CONOCOPHILLIPS COMPANY
PO BOX 7500

BARTLESVILLE, OK 740059909

Reception #: D1127340, 12/27/2011 at
12:5 2 PM, 1 OF 3, MOL, Rec Fee $21.00
Arapahoe County CO Nancy A. Doty,
Clerk & Recorder

STATE OF COLORADO §
§
COUNTY OF ARAPAHOE §

MEMORANDUM OF AMENDMENT AND RATIFICATION OF SURFACE USE AGREEMENT

KNOW ALL MEN BY THESE PRESENTS:

That STEPHEN D. TEBO, herein referred to as "Surface Owner", whose mailing address is P.O. Box T, Boulder, CO. 80306-1996, and CONOCOPHILLIPS COMPANY, herein referred to as "Lessee", whose mailing address is, **REAL PROPERTY ADMINISTRATION, P.O. BOX 7500, BARTLESVILLE, OK 74004-7500** have entered into a an Amendment and Ratification of Surface Use Agreement dated effective as of the 1st day of March, 2011 ("**Amendment**").

WHEREAS, Surface Owner and Lessee executed that certain Surface Use Agreement dated effective March 1, 2011, a Memorandum of which is recorded at Reception #D1093566 in the real property records of Arapahoe County, Colorado, covering the following described lands ("the Property"), for the purpose of facilitating the coordinated development of the surface and mineral estates in the Property:

Township 4 South, Range 64 West, 6th P.M.
Section 28: W/2
Section 29: All ·
Section 32: All ·
Section 33: W/2 ·

Township 5 South, Range 64 West, 6th P.M.
Section 1: Lots 1 (80.50), 2 (81.46), S/2N/2. S/2 (All)
Section 3: Lots 1 (78.76), 2 (77.67), S/2N/2, S/2 (All)
Section 4: Lots 1 (77.53), 3 (38.99), 4 (39.14), S/2N/2, S/2 (All)

Township 5 South, Range 63 West, 6th P.M.
Section 6: Lots (82.40), 2 (40.60), 3 (77.43), 4 (78.08), S/2NE/4, SE/4NW/4, E/2SW/4, SE/4 (All)

WHEREAS, for adequate consideration, Surface Owner and Lessee have entered into an Amendment and Ratification of the Surface Use Agreement by which Surface Owner clarifies Lessee's rights and obligations under the Surface Use Agreement and acknowledges that the Surface Use Agreement is valid and in full force and effect.

Among other provisions, the Surface Use Agreement grants Lessee certain rights and Surface Owner hereby grants to Lessee certain rights (subject to all terms and conditions of the Surface Use Agreement), in the Property to drill, complete, produce, deepen,

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PW 100753

rework, frac, refrac and recomplete directional wells from surface locations within the prescribed drilling areas on the Property to bottom hole locations on lands adjacent to the Property in which Lessee holds an oil and mineral or leasehold interest.

Surface Owner and Lessee have agreed to record this Memorandum in the real property records of Arapahoe County, Colorado, to provide notice to third parties of the Amendment and Ratification of Surface Use Agreement.
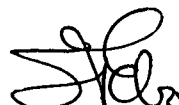
This Memorandum is signed by Surface Owner and Lessee on the date of acknowledgement of their signatures, but is effective as of March 1, 2011.

SURFACE OWNER: **LESSEE:**

STEPHEN D. TEBO   **CONOCOPHILLIPSCOMPANY**

By: _____   By: _____
Name: _Stephen Tebo_____   Name: Thomas J. Atkins
Title: _Owner_____   Title: Attorney-in-Fact

ACKNOWLEDGMENTS

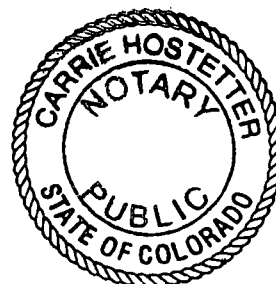STATE OF COLORADO §
§
COUNTY BOULDER §

On this 8^{Th} day of November, 2011, before me CARRIE HOSTETTER , the undersigned officer, personally appeared Stephen D. Tebo, known to me (or satisfactorily proven) to be the person whose name is subscribed, and acknowledged that he, executed the foregoing instrument for the purposes therein contained, by signing the name himself.

_____
NOTARY PUBLIC

Notary Public in and for Boulder County

My commission expires:
_10/12/15_

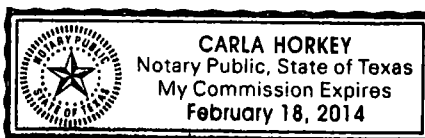STATE OF TEXAS §
§
COUNTY OF MIDLAND §

On this 3rd day of Nov , 2011, before me Carla Horkey, the undersigned officer, personally appeared Thomas J. Atkins, known to me (or satisfactorily proven) to be the person whose name is subscribed as Attorney-in-Fact of CONOCOPHILLIPS COMPANY, and acknowledged that he, as such Attorney-in-Fact being authorized so to do, executed the foregoing instrument as the act of his principal for the purposes therein contained, by signing the name of the said corporation by himself as Attorney-in-Fact.

_____
NOTARY PUBLIC

Notary Public in and for Midland County

My commission expires:
_2-18-2014_

CARLA HORKEY
Notary Public, State of Texas
My Commission Expires
February 18, 2014