

MEMORANDUM OF
SURFACE USE AGREEMENT

WHEREAS, Thistle Down, Inc., a Colorado Corporation, whose address is 22019 County Road 54, Greeley, Colorado 80631, ("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 November 16, 2016 (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, 6th P.M.

Section 31: Part of the N2

Tax Parcel Number(s): 096331200001

Section 31: Part of the SW4

Tax Parcel Number(s): 096331300017

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 16th day of November 2016.

Owner:
THISTLE DOWN, INC.

Operator:
PDC ENERGY, INC.

Michael J. Boulter
Name: Michael J. Boulter
Title: President

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

ACKNOWLEDGEMENTS

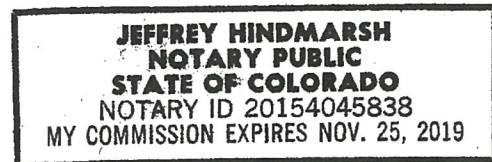
State of Colorado)
) §
County of Weld)

On this 16th day of November 2016, before me personally appeared Michael J. Boulter, President of Thistle Down, Inc., 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: 11/25/2019

[Signature]
Notary Public



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

On this 17th day of November, 2016, 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

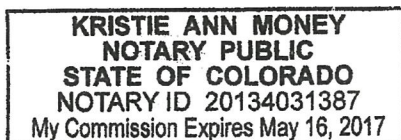


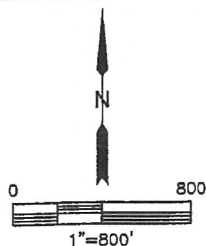
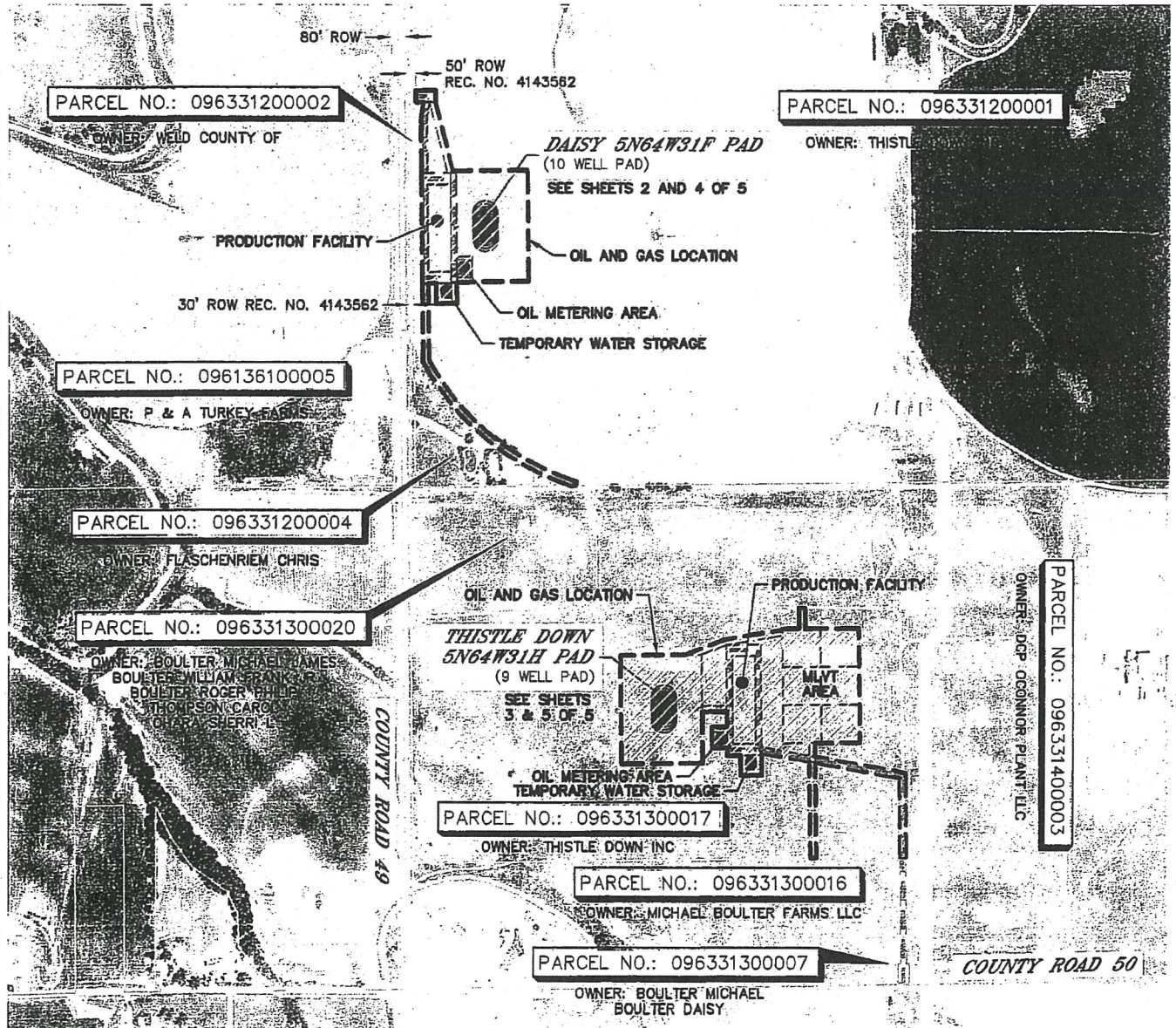
EXHIBIT "A" Page 1 of 5

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

Township 5 North, Range 64 West, 6th P.M.
Section 31: W1/2NW1/4, SW1/4
Weld County, Colorado

Reviewed by Owner: Thistle Down Inc.

Initial here: ATB



LEGEND



OIL AND GAS OPERATIONS AREA ("OGOA") = 28.2 ACRES



APPROXIMATE ☐ PERMANENT ACCESS EASEMENT

APPROXIMATE ☐ TEMPORARY ACCESS EASEMENT

APPROXIMATE ☐ TEMPORARY WATER LINE EASEMENT



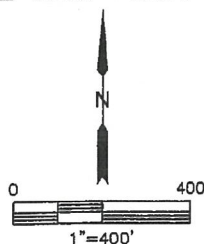
DATE: 11/16/2016
 PROJECT#: 2016074

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Weld County, Colorado



- Oil and Gas Operations Area ("OGOA") = 9.9 Acres
- = Approximate ☉ Permanent Access Easement
- = Approximate ☉ Temporary Access Easement
- = Approximate ☉ Temporary Water Line Easement



DATE: 11/16/2016
PROJECT#: 2016074

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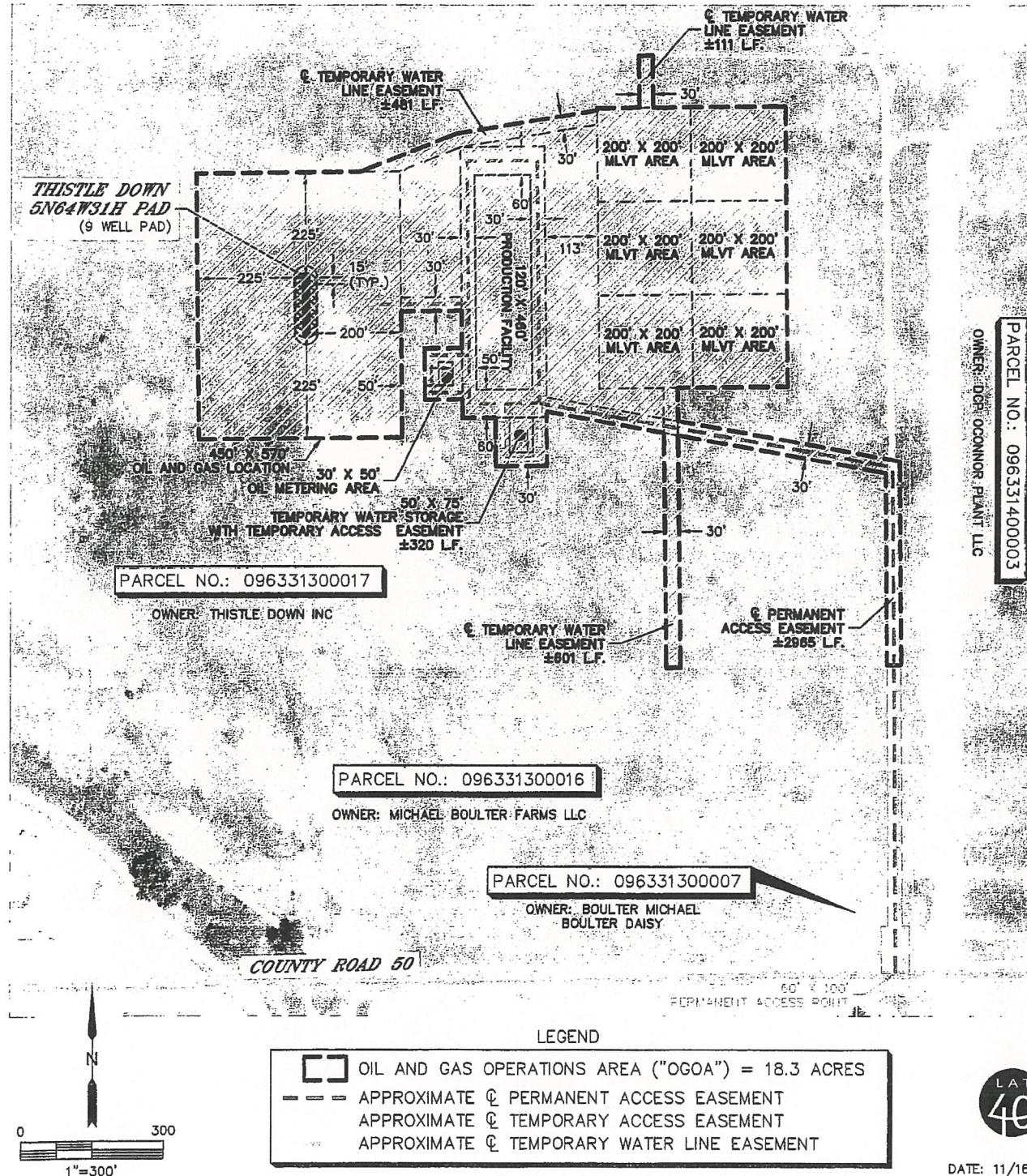
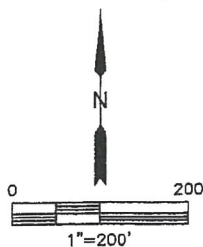
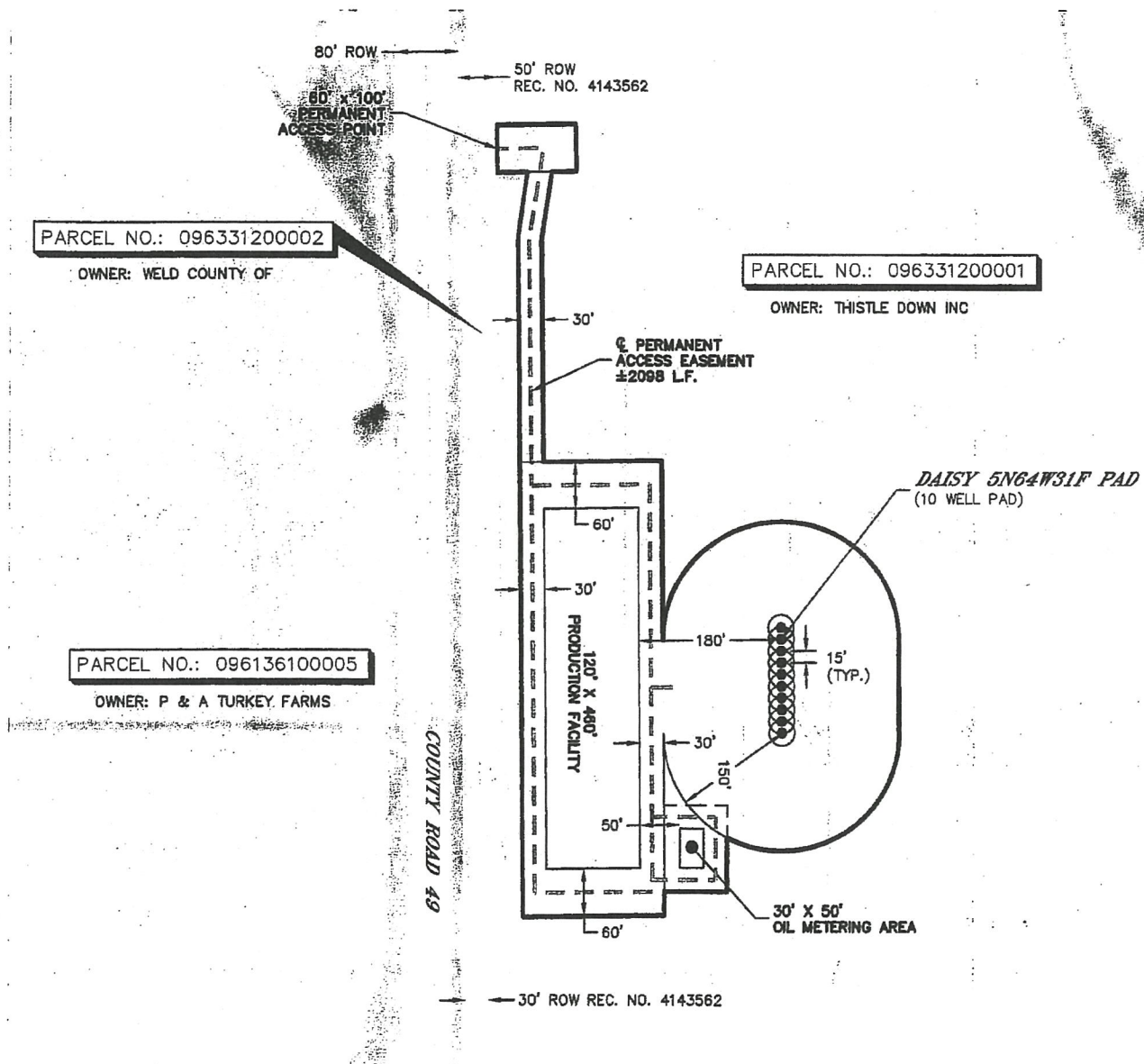


EXHIBIT "A" Page 4 of 5

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LAT
40

DATE: 11/16/2016
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EXHIBIT "A" Page 5 of 5

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