

March 8, 2018

Plains Marketing, L.P.
1600 Stout Street, Suite 1200
Denver, CO 80202

Re: Letter-In-Lieu of Transfer and Division Orders
Jackson County, Colorado

Ladies and Gentlemen:

Our records indicate that pursuant to division orders, transfer orders, sales contracts, or other agreements, you are currently disbursing proceeds of production attributable to the properties listed on the attached **Exhibit A** ("**Subject Properties**") as to all the interest of Bonanza Creek Energy Operating Company, LLC, a Delaware Limited Liability Company ("**Bonanza**") therein.

Pursuant to the Assignment, Bill of Sale, and Conveyance attached hereto as **Exhibit B**, Bonanza has assigned all of its right, title and interest in and to the Subject Properties (the "**Interest**") effective January 1, 2018 (the "**Effective Date**"), to K.P. Kauffman Company, Inc., a California corporation ("**KPK**").

Effective with the January 2018 production month, you are hereby authorized and directed by Bonanza and KPK to remit all payments attributable to the Interest directly to KPK as follows:

K.P. Kauffman Company, Inc.
1675 Broadway, Suite 2800
Denver, CO 80202

We respectfully request that you waive any requirement you may have for a copy of the recorded assignment and immediately proceed with amending your records to reflect that changes of ownership indicated here. **PLEASE DO NOT INTERRUPT OR SUSPEND PAYMENTS.** You may continue to pay until your records have been changed in accordance with this letter.

We understand that, pursuant to Division Orders, Transfer Orders, or other agreements, you are currently purchasing production or distributing revenue from all or part of the Interest conveyed by Bonanza to KPK. This letter has been executed by both Bonanza and KPK in lieu of having separate transfer orders prepared and executed for the Interest.

If you have further requirements concerning this transfer, we request that you immediately contact the following:

K.P. Kauffman Company, Inc.
1675 Broadway, Suite 2800
Denver, CO 80202
Attention: Richard Stults
Fax: (303) 825-4825
Email: rstults@kpk.com

Please acknowledge your acceptance of this letter by executing two originals hereof in the space provided below and returning a fully executed original to each of Bonanza and KPK at the following addresses:

Bonanza Creek Energy Operating Company, LLC

410 17th Street, Suite 1400
Denver, CO 80202
Attention: Tyson Johnston
Fax: (720) 279-2331
Email: tjohnston@bonanzacrk.com

K.P. Kauffman Company, Inc.

1675 Broadway, Suite 2800
Denver, CO 80202
Attention: Richard Stults
Fax: (303) 825-4825
Email: rstults@kpk.com

Thank you for your cooperation in expediting this transfer.

[Signature pages follow.]

Executed by Bonanza this 8th day of March, 2018.

BONANZA CREEK ENERGY OPERATING COMPANY, LLC

By: _____

Name: _____

Title: _____

Sam D. Martin
Cyrus Martin
Vice President &
Secretary

Executed by KPK this 8th day of March, 2018.

K.P. Kauffman Company, Inc.

By: 

Name: Kevin T. Kauffman

Title: Chairman & CEO

AGREED AND ACCEPTED THIS _____ DAY OF _____, 2018.

Plains Marketing, L.P.

By: _____

Name: _____

Title: _____

Phone Number: _____

E-mail: _____

**PLEASE SIGN & RETURN A COMPLETE COPY OF THIS LETTER TO BOTH BONANZA AND
KPK. DO NOT DETACH THE EXHIBITS WHEN RETURNING.**

EXHIBIT A
SUBJECT PROPERTIES
JACKSON COUNTY, CO

WELL NAME	API	COUNTY	STATE
CONOCO FEDERAL 8-3	05-057-06290	JACKSON	COLORADO
FEDERAL 12-27	05-057-06327	JACKSON	COLORADO
FEDERAL 3-27	05-057-06288	JACKSON	COLORADO
FEDERAL 5-27X	05-057-06320	JACKSON	COLORADO
FEDERAL 8-27	05-057-06307	JACKSON	COLORADO
FEDERAL 9-27	05-057-06324	JACKSON	COLORADO
MCCALLUM UNIT100	05-057-06187	JACKSON	COLORADO
MCCALLUM 13	05-057-05107	JACKSON	COLORADO
MCCALLUM 138	05-057-06381	JACKSON	COLORADO
MCCALLUM 139	05-057-06390	JACKSON	COLORADO
MCCALLUM 142	05-057-06392	JACKSON	COLORADO
MCCALLUM 148	05-057-06388	JACKSON	COLORADO
MCCALLUM 150	05-057-06393	JACKSON	COLORADO
MCCALLUM 151	05-057-06405	JACKSON	COLORADO
MCCALLUM 154	05-057-06409	JACKSON	COLORADO
MCCALLUM 55X	05-057-06398	JACKSON	COLORADO
MCCALLUM 56X	05-057-06382	JACKSON	COLORADO
MCCALLUM UNIT 117	05-057-06331	JACKSON	COLORADO
MCCALLUM UNIT 12	05-057-05109	JACKSON	COLORADO
MCCALLUM UNIT 128	05-057-06367	JACKSON	COLORADO
MCCALLUM UNIT 136	05-057-06400	JACKSON	COLORADO
MCCALLUM UNIT 143	05-057-06402	JACKSON	COLORADO
MCCALLUM UNIT 145	05-057-06386	JACKSON	COLORADO
MCCALLUM UNIT 162	05-057-06424	JACKSON	COLORADO
MCCALLUM UNIT 166	05-057-06431	JACKSON	COLORADO
MCCALLUM UNIT 169	05-057-06430	JACKSON	COLORADO
MCCALLUM UNIT 189	05-057-06449	JACKSON	COLORADO
MCCALLUM UNIT 190	05-057-06448	JACKSON	COLORADO
MCCALLUM UNIT 38	05-057-06010	JACKSON	COLORADO
MCCALLUM UNIT 44	05-057-06019	JACKSON	COLORADO
MCCALLUM UNIT 49	05-057-06029	JACKSON	COLORADO

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JACKSON COUNTY, CO

WELL NAME	API	COUNTY	STATE
MCCALLUM UNIT 57	05-057-06039	JACKSON	COLORADO
MCCALLUM UNIT 73	05-057-06051	JACKSON	COLORADO
MCCALLUM UNIT 74	05-057-06052	JACKSON	COLORADO
MCCALLUM UNIT 82	05-057-06143	JACKSON	COLORADO
MCCALLUM UNIT 88	05-057-06165	JACKSON	COLORADO
MCCALLUM UNIT 9	05-057-05115	JACKSON	COLORADO
MCCALLUM UNIT 90	05-057-06167	JACKSON	COLORADO
MCCALLUM UNIT 91	05-057-06168	JACKSON	COLORADO
MCCALLUM UNIT 92	05-057-06169	JACKSON	COLORADO
MCCALLUM 135	05-057-06385	JACKSON	COLORADO
MCCALLUM 177	05-057-06425	JACKSON	COLORADO
MCCALLUM UNIT 127	05-057-06363	JACKSON	COLORADO
MCCALLUM UNIT 192	05-057-06446	JACKSON	COLORADO
MCCALLUM UNIT 37	05-057-06008	JACKSON	COLORADO
MCCALLUM UNIT 39	05-057-06013	JACKSON	COLORADO
MCCALLUM UNIT 45	05-057-06025	JACKSON	COLORADO
MCCALLUM UNIT 48	05-057-06028	JACKSON	COLORADO
MCCALLUM UNIT 5	05-057-60004	JACKSON	COLORADO
MCCALLUM UNIT 50	05-057-06030	JACKSON	COLORADO
MCCALLUM UNIT 51	05-057-06032	JACKSON	COLORADO
MCCALLUM UNIT 84	05-057-06145	JACKSON	COLORADO
MCCALLUM UNIT 86	05-057-06163	JACKSON	COLORADO
MCCALLUM UNIT 87	05-057-06164	JACKSON	COLORADO
MCCALLUM UNIT 33	05-057-05208	JACKSON	COLORADO
MCCALLUM UNIT 2	05-057-05108	JACKSON	COLORADO
MCCALLUM 149	05-057-06412	JACKSON	COLORADO
MCCALLUM UNIT 178	05-057-06450	JACKSON	COLORADO
MCCALLUM UNIT 29	05-057-05069	JACKSON	COLORADO
MCCALLUM UNIT 43	05-057-06018	JACKSON	COLORADO
MCCALLUM UNIT 65	05-057-06044	JACKSON	COLORADO

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JACKSON COUNTY, CO

WELL NAME	API	COUNTY	STATE
MCCALLUM UNIT 85	05-057-06146	JACKSON	COLORADO
NMU 11-12H	05-057-06532	JACKSON	COLORADO
MCCALLUM 170X	05-057-06442	JACKSON	COLORADO
MCCALLUM UNIT 113	05-057-06298	JACKSON	COLORADO
MCCALLUM UNIT 118	05-057-06332	JACKSON	COLORADO
MCCALLUM UNIT 119	05-057-06341	JACKSON	COLORADO
MCCALLUM UNIT 120	05-057-06342	JACKSON	COLORADO
MCCALLUM UNIT 121	05-057-06361	JACKSON	COLORADO
MCCALLUM UNIT 60	05-057-06041	JACKSON	COLORADO
MCCALLUM UNIT 63	05-057-06053	JACKSON	COLORADO
MCCALLUM UNIT 67	05-057-06050	JACKSON	COLORADO
MCCALLUM UNIT 81	05-057-06142	JACKSON	COLORADO
MCCALLUM UNIT 93	05-057-06170	JACKSON	COLORADO
MCCALLUM UNIT 94	05-057-06158	JACKSON	COLORADO
MCCALLUM MUDDY 19	05-057-05049	JACKSON	COLORADO
MCCALLUM UNIT 123	05-057-06362	JACKSON	COLORADO
MCCALLUM UNIT 18	05-057-05058	JACKSON	COLORADO
MCCALLUM UNIT 186	05-057-06451	JACKSON	COLORADO
CONOCO FEDERAL 34-1	05-057-06261	JACKSON	COLORADO
CONOCO FEDERAL 34-3	05-057-06334	JACKSON	COLORADO
MCCALLUM UNIT 106	05-057-06193	JACKSON	COLORADO
MCCALLUM UNIT 109	05-057-06264	JACKSON	COLORADO
MCCALLUM UNIT 110	05-057-06294	JACKSON	COLORADO
MCCALLUM 131	05-057-06408	JACKSON	COLORADO
MCCALLUM 132	05-057-06384	JACKSON	COLORADO
MCCALLUM 133	05-057-06410	JACKSON	COLORADO
MCCALLUM 157	05-057-06414	JACKSON	COLORADO
MCCALLUM 173	05-057-06437	JACKSON	COLORADO
MCCALLUM 176	05-057-06427	JACKSON	COLORADO
MCCALLUM UNIT 104	05-057-06191	JACKSON	COLORADO

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SUBJECT PROPERTIES
JACKSON COUNTY, CO

WELL NAME	API	COUNTY	STATE
MCCALLUM UNIT 111	05-057-06295	JACKSON	COLORADO
MCCALLUM UNIT 112	05-057-06296	JACKSON	COLORADO
MCCALLUM UNIT 116	05-057-06333	JACKSON	COLORADO
MCCALLUM UNIT 129	05-057-06407	JACKSON	COLORADO
MCCALLUM UNIT 130	05-057-06389	JACKSON	COLORADO
MCCALLUM UNIT 182	05-057-06454	JACKSON	COLORADO
MCCALLUM UNIT 183	05-057-06452	JACKSON	COLORADO
MCCALLUM UNIT 52	05-057-06033	JACKSON	COLORADO
MCCALLUM UNIT 53X	05-057-06411	JACKSON	COLORADO
MCCALLUM UNIT 7	05-057-05120	JACKSON	COLORADO
MCCALLUM UNIT 70	05-057-06048	JACKSON	COLORADO
MCCALLUM UNIT 83	05-057-06144	JACKSON	COLORADO
MCCALLUM UNIT 95	05-057-06159	JACKSON	COLORADO
MCCALLUM UNIT 96	05-057-06160	JACKSON	COLORADO
MCCALLUM UNIT 97	05-057-06162	JACKSON	COLORADO
MCCALLUM UNIT 158	05-057-06436	JACKSON	COLORADO

Exhibit B

Copy of Assignment, Bill of Sale and Conveyance

See attached.