

MEMORANDUM OF AGREEMENT

STATE OF COLORADO)
) ss.
COUNTY OF WELD)

Pursuant to the terms of that certain unrecorded Surface Use Agreement dated 1st day of June, 2015, 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 Timothy Dittmer, whose address is 13408 County Road 4, Brighton, CO 80603 and Kendal Dittmer, whose address is 2100 16th Street, Loft 410, Denver, CO 80202 (collective referred to herein as "Surface Owner") 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

LEGAL DESCRIPTION

AREA OF WELL PAD AND FACILITIES FOR SUA PURPOSES

A TRACT OF LAND LOCATED IN THE N1/2 OF THE NW1/4 OF SECTION 32, T1N, R66W OF THE 6TH P.M., COUNTY OF WELD, STATE OF COLORADO, DESCRIBED AS FOLLOWS:

COMMENCING AT THE N1/4 CORNER OF SAID SECTION 32, FROM WHICH THE C1/4 CORNER OF SAID SECTION 32 BEARS S00°06'04"E, THENCE S00°06'04"E, 592.22 FEET ALONG THE EAST LINE OF THE NW1/4 OF SAID SECTION 32 TO THE TRUE POINT OF BEGINNING;

THENCE CONTINUING S00°06'04"E, 730.00 FEET ALONG THE EAST LINE OF THE NW1/4 OF SAID SECTION 32 TO THE N1/16 CORNER OF SAID SECTION 32;

THENCE S89°48'57"W, 830.00 FEET ALONG THE SOUTH LINE OF THE N1/2 OF THE NW1/4 OF SAID SECTION 32;

THENCE N00°11'03"W, 595.00 FEET;

THENCE N77°55'26"E, 655.12 FEET TO A POINT FROM WHICH THE TRUE POINT OF BEGINNING BEARS N89°48'57"E;

THENCE N89°48'57"E, 190.00 FEET TO THE EAST LINE OF THE NW1/4 OF SAID SECTION 32 AND THE TRUE POINT OF BEGINNING.

AREA = 12.925 ACRES, MORE OF LESS

It is agreed and understood that the location of the above referenced wells will be outside of the Colorado Oil and Gas Conservation Commission ("COGCC") designated drilling windows as set forth in Rule 318A.a. Said designated drilling windows are generally defined as the center of any governmental quarter section or quarter-quarter section.

It is further agreed and understood that the above referenced wells will not be "twinned" as required by COGCC Rule 318A.c. Pursuant to Rule 318A.c(2), we will locate the wells on the agreed upon location as depicted in the Surface Use Agreement.

This Memorandum of Agreement is executed by Timothy Dittmer and Kendal Dittmer 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 1st day of June, 2015. 54

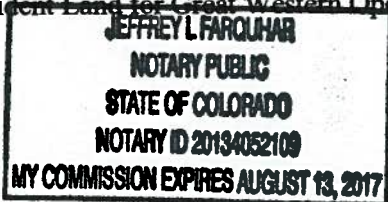
By: Timothy Dittmer
Timothy Dittmer
Kendal Dittmer
Kendal Dittmer

By: Steve R. Stacy
Steve R. Stacy, Sr. Vice President Land
EC

STATE OF COLORADO)
) ss.
COUNTY OF DENVER)

The foregoing instrument was acknowledged before me this 29th day of June 2015 by Steve R. Stacy, Sr. Vice President Land for Great Western Operating Company, LLC.

[SEAL]

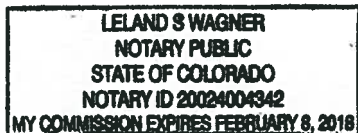


Jeffrey L. Farquhar
Notary Public

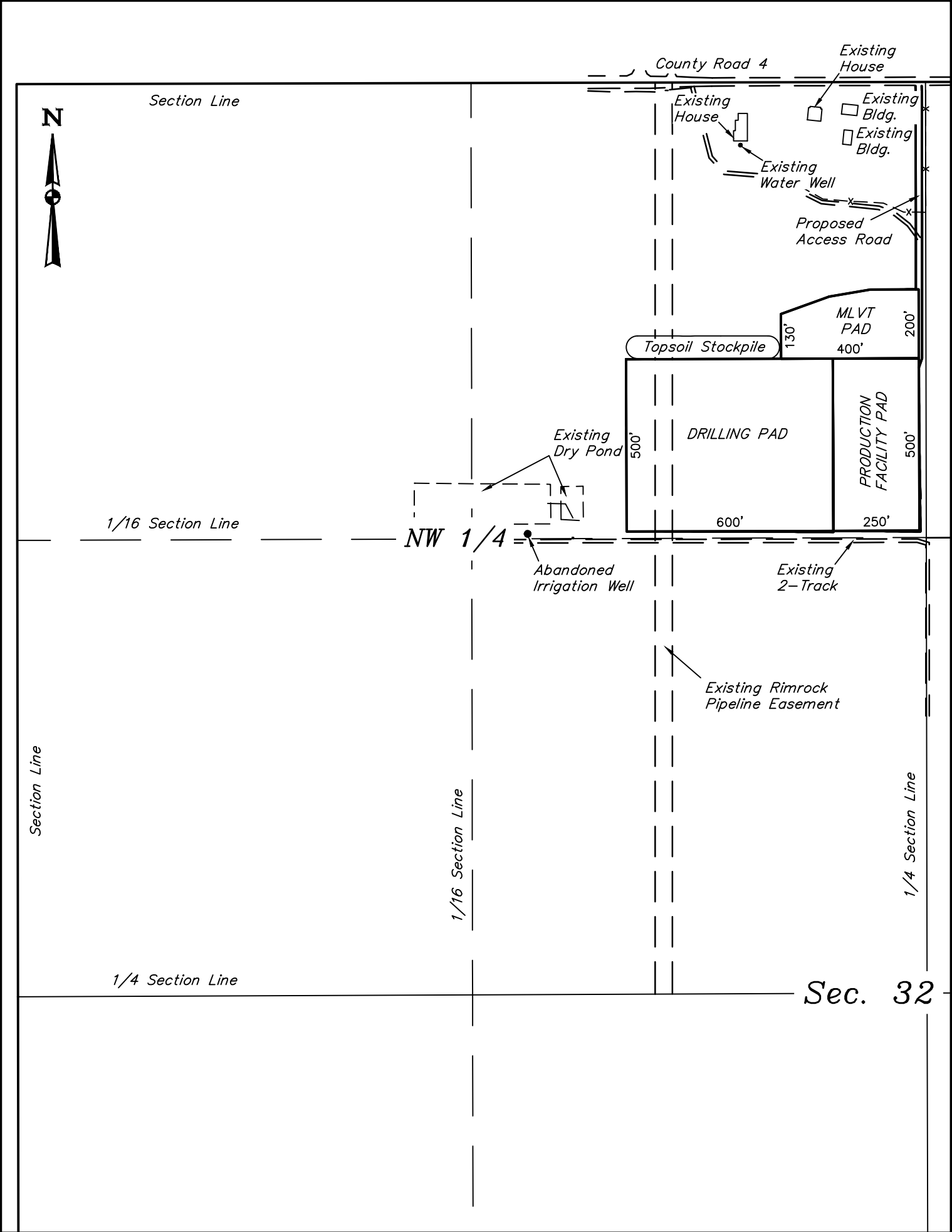
STATE OF COLORADO)
) ss.
COUNTY OF WELD)

The foregoing instrument was acknowledged before me this 30th day of June, 2015 by Timothy Dittmer and Kendal Dittmer.

[SEAL]



Leland S. Wagner
Notary Public



NOTES:

GREAT WESTERN OPERATING COMPANY

SECTION 32, T1N, R66W, 6th P.M.
NE 1/4 NW 1/4

UELS, LLC
Corporate Office * 85 South 200 East
Vernal, UT 84078 * (435) 789-1017

DRAWN BY: J.W.	DATE DRAWN: 04-07-15
SCALE: NONE	REVISED: 02-03-16 C.C.
SUA	EXHIBIT