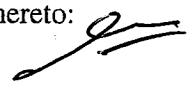


MEMORANDUM OF
SURFACE USE AGREEMENT

WHEREAS, Josephine M. Klein Family Trust and Louis L. Klein Irrevocable Trust whose address is c/o Terry Klein, 122 Pahiatua Aokautere Road, RDI, Palmerston North, New Zealand (collectively "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 ~~September~~ ^{October} 17, 2016 (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 19: North East 1/4
Tax Parcel Numbers: 0963191000034
Weld County, Colorado
Except Lot A (Tax Parcel Number: 096319100001) of record
Exemption No. 0963-19 RE-4436, according to the Plat recorded on
August 28th, 2006 at Reception No. 3414980, Weld County, Colorado
("Property")

TSK


WHEREAS, Owner is the current owner of an interest in the surface estate of the property;

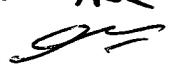
WHEREAS pursuant to the terms of the Agreement, Owner has granted to Company the right to enter upon and use the surface and subsurface of the Property for the purpose of exploring, developing, producing, and transporting oil, gas and associated hydrocarbons from the Property and lands pooled therewith.

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.

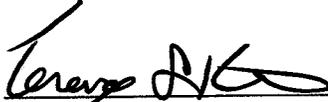
IN WITNESS WHEREOF, the parties hereto have executed this instrument this 17th day of September, 2016.

TSK


TSK




Owner:
JOSEPHINE M. KLEIN FAMILY TRUST



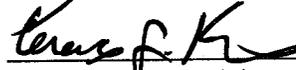
By: Terence L. Klein
Title: Trustee

Operator:
PDC ENERGY, INC.



(Name: O.F. Baldwin II
Title: Vice President Land

Owner:
LOUIS L. KLEIN IRREVOCABLE TRUST



By: Terence L. Klein
Title: Trustee



By: Dennis D. Klein
Title: Trustee



ACKNOWLEDGEMENTS

Palmerston North)
New Zealand) §

On this 17th day of ~~September~~ ^{October} 2016, before me personally appeared Terrance L. Klein, Trustee, for the Josephine M. Klein Family Trust and the Louis L. Klein Irrevocable Trust, 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.

TJK
g

(SEAL)

MAURICE BATHURST ROWE
NOTARY PUBLIC
65 RANGITIKEI STREET
PALMERSTON NORTH
NEW ZEALAND
Notary Public

My commission expires: Lifetime



State of Colorado)
County of Weld) §

BARNEY L. HAMMOND
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20114032801
MY COMMISSION EXPIRES JULY 8, 2019

On this 17th day of ~~September~~ ^{OCTOBER} 2016, before me personally appeared Dennis D. Klein, Trustee, for the Louis L. Klein Irrevocable Trust, 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: 7/8/2019

[Signature]
Notary Public BARNEY L. HAMMOND

State of Colorado)
City and County of Denver) §

On this 21st day of ~~November~~ 2016, 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

[Signature]
Notary Public

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

TJK
g



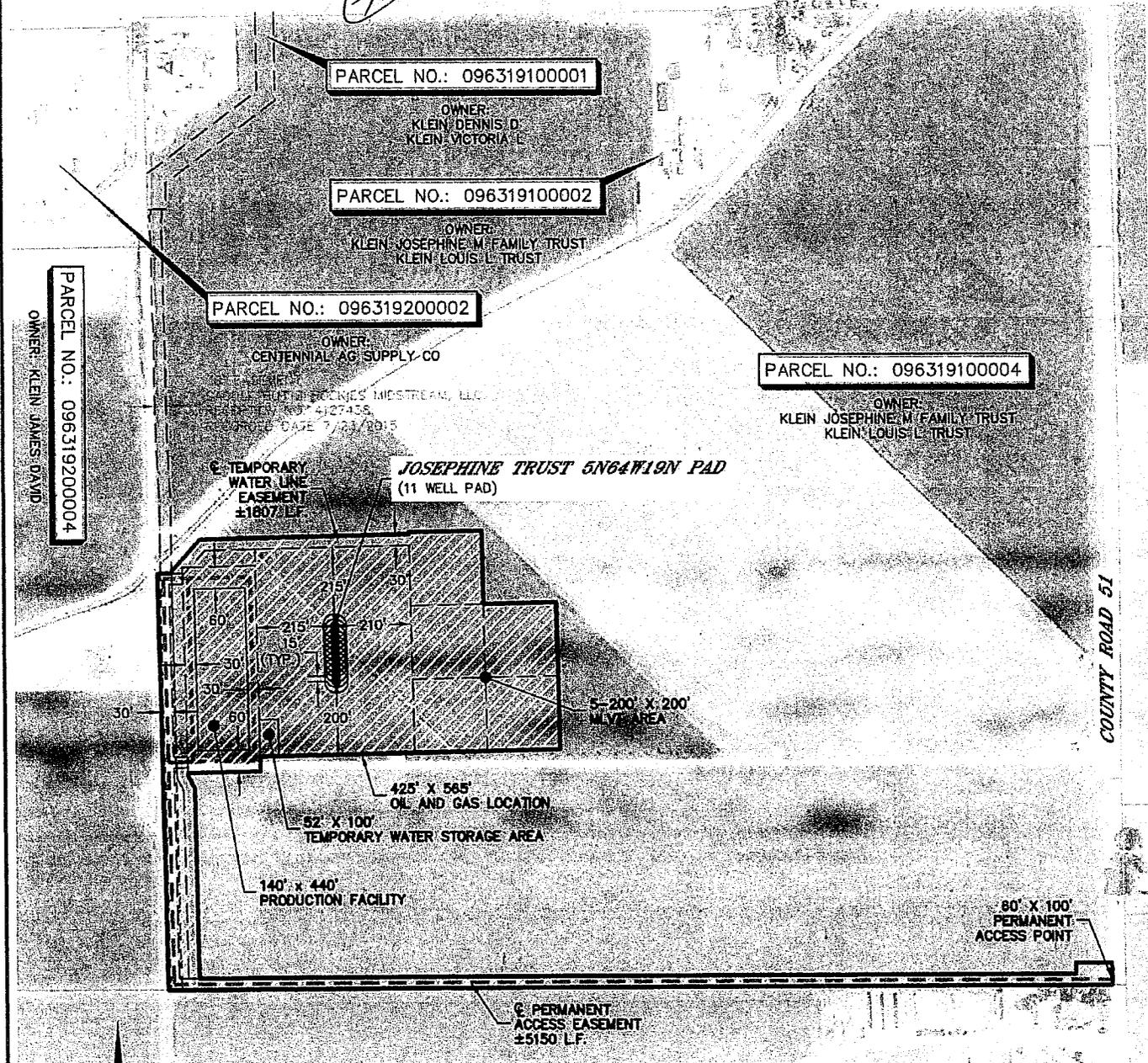
EXHIBIT "A" Page 1 of 2

This Exhibit "A" is attached to and made a part of that certain Memorandum of Surface Use Agreement by and between Klein Josephine M Family Trust, Klein Louis L Trust Owner, and PDC Energy, Inc., Company. Covering the following lands:

Township 5 North, Range 64 West, 6th P.M.
Section 19: S1/2NE1/4
Weld County, Colorado

Reviewed by Owner: Klein Josephine M Family Trust, Klein Louis L Trust

Initial here: TSK [Signature] Initial here: TSK



PARCEL NO.: 096319200004
OWNER: KLEIN, JAMES, DAVID

PARCEL NO.: 096319100001

OWNER:
KLEIN DENNIS D.
KLEIN VICTORIA L.

PARCEL NO.: 096319100002

OWNER:
KLEIN JOSEPHINE M FAMILY TRUST
KLEIN LOUIS L TRUST

PARCEL NO.: 096319200002

OWNER:
CENTENNIAL AG SUPPLY CO

PARCEL NO.: 096319100004

OWNER:
KLEIN JOSEPHINE M FAMILY TRUST
KLEIN LOUIS L TRUST

JOSEPHINE TRUST 5N64W19N PAD
(11 WELL PAD)

TEMPORARY
WATER LINE
EASEMENT
±1807 L.F.

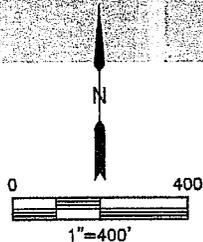
COUNTY ROAD 51

EAST 100' NORTH 80' BLIC

PERMANENT
ACCESS EASEMENT
±5150 L.F.

LEGEND

- OIL AND GAS OPERATIONS AREA ("OGO") = 17.1 ACRES
- APPROXIMATE Q PERMANENT ACCESS EASEMENT
- APPROXIMATE Q TEMPORARY WATER LINE EASEMENT



LAT
40

DATE: 9/7/2016
PROJECT#: 2016070

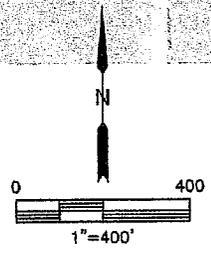
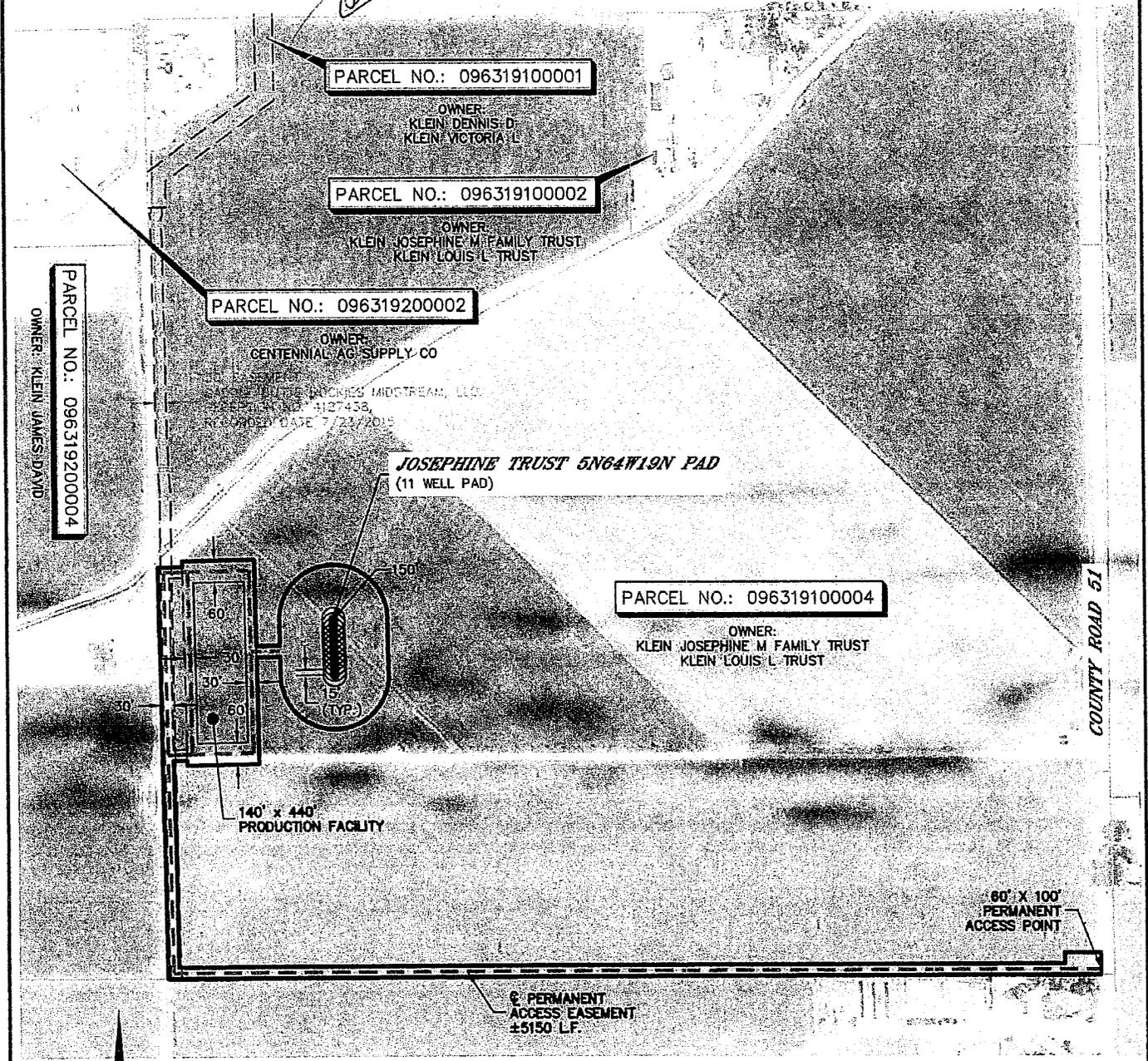
TSK [Signature]

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 Klein Josephine M Family Trust, Klein Louis L Trust Owner, and PDC Energy, Inc., Company. Covering the following lands:

Township 5 North, Range 64 West, 6th P.M.
Section 19: S1/2NE1/4
Weld County, Colorado

TRK TRK



LEGEND

	PERMANENT DISTURBANCE = 8.3 ACRES
	APPROXIMATE Q PERMANENT ACCESS EASEMENT



DATE: 9/7/2016
PROJECT#: 2016070

TRK