

MEMORANDUM OF AGREEMENT

STATE OF COLORADO)
) ss.
COUNTY OF DENVER)

Pursuant to the terms of that certain unrecorded Amended and Restated Compatible Development and Surface Use Agreement dated the 8th day of November, 2013, between the undersigned, and subject to the conditions set forth therein, **Great Western Operating Company, LLC**, ("Great Western") with an address at 1801 Broadway, Suite 500, Denver, CO 80202 and **Postle Properties, III, LLC**, a Colorado limited liability company and **Brian and Kimberly Postle** (collectively, "Owner") with an address at 3168 5th Street, Boulder, Colorado 80304, agree to the location of the well(s) 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 well(s) and associated pipelines, tank batteries and other facilities or property of Great Western associated with the well(s) and located on the following land:

Township 3 North, Range 68 West, 6th P.M.

Section 2: SW/4SW4

Section 11: All that certain property owned by "Owner"



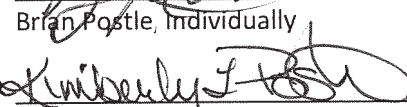
Section 12: SW/4NW/4, W/2SW/4

As more particularly described on **Exhibit A**, attached hereto


This Memorandum of Agreement is executed by Postle Properties, III, LLC, a Colorado limited liability company and Brian and Kimberly Postle and Great Western and placed of record in Weld County, Colorado for the purpose of placing all persons on notice of the existence of the Compatible Development and Surface Use Agreement. A true and complete copy of the Agreement is available from Great Western to any person with an interest in the above-described land.

In witness whereof this instrument is executed and made effective this 6th day of December, 2013.

Postle Properties, III, LLC

By: 
James Postle, as Manager

Brian Postle, Individually

Kimberly Postle, Individually

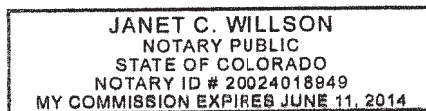
Great Western Operating Company, LLC

By: 
Steve R. Stacy, Sr. Vice President Land
EC

STATE OF COLORADO)
) ss.
COUNTY OF DENVER)

The foregoing instrument was acknowledged before me this 10th day of December, 2013 by Steve R. Stacy, Sr. Vice President Land for Great Western Operating Company, LLC

[SEAL]



Janet C. Willson
Notary Public

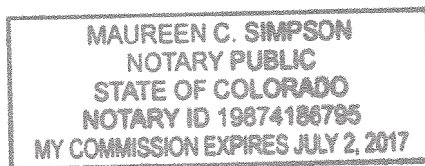
My commission expires: 6/11/2014

STATE OF COLORADO)
) ss.
COUNTY OF BOULDER)

The foregoing instrument was acknowledged before me this 6th day of December, 2013 by James Postle, who, being by me duly sworn, d'd say that he is the Manager for Postle Properties, III, LLC, and that he signed the foregoing instrument on behalf on said limited liability company and acknowledge the instrument to be the free and voluntary act and deed of said limited liability company 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.

[SEAL]



Maureen C. Simpson
Notary Public

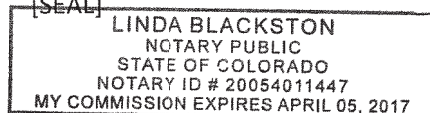
My commission expires: 7-2-2017

STATE OF COLORADO)
) ss.
COUNTY OF BOULDER)

The foregoing instrument was acknowledged before me this 5 day of December, 2013 by Brian Postle and Kimberly Postle, husband and wife, to me personally known, to me to be the person who executed the within and foregoing instrument, and acknowledge to the that they executed the same.

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

[SEAL]



Linda Blackston
Notary Public

My commission expires: 4/5/2017

Exhibit A – The Described Premises

BRIAN AND KIMBERLY POSTLE PARCEL:

Part of the S.E. ¼ of the S.E. ¼ of Section 11, Township 3 North, Range 68 West of the 6th P.M., Weld County, Colorado, more particularly described as Lot B of Recorded Exemption RE-3921

POSTLE PROPERTIES III PARCEL:

Township 3 North, Range 68 West, 6th P.M.

Sections 2, 11 and 12:

A parcel of land being a part of the Southwest One-Quarter (SW¼) of Section Two (2) and part of the North One-Half (N½) of Section Eleven (11), Township Three (3) North, Range Sixty-Eight (68) West of the 6th P.M., Weld County, Colorado, being more particularly described:

Considering the north line of the Northeast One-Quarter of said Section Eleven (11) to bear South 89°35'25" West, and all bearings contained herein being relative thereto:

Commencing at the Southwest (SW) Corner of said Section Two (2), thence along the south line of the Southwest One-Quarter (SW¼) of said Section Two (2), North 89°10'00" East, 50.00 feet to the Point of Beginning; thence leaving the south line of the Southwest One-Quarter (SW¼) of said Section Two (2), North 00°35'52" West, 30.00 feet to a point on the northerly rights-of-way line of County Road 36; thence along said northerly rights-of-way line of County Road 36, North 89°10'00" East, 253.14 feet; thence leaving said northerly rights-of-way line of County Road 36, North 00°19'57" West, 545.00 feet; thence, North 57°43'03" East, 287.95 feet; thence, South 86°12'57" East, 328.87 feet; thence, North 89°10'00" East, 313.47 feet; thence, South 23°20'00" East, 27.33 feet; thence, South 86°20'36" East, 132.09 feet; thence, South 00°37'12" East, 633.15 feet to a point on the northerly rights-of-way line of County Road 36; thence along said northerly rights-of-way line of County Road 36 the following two (2) courses, North 89°10'00" East, 1319.32 feet; thence, North 89°35'25" East, 191.43 feet to a point; thence leaving said northerly rights-of-way line of County Road 36; South 00°24'35" East, 30.00 feet; thence, South 02°15'49" East, 265.14 feet; thence, South 59°34'55" East, 413.09 feet; thence, South 31°52'33" East, 676.54 feet to the northerly rights-of-way line of the Great Western Railway; thence, South 14°18'09" East, 80.01 feet to a point on the southerly rights-of-way line of the Great Western Railway; thence along said southerly rights-of-way line of the Great Western Railway and a curve (C1) bearing to the left which has a central angle of 24°26'28" and a radius of 1232.68 feet, the chord of which bears North 63°30'25" East, 521.85 feet and along the arc 525.83 feet; thence leaving said southerly rights-of-way line of the Great Western Railway, North 70°12'22" East, 541.06 feet; thence, South 19°47'38" East, 43.35 feet; thence, (L1), South 70°57'38" West, 32.42 feet; thence, (L2), South 11°18'01" East, 63.02 feet; thence, (L3), South 32°27'54" East, 22.86 feet; thence, (L4), South 61°23'31" East, 20.55 feet; thence, (L5), North 87°14'51" East, 24.13 feet; thence, North 70°12'22" East, 140.00; thence, North 00°18'22" East, 119.30 feet; thence, North 70°53'34" East, 592.56 feet to a point on the east line of the Northeast One-Quarter (NE¼) of said Section Eleven (11); thence along the east line of the Northeast One-Quarter (NE¼) of said Section Eleven (11), South 00°02'43" East, 976.33 feet; thence leaving the east line of the Northeast One-Quarter (NE¼) of said Section Eleven (11), South 89°25'08" West, 2640.05 feet to a point on the north-south centerline of the North One-Half (N½) of said Section Eleven (11); thence along said north-south centerline of the North One-Half (N½) of said Section Eleven (11); North 00°34'52" West, 118.54 feet to a point on the southerly rights-of-way line of the Great Western Railway; thence along said southerly rights-of-way line of the Great Western Railway, South 74°52'19" West, 2658.54 feet to a point on the easterly rights-of-way line of Interstate I-25; thence along said easterly rights-of-way line of Interstate I-25 the following three (3) courses, North 00°35'53" West, 82.64 feet; thence, North 06°14'20" West, 305.22 feet; thence, North 00°35'53" West, 1208.16 feet; thence leaving said easterly rights-of-way line of Interstate I-25, North 89°10'00" East, 500.00 feet; thence, North 00°35'53" West, 435.60 feet to a point on the north line of Northwest One-Quarter (NW¼) of said Section Eleven (11); thence, South 89°10'00" West, 500.00 feet to the Point of Beginning.

The above-described parcel contains 163.16 acres, more or less,

AND

**Exhibit A – The Described Premises
(Cont.)**

A parcel of land being a part of the East One-Half (E½) of Section Eleven (11) and part of the West One-Half (W½) of Section Twelve (12), Township Three (3) North, Range Sixty-Eight (68) West of the 6th P.M., Weld County, Colorado, being more particularly described:

Considering the north line of the Northeast One-Quarter of said Section Eleven (11) to bear South 89°35'25" West, and all bearings contained herein being relative thereto:

Beginning at the Center One-Quarter (C ¼) Corner of said Section Eleven (11); thence along the west line of the Northeast One-Quarter (NE¼) of said Section Eleven (11), North 00°34'52" West, 1161.45; thence leaving the west line of the Northeast One-Quarter (NE¼) of said Section Eleven (11), North 89°25'08" East, 2640.05 feet; thence, South 86°28'10" East, 212.69 feet; thence South 88°37'14" East, 589.99 feet; thence, South 67°28'28" East, 114.62 feet; thence, North 88°24'57" East, 180.64 feet; thence, South 83°38'23" East, 50.63 feet; thence, South 74°25'05" East, 84.82 feet; thence, South 01°10'40" West, 1056.44 feet; thence, South 30°04'15" East, 80.18 feet; thence, South 19°20'28" East, 207.73 feet; thence, South 01°04'25" East, 730.73 feet; thence South 05°10'40" East, 101.88 feet; thence, South 15°43'25" East, 238.86 feet; thence, South 89°09'20" West, 158.40 feet; thence, South 00°50'40" East, 287.16 feet; thence, South 61°14'50" East, 104.38 feet; thence, South 00°07'25" East, 1002.52 feet to a point on the southerly rights-of-

way line of County Road 34; thence along said southerly rights-of-way line of County Road 34 the following two (2) courses, South 88°58'20" West, 1331.77 feet; thence, South 89°31'48" West, 837.62 feet to a point; thence leaving said southerly rights-of-way line of County Road 34, North 00°22'40" West, 220.60 feet; thence, South 89°49'20" West, 242.93 feet; thence North 00°22'38" East, 685.77 feet; thence, South 89°48'29" West, 229.87 feet to a point on the west line of the Southeast One-Quarter Southeast One-Quarter (SE¼SE¼) of said Section Eleven (11); thence, North 00°18'50" West, 445.55 feet to the Southeast One-Sixteenth (SE 1/16) Corner of said Section Eleven (11); thence, South 89°30'34" West, 15.39 feet; thence, North 00°08'23" East, 20.94 feet; thence, South 89°23'44" West, 623.36 feet; thence, North 00°22'48" West, 794.32 feet; thence, South 88°47'27" West, 672.74 feet to a point on the west line of the Southeast One-Quarter (SE¼) of said Section Eleven (11); thence, North 00°34'53" West, 518.31 feet to the Point of Beginning.

The above described parcel contains 283.68 acres, more or less

Less and Except any land in SW¼ of Section 12 and Less and Except the Great Western Railway.