



STATE OF COLORADO
STATE BOARD OF LAND COMMISSIONERS

Amendment to Surface Use Agreement No. OM-110683

THIS AMENDMENT ("Amendment") to Surface Use Agreement No. 110683, dated August 31st, 2016, collectively referred to as the ("**Agreement**") is made this 22nd day of January, 2018, between the State of Colorado, acting by and through the STATE BOARD OF LAND COMMISSIONERS herein referred to as "**State Land Board**", whose address is 1127 Sherman Street, Suite 300, Denver CO 80203 and BONANZA CREEK ENERGY OPERATING COMPANY, LLC, hereinafter referred to as "**Operator**", whose mailing address is 410 17TH STREET SUITE 1400, DENVER, CO 80202.

WITNESSETH

WHEREAS, the State Land Board and Operator entered into the Agreement on August 31, 2016;

WHEREAS, the Operator has applied to the State Land Board pursuant to Paragraph 16 of the Agreement to amend the existing Agreement. It is the Operator's desire with this Amendment to change the bottom and surface hole locations, number of wells, and well names previously approved in the Agreement.

NOW THEREFORE, the State Land Board and the Operator, for good and valuable consideration, the receipt of which is hereby acknowledged, stipulate and agree as follows:

- The Exhibits attached labeled Amendment - Exhibit A, Amendment - Exhibit B, and Amendment - Exhibit C are herein incorporated to the Agreement and are intended to replace all prior Exhibits.
- The State Land Board approves the proposed bottom hole location changes and well name changes as described in the Amendment - Exhibit A.
- The approved amended bottom hole locations described in Amendment - Exhibit A, has altered the payment structure and Amendment - Exhibit B reflects the additional consideration owed by the Operator.
- The operator agrees to pay [REDACTED] as consideration for the change of location, well name, and state mineral percentage for the State Antelope 44-2-14XRLNB.
- The operator agrees to pay [REDACTED] as consideration for the change of location, well name, and state mineral percentage for the State Antelope T34-2-14XRLNB.
- The operator agrees to pay [REDACTED] as consideration for the change of location, well name, and state mineral percentage for the State Antelope T44-2-14XRLNB.
- The operator agrees to pay [REDACTED] as consideration for the change of location, well name, and state mineral percentage for the State Antelope 34-2-14XRLNB.
- The operator agrees to pay [REDACTED] as consideration for the change of location, well name, and state mineral percentage for the State Antelope O-2-14XRLNB.

AND FURTHER, this Amendment to the Agreement, including all recitals contained herein, shall extend to and be binding upon both the State Land Board and the Operator, and their respective heirs, executors, administrators, successors, agents and assigns. The State Land Board and the Operator do hereby ratify, adopt, and confirm all of the terms and provisions of the Agreement, as amended herein, and the State Land Board does hereby grant, lease, demise and let, to Operator, the lands covered by said Agreement as amended herein, upon and subject to all of the terms and provisions set out in the Agreement, as amended hereby. Except as stated in this Amendment, the Agreement shall continue in full force and effect as to all of its other terms and provisions.

IN WITNESS WHEREOF, the parties hereto have executed the foregoing, the same to be effective as of the day and year first above written.

Dated this 29th day of January, 2018.

Operator: [Signature]
Signature

Tyson Johnston
Printed Name

By: Attorney-in-Fact
Position

HCF

of Bonanza Creek Energy Operating
Entity Company, LLC

State of Colorado)

County of Denver) ACKNOWLEDGEMENT

The foregoing instrument was acknowledged before me this 29th day of January, 2018 by Tyson Johnston of BONANZA CREEK ENERGY OPERATING COMPANY, LLC on behalf of the Corporation.

Signature: Paula L. Greer
Notary

Date: January 29th 2018

Dated this 29th day of January, 2018.



(Seal)

STATE OF COLORADO BY THE
STATE BOARD OF LAND COMMISSIONERS
By: Christel Koranda, Minerals Director