

**MEMORANDUM OF AGREEMENT**

STATE OF COLORADO )  
 ) ss.  
CITY AND COUNTY )  
OF DENVER )

Pursuant to the terms of that certain unrecorded Surface Use Agreement dated the 14<sup>th</sup> day of November, 2013, between the undersigned, and subject to the conditions set forth therein, Great Western Operating Company, LLC, ("Great Western") with an address at 1801 Broadway, Suite 500, Denver, CO 80202 and Windsor Renewal I, LLC ("Surface Owner"), with an address at 252 Clayton St., 4<sup>th</sup> Floor, Denver, CO 80206, agree to the location of the well 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 and associated pipelines, tank batteries and other facilities or property of Great Western associated with the well and located on the following land:

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

Section 26: SENW; SESW

This Memorandum of Agreement is executed by Surface Owner and Great Western 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 14th day of November, 2013.

**WINDSOR RENEWAL I, LLC**

**Great Western Operating Company, LLC**

By: *Alex Yeros*

By: *Steve R. Stacy*

Alex Yeros, Vice President

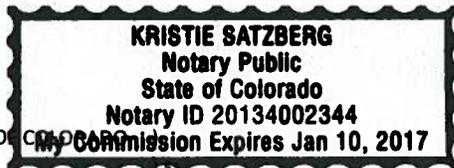
Steve R. Stacy, Sr. Vice President Land

EC  
PA

STATE OF COLORADO )  
 ) ss.  
COUNTY OF DENVER )

The foregoing instrument was acknowledged before me this 2<sup>nd</sup> day of December, 2013, by Steve R. Stacy, Sr. Vice President Land for Great Western Operating Company, LLC

[SEAL]



*Kristie Satzberg*

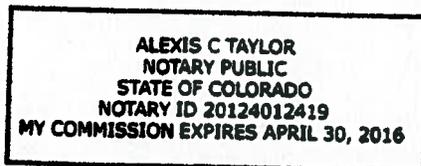
Notary Public

My commission expires: 1/10/2017

STATE OF COLORADO )  
 ) ss.  
COUNTY OF DENVER )

The foregoing instrument was acknowledged before me this 22 day of November, 2013, by Alex Yeros, Vice President of Windsor Renewal I, LLC.

[SEAL]



*Alexis C Taylor*

Notary Public

My commission expires: April 30, 2016