

When Recorded Please Return To:
EE3 LLC
P. O. Box 19587
Boulder, Colorado 80308
Attn: Ruth Hartshorn

MEMORANDUM OF AGREEMENT

This MEMORANDUM OF AGREEMENT (this "Memorandum") is to impart notice to all persons of the Amendment of Agreement for Right of Way, Pipeline Easement and Surface Access (Amendment 2) dated January 24, 2014 by and between **North Park Registered Herefords, a Partnership and John C. Rich, Individually**, P. O. Box 1109, Walden, Colorado 80480, as Surface Owner, and **EE3 LLC**, P. O. Box 19587, Boulder, Colorado 80308, as Operator (the "Amendment 2").

Amendment 2 is intended to amend (i) that certain Agreement for Right of Way, Pipeline Easement and Surface Access dated March 1, 2010, recorded in Jackson County, Colorado at Reception 94255; and (ii) that certain Amendment of Agreement for Right of Way, Pipeline Easement and Surface Access dated May 1, 2013, Memorandum recorded in Jackson County, Colorado at Reception 95529.

Surface Owner does hereby GRANT, LEASE and LET, subject to the terms and conditions set forth in said Amendment, exclusively unto Operator and Operator's successors and assigns, the lands described below for the sole purpose of constructing roads, pipelines production facilities and other appurtenances to store, process, transport and market crude oil, natural gas and associated products on, under and upon the surface of the tract of land identified on Exhibit "A" attached hereto and made a part hereof, containing 10.26 acres, more or less, located Section 4-T6N-R80W, 6th P.M., Jackson County, Colorado.


Any party in interest may examine the full terms of the Agreement by contacting Operator at the address hereinabove. This Memorandum, the Amendment and all rights and covenants in connection therewith shall run with the land and shall be binding upon the parties hereto and their respective successors and assigns.

This Memorandum may be executed in multiple counterparts, each of which shall constitute an original and all of which, when construed together, shall constitute one and the same instrument.

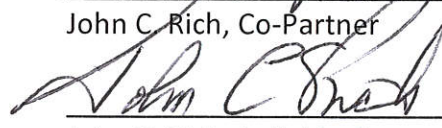
Dated this 24th day of January, 2014.

SURFACE OWNER

NORTH PARK REGISTERED HEREFORDS



John C. Rich, Co-Partner



John C. Rich, Individually

OPERATOR

EE3 LLC

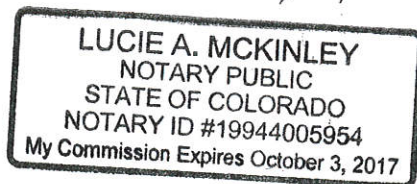


Richard F. McClure, President

STATE OF COLORADO §
 §
COUNTY OF JACKSON §

This instrument was acknowledged before me on the 24th day of January, 2014 by North Park Registered Herefords, a partnership by John C. Rich, as Partner on behalf of said partnership.

Commission Expires: 10/03/2017





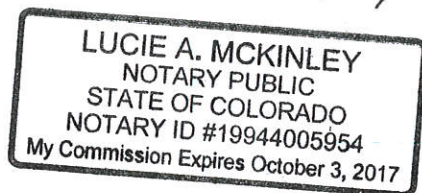
Notary Public in and for the State of Colorado

Printed Name: LUCIE A. MCKINLEY

STATE OF COLORADO §
 §
COUNTY OF JACKSON §

This instrument was acknowledged before me on the 24th day of January, 2014 by John C. Rich, Individually.

Commission Expires: 10/03/2017



Lucie A. McKinley
Notary Public in and for the State of Colorado

Printed Name: LUCIE A. MCKINLEY

STATE OF COLORADO §
 §
COUNTY OF BOULDER §

This instrument was acknowledged before me on the 21st day of January, 2014 by Richard F. McClure as President of EE3 LLC, a Colorado limited liability company, on behalf of said limited liability company.

Commission Expires: 03/11/2018



Ruth Hartshorn
Notary Public in and for the State of Colorado

Printed Name: RUTH HARTSHORN

EXHIBIT A

Attached to and made a part of that certain Memorandum of Agreement
dated January 24, 2014

LANDS COVERED BY THE AMENDMENT

10.26 Acres, more or less, in Section 4-T6N-R80W, 6th PM
Jackson County, State of Colorado

