

MEMORANDUM OF AGREEMENT

This Memorandum of Agreement ("Memorandum") is effective March 23, 2015, by and among Kerr-McGee Oil & Gas Onshore LP ("KMG"), with an address of 1099 18th Street, Suite 1800, Denver, Colorado 80202, Kerr-McGee Gathering LLC ("KMGG"), with an address 1099 18th Street, Suite 1800, Denver, Colorado 80202, and Land 5 Investments, LLC ("Surface Owner"), with an address of 12501 Riverdale Road, Brighton, Colorado 80602. KMG, KMGG and Surface Owner may also be referred to collectively as the "Parties."

The Parties have entered into an agreement covering certain lands ("Property") situated in Weld County, Colorado, described as follows:

Township 2 North, Range 66 West, 6th P.M.
Section 32: N/2N/2

that sets forth the Parties' rights and obligations regarding the relationship between the development of the Property and development of the oil and gas leasehold estate.

The Parties desire, through the execution and recording of this Memorandum, to give notice of the Agreement and the rights and interests created thereby.

This Memorandum may be executed in counterparts, each of which shall be deemed an original, but together of which shall constitute one and the same instrument.

IN WITNESS WHEREOF, the Parties have executed this instrument on the dates set forth in the acknowledgements, but to be effective on the date first above written.

Land 5 Investments, LLC

By: Lloyd L. Lund
Name: Lloyd L. Lund
Its: mgr

Kerr-McGee Oil & Gas Onshore LP

By: [Signature]
Ronald H. Olsen
Agent & Attorney-in-Fact RGW

Kerr-McGee Gathering LLC

By: [Signature]
Ronald H. Olsen
Agent & Attorney-in-Fact RGW

ACKNOWLEDGMENTS

STATE OF Colorado)
)ss
COUNTY OF Weld)

The foregoing instrument was acknowledged before me this ^{23rd RW} ~~27~~ day of March 2015 by Lloyd Land, Manager and Member of Land 5 Investments, LLC, on behalf of Land 5 Investments, LLC

Witness my hand and official seal.

Alexandra G Weaver
Notary Public

My commission expires 11/21/2017

ALEXANDRA G WEAVER
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20134072565
COMMISSION EXPIRES NOV. 21, 2017

STATE OF Colorado)
)ss
COUNTY OF Denver)

This instrument was acknowledged before me this 30 day of March 2015 by Ronald H. Olsen, as Agent & Attorney-in-Fact of Kerr-McGee Oil & Gas Onshore LP, on behalf of said limited partnership.

Witness my hand and official seal.

Leslie Miranda
Notary Public

My commission expires 10-3-2018

LESLIE MIRANDA
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20144038677
COMMISSION EXPIRES OCT. 03, 2018

STATE OF Colorado)
)ss
COUNTY OF Denver)

This instrument was acknowledged before me this 30 day of March 2015 by Ronald H. Olsen, as Agent & Attorney-in-Fact of Kerr-McGee Gathering LLC, on behalf of said limited liability corporation.

Witness my hand and official seal.

Leslie Miranda
Notary Public

My commission expires 10-3-2018

