

**MEMORANDUM OF AMENDED AND
RESTATED SURFACE USE AGREEMENT**

This Memorandum of Amended and Restated Surface Use Agreement (70 Ranch Lands and Access to State Lands and TH Ranch Lands) (this "Memorandum") is made and entered into this 9th day of March, 2015, but effective as of April 30, 2013 (the "Effective Date"), by and between **70 RANCH, LLC**, a Colorado limited liability company whose address is 8301 E. Prentice Avenue, Suite 100, Greenwood Village, Colorado 80111 ("70 Ranch"), and **BONANZA CREEK ENERGY OPERATING COMPANY, LLC**, a Delaware limited liability company, and **BONANZA CREEK ENERGY, INC.**, a Delaware corporation, whose address is 410 17th Street, Suite 1500, Denver, Colorado 80202 (collectively, "Bonanza"). 70 Ranch and Bonanza are each a "Party," and collectively are the "Parties."

Background

A. 70 Ranch and Bonanza entered into an Amended and Restated Surface Use Agreement (70 Ranch Lands and Access to State Lands and TH Ranch Lands) dated to be effective as of April 30, 2013 (the "Original Agreement").

B. 70 Ranch and Bonanza entered into a First Amendment to the Amended and Restated Surface Use Agreement dated September 15, 2004, which amends certain provisions of the Original Agreement ("First Amendment"). The Original Agreement and the First Amendment are together referred to as the "Agreement."

C. The Parties desire to file this Memorandum of record in the real property records of Weld County, Colorado, to give notice of the existence of the Agreement and certain provisions contained therein;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows:

SECTION 1: Notice. Notice is hereby given of the existence of the Agreement and all of its terms, covenants and conditions to the same extent as if the Agreement were fully set forth herein. Certain provisions of the Agreement are summarized below. Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Agreement.

SECTION 2: Lands. The Memorandum covers the following leases and lands:

- a. The properties described more particularly on **Exhibit A** are the "70 Ranch Lands," the properties described on **Exhibit A-1** are the "State Lands," and the properties described on **Exhibit A-2** are the "TH Ranch Lands." The 70 Ranch Lands, the State Lands, and the TH Ranch Lands may be collectively referred to herein as the "Lands."
- b. The leases described in **Exhibit B** are collectively referred to herein as the "Leases."

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EXHIBIT A

70 Ranch Lands

Township 5 North, Range 63 West, 6th P.M., Weld County, Colorado

Section 9: All
Section 13: All
Section 17: All
Section 20: W/2, SE/4
Section 21: All
Section 22: All
Section 23: All
Section 24: All
Section 25: All
Section 27: All
Section 28: NE/4NE/4
Section 31: E/2
Section 32: SW/4
Section 33: N/2
Section 34: All
Section 35: N/2, and S/2 located north of the Riverside Canal.

Township 4 North, Range 63 West, 6th P.M., Weld County, Colorado

Section 1: All
Section 3: All
Section 10: Portion of the N/2

Township 5 North, Range 62 West, 6th P.M., Weld County, Colorado

Section 3: W/2E/2
Section 15: W/2, W/2E/2
Section 17: All
Section 18: All
Section 19: All
Section 20: All
Section 21: All (except E/2 NE/4, which will be subject to an irrevocable license rather than an easement)
Section 29: All
Section 31: All
Section 33: All

Township 4 North, Range 62 West, 6th P.M., Weld County, Colorado

Section 3: NW/4
Section 5: All
Section 7: N/2NE/4

EXHIBIT A-1

State Lands

Township 5 North, Range 62 West, 6th P.M., Weld County, Colorado

Section 3: E/2E/2
Section 15: E/2E/2
Section 16: All
Section 28: All
Section 30: All
Section 32: All

Township 4 North, Range 62 West, 6th P.M., Weld County, Colorado

Section 3: Lot 1, S/2NE/4 (NE/4)
Section 4: Lots 1, 2, S/2NE/4, S/2NW/4 and that part of the S/2 lying North
of the Riverside Canal
Section 6: All
Section 8: All

Township 5 North, Range 62 West, 6th P.M., Weld County, Colorado

Section 26: All
Section 36: N/2, SE/4, N/2SW/4, SE/4SW/4

IN WITNESS WHEREOF, this Memorandum has been executed by the parties hereto as of the date and year first above written.

APPROVED
as to
FORM

Feb 6, 2015

70 RANCH, LLC
A Colorado limited liability company

By: _____

[Signature]

**BONANZA CREEK ENERGY OPERATING
COMPANY, LLC**
A Delaware limited liability company

By: _____

[Signature]
Vice President, Land

SLW
NGF

BONANZA CREEK ENERGY, INC.
A Delaware corporation

By: _____

[Signature]
Vice president, Land

SLW
NGF

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