

**MEMORANDUM OF
FIRST AMENDMENT TO SURFACE USE AGREEMENT**

THIS MEMORANDUM OF FIRST AMENDMENT OF SURFACE USE AGREEMENT ("First Memorandum") is entered into by and between Wayne Ledford ("Owner"), whose address is 643 Avalon Court, Grand Junction, CO 81504 the Owner of the surface estate described below (the "Property") and PDC Energy, Inc. ("Company"), whose address is 1775 Sherman Street, Suite 3000, Denver, Colorado 80203 (individually, a "Party;" together, "the Parties").

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

Section 22: PT E2SE4

Tax Parcel Number(s): 096322000039

Weld County, Colorado ("Property") the Property is more particularly described in Exhibit "A" attached hereto;

WHEREAS, the Parties entered in to a Surface Use Agreement dated January 24, 2017 (the "Original Agreement") and Memorandum of Surface Use Agreement dated January 24, 2017 placed of record at Reception No. #4278055 in the Weld County, Colorado records;

WHEREAS, pursuant to the terms of the Original 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, transporting and other operations for oil, gas and associated hydrocarbons from the Property and lands pooled therewith.

WHEREAS, Owner and Company desire to amend the Original Agreement;

NOW THEREFORE this First Memorandum is placed of record for the purpose of giving notice of the Original Agreement and the amendment of the terms therein. The Parties acknowledge that they are bound by all of the terms and conditions of the Original Agreement and that the Original 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 Original Agreement, with all of its terms, conditions, covenants and other provisions, is referred to and incorporated into this First Memorandum for all purposes. Any person having a lawful right or legitimate interest in the Original Agreement may examine a copy of the Original Agreement at Company's office during normal business hours.

19 IN WITNESS WHEREOF, the parties have executed this First Memorandum on this day of October, 2018, but effective for all purposes as of January 24, 2017.

OWNER:

Wayne Ledford



By: Wayne Ledford

COMPANY:

PDC Energy, Inc.

By: Paul Whisenand
Title: Director of Land *W***ACKNOWLEDGEMENTS**State of Colorado)
) §
County of Mesa)

On this 19 day of October, 2018, before me personally appeared Wayne Ledford, 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)

DANIELLE BARNES
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20174019959
MY COMMISSION EXPIRES MAY 9, 2021

My commission expires: May 9, 2021


Notary Public

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

On this 29th day of October, 2018, before me personally appeared Paul Whisenand, Director of 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)

TRACIE OWENS-YATES
Notary Public
State of Colorado
Notary ID # 20054039521
My Commission Expires 03-05-2022

My commission expires: 3/5/2022


Notary Public

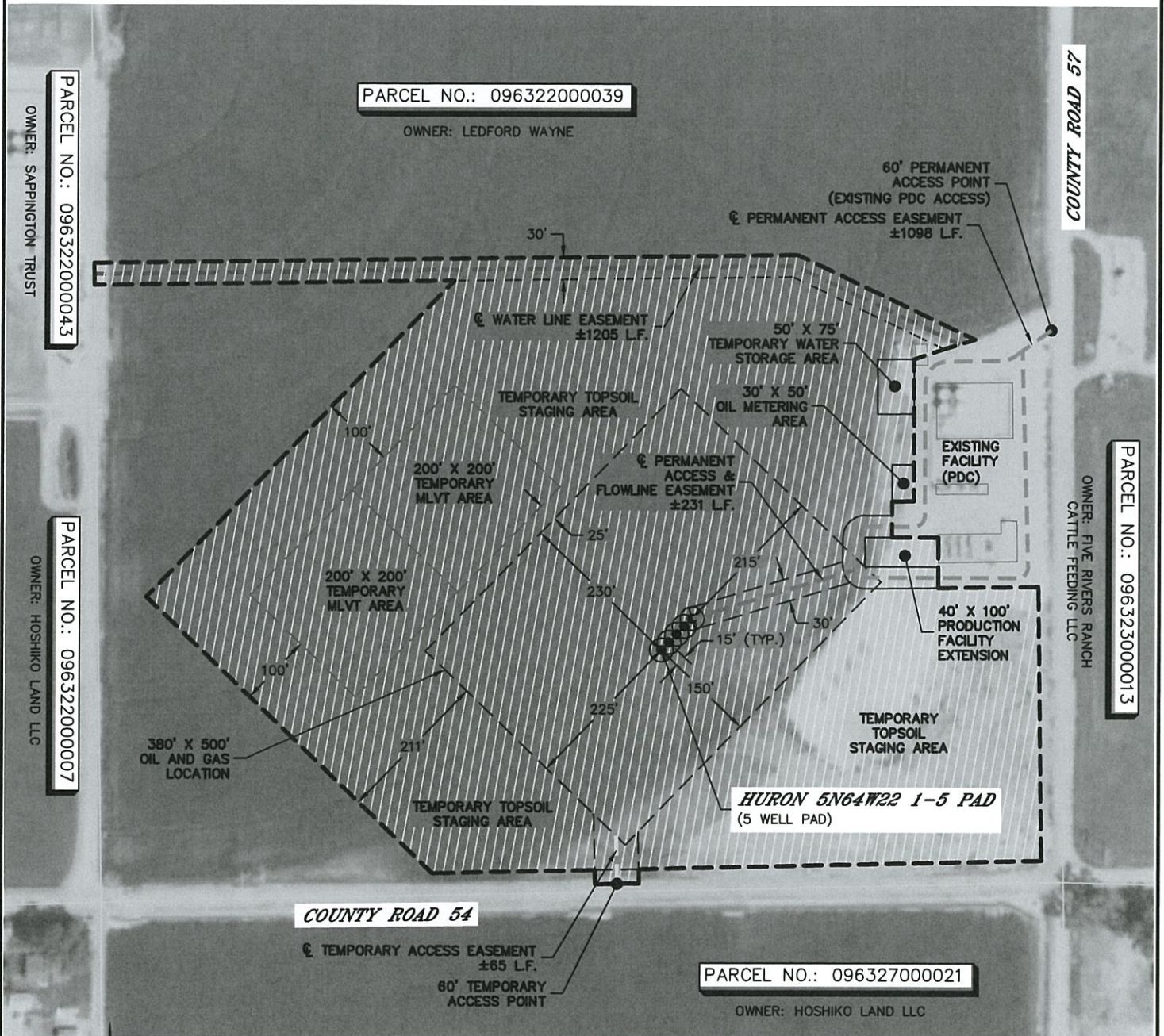
EXHIBIT "A" Page 1 of 2

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

Township 5 North, Range 64 West, 6th P.M.
Section 22: PT E2SE4
Weld County, Colorado

Reviewed by Owner: Ledford Wayne

Initial here: W



LEGEND



OIL AND GAS OPERATIONS AREA ("OGOA") = 17.9 ACRES

--- APPROXIMATE 60' PERMANENT ACCESS EASEMENT

--- APPROXIMATE 60' FLOWLINE EASEMENT

--- APPROXIMATE 60' TEMPORARY ACCESS EASEMENT

--- APPROXIMATE 60' TEMPORARY WATER LINE EASEMENT



DATE: 10/11/2018
PROJECT#: 2018142

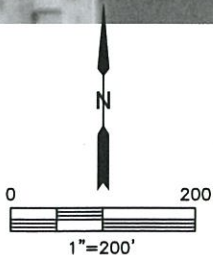
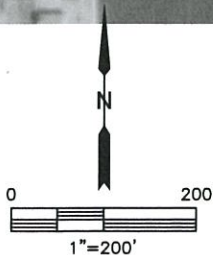
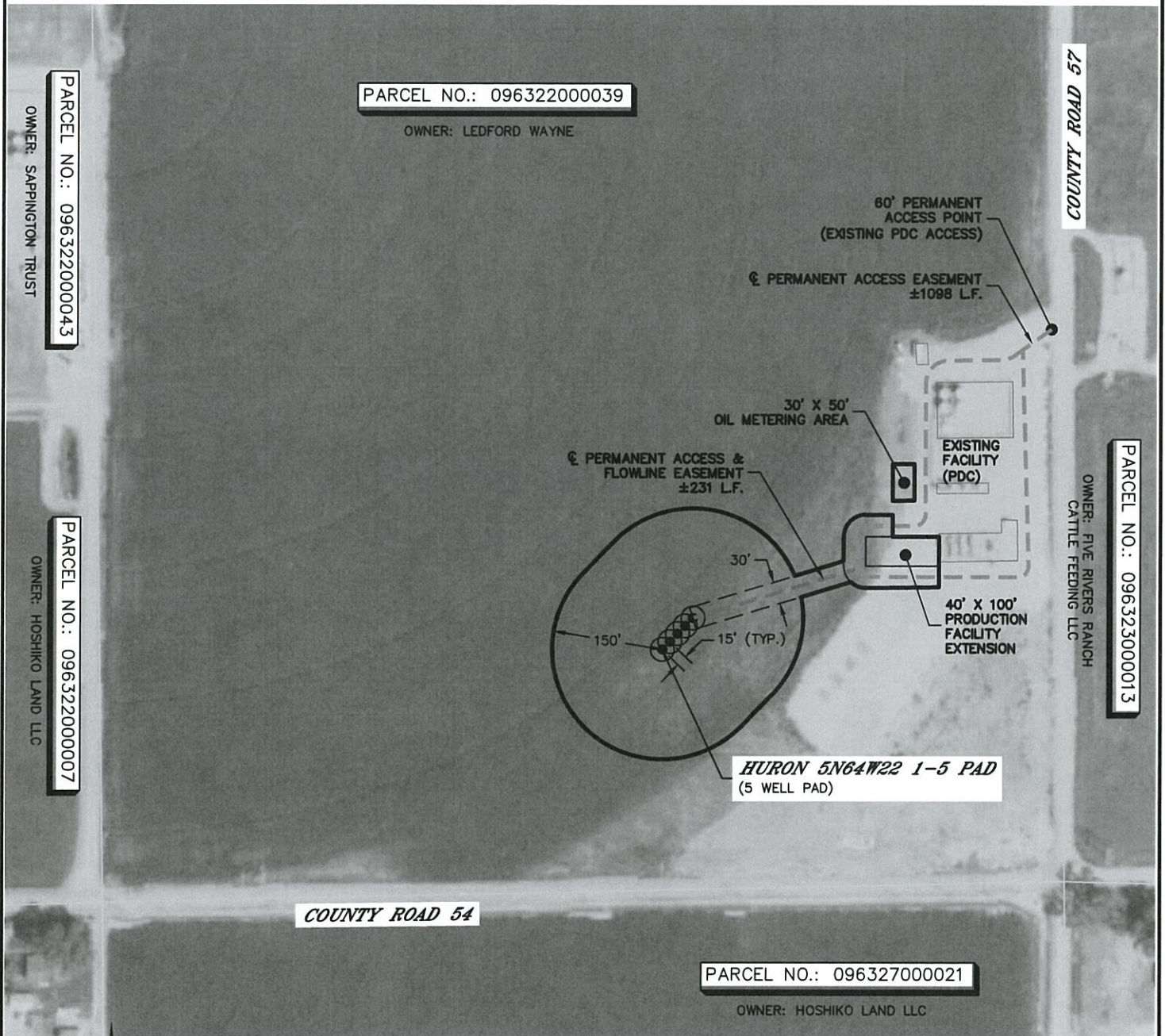


EXHIBIT "A" Page 2 of 2

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Township 5 North, Range 64 West, 6th P.M.
Section 22: PT E2SE4
Weld County, Colorado



LEGEND

	PERMANENT DISTURBANCE = 2.4 ACRES
	APPROXIMATE ± PERMANENT ACCESS EASEMENT
	APPROXIMATE ± FLOWLINE EASEMENT



DATE: 10/11/2018
PROJECT#: 2018142