

SUPPORT LETTER

Colorado State Board of Land Commissioners
1127 Sherman Street, Suite 300
Denver, CO 80203
Attn : Christel Koranda

SURFACE USE AGREEMENT

T4N – R62W, 6th PM
Section: 18
Weld County, Colorado

Dear Ms. Koranda,

Pursuant to the Joint Use Agreement dated March 8, 2018 (“JUA”), Confluence DJ LLC (“Confluence”) and Bonanza Creek Energy Operating Company, LLC (“Bonanza”) agreed to cooperatively develop the leases described on Exhibit A attached hereto (the “Leases”).

As part of their cooperative efforts, Bonanza wishes to support Confluence in its efforts to obtain a surface use agreement from the State Board of Land Commissioners of the state of Colorado (the “State”) covering the lands subject to the Leases (the “Lands”). Bonanza has no objection to Confluence and the State entering into a surface use agreement covering the Lands, even to the extent the surface use agreement between Confluence and the State overlaps existing surface use agreements between Bonanza and the State. Further, Bonanza has no objection to sharing the existing access road and the necessary portions of the existing Bonanza pad that overlap with Confluence’s Proposed Pad Layout attached as Exhibit B.

IN WITNESS WHEREOF, the authorized representatives of Bonanza executed this Support Letter as of date set forth above.

EXHIBIT A TO THE SUPPORT LETTER

ATTACHED TO AND MADE A PART OF THAT CERTAIN
SUPPORT LETTER DATED AS OF MARCH 8, 2018

LEASES

Lessor	Lessee	Lease Date	Expiration Date	Reception No.	County	State	Legal Description	Gross Acres
ST CO 1026.9	RETAMCO OPERATING, INC.	11/19/2009	11/18/2014	3783604	Weld	CO	Township 4 North, Range 62 West, 6th P.M. Section 18: S/2 Lot 1, Lot 2, S/2NE, SENW, E/2SW, W/2SE, SESE, pt. NESE	434.66



For Office Use Only:
 Application No. _____

Assignment - Surface Use Agreement

Surface Use Agreement No.: OT 111043

\$100 APPLICATION FEE

LEASE EFFECTIVE DATE: May 5, 2017

ASSIGNOR (Name & Address) Bonanza Creek Energy Operating Company, LLC
410 17th Street, Suite 1400
Denver, CO 80202

hereby requests permission to assign and transfer, subject to approval from the Colorado Board of Land Commissioners (State Land Board), all right, title and interest in the above described Surface Use Agreement, including the authorized facilities placed thereon, unto:

ASSIGNEE (Name & Address) Confluence DJ LLC
1001 17th Street, Suite 1250
Denver, CO 80202

hereby agrees to accept and assume all title, responsibility, liability and interest in, and to abide by all terms and conditions of the Surface Use Agreement being assigned.

Assignee hereby affirms that they have an Oil and Gas Leasing Activity Bond in place with the State Land Board totaling: [REDACTED]

By executing below, Assignor and Assignee mutually agree to this assignment request, and understand that the State Land Board must approve and execute this consent form before the assignment becomes effective AND will charge an additional monetary consideration for granting this consent to assign at the sole discretion of the State Land Board. Further, The State Land Board, by approving the requested assignment, has not agreed to any modifications to any term or conditions of Surface Use Agreement, which may be implied by documents provided to the State Land Board related to the assignment request.

ASSIGNOR
 Signature: [Signature]
 Printed Name: Tyson Johnston
 Title: Attorney-in-Fact *KSP*
 Date Signed: 2/14/2018

ASSIGNEE
 Signature: [Signature]
 Printed Name: William E. Nicas
 Title: Sr. VP Land & Business Development
 Date Signed: 4-17-18

Consent to assign is approved this _____ day of _____, 20 _____.

State of Colorado, acting by and through
 the State Board of Land Commissioners

(Seal)

By: _____
 Christel Koranda, Oil & Gas Leasing Manager

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 SUR 200037*