

**MEMORANDUM OF COMPATIBLE DEVELOPMENT AND SURFACE USE
AGREEMENT**

Pursuant to the terms of that certain unrecorded Compatible Development and Surface Use Agreement effective the 23rd day of April, 2015 between the undersigned, and subject to the conditions set forth therein, Encana Oil & Gas (USA) Inc. ("Encana") with an address at 370 17th Street, Suite 1700, Denver, Colorado 80202, and Erie Exchange LLC ("Owner") with an address at 5040 Acoma Street, Denver, Colorado 80216, agreed to the location of wells 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 wells and associated pipelines, tank batteries and other facilities or property of Encana associated with the wells and located on the following land:

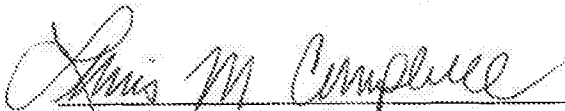
Township 1 North, Range 68 West, of the 6th P.M.
Section 22: N/2NE/4
Weld County, Colorado


This Memorandum of Compatible Development and Surface Use Agreement is executed by Owner and Encana and placed of record in Weld County, Colorado for the purpose of placing all persons on notice of the existence of the Agreement.

In witness whereof this instrument is executed effective the 23rd day of April, 2015.

ENCANA OIL & GAS (USA) INC.,
by its authorized agent,
Encana Services Company Ltd.

OWNERS: ERIE EXCHANGE LLC


By: Lumis M. Campbell
Its: Director of Surface Land

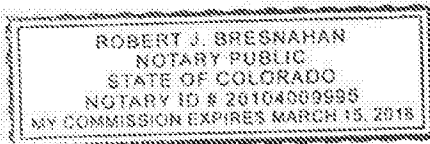

By: Fred J. Or
Its: manager

ACKNOWLEDGMENTS

STATE OF COLORADO)
) ss.
 COUNTY OF DENVER)

The foregoing instrument was acknowledged before me this 23rd day of April, 2015, by Lumis M. Campbell, Director of Surface Land for Encana Services Company, Ltd., authorized agent for Encana Oil & Gas (USA) Inc., a Delaware corporation.

Witness my hand and official seal.

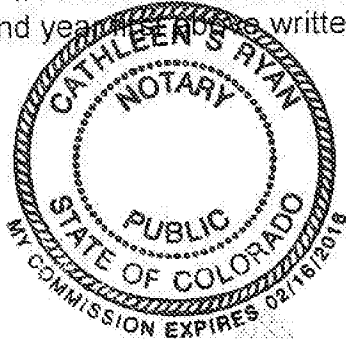


[Signature]
 Notary Public
 My Commission Expires: 3-15-2018

STATE OF COLORADO)
)ss
City & County of Denver)

On this 23rd day of April, 2015, before me personally appeared Fred J. Orr, who, being by me duly sworn, did say that he is Manager for Erie Exchange LLC, that he signed the foregoing instrument on behalf of said corporation and acknowledged the instrument to be the free and voluntary act and deed of said corporation for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I hereunto set my hand and affixed my official seal the day and year first above written.



Cathleen S. Ryan
 Notary Public
 My Commission Expires: 2-16-2016