

MEMORANDUM OF
SURFACE USE AGREEMENT

WHEREAS, Cecil's Kersey Farm, LLC whose address is 1639 35th Avenue Court, Greeley, Colorado 80634 ("Owner"), and PDC Energy, Inc., a Delaware corporation, whose address is 1775 Sherman Street, Suite 3000, Denver, Colorado 80203 ("Company"), entered into a Surface Use Agreement dated effective July 17th, 2015 (the "Agreement") covering and affecting the following described property (the "Property") more fully described on Exhibit A, attached hereto:

Township 5 North, Range 64 West of the 6th P.M.
Section 17: South West 1/4
Tax Parcel Number(s): 096317300009
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 17th day of July, 2015.

Owner:
Cecil's Kersey Farm, LLC

Roberta L. Cecil
Name: Roberta L. Cecil
Title: Registered Agent

Operator:
PDC ENERGY, INC.

O.F. Baldwin II
Name: O.F. Baldwin II
Title: Vice President Land

ACKNOWLEDGEMENTS

State of Colorado)
) §
County of Weld)

On this 17th day of July, 2015, before me personally appeared Roberta L. Cecil, Registered Agent, for Cecil's Kersey Farms, LLC, 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: 7/8/2019

[Signature]
Notary Public

**BARNEY L. HAMMOND
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20114032801
MY COMMISSION EXPIRES JULY 8, 2019**

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

On this 30th day of July, 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: 5/16/17

[Signature]
Notary Public

**KRISTIE ANN MONEY
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20134031387
My Commission Expires May 16, 2017**



Washburn Land Surveying
www.WashburnSurveying.com
970-232-9645

EXHIBIT "A" Page 1 of 2

This Exhibit "A" is attached and made a part of that certain Memorandum of Surface Use Agreement by and between CECIL'S KERSEY FARM, LLC, owner, and PDC Energy, Inc., Company.

Township 5 North, Range 64 West, 6th P.M.

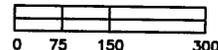
Section 17: SW ¼
Weld County, Colorado

CECIL'S KERSEY FARM, LLC

By: *Roberto L. Cecil*

Date: *7/17/2015*

1"=300'

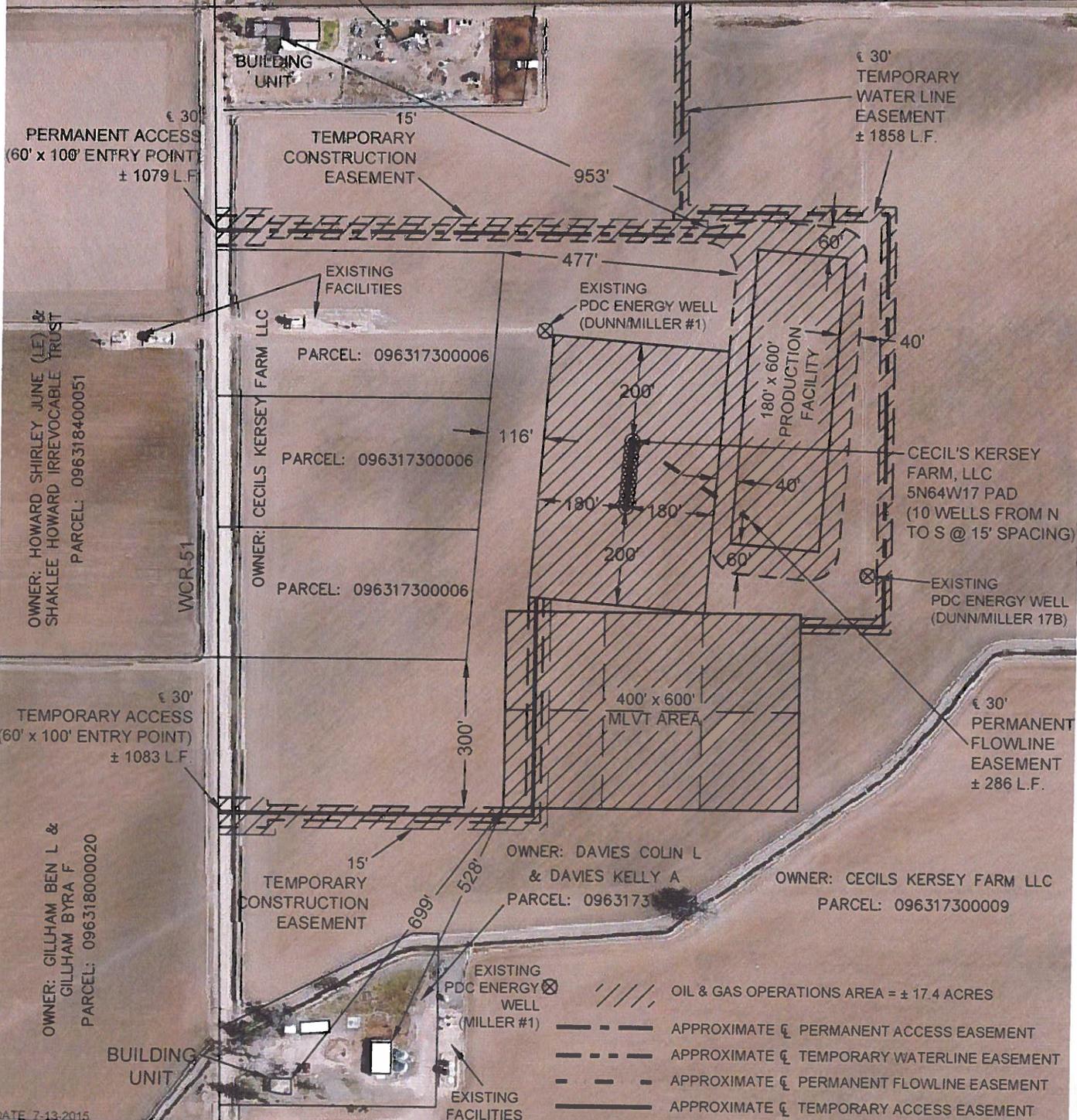


OWNER: PUYPE HELEN D & PUYPE FRANCIS E
PARCEL: 096318000023

OWNER: JAMES BERTHA A & JAMES ESTEVAN
PARCEL: 096317300060

OWNER: SCHAUMBERG PATRICIA H TRUST NO 1
PARCEL: 096317000046

OWNER: M&M EXCAVATION CO
PARCEL: 096317200002





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EXHIBIT "A" Page 2 of 2

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Township 5 North, Range 64 West, 6th P.M.
Section 17: SW ¼
Weld County, Colorado

CECIL'S KERSEY FARM, LLC

By:

Robert L. Cecil

Date:

7/17/2015

OWNER: PUYPE HELEN D & PUYPE FRANCIS E
PARCEL: 096318000023

OWNER: JAMES BERTHA A & JAIMES ESTEVAN
PARCEL: 096317300060

OWNER: SCHAUMBERG PATRICIA H TRUST NO 1
PARCEL: 096317000046

OWNER: M&M EXCAVATION CO
PARCEL: 096317200002

± 30' PERMANENT ACCESS (60' x 100' ENTRY POINT) ± 1079 L.F.

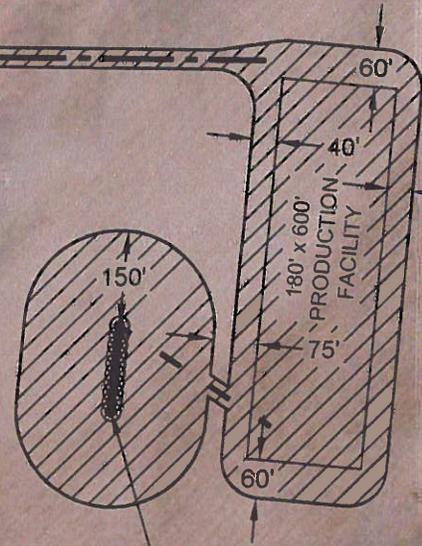
OWNER: HOWARD SHIRLEY JUNE (LE) & SHAKLEE HOWARD IRREVOCABLE TRUST
PARCEL: 096318400051

OWNER: CECIL'S KERSEY FARM LLC
PARCEL: 096317300006
PARCEL: 096317300006
PARCEL: 096317300006

OWNER: GILLHAM BEN L & GILLHAM BYRA F
PARCEL: 096318000020

OWNER: DAVIES COLIN L & DAVIES KELLY A
PARCEL: 096317300006

OWNER: CECIL'S KERSEY FARM LLC
PARCEL: 096317300009



CECIL'S KERSEY FARM, LLC
5N64W17 PAD
(10 WELLS FROM N TO S @ 15' SPACING)



- OIL & GAS PERMANENT DISTURBANCE = ± 7.6 ACRES
- APPROXIMATE ± PERMANENT ACCESS EASEMENT
- APPROXIMATE ± PERMANENT FLOWLINE EASEMENT