

**MEMORANDUM OF
SURFACE USE AGREEMENT**

WHEREAS, Ben L. Gillham and Byra F. Gillham whose address is 27059 County Road 51, 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 June 30, 2015 (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, of the 6th P.M.
Section 18: South 1/2 of the South East 1/4
Tax Parcel Number(s) 096318000020
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, MLVT sites, 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 30th day of JUNE, 2015

Owner:
Ben L. Gillham and Byra F. Gillham

Operator:
PDC ENERGY, INC.

Ben L. Gillham
Name: Ben L. Gillham
Byra F. Gillham
Name: Byra F. Gillham

O.F. Baldwin II *sm*
Name: O.F. Baldwin II
Title: Vice President Land *kw*

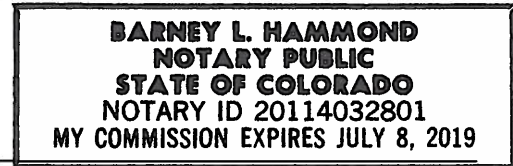
ACKNOWLEDGEMENTS

STATE OF COLORADO)
) §
COUNTY OF WELD)

On this 30th day of JUNE, 2015, before me personally appeared Ben L. Gillham and Byra F. Gillham, 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: July 8, 2019



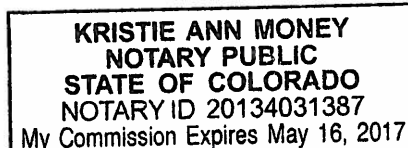
Notary Public

[Handwritten signature]

STATE OF COLORADO)
) §
CITY AND COUNTY OF DENVER)

On this 30th day of June, 2015, 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

[Handwritten signature]
Notary Public

EXHIBIT "A" Page 2 of 2

This Exhibit "A" is attached and made a part of that certain Surface Use Agreement by and between Ben L. Gillham and Byra F. Gillham, owners, and PDC Energy, Inc., Company.

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

Section 18: S½ of the SE¼

Weld County, Colorado

Ben L. Gillham
By: *Ben L. Gillham*

Date: *6-30-15*

Byra F. Gillham
By: *Byra F. Gillham*

Date: *6-30-15*

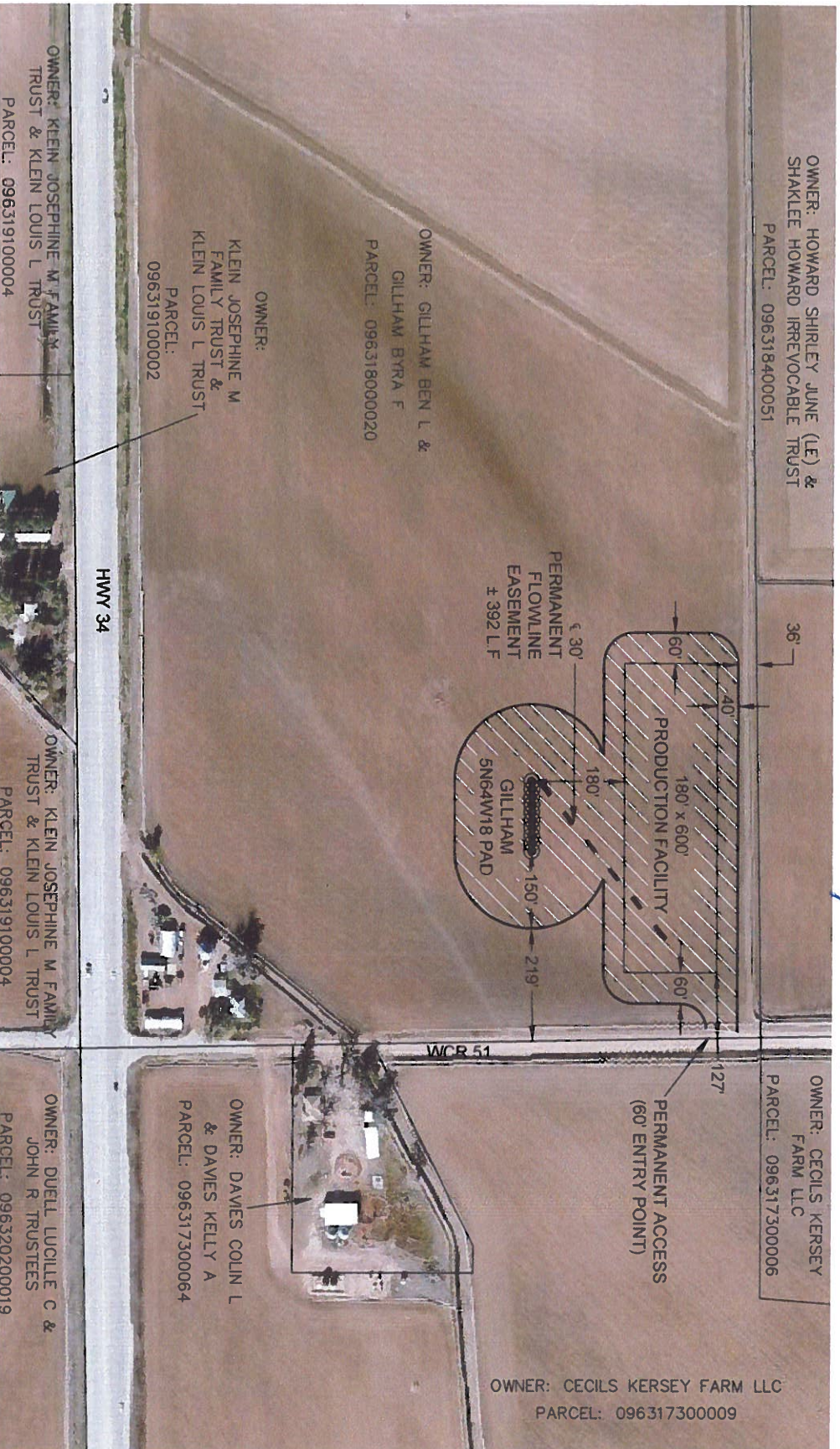


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Section 18: S½ of the SE¼

Weld County, Colorado

Ben L. Gillham

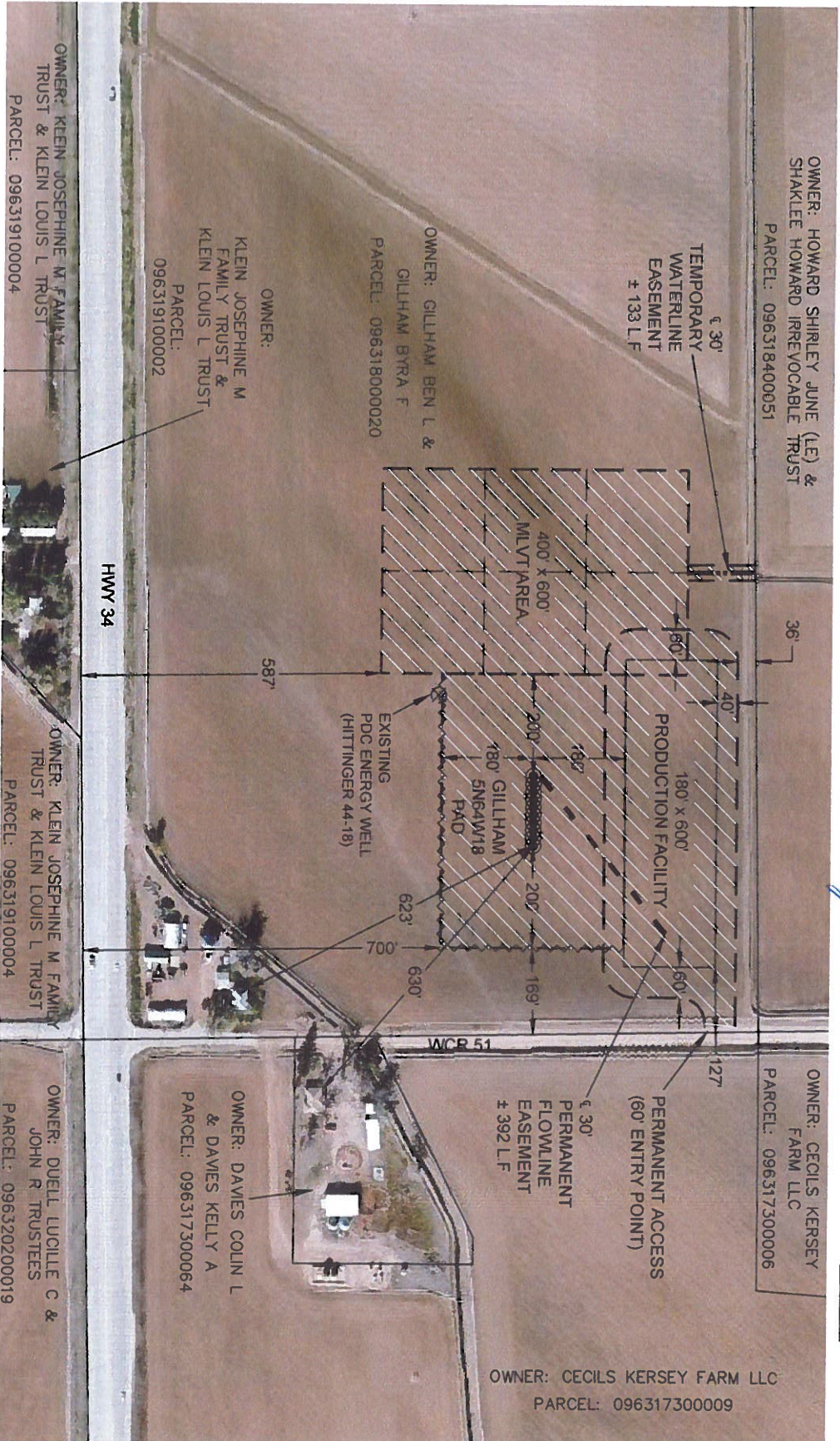
Byra F. Gillham

Date: *6-30-15*

Byra F. Gillham

Byra F. Gillham

Date: *6-30-15*



OIL & GAS OPERATIONS AREA = ± 13.6 ACRES

--- APPROXIMATE & PERMANENT FLOWLINE EASEMENT

--- APPROXIMATE & TEMPORARY WATERLINE EASEMENT

--- SOUNDWALL (SOUTH & EAST SIDES)

1" = 300'

