

MEMORANDUM OF AMENDMENT TO SURFACE USE AGREEMENT

THIS MEMORANDUM OF AMENDMENT OF SURFACE USE AGREEMENT ("Memorandum") is entered into by and between Thistle Down, Inc. ("Owner"), whose address 22019 County Road 54, Greeley, Colorado 80631, 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").

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

Sec 31: Part of the N2
Tax Parcel Number(s): 096331200001
Sec 31: Part of the SW4
Tax Parcel Number(s): 096331300017
Weld County, Colorado

WHEREAS, the parties entered into that certain Surface Use Agreement dated and effective November 16, 2016 (the "Agreement"), and that certain Memorandum of Surface Use Agreement dated and effective November 16, 2016, recorded November 17, 2016 at Reception No. 4254527 in the Weld County Clerk and Records Office, State of Colorado;

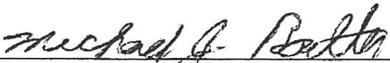
WHEREAS, Owner and Company desire to amend the Oil and Gas Operations Area ("OGO") located in the W2 of Section 31, Township 5 North, Range 64 West, 6th P.M., further described in the Exhibit A as the DAISY 5N64W31F PAD and the THISTLE DOWN 5N64W31H PAD attached hereto.

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.

IN WITNESS WHEREOF, the parties have executed this Amendment on this 17th day of July, 2017, but effective for all purposes as of November 16, 2016.

OWNER:
Thistle Down, Inc.

COMPANY:
PDC Energy, Inc.


By: Michael J. Boulter
Title: President


By: O. F. Baldwin II
Title: Vice President Land _(LW)

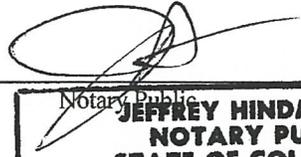
ACKNOWLEDGEMENTS

State of Colorado)
) §
County of Weld)

On this 17th day of July, 2017, 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



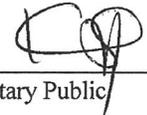
Notary Public
JEFFREY HINDMARSH
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20154045838
MY COMMISSION EXPIRES NOV. 25, 2019

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

On this 17th day of July, 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: 5/16/2021



Notary Public

KRISTIE ANN MONEY
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20134031387
My Commission Expires May 16, 2021

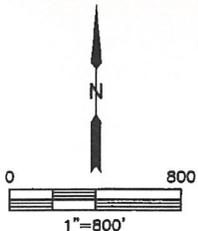
EXHIBIT "A" Page 1 of 5

This Exhibit "A" is attached to and made a part of that Amendment to a certain 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: MJB



LEGEND

-  OIL AND GAS OPERATIONS AREA ("OGO") = 29.1 ACRES
-  APPROXIMATE \odot PERMANENT ACCESS EASEMENT
-  APPROXIMATE \odot TEMPORARY ACCESS EASEMENT
-  APPROXIMATE \odot TEMPORARY WATER LINE EASEMENT

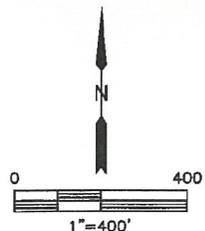
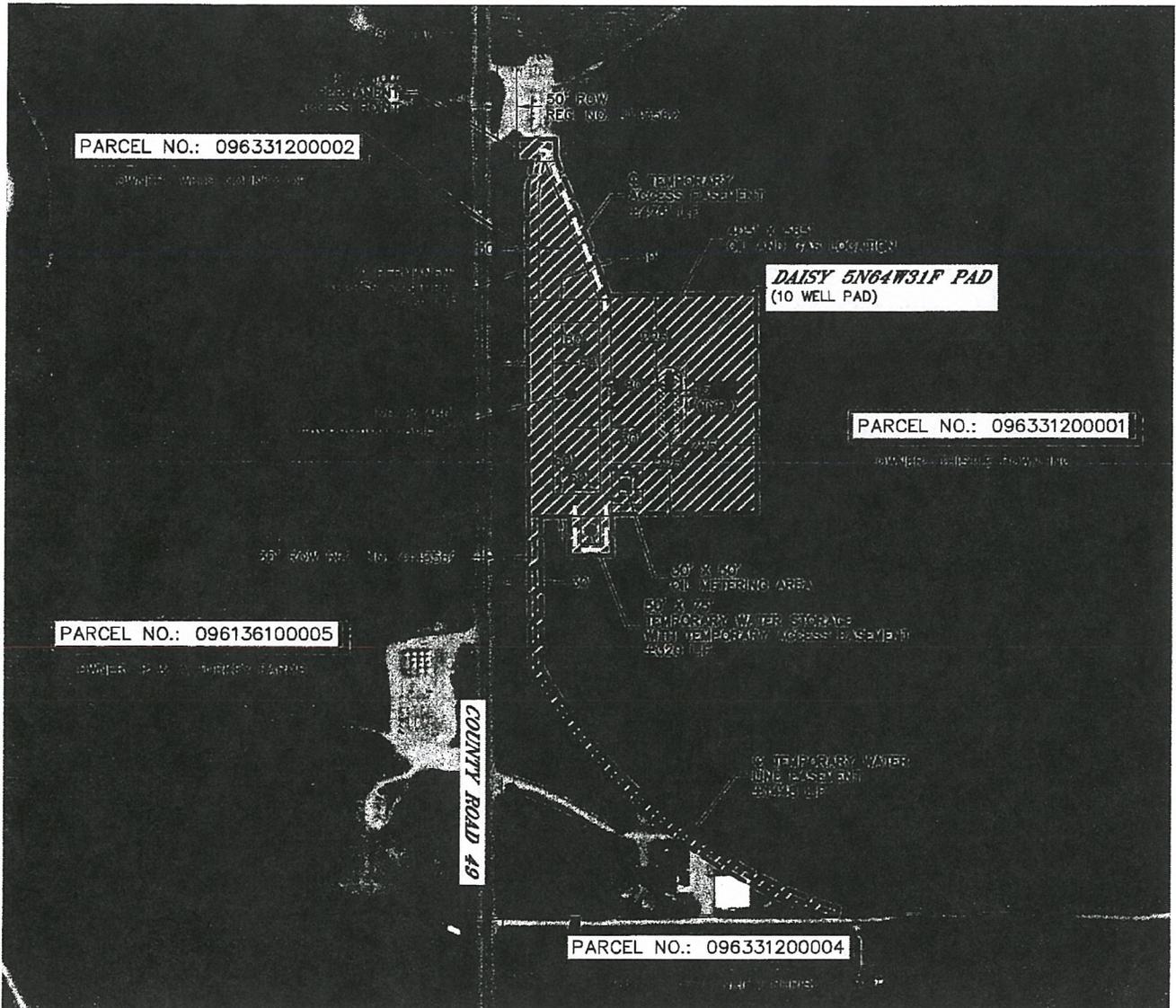


DATE: 5/30/2017
PROJECT#: 2016074

EXHIBIT "A" Page 2 of 5

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



LEGEND

-  OIL AND GAS OPERATIONS AREA ("OGO") = 10.5 ACRES
-  APPROXIMATE ϕ PERMANENT ACCESS EASEMENT
-  APPROXIMATE ϕ TEMPORARY ACCESS EASEMENT
-  APPROXIMATE ϕ TEMPORARY WATER LINE EASEMENT

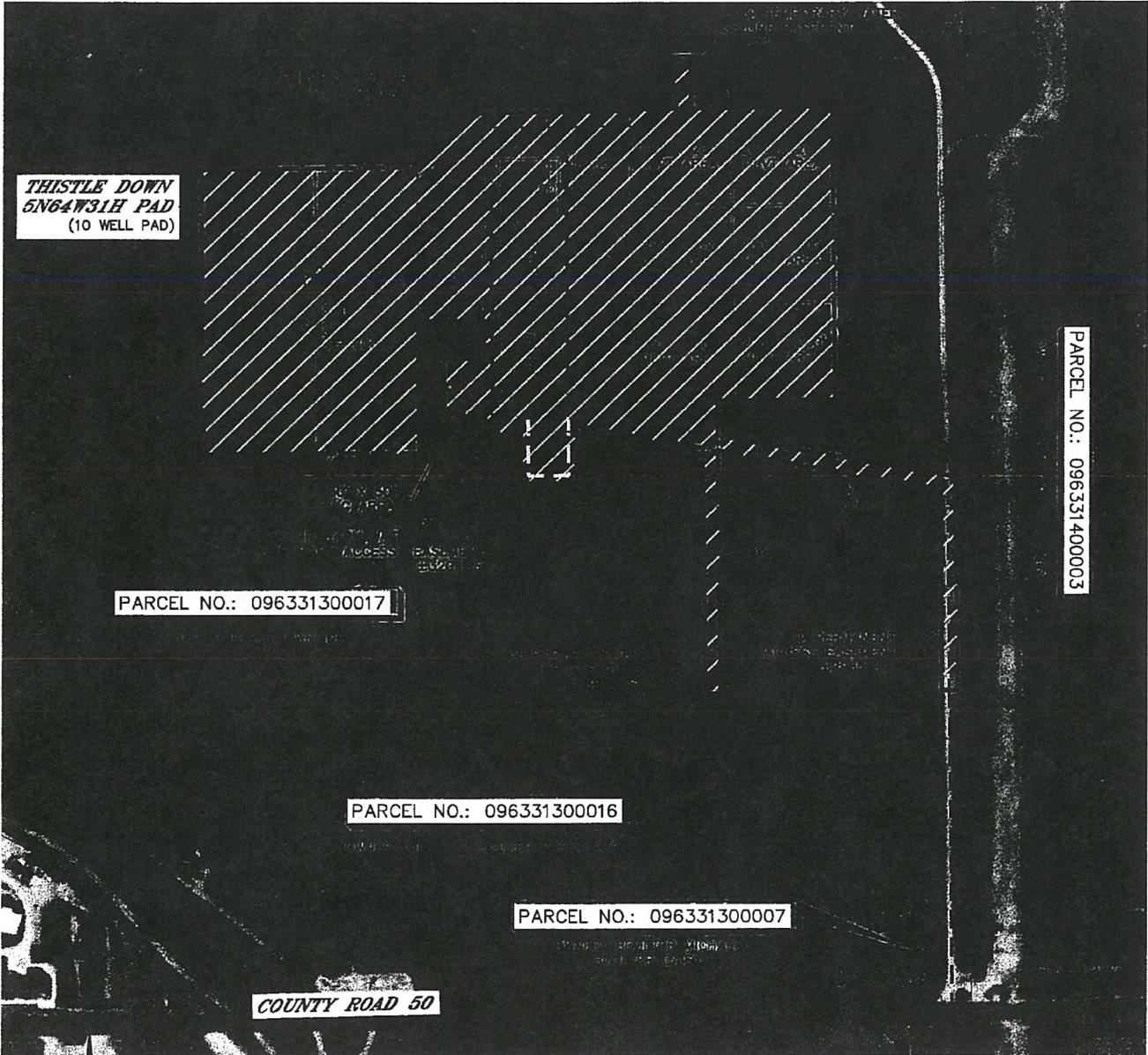


DATE: 5/30/2017
PROJECT#: 2018074

EXHIBIT "A" Page 3 of 5

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



**THISTLE DOWN
5N64W31E PAD
(10 WELL PAD)**

PARCEL NO.: 096331300017

PARCEL NO.: 096331300016

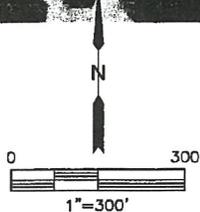
PARCEL NO.: 096331300007

COUNTY ROAD 50

PARCEL NO.: 096331400003

LEGEND

-  OIL AND GAS OPERATIONS AREA ("OGOA") = 18.6 ACRES
-  APPROXIMATE \odot PERMANENT ACCESS EASEMENT
-  APPROXIMATE \odot TEMPORARY ACCESS EASEMENT
-  APPROXIMATE \odot TEMPORARY WATER LINE EASEMENT

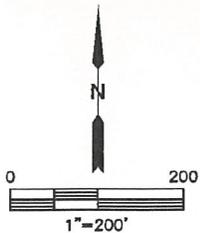
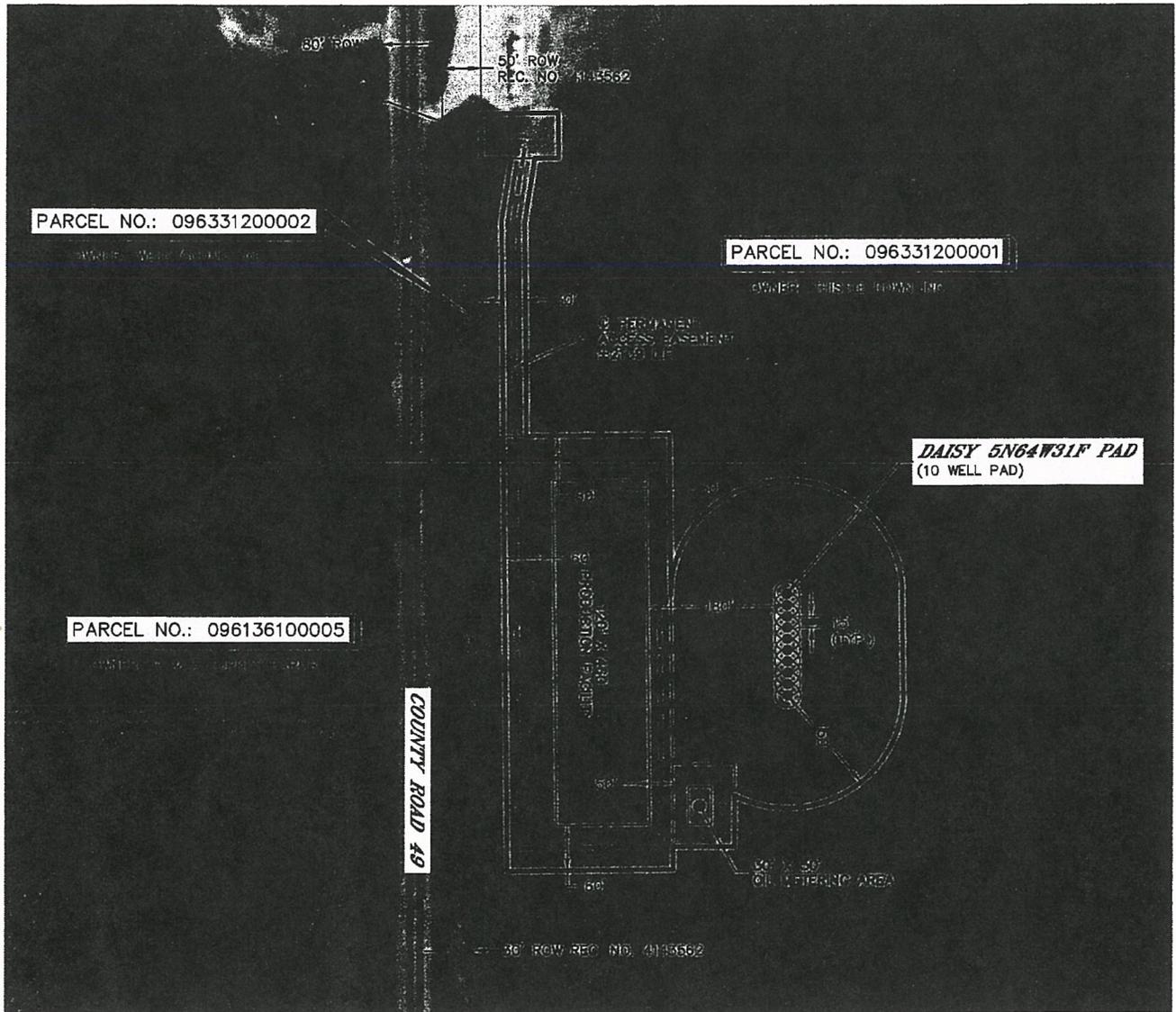


DATE: 5/30/2017
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EXHIBIT "A" Page 4 of 5

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



LEGEND

-  PERMANENT DISTURBANCE = 6.0 ACRES
-  APPROXIMATE Q PERMANENT ACCESS EASEMENT

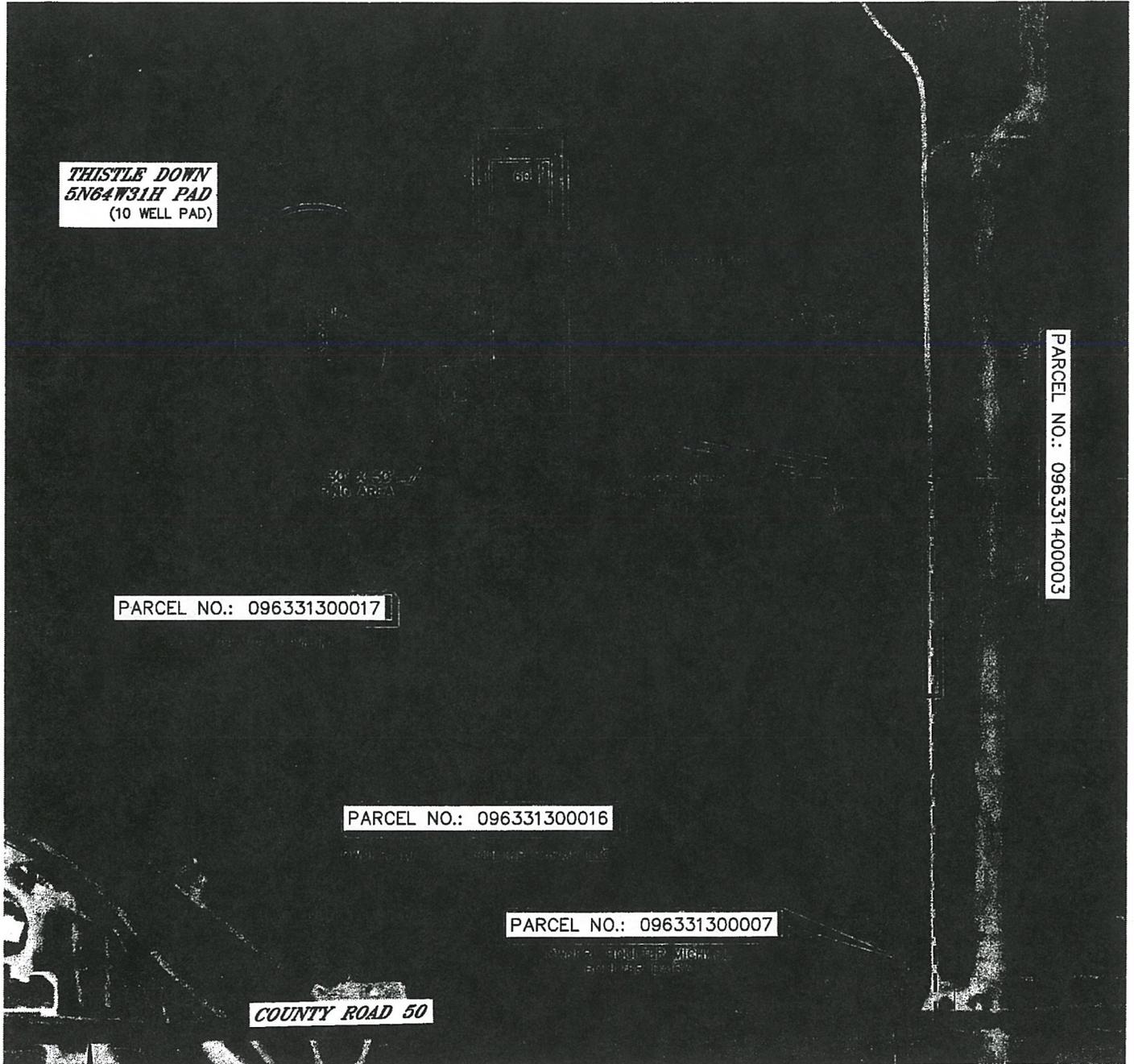


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EXHIBIT "A" Page 5 of 5

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



THISTLE DOWN
5N64W31H PAD
(10 WELL PAD)

PARCEL NO.: 096331400003

PARCEL NO.: 096331300017

PARCEL NO.: 096331300016

PARCEL NO.: 096331300007

COUNTY ROAD 50

LEGEND

-  PERMANENT DISTURBANCE = 6.3 ACRES
-  APPROXIMATE \varnothing PERMANENT ACCESS EASEMENT

