

29 October 2013

70 Ranch, LLC
8301 E. Prentice Avenue
Suite 100
Greenwood Village, CO 80111
Attn: Mr. Ron von Lembke



410 17th Street, Suite 1500
Denver, CO 80202
(720) 440-6100 phone
(720) 279-2331 fax

Bonanzacrk.com

RE: Surface Owner Waivers - COGCC Wattenberg Window and Twinning Rules (318A.a., 318A.c.)

Antelope T-18 Pad: SWSE Sec 18-T5N-R62W, 6th PM, Weld County, CO
Antelope O34-K31-18HNC (650' FSL, 1397' FEL), Antelope T34-P31-18HNB (630' FSL, 1397' FEL)
Antelope T44-P41-18HC (610' FSL, 1396' FEL), Antelope Y44-U41-18HNC (590' FSL, 1395' FEL)
Antelope A5-18 (570' FSL, 1395' FEL), Antelope A6-18 (550' FSL, 1394' FEL)
Antelope A7-18 (530' FSL, 1393' FEL)

Dear Mr. von Lembke,

Bonanza Creek Energy, Inc. (Bonanza) intends to drill the above referenced Niobrara or Codell Fm horizontal oil and gas wells, to be located as described above.

The Colorado Oil and Gas Conservation Commission (COGCC) has implemented certain rules which pre-determine the location of oil and gas wells in this area; and to which exemptions may be granted with the Surface Owner's approval.

COGCC Rule 318A(1).a. defines a "400' Greater Wattenberg Area (GWA) Window" as "A square with sides four hundred (400) feet in length, the center of which is the center of any governmental quarter-quarter section." The rule also defines an 800' GWA Window as "a square with sides eight hundred (800) feet in length, the center of which is the center of any governmental quarter section." In order drill horizontal wells with sufficient lateral length in the producible zone; the wellhead surface locations have been staked outside of the associated GWA Window.

COGCC Rule 318A(1).c. requires that an exception be granted by the Surface Owner for a well permitted to be greater than 50' from an existing well in same quarter-quarter section. In order drill the horizontal wells with sufficient lateral length in the producible zone, and build sufficient production facilities on locations, the wells have been staked greater than 50' from an existing well in SWSE Sec. 18-5N-62W.

Please note that the Antelope T-18 Pad Location is included in Article 5.4 of the Amended and Restated Surface Use Agreement dated April 30, 2013.

Bonanza respectfully requests you or your authorized agent scan and email the signed waiver to kcaplan@bonanzacrk.com. If you prefer, you may also fax it to (720) 279-2331, to the attention of Keith Caplan. Please do not hesitate to call me, at (720) 440-6112, should you have any questions or concerns.

Sincerely,

BONANZA CREEK ENERGY, INC.
BONANZA CREEK ENERGY OPERATING COMPANY, LLC

A handwritten signature in black ink, appearing to read 'Keith S. Caplan'.

Keith S. Caplan
Sr. Regulatory Specialist

CORPORATE OFFICE
410 17th Street, Suite 1500
Denver, CO 80202
Office: (720) 440-6100

MID-CONTINENT OFFICE
1331 Lamar Street, Suite 1135
Houston, TX 77010
Office: (713) 337-1250

WESTERN REGION OFFICE
5601 Truxtun Avenue, Suite 210
Bakersfield, CA 93309
Office: (661) 638-2720



SURFACE OWNER'S RESPONSE LETTER
COGCC Rule 318A(I).a and 318A(I).c Exceptions

Antelope T-18 Pad: SWSE Sec 18-T5N-R62W, 6th PM, Weld County, CO
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Antelope A7-18 (530' FSL, 1393' FEL)

Having reviewed Bonanza Creek Energy, Inc.'s letter Surface Owner Waivers, COGCC Wattenberg Window and Twinning Rules dated 29 October 2013, the undersigned Surface Owner or Designated Representative hereby grants Bonanza Creek Energy, Inc. exceptions to the following COGCC Rules with respect to the above referenced well locations.

COGCC Rule 318A(I).a - Well location within a GWA Window
COGCC Rule 318A(I).c - Well location within 50' of an existing well

Signed and Dated this 31st day of October, 2013.

SURFACE OWNER or DESIGNATED REPRESENTATIVE:

By <u>[Signature]</u>	By _____
Printed Name <u>Ronald E. vonKumbke</u>	Printed Name _____
Title <u>Designated Representative</u>	Title _____
Phone Number <u>303-773-1005</u>	Phone Number _____

Designated Representative (if any)

Designated Representative (Agent): _____

Address: _____

Telephone: Home _____ Work _____

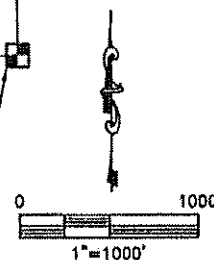
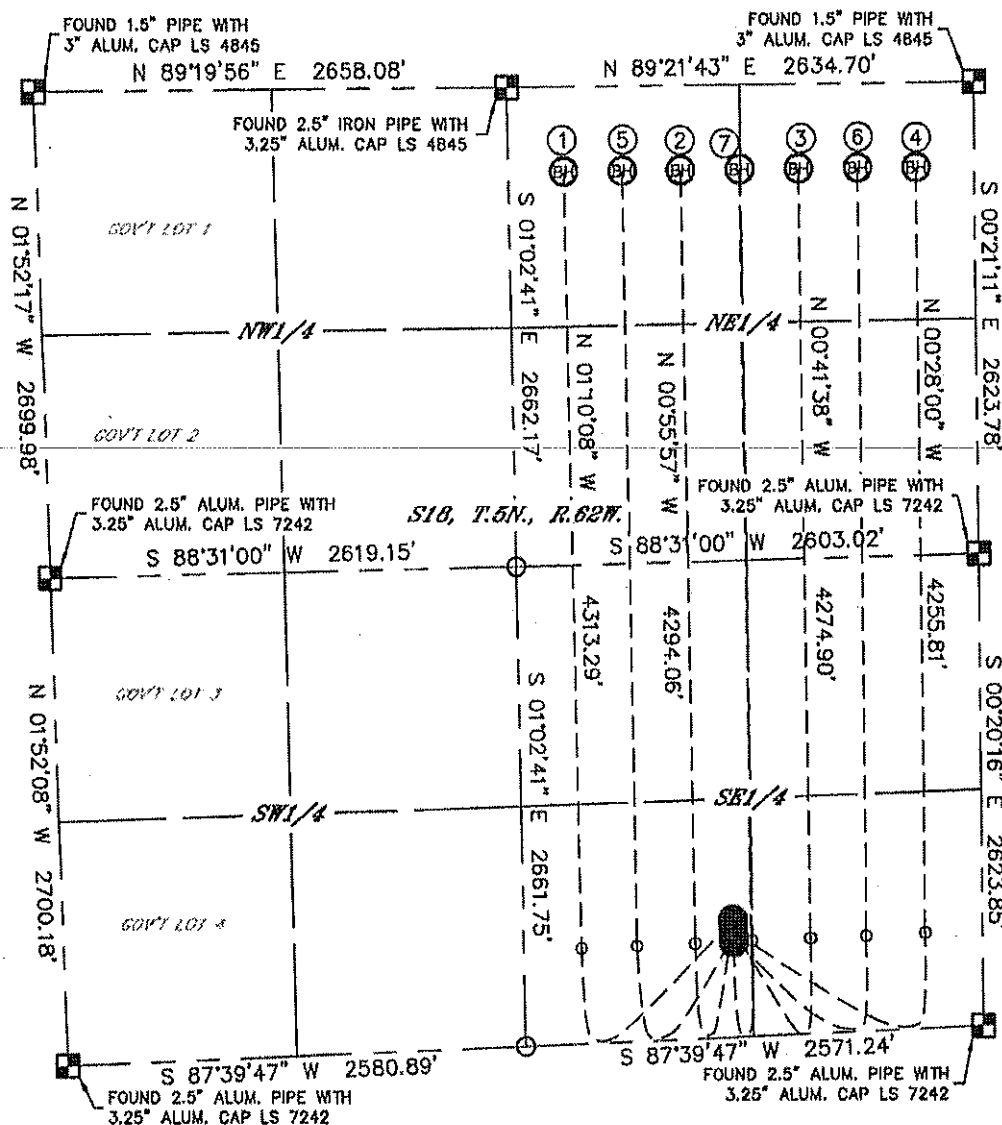
Lat40°, Inc. 1635 Foxtrail Drive, Suite 325 Loveland, CO 970-776-3321

MULTI-WELL PLAN

ANTELOPE T-18 PAD

THIS MAP DOES NOT REPRESENT A BOUNDARY SURVEY

SECTION: 18
TOWNSHIP: 5N
RANGE: 62W



#	WELL NAME	SHL FOOTAGE				SHL LAT*	SHL LONG*
1	ANTELOPE O3A-K31-18HNC	650	FSL	1397	FEL	40.39390	-104.36158
2	ANTELOPE T34-P31-18HNB	630	FSL	1397	FEL	40.39385	-104.36157
3	ANTELOPE T44-P41-18HC	610	FSL	1396	FEL	40.39379	-104.36157
4	ANTELOPE Y44-U41-18HNC	590	FSL	1395	FEL	40.39374	-104.36157
5	ANTELOPE A5-18	570	FSL	1395	FEL	40.39368	-104.36157
6	ANTELOPE A6-18	550	FSL	1394	FEL	40.39363	-104.36156
7	ANTELOPE A7-18	530	FSL	1393	FEL	40.39357	-104.36156

LEGEND



= ALIQUOT MONUMENT AS DESCRIBED



== CALCULATED POSITION

SHEET 1 OF 2

DATE: 9/24/2013
PROJECT#: 2012071



Lat40°, Inc. 1635 Foxtrail Drive, Suite 325 Loveland, CO 970-776-3321

MULTI-WELL PLAN

ANTELOPE T-18 PAD

SECTION: 18
TOWNSHIP: 5N
RANGE: 62W

W

20' (TYP.)

ANTELOPE O34-K31-18HNC
ANTELOPE T34-P31-18HNB
ANTELOPE T44-P41-18HC
ANTELOPE Y44-U41-18HNC
ANTELOPE A5-18
ANTELOPE A6-18
ANTELOPE A7-18



0 200
1"=200'