



STATE OF COLORADO
STATE BOARD OF LAND COMMISSIONERS

Amendment to Surface Use Agreement No. OM-110922

THIS AMENDMENT ("Amendment") to Surface Use Agreement No. 110922 dated January 17th, 2017, collectively referred to as the ("Agreement") is made this 17th day of December, 2018, between the State of Colorado, acting by and through the STATE BOARD OF LAND COMMISSIONERS herein referred to as the "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 the "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 January 17th, 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 surface hole location of the wellbores from the 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 change of surface hole locations of the wellbores as described in the Amendment - Exhibit A.
- The pad acreage as shown in Amendment - Exhibit A is less than what was previously approved.
- The Operator agrees to pay an adjusted annual rental of [REDACTED], as consideration for the decreased pad size as shown on the Amendment - Exhibit B. This payment is due on or before the anniversary date of January 17th, 2020, and on or before every anniversary date so long as this Agreement remains in effect.
- The State Land Board and Operator acknowledge that the Operator has paid [REDACTED] for the initial damage payment due for disturbances. The amount as described in the Amendment - Exhibit B of [REDACTED] is less than the original amount and the difference will not be refunded to the operator.
- The State Land Board and Operator acknowledge that the Operator has paid [REDACTED] for well payments as described in the Amendment - Exhibit B.
- Assuming full development operator agrees to pay an additional [REDACTED] dollars [REDACTED] for well payments as described in the Amendment - Exhibit B.

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 17 day of December, 2018.

Operator: 
Signature

Maxwell Faith
Printed Name

By: Attorney In Fact
Position

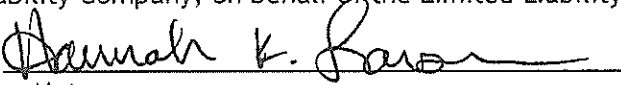
of Bonanza Creek Energy Operating Company, LLC
Entity

State of Colorado)

) ACKNOWLEDGEMENT

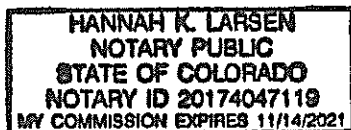
County of Denver)

The foregoing instrument was acknowledged before me this 17th day of December by Maxwell Faith of Bonanza Creek Energy Operating Company, LLC, a Colorado Limited Liability Company, on behalf of the Limited Liability Company.

Signature:  Date: 12-17-2018
Notary

Dated this 17th day of December, 2018.

(Seal)



STATE OF COLORADO BY THE
STATE BOARD OF LAND COMMISSIONERS

By: 
Christel Koranda, Minerals Director

Amendment - Exhibit C



410 17th Street, Suite 1400
Denver, CO 80202
(720) 440-6100 phone
(720) 305-0804 fax

Bonanzacrk.com

December 10, 2018

State Board of Land Commissioners
Attn: Steve Freese
1127 Sherman Street, Suite 300
Denver, Colorado 80203

RE: Site Consult Request
State North Platte F-36 Pad
Section 36, T5N R63W- NW/NW
Weld County, Colorado

Dear Mr. Freese,

Bonanza Creek Energy, Inc. (Bonanza) would like to request an Amendment to OT 110922 for the above referenced well pad at your earliest convenience.

Bonanza intends to drill four (4) horizontal wells on the State North Platte F-36 Pad in 5N-63W-36 NW/NW. The wells Bonanza intends to drill are the State North Platte 11-36-1XRLC, State North Platte F11-J14-36HNC, State North Platte F21-J24-36HNC & State North Platte K21-O24-36HNB. The pad will be expanded the proposed wells to be drilled are done so in accordance with the lease rights granted by the State of Colorado. Bonanza understands that a Surface Use Agreement may be required prior to any off lease production.

Upon review of oil and gas lease no. OG 2148.12, Bonanza has determined there are National Hog Farms (NHF) stipulations associated with the mentioned lease and Bonanza intends to accommodate any stipulation and other timing or locations issues that may affect its drilling operations.

Enclosed please find the applicable survey documents for the pad. Should you find the location satisfactory and approve the location and wells to be drilled, please sign and return the attached acknowledgement. If you have any questions, please do not hesitate to call or email me.

Should you have any questions, please do not hesitate to contact me at my phone number given below.

Sincerely,

Tim Koch

Senior Operations Landman
720-440-6128
tkoch@bonanzacrk.com

I hereby acknowledge receipt of the surveyed plats for the Bonanza's State North Platte F-36 Pad located in T5N R63W Section 36. I find the location to be satisfactory and approve of the wells to be drilled as shown on the attached plats.

Steve Freese
Minerals Field Technician

By: *Steve Freese*

Date: 12/13/18

CORPORATE OFFICE
410 17th Street, Suite 1400
Denver, CO 80202
Office (720) 440-6100