

WAIVER OF OBJECTION TO EXCEPTION LOCATION

STATE OF COLORADO
COUNTY OF GARFIELD

Offset Mineral Owner:

Encana Oil & Gas (USA) Inc. (Encana)
Attention: Salome Bekkedahl
370 17th Street, Suite 1700
Denver, CO 80202

WPX Energy Rocky Mountain, LLC, the operator, ("WPX") has a permit to drill the following proposed Williams Fork well to be located in Garfield County, Colorado:

RU 331-8 (the "Permitted Well")
Township 7 South, Range 93 West, 6th P.M.
Surface Location:
Section 8: NE/4NW/4 -- 628' FNL and 1,907' FWL
Bottom Hole Location:
Section 8: NW/4NE/4 -- 504' FNL and 2,656' FEL

See the map attached hereto as Exhibit "A" and made a part hereof, for the location of the Permitted Well.

Both Federal and State permits were obtained in January 2015 for the Permitted Well to be drilled from a pad in the N/2NW/4 Sec 8 to a legal location in Section 8: E/2. The minerals under the N/2NW/4, E/2 of Section 8-7S-93W are owned by the Federal government and are leased by Federal lease COC 50944. The Williams Fork formation operating rights in Section 8: N/2NW/4, E/2 is consistent throughout all 400 acres.

Recently, effective September 1, 2015 WPX and Encana entered into an Operating Agreement covering Section 8: E/2 and a drilling and spacing unit was created for Section 8: E/2. Also, there is an existing Operating Agreement covering Section 8: N/2NW/4 with both parties. Now the location of the Permitted Well in the E/2 becomes a potential illegal location as it is too close to the East line of the N/2NW/4. The N/2NW/4 and E/2 Sec 8 are subject to COGCC Order 139-76 establishing 10 acre density. That Order states Williams Fork formation wells drilled on these lands shall be located downhole anywhere upon such lands but no closer than 100 feet from a lease line or unit boundary.

WPX geologists have purposefully selected this location for the Permitted Well as well as other wells permitted on the same lands. The development plans in this area are to reduce the density of wells and use enhanced completion design to optimize production. This will reduce the number of wells to be drilled and optimize production thereby eliminating waste. Encroachment is not a real issue as the ownership on both the N/2NW/4 and the E/2 is the same. The correlative rights of working interest owners and royalty owners are protected and are not jeopardized by this location.

The Colorado Oil and Gas Conservation Commission Rules and Regulations, Location of Wells number 318(c) states the following:

The Director may grant an operator's request for a well location exception to the requirements of this rule or any order because of geologic, environmental, topographic or archaeological conditions, irregular sections, a surface owner request, or for other good cause shown provided that a waiver or consent signed by the lease owner toward whom the well location is proposed to be moved, agreeing that said well may be located at the point at which the operator proposes to drill the well and where correlative rights are protected. If the operator of the proposed well is also the operator of the drilling unit or unspaced offset lease toward which the well is proposed to be moved, waivers shall be obtained from the mineral interest owners under such lands. If waivers cannot be obtained from all parties and no party objects to the location, the operator may apply for a variance under Rule 502.b. If a party or parties object to a location and cannot reach an agreement, the operator may apply for a Commission hearing on the exception location.

Upon your consent, WPX will request the COGCC Director approve the request for an exception location and grant a variance under Rule 502.b.

The undersigned Offset Mineral Owners hereby waives any objection to the exception location of the above described Well pursuant to Rule 318(c) and grants permission to WPX to drill and produce from the Well at the above described location.

Offset Mineral Owner:

Encana Oil & Gas (USA) Inc.

By: Chris Bement
Name: Chris Bement
Title: Sr. Manager
Date: 12/11/2015

BUREAU OF LAND MANAGEMENT

By: Allen B. Crockett
Name: Allen B. Crockett
Title: Supervisory NRS
Date: 12/18/15

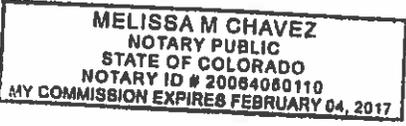
STATE OF Colorado
COUNTY OF Denver

Before me, a Notary Public, in and for said County and State aforesaid, does hereby certify that Chris Bement, whose name is subscribed to the foregoing instrument as Sr. Manager of Entera Oil & Gas USA, Inc. appeared before me this day in person and acknowledged that executed said instrument as free and voluntary act and deed as the free and voluntary act and deed of said corporation for the uses and purposes therein set forth.

Given under my hand and Notarial Seal this 11th day of December, 2015.

My Commission Expires: 2/4/2017
(SEAL)

Melissa M. Chavez
Notary Public



STATE OF _____
COUNTY OF _____

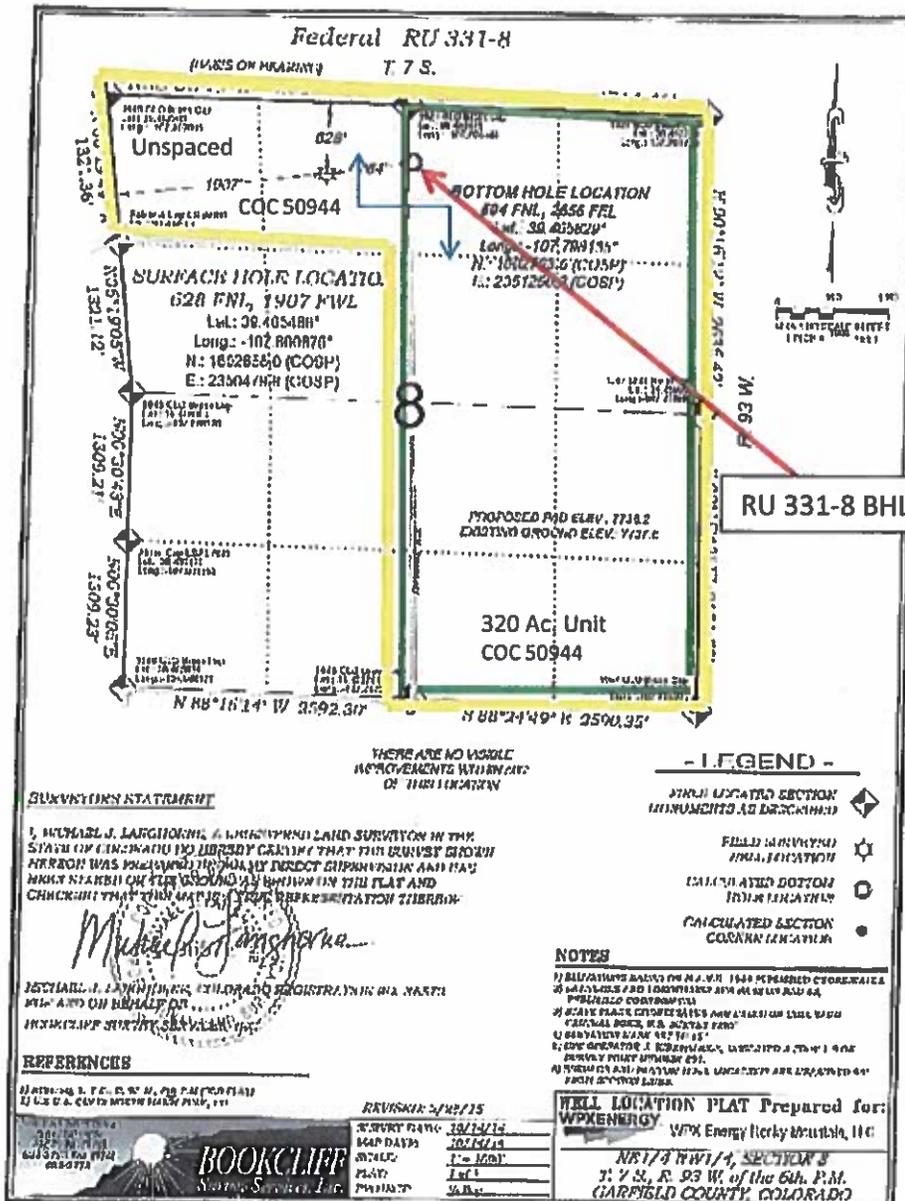
Before me, a Notary Public, in and for said County and State aforesaid, does hereby certify that _____, whose name is subscribed to the foregoing instrument as _____ of _____ appeared before me this day in person and acknowledged that _____ executed said instrument as _____ free and voluntary act and deed as the free and voluntary act and deed of said corporation for the uses and purposes therein set forth.

Given under my hand and Notarial Seal this _____ day of _____, 2015.

My Commission Expires: _____
(SEAL)

Notary Public

EXHIBIT A



Lease Boundary
 Spacing Unit