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Steve Moreno, Clerk and Recorder, Weld County, CO

MEMORANDUM OF MASTER SURFACE DAMAGE AGREEMENT

Pursuant to the terms of that certain unrecorded Master Surface Damage Agreement dated effective the 9th day of February, 2012 ("Agreement") 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 Cannon Land Company ("Owner") with an address at 3575 Cherry Creek North Drive, Denver, Colorado 80209, agreed to the location of wells and payment for damages to the surface of the below described land connected with the access to and the drilling, construction, completion, recompletion, reworking, re-entry, production, maintenance and operations of the wells and all pipelines, tank batteries and other facilities or property of Encana or its affiliates associated with the wells and located on the following land:

Township 2 North, Range 66 West, 6th P.M.
Section 2: All
Section 4: S/2
Section 8: NE/4
Section 9: N/2
Section 10: N/2NW/4, E/2
Section 17: N/2
Section 19: The North 40 rods of the W/2NE/4
Weld County, Colorado

The Agreement replaces and supersedes the prior unrecorded Master Surface Damage Agreement dated effective January 26, 2005 and the Amendment to Master Surface Damage Agreement dated effective October 2, 2007 covering the above described land, notice of which was given pursuant to that certain Memorandum of Master Surface Damage Agreement dated effective October 2, 2007 and recorded under Reception No. 3513805 in the records of Weld County, Colorado.

This Memorandum of Master Surface Damage 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 9th day of February 2012.

ENCANA OIL & GAS (USA) INC.

By: _____
Ricardo D. Gallegos, Attorney-in-Fact

CANNON LAND COMPANY

By: _____
Brown W. Cannon, President

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ACKNOWLEDGMENTS

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

On this 9th day of February, 2012, before me personally appeared Ricardo D. Gallegos who executed the within and foregoing instrument as Attorney-in-Fact of Encana Oil & Gas (USA) Inc. on behalf of the corporation, and acknowledged the instrument to be the free and voluntary act and deed of the corporation for the uses and purposes therein set forth

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

My Commission Expires APRIL JACKSON NOTARY PUBLIC STATE OF COLORADO My Commission Expires 03/25/2013

(SEAL)

Notary Public: April Jackson

STATE OF COLORADO)
)ss
COUNTY OF Denver)

On this 2nd day of February, 2012, before me personally appeared Brown W. Cannon, who executed the within and foregoing instrument as President of Cannon Land Company on behalf of said company, and acknowledged the instrument to be the free and voluntary act and deed of the company for the uses and purposes therein set forth.

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

My Commission Expires: 10/24/15

(SEAL)

DENISE A. ROSSMAN NOTARY PUBLIC STATE OF COLORADO

Notary Public: Denise A. Rossman