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Texas Royalty Brokers

MEMORANDUM OF OIL AND GAS LEASE

STATE OF TEXAS

COUNTY OF REEVES

KNOW ALL MEN BY THESE PRESENTS, that: Ambra Pickett, as Lessor (whether one or more), whose address is: 475 Stoney Brooke Ct., Vero Beach, Florida 32968-9488, and **CLAYTON WILLIAMS ENERGY, INC.**, Six Desta Dr., Ste. 3000, Midland, TX 79705, hereinafter called "Lessee", hereby acknowledge and give notice that Lessor has executed and delivered to Lessee an Oil and Gas Lease under date of July 7, 2014 under the terms of which Lessor has granted, leased and let exclusively unto Lessee (subject to each and all of the other provisions thereof), for the purpose of investigating, exploring, drilling and mining for and producing oil, gas and (subject to the exceptions hereinafter set forth) other minerals, all that land situated in Reeves County, Texas more particularly described as follows:

640 acres, more or less, being all of Section 297, Block 13, H & G N Ry Company Survey, Abstract 337, Reeves, County, Texas.

Said Oil and Gas Lease shall apply only to oil, gas and other gaseous or liquid hydrocarbons, and such other mineral substances as may be produced incidental to and as part of or mixed with oil, gas and other gaseous or liquid hydrocarbons.

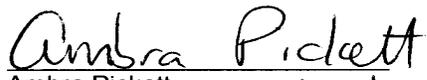
Said Oil and Gas Lease provides for a primary term of 26 Months from the effective date of said lease and as long thereafter as oil, gas or other minerals covered thereby are produced from the Leased Premises in paying quantities, or said lease is maintained in force in any other manner therein provided, subject to all of the exceptions, reservations, terms, conditions and provisions as set forth therein. Both Lessor and Lessee have possession of a copy of said Oil and Gas Lease dated **July 7, 2014**.

The purpose of this Memorandum is to evidence the existence of said Oil and Gas Lease, and this Memorandum is given in lieu of filing said Oil and Gas Lease in full for record in the Records of Reeves County, Texas, so as to avoid unduly encumbering such Records.

IN WITNESS WHEREOF, this instrument is executed on the date first above written.

LESSOR:

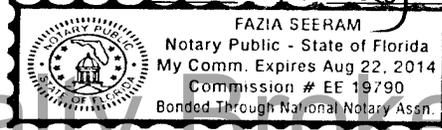
LESSEE:


Ambra Pickett,
7/11/14


Clayton Williams Energy, Inc.
By: Greg Welborn
Title: Vice President - Land

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

This instrument was acknowledged before me on the 16 day of July, 2014, by Ambra Pickett.



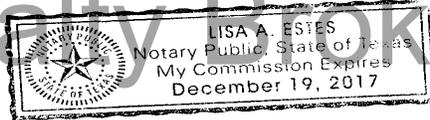
[Signature]
Notary Public, State of Florida
FAZIA SEERAM

STATE OF TEXAS (CORPORATION ACKNOWLEDGMENT)
COUNTY OF MIDLAND

BEFORE ME, the undersigned authority, on this day personally appeared Greg Welborn known to me to be the person whose name is subscribed to the foregoing instruments as Vice President – Land of Clayton Williams Energy, Inc., a Delaware Corporation, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity stated, and as the act and deed of said corporation.

Given under my hand and seal of office this the 16th day of August, 2014.

[Signature: Lisa A. Estes]
Notary Public, State of Texas



Texas Royalty Brokers

FLORIDA
COUNTY OF INDIAN RIVER
PT
60000

Inst No. 14-08002
DIANNE O. FLOREZ
COUNTY CLERK
2014 Sep 02 10:39 AM
MIDLAND COUNTY TEXAS
By: VG [Signature] DEPUTY