

ID: 4111405County: WELDDate: 6/1/2015 Time: 9:23 AMMEMORANDUM OF
SURFACE USE AGREEMENT

WHEREAS, R & R Farms, LLC whose address is 24334 County Road 61, Kersey, Colorado 80644 ("Owner"), and PDC Energy, Inc., a Nevada corporation, whose address is 1775 Sherman Street, Suite 3000, Denver, Colorado 80203 ("Company"), entered into a Surface Use Agreement dated effective 5-13-15, 2015 (the "Agreement") covering and affecting the following described property (the "Property"), more fully described on Exhibit A, attached hereto:

Township 5 North, Range 63 West, 6th P.M.

Section 29: SW4

Tax Parcel Number(s): 096529300035

Weld County, Colorado

WHEREAS, Owner is the current owner of an interest in the surface estate of the property;

WHEREAS pursuant to the terms of the Agreement, Owner has granted to Company the right to enter upon and use the surface and subsurface of the Property for the purpose of exploring, developing, producing, and transporting oil, gas and associated hydrocarbons from the Property and lands pooled therewith.

WHEREAS, among other provisions, the Agreement grants Company the right to construct or install well pads, access roadways, pipelines, flowlines, electric lines, production facilities, and other associated equipment and facilities necessary or convenient for Company's oil and gas operations on the Property or lands pooled therewith.

WHEREAS, the Agreement shall remain in full force and effect until Company's leasehold estate in the Property and the lands pooled therewith expires or is terminated, and Company has plugged and abandoned all wells and conducted reclamation in accordance with the applicable rules and regulations of the Colorado Oil and Gas Conservation Commission.

NOW THEREFORE this Memorandum is placed of record for the purpose of giving notice of the Agreement. The parties acknowledge that they are bound by all of the terms and conditions of the Agreement and that the Agreement is a covenant running with the Property and binds and inures to the benefit of Owner and Company and their respective heirs, personal representatives, successors and assigns. The Agreement, with all of its terms, conditions, covenants and other provisions, is referred to and incorporated into this Memorandum for all purposes. Any person having a lawful right or legitimate interest in the Agreement may examine a copy of the Agreement at Company's office during normal business hours.

[Signature page follows]

IN WITNESS WHEREOF, the parties hereto have executed this instrument this 13 day of May, 2015.

Owner:
R & R Farms, LLC

Operator:
PDC ENERGY, INC.

Judy Joan Schmidt
Name: Judy Joan Schmidt
Title: Registered Agent

[Signature]
Name: O.F. Baldwin II
Title: Vice President Land

ACKNOWLEDGEMENTS



State of Colorado)
) §
County of Weld)

On this 13 day of May, 2015, before me personally appeared Judy Joan Schmidt known to me to be the persons described in and who executed the foregoing instrument, and who acknowledged to me that they executed the same.

(SEAL)

My commission expires: 10-18-15

[Signature]
Notary Public

State of Colorado)
) §
City and County of Denver)

On this 27th day of May, 2015, before me personally appeared O.F. Baldwin II, Vice President Land, for PDC Energy, Inc., known to me to be the person described in and who executed the foregoing instrument, and who acknowledged to me that they executed the same.

(SEAL)

My commission expires: 3/5/2018

[Signature]
Notary Public



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ID: 4111405
County: WELD
Date: 6/1/2015 Time: 9:23 AM

EXHIBIT "A" Page 1 of 5

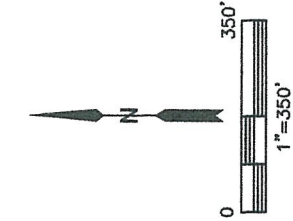
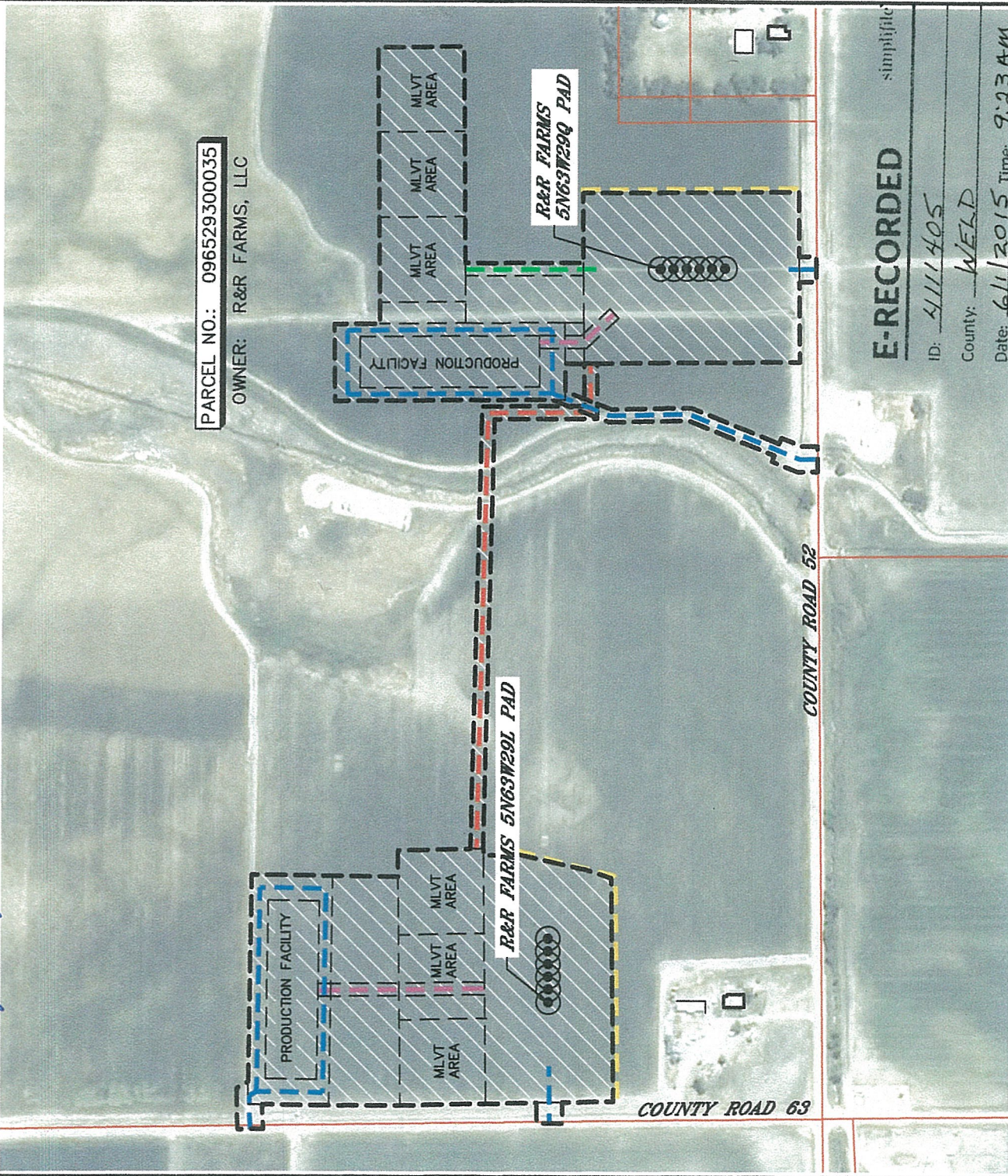
This Exhibit "A" is attached to and made a part of that certain Surface Use Agreement by and between R&R Farms, LLC Owner, and PDC Energy, Inc., Company. Covering the following lands:

Township 5 North, Range 63 West, 6th P.M.
Section 29: SW4
Weld County, Colorado

R&R Farms, LLC

BY: *Judy Joan Schmitt meyr*

DATE: 4-7-15



LEGEND

- OIL AND GAS OPERATIONS AREA ("OGOA") = 23.5 ACRES
- APPROXIMATE PERMANENT ACCESS EASEMENT
- APPROXIMATE TEMPORARY ACCESS EASEMENT
- APPROXIMATE WATER LINE EASEMENT
- APPROXIMATE FLOWLINE EASEMENT
- SOUND WALL



DATE: 3/26/2015
PROJECT#: 2014131

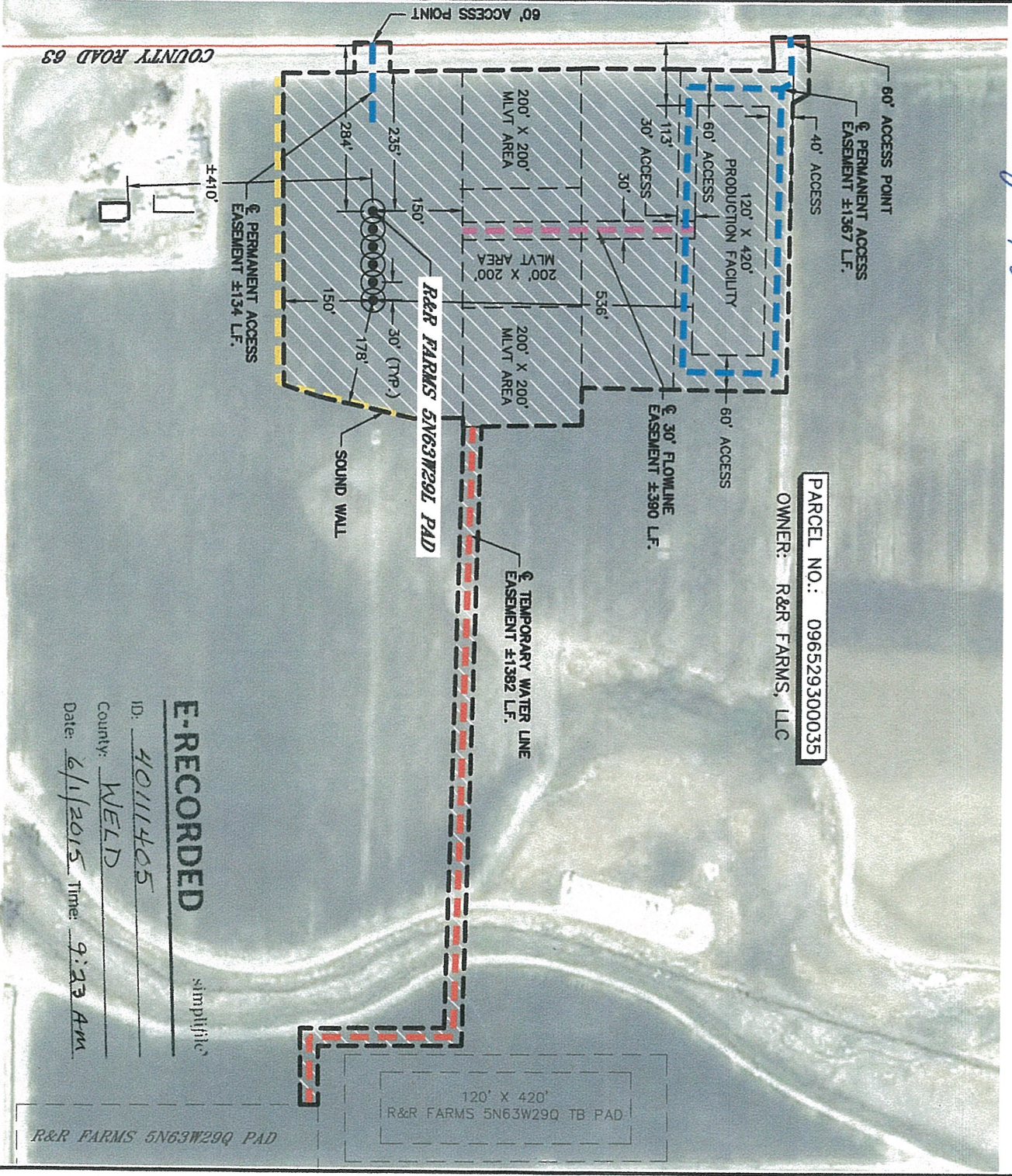
EXHIBIT "A" Page 2 of 5

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Township 5 North, Range 63 West, 6th P.M.
Section 29: SW4
Weld County, Colorado

R&R Farms, LLC

BY: Judy Jean Schmidt mgr DATE: 4-7-15



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ID: 40111405

County: WELD

Date: 6/1/2015 Time: 9:23 AM

LEGEND

 OIL AND GAS OPERATIONS AREA ("OGOA") = 12.1 ACRES

- APPROXIMATE & ACCESS EASEMENT

APPROXIMATE WATER LINE EASEMENT

APPROXIMATE

SOUND WALL

DATE: 3/26/2015
PROJECT#: 2014131

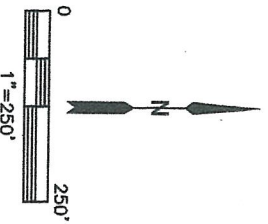


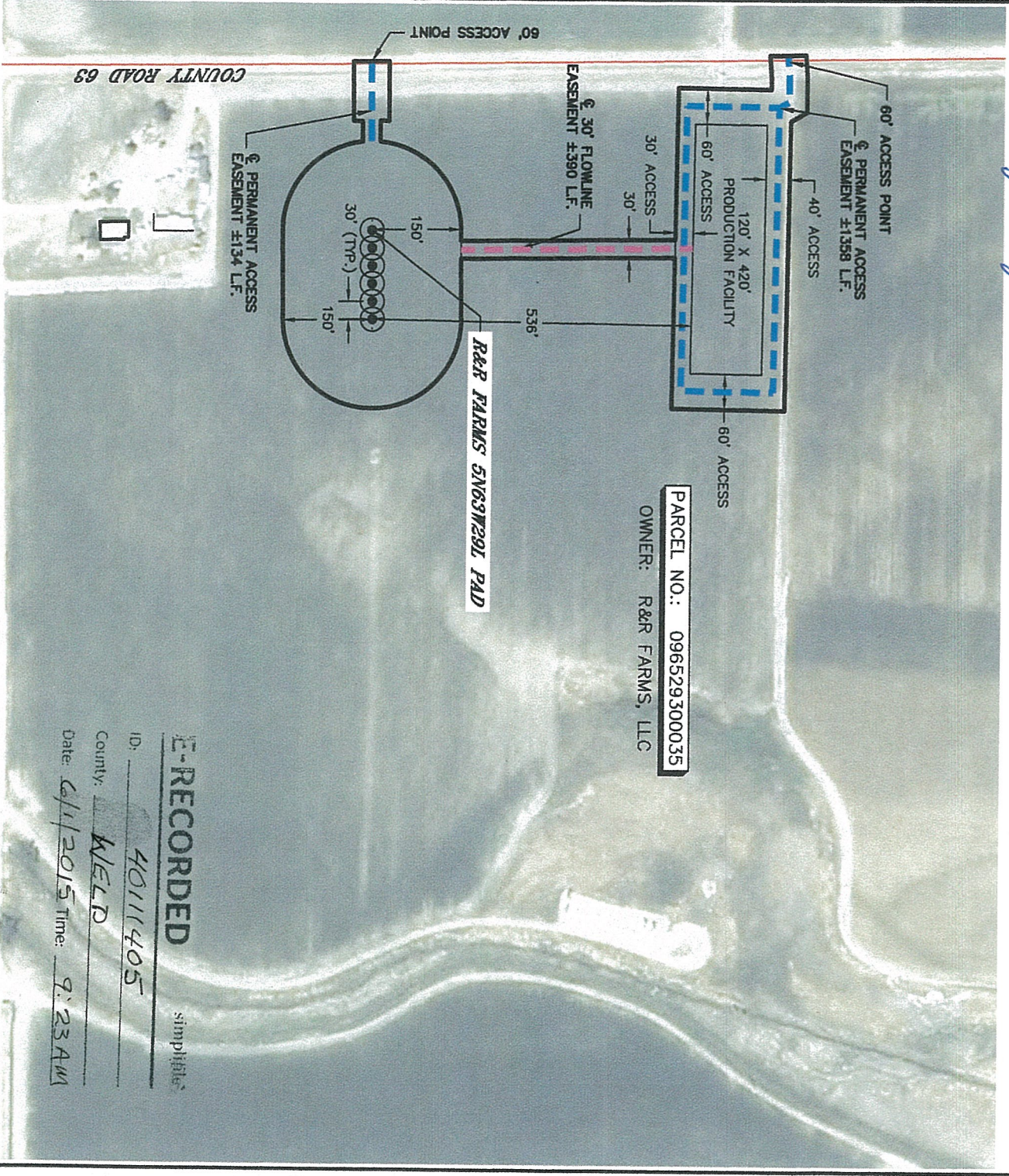
EXHIBIT "A" Page 3 of 5

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Township 5 North, Range 63 West, 6th P.M.
Section 29: SW4
Weld County, Colorado

R&R Farms, LLC

By: Judy Schmidt mgr DATE: 4-7-15



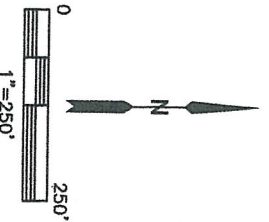
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ID: 40111405

County: WELD

Date: 6/1/2015 Time: 9:23AM



- LEGEND
- PERMANENT DISTURBANCE = 5.5 ACRES
 - APPROXIMATE ACCESS EASEMENT
 - APPROXIMATE FLOWLINE EASEMENT

DATE: 3/26/2015
PROJECT#: 2014131



EXHIBIT "A" Page 4 of 5

This Exhibit "A" is attached to and made a part of that certain Surface Use Agreement by and between R&R Farms, LLC Owner, and PDC Energy, Inc., Company. Covering the following lands:

Township 5 North, Range 63 West, 6th P.M.
Section 29: SW4
Weld County, Colorado

R&R Farms, LLC

BY:

Judy Jean Schmitt mgr

DATE:

4.7.15

E-RECORDED

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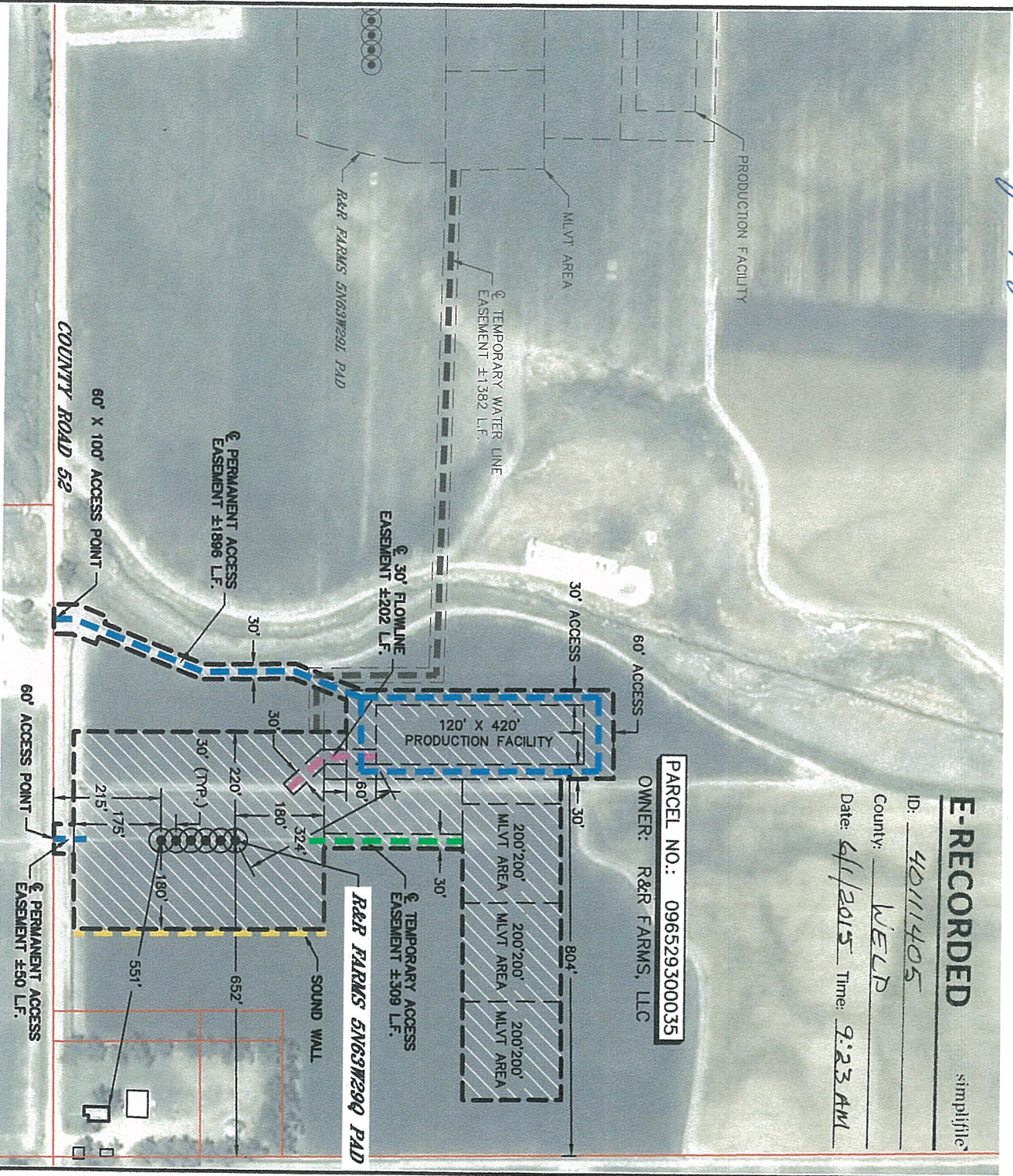
ID: *40111405*

County: *WELD*

Date: *4/1/2015* Time: *9:23 AM*

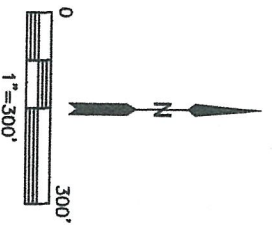
PARCEL NO.: 096529300035

OWNER: R&R FARMS, LLC



LEGEND

- OIL AND GAS OPERATIONS AREA ("OGOA") = 11.4 ACRES
- APPROXIMATE PERMANENT ACCESS EASEMENT
- APPROXIMATE TEMPORARY ACCESS EASEMENT
- APPROXIMATE FLOWLINE EASEMENT
- SOUND WALL



DATE: 3/26/2015
PROJECT#: 2014131

EXHIBIT "A" Page 5 of 5

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Township 5 North, Range 63 West, 6th P.M.
Section 29: SW4
Weld County, Colorado

R&R Farms, LLC

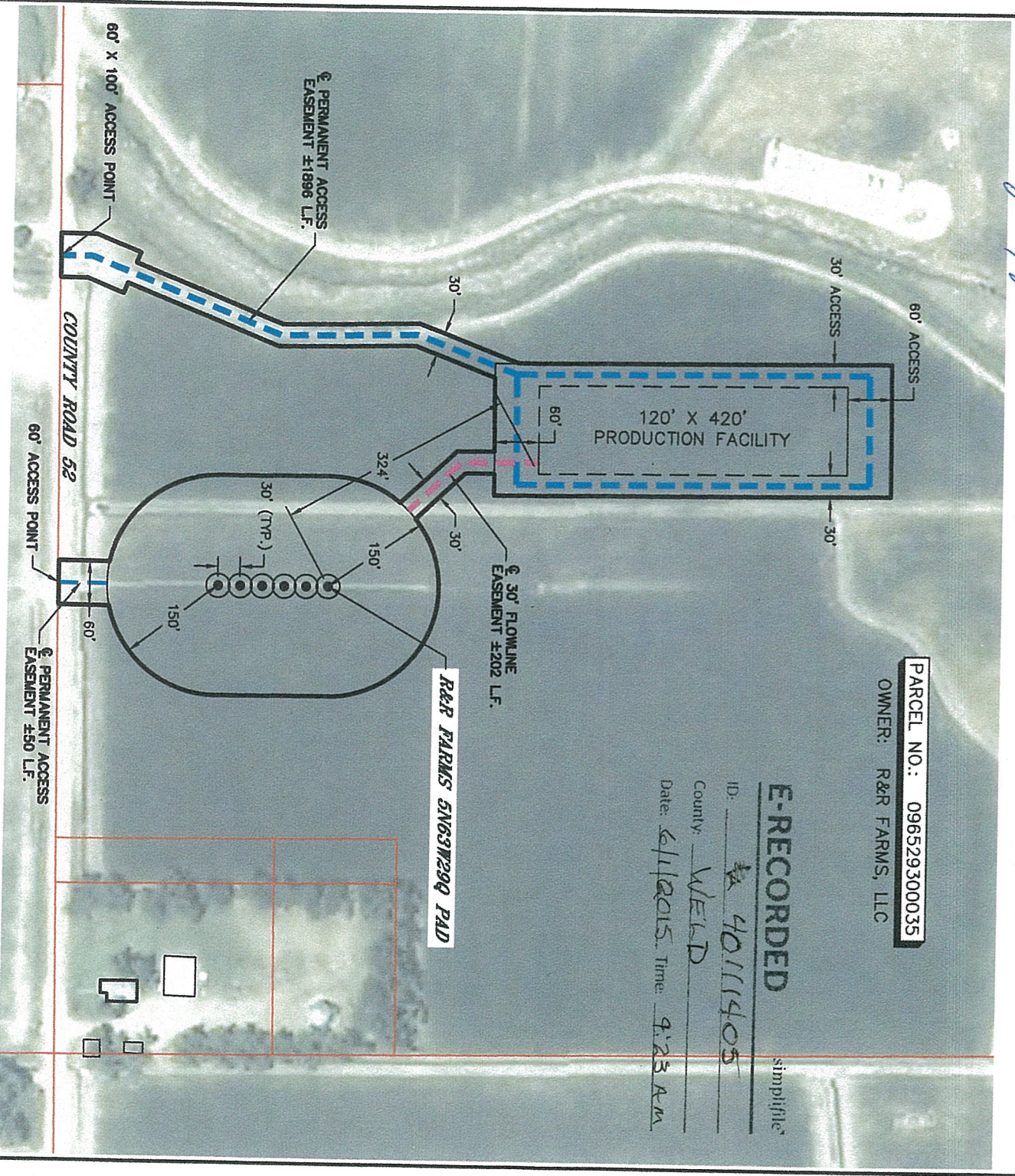
By: Julie Joers Schmidt mgr DATE: 4-7-15

PARCEL NO.: 096529300035
OWNER: R&R FARMS, LLC

E-RECORDED

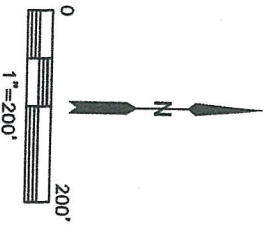
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ID: 40111405
County: WELD
Date: 6/1/2015 Time: 9:23 AM



LEGEND

- PERMANENT DISTURBANCE = 5.6 ACRES
- APPROXIMATE ACCESS EASEMENT
- APPROXIMATE FLOWLINE EASEMENT



DATE: 3/26/2015
PROJECT#: 2014131

