MEMORANDUM OF
SURFACE DAMAGE AGREEMENT WITH HORIZONTAL DRILLING

WHEREAS on the __ day of March, 2013, Waste Management of Colorado, Inc., whose address is P.O. Box 1450, Chicago, IL 60690-1450, hereinafter referred to as "Owner" entered into a Surface Damage Agreement with Horizontal Drilling (hereinafter the "Agreement") with PDC Energy, Inc., whose address is 1775 Sherman Street, Suite 3000, Denver, Colorado 80203, hereinafter referred to as "Operator," covering and affecting property with the legal description identified as the following ("Property"):

Township 2 North, Range 64 West, 6th P.M.
Section 2: All

WHEREAS said Agreement provides for, among other things, the right to enter upon and use the Owner's Property for the purpose of erecting and maintaining well site locations and to perform other services as Operator and other functions described in the Agreement, and it also sets forth payment of specific amounts to cover damages resulting thereto. The Agreement, with all of its terms, conditions, covenants and other provisions, is referred to and incorporated into this Memorandum for all purposes.

NOW THEREFORE this Memorandum is placed of record for the purpose of giving notice of the Surface Damage and Release Agreement. Any person having the lawful right or legitimate interest therein may examine a copy of the Surface Damage and Release Agreement in PDC Energy, Inc.'s office during normal business hours.

IN WITNESS WHEREOF, the parties hereto have executed this instrument this 21st day of March, 2013.

Owner:
WASTE MANAGEMENT OF COLORADO, INC.

James T. Morgan
Name: JAMES T. MORGAN
Title: DIRECTOR OF REAL ESTATE

Operator:
PDC ENERGY, INC.

James R. Schaff
James R. Schaff
Vice President Land

STATE OF ~~COLORADO~~ ILLINOIS)
)
COUNTY OF ~~WELD~~ WILL)

This instrument was acknowledged before me this 21st day of March, 2013, by JAMES T. MORGAN DIRECTOR OF REAL ESTATE of Waste Management of Colorado, Inc.

WITNESS MY HAND AND OFFICIAL SEAL.

Peggy C Wallace
Notary Public

My commission expires: APRIL 6 2013

OFFICIAL SEAL
PEGGY C. WALLACE
Notary Public - State of Illinois
My Commission Expires Apr 06, 2013

STATE OF COLORADO)
)
COUNTY OF DENVER)

This instrument was acknowledged before me this 20th day of March, 2013, by James R. Schaff, Vice President Land of PDC Energy, Inc.

WITNESS MY HAND AND OFFICIAL SEAL.

Tracie Owens-Yates
Notary Public

My commission expires: 3/5/14

TRACIE OWENS-YATES
NOTARY
PUBLIC
STATE OF COLORADO
MY COMMISSION EXPIRES 03/05/2014