

MEMORANDUM OF AGREEMENT

This Memorandum of Agreement ("*Memorandum*") is effective Feb. 10, 2017, and is executed by Kerr-McGee Oil & Gas Onshore LP ("*KMG*"), with an address of 1099 18th Street, Suite 1800, Denver, Colorado 80202, and Quarter Circle 'S' Quarter Circle Land Company, LLC, with an address of 11553 Weld County Road 6, Fort Lupton, Colorado 80621 ("*Surface Owner*"). KMG and Surface Owner may also be referred to collectively as the "*Parties*."

The Parties have entered into an Agreement for Settlement of Surface Damages and Grant of Rights and Waivers ("*Agreement*") covering certain lands ("*Lands*") situated in Weld County, Colorado, described as follows:

Township 1 North Range 67 West of the 6th P.M.

Section 24: Part of the South Half of the South Half (Part of S ½ of the S ½) more particularly described as: Lot B Recorded Exemption No. 1469-24-3-RE-2777; also known as parcel number 146924400028

The Agreement settles certain surface damages relating to the location of oil and gas wells and facilities on the Lands and memorializes other agreements and the grant of certain rights and waivers by Surface Owner.

This Memorandum of Agreement is executed by the Parties and placed of record in Weld County, Colorado for the purpose of placing all persons on notice of the existence of the Agreement.

This Memorandum may be executed in counterparts, each of which shall be deemed an original, but all of which together 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.

**Quarter Circle 'S' Quarter Circle Land
Company, LLC**

Kerr-McGee Oil & Gas Onshore LP

By: Gwendolyn A. Stieber
Name: Gwendolyn A. Stieber
Its: Registered Agent

By: Lindsay N. Jaffee
Lindsay N. Jaffee
Agent & Attorney-in-Fact

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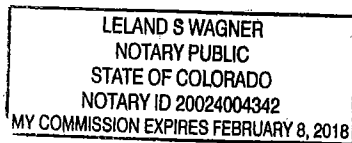
ACKNOWLEDGMENTS

STATE OF COLORADO)
)ss
 COUNTY OF Adams)

The foregoing instrument was acknowledged before me this 10th day of February 2017, by Gwendolyn A. Stieber as Registered Agent of Quarter Circle 'S' Quarter Circle Land Company, LLC.

Witness my hand and official seal.

My commission expires Feb. 8, 2018



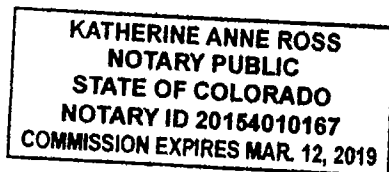
Leland S. Wagner
 Notary Public

STATE OF COLORADO)
)ss
 CITY AND COUNTY OF DENVER)

This instrument was acknowledged before me this 15 day of February 2017, by Lindsay N. Jaffee, Agent & Attorney-in-Fact of Kerr-McGee Oil & Gas Onshore LP, on behalf of said limited partnership.

Witness my hand and official seal.

My commission expires 3/12/19



Katherine Ross
 Notary Public

4. Electrical Easement and Access

(a) In connection with the wells and related facilities located within the OGOAs, Surface Owner hereby grants, bargains, sells and conveys to KMG an easement and right-of-way on and across the Lands for the purpose of constructing, using and maintaining access roads at the locations shown on Attachment 1. The foregoing grant of easement and right-of-way is subject to prior existing rights, including exceptions, reservations and encumbrances of record.

(b) Surface Owner grants to KMG the right to locate on the Lands at the locations shown on Attachment 1 an easement and right of way for above-ground and subsurface utilities for use related to operations on the Lands. Surface Owner agrees to execute, when requested by KMG, the form of easement and right-of-way attached to this SDA and labeled Attachment 2.

5. Waivers

(c) With respect to wells and facilities located within the OGOAs, Surface Owner hereby consents to, and waives its right to protest or object to, surface well locations that are outside of designated GWA windows and surface well locations that are more than 50 feet from an existing well as provided in COGCC Rule 318A or any successor rule or amendment adopted by the COGCC, or in any rule or ordinance of a local jurisdiction, relating to the location of wells within the Greater Wattenberg Area (GWA).

(d) Surface Owner further understands and acknowledges that COGCC rules and regulations govern the distance between a wellhead and public roads, production facilities,

QUARTER CIRCLE SUA MAP

Township 1 North Range 67 West of the 6th P.M. Section 24: Part of the South Half of the South Half more particularly described as: Lot B Recorded Exemption No. 1469-24-3-RE-2777; also known as parcel number 146924400028

