

MEMORANDUM OF AGREEMENT

STATE OF COLORADO)
) ss.
COUNTY OF DENVER)

Pursuant to the terms of that certain unrecorded Surface Use Agreement dated the 25 day of August, 2015, between the undersigned, and subject to the conditions set forth therein, **Great Western Operating Company, LLC**, ("Great Western") with an address of 1801 Broadway, Suite 500, Denver, CO 80202, and **Cliff E. Simpson** ("Surface Owner"), with an address of P.O. Box 211, Ault, CO 80610, 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:

Township 7 North, Range 66 West, 6th P.M.
Section 2: Lot B of Recorded Exemption No. 0707-02-3-RE-2836, recorded October 31, 2000 at Reception No. 2803633 in the County Clerk's office of Weld County, Colorado

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), Great Western will locate the wells on the agreed upon location as depicted in the Surface Use Agreement.

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 Surface Use 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 25 day of August, 2015.

By: [Signature] By: [Signature]
Cliff E. Simpson Steve R. Stacy, Sr. Vice President - Land
PH
EC

STATE OF COLORADO)
) ss.
COUNTY OF DENVER)

The foregoing instrument was acknowledged before me this 2nd day of September 2015 by Steve R. Stacy, Sr. Vice President of Land, for Great Western Operating Company, LLC.

[SEAL]

JEFFREY L FARQUHAR
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20134052108
MY COMMISSION EXPIRES AUGUST 13, 2017

[Signature]
Notary Public

STATE OF COLORADO)
) ss.
COUNTY OF WELD)

The foregoing instrument was acknowledged before me this 25th day of August, 2015 by Cliff E. Simpson.

[SEAL]

PHILIP J. HANCOCK
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20134054000
MY COMMISSION EXPIRES AUGUST 26, 2017

[Signature]
Notary Public