

**MEMORANDUM OF
SURFACE USE AGREEMENT**

WHEREAS, Jack L. Allmer and Charles H. Bennett whose address is 1100 Fern Avenue, 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 January 26, 2016 (the "Agreement") covering and affecting the following described property (the "Property") more fully described on Exhibit A, attached hereto:

Township 5 North, Range 65 West, 6th P.M.

Section 11: Northwest Quarter of the Northwest Quarter

Tax Parcel Number(s): 096111000018

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.

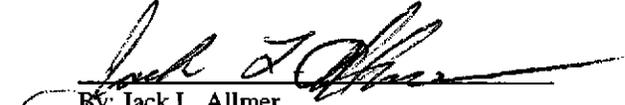
[Signature page follows]

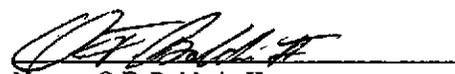
IN WITNESS WHEREOF, the parties hereto have executed this instrument this 26 day of JANUARY, 2016.

Owner:

Operator:

PDC ENERGY, INC.


By: Jack L. Allmer


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


By: Charles H. Bennett

ACKNOWLEDGEMENTS

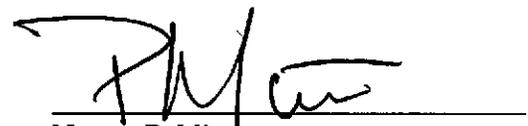
State of Colorado)
) §
County of WELD)

On this 26 day of JANUARY, 2016, before me personally appeared Jack L. Allmer 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)

PAUL F. MONTVILLE NOTARY PUBLIC - STATE OF COLORADO Notary Identification #20154035574 My Commission Expires 9/9/2019
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My commission expires: 9/9/19


Notary Public

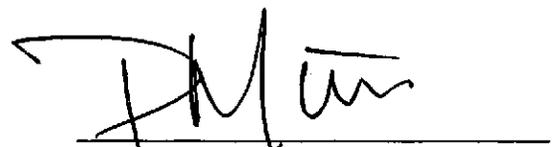
State of Colorado)
) §
County of WELD)

On this 26 day of JANUARY, 2016, before me personally appeared Charles H. Bennett 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)

PAUL F. MONTVILLE NOTARY PUBLIC - STATE OF COLORADO Notary Identification #20154035574 My Commission Expires 9/9/2019
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My commission expires: 9/9/19

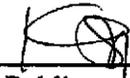

Notary Public

State of Colorado)
) §
City and County of Denver)

On this 12 day of February, 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: 5/16/17



Notary Public

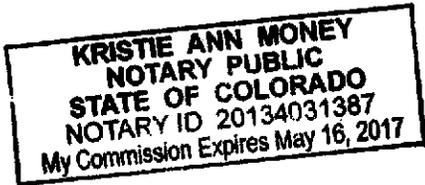


EXHIBIT "A" Page 2 of 2

This Exhibit "A" is attached and made a part of that certain Memorandum Surface Use Agreement
by and between Jack L. Almer, owners, and PDC Energy, Inc., Company.

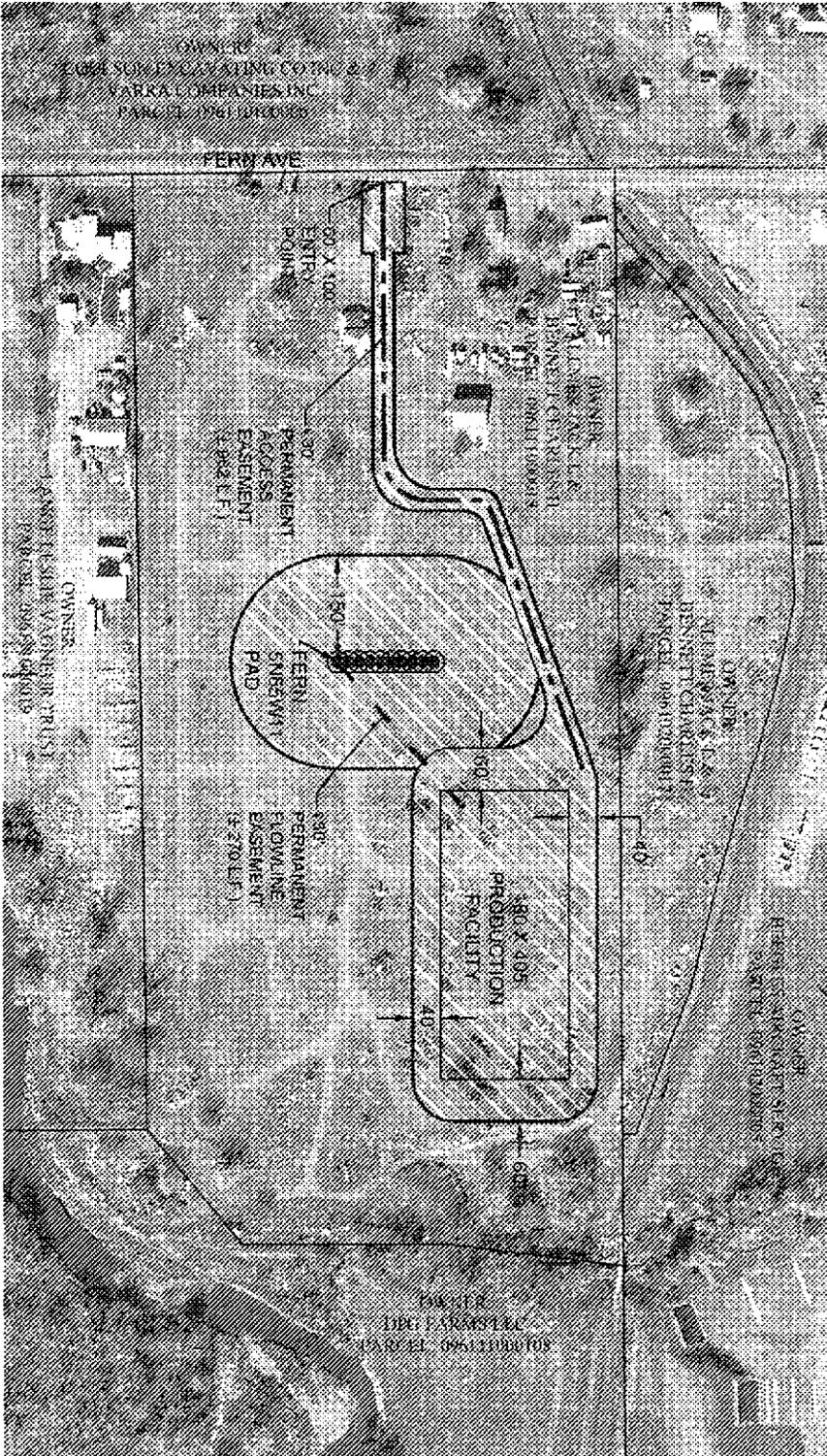
Township 5 North, Range 65 West, 6th P.M.
Section 11: NW¼ of the NW¼
Weld County, Colorado

Jack L. Almer

By *[Signature]* Date 1/26/16

Charles H. Bennett

By *[Signature]* Date 1/26/16



DATE: 9-23-2015

- OIL & GAS PERMANENT DISTURBANCE = 48.3 ACRES
- APPROXIMATE PERMANENT ACCESS EASEMENT
- APPROXIMATE PERMANENT FLOWLINE EASEMENT

