

MEMORANDUM OF
SURFACE USE AGREEMENT

WHEREAS, Cockroft Dairy Farm LLLP whose address is 27906 WCR 388, Kersey, CO 80644 ("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 October 8, 2015 (the "Agreement") covering and affecting the following described property (the "Property") more fully described on Exhibit A, attached hereto:

Township 5 North, Range 63 West, 6th P.M.
Section 19: NE/4
Tax Parcel Number(s): 096519100010
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, 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.

IN WITNESS WHEREOF, the parties hereto have executed this instrument this 8th day of October, 2015.

OWNER:

Cockroft Dairy Farm LLLP

Scott R. Cockroft
By: Scott R. Cockroft
Title: General Partner

COMPANY:

PDC Energy, Inc.

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

OWNER:

Cockroft Dairy Farm LLLP

Bradley A. Cockroft
By: Bradley A. Cockroft
Title: General Partner

ACKNOWLEDGEMENTS

State of Colorado)
County of Weld) §

On this 8th day of October, 2015, before me personally appeared Scott R. Cockroft and Bradley A. Cockroft, General Partners of Cockroft Dairy Farm LLLP, 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.

CYNTHIA J. KENNEDY
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 2000401995

MY COMMISSION EXPIRES MARCH 21, 2017
My commission expires: 3-21-17

Cynthia Kennedy
Notary Public

State of Colorado)
City and County of Denver) §

On this 20th day of October, 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: 3/5/2018

TRACIE OWENS-YATES
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20054039521
My Commission Expires Mar. 5, 2018

Tracie Owens-Yates
Notary Public

DATE: 10/1/2015
PROJECT#: 2015114

EXHIBIT "A" Page 2 of 2

This Exhibit "A" is attached to and made a part of that certain Memorandum of Surface Use Agreement by and between Cockroft Dairy Farm LLLP Owner, and PDC Energy, Inc., Company. Covering the following lands:

Township 5 North, Range 63 West, 6th P.M.
Section 19: NE1/4
Weld County, Colorado

By: Cockroft Dairy Farm LLLP

Bradley A. Cockroft
Bradley A. Cockroft, General Partner

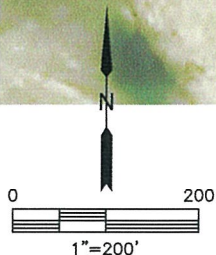
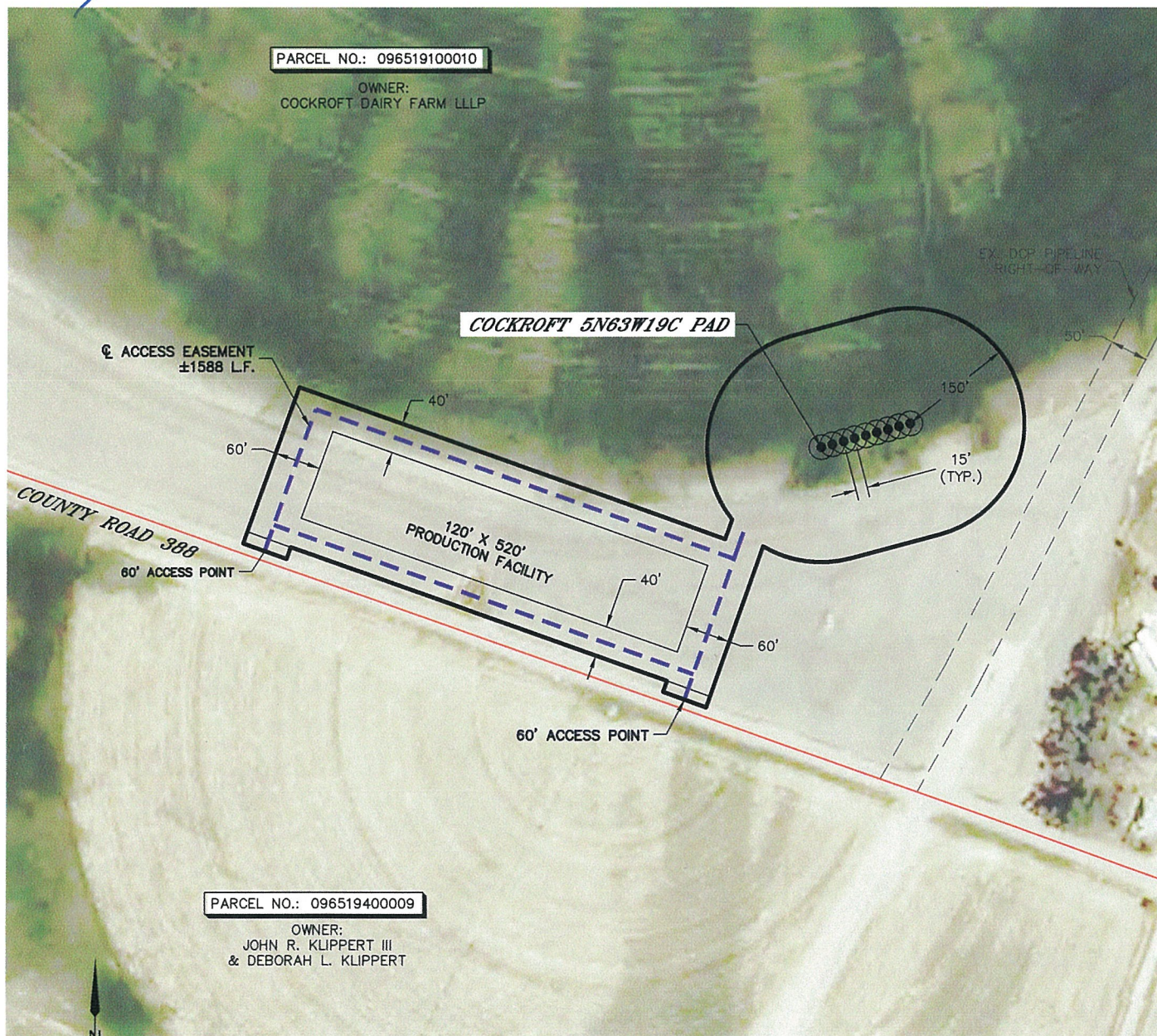
Scott R. Cockroft
Scott R. Cockroft, General Partner

10-8-15

Date:

10-8-2015

Date:



LEGEND

- PERMANENT DISTURBANCE = 5.5 ACRES
- APPROXIMATE ACCESS EASEMENT



DATE: 10/1/2015
PROJECT#: 2015114