

**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

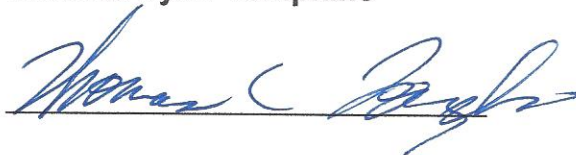
WHEREAS, the Agreement sets forth, among other things, the parties mutual understanding of the relative rights and obligations concerning oil and gas operations on the Property, the development of the Property as a planned unit development, the terms and conditions for the coexistence and joint development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

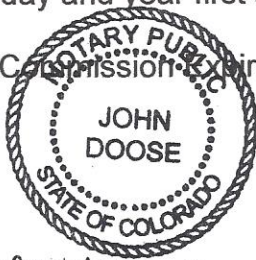
ACKNOWLEDGEMENTS

STATE OF COLORADO)
) ss.
COUNTY OF DENVER)

On this 5 day of February 2015, before me personally appeared Don Simpson, known to me to be the Vice President of Business Development of Ursa Operating Company LLC and that he executed the within and foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said company, for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

My Commission Expires: 11-8-15



My Commission Expires 11/08/2015

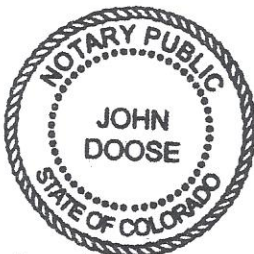
John Doose
Notary Public

STATE OF Colorado)
) ss.
COUNTY OF Garfield)

On this 4 day of February 2015, before me personally appeared Thomas Lynn Tompkins, and that he executed the within and foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed on his own behalf, for the uses and purposes therein set forth.

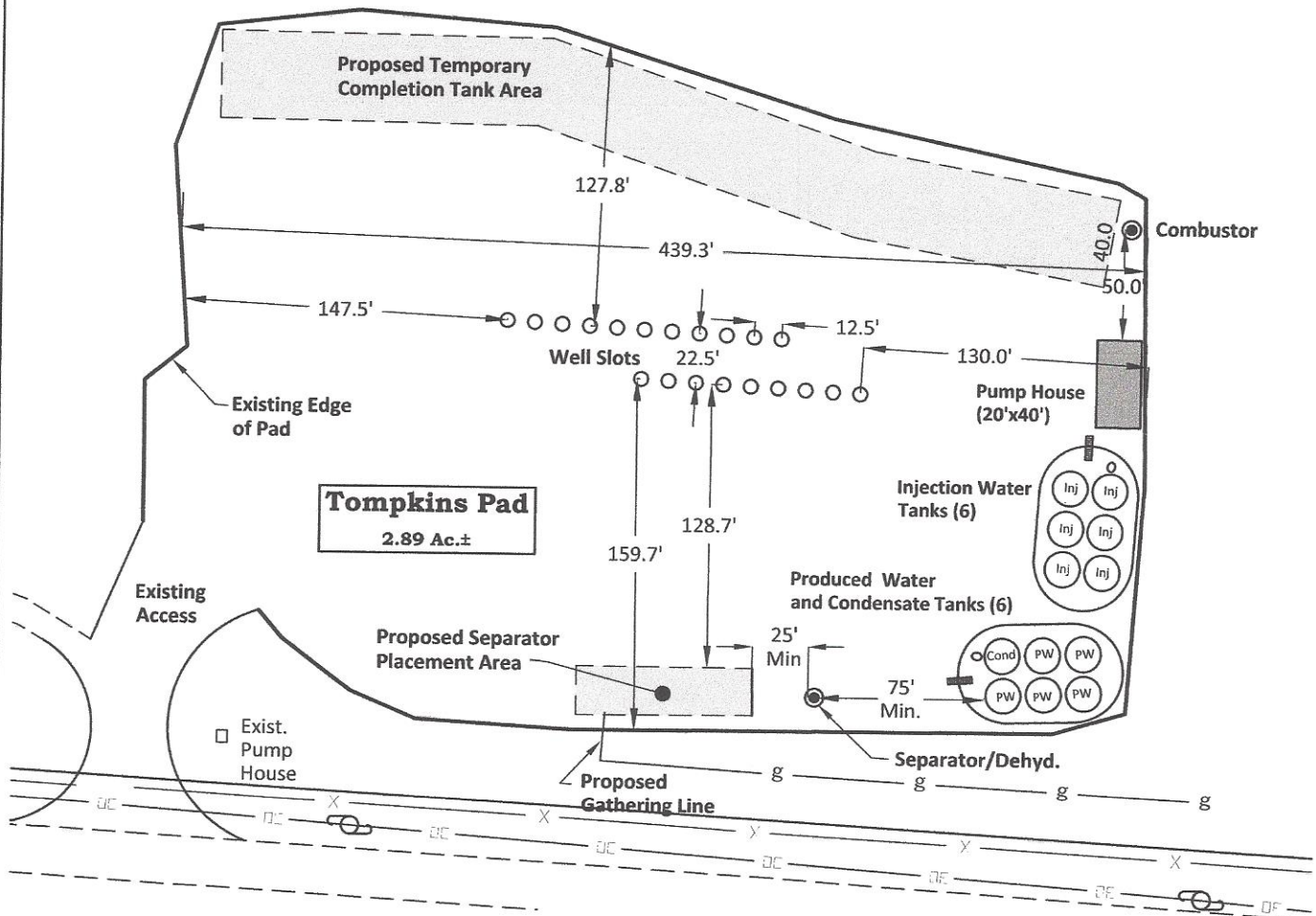
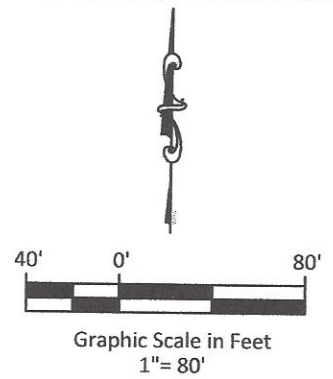
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

My Commission Expires: 11-8-15



My Commission Expires 11/08/2015

John Doose
Notary Public



Notes or Comments:

- The Pad is Existing.
The Pad Infrastructure Shown
Herein is Proposed.



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



Ursa OPERATING
COMPANY

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