

MEMORANDUM OF
SURFACE DAMAGE AGREEMENT

This Memorandum of Surface Damage Agreement ("Memorandum") is made and executed as of the 28 day of November, 2016 to evidence that:


The Surface Damage Agreement ("Agreement") dated the 28 day of November 2016, was entered into by and between Williams S. Ware, Frances W. Ware and Mid State Construction Company 401K Plan FBO Williams S. Ware (collectively "Owner"), whose address is 271 Highland Place Drive, Jackson, Mississippi 39211, and TEP Rocky Mountain LLC whose address is 1058 County Road 215, Parachute, Colorado 81635 ("Operator"), which, among other provisions, provides as follows:

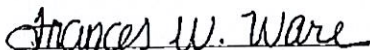
- 1) Owner agrees that Operator may construct and use one (1) Well Pad, as depicted on the attached Exhibit "A", for operations in connection with the drilling, completion, and production of oil and gas wells;
- 2) Operator is authorized to represent Owner in the submittal and processing of any required Garfield County permits on the Lands, including, but not limited to, Small Temporary Employee Housing and Onsite Wastewater Treatment Systems permits; and,
- 3) This Memorandum shall be construed as a covenant running with the Lands and shall be binding on any and all personal representatives, successors and assigns of Owner and Operator.


This Memorandum is being executed by Owner and Operator for the primary purpose of recording and thus advising all interested parties of the existence and validity of such Agreement, the exact terms and conditions of which are more fully stated in the unrecorded instrument on file with the respective Parties. This Memorandum shall constitute notice to all parties of the existence of this Agreement as though it was described in total detail herein. In the event of any conflict between the terms of the Agreement and the terms of this Memorandum, the terms of the Agreement shall control.

IN WITNESS WHEREOF, the Parties have executed this Memorandum as of the date first above written.

OWNER:

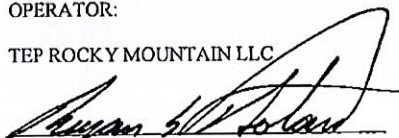

Williams S. Ware


Frances W. Ware


P.G. Bornheim, Trustee for
Mid State Construction Company 401k Plan
FBO William S. Ware

OPERATOR:

TEP ROCKY MOUNTAIN LLC


Bryan S. Hotard,
Attorney-in-Fact

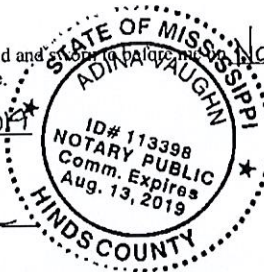
ACKNOWLEDGMENTS

STATE OF MISSISSIPPI)
) ss
COUNTY OF HINDS)

The foregoing instrument was subscribed and sworn to before me on November 28,
2016, by William S. Ware and Frances W. Ware.

My commission expires: 8/13/2019
Witness my hand and seal.

Adina Vaughn
Notary Public

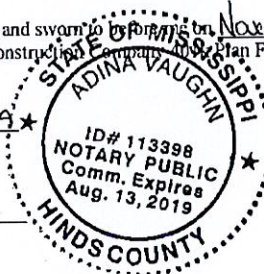


STATE OF MISSISSIPPI)
) ss
COUNTY OF HINDS)

The foregoing instrument was subscribed and sworn to before me on November 28,
2016, by P.G. Bernheim, Trustee for Mid State Construction Company, LLC, and FBO William
S. Ware.

My commission expires: 8/13/2019
Witness my hand and seal.

Adina Vaughn
Notary Public



STATE OF COLORADO)
) ss
COUNTY OF GARFIELD)

The foregoing instrument was subscribed and sworn to before me on November 28,
2016, by Bryan S. Hotard, Attorney-in-Fact of TEP Rocky Mountain LLC.

My commission expires: 11/12/2018
Witness my hand and seal.

James T Ross
Notary Public

