

MEMORANDUM OF AGREEMENT

STATE OF COLORADO)
) ss.
 COUNTY OF DENVER)

Pursuant to the terms of that certain unrecorded Surface Use Agreement dated 1st day of August 2013, between the undersigned, and subject to the conditions set forth therein, Great Western Operating Company, LLC, ("Great Western") with an address at 1700 Broadway, Suite 650, Denver, CO 80290 and Raindance Aquatic Investments, LLC ("Surface Owner") with an address at 1625 Pelican Lakes Point, Suite 201, Windsor, CO 80550, agree to the location of the well(s) and payment for damages to the surface of land connected with the access to and the drilling, construction, completion, recompletion, reworking, re-entry, production, maintenance and operations of the well(s) and associated pipelines, tank batteries and other facilities or property of Great Western associated with the well(s) and located on the following land:

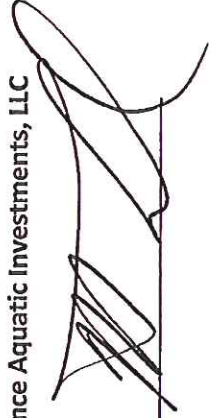
Township 6 North, Range 67 West, 6th P.M.

Section 30: A tract of land located in the S/2

This Memorandum of Agreement is executed by Raindance Aquatic Investments, LLC and Great Western Operating Company, LLC and placed of record in Weld County, Colorado for the purpose of placing all persons on notice of the existence of the Surface Use Agreement. A true and complete copy of the Agreement is available from Great Western to any person with an interest in the above-described land.

In witness whereof this instrument is executed and made effective this 1st day of August, 2013.

Raindance Aquatic Investments, LLC



By: _____

By: Steve R. Stacy, Sr.

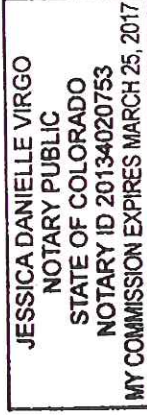
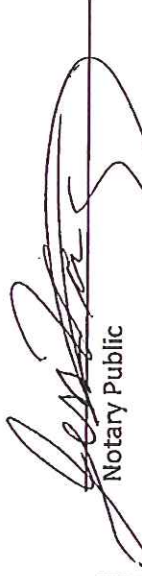
Steve R. Stacy, Sr. Vice President Land

Great Western Operating Company, LLC

STATE OF COLORADO)
) ss.
 COUNTY OF DENVER)

The foregoing instrument was acknowledged before me this 5th day of August 2013 by Steve R. Stacy, Sr. Vice President Land for Great Western Operating Company, LLC

[SEAL]

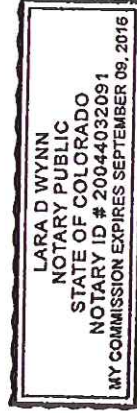
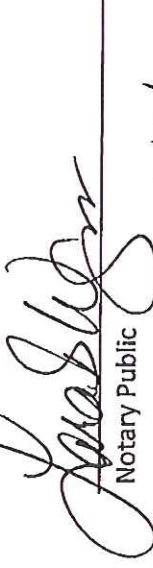
Notary Public

My commission expires: 3/25/17

STATE OF COLORADO)
) ss.
 COUNTY OF WELD)

The foregoing instrument was acknowledged before me this 19th day of August 2013 by Martin Lind.

[SEAL]

Notary Public

My commission expires: 9/9/2016