

MEMORANDUM OF AGREEMENT

STATE OF COLORADO)
) ss.
COUNTY OF DENVER)

Pursuant to the terms of that certain unrecorded Surface Use Agreement dated April 25, 2016, 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 **Hudson Development, Inc.** ("Surface Owner"), with an address of 12460 1st St., P.O. Box 247, Eastlake, CO 80614, 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 1 North, Range 65 West, 6th P.M.
Section 10: Part SE
Weld County, Colorado

It is 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 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 25th day of April, 2016.

HUDSON DEVELOPMENT, INC.:

GREAT WESTERN OPERATING COMPANY, LLC:

By: [Signature]
Scott Carlson, ~~Manager~~ President

By: [Signature]
Steve R. Stacy, Vice President
PHC

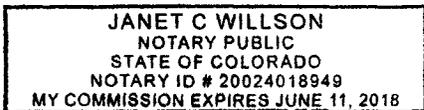
By: [Signature]
Clay Carlson, ~~Manager~~ VP

ACKNOWLEDGMENT

STATE OF COLORADO)
) ss.
COUNTY OF DENVER)

The foregoing instrument was acknowledged before me this 25th day of April, 2016, by Steve R. Stacy, Vice President, for Great Western Operating Company, LLC.

[SEAL]



[Signature]
Notary Public

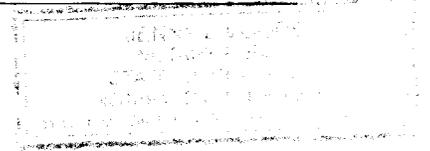
ACKNOWLEDGMENT

STATE OF COLORADO)
COUNTY OF Adams) ss.

The foregoing instrument was acknowledged before me this 25th day of April, 2016, by Scott Carlson,
~~Manager~~, for Hudson Development, Inc.

President
[SEAL]

James L. Moore
Notary Public



ACKNOWLEDGMENT

STATE OF COLORADO)
COUNTY OF Adams) ss.

The foregoing instrument was acknowledged before me this 25th day of April, 2016, by Clay Carlson,
~~Manager~~, for Hudson Development, Inc.

VP
[SEAL]

James L. Moore
Notary Public

