

Affidavit of Compliance

AFFIDAVIT OF David Hennig

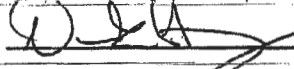
Name: David Hennig

Occupation: Manager of Inland Geoservices LLC

I, David Hennig, affirm:

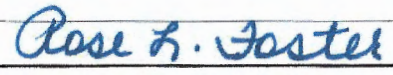
1. That I am the manager of Inland Geoservices LLC, with offices located in Brazoria County, Texas.
2. That Inland Geoservices LLC was hired to obtain seismic permits in Williams County ND for the Springbrook 3D project.
3. That Inland Geoservices LLC has satisfied and sent the required notifications set forth in NDCC 38-11.1-04.1.

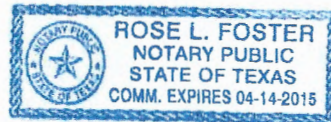
I AFFIRM THAT THE ABOVE AND FOREGOING REPRESENTATIONS ARE TRUE AND CORRECT TO THE BEST OF MY INFORMATION, KNOWLEDGE, AND BELIEF.

<u>10/21/2013</u>	<u></u>
Date	David Hennig

STATE OF TEXAS
COUNTY OF BRAZORIA

I, the undersigned Notary Public, do hereby affirm that David Hennig personally appeared before me on the 21st day of October 2013, and signed the above Affidavit as his free and voluntary act and deed.

	<u></u>
	Notary Public





970231 September 4, 2013

NOTICE OF OPERATIONS

Oil and Gas Exploration- Seismic Survey

**STATE OF NORTH DAKOTA
STATE CAPITOL BUILDING
BISMARCK ND 58505**



Hess Corporation (Hess), pursuant to the North Dakota Century Code (NDCC) 38-11.1-04.1, would like to take this opportunity to notify you that we will be conducting Oil and Gas operations within a distance of one-half (1/2) mile of your property. This operation will consist of a geophysical survey utilizing reflective seismology to image the subsurface features within the Springbrook 3D survey boundary (see attached map and exhibits).

- A. Hess Corporation designee for contact and communications concerning the operations:
 - a. Project/Operation: Springbrook 3D
 - b. Contact Name: Mike Gray
 - c. Mailing Address: 122 West Way, Suite 400, Lake Jackson, Texas 77566
 - d. Phone: (607)738-4236

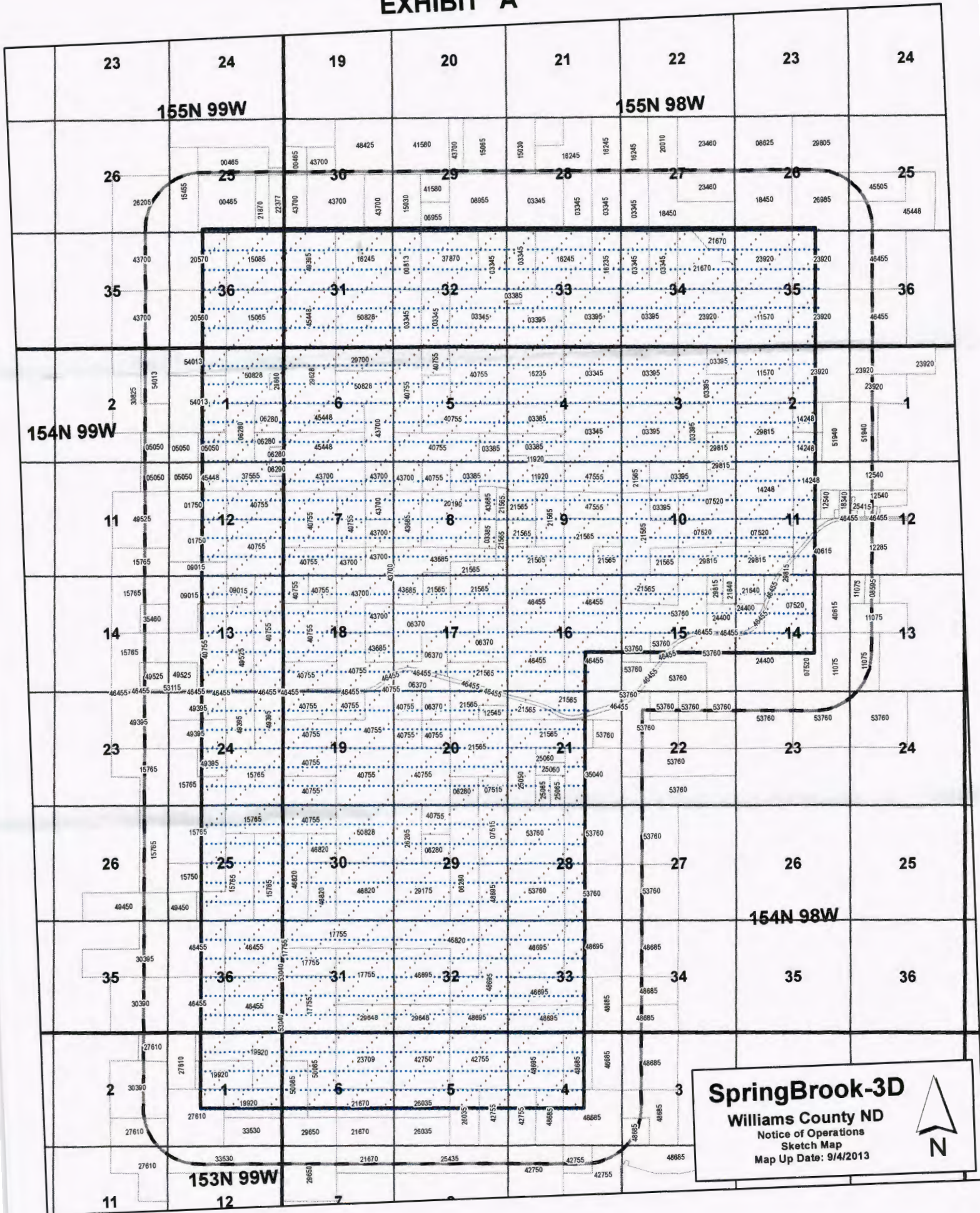
- B. If your property is within the survey boundary you may have already been contacted by our permit representative to discuss the operation and any accommodations we can make to minimize any inconvenience to your activities on the property. If you have not signed a permit or met with our permit representative please feel free to contact them using the contact information above in part 'A' so that we can discuss and consider any accommodations that will help with coordinating between our activities and your own. If your property is outside of the project boundary but within a one-half mile distance from the boundary we will be visiting the property to gather the GPS location of your water well or water supply.

- C. A sketch of the approximate design of the operations is attached and made part of this notification.

Thank you for your cooperation.

Mike Gray
Seismic Representative/Designee
(607)738-4236

EXHIBIT "A"



**OIL AND GAS PRODUCTION DAMAGE COMPENSATION
CHAPTER 38-11.1**

38-11.1-01. LEGISLATIVE FINDINGS. The legislative assembly finds the following:

1. It is necessary to exercise the police power of the state to protect the public welfare of North Dakota which is largely dependent on agriculture and to protect the economic well-being of individuals engaged in agricultural production.
2. Exploration for and development of oil and gas reserves in this state interferes with the use, agricultural or otherwise, of the surface of certain land.
3. Owners of the surface estate and other persons should be justly compensated for injury to their persons or property and interference with the use of their property occasioned by oil and gas development.

Source: N.D. Century Code.

38-11.1-02. PURPOSE AND INTERPRETATION. It is the purpose of this chapter to provide the maximum amount of constitutionally permissible protection to surface owners and other persons from the undesirable effects of development of minerals. This chapter is to be interpreted in light of the legislative intent expressed herein. Sections 38-11.1-04 and 38-11.1-04.1 must be interpreted to benefit surface owners, regardless of whether the mineral estate was separated from the surface estate and regardless of who executed the document which gave the mineral developer the right to conduct drilling operations on the land. Sections 38-11.1-06 through 38-11.1-10 must be interpreted to benefit all persons.

Source: N.D. Century Code.

38-11.1-03. DEFINITIONS. In this chapter, unless the context or subject matter otherwise requires:

1. "Agricultural production" means the production of any growing grass or crop attached to the surface of the land, whether or not the grass or crop is to be sold commercially, and the production of any farm animals, including farmed elk, whether or not the animals are to be sold commercially.
2. "Drilling operations" means the drilling of an oil and gas well and the production and completion operations ensuing from the drilling which require entry upon the surface estate and which were commenced after June 30, 1979, and oil and gas geophysical and seismograph exploration activities commenced after June 30, 1983.
3. "Mineral developer" means the person who acquires the mineral estate or lease for the purpose of extracting or using the minerals for nonagricultural purposes.
4. "Mineral estate" means an estate in or ownership of all or part of the minerals underlying a specified tract of land.

5. "Minerals" means oil and gas.
6. "Surface estate" means an estate in or ownership of the surface of a particular tract of land.
7. "Surface owner" means any person who holds record title to the surface of the land as an owner.

Source: N.D. Century Code.

38-11.1-03.1. INSPECTION OF WELL SITE. Upon request of the surface owner or adjacent landowner, the state department of health shall inspect and monitor the well site on the surface owner's land for the presence of hydrogen sulfide. If the presence of hydrogen sulfide is indicated, the state department of health shall issue appropriate orders under chapter 23-25 to protect the health and safety of the surface owner's health, welfare, and property.

Source: N.D. Century Code.

38-11.1-04. DAMAGE AND DISRUPTION PAYMENTS. The mineral developer shall pay the surface owner a sum of money equal to the amount of damages sustained by the surface owner and the surface owner's tenant, if any, for lost land value, lost use of and access to the surface owner's land, and lost value of improvements caused by drilling operations. The amount of damages may be determined by any formula mutually agreeable between the surface owner and the mineral developer. When determining damage and disruption payments, consideration must be given to the period of time during which the loss occurs and the surface owner must be compensated for harm caused by exploration only by a single sum payment. The payments contemplated by this section only cover land directly affected by drilling operations. Payments under this section are intended to compensate the surface owner for damage and disruption; any reservation or assignment of such compensation apart from the surface estate except to a tenant of the surface estate is prohibited. In the absence of an agreement between the surface owner and a tenant as to the division of compensation payable under this section, the tenant is entitled to recover from the surface owner that portion of the compensation attributable to the tenant's share of the damages sustained.

Source: N.D. Century Code.

38-11.1-04.1. NOTICE OF OPERATIONS.

1. Before the initial entry upon the land for activities that do not disturb the surface, including inspections, staking, surveys, measurements, and general evaluation of proposed routes and sites for oil and gas drilling operations, the mineral developer shall provide at least seven days' notice by registered mail or hand delivery to the surface owner unless waived by mutual agreement of both parties. The notice must include:



GEOPHYSICAL EXPLORATION COMPLETION REPORT - FORM GE 6A

INDUSTRIAL COMMISSION OF NORTH DAKOTA
OIL AND GAS DIVISION
600 EAST BOULEVARD DEPT 405
BISMARCK, ND 58505-0840
SFN 51456 (03-2011)

Permit No. 97-0237	
Shot Hole Operations	*Non-Explosive Operations XX

SECTION 1

Geophysical Contractor Geokinetics USA Inc.	
Project Name and Number Springbrook 3-D 100818	County(s) Williams
Township(s) 153,154,155	Range(s) 98,99
Drilling and Plugging Contractors N/A	
Date Commenced October 10, 2013	Date Completed November 3, 2013

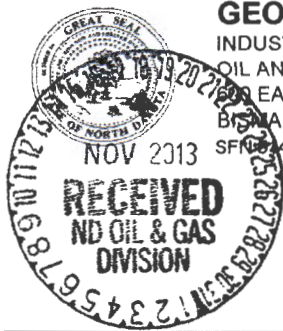
SECTION 2

First S.P. #	Last S.P. #											
Loaded Holes (Undetonated Shot Points)												
S.P.#s												
Charge Size												
Depth												
Reasons Holes Were Not Shot												

SECTION 3

Flowing Holes and/or Blowouts S.P.#s
Procedure for Plugging Flowing Holes and/or Blowouts
Include a 7.5 minute USGS topographic quadrangle map or a computer generated post-plot facsimile of the approximate scale displaying each individual shot hole, SP #, line #, and legal location.

*Non-Explosive Operations - Complete Section 1 and Affidavit (Form GE 6B).



GEOPHYSICAL EXPLORATION AFFIDAVIT OF COMPLETION REPORT - FORM GE 6B
INDUSTRIAL COMMISSION OF NORTH DAKOTA
OIL AND GAS DIVISION
1200 EAST BOULEVARD DEPT 405
BISMARCK, ND 58505-0840
SF 03-1456 (03-2011)

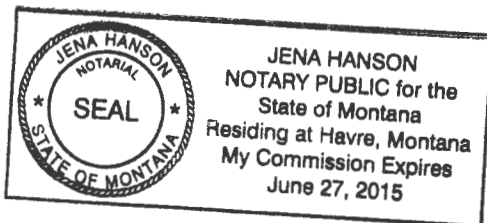
PERMIT NAME (Required): Springbrook 3-D
PERMIT NUMBER: 97-0237

AFFIDAVIT OF COMPLETION (GEOPHYSICAL CONTRACTOR)

STATE OF Montana)
COUNTY OF Hill)

Before me, Jena Hanson, a Notary Public in and for the said
County and State, this day personally appeared Rick Scheetz
who being first duly sworn, deposes and says that (s)he is employed by

Geokinetics USA Inc., that (s)he has read North Dakota
Century Code Section 38-08.1, that the foregoing seismic project has been completed in
accordance with North Dakota Administrative Code Rule 43-02-12 and that the statements on
the reverse side of this document are true.



[Signature]
Geophysical Contractor Representative

Subscribed in my presence and sworn before me this 15th day of November, 2013.

Notary Public Jena Hanson

My Commission Expires 6-27-15



Affidavit of Compliance

AFFIDAVIT OF David Hennig

Name: David Hennig

Occupation: Manager of Inland Geoservices LLC

I, David Hennig, affirm:

1. That I am the manager of Inland Geoservices LLC, with offices located in Brazoria County, Texas.
2. That Inland Geoservices LLC was hired to obtain seismic permits in Slope County ND for the ND22 3D project.
3. That Inland Geoservices LLC has satisfied and sent the required notifications set forth in NDCC 38-11.1-04.1.

I AFFIRM THAT THE ABOVE AND FOREGOING REPRESENTATIONS ARE TRUE AND CORRECT TO THE BEST OF MY INFORMATION, KNOWLEDGE, AND BELIEF.

<u>10/21/2013</u>	<u>[Signature]</u>
Date	David Hennig

STATE OF TEXAS
COUNTY OF BRAZORIA

I, the undersigned Notary Public, do hereby affirm that David Hennig personally appeared before me on the 21st day of October 2013, and signed the above Affidavit as his free and voluntary act and deed.

	<u>Rose L. Foster</u>
	Notary Public





OIL AND GAS DIVISION
600 EAST BOULEVARD DEPT 405
BISMARCK, ND 58505-0840
SFN 51459 (03-2011)



1) a. Company Geokinetics		Address 1500 CityWest Blvd. Suite 800. Houston TX 77042			
Contact Rick Scheetz		Telephone 281-848-6800		Fax 713-706-3749	
Surety Company U.S. Specialty Insurance Company		Bond Amount \$50,000.00		Bond Number B004059	
2) a. Subcontractor(s) Erickson Contract Survey		Address 333 10th Ave SE. Sydney MT 59270		Telephone 406-482-6606	
b. Subcontractor(s)		Address		Telephone	
3) Party Manager Rick Scheetz		Address (local)		Telephone (local) 281-620-7041	
4) Project Name or Line Numbers Springbrook 3D					
5) Exploration Method (Shot Hole, Non-Explosive, 2D, 3D, Other) Vibroseis					
6) Distance Restrictions (Must check all that apply) <input checked="" type="checkbox"/> 300 feet - NonExplosive - Distance setbacks apply to water wells, buildings, underground cisterns, pipelines, and flowing springs. <input type="checkbox"/> 660 feet - Shot Hole - Distance setbacks apply to water wells, buildings, underground cisterns, pipelines, and flowing springs.					
7) Size of Hole 3-D NA		Amt of Charge NA	Depth NA	Source points per sq. mi. 71.4	No. of sq. mi. 38
Size of Hole 2-D NA		Amt of Charge NA	Depth NA	Source points per ln. mi. NA	No. of ln. mi. 137.7
8) Approximate Start Date September 16, 2013				Approximate Completion Date November 1, 2013	

THE COMMISSION MUST BE NOTIFIED AT LEAST 24 HOURS IN ADVANCE OF COMMENCEMENT OF GEOPHYSICAL OPERATIONS

9) Location of Proposed Project - County Williams County			
Section(s), Township(s) & Range(s)	Section See Attachment	T.	R.
	Section	T.	R.
	Section	T.	R.
	Section	T.	R.
	Section	T.	R.
	Section	T.	R.

I hereby swear or affirm that the information provided is true, complete and correct as determined from all available records.

Date

Signature

Printed Name

Mike Gray

Title

Permit Coordinator

Email Address(es)

mgray@inlandgeoservices.com

Permit Conditions

* Permit in hand required at pre-program meeting with field inspector and be aware of all NDIC Rules and Regulations (i.e. distance restrictions).

* See attached letter.

(This space for State office use)

Permit No.

270237

Approval Date

9/13/13

Approved by

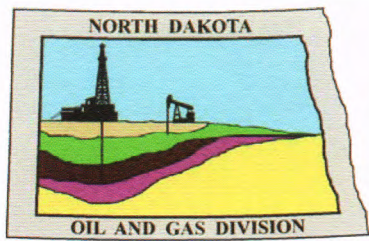
Title

Mineral Resources Permit Manager

SPRINGBROOK 3D -
WILLIAMS COUNTY, ND

Section	Township	Range
04	153	98
05	153	98
06	153	98
01	153	99
02	154	98
03	154	98
04	154	98
05	154	98
06	154	98
07	154	98
08	154	98
09	154	98
10	154	98
11	154	98
14	154	98
15	154	98
16	154	98
17	154	98
18	154	98
19	154	98
20	154	98
21	154	98
28	154	98
29	154	98
30	154	98
31	154	98
32	154	98
33	154	98
01	154	99
12	154	99
13	154	99
24	154	99
25	154	99
36	154	99
26	155	98
27	155	98
28	155	98
29	155	98
30	155	98
31	155	98

32	155	98
33	155	98
34	155	98
35	155	98
36	155	99
25	155	99



Oil and Gas Division

Lynn D. Helms - Director

Bruce E. Hicks - Assistant Director

Department of Mineral Resources

Lynn D. Helms - Director

North Dakota Industrial Commission

www.dmr.nd.gov/oilgas

SEPTEMBER 13, 2013

MR. RICK SCHEETZ
GEOKINETICS INC.
1500 CITYWEST BLVD.
SUITE 800
MIDLAND, TX 77042

RE: SPRINGBROOK 3-D
GEOPHYSICAL EXPLORATION PERMIT # 97-0237
WILLIAMS COUNTY
NON-EXPLOSIVE METHOD

DEAR MR. SCHEETZ:

Please be advised that we are in receipt of your Geophysical Exploration permit application and it is conditionally approved; effective for one year from SEPTEMBER 13, 2013. **PURSUANT TO NDAC 43-02-12-05 (DISTANCE RESTRICTION) non-explosive exploration method may not be conducted not less than 300 feet from a water well, building, underground cistern, pipelines, and flowing spring. In addition, pursuant to NDAC 43-02-12-06 (NOTIFICATION OF WORK PERFORMED), "The director is authorized to suspend operations of the entire geophysical project, or any portion thereof, if further activity will cause excessive damage to the surface of the land".**

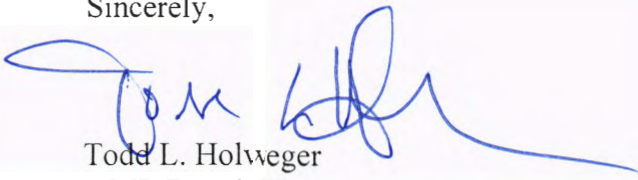
Review the following conditions for your permit:

1. A pre-program meeting with state seismic inspector Tom Torstenson is required. You must contact him at 701-290-1546 (cell) or 701-227-7436 at least 24 hours prior to any exploration operations. Also, a copy of the entire permit is required for all contractors at the pre-program meeting.
2. All variances for distance restrictions are to be furnished, and a pre-plot map displaying any source points that do not comply with the distance restriction rule must be supplied to the inspector.
3. The following information must be submitted within 30 days of the completion of the project by the Geophysical Company:
 - a. Completion Report,
 - b. Completion Affidavit,

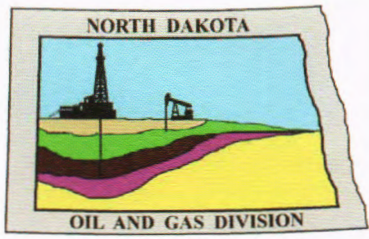
- c. Post Plot Map. It must show all water wells, buildings, underground cisterns, pipelines, and flowing springs that fall within the program area and within one half mile of the perimeter of the program.
 - d. SD card or email: ttorstenson@nd.gov with all source and receiver points,
 - e. Letter stating that the Geophysical Company has given all surface owner's a copy of the Section and Chapter of the NDCC as stated in paragraph 5.
- 4. The following information must be submitted within 30 days of the completion of the project by the SUBCONTRACTOR(s) (when applicable):
 - a. Plugging Report
 - b. Plugging Affidavit
- 5. It is required that within seven days of initial contact between the permitting agent and the operator of the land, the permitting agent shall provide the operator of the land and each landowner owning land within one-half mile of the land on which geophysical exploration activities are to be conducted a written copy of NDCC Section 38-08.1-04.1 (Exploration Permit) and NDCC Chapter 38-11.1 (Oil and Gas Production Damage Compensation). The permitting agent shall file an affidavit with this office confirming compliance with such notification. For your convenience, a copy of both Sections are enclosed.
- 6. The permit agent shall notify the operator of the land at least seven days before commencement of any geophysical exploration activity, unless waived by mutual agreement of both parties. The notice must include the approximate time schedule and the location of the planned activity.
- 7. Information regarding the location of water wells, springs, etc.; refer to the following ND State Water Commission Mapservice website, at: <http://mapservice.swc.state.nd.us/>
- 8. The entire permit can be viewed, as well as the status of various seismic projects in the state, at: <https://www.dmr.nd.gov/oilgas/seismic/seismicstats.asp>

Should you have any questions regarding this matter, feel free to contact me at 701-328-8020, or Tom Torstenson at the number listed in paragraph 1.

Sincerely,



Todd L. Holweger
DMR Permit Manager



Oil and Gas Division

Lynn D. Helms - Director

Bruce E. Hicks - Assistant Director

Department of Mineral Resources

Lynn D. Helms - Director

North Dakota Industrial Commission

www.dmr.nd.gov/oilgas

SEPTEMBER 13, 2013

The Honorable Beth Innis
Williams County Auditor
P.O. Box 2047
Williston, ND 58802-2047

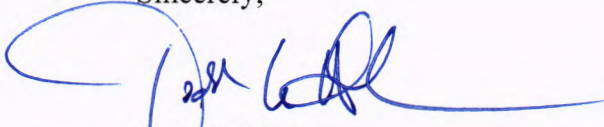
RE: Geophysical Exploration
Permit #97-0237

Dear Ms. Innis:

Pursuant to Section 38-08.1-04.2 of the North Dakota Century Code, please be advised that GEOKINETICS USA, INC. was issued the above captioned permit on SEPTEMBER 13, 2013 and will remain in effect for a period of one year. The entire permit can be viewed on our website at:
<https://www.dmr.nd.gov/oilgas/seismic/seismicstats.asp>

Should you have any questions, please contact our office.

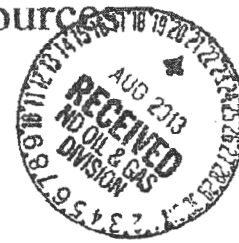
Sincerely,



Todd L. Holweger
DMR Permit manager



North Dakota Industrial Commission
Department of Mineral Resources
Oil & Gas Division



FORM GE 1

FILING AUTHORIZATION

COMPANY NAME: Geokinetics

ADDRESS: 1500 CityWest Blvd. Suite 800

CITY: Houston STATE: TX ZIP: 77042

This form authorizes the person(s) listed below to submit a NDIC Geophysical Exploration Permit – Form GE 1 for approval on behalf of the designated company as listed above.

A new authorization will be required if any changes are to be made to the authorized individuals on the form.

The data submitted from the authorized individuals listed below have been checked and conform to the standards and procedures set forth by the NDIC Department of Mineral Resources.

The authorized individual(s) will ensure that the company, as listed above, and party manager receive a copy of the approved Form GE 1

Authorized Individuals

Mike Gray

E-Mail Address

Phone Number

~~mgray@inlandgeoservices.com~~ 607-738-4236
mgray@inlandgeoservices.com

Company Authorized Signature: [Signature] Date: 8-20-13

Printed Name: Mike Gray Title: Permit Coordinator

Phone: 607-738-4236 Email Address: mgray@inlandgeoservices.com

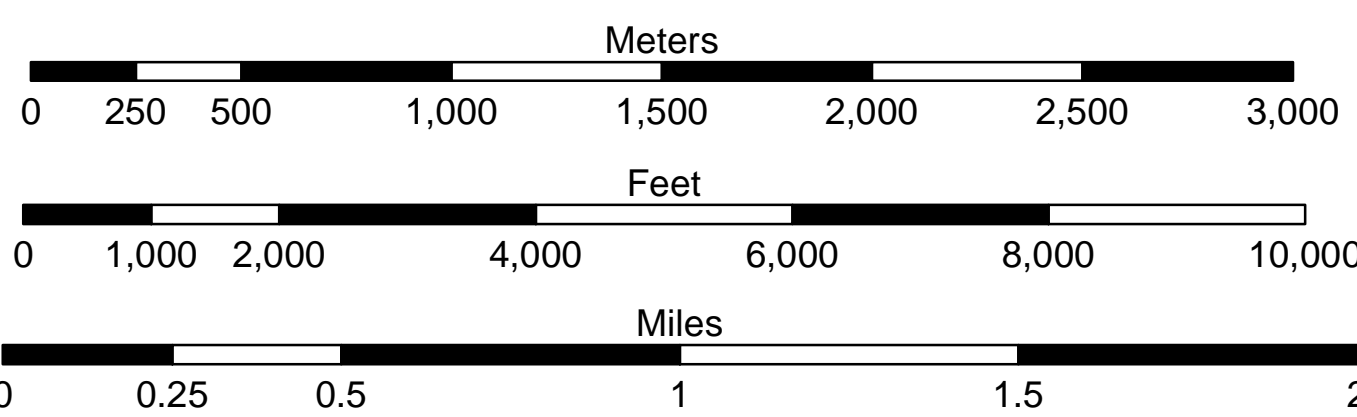
Witness Signature: [Signature] Date: 09-10-13

Witness Printed Name: Pickie A Scheetz

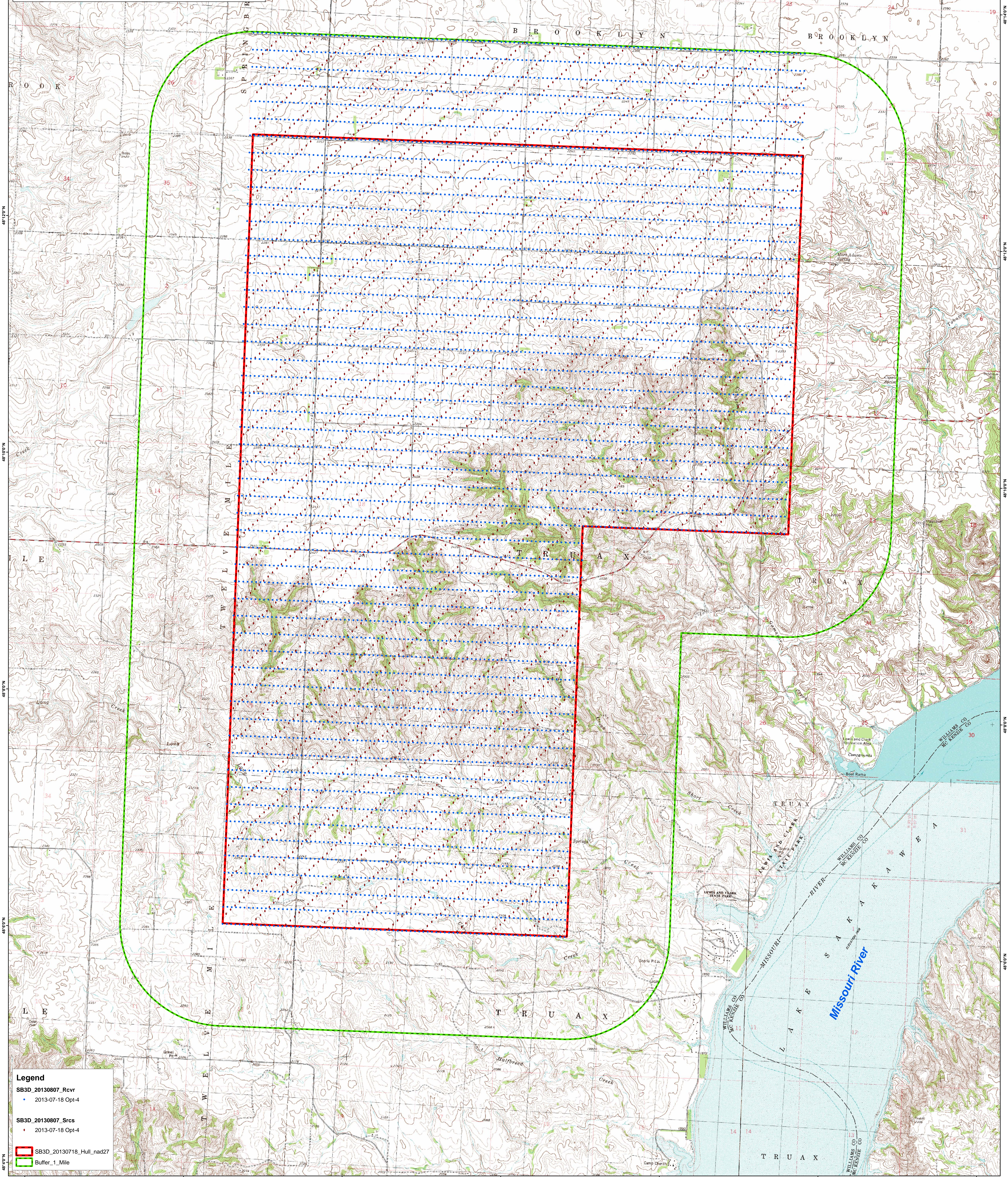
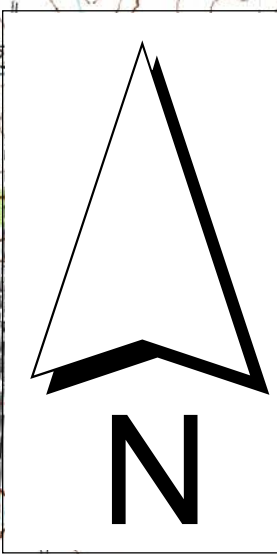
Proposed Project Layout

Williams County ND

Public Map Copy
Update: 2013-08-15



ND State Plane 3301 North - NAD27 - - Scale => 1 inch = 1,500 feet



Legend

SB3D_20130807_Rcvr

- 2013-07-18 Opt-4

SB3D_20130807_Srcs

- 2013-07-18 Opt-4

SB3D_20130718_Hull_nad27

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