

**Fill in this information to identify the case:**

United States Bankruptcy Court for the:

District of Delaware

Case number (if known): \_\_\_\_\_ Chapter 11

Check if this is an amended filing

**Official Form 201**

**Voluntary Petition for Non-Individuals Filing for Bankruptcy**

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. **Debtor's name** Bonanza Creek Energy, Inc.

2. **All other names debtor used in the last 8 years**

Include any assumed names, trade names, and *doing business as* names

3. **Debtor's federal Employer Identification Number (EIN)** 61-1630631

4. **Debtor's address**

	<b>Principal place of business</b>	<b>Mailing address, if different from principal place of business</b>
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410 17th Street, Suite 1400  
Number Street

\_\_\_\_\_  
Number Street

Denver, Colorado 80202  
City State ZIP Code

\_\_\_\_\_  
City State ZIP Code

Denver  
County

**Location of principal assets, if different from principal place of business**

\_\_\_\_\_  
Number Street

\_\_\_\_\_  
City State ZIP Code

5. **Debtor's website (URL)** www.bonanzacrk.com

6. **Type of debtor**

- Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
- Partnership (excluding LLP)
- Other. Specify: \_\_\_\_\_

Debtor Name Bonanza Creek Energy, Inc. Case number(if known) \_\_\_\_\_

7. Describe debtor's business

A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. Check all that apply:

- Tax-exempt entity (as described in 26 U.S.C. § 501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See [www.uscourts.gov/four-digit-national-association-naics-codes](http://www.uscourts.gov/four-digit-national-association-naics-codes).

2111

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- Chapter 7
- Chapter 9
- Chapter 11. Check all that apply:
  - Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every 3 years after that).
  - The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
  - A plan is being filed with this petition.
  - Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
  - The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.
  - The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
- Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- No
- Yes. District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
MM / DD / YYYY
- District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
MM / DD / YYYY

If more than 2 cases, attach a separate list.

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- No
- Yes. Debtor See attached Schedule 1 Relationship \_\_\_\_\_  
District \_\_\_\_\_ When \_\_\_\_\_  
MM / DD / YYYY
- Case number, if known \_\_\_\_\_

List all cases. If more than 1, attach a separate list.

Debtor Bonanza Creek Energy, Inc.  
Name

Case number *(if known)* \_\_\_\_\_

**11. Why is the case filed in this district?**

*Check all that apply:*

- Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

**12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?**

- No
- Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

**Why does the property need immediate attention? (Check all that apply.)**

- It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.  
 What is the hazard? \_\_\_\_\_
- It needs to be physically secured or protected from the weather.
- It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- Other \_\_\_\_\_

**Where is the property?** \_\_\_\_\_

Number Street

City

State

ZIP Code

**Is the property insured?**

- No
- Yes. Insurance agency \_\_\_\_\_  
 Contact \_\_\_\_\_  
 Phone \_\_\_\_\_

**Statistical and administrative information**

**13. Debtor's estimation of available funds**

*Check one:*

- Funds will be available for distribution to unsecured creditors.
- After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

**14. Estimated number of creditors**

- |                                  |   |  |
|----------------------------------|---|--|
| <input type="checkbox"/> 1-49    | <input type="checkbox"/> 1,000-5,000              | <input type="checkbox"/> 25,001-50,000     |
| <input type="checkbox"/> 50-99   | <input type="checkbox"/> 5,001-10,000             | <input type="checkbox"/> 50,001-100,000    |
| <input type="checkbox"/> 100-199 | <input checked="" type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 |   |  |

**15. Estimated assets**

- |  |  |  |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000          | <input type="checkbox"/> \$1,000,001-\$10 million    | <input type="checkbox"/> \$500,000,001-\$1 billion               |
| <input type="checkbox"/> \$50,001-\$100,000    | <input type="checkbox"/> \$10,000,001-\$50 million   | <input checked="" type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000   | <input type="checkbox"/> \$50,000,001-\$100 million  | <input type="checkbox"/> \$10,000,000,001-\$50 billion           |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion                  |

Debtor Bonanza Creek Energy, Inc.  
Name

Case number *(if known)* \_\_\_\_\_

**16. Estimated liabilities**

- |  |  |  |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000          | <input type="checkbox"/> \$1,000,001-\$10 million    | <input type="checkbox"/> \$500,000,001-\$1 billion               |
| <input type="checkbox"/> \$50,001-\$100,000    | <input type="checkbox"/> \$10,000,001-\$50 million   | <input checked="" type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000   | <input type="checkbox"/> \$50,000,001-\$100 million  | <input type="checkbox"/> \$10,000,000,001-\$50 billion           |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion                  |

**Request for Relief, Declaration, and Signatures**

**WARNING --** Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature of authorized representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 01/04/2017  
MM / DD / YYYY

**X** /s/ Richard Carty Richard Carty  
Signature of authorized representative of debtor Printed name

Title President and Chief Executive Officer

**18. Signature of attorney**

**X** /s/ Mark D. Collins Date 01/04/2017  
Signature of attorney for debtor MM / DD / YYYY

Mark D. Collins  
Printed name

Richards, Layton & Finger, P.A.  
Firm name

One Rodney Square, 920 North King Street  
Number Street

Wilmington Delaware 19801  
City State ZIP Code

(302) 651-7700 collins@rjf.com  
Contact phone Email address

2981 Delaware  
Bar number State

**Attachment to Voluntary Petition for Non-Individuals Filing for  
Bankruptcy under Chapter 11**

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is 1-35371.

2. The following financial data is the latest available information and refers to the debtor's condition on September 30, 2016.

a. Total assets	\$	<u>1,224,397,000</u>	
b. Total debts (including debts listed in 2.c., below)	\$	<u>1,139,641,000</u>	
c. Debt securities held by more than 500 holders			Approximate number of holders:
secured <input type="checkbox"/>	unsecured <input checked="" type="checkbox"/>	subordinated <input type="checkbox"/>	\$ <u>500,000,000</u> 183
secured <input type="checkbox"/>	unsecured <input checked="" type="checkbox"/>	subordinated <input type="checkbox"/>	\$ <u>300,000,000</u> 124
secured <input type="checkbox"/>	unsecured <input type="checkbox"/>	subordinated <input type="checkbox"/>	\$ _____
secured <input type="checkbox"/>	unsecured <input type="checkbox"/>	subordinated <input type="checkbox"/>	\$ _____
secured <input type="checkbox"/>	unsecured <input type="checkbox"/>	subordinated <input type="checkbox"/>	\$ _____
d. Number of shares of preferred stock			_____
e. Number of shares common stock			<u>49,672,252</u>

Comments, if any: \_\_\_\_\_

3. Brief description of debtor's business: Bonanza Creek Energy, Inc. is engaged primarily in acquiring developing, exploiting and producing oil and gas properties. The Company's oil and liquids-weighted assets are concentrated primarily in the Wattenberg Field in Colorado and in the Dorcheat Macedonia Field in southern Arkansas.

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:

Alberta Investment Management Corporation (15.28%)

**SCHEDULE 1****PENDING OR CONCURRENT BANKRUPTCY CASES FILED BY AFFILIATES**

On the date hereof, each of the affiliated entities listed below (including the debtor in this chapter 11 case) filed a voluntary petition for relief under title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware (the “**Court**”). A motion will be filed with the Court requesting that the chapter 11 cases of the entities listed below be consolidated for procedural purposes only and jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure. Additional information about the relationship between each entity is contained in the *Declaration of Scott Fenoglio in Support of Debtors’ Chapter 11 Proceedings and First Day Pleadings* filed contemporaneously herewith.

<b>Entity Name</b>	<b>Relationship</b>	<b>District</b>	<b>Date</b>	<b>Case Number</b>
Bonanza Creek Energy, Inc.	Affiliate	District of Delaware	January 4, 2017	Not Yet Assigned
Bonanza Creek Energy Operating Company, LLC	Affiliate	District of Delaware	January 4, 2017	Not Yet Assigned
Bonanza Creek Energy Resources, LLC	Affiliate	District of Delaware	January 4, 2017	Not Yet Assigned
Holmes Eastern Company, LLC	Affiliate	District of Delaware	January 4, 2017	Not Yet Assigned
Rocky Mountain Infrastructure, LLC	Affiliate	District of Delaware	January 4, 2017	Not Yet Assigned
Bonanza Creek Energy Upstream LLC	Affiliate	District of Delaware	January 4, 2017	Not Yet Assigned
Bonanza Creek Energy Midstream, LLC	Affiliate	District of Delaware	January 4, 2017	Not Yet Assigned

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

_____	)	
In re:	)	Chapter 11
	)	
<b>BONANZA CREEK ENERGY, INC.</b>	)	Case No. 17-_____ (___)
	)	
Debtors. <sup>1</sup>	)	Joint Administration Requested
	)	
_____	)	

**VERIFICATION OF CREDITOR MATRIX**

The above named debtor hereby certifies under penalty of perjury that the Creditor Address Mailing Matrix (list of creditors) containing the names and addresses of its creditors (the “**Matrix**”) is true, correct and complete.

**BONANZA CREEK ENERGY, INC.**

Dated: January 4, 2017  
Wilmington, Delaware

By: /s/ Richard Carty  
Richard Carty  
President and Chief Executive Officer

<sup>1</sup> The Debtors and debtors in possession in these cases and the last four digits of their respective Employer Identification Numbers are: Bonanza Creek Energy, Inc. (0631), Bonanza Creek Energy Operating Company, LLC (0537), Bonanza Creek Energy Resources, LLC (6378), Holmes Eastern Company, LLC (5456), Rocky Mountain Infrastructure, LLC (6659), Bonanza Creek Energy Upstream LLC (6378) and Bonanza Creek Energy Midstream, LLC (6378). The Debtors’ mailing address is 410 17th Street, Suite 1400, Denver, Colorado 80202.

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	Chapter 11
<b>BONANZA CREEK ENERGY, INC.</b>	)	Case No. 17-_____ (___)
Debtors. <sup>1</sup>	)	Joint Administration Requested
	)	
	)	

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

The following is a list of creditors holding the 20 largest general unsecured claims against Bonanza Creek Energy, Inc. and its subsidiaries that have filed voluntary petitions for relief under title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware on the date hereof (collectively, the “**Debtors**”), on a consolidated basis. This list has been prepared from the Debtors’ books and records.

This list is prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors’ chapter 11 cases. The list does not include (a) persons who come within the definition of “insider” set forth in 11 U.S.C. § 101(31) or (b) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the largest general unsecured claims.

This list reflects the information existing and available as of January 4, 2017 (the “**Petition Date**”). The Debtors reserve the right to amend this list based on information existing as of the Petition Date.

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The information presented herein, including the Debtors' failure to list any claim as contingent, unliquidated or unknown, does not constitute an admission or waiver of the Debtors' right to contest the validity, priority or amount of any claim.

**Fill in this information to identify the case:**

United States Bankruptcy Court for the:

District of Delaware

Case number (if known): \_\_\_\_\_ Chapter 11 Check if this is an amended filing**Official Form 204****Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1 WELLS FARGO BANK, NATIONAL ASSOCIATION 101 NORTH PHILLIPS AVENUE ONE WACHOVIA CENTER SIOUX FALLS, SD 57104	JOHN RICHARD SHREWSBERRY PHONE - 605-575-6900 FAX - 605-575-4815	6.75% senior notes due 2021				\$531,894,043.25
2 WELLS FARGO BANK, NATIONAL ASSOCIATION 101 NORTH PHILLIPS AVENUE ONE WACHOVIA CENTER SIOUX FALLS, SD 57104	JOHN RICHARD SHREWSBERRY PHONE - 605-575-6900 FAX - 605-575-4815	5.75% senior notes due 2023				\$335,179,144.33
3 NGL CRUDE LOGISTICS BROOKHOLLOW CENTRAL II, SUITE 1250 2900 NORTH LOOP WEST HOUSTON, TX 77092	TREY KARLOVICH EMAIL - TREY.KARLOVICH@NGLEP.CO M PHONE - 918-481-1119 FAX - 713-496-3902	Contract	Contingent, Unliquidated, Disputed			Undetermined
4 SILO ENERGY, LLC 6733 SOUTH YALE AVENUE TULSA, OK 74136	BARRETT ELLSWORTH EMAIL - BARRETTE@KFOC.NET PHONE - 918-494-0000	Contract	Contingent, Unliquidated, Disputed			Undetermined

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
5 CCP BCSP 410 PROPERTY LLC C/O CALLAHAN CAPITAL PARTNERS, LLC 10 SOUTH RIVERSIDE PLAZA, SUITE 2050 CHICAGO, IL 60606	TODD W. HARTMAN EMAIL - TODD.HARTMAN@CALLAHAN CP.COM PHONE - 312-798-6100 FAX - 312-798-6270	Lease	Contingent, Unliquidated, Disputed			Undetermined
6 HALLIBURTON ENERGY SER. INC. 3000 N. SAM HOUSTON PARKWAY E HOUSTON, TX 77032	TOMMY SCOTT EMAIL - TOMMY.SCOTT@HALLIBURTO N.COM PHONE - 318-673-4416 FAX - 281-871-6890	Trade Payable	Contingent, Unliquidated, Disputed			Undetermined
7 70 RANCH LLC 25000 WCR 69 KERSEY, CO 80644	RON VON LEMBKE EMAIL - RVL@UNITEDWATERDISTRIC T.COM PHONE - 303-659-5000 FAX - 303-773-1176	Trade Payable	Contingent, Unliquidated, Disputed			Undetermined
8 CDM RESOURCE MANAGEMENT LLC 20405 TOMBALL PARKWAY, SUITE 310 HOUSTON, TX 77070	HARDY FAIRBANKS EMAIL - HARTY.FAIRBANKS@CDMRM. COM PHONE - 281-376-2980 FAX - 281-378-5839	Trade Payable	Contingent, Unliquidated, Disputed			Undetermined
9 J-W POWER COMPANY 16729 HIGHWAY 151 ARCADIA , LA 71001	KAVIN TUBBS EMAIL - KTUBBS@JWENERGY.COM PHONE - 972-661-4753 FAX - 972-991-0704	Trade Payable	Contingent, Unliquidated, Disputed			Undetermined
10 NOBLE ENERGY INC 1001 NOBLE ENERGY WAY HOUSTON, TX 77070	KEN FISHER EMAIL - KEN.FISHER@NBLENERGY.CO M PHONE - 281-872-3150 FAX - 281-872-3111	Trade Payable	Contingent, Unliquidated, Disputed			Undetermined
11 PDC ENERGY 1775 SHERMAN STREET, SUITE 3000 DENVER, CO 80203	SCOTT REASONER EMAIL - SCOTT.REASONER@PDCE.CO M PHONE - 303-860-5800 FAX - 303-860-5838	Trade Payable	Contingent, Unliquidated, Disputed			Undetermined
12 COMPLETE ENERGY SERVICES INC. 4727 GAILLARDIA PARKWAY OKLAHOMA CITY, OK 73142	JUSTIN BOYD PHONE - 405-748-2200	Trade Payable	Contingent, Unliquidated, Disputed			Undetermined

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
13 ENTERGY 639 LOYOLA AVE NEW ORLEANS, LA 70113	LEO DENAULT PHONE - 504-576-4000 FAX - 870-234-8975	Trade Payable	Contingent, Unliquidated, Disputed			Undetermined
14 XTREME DRILLING & COIL SERVICE 9805 KATY FREEWAY, SUITE 650 HOUSTON, TX 77024	MATT PORTER PHONE - 281-994-4600 FAX - 281-994-4661	Trade Payable	Contingent, Unliquidated, Disputed			Undetermined
15 BAKER HUGHES C/O BAKER HUGHES INCORPORATED 17021 ALDINE WESTFIELD HOUSTON, TX 77073	MARTIN S. CRAIGHEAD PHONE - 713-439-8600 FAX - 713-439-8472	Trade Payable	Contingent, Unliquidated, Disputed			Undetermined
16 WB SUPPLY COMPANY 5619 DTC PARKWAY, SUITE 850 GREENWOOD VILLAGE, CO 80111	RENAE HOTZ EMAIL - RENAE@WBSUPPLY.COM PHONE - 303-888-6446 FAX - 806-669-0369	Trade Payable	Contingent, Unliquidated, Disputed			Undetermined
17 ULTRA ENERGY SOLUTIONS LLC 1856 BALSAM AVENUE GREELEY, CO 80631	ERIC WHITEHEAD PHONE - 970-616-0722 FAX - 970-515-6770	Trade Payable	Contingent, Unliquidated, Disputed			Undetermined
18 CHAMPION OILFIELD SERVICE INC. 16461 HIGHWAY 52 WIGGINS, CO 80654	MICHAEL MILLER PHONE - 970-381-4116 FAX - 970-483-7253	Trade Payable	Contingent, Unliquidated, Disputed			Undetermined
19 WASTE MANAGEMENT 2625 W. GRANDVIEW RD SUITE 150 PHOENIX , AZ 85023	HARRY LAMBERTON EMAIL - HLAMBERTON@WM.COM PHONE - 713-328-7197	Trade Payable	Contingent, Unliquidated, Disputed			Undetermined
20 MORGAN COUNTY REA 734 BARLOW ROAD FORT MORGAN, CO 80701	RANDY GRAFF PHONE - 970-867-5688 FAX - 970-867-3277	Trade Payable	Contingent, Unliquidated, Disputed			Undetermined

**Fill in this information to identify the case and this filing:**

Debtor Name Bonanza Creek Energy, Inc.  
 United States Bankruptcy Court for the District of Delaware  
 (State)  
 Case number (If known): \_\_\_\_\_

Official Form 202

**Declaration Under Penalty of Perjury for Non-Individual Debtors** **12/15**

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

**Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership, or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- Schedule H: Codebtors (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- Amended Schedule \_\_\_\_
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- Other document that requires a declaration \_\_\_\_\_

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 01/04/2017  
 MM/DD/YYYY

X /s/ Richard Carty  
 Signature of individual on behalf of debtor

Richard Carty  
 Printed name

President and Chief Executive Officer  
 Position or relationship to debtor

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

	)	
In re:	)	Chapter 11
	)	
<b>BONANZA CREEK ENERGY, INC.</b>	)	Case No. 17-_____ (___)
	)	
Debtors. <sup>1</sup>	)	Joint Administration Requested
	)	
	)	

**CORPORATE OWNERSHIP STATEMENT**

In accordance with Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure and Local Rule 1007-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware, Bonanza Creek Energy, Inc. (the “**Company**”) hereby states that the following entity directly or indirectly owns 10% or more of any class of the Company’s equity interests.

- Alberta Investment Management Corporation, 1100 - 10830 Jasper Avenue, Edmonton, Alberta T5J2B3, Canada (15.28% of the common stock)

I, the undersigned authorized officer of the Company, named as the debtor in this case, declare under penalty of perjury that I have reviewed the foregoing and that it is true and correct to the best of my knowledge, information and belief, with the reliance on appropriate corporate officers.

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 United States Bankruptcy Court for the District of Delaware  
 (State)  
 Case number (If known): \_\_\_\_\_

Official Form 202

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An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

**Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership, or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- Schedule H: Codebtors (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- Amended Schedule \_\_\_\_
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- Other document that requires a declaration Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 01/04/2017  
 MM/DD/YYYY

X /s/ Richard Carty  
 Signature of individual on behalf of debtor

Richard Carty  
 Printed name

President and Chief Executive Officer  
 Position or relationship to debtor

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

_____	)	
In re:	)	Chapter 11
	)	
<b>BONANZA CREEK ENERGY, INC.</b>	)	Case No. 17-_____ (___)
	)	
Debtors. <sup>1</sup>	)	Joint Administration Requested
	)	
_____	)	

**LIST OF EQUITY INTEREST HOLDERS**

In accordance with Rule 1007(a)(3) of the Federal Rules of Bankruptcy Procedure, Bonanza Creek Energy, Inc. (the “**Company**”) hereby states that the entities on the following pages hold the Company’s equity interests.

I, the undersigned authorized officer of the Company, named as the debtor in this case, declare under penalty of perjury that I have reviewed the foregoing and that it is true and correct to the best of my knowledge, information and belief, with the reliance on appropriate corporate officers.

<sup>1</sup> The Debtors and debtors in possession in these cases and the last four digits of their respective Employer Identification Numbers are: Bonanza Creek Energy, Inc. (0631), Bonanza Creek Energy Operating Company, LLC (0537), Bonanza Creek Energy Resources, LLC (6378), Holmes Eastern Company, LLC (5456), Rocky Mountain Infrastructure, LLC (6659), Bonanza Creek Energy Upstream LLC (6378) and Bonanza Creek Energy Midstream, LLC (6378). The Debtors’ mailing address is 410 17th Street, Suite 1400, Denver, Colorado 80202.



<u>Equity Holder</u>	<u>Address</u>	<u>City/State/ Zip/Country</u>	<u>Percentage Holding</u>
SCOTTRADE, INC. (0705)	ATTN: REORGANIZATION DEPARTMENT, 500 MARYVILLE UNIVERSITY DR.	ST. LOUIS, MO 63141	7.79%
NATIONAL FINANCIAL SERVICES LLC (0226)	ATTN: SEAN COLE OR PROXY MGR, 499 WASHINGTON BLVD.	JERSEY CITY, NJ 07310	7.53%
BARCLAYS CAPITAL INC. (5101)	ATTN: CORPORATE ACTIONS, 400 JEFFERSON PARK 4TH FLOOR	WHIPPANY, NJ 07981	7.18%
CITIGROUP GLOBAL MARKETS INC. (0418)	ATTN: ROSE MARIE YODICE OR PROXY MGR, 388 GREENWHICH STREET 11TH FLOOR	NEW YORK, NY 10013	6.91%
TD AMERITRADE CLEARING, INC. (0188)	ATTN: GARY SWAIN OR PROXY MGR, 1005 AMERITRADE PLACE	BELLEVUE, NE 68005	6.57%
CHARLES SCHWAB & CO., INC. (0164)	ATTN: JANA TONGSON OR PROXY MGR, 2423 EAST LINCOLN DRIVE PHXPEAK-01-1B571A	PHOENIX, AZ 85016	6.48%
BNP PARIBAS PRIME BROKERAGE, INC. (2154)	ATTN: GENE BANFI OR PROXY MGR, 525 WASHINGTON BLVD 9TH FLOOR	JERSEY CITY, NJ 07310	5.78%
FIRST CLEARING, LLC (0141)	ATTN: FINESSA ROSSON OR PROXY MGR, ONE NORTH JEFFERSON STREET 9-F	ST. LOUIS, MO 63103	5.46%
STATE STREET (0997)	ATTN: MIKE FEELEY/ROB RAY OR PROXY MGR, CORP ACTIONS - JAB5E 1776 HERITAGE DRIVE NORTH	QUINCY, MA 02171	5.44%
E*TRADE CLEARING LLC (0385)	ATTN: VICTOR LAU OR PROXY MGR, 34 EXCHANGE PLACE, PLAZA II	JERSEY CITY, NJ 07311	4.68%
APEX CLEARING CORPORATION (0158)	ATTN: SHERRY MUSMAR, 1700 PACIFIC AVENUE, SUITE 1400	DALLAS, TX 75201	3.34%
PERSHING LLC (0443)	ATTN: AL HERNANDEZ OR PROXY MGR, SECURITIES CORPORATION 1 PERSHING PLAZA 7TH FLOOR - REORG.	JERSEY CITY, NJ 07399	3.33%
STIFEL, NICOLAUS & CO (0793)	ATTN: CHRIS WIEGAND OR PROXY MGR, 501 N. BROADWAY 7TH FL STOCK RECORD DEPT	ST. LOUIS, MO 63102	3.15%
MERRILL LYNCH (5198)	ATTN: EARL WEEKS OR PROXY MGR, 4804 DEER LAKE DR E	JACKSONVILLE , FL 32246	2.95%
JPMORGAN CHASE BANK/IA (2357)	ATTN: SUSHIL PATEL OR PROXY MGR, 14201 DALLAS PARKWAY SUITE 121	DALLAS, TX 75254	2.55%
CITIBANK, N.A. (0908)	ATTN: CAROLYN TREBUS OR PROXY MGR, 3800 CITIBANK CENTER B3-12	TAMPA, FL 33610	1.57%
MERRILL LYNCH, PIERCE, FENNER (0161)	ATTN: EARL WEEKS OR PROXY MGR, 4804 DEER LAKE DR E	JACKSONVILLE , FL 32246	1.36%
THE BANK OF NEW YORK MELLON (0901)	ATTN: BRIAN MARNELL OR PROXY MGR, 525 WILLIAM PENN PLACE ROOM 0300	PITTSBURGH, PA 15259	1.16%
BROWN BROTHERS HARRIMAN & CO. (0010)	ATTN: PAUL NONNON OR PROXY MGR, 525 WASHINGTON BLVD. NEW PORT TOWERS	JERSEY CITY, NJ 07310-1607	1.09%
JPMORGAN CHASE BANK, NA (0902)	ATTN: MARVIN KINES OR PROXY MGR, 14201 DALLAS PARKWAY 12TH FLOOR	DALLAS, TX 75254	1.06%

LEK SECURITIES CORPORATION (0512)	ATTN: DANIEL HANUKA OR PROXY MGR, 1 LIBERTY PLAZA 52ND FLOOR	NEW YORK, NY 10006	0.85%
TD WATERHOUSE CANADA INC. /CDS (5036)	ATTN: YOUSUF AHMED OR PROXY MGR, 77 BLOOR STREET WEST 3RD FLOOR	TORONTO, ON M5S 1M2, CANADA	0.84%
J.P. MORGAN CLEARING CORP. (0352)	ATTN: BRODERICK WALKER OR PROXY MGR, DEPT. C, CASHIERS DEPARTMENT ONE METROTECH, CENTER NORTH REORG DEPT 4TH FLOOR	BROOKLYN, NY 11201-3862	0.78%
BROWN BROTHERS HARRIMAN & CO./ETF (0109)	ATTN: SHELDON BROUTMAN OR PROXY MGR, 140 BROADWAY	NEW YORK, NY 10005	0.77%
INTERACTIVE BROKERS (0534/0549)	ATTN: CARLA GOOLEY OR PROXY MGR, 1 PICKWICK PLAZA	GREENWICH, CT 06830	0.71%
BNP PARIBAS, NEW YORK BRANCH (2787)	ATTN: DEAN GALLI OR PROXY MGR, 525 WASHINGTON BLVD 9TH FLOOR	JERSEY CITY, NJ 07310	0.71%
RBC DOMINION /CDS (5002)	ATTN: SHAREHOLDER SERVICES, 180 WELLINGTON ST W, 9TH FLOOR	TORONTO, ON M5J 0C2, CANADA	0.69%
VANGUARD MARKETING CORPORATION (0062)	ATTN: CORPORATE ACTIONS, 100 VANGUARD BOULEVARD	MALVERN, PA 19355	0.63%
MORGAN STANLEY SMITH BARNEY LLC (0015)	ATTN: JOHN BARRY OR PROXY MGR, 1300 THAMES STREET WHARF	BALTIMORE , MD 21231	0.59%
SCOTIA CAPITAL INC. /CDS (5011)	ATTN: NORMITA RAMIREZ CORP ACTIONS DEPT, 40 KING STREET WEST	TORONTO, ON M5H 1H1, CANADA	0.54%
CITADEL SECURITIES LLC	ATTN: KEVIN NEWSTEAD , 131 SOUTH DEARBORN STREET, 35TH FLOOR	CHICAGO, IL 60603	0.54%
RAYMOND JAMES & ASSOCIATES, INC. (0725)	ATTN: ROBERTA GREEN OR PROXY MGR, 880 CARILION PARKWAY TOWER 2, 4TH FLOOR	ST. PETERSBURG, FL 33716	0.49%
RBC CAPITAL MARKETS CORPORATION (0235)	ATTN: STEVE SCHAFER OR PROXY MGR, 510 MARQUETTE AVE SOUTH	MINNEAPOLIS, MN 55402	0.48%
EDWARD D. JONES & CO. (0057)	ATTN: A.J. MAYTAS OR PROXY MGR, CORPORATE ACTIONS & DISTRIBUTION 12555 MANCHESTER ROAD	ST. LOUIS, MO 63141	0.43%
SSB - BLACKROCK TRUST (2767)	ATTN: TRINA ESTREMERA OR PROXY MGR, 1776 HERITAGE DRIVE NORTH	QUINCY, MA 02171	0.41%
THE NORTHERN TRUST COMPANY (2669)	ATTN: ROBERT VALENTIN OR PROXY MGR, 801 S. CANAL STREET REORG DEPT. FLOOR C1N	CHICAGO, IL 60607	0.40%
GOLDMAN, SACHS & CO. (0005)	ATTN: DEVIN GEIMAN OR PROXY MGR, 30 HUDSON STREET PROXY DEPARTMENT	JERSEY CITY, NJ 07302	0.39%
NBCN INC. /CDS (5008)	ATTN: GESTION DE L'INFORMATION - TR: 5609-1, 1010 RUE DE LA GAUCHETIERE OUEST. 17e étage	MONTREAL, QC H3B 5J2, CANADA	0.34%
BMO NESBITT BURNS INC. /CDS (5043)	ATTN: PHUTHORN PENIKETT/DINA FERNANDES, BMO FINANCIAL GROUP, 250 YONGE ST., 8TH FLOOR	TORONTO, ON M5B 2M8, CANADA	0.34%

MERRILL LYNCH (5143)	ATTN: EARL WEEKS OR PROXY MGR, 4804 DEER LAKE DR E	JACKSONVILLE , FL 32246	0.34%
CREDIT SUISSE SECURITIES (0355)	ATTN: ASHWINEE SAWH OR PROXY MGR, 11 MADISON AVENUE, 23RD FLOOR	NEW YORK, NY 10010	0.34%
UBS FINANCIAL SERVICES LLC (0221)	ATTN: JANE FLOOD OR PROXY MGR, 1000 HARBOR BLVD	WEEHAWKEN, NJ 07086	0.28%
HSBC/CLEAR (8396)	ATTN: HOWARD DASH, 452 5TH AVENUE	NEW YORK, NY 10018	0.24%
BONY/SPDR (2209)	ATTN: JENNIFER MAY, 525 WILLIAM PENN PLACE	PITTSBURGH, PA 15259	0.24%
QUESTRADE INC./CDS**	ATTN: PROXY MGR, 5700 YONGE STREET, UNIT G1 GROUND FLOOR	NORTH YORK, ON M2M 4K2, CANADA	0.21%
JEFFERIES & COMPANY, INC. (0019)	ATTN: RAY DESOUZA OR PROXY MGR, HARBORSIDE FINANCIAL CENTER 705 PLAZA 3	JERSEY CITY, NJ 07311	0.20%
LPL FINANCIAL CORPORATION (0075)	ATTN: CORPORATE ACTIONS , 4707 EXECUTIVE DRIVE	SAN DIEGO, CA 92121	0.17%
CIBC WORLD MARKETS INC./CDS (5030)	ATTN: NICASTRO JERRY OR PROXY MGR, 161 BAY ST 10TH FL	TORONTO, ON M5J 2S8, CANADA	0.15%
OPTIONSXPRESS, INC. (0338)	ATTN: TAWANDA BLACKMON OR PROXY MGR, 150 S. Wacker Dr 12th Fl	CHICAGO, IL 60606	0.15%
SOUTHWEST SECURITIES, INC. (0279)	ATTN: CHRISTINA FINZEN OR PROXY MGR, 1201 ELM STREET SUITE 3700	DALLAS, TX 75270	0.14%
MORGAN STANLEY & CO LLC. (0050)	ATTN: JONATHAN GOLDMAN OR PROXY MGR, 1300 THAMES STREET WHARF 7TH FLOOR	BALTIMORE, MD 21231	0.14%
TRADESTATION (0271)	ATTN: RICK GORDON OR PROXY MGR, 8050 SW 10TH ST SUITE 2000	PLANTATION, FL 33324	0.12%
AMERICAN ENTERPRISE (0756)	ATTN: PROXY MGR, 2178 AMERIPRISE FINANCIAL CENTER, ROUTING: S6/2178	MINNEAPOLIS, MN 55474	0.10%
BNY MELLON/ NEW ENGLAND (0954)	ATTN: BETH STIFFLER OR PROXY MGR, 525 WILLIAM PENN PLACE SUITE 300	PITTSBURGH, PA 15259	0.08%
UBS SECURITIES/SECURITIES LENDING (5284)	ATTN: JOSEPH SOMMA OR PROXY MGR, 677 WASHINGTON BLVD	STAMFORD, CT 06902	0.07%
PI FINANCIAL CORP./CDS** (5075)	ATTN: LAURA BLISS, 666 BURRARD ST., SUITE 1900	VANCOUVER, BC V6C 3N1, CANADA	0.07%
CREST INTL NOMINEES LIMITED (2012)	ATTN: NATHAN ASHWORTH OR PROXY MGR, 33 CANNON STREET	LONDON, UK UK EC4M 5SB, UNITED KINGDOM	0.07%
WEDBUSH MORGAN SECURITIES, INC. (0103)	ATTN: ALAN FERREIRA OR PROXY MGR, 1000 WILSHIRE BLVD	LOS ANGELES, CA 90017	0.06%
BB & T SECURITIES(0702)	ATTN: JESSE W SPROUSE OR PROXY DEPT. , 8006 DISCOVERY DRIVE, SUITE 200	RICHMOND , VA 23229	0.06%
WEDBUSH SECURITIES INC./P38200 SERIES (8199)	ATTN: ALAN FERREIRA, 1000 WILSHIRE BLVD., SUITE #850	LOS ANGELES , CA 90017	0.05%

QTRADE SECURITIES INC./CDS** (5009)	ATTN: JOSEPH CHAU OR PROXY MGR, SUITE 1920 ONE BENTALL CENTRE 505 BURRARD STREET	VANCOUVER, BC V7X 1M6, CANADA	0.04%
NOMURA SECURITIES (0180/7507)	ATTN: HERNAN SANCHEZ OR PROXY MGR, 309 WEST 49TH STREET, WORLDWIDE PLAZA 10TH FLOOR	NEW YORK, NY 10019	0.03%
DESJARDINS SECURITIES INC.** (5028)	ATTN: REORG DEPT-MTL-1060-1ER-E, 1060 ROBERT-BOURASSA BLVD, SUITE 101	MONTREAL, QC H3B 5L7, CANADA	0.03%
U.S. BANCORP INVESTMENTS, INC. (0280)	ATTN: KATHY DABRUZZI OR PROXY MGR, 60 LIVINGSTON AVE EP-MN-WN2H	ST. PAUL, MN 55107-1419	0.03%
COR LLC (0052)	ATTN: AMBRA MOORE OR PROXY MGR, 1200 LANDMARK CTR STE 800	OMAHA, NE 68102-1916	0.03%
FIDELITY CLEARING CANADA (5040)	ATTN: LINDA SARGEANT, BELL TRINITY SQUARE, SOUTH TOWER, 483 BAY STREET SUITE 200	TORONTO, ON M5G 2N7, CANADA	0.02%
BANK OF AMERICA, NA/GWI M (0955)	ATTN: SHARON BROWN OR PROXY MGR, 1201 MAIN STREET	DALLAS, TX 75202	0.02%
PENSCO TRUST COMPANY (5998)	ATTN: HOLLY NICKERSON , 560 MISSION STREET , SUITE 1300	SAN FRANCISCO, CA 94105	0.02%
BNY/WEALTH (8275)	ATTN: BETH COYLE OR PROXY MGR, TWO BNY MELLON CENTER, 525 WILLIAM PENN PL, STE 1215	PITTSBURGH, PA 15259	0.02%
SSB&T CO/CLIENT CUSTODY SERVICES (2678)	ATTN: MYRIAM PIERVIL OR PROXY MGR, 1776 HERITAGE DRIVE NORTH	QUINCY, MA 2171	0.02%
VISION FINANCIAL MARKETS LLC (0595)	ATTN: ANA MARTINEZ/MARVIN MONZON, 120 LONG RIDGE ROAD , 3 NORTH	STAMFORD, CT 06902	0.01%
STEPHENS INC. (0419)	ATTN: LINDA THOMPSON OR PROXY MGR, 111 CENTER STREET 4TH FLOOR	LITTLE ROCK, AR 72201-4402	0.01%
INSTINET, LLC (0067)	ATTN: LAUREN HAMMOND OR PROXY MGR, 875 THIRD AVENUE 18TH FLOOR	NEW YORK, NY 10022	0.01%
UMB BANK, NATIONAL ASSOCIATION (2450)	ATTN: KAREN BOUCHARD OR PROXY MGR, 928 GRAND BLVD MAILSTOP 1010404	KANSAS CITY, MO 64106	0.01%
UBS SECURITIES LLC (0642)	ATTN: GREG CONTALDI OR PROXY MGR, 1000 HARBOR BLVD, 5TH FLOOR	WEEHAWKEN, NJ 07086	0.01%
CREDENTIAL SECURITIES INC./CDS** (5083)	ATTN: PROXY MGR, 1111 WEST GEORGIA STREET, 800 SUITE	VANCOUVER, BC BC V6E, CANADA	0.01%
JANNEY MONTGOMERY SCOTT INC. (0374)	ATTN: BOB MARTIN OR PROXY MGR, 1801 MARKET STREET 9TH FLOOR	PHILADELPHIA , PA 19103-1675	0.01%
OPPENHEIMER & CO. INC. (0571)	ATTN: OSCAR NAZARIO OR PROXY MGR, 85 BROAD STREET, 4TH FL	NEW YORK, NY 10004	0.01%
U.S. BANK N.A. (2803)	ATTN: PAUL KUXHAUS OR PROXY MGR, 1555 N. RIVER CENTER DRIVE SUITE 302	MILWAUKEE, WI 53212	0.01%

FOLIO (FN) INVESTMENTS, INC. (0728)	ATTN: ASHLEY THEOBALD OR PROXY MGR, 8180 GREENSBORO DRIVE 8TH FLOOR	MCLEAN, VA 22102	0.01%
BNY CONVERGEX EXECUTION (0100)	ATTN: STEVE GRIFFITH OR PROXY MGR, 1633 BROADWAY 30TH FLOOR	NEW YORK, NY 10019	0.01%
MARSCO INVESTMENT CORPORATION (0287)	ATTN: KAREN JACOBSEN OR PROXY MGR, 101 EISENHOWER PARKWAY	ROSELAND, NJ 07068	>0.01%
INDUSTRIAL AND COMMERCIAL BANK OF CHINA FINANCIAL SERVICES, LLC/EQUITY CLEARANCE (0824)	ATTN: PROXY MGR, PARAMOUNT PLAZA, 1633 BROADWAY	NEW YORK, NY 10019	>0.01%
PRIMEVEST (0701)	ATTN: MARK SCHOUVILLER OR PROXY MGR, 400 1ST STREET SOUTH SUITE 300 ST.	CLOUD, MN 56301	>0.01%
CANACCORD FINANCIAL LTD.** (5046)	ATTN: AARON CAUGHLAN OR PROXY MGR, P.O. BOX 10337, PACIFIC CENTER 2200-609 GRANVILLE STREET	VANCOUVER, BC V7Y 1H2, CANADA	>0.01%
MIZUHO TRUST & BANKING CO. (2888)	ATTN: ROBERT KOWALEWSKI OR PROXY MGR, 666 FIFTH AVENUE	NEW YORK, NY 10103	>0.01%
STATE STREET (2399)	ATTN: MARIA SASINOSKI OR PROXY MGR, 525 WILLIAM PENN PLACE ROOM 0300	PITTSBURGH, PA 15259	>0.01%
FIFTH THIRD BANK, THE (2116)	ATTN: CARRIE POTTER OR PROXY MGR, 5001 KINGSLEY DRIVE MAIL DROP 1M0B2D	CINCINNATI, OH 45227	>0.01%
BAIRD & CO. INCORPORATED (0547)	ATTN: JANE ERBE OR PROXY MGR, 777 E. WISCONSIN AVENUE	MILWAUKEE, WI 53202	>0.01%
E- TRANSACTION CLEARING (0873)	ATTN: JANE BUHAIN OR PROXY MGR, 660 S. FIGUEROA STREET SUITE 1450	LOS ANGELES, CA 90017	>0.01%
BBS SECURITIES INC./CDS** (5085)	ATTN: DEBORAH CARLYLE, 4100 YONGE STREET, SUITE 504A	TORONTO, ON M2P 2G2, CANADA	>0.01%
D.A. DAVIDSON & CO. (0361)	ATTN: RITA LINSKEY OR PROXY MGR, 8 THIRD STREET NORTH P.O. BOX 5015	GREAT FALLS, MT 59403	>0.01%
STERNE, AGEE & LEACH, INC. (0750)	ATTN: WENDY FLETCHER OR PROXY MGR, 813 SHADES CREEK PARKWAY SUITE 100-B	BIRMINGHAM, AL 35209	>0.01%
DAVENPORT & COMPANY LLC (0715)	ATTN: KIM NIEDING OR PROXY MGR, 901 EAST CARY ST 11TH FLOOR	RICHMOND, VA 23219	>0.01%
KNIGHT CLEARING SERVICES LLC (0295)	ATTN: JANICA BRINK OR PROXY MGR, 545 WASHINGTON BLVD.	JERSEY CITY, NJ 07310	0.00%
SG AMERICAS SECURITIES, LLC (0286)	ATTN: CHARLES HUGHES OR PROXY MGR, 245 PARK AVE	NEW YORK, NY 10167	0.00%
FORTIS CLEARING AMERICAS LLC (0695)	ATTN: SUE NOWLICKI OR PROXY MGR, 175 W. JACKSON BLVD SUITE 400	CHICAGO, IL 60605	0.00%
CITADEL SECURITIES LLC (0395)	ATTN: MARCIA BANKS OR PROXY MGR, 131 SOUTH DEARBORN STREET	CHICAGO, IL 60603	0.00%
SEI PRIVATE TRUST COMPANY (2039/2663)	ATTN: MELVIN ALLISON OR PROXY MGR, ONE FREEDOM VALLEY DRIVE	OAKS, PA 19456	0.00%

BNP PARIBAS, NEW YORK BRANCH (2147)	ATTN: GENE BANFI OR AARON COLIE PROXY MGR, 525 WASHINGTON BLVD 9TH FLOOR	JERSEY CITY, NJ 07310	0.00%
DEUTSCHE BANK SECURITIES, INC. (0573)	ATTN: ASHLEY RICHEY OR PROXY MGR, 5022 GATE PARKWAY SUITE 100	JACKSONVILLE , FL 32256	0.00%
SCOTTRADE, INC. (0705)	ATTN: REORGANIZATION DEPARTMENT, 500 MARYVILLE UNIVERSITY DR.	ST. LOUIS, MO 63141	7.79%
NATIONAL FINANCIAL SERVICES LLC (0226)	ATTN: SEAN COLE OR PROXY MGR, 499 WASHINGTON BLVD.	JERSEY CITY, NJ 07310	7.53%
BARCLAYS CAPITAL INC. (5101)	ATTN: CORPORATE ACTIONS, 400 JEFFERSON PARK 4TH FLOOR	WHIPPANY, NJ 07981	7.18%
CITIGROUP GLOBAL MARKETS INC. (0418)	ATTN: ROSE MARIE YODICE OR PROXY MGR, 388 GREENWHICH STREET 11TH FLOOR	NEW YORK, NY 10013	6.91%

**Fill in this information to identify the case and this filing:**

Debtor Name Bonanza Creek Energy, Inc.  
 United States Bankruptcy Court for the District of Delaware  
 (State)  
 Case number (If known): \_\_\_\_\_

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors** **12/15**

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

**Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership, or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
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- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- Amended Schedule \_\_\_\_
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- Other document that requires a declaration List of Equity Security Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 01/04/2017  
 MM/DD/YYYY

X /s/ Richard Carty  
 Signature of individual on behalf of debtor

Richard Carty  
 Printed name

President and Chief Executive Officer  
 Position or relationship to debtor

**BONANZA CREEK ENERGY, INC.**  
**(a Delaware corporation)**

**CERTIFICATE OF RESOLUTION**

January 4, 2017

I, Cyrus Marter, General Counsel and Secretary of Bonanza Creek Energy, Inc., a Delaware corporation (the "Company"), do hereby certify as follows:

1. I am the duly elected and qualified General Counsel and Secretary of the Company, and as such am familiar with the facts herein certified and I am duly authorized to certify same on behalf of the Company.
2. Attached hereto is a true, complete and correct copy of the resolutions of the Board of Directors of the Company, duly adopted at a properly convened meeting of the Board of Directors on January 4, 2017, by unanimous vote of the directors there present, in accordance with the bylaws of the Company and in accordance with the requirements of applicable law.
3. Such resolutions have not been amended, modified, annulled, revoked or rescinded and are in full force and effect as of the date hereof. There exist no other subsequent resolutions of the Board of Directors of the Company relating to the matters set forth in the resolutions attached hereto.

[Signature Page Follows]



IN WITNESS WHEREOF, I have hereunto set my hand as of the date first written above.

/s/ Cyrus Marter  
Cyrus Marter  
General Counsel and Secretary

**Bonanza Creek Energy, Inc.**

**Resolutions of the Board of Directors**

January 4, 2017

Commencement of Chapter 11 Case

WHEREAS the Board reviewed and considered the materials presented by the Company's management team and its financial and legal advisors regarding the Company's liabilities and liquidity, the strategic alternatives available to it and the impact of the foregoing on the Company's businesses; and

WHEREAS the Board consulted with the Company's management team and its financial and legal advisors, and has fully considered each of the Company's strategic alternatives.

NOW, THEREFORE, BE IT RESOLVED that in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors, employees and other stakeholders that a petition be filed by the Company seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code");

RESOLVED that each of the Company's President, Chief Executive Officer, General Counsel, Secretary, Senior Vice Presidents and Vice Presidents (each, an "Authorized Officer") be, and each of them hereby is, authorized on behalf of the Company to execute and verify petitions under chapter 11 of the Bankruptcy Code and to cause such petitions to be filed in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"), each such petition to be filed at such time as the Authorized Officer executing the petition shall determine and to be in the form approved by the Authorized Officer executing such petition, such approval to be conclusively evidenced by the execution, verification and filing thereof;

Retention of Advisors

RESOLVED that the law firm of Davis Polk & Wardwell LLP be, and hereby is, retained as counsel to the Company in the Company's chapter 11 case, subject to the approval of the Bankruptcy Court;

RESOLVED that the law firm of Richards, Layton & Finger, P.A. be, and hereby is, retained as co-counsel to the Company in the Company's chapter 11 case, subject to the approval of the Bankruptcy Court;

RESOLVED that Perella Weinberg Partners LP be, and hereby is, retained as restructuring financial advisor for the Company in the Company's chapter 11 case, subject to the approval of the Bankruptcy Court;

RESOLVED that Alvarez & Marsal North America, LLC be, and hereby is, retained as financial advisor for the Company in the Company's chapter 11 case, subject to the approval of the Bankruptcy Court;

RESOLVED that Prime Clerk LLC be, and hereby is, retained as notice, claims and solicitation agent for the Company in the Company's chapter 11 case, subject to the approval of the Bankruptcy Court; and

RESOLVED that the Authorized Officers be, and each of them hereby is, authorized on behalf of the Company to execute and file in the Company's chapter 11 case all petitions, schedules, motions, lists, applications, pleadings and other papers, and, in connection therewith, to retain and obtain assistance from additional legal counsel, accountants, financial advisors and other professionals, and to take and perform any and all further acts and deeds that any such Authorized Officer deems necessary or desirable in connection with the Company's chapter 11 case; provided, however, that any such act or deed shall remain subject to further Board approval to the extent required under the Company's existing delegations of authority and/or corporate governance practices and procedures.

General Authorization and Ratification

RESOLVED that the Authorized Officers be, and each of them hereby is, authorized, directed and empowered, in the name and on behalf of the Company, to take, or cause to be taken, any and all further actions (including, without limitation, (i) execute, deliver, certify, file and/or record and perform any and all documents, agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities or certificates and (ii) pay fees and expenses in connection with the transactions contemplated by the foregoing resolutions) and to take any and all steps deemed by any such Authorized Officer to be necessary, advisable or desirable to carry out the purpose and intent of each of the foregoing resolutions, and all actions heretofore taken by any such Authorized Officer or the Board in furtherance thereof are hereby ratified, confirmed and approved in all respects;

RESOLVED that all acts, actions, and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved and ratified as the true acts and deeds of the Company with the same force and effect as if each such act, transaction, agreement, or certificate has been specifically authorized in advance by resolution of the Board;

RESOLVED that the omission from these resolutions of any agreement, document or other arrangement contemplated by any of the agreements, documents or instruments described in the foregoing resolutions or any action to be taken in accordance with any requirement of any of the agreements or instruments described in the foregoing resolutions shall in no manner derogate from the authority of the Authorized Officers to take all actions necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by, and the intent and purposes of, the foregoing resolutions.