Bonanza Creek Energy, Inc.
Form 424B5
July 17, 2014

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CALCULATION OF REGISTRATION FEE

	Maximum Aggregate Offering Price	Amount of Registration Fee[(1)(2)]
5.75% Senior Notes due 2023	$ 300,000,000	$ 38,640
Guarantees of Senior Notes		(3)

(1) Calculated in accordance with Rule 457(r) of the Securities Act of 1933, as amended (the "Securities Act").

(2) A registration fee of $136,400 has already been paid with respect to securities that were previously registered pursuant to a Registration Statement on Form S-3 (Registration No. 333-186019) originally filed by Bonanza Creek Energy, Inc. on January 15, 2013, a portion of which was not sold thereunder. The aggregate total dollar amount of the filing fee associated with such unsold securities is $84,090. Pursuant to Rule 457(p), the registrant is offsetting such amount that has already been paid against the entire $38,640 registration fee relating to the securities offered by this prospectus supplement.

(3) In accordance with Rule 457(n) of the Securities Act, no separate fee is payable with respect to guarantees of the senior notes being registered.

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Filed pursuant to Rule 424(b)(5)
Registration Nos. 333-197413,
333-197413-01,
333-197413-02,
333-197413-03,
333-197413-04, and
333-197413-05

PROSPECTUS SUPPLEMENT
(to Prospectus dated July 15, 2014)

Bonanza Creek Energy, Inc.

$300,000,000

5.75% Senior Notes due 2023

Bonanza Creek Energy, Inc. is offering $300,000,000 aggregate principal amount of 5.75% Senior Notes due 2023. Interest is payable on February 1 and August 1 of each year, beginning on February 1, 2015. The notes will mature on February 1, 2023.

The notes will be fully and unconditionally guaranteed on a senior unsecured basis by our existing and future domestic subsidiaries that incur or guarantee certain indebtedness, including indebtedness under our revolving credit facility (the "subsidiary guarantors"). The notes and the guarantees will rank equally in right of payment with our and the subsidiary guarantors' existing and future senior indebtedness, will be effectively junior to all of our and the subsidiary guarantors' existing and future secured indebtedness (to the extent of the value of the assets securing such indebtedness), including indebtedness under our revolving credit facility, will be structurally junior to the debt and other liabilities of any non-guarantor subsidiaries, and will rank senior in right of payment to all of our and the subsidiary guarantors' future subordinated debt.

We may redeem the notes at any time on or after August 1, 2018 at the redemption prices set forth in this prospectus supplement, together with accrued and unpaid interest, if any, to the date of redemption, and we may redeem the notes prior to August 1, 2018 at the "make-whole" redemption prices described in this prospectus supplement, together with accrued and unpaid interest, if any, to the date of redemption. In addition, we may redeem up to 35% of the notes until August 1, 2017 with an amount of cash equal to the proceeds of certain equity offerings at the redemption price set forth in this prospectus supplement. If we experience specific kinds of changes of control, we must offer to purchase the notes at 101% of the principal amount of the notes, plus accrued and unpaid interest. In some cases we may be required to use proceeds of asset sales to offer to purchase the notes with the net proceeds of the sale at 100% of the principal amount of the notes, plus accrued and unpaid interest.

The notes offered hereby will be issued only in registered form in denominations of $2,000 and integral multiples of $1,000 thereafter.

Investing in the notes involves risks. See "Risk Factors" beginning on page S-19 of this prospectus supplement.

	Per Note	Total
Initial price to public	100.0000%	$ 300,000,000
Underwriting discounts and commissions[(1)]	1.9667%	$ 5,900,100
Proceeds, before expenses, to Bonanza Creek Energy, Inc.	98.0333%	$ 294,099,900

(1) See "Underwriting; Conflicts of Interest" for additional information regarding underwriting compensation.

None of the Securities and Exchange Commission, any state securities commission, or any other regulatory body has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary

is a criminal offense.

We expect delivery of the notes will be made to investors in book-entry form through The Depository Trust Company on or about July 18, 2014.

Joint Book-Running Managers

RBC CAPITAL MARKETS
WELLS FARGO SECURITIES
J.P. MORGAN
KEYBANC CAPITAL MARKETS
BMO CAPITAL MARKETS

Co-Managers

BBVA **IBERIA CAPITAL PARTNERS L.L.C.** **SCOTIABANK** **SOCIETE GENERALE**

CAPITAL ONE SECURITIES **GLOBAL HUNTER SECURITIES** **MUFG**
STERNE AGEE **SUNTRUST ROBINSON HUMPHREY** **US BANCORP**

The date of this prospectus supplement is July 15, 2014.

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of this offering. The second part, the accompanying prospectus, gives more general information, some of which may not apply to this offering.

If the description of this offering varies between this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement.

We have not, and the underwriters have not, authorized anyone to provide any information other than that contained or incorporated by reference in this prospectus supplement and the accompanying prospectus or in any free writing prospectus that we may provide to you. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you.

We are not, and the underwriters are not, making an offer of these securities in any jurisdiction where the offer is not permitted.

You should not assume that the information contained in or incorporated by reference in this prospectus supplement or the accompanying prospectus is accurate as of any date other than the dates of this prospectus supplement or the accompanying prospectus or that any information we have incorporated by reference is accurate as of any date other than the date of the document incorporated by reference. Our business, financial condition, results of operations and prospects may have changed since those dates. It is important that you read and consider all of the information in this prospectus supplement and the information contained in the accompanying prospectus and any other document incorporated by reference in making your investment decision.

The terms "we," "us," "our," "our company," "the Company" and "Bonanza Creek" refer to Bonanza Creek Energy, Inc. and its subsidiaries, unless the context otherwise requires or where otherwise indicated.

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

The information in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference hereto and thereto contains various statements, including those that express belief, expectation or intention, as well as those that are not statements of historic fact, that are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"). When used in this prospectus supplement and the accompanying prospectus, the words "could," "believe," "anticipate," "intend," "estimate," "expect," "may," "continue," "predict," "potential," "project," "plan," "will," and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain such identifying words.

Forward-looking statements include statements related to, among other things:

- reserves estimates;
- estimated production for 2014;
- amount and allocation of forecasted capital expenditures and plans for funding capital expenditures and operating expenses;
- ability to modify future capital expenditures;
- the Wattenberg Field being the most prospective area of the Niobrara formation;
- compliance with debt covenants;
- ability to satisfy obligations related to ongoing operations;
- compliance with government regulations;
- adequacy of gathering systems and impact from the lack of available gathering systems and processing facilities in certain areas;
- natural gas, oil and NGL prices and factors affecting the volatility of such prices;
- impact of lower commodity prices;
- the ability to use derivative instruments to manage commodity price risk;
- plans to drill or participate in wells including the intent to focus in specific areas or formations;
- loss of any purchaser of our products;

our estimated revenues and losses;

the timing and success of specific projects;

intentions with respect to acquisitions and divestitures;

intentions with respect to working interest percentages;

management and technical team;

outcomes and effects of litigation, claims and disputes;

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- our business strategy;
- our ability to replace oil and natural gas reserves;
- impact of recently issued accounting pronouncements;
- our financial position;
- our cash flow and liquidity; and
- other statements concerning our operations, economic performance and financial condition.

We have based these forward-looking statements on certain assumptions and analyses we have made in light of our experience and our perception of historical trends, current conditions and expected future developments as well as other factors we believe are appropriate under the circumstances. They can be affected by inaccurate assumptions or by known or unknown risks and uncertainties. Many such factors will be important in determining actual future results. The actual results or developments anticipated by these forward-looking statements are subject to a number of risks and uncertainties, many of which are beyond our control, and may not be realized or, even if substantially realized, may not have the expected consequences. Actual results could differ materially from those expressed or implied in the forward-looking statements.

Factors that could cause actual results to differ materially include, but are not limited to, the following:

- the risk factors discussed in this prospectus supplement and the accompanying prospectus and the risk factors discussed in the documents incorporated by reference herein and therein;
- declines or volatility in the prices we receive for our oil, liquids and natural gas;
- general economic conditions, whether internationally, nationally or in the regional and local market areas in which we do business;
- ability of our customers to meet their obligations to us;
- our ability to generate sufficient cash flow from operations, borrowings or other sources to enable us to fully develop our undeveloped acreage positions;
- the presence or recoverability of estimated oil and natural gas reserves and the actual future production rates and associated costs;
- uncertainties associated with estimates of proved oil and gas reserves and, in particular, probable and possible resources;
- the possibility that the industry may be subject to future local, state, and federal regulatory or legislative actions (including additional taxes and changes in environmental regulation);

environmental risks;

seasonal weather conditions and lease stipulations;

drilling and operating risks, including the risks associated with the employment of horizontal drilling techniques;

ability to acquire adequate supplies of water for drilling and completion operations;

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- availability of oilfield equipment, services and personnel;
- exploration and development risks;
- competition in the oil and natural gas industry;
- management's ability to execute our plans to meet our goals;
- risks related to our derivative instruments;
- our ability to attract and retain key members of our senior management and key technical employees;
- ability to maintain effective internal controls;
- access to adequate gathering systems and pipeline take-away capacity to provide adequate infrastructure for the products of our drilling program;
- our ability to secure firm transportation for oil and natural gas we produce and to sell the oil and natural gas at market prices;
- costs and other risks associated with perfecting title for mineral rights in some of our properties;
- continued hostilities in the Middle East and other sustained military campaigns or acts of terrorism or sabotage; and
- other economic, competitive, governmental, legislative, regulatory, geopolitical and technological factors that may negatively impact our businesses, operations or pricing.

All forward-looking statements speak only as of the date of the document in which they are made. We disclaim any obligation to update or revise these statements unless required by law, and you should not place undue reliance on these forward-looking statements. Although we believe that our plans, intentions and expectations reflected in or suggested by the forward-looking statements we make in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference hereto and thereto are reasonable, we can give no assurance that these plans, intentions or expectations will be achieved. We disclose important factors that could cause our actual results to differ materially from our expectations under "Risk Factors" and elsewhere in this prospectus supplement and in the section entitled "Risk Factors" included in our Annual Report on Form 10-K for the year ended December 31, 2013 and any subsequently filed reports, which are incorporated by reference in this prospectus supplement and the accompanying prospectus. These cautionary statements qualify all forward-looking statements attributable to us or persons acting on our behalf.

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SUMMARY

This summary highlights some of the information contained elsewhere in this prospectus supplement or the accompanying prospectus, or that is incorporated by reference herein or therein and does not contain all of the information that may be important to you. You should read this entire prospectus supplement, the accompanying prospectus and the information incorporated by reference herein and therein before making an investment decision. You should carefully consider the information set forth under "Risk Factors" in this prospectus supplement as well as those risks described in our Annual Report on Form 10-K for the year ended December 31, 2013 and any subsequently filed reports, which are incorporated by reference in this prospectus supplement and the accompanying prospectus. In addition, certain statements include forward-looking information that involve risks and uncertainties. See "Cautionary Statement Regarding Forward-Looking Statements." We have provided definitions for certain oil and natural gas terms used in this prospectus supplement in the "Glossary of Oil and Natural Gas Terms."

Bonanza Creek Energy, Inc.

Overview

Bonanza Creek is an independent energy company engaged in the acquisition, exploration, development and production of onshore oil and associated liquids-rich natural gas in the United States. Our oil and liquids-weighted assets are concentrated primarily in the Wattenberg Field in Colorado, which we have designated the Rocky Mountain region, and the Dorcheat Macedonia Field in Southern Arkansas, which we have designated the Mid-Continent region. In addition, we own and operate oil-producing assets in the North Park Basin in Colorado and the McKamie Patton Field in Southern Arkansas. Our management team has extensive experience acquiring and operating oil and gas properties and significant expertise in horizontal drilling and fracture stimulation, which we believe will contribute to the development of our sizable inventory of projects. As of December 31, 2013, we operated approximately 99% of our proved reserves with an average working interest of approximately 89%, providing us with significant control over the rate of development of our asset base.

We are currently focused on the horizontal development of the significant resource potential from the Niobrara and Codell formations in the Wattenberg Field, expecting to invest approximately 87% of our 2014 capital budget in this project. The remaining 13% of our 2014 budget is allocated primarily to the vertical development of the Dorcheat Macedonia and McKamie Patton Fields in Southern Arkansas, targeting oil-rich Cotton Valley sands.

We believe the location, size and concentration of our acreage in our core project areas provide an opportunity to significantly increase production, lower costs and further delineate our resource potential. In 2013, we successfully drilled 134 and completed 121 productive operated wells and participated in drilling 12 and completing 4 productive non-operated wells. The resulting production rates achieved from continuing operations by this program increased sales volumes by 72% over the previous year to 16,172 Boe/d of which 72% was crude oil and natural gas liquids ("NGL"). In 2013, the Rocky Mountain region contributed 66% and the Mid-Continent region contributed 34% to total production. Our average net daily production rate during March 2014 was 22,003 Boe/d, which represents a 79% increase over March 2013.

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On July 8, 2014, we acquired certain assets located in the Wattenberg Field, which we refer to as the "Wattenberg Field Acquisition," that included approximately 700 Boe/d of net production, of which 85% is oil, and 86,000 gross (34,000 net) acres. Total consideration paid consisted of $174.2 million in cash and 853,492 shares of Bonanza Creek common stock. The effective date of the acquisition was June 1, 2014. See " Recent Developments Wattenberg Field Acquisition" below.

In the second quarter of 2012, we began the divestiture process of our non-core properties in California. The California properties were treated as assets held for sale, and production, revenue and expenses associated with these properties were removed from continuing operations and reported as discontinued operations. Those results are included in the following discussions unless otherwise noted. During 2012, we sold the majority of these properties for aggregate consideration of approximately $9.3 million, with one property remaining to be sold as of December 31, 2013. As of March 31, 2014, our remaining California property was sold for $6.0 million. Netherland, Sewell & Associates, Inc., our independent reserve engineers, estimated our net proved reserves, including our remaining California property, as of December 31, 2013, to be as follows:

Estimated Proved Reserves	**Crude Oil (MBbls)**	**Natural Gas (MMcf)**	**Natural Gas Liquids (MBbls)**	**Total Proved (MBoe)**
Developed				
Rocky Mountain	13,660	38,017		19,996
Mid-Continent	6,982	21,233	1,619	12,140
California(3)	12			12
	20,654	59,250	1,619	32,148
Undeveloped				
Rocky Mountain	18,461	63,229		28,999
Mid-Continent	4,431	17,135	1,317	8,604
California(3)				
	22,892	80,364	1,317	37,603
Total Proved	43,546	139,614	2,936	69,751

	Estimated Proved Reserves at December 31, 2013(1)				**Production for the Three Months Ended March 31, 2014**		
	Total Proved (MBoe)	**% of Total**	**% Proved Developed**	**PV-10 ($ in millions)(2)**	**Average Net Daily Production (Boe/d)**	**% of Total**	**Estimated 2014 Capital Expenditures ($ in millions)**
Rocky Mountain	48,995	70%	41%	$ 908.9	14,099	72%	$500 - 540
Mid-Continent	20,744	30%	59%	318.1	5,602	28%	75 - 85
California(3)	12	0%	100%	0.2	40	0%	