

**MEMORANDUM OF
 OIL AND GAS LEASE**

STATE OF COLORADO

COUNTY OF WELD

WHEREAS, Daniel H. Varra, Trustee and wife, Carolyn S. Varra, (hereinafter called Lessor whether one or more) and Energy & Exploration Partners, LLC, a Delaware Limited Liability Corporation (hereinafter called Lessee) have entered into an Oil and Gas Lease dated February 19, 2011, and;

WHEREAS, the Lessee and Lessor have mutually agreed not to record the Lease in its entirety in the records of Weld County, Colorado, and instead have agreed to record this Memorandum of Lease;

NOW, THEREFORE, in consideration of the valuable consideration given this date, the receipt and sufficiency of which is hereby acknowledged, and of the other terms of the lease, duplicate copies of which are located in the office of Lessor at: 35412 County Road 15, Windsor, CO 80550, and in the office of Lessee at: P. O. Box 471428, Fort Worth, Texas 76147-1376, Lessor hereby grants, leases, and lets unto the Lessee for the purpose of exploring, drilling, operating for and producing oil and gas from the following described land in Weld County, Colorado, to-wit:

118.444 Acres of land, more or less, situated in Weld County, State of Colorado, and being described as follows to wit:

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

<p>Tract 1 Section 5:</p>	<p>2.631 acres of land, more or less, Part of the South West Quarter of Section 5, Township 6 North, Range 67 West of the 6th Principal Meridian, in Weld County, Colorado, and being more particularly described by metes and bounds in that certain Subdivision Exemption No. SE-1089, dated September 18, 2006, as Reception No. 3426214 and further referenced in that certain Warranty Deed dated May 17, 1968, from Harold Varra to Daniel H. Varra and Carolyn S. Varra, as joint tenants, recorded as Reception No. 1516562 of the records of Weld County Clerk and Recorder, Colorado.</p>
<p>Tract 2 Section 5:</p>	<p>104.148 acres of land, more or less, Part of the South West Quarter of Section 5, Township 6 North, Range 67 West of the 6th Principal Meridian, in Weld County, Colorado, and being more particularly described by metes and bounds as Lot B in Recorded Exemption No. 0807-3-03 RE4305, dated September 18, 2006 as Reception No. 3426215 and further referenced in that certain Quitclaim Deed dated October 20, 2006 from Dan and Carolyn S. Varra to Dan H. Varra, recorded as Reception No. 3428865 of the records of Weld County Clerk and Recorder, Colorado.</p>
<p>Tract 3 Section 5:</p>	<p>11.665 acres of land, more or less, Part of the South West Quarter of Section 5, Township 6 North, Range 67 West of the 6th Principal Meridian, in Weld County, Colorado, and being more particularly described by metes and bounds as Lot A in Recorded Exemption No. 0807-3-03 RE4305, dated September 18, 2006 as Reception No. 3426215 and further referenced in that certain Quitclaim Deed dated October 20, 2006, from Dan and Carolyn S. Varra to Dan H. Varra, recorded as Reception No. 3428864 of the records of Weld County Clerk and Recorder, Colorado.</p>

CONTAINING IN AGGREGATE 118.444 acres, more or less.

All in accordance with the terms and conditions of the Lease, the Lease shall be effective for a term of **Five (5)** years from the date of the Lease with Lessee's option to extend the primary term for **Five (5)** additional years from the expiration date of the original primary term and as long thereafter as oil or gas or other substances covered thereby are produced from said land. Should there be any conflict between this Memorandum of Lease and the Lease herein referred to then in all cases, the Lease shall take precedence. In addition, in the event of a conflict between the terms of the addendum to the said lease and the terms of the printed lease form, the terms of the addendum to said lease shall prevail.

The provisions hereof shall extend to and be binding upon the heirs, successors and legal representatives and assigns of the parties hereto.

This instrument may be executed in any number of counterparts, each of which shall be deemed an original and shall be binding upon the party or parties so executing, their heirs, successors and assigns, and all of which when taken together constitute but one and the same instrument.

WITNESSED as first written above and EXECUTED this 10th day of September, 2012.

LESSOR(S):

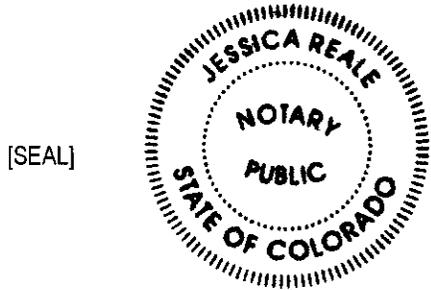
Daniel H. Varra
Daniel H. Varra, Trustee

Carolyn S. Varra
Carolyn S. Varra

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Steve Moreno, Clerk and Recorder, Weld County, CO

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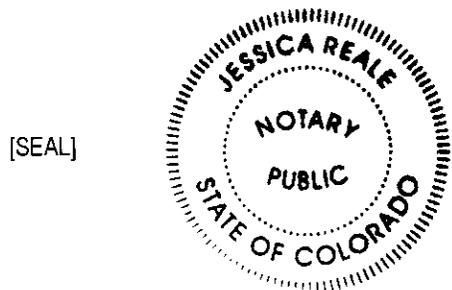
This instrument was acknowledged before me on September 15th, 2012, by Daniel H. Varra, Trustee.



Jessica Reale
Notary Public in and for the State of ~~Texas~~
Colorado
My commission expires: 8/13/2013

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This instrument was acknowledged before me on September 15th, 2012, by Carolyn S. Varra.



Jessica Reale
Notary Public in and for the State of ~~Texas~~
Colorado
My commission expires: 8/13/2013