

**FIRST AMENDMENT TO
SURFACE USE AND EASEMENT AGREEMENT**

This First Amendment to Surface Use and Easement Agreement ("First Amendment") is entered into and made effective this 5th of January, 2015 ("Effective Date") by and between Thomas Lynn Tompkins, whose address is 269 County Road 309, Parachute, CO 81635 hereinafter called "Owner", and Ursa Operating Company LLC, whose address is 1050 17th Street, Suite 2400, Denver, CO 80265, hereinafter called "Operator." Owner and Operator may be referred to individually as a "Party" and collectively as the "Parties".

WHEREAS, the Owner previously entered into a Surface Use and Easement Agreement ("Agreement") dated February 24, 2011, with Antero Resources Piceance Corporation, covering the following described property located in the County of Garfield, State of Colorado, (hereinafter referred to as the "Property) to-wit:

Township 7 South, Range 95 West of the 6th P.M.

Section 5:
S/2NE/4SE/4SE/4, S/2SE/4SE/4

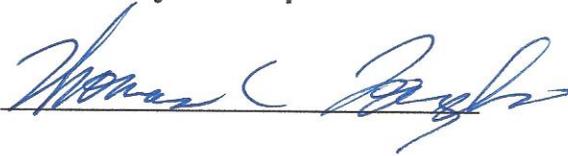
WHEREAS, the Agreement sets forth, among other things, the parties mutual understanding of the relative rights and obligations concerning oil and gas operations on the Property, the development of the Property as a planned unit development, the terms and conditions for the coexistence and joint development of the surface estate and the oil and gas mineral estate, and the development process for the two estates; and

REDACTED FOR PERMITTING

IN WITNESS WHEREOF, this First Amendment is executed as of the date first above written.

OWNER:

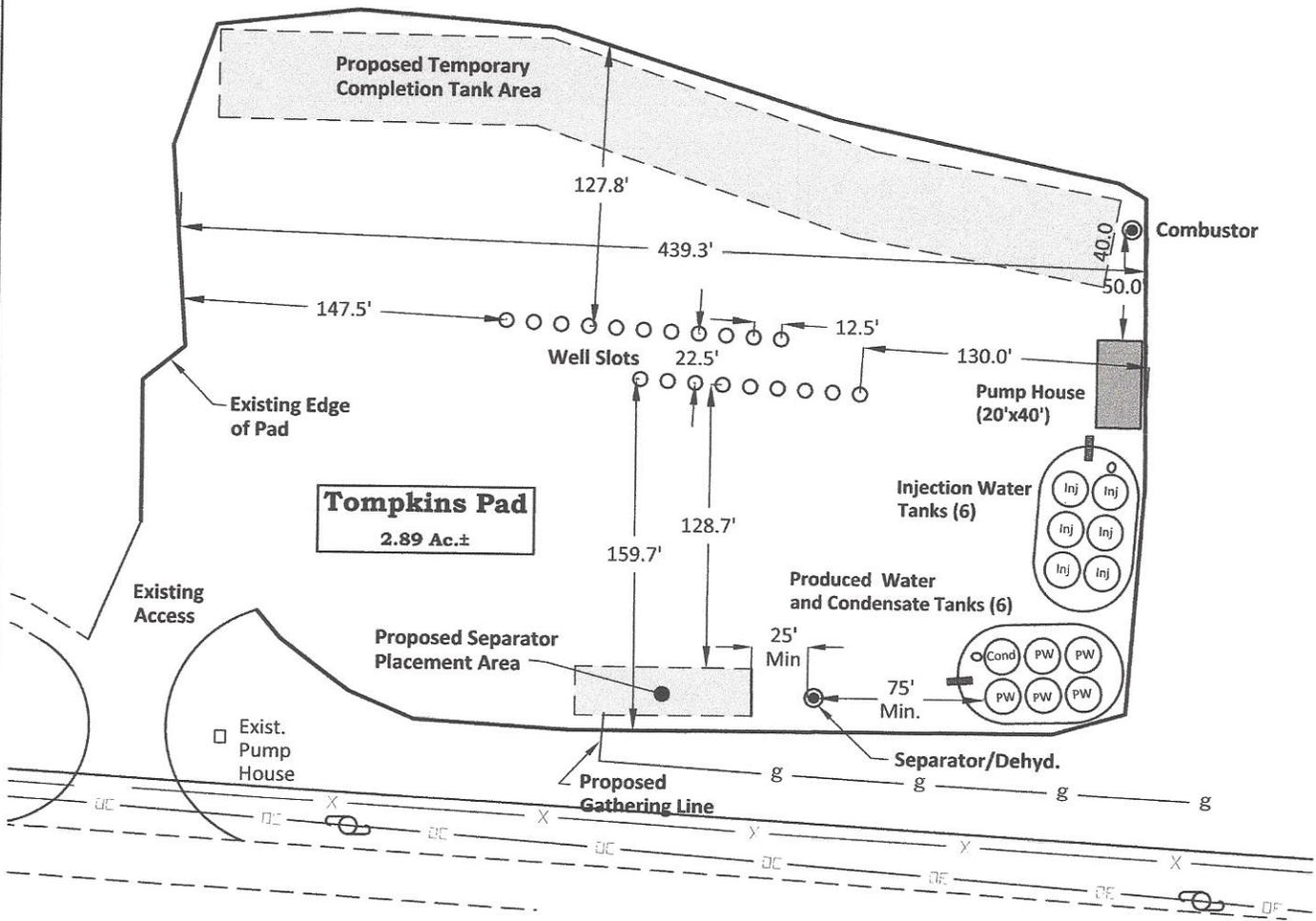
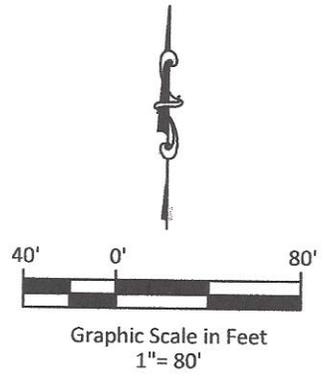
Thomas Lynn Tompkins

 2/4/15

OPERATOR:

URSA OPERATING COMPANY LLC


Don Simpson
Vice President of Business Development



Notes or Comments:
 - The Pad is Existing.
 The Pad Infrastructure Shown
 Herein is Proposed.

RVS River Valley Survey, Inc.
 110 East 3rd. Street, Suite 213
 Rifle, Colorado 81650
 Ph: 970-379-7846



Project: - RVS 06001-47	
Field Date: 12-09-14	Scale: 1"= 80'
Date: 2-04-15	Sheet: 1 of 1
Rev:	By:

**Exhibit A to First
 Amendment to Surface Use
 and Easement Agreement**
 Section 5, Township 7 South, Range 95 West