



STATE OF COLORADO
STATE BOARD OF LAND COMMISSIONERS

Amendment to Surface Use Agreement No. OM-110769

THIS AMENDMENT ("Amendment") to Surface Use Agreement No. 110769, dated April 21st, 2017, 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 April 21st, 2017

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 E-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 14-2-14XRLNB
- The operator agrees to pay [REDACTED] as consideration for the change of location, well name, and state mineral percentage for the State Antelope 24-2-14XRLNB
- The operator agrees to pay [REDACTED] as consideration for the change of location, well name, and state mineral percentage for the State Antelope J14-2-14XRLNB
- The operator agrees to pay [REDACTED] as consideration for the change of location, well name, and state mineral percentage for the State Antelope J24-2-14XRLNB

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 of Bonanza Creek Energy Operating Company LLC
Position Entity

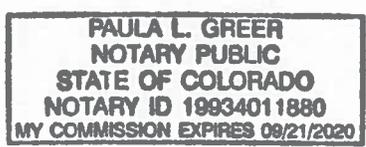
State of Colorado)
County of Denver) ACKNOWLEDGEMENT

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: 1/29/2018

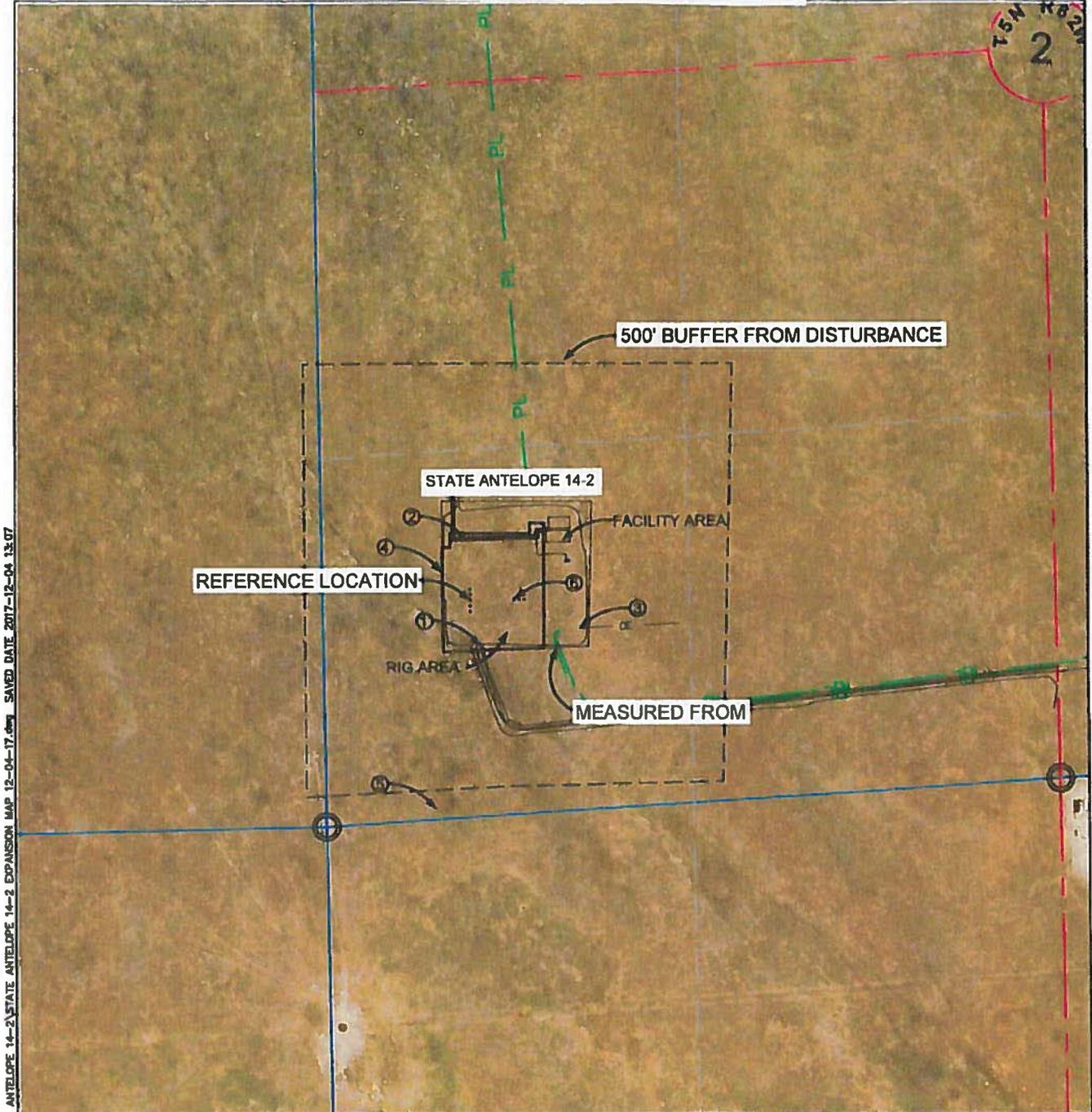
Dated this 29th day of January, 2018.



(Seal)

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

Amendment - Exhibit A



Z:\PROJECTS\1318-01_BONANZA\14-2\STATE ANTELOPE 14-2 EXPANSION MAP 12-04-17.dwg SAVED DATE 2017-12-04 13:07

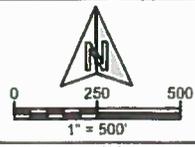
<p>MEASURED FROM REFERENCE LOCATION</p> <p>(#1) PIPELINE ± 155' S13°07'E (#2) PIPELINE ± 215' N01°54'W (#3) ABOVE GROUND UTILITY ± 415' S75°45'E (#4) FENCE ± 102' S89°54'W (#5) PROPERTY LINE ± 787' S03°41'E (#6) EXISTING WESTERLY WELL ± 180' N89°15'E</p>	<p>MEASURED FROM CLOSEST EDGE OF LOCATION</p> <p>(#1) PIPELINE ± 272' S06°19'E (#2) PIPELINE ± 0' ON PAD (#3) ABOVE GROUND UTILITY 0' BEGINS ON PAD (#4) FENCE ± 10' S88°29'E (#5) PROPERTY LINE ± 601' S03°41'E</p>	<p>- REFERENCE LOCATION -</p> <p>MEASUREMENTS MADE FROM REFERENCE WELL STATE ANTELOPE E-2-14KRLNB LAT 40 4244588 LONG 104 296698 (NAD83) EXISTING GROUND ELEVATION 4623' WELL FOOTAGES 798' FSL & 811' FWL</p>
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WILLIAM H. SMITH & ASSOCIATES, Inc.
 155 N. 1st Street
 Lander, WY 82520
 Phone: 307-335-5646

Drawn By: MAM Checked By: DAF
 Job No.: 15043 Date: 06/22/16
 Revision: Wells 1-5 location change 12/04/17 MAM

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LOCATION DRAWING

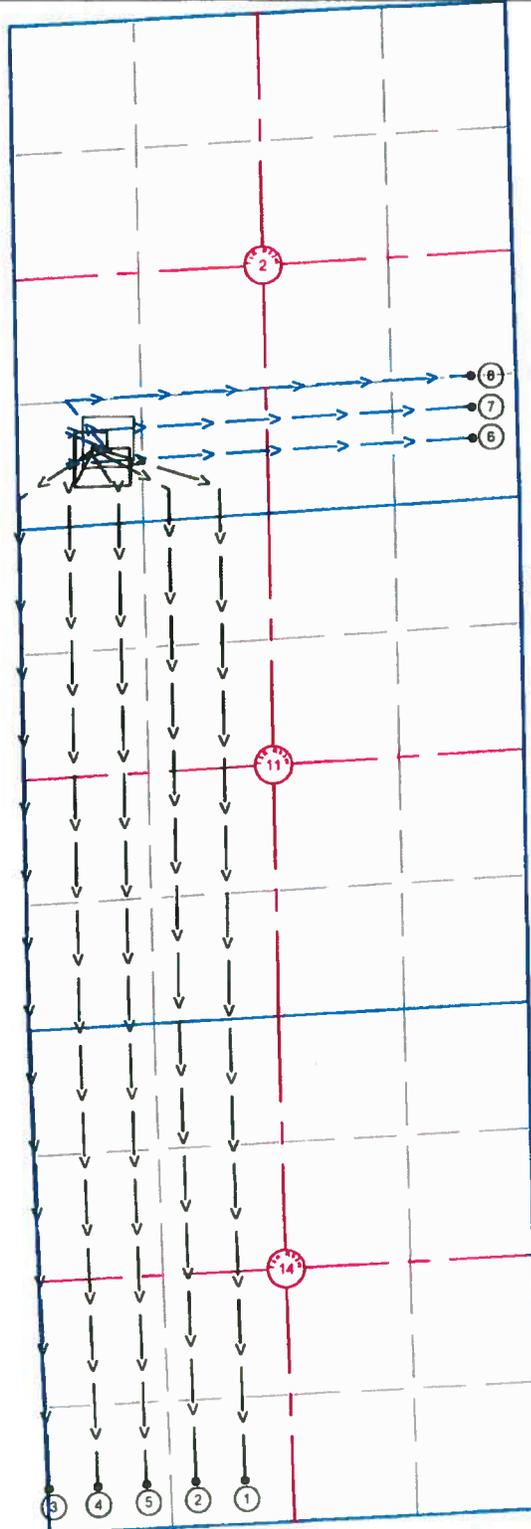
STATE ANTELOPE
 14-2 PAD
 SW¼ SW¼, SECTION 2,
 T.5N., R.62W., 6th PM
 WELD COUNTY, COLORADO

BONANZA CREEK

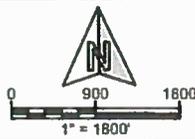
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 (720) 440-6100

SHEET 1 OF 1

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WILLIAM H. SMITH & ASSOCIATES, Inc.
 155 N. 1st Street
 Lander, WY 82520
 Phone: 307-335-5646



MULTIWELL LAYOUT

STATE ANTELOPE
 14-2 PAD
 SW $\frac{1}{4}$ SW $\frac{1}{4}$, SECTION 2,
 T.5N., R.62W., 6th PM
 WELD COUNTY, COLORADO



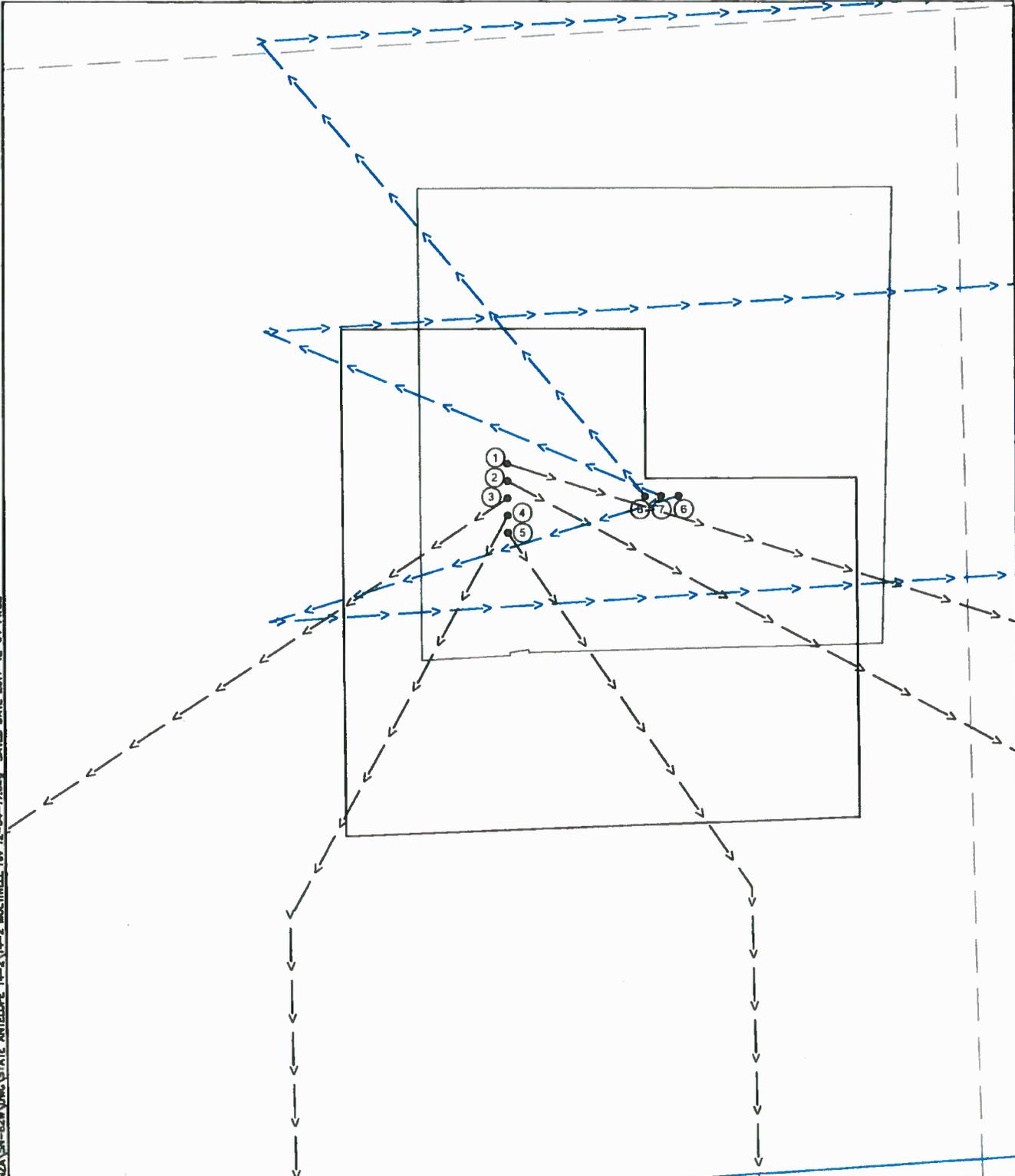
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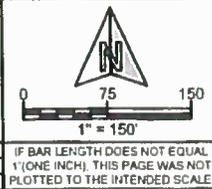
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 155 N. 1st Street
 Lander, WY 82520
 Phone: 307-335-5646

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 Job No: 15043
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 Date: 08/22/16
 Revision: Wells 1-5 location change 12/04/17 MAM



MULTIWELL PAD VIEW

STATE ANTELOPE
 14-2 PAD
 SW $\frac{1}{4}$ SW $\frac{1}{4}$, SECTION 2,
 T.5N., R.62W., 6th PM
 WELD COUNTY, COLORADO

BONANZA CREEK

410 17th Street
 Denver, CO 80202
 (720) 440-6100

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1	NAD 83		SECTION TIES			
24-2-14XRLNB	LATITUDE	LONGITUDE				
SURFACE	40.4243768	-104.2971089	838	FSL	811	FWL
TARGET 1	40.4231697	-104.2922621	330	FSL	2160	FWL
MID LATERAL	40.4075520	-104.2922713	0	FNL	2152	FWL
BOTTOM HOLE	40.3941284	-104.2920943	470	FSL	2104	FWL
2						
J24-2-14XRLNB	LATITUDE	LONGITUDE				
SURFACE	40.4243219	-104.2971093	818	FSL	811	FWL
TARGET 1	40.4230945	-104.2941907	330	FSL	1623	FWL
MID LATERAL	40.4074895	-104.2941912	0	FNL	1617	FWL
BOTTOM HOLE	40.3940784	-104.2939710	470	FSL	1581	FWL
3						
E-2-14XRLNB	LATITUDE	LONGITUDE				
SURFACE	40.4242670	-104.2971096	798	FSL	811	FWL
TARGET 1	40.4228686	-104.2999839	330	FSL	10	FWL
MID LATERAL	40.4073017	-104.2999581	0	FNL	10	FWL
BOTTOM HOLE	40.3939282	-104.2996085	470	FSL	10	FWL
4						
14-2-14XRLNB	LATITUDE	LONGITUDE				
SURFACE	40.4242121	-104.2971099	778	FSL	811	FWL
TARGET 1	40.4229440	-104.2980516	330	FSL	548	FWL
MID LATERAL	40.4073644	-104.2980346	0	FNL	546	FWL
BOTTOM HOLE	40.3939783	-104.2977281	470	FSL	534	FWL
5						
J14-2-14XRLNB	LATITUDE	LONGITUDE				
SURFACE	40.4241572	-104.2971102	758	FSL	811	FWL
TARGET 1	40.4230192	-104.2961230	330	FSL	1085	FWL
MID LATERAL	40.4074269	-104.2961147	0	FNL	1081	FWL
BOTTOM HOLE	40.3940283	-104.2958514	470	FSL	1057	FWL
6 (EXISTING)						
14-44-2HNC	LATITUDE	LONGITUDE				
SURFACE	40.4241572	-104.2971102	789	FSL	1012	FWL
TARGET 1	40.4220620	-104.2981135	673	FSL	531	FWL
BOTTOM HOLE	40.4226768	-104.2823892	663	FSL	470	FEL
7 (EXISTING)						
D14-X44-2HNC	LATITUDE	LONGITUDE				
SURFACE	40.4241572	-104.2971102	790	FSL	992	FWL
TARGET 1	40.4220620	-104.2981135	1009	FSL	531	FWL
BOTTOM HOLE	40.4226768	-104.2823892	995	FSL	470	FEL
8 (EXISTING)						
D-X-2HNC	LATITUDE	LONGITUDE				
SURFACE	40.4241572	-104.2971102	791	FSL	972	FWL
TARGET 1	40.4220620	-104.2981135	1346	FSL	531	FWL
BOTTOM HOLE	40.4226768	-104.2823892	1327	FSL	470	FEL

DOWNHOLE POTTED PER COGCC INFORMATION FOR EXISTING WELLS



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NO SCALE
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 1" (ONE INCH) THIS PAGE WAS NOT
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MULTIWELL TABULATION

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 SW¼ SW¼, SECTION 2,
 T.5N., R.62W., 6th PM
 WELD COUNTY, COLORADO



410 17th Street
 Denver, CO 80202
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SHEET
 3
 OF
 3