**, Operator

Township 7 South, Range 96 West, 6th P.M.
 Section 11: SE $\frac{1}{4}$ SE $\frac{1}{4}$
 Section 12: W $\frac{1}{2}$ SW $\frac{1}{4}$
 Garfield County, Colorado

