

MEMORANDUM OF FIRST AMENDMENT TO SURFACE USE AGREEMENT

THIS MEMORANDUM OF AMENDMENT OF SURFACE USE AGREEMENT ("Memorandum") is entered into by and between Wayne Ledford ("Owner"), whose address 643 Avalon Court Grand Junction, Colorado 81504 the Owner of the surface estate described below (the "Property") and PDC Energy, Inc. ("Company"), whose address is 1775 Sherman Street, Suite 3000, Denver, Colorado 80203 (individually, a "party;" together, "the parties").

WHEREAS, the parties entered into that certain Surface Use Agreement dated and effective December 1, 2016 (the "Agreement"), and that certain Memorandum of Surface Use Agreement dated and effective December 1, 2016, recorded January 23, 2017 at Reception No. 4271992 in the Weld County Clerk and Records Office, State of Colorado ;

WHEREAS, Owner and Company desire to amend the SUA, specifically but not limited to, amending and correcting the legal description to the following

Township 5 North, Range 64 West of the 6th P.M.
Section 22: South East ¼
Tax Parcel # 096322000039
Weld County, Colorado ("Property")

the Property is more particularly described in Exhibit "A" attached hereto;

NOW THEREFORE this Memorandum is placed of record for the purpose of giving notice of the Agreement and the correction to the Property. 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.

IN WITNESS WHEREOF, the parties have executed this Amendment on this 3 day of

April, 2017, but effective for all purposes as of December 1, 2016.

OWNER:
Wayne Ledford

By: Wayne Ledford

COMPANY:
PDC Energy, Inc.

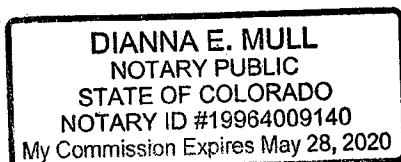
By: O. F. Baldwin II
Title: Vice President Land

ACKNOWLEDGEMENTS

State of Colorado)
County of Mesa) §

On this 3 day of April, 2017 before me personally appeared Wayne Ledford 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: 5/28/2020

Diana E Muel
Notary Public

State of Colorado)
City and County of Denver) §

On this 11th day of April, 2017, 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: 9.24.2018

Nicole D Healy
Notary Public

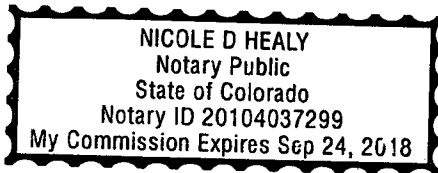


EXHIBIT "A" Page 1 of 2

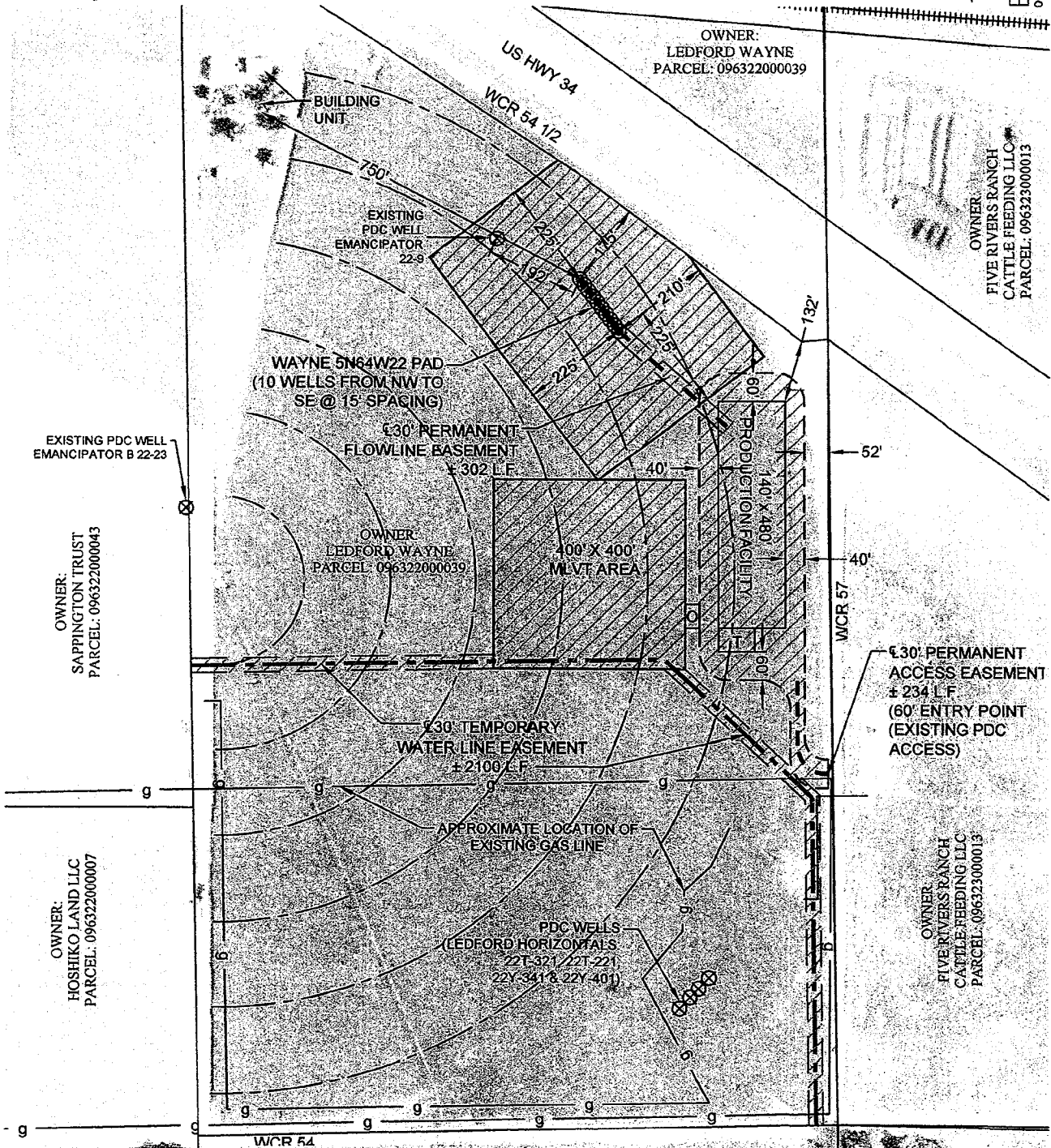
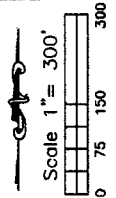
This Exhibit "A" is attached and made a part of that certain Amendment to the Memorandum of the Surface Use Agreement by and between Wayne Ledford, Owner, and PDC Energy, Inc., Company.

Reviewed by Owner:

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

Section 22: SE¼

Weld County, Colorado

Initial here: *W*

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

- OIL & GAS OPERATIONS AREA = ± 14.3 ACRES
- APPROXIMATE 30' PERMANENT FLOWLINE EASEMENT
- APPROXIMATE 30' PERMANENT ACCESS EASEMENT
- APPROXIMATE 30' TEMPORARY WATERLINE EASEMENT
- 30' X 50' OIL METERING AREA
- T - 50' X 75' TEMPORARY WATER TANK AREA


DATE: 2-2-2017

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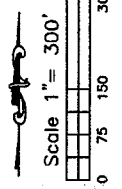
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Reviewed by Owner:

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

Initial here: Section 22: SE $\frac{1}{4}$

Weld County, Colorado



OWNER:
SAPPINGTON TRUST
PARCEL: 096322000043

OWNER:
HOSHIKO LAND LLC
PARCEL: 096322000007

WAYNE 5N64W22 PAD
(10 WELLS FROM NW TO
SE @ 15' SPACING)

± 30' PERMANENT
FLOWLINE & ACCESS
EASEMENT
± 302 L.F.

OWNER:
LEDFOUR WAYNE
PARCEL: 096322000039

± 30' PERMANENT
ACCESS EASEMENT
± 234 L.F.
(60' ENTRY POINT
(EXISTING PDC
ACCESS)

OWNER:
LEDFOUR WAYNE
PARCEL: 096322000039





OWNER:
FIVE RIVERS RANCH
CATTLE FEEDING LLC
PARCEL: 096323000013

OWNER:
FIVE RIVERS RANCH
CATTLE FEEDING LLC
PARCEL: 096323000013

WCR 54

WCR 57

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

-  - OIL & GAS PERMANENT DISTURBANCE = ± 6.1 ACRES
-  - APPROXIMATE ± PERMANENT FLOWLINE EASEMENT
-  - APPROXIMATE ± PERMANENT ACCESS EASEMENT
-  - 30' X 50' OIL METERING AREA

DATE: 2-2-2017