

AMENDMENT OF WATER INJECTION AGREEMENT

State: Colorado

County: Garfield

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, under the date of February 1, 2012, by and between Clough Sheep Company, LLC ("Clough" or "Surface Owner") and WPX Energy Rocky Mountain, LLC ("WPX" or "Operator"), with Clough and WPX collectively called the "Parties", did execute a Water Injection Agreement, having a Memorandum of Water Injection Agreement recorded at Reception # 814345 in the official records of the State and County named above;

WHEREAS, the Water Injection Agreement provided WPX the ability to convert existing Wells into water injection wells for the purpose of storing and disposing of production water into the Upper Williams Fork Formation from WPX's oil and gas operations; and,

WHEREAS, the Parties acknowledge that pursuant to paragraph 4 of the Water Injection Agreement, because WPX was unable to convert the Wells into water injection wells, WPX has the right to drill up to three (3) new water injection wells from new or existing pads in Sections 20 and 21, Township 6 South, Range 94 West, 6th P.M.

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:

1. The Parties agree that with respect to any new injection well drilled pursuant to paragraph 4 of the Water Injection Agreement, any such well may be drilled to, and inject water into, any member of the Mesaverde Group, and that as to all other paragraphs of the Water Injection Agreement, any reference to the "Upper Williams Fork Formation" shall be modified and deemed to include any formation in the Mesaverde Group.

The Parties agree to the substitution of the formations. All other terms and conditions of the Water Injection Agreement remain unaltered and are in full force and effect as of the date hereof.

This Amendment of Water Injection Agreement shall be binding on any and all successors and assigns of the Parties.

The Parties hereto have executed this Amendment of Water Injection Agreement the 24 day of October, 2013.

MEMORANDUM OF WATER INJECTION AGREEMENT

This MEMORANDUM OF WATER USE AGREEMENT (the "Memorandum") is made and executed as of this 5th day of February, 2012, to evidence that:

The undersigned entered into that certain Water Injection Agreement (the "Agreement") entered into effective the 1st day of February 2012, by and between Clough Sheep Company, LLC, with an address of P.O. Box 686, Rifle, CO 81650 ("Clough"), and WPX Energy Rocky Mountain, LLC, formerly known as Williams Production RMT Company LLC, with an address of 1058 County Road 215, Parachute, Colorado 81635 ("WPX"), stating, among other things, that:

1. Clough is the surface owner of a portion of the following lands:

Township 6 South, Range 94 West, 6th P.M.
Sections 20, 21 and 29
Garfield County, Colorado

(the "Lands").

2. WPX is the owner and operator of the following gas wells located on the Lands:

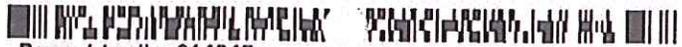
Clough #RMV 215-21
Township 6 South, Range 94 West, 6th P.M.
Section 21: NE $\frac{1}{4}$ SW $\frac{1}{4}$

Clough #RWF 623-21
Township 6 South, Range 94 West, 6th P.M.
Section 21: NE $\frac{1}{4}$ SW $\frac{1}{4}$

Clough #RWF 434-21
Township 6 South, Range 94 West, 6th P.M.
Section 21: SW $\frac{1}{4}$ SE $\frac{1}{4}$

(the "Wells" or "Wellpads", as the case may be).

3. The Agreement grants WPX the right, among other things, to convert the Wells into water injection wells for the purpose of storing and disposing of production water into the Upper Williams Fork Formation from WPX's oil and gas operations, along with an easement of egress and ingress to the Wells and the right to place equipment and necessary facilities on the subject Wellpads.
4. Additionally, in the event the Wells are not suitable for water injection into the Upper Williams Fork Formation, the Agreement grants WPX the right to drill and complete up to three water injection wells on Clough's surface estate located in Sections 20 and 21, Township 6 South, Range 94 West, 6th P.M.



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 Water Injection Agreement, the exact terms and conditions of which are more fully stated in the unrecorded instrument on file with the respective parties and, that 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.

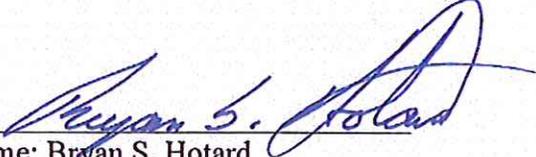
Surface Owner:

Operator:

Clough Sheep Company, LLC

WPX Energy Rocky Mountain, LLC

By: 
Name: David B. McKenzie
Title: Mgr.
Date: 2/1/12

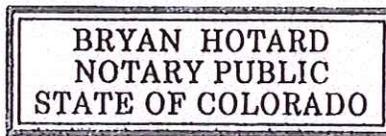
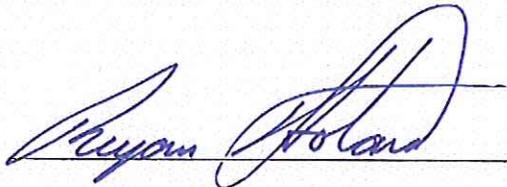
By: 
Name: Bryan S. Hotard
Title: Attorney-In-Fact
Date: 2/1/12

STATE OF COLORADO)
)
COUNTY OF GARFIELD)

On this 1st day of February, 2012, before me, the undersigned, a Notary Public in and for said County and State, personally appeared David Ryan McVizir, known to me to be the person whose names is subscribed to the foregoing instrument and acknowledged to me that he executed same in the capacity of manager for Clough Sheep Company, LLC.

My Commission Expires: 12/08/2013

Notary Public



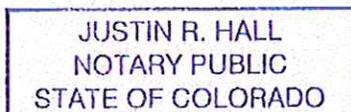
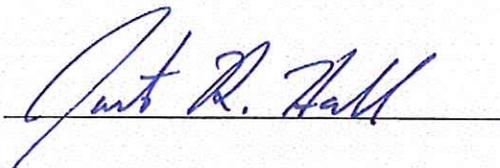
My Commission Expires 12/08/2013

STATE OF COLORADO)
)
COUNTY OF GARFIELD)

On this 1st day of February, 2012, 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 for WPX Energy Rocky Mountain, LLC.

My Commission Expires: 5/16/2015

Notary Public



My Commission Expires 05/16/15

After Recordation Please Return To:
WPX Energy Rocky Mountain, LLC
Attn: Land Dept.
PO Box 370
Parachute, CO 81635



November 6, 2013

Clough Sheep Company, LLC
Attn: David Ryan McKenzie
P.O. Box 686
Rifle, CO 81650

RE: Proposed RWF 933-19D Injection Well
Township 6 South, Range 94 West, 6th P.M.
Section 20: SW/4NW/4
Garfield County, Colorado

Dear Mr. McKenzie,

Per the Water Injection Agreement dated February 1, 2012, by and between Clough Sheep Company, LLC and WPX Energy Rocky Mountain, LLC ("WPX"), a memorandum of which was recorded at Reception #814345 in the official records of the State and County named above, paragraph four states "*In the event that WPX is unable to convert the Wells into water injection wells, Clough hereby grants WPX the right to drill up to three (3) water injection wells from new or existing pads in Sections 20 and 21, Township 6 South, Range 94 West, 6th P.M.*" WPX would like to drill the proposed RWF 933-19D; injection well from the existing RMV 205-20 pad located in the NW¼ of Section 20, Township 6 South, Range 94 West, 6th P.M.

If you are in agreement with WPX adding the proposed RWF 933-19D injection well to the existing RMV 205-20 pad location, please acknowledge your acceptance of the foregoing by signing and inserting the date of execution below and returning one original to the WPX address listed below.

If you have any questions or concerns, please contact John Doose at (970) 263-2726 (O) or (970) 379-5688 (C).

Sincerely,

WPX Energy Rocky Mountain, LLC

Bryan S. Hotard
Field Land Team Lead – Piceance Basin

THE FOREGOING IS AGREED TO AND ACCEPTED this 6 day of November, 2013.

Clough Sheep Company, LLC

By:
Name: David Ryan McKenzie
Title: Manager