

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2018

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File No. 001-33999

NORTHERN OIL AND GAS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of
Incorporation or Organization)

95-3848122

(I.R.S. Employer Identification No.)

**601 Carlson Pkwy – Suite 990
Minnetonka, Minnesota 55305**
(Address of Principal Executive Offices)

(952) 476-9800
(Registrant's Telephone Number)

N/A

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act:

Large Accelerated Filer

Accelerated Filer

Non-Accelerated Filer

Smaller Reporting Company

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of November 6, 2018, there were 385,680,827 shares of our common stock, par value \$0.001, outstanding.

GLOSSARY OF TERMS

Unless otherwise indicated in this report, natural gas volumes are stated at the legal pressure base of the state or geographic area in which the reserves are located at 60 degrees Fahrenheit. Crude oil and natural gas equivalents are determined using the ratio of six Mcf of natural gas to one barrel of crude oil, condensate or natural gas liquids.

The following definitions shall apply to the technical terms used in this report.

Terms used to describe quantities of crude oil and natural gas:

“*Bbl.*” One stock tank barrel, of 42 U.S. gallons liquid volume, used herein in reference to crude oil, condensate or NGLs.

“*Boe.*” A barrel of oil equivalent and is a standard convention used to express crude oil, NGL and natural gas volumes on a comparable crude oil equivalent basis. Gas equivalents are determined under the relative energy content method by using the ratio of 6.0 Mcf of natural gas to 1.0 Bbl of crude oil or NGL.

“*Boepd.*” Boe per day.

“*Btu or British Thermal Unit.*” The quantity of heat required to raise the temperature of one pound of water by one degree Fahrenheit.

“*MBbl.*” One thousand barrels of crude oil, condensate or NGLs.

“*MBoe.*” One thousand Boe.

“*Mcf.*” One thousand cubic feet of natural gas.

“*MMBbl.*” One million barrels of crude oil, condensate or NGLs.

“*MBoe.*” One million Boe.

“*MMBtu.*” One million British Thermal Units.

“*MMcf.*” One million cubic feet of natural gas.

“*NGLs.*” Natural gas liquids. Hydrocarbons found in natural gas that may be extracted as liquefied petroleum gas and natural gasoline.

Terms used to describe our interests in wells and acreage:

“*Basin.*” A large natural depression on the earth’s surface in which sediments generally brought by water accumulate.

“*Completion.*” The process of treating a drilled well followed by the installation of permanent equipment for the production of crude oil, NGLs, and/or natural gas.

“*Conventional play.*” An area that is believed to be capable of producing crude oil, NGLs, and natural gas occurring in discrete accumulations in structural and stratigraphic traps.

“*Costless Collar.*” An option position where the proceeds from the sale of a call option at its inception fund the purchase of a put option at its inception.

“*Developed acreage.*” Acreage consisting of leased acres spaced or assignable to productive wells. Acreage included in spacing units of infill wells is classified as developed acreage at the time production commences from the initial well in the spacing unit. As such, the addition of an infill well does not have any impact on a company’s amount of developed acreage.

“*Development well.*” A well drilled within the proved area of a crude oil, NGL, or natural gas reservoir to the depth of a stratigraphic horizon (rock layer or formation) known to be productive for the purpose of extracting proved crude oil, NGL, or natural gas reserves.

“*Differential.*” The difference between a benchmark price of crude oil and natural gas, such as the NYMEX crude oil spot price, and the wellhead price received.

“*Dry hole.*” A well found to be incapable of producing hydrocarbons in sufficient quantities such that proceeds from the sale of such production exceed production expenses and taxes.

“*Exploratory well.*” A well drilled to find and produce crude oil, NGLs, or natural gas in an unproved area, to find a new reservoir in a field previously found to be producing crude oil, NGLs, or natural gas in another reservoir, or to extend a known reservoir.

“*Field.*” An area consisting of a single reservoir or multiple reservoirs all grouped on, or related to, the same individual geological structural feature or stratigraphic condition. The field name refers to the surface area, although it may refer to both the surface and the underground productive formations.

“*Formation.*” A layer of rock which has distinct characteristics that differs from nearby rock.

“*Gross acres or Gross wells.*” The total acres or wells, as the case may be, in which a working interest is owned.

“*Held by operations.*” A provision in an oil and gas lease that extends the stated term of the lease as long as drilling operations are ongoing on the property.

“*Held by production.*” A provision in an oil and gas lease that extends the stated term of the lease as long as the property produces a minimum quantity of crude oil, NGLs, and natural gas.

“*Hydraulic fracturing.*” The technique of improving a well’s production by pumping a mixture of fluids into the formation and rupturing the rock, creating an artificial channel. As part of this technique, sand or other material may also be injected into the formation to keep the channel open, so that fluids or natural gases may more easily flow through the formation.

“*Infill well.*” A subsequent well drilled in an established spacing unit of an already established productive well in the spacing unit. Acreage on which infill wells are drilled is considered developed commencing with the initial productive well established in the spacing unit. As such, the addition of an infill well does not have any impact on a company’s amount of developed acreage.

“*Net acres.*” The percentage ownership of gross acres. Net acres are deemed to exist when the sum of fractional ownership working interests in gross acres equals one (e.g., a 10% working interest in a lease covering 640 gross acres is equivalent to 64 net acres).

“*Net well.*” A well that is deemed to exist when the sum of fractional ownership working interests in gross wells equals one.

“*NYMEX.*” The New York Mercantile Exchange.

“*OPEC.*” The Organization of Petroleum Exporting Countries.

“*Productive well.*” A well that is found to be capable of producing hydrocarbons in sufficient quantities such that proceeds from the sale of the production exceed production expenses and taxes.

“*Recompletion.*” The process of treating a drilled well followed by the installation of permanent equipment for the production of crude oil, NGLs or natural gas or, in the case of a dry hole, the reporting of abandonment to the appropriate agency.

“*Reservoir.*” A porous and permeable underground formation containing a natural accumulation of producible crude oil, NGLs and/or natural gas that is confined by impermeable rock or water barriers and is separate from other reservoirs.

“*Spacing.*” The distance between wells producing from the same reservoir. Spacing is often expressed in terms of acres, e.g., 40-acre spacing, and is often established by regulatory agencies.

“Unconventional play.” An area believed to be capable of producing crude oil, NGLs, and/or natural gas occurring in accumulations that are regionally extensive but require recently developed technologies to achieve profitability. These areas tend to have low permeability and may be closely associated with source rock as this is the case with crude oil and natural gas shale, tight crude oil and natural gas sands and coal bed methane.

“Undeveloped acreage.” Leased acreage on which wells have not been drilled or completed to a point that would permit the production of economic quantities of crude oil, NGLs, and natural gas, regardless of whether such acreage contains proved reserves. Undeveloped acreage includes net acres held by operations until a productive well is established in the spacing unit.

“Unit.” The joining of all or substantially all interests in a reservoir or field, rather than a single tract, to provide for development and operation without regard to separate property interests. Also, the area covered by a unitization agreement.

“Wellbore.” The hole drilled by the bit that is equipped for natural gas production on a completed well. Also called well or borehole.

“West Texas Intermediate or WTI.” A light, sweet blend of oil produced from the fields in West Texas.

“Working interest.” The right granted to the lessee of a property to explore for and to produce and own crude oil, NGLs, natural gas or other minerals. The working interest owners bear the exploration, development, and operating costs on either a cash, penalty, or carried basis.

“Workover.” Operations on a producing well to restore or increase production.

Terms used to assign a present value to or to classify our reserves:

“Possible reserves.” The additional reserves which analysis of geoscience and engineering data suggest are less likely to be recoverable than probable reserves.

“Pre-tax PV-10% or PV-10.” The estimated future net revenue, discounted at a rate of 10% per annum, before income taxes and with no price or cost escalation or de-escalation in accordance with guidelines promulgated by the SEC.

“Probable reserves.” The additional reserves which analysis of geoscience and engineering data indicate are less likely to be recovered than proved reserves but which together with proved reserves, are as likely as not to be recovered.

“Proved developed producing reserves (PDPs).” Reserves that can be expected to be recovered through existing wells with existing equipment and operating methods. Additional crude oil, NGLs, and natural gas expected to be obtained through the application of fluid injection or other improved recovery techniques for supplementing the natural forces and mechanisms of primary recovery are included in “proved developed reserves” only after testing by a pilot project or after the operation of an installed program has confirmed through production response that increased recovery will be achieved.

“Proved developed non-producing reserves (PDNPs).” Proved crude oil, NGLs, and natural gas reserves that are developed behind pipe, shut-in or that can be recovered through improved recovery only after the necessary equipment has been installed, or when the costs to do so are relatively minor. Shut-in reserves are expected to be recovered from (1) completion intervals which are open at the time of the estimate but which have not started producing, (2) wells that were shut-in for market conditions or pipeline connections, or (3) wells not capable of production for mechanical reasons. Behind-pipe reserves are expected to be recovered from zones in existing wells that will require additional completion work or future recompletion prior to the start of production.

“Proved reserves.” The quantities of crude oil, NGLs and natural gas, which, by analysis of geosciences and engineering data, can be estimated with reasonable certainty to be economically producible, from a given date forward, from known reservoirs, and under existing economic conditions, operating methods, and government regulations, prior to the time at which contracts providing the right to operate expire, unless evidence indicates that renewal is reasonably certain, regardless of whether deterministic or probabilistic methods are used for the estimation. The project to extract the hydrocarbons must have commenced, or the operator must be reasonably certain that it will commence the project, within a reasonable time.

“Proved undeveloped drilling location.” A site on which a development well can be drilled consistent with spacing rules for purposes of recovering proved undeveloped reserves.

“*Proved undeveloped reserves*” or “*PUDs*.” Reserves that are expected to be recovered from new wells on undrilled acreage, or from existing wells where a relatively major expenditure is required for development. Reserves on undrilled acreage are limited to those drilling units offsetting productive units that are reasonably certain of production when drilled. Proved reserves for other undrilled units are claimed only where it can be demonstrated with reasonable certainty that there is continuity of production from the existing productive formation. Estimates for proved undeveloped reserves will not be attributable to any acreage for which an application of fluid injection or other improved recovery technique is contemplated, unless such techniques have been proved effective by actual tests in the area and in the same reservoir or an analogous reservoir.

(i) The area of the reservoir considered as proved includes: (A) the area identified by drilling and limited by fluid contacts, if any, and (B) adjacent undrilled portions of the reservoir that can, with reasonable certainty, be judged to be continuous with it and to contain economically producible crude oil, NGLs or natural gas on the basis of available geoscience and engineering data.

(ii) In the absence of data on fluid contacts, proved quantities in a reservoir are limited by the lowest known hydrocarbons (“LKH”) as seen in a well penetration unless geoscience, engineering, or performance data and reliable technology establishes a lower contact with reasonable certainty.

(iii) Where direct observation from well penetrations has defined a highest known oil (“HKO”) elevation and the potential exists for an associated gas cap, proved oil reserves may be assigned in the structurally higher portions of the reservoir only if geoscience, engineering or performance data and reliable technology establish the higher contact with reasonable certainty.

(iv) Reserves which can be produced economically through application of improved recovery techniques (including, but not limited to, fluid injection) are included in the proved classification when: (A) successful testing by a pilot project in an area of the reservoir with properties no more favorable than in the reservoir as a whole, the operation of an installed program in the reservoir or an analogous reservoir, or other evidence using reliable technology establishes the reasonable certainty of the engineering analysis on which the project or program was based; and (B) the project has been approved for development by all necessary parties and entities, including governmental entities.

(v) Existing economic conditions include prices and costs at which economic producibility from a reservoir is to be determined. The price shall be the average during the twelve-month period prior to the ending date of the period covered by the report, determined as an unweighted arithmetic average of the first-day-of-the-month price for each month within such period, unless prices are defined by contractual arrangements, excluding escalations based on future conditions.

“*Standardized measure*.” Discounted future net cash flows estimated by applying year-end prices to the estimated future production of year-end proved reserves. Future cash inflows are reduced by estimated future production and development costs based on period end costs to determine pre-tax cash inflows. Future income taxes, if applicable, are computed by applying the statutory tax rate to the excess of pre-tax cash inflows over our tax basis in the oil and natural gas properties. Future net cash inflows after income taxes are discounted using a 10% annual discount rate.

NORTHERN OIL AND GAS, INC.
FORM 10-Q

September 30, 2018

C O N T E N T S

	Page
PART I – FINANCIAL INFORMATION	
Item 1. Condensed Financial Statements (unaudited)	2
Condensed Balance Sheets	2
Condensed Statements of Operations	3
Condensed Statements of Cash Flows	4
Condensed Statements of Stockholders' Deficit	5
Notes to Condensed Financial Statements	6
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	35
Item 3. Quantitative and Qualitative Disclosures about Market Risk	55
Item 4. Controls and Procedures	57
PART II – OTHER INFORMATION	
Item 1. Legal Proceedings	58
Item 1A. Risk Factors	58
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds	58
Item 6. Exhibits	59
Signatures	

PART I - FINANCIAL INFORMATION

Item 1. Condensed Financial Statements.

NORTHERN OIL AND GAS, INC.
CONDENSED BALANCE SHEETS
SEPTEMBER 30, 2018 AND DECEMBER 31, 2017
(UNAUDITED)

	September 30, 2018	December 31, 2017
ASSETS		
Current Assets:		
Cash and Cash Equivalents	\$ 112,965,907	\$ 102,183,191
Accounts Receivable, Net	90,476,380	46,851,682
Advances to Operators	2,552,490	604,977
Prepaid Expenses and Other	17,960,647	2,333,288
Income Tax Receivable	785,016	785,016
Total Current Assets	224,740,440	152,758,154
Property and Equipment:		
Oil and Natural Gas Properties, Full Cost Method of Accounting		
Proved	3,001,638,590	2,585,490,133
Unproved	1,236,986	1,699,344
Other Property and Equipment	998,192	981,303
Total Property and Equipment	3,003,873,768	2,588,170,780
Less – Accumulated Depreciation, Depletion and Impairment	(2,185,892,937)	(2,114,951,189)
Total Property and Equipment, Net	817,980,831	473,219,591
Deferred Income Taxes (Note 9)	785,000	785,000
Acquisition Deposit	20,000,000	—
Other Noncurrent Assets, Net	5,443,131	5,490,934
Total Assets	\$ 1,068,949,402	\$ 632,253,679
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Current Liabilities:		
Accounts Payable	\$ 122,279,397	\$ 93,152,297
Accrued Expenses	6,334,045	6,339,425
Accrued Interest	10,266,623	4,836,112
Debt Exchange Derivative	6,030,363	—
Derivative Instruments	61,637,192	18,681,891
Contingent Consideration	8,334,160	—
Asset Retirement Obligations	497,129	565,521
Total Current Liabilities	215,378,909	123,575,246
Long-term Debt, Net	789,528,047	979,324,222
Derivative Instruments	40,844,343	11,496,929
Debt Exchange Derivative	260,967	—
Contingent Consideration	1,018,570	—
Asset Retirement Obligations	10,595,758	8,562,607
Other Noncurrent Liabilities	112,835	135,225
Total Liabilities	\$ 1,057,739,429	\$ 1,123,094,229
Commitments and Contingencies (Note 8)		
STOCKHOLDERS' EQUITY (DEFICIT)		
Preferred Stock, Par Value \$.001; 5,000,000 Authorized, No Shares Outstanding	—	—
Common Stock, Par Value \$.001; 9/30/2018 – 675,000,000 Authorized, 334,209,986 Shares Outstanding and 12/31/2017 – 142,500,000 Authorized, 66,791,633 Shares Outstanding	334,210	66,792
Additional Paid-In Capital	1,026,052,523	449,666,390
Retained Deficit	(1,015,176,760)	(940,573,732)
Total Stockholders' Equity (Deficit)	11,209,973	(490,840,550)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	\$ 1,068,949,402	\$ 632,253,679

The accompanying notes are an integral part of these condensed financial statements.

NORTHERN OIL AND GAS, INC.
CONDENSED STATEMENTS OF OPERATIONS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2018 AND 2017
(UNAUDITED)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
REVENUES				
Oil, Natural Gas, and NGL Sales	\$ 145,415,698	\$ 54,257,591	\$ 341,343,390	\$ 151,486,819
Gain (Loss) on Derivative Instruments, Net	(43,148,073)	(12,663,253)	(105,622,312)	20,810,662
Other Revenue	1,595	4,321	7,504	19,911
Total Revenues	102,269,220	41,598,659	235,728,582	172,317,392
OPERATING EXPENSES				
Production Expenses	18,160,937	12,605,513	45,198,281	36,417,402
Production Taxes	13,579,169	5,064,761	31,633,326	13,965,800
General and Administrative Expenses	4,674,467	7,985,719	9,592,581	15,911,802
Depletion, Depreciation, Amortization and Accretion	30,258,089	15,357,685	71,484,746	41,868,280
Total Operating Expenses	66,672,662	41,013,678	157,908,934	108,163,284
INCOME FROM OPERATIONS	35,596,558	584,981	77,819,648	64,154,108
OTHER INCOME (EXPENSE)				
Interest Expense, Net of Capitalization	(20,438,025)	(16,672,632)	(65,948,159)	(49,404,601)
Write-off of Debt Issuance Costs	—	—	—	(95,135)
Loss on the Extinguishment of Debt	(9,542,206)	—	(100,375,181)	—
Debt Exchange Derivative Gain	13,062,852	—	13,062,852	—
Other Income	299,394	184	837,812	545
Total Other Income (Expense)	(16,617,985)	(16,672,448)	(152,422,676)	(49,499,191)
INCOME (LOSS) BEFORE INCOME TAXES	18,978,573	(16,087,467)	(74,603,028)	14,654,917
INCOME TAX PROVISION (BENEFIT)	—	—	—	—
NET INCOME (LOSS)	\$ 18,978,573	\$ (16,087,467)	\$ (74,603,028)	\$ 14,654,917
Net Income (Loss) Per Common Share – Basic	\$ 0.06	\$ (0.26)	\$ (0.40)	\$ 0.24
Net Income (Loss) Per Common Share – Diluted	\$ 0.06	\$ (0.26)	\$ (0.40)	\$ 0.24
Weighted Average Shares Outstanding – Basic	300,517,497	61,843,377	188,152,998	61,645,920
Weighted Average Shares Outstanding – Diluted	301,755,419	61,843,377	188,152,998	61,991,292

The accompanying notes are an integral part of these condensed financial statements.

NORTHERN OIL AND GAS, INC.
CONDENSED STATEMENTS OF CASH FLOWS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2018 AND 2017
(UNAUDITED)

	Nine Months Ended September 30,	
	2018	2017
CASH FLOWS FROM OPERATING ACTIVITIES		
Net Income (Loss)	\$ (74,603,028)	\$ 14,654,917
Adjustments to Reconcile Net Income (Loss) to Net Cash Provided by Operating Activities:		
Depletion, Depreciation, Amortization and Accretion	71,484,746	41,868,280
Amortization of Debt Issuance Costs	3,771,986	2,889,416
Write-off of Debt Issuance Costs	—	95,135
Loss on Extinguishment of Debt	100,375,181	—
Amortization/Accretion of 8% Senior Notes Premium/Discount	198,486	367,845
Deferred Income Taxes	—	—
(Gain) Loss on the Mark-to-Market of Derivative Instruments	72,302,715	(15,170,174)
Gain on the Debt Exchange Derivative	(13,062,852)	—
Share-Based Compensation Expense	2,092,421	5,265,868
Contingent Consideration	—	—
Other	(111,712)	47,826
Changes in Working Capital and Other Items:		
Accounts Receivable, Net	(43,340,645)	(2,139,695)
Prepaid and Other Expenses	(3,215,785)	(694,545)
Accounts Payable	4,349,154	3,309,686
Accrued Interest	6,127,870	13,971,779
Accrued Expenses	47,649	1,114,681
Net Cash Provided by Operating Activities	<u>126,416,186</u>	<u>65,581,019</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Drilling and Development Capital Expenditures	(164,584,119)	(64,573,742)
Acquisition of Oil and Natural Gas Properties	(125,487,059)	(11,039,824)
Acquisition Deposit	(20,000,000)	—
Proceeds from Sale of Oil, Natural Gas, and Other Properties	21,689	171,451
Proceeds from Sale of Other Property and Equipment	46,000	—
Purchases of Other Property and Equipment	(86,783)	(3,954)
Net Cash Used for Investing Activities	<u>(310,090,272)</u>	<u>(75,446,069)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Advances on Revolving Credit Facility	—	30,000,000
Repayments on Revolving Credit Facility	—	(19,000,000)
Borrowings Under Term Loan Credit Agreement	60,000,000	—
Issuance of Common Stock	141,709,681	—
Debt Issuance Costs Paid	(6,837,922)	(297,392)
Repurchase of Common Stock – Tax Obligations	(414,957)	(546,989)
Net Cash Provided by Financing Activities	<u>194,456,802</u>	<u>10,155,619</u>
NET INCREASE IN CASH AND CASH EQUIVALENTS	10,782,716	290,569
CASH AND CASH EQUIVALENTS – BEGINNING OF PERIOD	102,183,191	6,486,098
CASH AND CASH EQUIVALENTS – END OF PERIOD	\$ 112,965,907	\$ 6,776,667

The accompanying notes are an integral part of these condensed financial statements.

NORTHERN OIL AND GAS, INC.
CONDENSED STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT)
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2018
(UNAUDITED)

	Common Stock		Additional Paid-In Capital	Retained Deficit	Total Stockholders' Equity (Deficit)
	Shares	Amount			
December 31, 2017	66,791,633	\$ 66,792	\$ 449,666,390	\$ (940,573,732)	\$ (490,840,550)
Restricted Stock Awards	3,195,302	3,195	—	—	3,195
Equity Issuances, Net of Offering Costs	96,926,019	96,926	141,612,755	—	141,709,681
Debt Exchange Agreements	136,063,799	136,064	327,363,354	—	327,499,418
Acquisition of Oil and Natural Gas Properties	32,253,578	32,253	105,485,054	—	105,517,307
Restricted Stock Forfeitures	(910,086)	(910)	—	—	(910)
Share Based Compensation	—	—	2,339,817	—	2,339,817
Restricted Stock Surrenders - Tax Obligations	(172,759)	(173)	(414,784)	—	(414,957)
Net Exercise of Stock Options	62,500	63	(63)	—	—
Net Loss	—	—	—	(74,603,028)	(74,603,028)
September 30, 2018	334,209,986	\$ 334,210	\$ 1,026,052,523	\$ (1,015,176,760)	\$ 11,209,973

The accompanying notes are an integral part of these condensed financial statements.

NOTES TO CONDENSED FINANCIAL STATEMENTS
SEPTEMBER 30, 2018
(UNAUDITED)

NOTE 1 ORGANIZATION AND NATURE OF BUSINESS

Northern Oil and Gas, Inc. (the “Company,” “Northern,” “our” and words of similar import), a Delaware corporation, is an independent energy company engaged in the acquisition, exploration, exploitation, development and production of crude oil and natural gas properties. The Company’s common stock trades on the NYSE American market under the symbol “NOG”.

Northern’s principal business is crude oil and natural gas exploration, development, and production with operations in North Dakota and Montana that primarily target the Bakken and Three Forks formations in the Williston Basin of the United States. The Company acquires leasehold interests that comprise of non-operated working interests in wells and in drilling projects within its area of operations.

NOTE 2 SIGNIFICANT ACCOUNTING POLICIES

The financial information included herein is unaudited, except for the balance sheet as of December 31, 2017, which has been derived from the Company’s audited financial statements for the year ended December 31, 2017. However, such information includes all adjustments (consisting of normal recurring adjustments and change in accounting principles) that are, in the opinion of management, necessary for a fair presentation of financial position, results of operations and cash flows for the interim periods. The results of operations for interim periods are not necessarily indicative of the results to be expected for an entire year.

Certain information, accounting policies, and footnote disclosures normally included in the financial statements prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) have been condensed or omitted in this Form 10-Q pursuant to certain rules and regulations of the Securities and Exchange Commission (“SEC”). The condensed financial statements should be read in conjunction with the audited financial statements for the year ended December 31, 2017, which were included in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2017.

Use of Estimates

The preparation of financial statements under GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The most significant estimates relate to proved crude oil and natural gas reserve volumes, future development costs, estimates relating to certain crude oil and natural gas revenues and expenses, fair value of derivative instruments, impairment of oil and natural gas properties, and deferred income taxes. Actual results may differ from those estimates.

Cash and Cash Equivalents

Northern considers highly liquid investments with insignificant interest rate risk and original maturities to the Company of three months or less to be cash equivalents. Cash equivalents consist primarily of interest-bearing bank accounts. The Company’s cash positions represent assets held in checking and money market accounts. These assets are generally available on a daily or weekly basis and are highly liquid in nature. Due to the balances being greater than \$250,000, the Company does not have FDIC coverage on the entire amount of bank deposits. The Company believes this risk is minimal. In addition, the Company is subject to Security Investor Protection Corporation (“SIPC”) protection on a vast majority of its financial assets.

Accounts Receivable

Accounts receivable are carried on a gross basis, with no discounting. The Company regularly reviews all aged accounts receivable for collectability and establishes an allowance as necessary for individual balances. Accounts receivable not expected to be collected within the next twelve months are included within Other Noncurrent Assets, Net on the condensed balance sheets.

As of September 30, 2018 and December 31, 2017, the Company included accounts receivable of \$5.2 million and \$5.5 million, respectively, in Other Noncurrent Assets, Net due to their long-term nature.

The allowance for doubtful accounts at September 30, 2018 and December 31, 2017 was \$5.2 million and \$5.6 million, respectively.

Advances to Operators

The Company participates in the drilling of crude oil and natural gas wells with other working interest partners. Due to the capital intensive nature of crude oil and natural gas drilling activities, the working interest partner responsible for conducting the drilling operations may request advance payments from other working interest partners for their share of the costs. The Company expects such advances to be applied by working interest partners against joint interest billings for its share of drilling operations within 90 days from when the advance is paid.

Other Property and Equipment

Property and equipment that are not crude oil and natural gas properties are recorded at cost and depreciated using the straight-line method over their estimated useful lives of three to seven years. Expenditures for replacements, renewals, and betterments are capitalized. Maintenance and repairs are charged to operations as incurred. Long-lived assets, other than crude oil and natural gas properties, are evaluated for impairment to determine if current circumstances and market conditions indicate the carrying amount may not be recoverable. The Company has not recognized any impairment losses on non-crude oil and natural gas long-lived assets. Depreciation expense was \$29,651 and \$39,101 for the three months ended September 30, 2018 and 2017, respectively. Depreciation expense was \$96,837 and \$124,888 for the nine months ended September 30, 2018 and 2017, respectively.

Oil and Gas Properties

Northern follows the full cost method of accounting for crude oil and natural gas operations whereby all costs related to the exploration and development of crude oil and natural gas properties are capitalized into a single cost center ("full cost pool"). Such costs include land acquisition costs, geological and geophysical expenses, carrying charges on non-producing properties, costs of drilling directly related to acquisition, and exploration activities. Internal costs that are capitalized are directly attributable to acquisition, exploration and development activities and do not include costs related to production, general corporate overhead or similar activities. Costs associated with production and general corporate activities are expensed in the period incurred. Capitalized costs are summarized as follows for the three and nine months ended September 30, 2018 and 2017, respectively.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Capitalized Certain Payroll and Other Internal Costs	\$ 264,127	\$ 201,875	\$ 617,058	\$ 647,519
Capitalized Interest Costs	35,017	36,919	108,252	108,687
Total	\$ 299,144	\$ 238,794	\$ 725,310	\$ 756,206

As of September 30, 2018, the Company held leasehold interests in the Williston Basin on acreage located in North Dakota and Montana targeting the Bakken and Three Forks formations.

Proceeds from property sales will generally be credited to the full cost pool, with no gain or loss recognized, unless such a sale would significantly alter the relationship between capitalized costs and the proved reserves attributable to these costs. A significant alteration would typically involve a sale of 25% or more of the proved reserves related to a single full cost pool. In the nine months ended September 30, 2018 and 2017, there were no property sales that resulted in a significant alteration.

Under the full cost method of accounting, the Company is required to perform a ceiling test each quarter. The test determines a limit, or ceiling, on the book value of the proved oil and gas properties. Net capitalized costs are limited to the lower of unamortized cost net of deferred income taxes, or the cost center ceiling. The cost center ceiling is defined as the sum of (a) estimated future net revenues, discounted at 10% per annum, from proved reserves, based on the trailing twelve-month unweighted average of the first-day-of-the-month price, adjusted for any contract provisions or financial derivatives designated as hedges for accounting purposes, if any, that hedge the Company's oil and natural gas revenue, and excluding the estimated abandonment costs for properties with asset retirement obligations recorded on the balance sheet, (b) the cost of properties not being amortized, if any, and (c) the lower of cost or market value of unproved properties included in the cost being amortized, including related deferred taxes for differences between the book and tax basis of the oil and natural gas properties. If the net book value, including related deferred taxes, exceeds the ceiling, an impairment or non-cash writedown is required.

The Company did not have any ceiling test impairment for the three and nine months ended September 30, 2018 and 2017, respectively. Impairment charges affect the Company's reported net income but do not reduce the Company's cash flow. If a significantly lower pricing environment reoccurs, the Company expects it could be required to writedown the value of its oil and natural gas properties. In addition to commodity prices, the Company's production rates, levels of proved reserves, future

[Table of Contents](#)

development costs, transfers of unevaluated properties and other factors will determine the Company's actual ceiling test calculation and impairment analyses in future periods.

Capitalized costs associated with impaired unproved properties and capitalized costs related to properties having proved reserves, plus the estimated future development costs and asset retirement costs, are depleted and amortized on the unit-of-production method. Under this method, depletion is calculated at the end of each period by multiplying total production for the period by a depletion rate. The depletion rate is determined by dividing the total unamortized cost base plus future development costs by net equivalent proved reserves at the beginning of the period. The costs of unproved properties are withheld from the depletion base until such time as they are either developed or abandoned. When proved reserves are assigned or the property is considered to be impaired, the cost of the property or the amount of the impairment is added to costs subject to depletion and full cost ceiling calculations. For the three months ended September 30, 2018 and 2017, the Company expired leases of \$3.1 million and \$5.1 million, respectively. For the nine months ended September 30, 2018 and 2017, the Company expired leases of \$8.1 million and \$14.8 million, respectively.

Asset Retirement Obligations

The Company accounts for its abandonment and restoration liabilities under Financial Accounting Standards Board ("FASB") ASC Topic 410, "Asset Retirement and Environmental Obligations" ("FASB ASC 410"), which requires the Company to record a liability equal to the fair value of the estimated cost to retire an asset upon initial recognition. The asset retirement liability is recorded in the period in which the obligation meets the definition of a liability, which is generally when the asset is placed into service. When the liability is initially recorded, the Company increases the carrying amount of oil and natural gas properties by an amount equal to the original liability. The liability is accreted to its present value each period, and the capitalized cost is depreciated consistent with depletion of reserves. Upon settlement of the liability or the sale of the well, the liability is reversed. These liability amounts may change because of changes in asset lives, estimated costs of abandonment or legal or statutory remediation requirements.

Business Combinations

The Company accounts for its acquisitions that qualify as a business using the acquisition method under FASB ASC Topic 805, "Business Combinations." Under the acquisition method, assets acquired and liabilities assumed are recognized and measured at their fair values. The use of fair value accounting requires the use of significant judgment since some transaction components do not have fair values that are readily determinable. The excess, if any, of the purchase price over the net fair value amounts assigned to assets acquired and liabilities assumed is recognized as goodwill. Conversely, if the fair value of assets acquired exceeds the purchase price, including liabilities assumed, the excess is immediately recognized in earnings as a bargain purchase gain.

Debt Issuance Costs

Debt issuance costs include origination, legal and other fees to issue debt in connection with the Company's term loan credit agreement, senior secured notes, senior unsecured notes and prior revolving credit facility. These debt issuance costs are amortized over the term of the related financing using the straight-line method, which approximates the effective interest method (see Note 4). The amortization of debt issuance costs for the three months ended September 30, 2018 and 2017 was \$1.1 million and \$1.0 million, respectively. The amortization of debt issuance costs for the nine months ended September 30, 2018 and 2017 was \$3.8 million and \$2.9 million, respectively.

Bond Premium/Discount on Senior Notes

On May 13, 2013, the Company recorded a bond premium of \$10.5 million in connection with the "8.000% Senior Notes Due 2020" (see Note 4). This bond premium is being amortized over the term of the related financing using the straight-line method, which approximates the effective interest method. The amortization of the bond premium for the three months ended September 30, 2018 and 2017 was \$0.1 million and \$0.4 million, respectively. The amortization of the bond premium for the nine months ended September 30, 2018 and 2017 was \$0.6 million and \$1.1 million, respectively.

On May 18, 2015, the Company recorded a bond discount of \$10.0 million in connection with the "8.000% Senior Notes Due 2020" (see Note 4). This bond discount is being amortized over the term of the related financing using the straight-line method, which approximates the effective interest method. The amortization of the bond discount for the three months ended September 30, 2018 and 2017 was \$0.1 million and \$0.5 million, respectively. The amortization of the bond discount for the nine months ended September 30, 2018 and 2017 was \$0.8 million and \$1.5 million, respectively.

Revenue Recognition

The Company adopted ASU No. 2014-09, *Revenue from Contracts with Customers (Topic 606)* and the series of related accounting standard updates that followed, on January 1, 2018 using the modified retrospective method of adoption. Adoption of the ASU did not require an adjustment to the opening balance of equity and did not change the Company's amount and timing of revenues.

The Company's revenues are primarily derived from its interests in the sale of oil and natural gas production. The Company recognizes revenue from its interests in the sales of oil and natural gas in the period that its performance obligations are satisfied. Performance obligations are satisfied when the customer obtains control of product, when the Company has no further obligations to perform related to the sale, when the transaction price has been determined and when collectability is probable. The sales of oil and natural gas are made under contracts which the third-party operators of the wells have negotiated with customers, which typically include variable consideration that is based on pricing tied to local indices and volumes delivered in the current month. The Company receives payment from the sale of oil and natural gas production from one to three months after delivery. At the end of each month when the performance obligation is satisfied, the variable consideration can be reasonably estimated and amounts due from customers are accrued in trade receivables, net in the balance sheets. Variances between the Company's estimated revenue and actual payments are recorded in the month the payment is received, however, differences have been and are insignificant. Accordingly, the variable consideration is not constrained.

The Company does not disclose the value of unsatisfied performance obligations under its contracts with customers as it applies the practical exemption in accordance with ASC 606. The exemption, as described in ASC 606-10-50-14(a), applies to variable consideration that is recognized as control of the product is transferred to the customer. Since each unit of product represents a separate performance obligation, future volumes are wholly unsatisfied and disclosure of the transaction price allocated to remaining performance obligations is not required.

The Company's oil is typically sold at delivery points under contracts terms that are common in our industry. The Company's natural gas produced is delivered by the well operators to various purchasers at agreed upon delivery points under a limited number of contract types that are also common in our industry. However, under these contracts, the natural gas may be sold to a single purchaser or may be sold to separate purchasers. Regardless of the contract type, the terms of these contracts compensate the well operators for the value of the oil and natural gas at specified prices, and then the well operators will remit payment to the Company for its share in the value of the oil and natural gas sold.

A wellhead imbalance liability equal to the Company's share is recorded to the extent that the Company's well operators have sold volumes in excess of its share of remaining reserves in an underlying property. However, for the three and nine months ended September 30, 2018 and 2017, the Company's natural gas production was in balance, meaning its cumulative portion of natural gas production taken and sold from wells in which it has an interest equaled its entitled interest in natural gas production from those wells.

The Company's disaggregated revenue has two revenue sources which are oil sales and natural gas and NGL sales and only operates in one geographic area, the Williston Basin in North Dakota and Montana. Oil sales for the three months ended September 30, 2018 and 2017 were \$135.0 million and \$50.3 million, respectively. Natural gas and NGL sales for the three months ended September 30, 2018 and 2017 were \$10.4 million and \$3.9 million, respectively.

Concentrations of Market and Credit Risk

The future results of the Company's crude oil and natural gas operations will be affected by the market prices of crude oil and natural gas. The availability of a ready market for crude oil and natural gas products in the future will depend on numerous factors beyond the control of the Company, including weather, imports, marketing of competitive fuels, proximity and capacity of crude oil and natural gas pipelines and other transportation facilities, any oversupply or undersupply of crude oil, natural gas and liquid products, the regulatory environment, the economic environment, and other regional and political events, none of which can be predicted with certainty.

The Company operates in the exploration, development and production sector of the crude oil and natural gas industry. The Company's receivables include amounts due from purchasers of its crude oil and natural gas production. While certain of these customers are affected by periodic downturns in the economy in general or in their specific segment of the crude oil or natural gas industry, the Company believes that its level of credit-related losses due to such economic fluctuations have been immaterial.

The Company manages and controls market and counterparty credit risk. In the normal course of business, collateral is not required for financial instruments with credit risk. Financial instruments which potentially subject the Company to credit risk consist principally of temporary cash balances and derivative financial instruments. The Company maintains cash and cash equivalents in bank deposit accounts which, at times, may exceed the federally insured limits. The Company has not experienced any significant

[Table of Contents](#)

losses from such investments. The Company attempts to limit the amount of credit exposure to any one financial institution or company. The Company believes the credit quality of its counterparties is generally high. In the normal course of business, letters of credit or parent guarantees may be required for counterparties which management perceives to have a higher credit risk.

Stock-Based Compensation

The Company records expense associated with the fair value of stock-based compensation. For fully vested stock and restricted stock grants, the Company calculates the stock-based compensation expense based upon estimated fair value on the date of grant. In determining the fair value of performance-based share awards subject to market conditions, the Company utilizes a Monte Carlo simulation prepared by an independent third party. For stock options, the Company uses the Black-Scholes option valuation model to calculate stock-based compensation at the date of grant. Option pricing models require the input of highly subjective assumptions, including the expected price volatility. Changes in these assumptions can materially affect the fair value estimate.

Stock Issuance

The Company records any stock-based compensation awards issued to non-employees and other external entities for goods and services at either the fair market value of the goods received or services rendered or the instruments issued in exchange for such services, whichever is more readily determinable.

Income Taxes

The Company's income tax expense, deferred tax assets and deferred tax liabilities reflect management's best assessment of estimated current and future taxes to be paid. The Company estimates for each interim reporting period the effective tax rate expected for the full fiscal year and uses that estimated rate in providing for income taxes on a current year-to-date basis. The Company's only taxing jurisdiction is the United States (federal and state).

Deferred income taxes arise from temporary differences between the tax basis of assets and liabilities and their reported amounts in the financial statements, which will result in taxable or deductible amounts in the future. In evaluating the Company's ability to recover its deferred tax assets, the Company considers all available positive and negative evidence, including scheduled reversals of deferred tax liabilities, projected future taxable income, tax-planning strategies, and results of recent operations. In projecting future taxable income, the Company begins with historical results and incorporates assumptions about the amount of future state and federal pretax operating income adjusted for items that do not have tax consequences. The assumptions about future taxable income require significant judgment and are consistent with the plans and estimates the Company is using to manage the underlying businesses.

Accounting standards require the consideration of a valuation allowance for deferred tax assets if it is "more likely than not" that some component or all of the benefits of deferred tax assets will not be realized. In assessing the need for a valuation allowance for the Company's deferred tax assets, a significant item of negative evidence considered was the cumulative book loss over the three-year period ended September 30, 2018, driven primarily by the full cost ceiling impairments over that period. Additionally, the Company's revenue, profitability and future growth are substantially dependent upon prevailing and future prices for oil and natural gas. The markets for these commodities continue to be volatile. Changes in oil and natural gas prices have a significant impact on the value of the Company's reserves and on its cash flows. Due to these factors, management has placed a lower weight on the prospect of future earnings in its overall analysis of the valuation allowance.

In determining whether to establish a valuation allowance on the Company's deferred tax assets, management concluded that the objectively verifiable evidence of cumulative negative earnings for the three-year period ended September 30, 2018, is difficult to overcome with any forms of positive evidence that may exist. Accordingly, the valuation allowance against the Company's deferred tax asset at September 30, 2018 and December 31, 2017 was \$245.0 million and \$227.0 million, respectively.

Net Income (Loss) Per Common Share

Basic earnings per share ("EPS") are computed by dividing net income (loss) (the numerator) by the weighted average number of common shares outstanding for the period (the denominator). Diluted EPS is computed by dividing net income (loss) by the weighted average number of common shares and potential common shares outstanding (if dilutive) during each period. Potential common shares include stock options and restricted stock. The number of potential common shares outstanding relating to stock options and restricted stock is computed using the treasury stock method.

[Table of Contents](#)

The reconciliation of the denominators used to calculate basic EPS and diluted EPS for the three and nine months ended September 30, 2018 and 2017 are as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Weighted Average Common Shares Outstanding – Basic	300,517,497	61,843,377	188,152,998	61,645,920
Plus: Potentially Dilutive Common Shares Including Stock Options and Restricted Stock	1,237,922	—	—	345,372
Weighted Average Common Shares Outstanding – Diluted	301,755,419	61,843,377	188,152,998	61,991,292
Restricted Stock and Stock Options Excluded From EPS Due To The Anti-Dilutive Effect	—	1,838,101	617,429	760,782

As of September 30, 2018 and 2017, potentially dilutive shares from stock option awards were zero and 391,872, respectively. The Company also has potentially dilutive shares from restricted stock awards outstanding of 3,144,127 and 1,978,651 at September 30, 2018 and 2017, respectively.

Derivative Instruments and Price Risk Management

The Company uses derivative instruments to manage market risks resulting from fluctuations in the prices of crude oil. The Company enters into derivative contracts, including price swaps, caps and floors, which require payments to (or receipts from) counterparties based on the differential between a fixed price and a variable price for a fixed quantity of crude oil without the exchange of underlying volumes. The notional amounts of these financial instruments are based on expected production from existing wells. The Company may also use exchange traded futures contracts and option contracts to hedge the delivery price of crude oil at a future date.

The Company follows the provisions of FASB ASC 815, “Derivatives and Hedging” as amended. It requires that all derivative instruments be recognized as assets or liabilities on the balance sheet, measured at fair value and marked-to-market at the end of each period. Any realized gains and losses on settled derivatives, as well as mark-to-market gains or losses, are aggregated and recorded to gain (loss) on derivative instruments, net on the condensed statements of operations. See Note 11 for a description of the derivative contracts into which the Company has entered.

Impairment

Long-lived assets to be held and used are required to be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Proved oil and natural gas properties accounted for using the full cost method of accounting are excluded from this requirement but continue to be subject to the full cost method’s impairment rules. There was no impairment of other long-lived assets recorded for the three and nine months ended September 30, 2018 and 2017.

Supplemental Cash Flow Information

The following reflects the Company’s supplemental cash flow information:

	Nine Months Ended September 30,	
	2018	2017
Supplemental Cash Items:		
Cash Paid During the Period for Interest	\$ 55,849,310	\$ 32,192,678
Cash Paid During the Period for Income Taxes	—	—
Non-cash Investing Activities:		
Oil and Natural Gas Properties Included in Accounts Payable	108,216,107	72,352,965
Capitalized Asset Retirement Obligations	1,643,572	974,465
Change in Prepaid Expenses and Other	12,411,574	—
Contingent Consideration	9,352,730	—
Compensation Capitalized on Oil and Gas Properties	249,861	211,665
Issuance of Common Stock - Acquisitions of Oil and Natural Gas Properties	105,517,308	—
Non-cash Financing Activities:		
Exchange transactions - non-cash securities issued:		
Issuance of 8.50% Second Lien Notes due 2023	344,279,000	—
Issuance of Common Stock - fair value at issuance date	326,783,302	—
Debt Exchange Derivative Liability - fair value at issuance date	19,354,182	—
Exchange Transactions - non-cash securities exchanged:		
8.00% Unsecured Senior Notes due 2020 - carrying value	(590,041,303)	—

New Accounting Pronouncements

From time to time, new accounting pronouncements are issued by the Financial Accounting Standards Board (“FASB”) that are adopted by the Company as of the specified effective date. If not discussed, management believes that the impact of recently issued standards, which are not yet effective, will not have a material impact on the Company’s financial statements upon adoption.

In May 2014, the FASB issued a comprehensive new revenue recognition standard that supersedes the revenue recognition requirements in Topic 605, *Revenue Recognition*, and industry-specific guidance in Subtopic 932-605, *Extractive Activities-Oil and Gas-Revenue Recognition*. The core principle of the new guidance is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for transferring those goods or services. The new standard also requires significantly expanded disclosure regarding the qualitative and quantitative information of an entity’s nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. The standard creates a five-step model that requires companies to exercise judgment when considering the terms of a contract and all relevant facts and circumstances. The standard allows for several transition methods: (a) a full retrospective adoption in which the standard is applied to all of the periods presented, or (b) a modified retrospective adoption in which the standard is applied only to the most current period presented in the financial statements, including additional disclosures of the standard’s application impact to individual financial statement line items. In March, April, May and December 2016, the FASB issued new guidance in Topic 606, *Revenue from Contracts with Customers*, to address the following potential implementation issues of the new revenue standard: (a) to clarify the implementation guidance on principal versus agent considerations, (b) to clarify the identification of performance obligations and the licensing implementation guidance and (c) to address certain issues in the guidance on assessing collectability, presentation of sales taxes, noncash consideration, and completed contracts and contract modifications at transition. This standard is effective for annual reporting periods beginning after December 15, 2017, including interim periods within that reporting period. The Company previously followed the sales method of accounting for oil and natural gas production, which is generally consistent with the revenue recognition provision of the new standard. The majority of the Company’s revenue arrangements generally consist of a single performance obligation to transfer promised goods or services. Based on the Company’s evaluation process and review of its arrangements with operators who act as an intermediary and enter into contracts with purchasers who are the ultimate customers, the timing and amount of revenue recognized based on the standard is consistent with the Company’s revenue recognition policy under previous guidance. The Company adopted the new standard effective January 1, 2018, using the modified retrospective approach, and has expanded its

financial statement disclosures in order to comply with the standard. The Company has processes and controls to ensure it recognizes revenue in accordance with the appropriate accounting treatment and to generate the disclosures required under the new standard in the first quarter of 2018. The Company has determined the adoption of the standard did not have a material impact on its results of operations, cash flows, or financial position.

In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842) (“ASU 2016-02”). The standard requires lessees to recognize the assets and liabilities that arise from leases on the balance sheet. A lessee should recognize in the statement of financial position a liability to make lease payments (the lease liability) and a right-of-use asset representing its right to use the underlying asset for the lease term. The scope of ASU 2016-02 does not apply to leases used in the exploration or use of minerals, oil, natural gas, or other similar non-regenerative resources. The new guidance is effective for annual and interim reporting periods beginning after December 15, 2018. The Company is leveraging external consultants to evaluate the impacts of ASU 2016-02. Further, the Company is also evaluating policies, internal controls, and processes that will be necessary to support the additional accounting and disclosure requirements. Policy elections allowed under ASU 2016-02 that the Company anticipates making as part of its adoption include (a) not recognizing lease assets or liabilities when lease terms are less than twelve months, and (b) for agreements that contain both lease and non-lease components, combining these components together and accounting for them as a single lease. Other policy elections allowed for under ASU 2016-02 are still being evaluated. The Company will adopt ASU 2016-02 on January 1, 2019, using the modified retrospective approach. The Company is still evaluating the impact of the new guidance on its financial statements, however, based on its current operating leases, it is not expected to have a material impact.

In July 2018, the FASB issued ASU No. 2018-11, Leases (Topic 842): Targeted Improvements (“ASU 2018-11”). ASU 2018-11 provides an additional transition method for adopting ASU 2016-02, as well as provides lessors with a practical expedient when applying ASU 2016-02 to certain leases. The Company anticipates making a policy election in connection with adopting ASU 2018-11, which will eliminate the need for adjusting prior period comparable financial statements prepared under current lease accounting guidance. The Company will adopt ASU 2018-11 at the same time it adopts ASU 2016-02.

In May 2018, the FASB issued ASU 2018-07, Compensation - Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting, which simplifies the accounting for share-based payments granted to nonemployees for goods and services. This guidance will better align the treatment of share-based payments to nonemployees with the requirements for such share-based payments granted to employees. This guidance is effective for all public entities for fiscal years beginning after December 15, 2018, including interim periods within that year. The Company is currently in the process of evaluating this new standard update.

NOTE 3 CRUDE OIL AND NATURAL GAS PROPERTIES

The value of the Company’s crude oil and natural gas properties consists of all acquisition costs (including cash expenditures and the value of stock consideration), drilling costs and other associated capitalized costs. Acquisitions are accounted for as purchases and, accordingly, the results of operations are included in the accompanying condensed statements of operations from the closing date of the acquisition. Acquired assets and liabilities assumed are recorded based on their estimated fair value at the time of the acquisition. Acquisitions have been funded with internal cash flow, bank borrowings and the issuance of debt and equity securities. Development capital expenditures and purchases of properties that were in accounts payable and not yet paid in cash at September 30, 2018 and December 31, 2017 were approximately \$108.2 million and \$85.0 million, respectively.

Acquisitions

Pivotal Acquisition

On July 17, 2018, the Company entered into purchase and sale agreements with Pivotal Williston Basin, LP and Pivotal Williston Basin LP, II, to acquire approximately 20.8 net producing wells and 2.2 net wells in process, as well as approximately 444 net acres in North Dakota (the “Pivotal Acquisition”). The acquisition expanded the Company’s footprint in the core of the Williston Basin. On September 17, 2018, the Company closed on the acquisition for total estimated consideration of \$146.1 million, consisting of (i) \$48.2 million in cash (which reflects the \$68.4 million aggregate unadjusted cash consideration provided for in the purchase agreements, less \$7.8 million of working capital adjustments made at closing and \$12.4 million of additional estimated post-closing working capital adjustments), (ii) 25,753,578 shares of the Company’s common stock valued at \$88.6 million, based on the \$3.44 per share closing price of the Company’s common stock on the closing date of the acquisition, and (iii) \$9.4 million in value attributable to potential additional contingent consideration (described in more detail below). The results of operations from the September 17, 2018 closing date through September 30, 2018, represented approximately \$3.5 million of revenue and \$0.6 million of direct operating expenses. No material transaction costs were incurred in connection with this acquisition. The

[Table of Contents](#)

following table reflects a preliminary estimate of the fair values of the net assets and liabilities as of the date of acquisition, which are subject to customary post-closing adjustments:

	(in thousands)	
Fair value of net assets:		
Proved oil and natural gas properties	\$	146,134
Asset retirement cost		644
Total assets acquired		146,778
Asset retirement obligations		(644)
Net assets acquired	\$	146,134
Fair value of consideration paid for net assets:		
Cash consideration	\$	48,189
Issuance of common stock (\$25.8 million shares at \$3.44 per share)		88,592
Contingent consideration		9,353
Total fair value of consideration transferred	\$	146,134

A contingent consideration liability arising from potential additional consideration in connection with the Pivotal Acquisition has been recognized at its fair value. The amount of additional contingent consideration payable by the Company, if any, is dependent upon the performance of the Company's share price over a thirteen month period ending in October 2019. The acquisition date fair value of the potential additional consideration, totaling \$9.4 million, was recorded within short-term and long-term contingent consideration liabilities on the Company's condensed balance sheets. Changes in the fair value of the liability (that were not accounted for as revisions of the acquisition date fair value) are recorded in other income (expense) on the Company's condensed statement of operations.

The following summarized unaudited pro forma condensed statements of operations information for the three and nine months ended September 30, 2018 and 2017 assumes that the Pivotal Acquisition occurred as of January 1, 2017. The Company prepared the following summarized unaudited pro forma financial results for comparative purposes only. The summarized unaudited pro forma information may not be indicative of the results that would have occurred had the Company completed this acquisition as of January 1, 2017, or that would be attained in the future.

(in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Revenues	\$ 122,729	\$ 52,277	\$ 286,405	\$ 210,726
Net Income (Loss)	31,047	(13,299)	(48,296)	24,370

Salt Creek Acquisition

On April 25, 2018, the Company entered into a purchase and sale agreement with Salt Creek Oil and Gas, LLC, to acquire 64 gross, 5.5 net producing (PDP) wells, 31 gross, 1.5 net drilling and completing (PDNP) wells and 1,319 net acres located in McKenzie and Mountrail counties of North Dakota in the Company's core development area. The acquisition expanded the Company's footprint in the core of the Williston Basin. On June 4, 2018, the Company closed the transaction for consideration of \$60.0 million which is comprised of \$44.7 million of cash consideration and \$15.2 million of common stock consideration. The results of operations from the June 4, 2018 closing date through September 30, 2018, represented approximately \$6.7 million of revenue and \$1.6 million of direct operating expenses. No material transaction costs were incurred in connection with this acquisition. The following table reflects a preliminary estimate of the fair values of the net assets and liabilities as of the date of acquisition, which are subject to customary post-closing adjustments:

	(in thousands)
Fair value of net assets:	
Proved oil and natural gas properties	\$ 59,978
Asset retirement cost	154
Total assets acquired	60,132
Asset retirement obligations	(154)
Net assets acquired	\$ 59,978
Fair value of consideration paid for net assets:	
Cash consideration	\$ 44,738
Issuance of common stock (6.0 million shares at \$2.54 per share)	15,240
Total fair value of consideration transferred	\$ 59,978

Unproved Properties

All properties that are not classified as proved properties are considered unproved properties and, thus, the costs associated with such properties are not subject to depletion. Once a property is classified as proved, all associated acreage and drilling costs are subject to depletion.

The Company historically has acquired unproved properties by purchasing individual or small groups of leases directly from mineral owners, landmen, or lease brokers, which leases historically have not been subject to specified drilling projects, and by purchasing lease packages in identified project areas controlled by specific operators. The Company generally participates in drilling activities on a heads up basis by electing whether to participate in each well on a well-by-well basis at the time wells are proposed for drilling.

Unproved properties not being amortized comprise approximately 7,389 net acres and 14,377 net acres of undeveloped leasehold interests at September 30, 2018 and December 31, 2017, respectively. The Company believes that the majority of its unproved costs will become subject to depletion within the next five years by proving up reserves relating to the acreage through exploration and development activities, by impairing the acreage that will expire before the Company can explore or develop it further or by determining that further exploration and development activity will not occur. The timing by which all other properties will become subject to depletion will be dependent upon the timing of future drilling activities and delineation of its reserves.

The Company assesses all items classified as unproved property on an annual basis, or if certain circumstances exist, more frequently, for possible impairment or reduction in value. The assessment includes consideration of the following factors, among others: intent to drill, remaining lease term, geological and geophysical evaluations, drilling results and activity, the assignment of proved reserves, and the economic viability of development if proved reserves are assigned. During any period in which these factors indicate an impairment, the cumulative costs incurred to date for such property and all or a portion of the associated leasehold costs are transferred to the full cost pool and are then subject to depletion and amortization. For the nine months ended September 30, 2018 and 2017, the Company included \$0.1 million and \$0.1 million, respectively, related to expiring leases within costs subject to the depletion calculation.

NOTE 4 LONG-TERM DEBT

The Company's long-term debt consists of the following:

	September 30, 2018			
	Principal Balance	Unamortized Net Discount	Debt Issuance Costs, Net	Long-term Debt, Net
8% Senior Notes	\$ 102,812,000	\$ (137,064)	\$ (688,685)	101,986,251
Second Lien Notes	344,279,000	—	(4,565,587)	339,713,413
Term Loan Credit Agreement	360,000,000	—	(12,171,617)	347,828,383
Total	\$ 807,091,000	\$ (137,064)	\$ (17,425,889)	\$ 789,528,047

	December 31, 2017			
	Principal Balance	Unamortized Net Discount	Debt Issuance Costs, Net	Long-term Debt, Net
8% Senior Notes	\$ 700,000,000	\$ (1,197,954)	\$ (6,847,557)	691,954,489
Term Loan Credit Agreement	300,000,000	—	(12,630,267)	287,369,733
Total	\$ 1,000,000,000	\$ (1,197,954)	\$ (19,477,824)	\$ 979,324,222

Exchange Agreements*May 15, 2018 Exchange Transaction*

On January 31, 2018, Northern entered into an exchange agreement that was subsequently amended (as amended, the "Exchange Agreement") with holders (the "Supporting Noteholders") of approximately \$496.7 million, or 71%, of the aggregate principal amount of the Company's outstanding 8.000% senior unsecured notes due 2020 (the "Unsecured Notes"), pursuant to which the Supporting Noteholders agreed to exchange all of the Unsecured Notes held by each such Supporting Noteholder for approximately \$155.0 million of the Company's common stock and approximately \$344.3 million in aggregate principal amount of new 8.500% senior secured second lien notes due 2023 (the "Second Lien Notes") (such exchange, the "Exchange Transaction").

On May 15, 2018 (the "Exchange Closing Date"), pursuant to the Exchange Agreement, the Company completed the Exchange Transaction and issued 103,249,915 shares of common stock and \$344.3 million of Second Lien Notes in exchange for the Unsecured Notes held by the Supporting Noteholders. Separately, but in connection with the Exchange Transaction, the Company and certain investors had previously entered into subscription agreements (the "Subscription Agreements") whereby such investors agreed to purchase up to \$52.0 million of common stock at \$1.50 per share. Pursuant to the Subscription Agreements, on the Exchange Closing Date, the Company issued 34,666,668 shares of common stock to such investors.

Additional Exchange Transactions

In June 2018, the Company entered into five independent, separately negotiated exchange agreements with holders of the Company's Unsecured Notes (the "June 2018 Exchanges"). Pursuant to each such exchange agreement, the Company agreed to issue the holder shares of its common stock in exchange for certain Unsecured Notes held by such holder. In total, the Company issued 18.5 million shares of common stock in exchange for \$53.8 million in principal amount of the Unsecured Notes pursuant to the June 2018 Exchanges.

During the three months ended September 30, 2018, the Company entered into five additional independent, separately negotiated exchange agreements with holders of the Company's Unsecured Notes (the "Q3 2018 Exchanges" and, together with the June 2018 Exchanges, the "Additional Exchanges"). Pursuant to each such exchange agreement, the Company agreed to issue the holder shares of its common stock in exchange for certain Unsecured Notes held by such holder. In total, during the three months ended September 30, 2018, the Company issued 14.3 million shares of common stock in exchange for \$46.7 million in principal amount of the Unsecured Notes pursuant to the Q3 2018 Exchanges.

Pursuant to the exchange agreements governing the Additional Exchanges, with limited exceptions, the Company subjected the holders to a restricted sale period on the shares of common stock issued to them. These restricted sale periods are of varying lengths and subject to varying exceptions. Generally, if at the end of the applicable restricted sale period the Company's common stock trades below specified levels, the Company may be required to pay the applicable holder additional consideration either in

the form of cash or additional shares of common stock. The value of this liability is carried on the Company's balance sheet as the debt exchange derivative liability, the value of which is based on Monte Carlo simulations which considered various inputs including (i) the Company's common stock price, (ii) risk-free rates based on U.S. Treasury rates, (iii) volatility of the Company's common stock, and (iv) expected average daily trading volumes. As of September 30, 2018, the Company's debt exchange derivative liability related to the Additional Exchanges was \$6.3 million.

Term Loan Credit Agreement

The Company's term loan credit agreement, described in the paragraphs that follow as of September 30, 2018, was retired and repaid in full in connection with refinancing transactions that closed on October 5, 2018. See Note 12 for further details.

On November 1, 2017 (the "Effective Date"), the Company entered into a term loan credit agreement with TPG Specialty Lending, Inc., as administrative agent and collateral agent (in such capacities, the "Agent"), and the lenders from time to time party thereto. The term loan credit agreement, as amended, provides for the issuance of an aggregate principal amount of up to \$500,000,000 in term loans to the Company, consisting of (i) \$300,000,000 in initial term loans that were made on the Effective Date (the "Initial Loans"), (ii) \$100,000,000 in delayed draw term loans available to the Company, subject to satisfaction of certain conditions precedent described therein, for a period of 18 months after the Effective Date (the "Delayed Draw Loans"), and (iii) up to \$100,000,000 in incremental term loans on an uncommitted basis and subject, among other things, to one or more lenders agreeing in the future to make such loans (the "Incremental Loans") (the Initial Loans, Delayed Draw Loans and the Incremental Loans, collectively, the "Loans"). Amounts borrowed and repaid under the term loan credit agreement may not be reborrowed. All borrowings under the term loan credit agreement will mature on November 1, 2022. In addition to the \$300.0 million in Initial Loans, the Company borrowed \$60.0 million of Delayed Draw Loans on May 15, 2018. Pursuant to the terms of the 2L Indenture (described below), the Company could not borrow in excess of \$400.0 million under the term loan credit agreement.

Borrowings under the term loan credit agreement bear interest at a rate per annum equal to the "Adjusted LIBO Rate" (subject to a 1.00% floor) plus a 7.75% per annum margin. The "Adjusted LIBO Rate" is equal to the product of: (i) three-month LIBOR multiplied by (ii) the statutory reserve rate. Upon the occurrence and continuance of an event of default all outstanding Loans shall bear interest at a rate equal to 3.00% per annum plus the then-effective rate of interest. Interest is payable on the last business day of each March, June, September and December.

A commitment fee is paid on the unused amount of the delayed draw commitments based on an annual rate of 2.00% (the "Commitment Fee"). The term loan credit agreement also requires the Company to prepay the loans with 100% of the net cash proceeds received from certain asset sales, swap terminations, incurrences of borrowed money indebtedness, equity issuances, casualty events and extraordinary receipts, subject to certain exceptions and specified reinvestment rights. Prepayments (including mandatory prepayments), terminations, refinancing, reductions and accelerations under the term loan credit agreement are subject to the payment of a yield maintenance amount for any such prepayment, termination, refinancing, reduction or acceleration occurring prior to May 15, 2020 (or, with respect to any Delayed Draw Loan, prior to the two-year anniversary of the funding of such Delayed Draw Loan) that allows the lenders to attain approximately the same yield as if such Loan remained outstanding for the entire two-year period, as applicable, plus a call protection amount equal to the product of the principal amount of Loans so prepaid, terminated, refinanced, reduced or accelerated multiplied by (i) 4.0% for any such prepayment, termination, refinancing, reduction or acceleration occurring, (A) with respect to the Initial Loans, on or prior to May 15, 2021, or (B) with respect to Delayed Draw Loans, on or prior to the 36-month anniversary of the funding of such Delayed Draw Loan, or (ii) 2.0% for any such prepayment, termination, refinancing, reduction or acceleration occurring, (A) with respect to the Initial Loans, after May 15, 2021 and on or prior to May 15, 2022, or (B) with respect to Delayed Draw Loans, after the 36-month anniversary but on or prior to the 48-month anniversary of the funding of such Delayed Draw Loan, in each case, as set forth in the term loan credit agreement. Additionally, to the extent that the Loans are refinanced in full or the delayed draw commitments are terminated or reduced prior to the date that is 18 months after the Effective Date, the Company will be required to pay a yield maintenance amount in respect of the Commitment Fee that would have accrued on the delayed draw commitments as set forth in the term loan credit agreement.

The term loan credit agreement contains negative covenants that limit the Company's ability, among other things, to pay cash dividends, incur additional indebtedness, sell assets, enter into certain derivatives contracts, change the nature of our business or operations, merge, consolidate, or make certain types of investments and require the outstanding principal amount of the Company's 8.00% senior unsecured notes due 2020 to be no more than \$30.0 million by March 1, 2020. In addition, the term loan credit agreement requires that the Company comply with the following financial covenants: (i) as of any date of determination, the ratio of Total PDP PV-10 (as defined in the term loan credit agreement) plus the aggregate amount of all unrestricted cash and cash equivalents (in accounts subject to control agreements) to the amount of Senior Secured Debt (as defined in the term loan credit agreement) shall not be less than 1.30 to 1.00, (ii) as of the last day of any fiscal quarter, the ratio of Net Senior Secured Debt (as defined in the term loan credit agreement) to EBITDAX (as defined in the term loan credit agreement) for the period of four fiscal

[Table of Contents](#)

quarters then ending on such day will not be greater than 3.75 to 1.00 and (iii) as of any date of determination the Company's unrestricted cash and cash equivalents (in accounts subject to control agreements) plus the aggregate undrawn delayed draw commitments available to the Company shall not be less than \$20.0 million.

The obligations of the Company under the term loan credit agreement may be accelerated upon the occurrence of an Event of Default (as defined in the term loan credit agreement). Events of Default include customary events for a financing agreement of this type, including, without limitation, payment defaults, the inaccuracy of representations and warranties, defaults in the performance of affirmative or negative covenants, defaults on other indebtedness of the Company or its subsidiaries, bankruptcy or related defaults, defaults related to judgments and the occurrence of a Change in Control (as defined in the term loan credit agreement).

The Company's obligations under the term loan credit agreement are secured by mortgages on substantially all of the oil and gas properties of the Company subject to the limitations set forth in the term loan credit agreement. In connection with the term loan credit agreement, the Company entered into a guaranty and collateral agreement in favor of the Agent for the secured parties, pursuant to which the obligations of the Company under the term loan credit agreement and any swap agreements entered into with swap counterparties are secured by a first-priority security interest in substantially all of the assets of the Company.

Second Lien Notes

The Second Lien Notes are described in the paragraphs that follow as of September 30, 2018. The Company issued additional Second Lien Notes, and the terms of the Second Lien Notes were amended, in connection with refinancing transactions that closed on October 5, 2018. See Note 12 for further details.

On May 15, 2018 (the "2L Closing Date"), the Company issued Second Lien Notes with an aggregate principal amount of \$344.3 million. The terms of the Second Lien Notes include those stated in the Indenture entered into by the Company and Wilmington Trust, National Association, as trustee (the "2L Indenture"), on the 2L Closing Date. The Second Lien Notes are the senior secured obligations of the Company and rank equal in right of payment to all existing and future senior indebtedness of the Company and its subsidiaries. The Second Lien Notes are secured by second priority security interests in substantially all assets of the Company, subject to the exceptions set forth in the Company's term loan credit agreement and certain customary post-closing delivery periods. The Second Lien Notes will be guaranteed by all of the Company's direct and indirect subsidiaries that guarantee indebtedness under any other indebtedness for borrowed money of the Company or any of the Company's subsidiary guarantors. As of September 30, 2018, the Company does not have any subsidiaries. The Second Lien Notes will mature on May 15, 2023.

Interest on the Second Lien Notes will accrue at a rate of 8.500% per annum payable in cash quarterly in arrears on first day of each calendar quarter. Beginning on July 1, 2018, the interest rate will be increased by 1.000% per annum, which increase shall be payable in kind (the "PIK Component"). Commencing June 30, 2018, and as of each December 31st and June 30th thereafter, if the Company's total debt to EBITDAX ratio is (i) less than 3.00 to 1.00 as of such date, the PIK Component shall cease accruing effective as of the next interest payment date, or (ii) greater than or equal to 3.00 to 1.00 as of such date or if the Company fails to deliver financial statements, the PIK Component shall continue to accrue (or, if then not accruing, automatically commence accruing as of the next interest payment date) and be payable quarterly. The PIK Component began accruing on June 30, 2018. Additionally, if the Company incurs junior lien or unsecured debt with a cash interest rate in excess of 9.500%, the cash rate on the Second Lien Notes will be increased by such excess. Default interest will be payable in cash on demand at the then applicable interest rate plus 3.000% per annum.

The Company may redeem all or a portion of any of the Second Lien Notes at the following redemption prices during the following time periods (plus accrued and unpaid interest on the Second Lien Notes redeemed): (i) from and after May 15, 2018 until May 15, 2021, 104%, (ii) on and after May 15, 2021 until May 15, 2022, 102%, and (iii) on and after May 15, 2022, 100%; provided that any redemption of Second Lien Notes (or the acceleration of Second Lien Notes) prior to May 15, 2020 shall also be accompanied by a make whole premium. Subject to the terms of an intercreditor agreement, the Company is also required to offer to prepay the Second Lien Notes with 100% of the net cash proceeds of asset sales, casualty events and condemnations in excess of \$20.0 million not required to be used to pay down the loans under the term loan credit agreement, subject to customary exclusions and reinvestment provisions consistent with the term loan credit agreement. Mandatory prepayment offers will be subject to payment of the make whole premium and redemption price set forth above, as applicable.

If a change of control occurs, the Company will be required to offer to repurchase the Second Lien Notes at the repurchase price of 101% of the principal amount of repurchased Second Lien Notes (subject to the prepayment provisions of the term loan credit agreement). The Second Lien Notes contain negative covenants that are based upon the negative covenants set forth in the term loan credit agreement, taking into account differences to reflect the changed capital structure of the Company and the second lien nature of the Second Lien Notes, which negative covenants limit the Company's ability, among other things, to pay cash dividends,

incur additional indebtedness, sell assets, enter into certain derivatives contracts, change the nature of its business or operations, merge, consolidate, make certain types of investments, amend the term loan credit agreement and other debt documents, and incur any additional debt on a subordinated or junior basis to the term loan credit agreement and on a senior basis to the Second Lien Notes, and require the outstanding principal amount of the Company's 8.00% senior unsecured notes due 2020 to be no more than \$30.0 million by March 1, 2020. The Second Lien Notes do not include any financial maintenance covenants.

The obligations of the Company under the Second Lien Notes may be accelerated upon the occurrence of an Event of Default (as such term is defined in the 2L Indenture). Events of Default include customary events for a capital markets debt financing of this type, including, without limitation, payment defaults, the inaccuracy of representations and warranties, defaults in the performance of affirmative or negative covenants, defaults on other indebtedness of the Company or its subsidiaries (including an event of default under the term loan credit agreement), bankruptcy or related defaults, defaults related to judgments and the occurrence of a Change of Control (as such term is defined in the 2L Indenture).

8.000% Senior Notes Due 2020

The Company's 8.000% senior unsecured notes due June 1, 2020 (the "Unsecured Notes") are described in the paragraphs that follow as of September 30, 2018. All remaining outstanding Unsecured Notes were redeemed and repaid in full on October 11, 2018. See Note 12 for further details.

On May 18, 2012, the Company issued at par value \$300.0 million aggregate principal amount of Unsecured Notes (the "Original Notes"). On May 13, 2013, the Company issued at a price of 105.25% of par an additional \$200.0 million aggregate principal amount of Unsecured Notes (the "2013 Follow-on Notes"). On May 18, 2015, the Company issued at a price of 95.000% of par an additional \$200.0 million aggregate principal amount of Unsecured Notes (the "2015 Mirror Notes" and, together with the Original Notes and the 2013 Follow-on Notes, the "Notes"). Interest is payable on the Notes semi-annually in arrears on each of June 1 and December 1. The Company currently does not have any subsidiaries and, as a result, the Notes are not currently guaranteed. Any subsidiaries the Company forms in the future may be required to unconditionally guarantee, jointly and severally, payment obligation under the Notes on a senior unsecured basis.

Since June 1, 2018, the Company has been authorized to redeem some or all of the Notes at a redemption price equal to the principal amount, plus accrued and unpaid interest to the redemption date.

The Original Notes and the 2013 Follow-on Notes are governed by an Indenture, dated as of May 18, 2012, by and among the Company and Wilmington Trust, National Association (the "Original Indenture"). The 2015 Mirror Notes are governed by an Indenture, dated as of May 18, 2015, by and among the Company and Wilmington Trust, National Association (the "Mirror Indenture"). The terms and conditions of the Mirror Indenture conform, in all material respects, to the terms and conditions set forth in the Original Indenture. As such, the Mirror Indenture, together with the Original Indenture, are referred to herein as the "Indenture."

The Indenture restricts the Company's ability to: (i) incur additional debt or enter into sale and leaseback transactions; (ii) pay distributions on, redeem or, repurchase equity interests; (iii) make certain investments; (iv) incur liens; (v) enter into transactions with affiliates; (vi) merge or consolidate with another company; and (vii) transfer and sell assets. These covenants are subject to a number of exceptions and qualifications. If at any time when the Notes are rated investment grade by both Moody's Investors Service, Inc. and Standard & Poor's Ratings Services and no Default (as defined in the Indenture) has occurred and is continuing, many of such covenants will terminate and the Company and its subsidiaries (if any) will cease to be subject to such covenants.

The Indenture contains customary events of default, including:

- default in any payment of interest on any Note when due, continued for 30 days;
- default in the payment of principal of or premium, if any, on any Note when due;
- failure by the Company to comply with its other obligations under the Indenture, in certain cases subject to notice and grace periods;
- payment defaults and accelerations with respect to other indebtedness of the Company and certain of its subsidiaries, if any, in the aggregate principal amount of \$25.0 million or more;
- certain events of bankruptcy, insolvency or reorganization of the Company or a significant subsidiary or group of restricted subsidiaries that, taken together, would constitute a significant subsidiary;

[Table of Contents](#)

- failure by the Company or any significant subsidiary or group of restricted subsidiaries that, taken together, would constitute a significant subsidiary to pay certain final judgments aggregating in excess of \$25.0 million within 60 days; and
- any guarantee of the Notes by a guarantor ceases to be in full force and effect, is declared null and void in a judicial proceeding or is denied or disaffirmed by its maker.

NOTE 5 COMMON AND PREFERRED STOCK

In August 2018, the Company's stockholders approved an amendment to the Company's Certificate of Incorporation to increase the number of authorized shares of common stock, from 450,000,000 to 675,000,000. As a result, the Company's Restated Certificate of Incorporation authorizes the issuance of up to 680,000,000 shares. The shares are classified in two classes, consisting of 675,000,000 shares of common stock, par value \$0.001 per share, and 5,000,000 shares of preferred stock, par value \$0.001 per share. The board of directors is authorized to establish one or more series of preferred stock, setting forth the designation of each such series, and fixing the relative rights and preferences of each such series. The Company has neither designated nor issued any shares of preferred stock.

Common Stock

The following is a schedule of changes in the number of shares of common stock outstanding during the nine months ended September 30, 2018 and the year ended December 31, 2017:

	Nine Months Ended September 30, 2018	Year Ended December 31, 2017
Beginning Balance	66,791,633	63,259,781
Stock Options Exercised - Net	62,500	—
Restricted Stock Grants	3,195,302	911,355
Debt Exchanges	136,063,799	—
Equity Offerings	96,926,019	—
Stock Consideration for Acquisitions of Oil and Natural Gas Properties	32,253,578	—
Legal Settlement	—	3,000,000
Other Surrenders - Tax Obligations	(172,759)	(270,510)
Other Forfeitures	(910,086)	(108,993)
Ending Balance	<u>334,209,986</u>	<u>66,791,633</u>

2018 Activity

During the nine months ended September 30, 2018, 0.2 million shares of common stock were surrendered by certain employees of the Company to cover tax obligations in connection with their restricted stock awards. The total value of these shares was approximately \$0.4 million, which is based on the market prices on the dates the shares were surrendered.

During January 2018, 0.9 million shares of common stock were forfeited in connection with the resignation of the Company's former interim chief executive officer and chief financial officer. The total amount of share-based compensation expense that was reversed in connection with his resignation was approximately \$1.2 million.

Exchange Transactions

On May 15, 2018, as a part of closing the Exchange Agreement (see Note 4), the Company issued 103.2 million shares of the Company's common stock to the Supporting Noteholders as partial consideration for their exchange of Unsecured Notes.

In 2018, the Company issued an additional 32.8 million shares of the Company's common stock to various noteholders, through other privately negotiated exchange transactions, as consideration for the exchange of Unsecured Notes (See Note 4).

Equity Offerings

On April 10, 2018, the Company completed an underwritten public offering of common stock (the “Public Offering”) pursuant to which it issued 58.7 million shares of common stock and received net proceeds of \$84.5 million after underwriting discounts, commissions, and offering expenses. On April 16, 2018, the underwriters exercised their option to purchase an additional 3.6 million shares and the Company received additional net proceeds of \$5.2 million after underwriting discounts.

On May 15, 2018, in connection with the closing of the Exchange Agreement, the Company issued 34.7 million shares to various investors through subscription agreements for net proceeds of \$52.0 million.

Acquisitions

On June 4, 2018, the Company issued 6.0 million shares of common stock as a part of the purchase price for the purchase of oil and gas properties under the purchase and sale agreement with Salt Creek Oil and Gas, LLC (See Note 3).

On September 17, 2018, the Company issued 25.8 million shares of common stock as a part of the purchase price for the purchase of oil and gas properties under the purchase and sale agreements for the Pivotal Acquisition (See Note 3).

Stock Repurchase Program

In May 2011, the Company’s board of directors approved a stock repurchase program to acquire up to \$150.0 million of the Company’s outstanding common stock. The stock repurchase program allows the Company to repurchase its shares from time to time in the open market, block transactions and in negotiated transactions.

During the three and nine months ended September 30, 2018 and September 30, 2017, the Company did not repurchase shares of its common stock under the stock repurchase program. The Company’s accounting policy upon the repurchase of shares is to deduct its par value from Common Stock and to reflect any excess of cost over par value as a deduction from Additional Paid-in Capital.

NOTE 6 STOCK OPTIONS/STOCK-BASED COMPENSATION AND WARRANTS

On July 19, 2018, the board of directors approved the Company’s new 2018 Equity Incentive Plan (the “2018 Plan”), which was subsequently approved at the 2018 annual meeting of stockholders. 15,000,000 shares were authorized for grant under the 2018 Plan, plus the 769,775 shares remaining available for future grants under the Company’s predecessor 2013 Incentive Plan (the “2013 Plan”) on the date the shareholders approved the 2018 Plan. No future awards will be made under the 2013 Plan. The 2018 Plan is intended to provide a means whereby the Company may be able, by granting equity and other types of awards, to attract, retain and motivate capable and loyal employees, non-employee directors, consultants and advisors of the Company, for the benefit of the Company and its shareholders. As of September 30, 2018, there were 15,769,775 shares available for future awards under the 2018 Plan.

Restricted Stock Awards

During the nine months ended September 30, 2018, the Company issued 950,355 restricted shares of common stock subject only to time-based vesting under the equity plans as compensation to officers, employees and directors of the Company. Unvested restricted shares vest over various terms with all restricted shares vesting no later than June 2021. As of September 30, 2018, there was approximately \$1.8 million of total unrecognized compensation expense related to such unvested restricted stock that will be recognized over a weighted-average period of approximately 1.1 years. The Company has historically assumed a zero percent forfeiture rate, thus recognizing forfeitures as they occur, for restricted stock due to the small number of officers, employees and directors that have received restricted stock awards.

The following table reflects the outstanding restricted stock awards subject only to time-based vesting and activity related thereto for the nine months ended September 30, 2018:

	Nine Months Ended September 30, 2018	
	Number of Shares	Weighted-Average Grant Date Fair Value (per Award)
Restricted Stock Awards:		
Restricted Shares Outstanding at Beginning of Period	1,721,533	\$ 3.65
Shares Granted	950,355	2.64
Lapse of Restrictions	(812,775)	3.09
Shares Forfeited	(910,086)	3.97
Restricted Shares Outstanding at End of Period	949,027	\$ 2.80

Stock Option Awards

The following table reflects the outstanding stock option awards and the activity related thereto for the nine months ended September 30, 2018:

	Stock Option Awards ⁽¹⁾	Weighted-Average Exercise Price	Weighted Average Contractual Term
Outstanding as of 12/31/2017	250,000	\$ 2.79	1.0
Granted	—	—	
Exercised ⁽¹⁾	(250,000)	—	
Expired or canceled	—	—	
Forfeited	—	—	
Outstanding as of 9/30/2018	—	\$ —	—

⁽¹⁾ All 250,000 stock options were exercised in August 2018 pursuant to a net exercise, whereby 187,500 shares were surrendered to cover the aggregate exercise price and the remaining 62,500 shares were issued to the holder.

Performance Stock Awards

In 2018, the Company granted performance stock awards as compensation to certain officers and employees of the Company. The performance stock awards are restricted and vest contingent on the continued service of the recipients through the vesting dates under the awards, which are March 15 of 2019, 2020 and 2021. Additionally, the number of shares that will vest under these performance stock awards depends on two separate defined performance criteria. Shares under the Performance-Based Restricted Share Grant I (“Performance Award I”) vest contingent on the Company’s fourth quarter annualized Adjusted EBITDA as compared to specified targets. Performance Award I contains both service and performance vesting conditions. The Company assessed the probability of achieving the performance condition as of September 30, 2018 using its internal financial forecasts. Shares under the Performance-Based Restricted Share Grant II (“Performance Award II”) vest contingent on the Company’s average closing stock price for the last twenty trading days of 2018 compared to specified targets. Performance Award II contains both service and market vesting conditions. A Monte Carlo simulation prepared by an independent third party is utilized to determine the grant date fair value of Performance Award II.

Shares under Performance Award I vest contingent on the Company’s fourth quarter annualized Adjusted EBITDA as compared to specified targets, as follows:

Performance	Aggregate Shares Vested
Less than Target I	0 shares
Target I to Target II	334,500 shares
Target II to Target III	674,000 shares
Greater than or equal to Target III	1,018,500 shares

The following table summarizes the Performance Award I activity for the nine months ended September 30, 2018:

	Nine Months Ended September 30, 2018	
	Number of Shares	Weighted-Average Grant Date Fair Value (per Award)
Outstanding as of 12/31/2017	—	\$ —
Shares Granted	1,018,500	2.70
Lapse of Restrictions	—	—
Shares Forfeited	—	—
Outstanding as of 9/30/2018	1,018,500	\$ 2.70

The fair value of the Performance Award I is estimated using the fair value on the grant date. The Company records the expense of the Performance Award I on a straight-line basis over the requisite service period. Any Performance Award I awards that do not become earned will terminate, expire and otherwise be forfeited by the participants. For the three and nine months ended September 30, 2018, the Company recorded compensation expense related to Performance Award I awards of \$0.5 million and \$0.6 million, respectively. At September 30, 2018, there was \$2.1 million of total unrecognized compensation expense related to these awards.

Shares under Performance Award II vest contingent on the Company’s average closing stock price for the last twenty trading days of 2018 compared to specified targets, as follows:

Performance	Aggregate Shares Vested
Less than Target I	0 shares
Target I to Target II	334,500 shares
Target II to Target III	674,000 shares
Greater than or equal to Target III	1,018,500 shares

The following table summarizes the Performance Award II activity for the nine months ended September 30, 2018:

	Nine Months Ended September 30, 2018	
	Number of Shares	Weighted-Average Grant Date Fair Value (per Award)
Outstanding as of 12/31/2017	—	\$ —
Shares Granted	1,018,500	1.67
Lapse of Restrictions	—	—
Shares Forfeited	—	—
Outstanding as of 9/30/2018	1,018,500	\$ 1.67

The fair value of the Performance Award II is estimated using a Monte Carlo simulation at the grant date. The Company records the expense of the Performance Award II on a straight-line basis over the requisite service period. Any Performance Award II awards that do not become earned will terminate, expire and otherwise be forfeited by the participants. For the three and nine months ended September 30, 2018, the Company recorded compensation expense related to Performance Award II awards of \$0.3 million and \$0.4 million, respectively. At September 30, 2018, there was \$1.3 million of total unrecognized compensation expense related to these awards.

The assumptions used to estimate the fair value of the Performance Award II granted as of the date presented are as follows:

	June 1, 2018
Risk-free interest rate	2.10%
Dividend yield	—%
Expected volatility	100.00%
Company's closing stock price on grant date	\$ 2.70
Fair value per Performance Award II	\$ 1.67

In 2018, the Company granted performance stock awards consisting of an aggregate of 176,100 shares as compensation to certain directors of the Company. These performance stock awards are set up with the same specified targets as the Performance Award II for officers and employees described above. These performance stock awards are restricted and vest contingent on continued service of the recipient through the vesting date of March 15, 2019, and dependent on the performance relative to the stock price targets for the Performance Award II. At September 30, 2018, there was \$0.2 million of total unrecognized compensation expense related to these awards.

NOTE 7 RELATED PARTY TRANSACTIONS

Exchange Agreement

On January 31, 2018, the Company entered into an exchange agreement that was subsequently amended (as amended, the “Exchange Agreement”) with holders (the “Supporting Noteholders”) of approximately \$496.7 million, or 71%, of the aggregate principal amount of its outstanding 8.000% senior unsecured notes due 2020 (the “Unsecured Notes”), pursuant to which the Supporting Noteholders agreed to exchange all of the Unsecured Notes held by each such Supporting Noteholder for approximately \$155.0 million of its common stock and approximately \$344.3 million in aggregate principal amount of new 8.500% senior secured second lien notes due 2023 (the “Second Lien Notes”) (such exchange, the “Exchange Transaction”). Closing under the Exchange Agreement occurred on May 15, 2018.

TRT Holdings, Inc. (“TRT”), Cresta Investments, LLC and Robert B. Rowling (together, the “TRT Noteholders”) are Supporting Noteholders and received, upon consummation of the Exchange Transaction, in the aggregate, approximately 54.6 million shares of the Company’s common stock and approximately \$125.3 million aggregate principal amount of Second Lien Notes in exchange for the \$204.7 million of Unsecured Notes that they exchanged. Two of the Company’s directors, Michael Frantz and Mike Popejoy, are employed by TRT, and each of the TRT Noteholders individually beneficially owned in excess of 5% of the Company’s outstanding common stock when the Exchange Agreement was entered into. The principal amounts of any Second Lien Notes held by the TRT Noteholders as of September 30, 2018 are included in the Company’s long-term debt balances, and the Company’s interest expense includes interest attributable to any Unsecured Notes and Second Lien Notes held by TRT during the applicable period.

[Table of Contents](#)

The obligations of the Supporting Noteholders under the Exchange Agreement were subject to the conditions set forth in the Exchange Agreement, which were satisfied at or prior to closing, including (among others) the successful completion of an equity transaction (the “Equity Raise”) comprised of \$140.0 million in gross proceeds from the sale of the Company’s common stock, including the funding of up to \$52.0 million of commitments received under the Subscription Agreements (as defined below).

Subscription Agreements and Equity Raise

On January 31, 2018, and in connection with the Exchange Transaction, the Company and Bahram Akradi (the Chairman of its board of directors), Michael Reger (who subsequently joined the Company as an executive officer in May 2018), TRT and certain other investors each entered into subscription agreements (the “Subscription Agreements”) whereby such investors agreed to purchase up to \$40.0 million of the Company’s common stock at a price per share equal to the lowest price per share in the Equity Raise, and subject to the closing of the Exchange Transaction. Pursuant to their respective Subscription Agreements, Mr. Akradi purchased \$12.0 million of the Company’s common stock, Mr. Reger purchased \$10.0 million of the Company’s common stock, and TRT purchased \$10.0 million of the Company’s common stock. Based on the pricing of the Equity Raise, the lowest price of which was \$1.50 per share, Mr. Akradi purchased 8.0 million shares, Mr. Reger purchased 6.7 million shares and TRT purchased 6.7 million shares. Mr. Akradi and TRT each beneficially owned in excess of 5% of the Company’s outstanding common stock when their respective Subscription Agreements were entered into.

On April 10, 2018, to satisfy, in part, the Company’s obligation to complete the Equity Raise, the Company completed an underwritten public offering (the “Offering”), whereby it sold 58,666,667 shares of its common stock at a public offering price of \$1.50 per share. As part of the Offering, Mr. Akradi purchased 1.0 million shares of the Company’s common stock from the underwriters of the Offering for an aggregate purchase price of \$1.5 million. Mr. Akradi beneficially owned in excess of 5% of the Company’s outstanding common stock when he purchased such shares.

Registration Rights

In accordance with the terms of the Exchange Agreement, at the closing of the Exchange Transaction, the Company entered into registration rights agreements with (i) the Supporting Noteholders, including the TRT Noteholders, pursuant to which the Company agreed to file with the SEC a registration statement registering for resale the shares of common stock and the Second Lien Notes issued in the Exchange Transaction, and (ii) the TRT Noteholders and an affiliate of TRT, pursuant to which the Company agreed to file with the SEC a registration statement registering for resale all of the shares of common stock held by the TRT Noteholders and such affiliate, excluding shares of common stock that the TRT Noteholders received pursuant to the Exchange Transaction. The required registration statements were filed and declared effective by the SEC during the quarter ended September 30, 2018.

The Company’s Audit Committee is responsible for approving all transactions involving related parties, including each of the transactions identified above.

NOTE 8 COMMITMENTS & CONTINGENCIES

Litigation

The Company is engaged in various proceedings incidental to the normal course of business. Due to their nature, such legal proceedings involve inherent uncertainties, including but not limited to, court rulings, negotiations between affected parties and governmental intervention. Based upon the information available to the Company and discussions with legal counsel, it is the Company’s opinion that the outcome of the various legal actions and claims that are incidental to its business will not have a material impact on the Company’s financial position, results of operations or cash flows. Such matters, however, are subject to many uncertainties, and the outcome of any matter is not predictable with assurance.

The Company’s interests in certain crude oil and natural gas leases from the State of North Dakota are subject to an ongoing dispute over the ownership of minerals underlying the bed of the Missouri River within the boundaries of the Fort Berthold Reservation. The ongoing dispute is between the State of North Dakota and three affiliated tribes, both of whom have purported to lease mineral rights in tracts of riverbed within the reservation boundaries. In the event the ongoing dispute results in a final judgment that is adverse to the Company’s interests, the Company would be required to reverse approximately \$5.2 million in revenue (net of accrued taxes) that has been accrued since the first quarter of 2013 based on the Company’s purported interest in the crude oil and natural gas leases at issue. Due to the long-term nature of this title dispute, the \$5.2 million in accounts receivable is included in “Other Noncurrent Assets, Net” on the condensed balance sheets. The Company fully maintains the validity of its interests in the crude oil and natural gas leases.

On August 18, 2016, plaintiff Jeffrey Fries, individually and on behalf of all others similarly situated, filed a class action complaint in the United States District Court for the Southern District of New York against the Company, Michael Reger (the Company's former chief executive officer), and Thomas Stoelk (the Company's former chief financial officer and interim chief executive officer) as defendants. An amended complaint was filed by plaintiffs in July 2017. Defendants (including the Company) filed a motion to dismiss the amended complaint in August 2017. The court granted the Company's motion to dismiss in January 2018, but permitted plaintiff the opportunity to further amend the complaint. A second amended complaint was filed by plaintiffs in January 2018. Defendants (including the Company) filed a motion to dismiss the second amended complaint in March 2018, and the Company is awaiting the court's decision on that motion to dismiss. The complaint purports to bring a federal securities class action on behalf of a class of persons who acquired the Company's securities between March 1, 2013 and August 15, 2016, and seeks to recover damages caused by defendants' alleged violations of the federal securities laws and to pursue remedies under Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 and Rule 10b-5 promulgated thereunder. The Company intends to continue to vigorously defend itself in this matter.

NOTE 9 INCOME TAXES

The Company utilizes the asset and liability approach to measuring deferred tax assets and liabilities based on temporary differences existing at each balance sheet date using currently enacted tax rates. A valuation allowance for the Company's deferred tax assets is established if, in management's opinion, it is more likely than not that a valuation allowance is needed, looking at both positive and negative factors. Due to uncertainty surrounding the realization of its deferred tax assets, the Company has continued to record a valuation allowance against its net deferred tax assets.

The income tax provision (benefit) for the three and nine months ended September 30, 2018 and 2017 consists of the following:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Current Income Tax Provision (Benefit)	\$ —	\$ —	\$ —	\$ —
Deferred Income Tax Provision (Benefit)				
Federal	3,812,000	(5,461,000)	(14,748,000)	5,188,000
State	840,000	(492,000)	(3,251,000)	468,000
Valuation Allowance	(4,652,000)	5,953,000	17,999,000	(5,656,000)
Total Income Tax Provision (Benefit)	\$ —	\$ —	\$ —	\$ —

Income tax provision (benefit) during interim periods is based on applying an estimated annual effective income tax rate to year-to-date income (loss), plus any unusual or infrequently occurring items that are recorded in the interim period. The provision for the three and nine months ended September 30, 2018, differ from the amount that would be provided by applying the statutory U.S. federal income tax rate of 21% to income before income taxes. The lower effective tax rate in 2018 and 2017 relates to the valuation allowance placed on the net deferred tax assets, in addition to state income taxes and estimated permanent differences.

The Company's May 15, 2018 closing under the Exchange Agreement and related transactions triggered an ownership change within the meaning of Section 382 of the Internal Revenue Code ("IRC") due to the share issuances that resulted from the Exchange Agreement and related transactions. In general, an ownership change, as defined in IRC Section 382, results from a transaction or series of transactions over a three-year period resulting in an ownership change of more than 50% of the outstanding stock of a company by certain stockholders or public groups. Since the Company has experienced an ownership change, utilization of net operating losses and other tax carryforward attributes are subject to an annual limitation, which is determined by first multiplying the value of the Company's common stock at the time of the ownership change by the applicable long-term, tax-exempt rate, plus any built-in gains recognized within five years following the ownership change. Any such limitation is still being evaluated and may result in the expiration of a significant portion of the Company's tax attributes. Any carryforward attributes that expire prior to utilization will be removed from deferred tax assets with a corresponding adjustment to the valuation allowance upon finalization of the limitation analysis, which will be completed prior to the end of the fiscal year. Due to the existence of the valuation allowance, it is not expected that any possible limitation will have an impact on the results of operations of the Company.

On December 22, 2017, the United States enacted the Tax Cuts and Jobs Act ("the Act") which made significant changes that affect the Company, resulting in significant modifications to existing law. The Company's financial statements for the year ended December 31, 2017 and for the quarter ended September 30, 2018 reflect certain effects of the Act which includes a reduction in the corporate tax rate from 35% to 21% effective January 1, 2018, as well as other changes.

The Act also repeals the corporate alternative minimum tax for tax years beginning after December 31, 2017 and provides that prior alternative minimum tax credits will be refundable. The Company has credits that are expected to be refunded between 2018 and 2021 as a result of the Act and monetization opportunities under current tax laws.

The Act is a comprehensive tax reform bill containing a number of other provisions that either currently or in the future could impact the Company. The Company has completed the analysis of the Act and does not expect a material change due to the transition impacts. Any changes that do arise due to changes in interpretations of the Act, legislative action to address questions that arise because of the Act, changes in accounting standards for income taxes or related interpretations in response to the Act, or any updates or changes to estimates the Company has utilized to calculate the transition impacts will be disclosed in future periods as they arise. The effect of certain limitations effective for the tax year 2018 and forward, specifically related to the deductibility of executive compensation and interest expense, have been evaluated.

[Table of Contents](#)

Tax benefits are recognized only for tax positions that are more likely than not to be sustained upon examination by tax authorities. The amount recognized is measured as the largest amount of benefit that is greater than 50 percent likely to be realized upon ultimate settlement. Unrecognized tax benefits are tax benefits claimed in the Company's tax returns that do not meet these recognition and measurement standards. The Company has no liabilities for unrecognized tax benefits.

The Company's policy is to recognize potential interest and penalties accrued related to unrecognized tax benefits within income tax expense. For the three and nine months ended September 30, 2018 and 2017, the Company did not recognize any interest or penalties in its condensed statements of operations, nor did it have any interest or penalties accrued in its condensed balance sheet at September 30, 2018 and December 31, 2017 relating to unrecognized benefits.

The tax years 2017, 2016, 2015, and 2014 remain open to examination for federal and state income tax purposes.

NOTE 10 FAIR VALUE

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. The Company uses a fair value hierarchy based on three levels of inputs, of which the first two are considered observable and the last unobservable, that may be used to measure fair value which are the following:

Level 1 - Quoted prices in active markets for identical assets or liabilities.

Level 2 - Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 - Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

Financial Assets and Liabilities

As required, financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The Company's assessment of the significance of a particular input requires judgment and may affect the valuation of fair value assets and liabilities and their placement within the fair value hierarchy levels. The following tables set forth by level within the fair value hierarchy the Company's financial assets and liabilities that were accounted for at fair value on a recurring basis:

	Fair Value Measurements at September 30, 2018 Using		
	Quoted Prices In Active Markets for Identical Assets (Liabilities) (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Commodity Derivatives – Current Liabilities (crude oil price and basis swaps)	—	(61,637,192)	—
Commodity Derivatives – Noncurrent Liabilities (crude oil price and basis swaps)	—	(40,844,343)	—
Contingent Consideration – Current Liabilities	—	—	(8,334,160)
Contingent Consideration – Noncurrent Liabilities	—	—	(1,018,570)
Debt Exchange Derivatives – Current Liabilities	—	—	(6,030,363)
Debt Exchange Derivatives – Noncurrent Liabilities	—	—	(260,967)
Total	\$ —	\$ (102,481,535)	\$ (15,644,060)

Fair Value Measurements at December 31, 2017 Using			
	Quoted Prices In Active Markets for Identical Assets (Liabilities) (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Commodity Derivatives – Current Liabilities (crude oil swaps)	—	(18,681,891)	—
Commodity Derivatives – Noncurrent Liabilities (crude oil swaps)	—	(11,496,929)	—
Total \$	—	\$ (30,178,820)	\$ —

The Level 2 instruments presented in the tables above consist of commodity derivative instruments (see Note 11). The fair value of the Company's derivative financial instruments is determined based upon future prices, volatility and time to maturity, among other things. Counterparty statements are utilized to determine the value of the commodity derivative instruments and are reviewed and corroborated using various methodologies and significant observable inputs. The Company's and the counterparties' nonperformance risk is evaluated. The fair value of all derivative contracts is reflected on the condensed balance sheet. The current derivative asset and liability amounts represent the fair values expected to be settled in the subsequent twelve months.

The Company had embedded derivatives related to a number of its separately negotiated exchange agreements with holders of the Company's Unsecured Notes. The exchange agreements contained provisions whereby if at the end of the applicable restricted sale period the Company's common stock trades below specified levels, the Company may be required to pay additional consideration to the holder in the form of cash or additional shares of common stock. The Company determined these provisions were not clearly and closely related to the shares of common stock issued and therefore, bifurcated these embedded features and reflected them at fair value in the financial statements. Prior to their settlements, the fair values of these embedded derivatives were determined using a Monte Carlo simulation which considered various inputs including (i) the Company's common stock price, (ii) risk-free rates based on U.S. Treasury rates, (iii) volatility of the Company's common stock, and (iv) expected average daily trading volumes. The expected volatility and average daily trading volumes used in the valuation were unobservable in the marketplace and significant to the valuation methodology, and the embedded derivatives' fair value was therefore designated as Level 3 in the valuation hierarchy. Changes in the fair value of this liability is included in other income (expense) in the Company's condensed statements of operations.

The fair value of the Pivotal Acquisition contingent consideration was determined using a Monte Carlo simulation model. Significant inputs used in the fair value measurement include (i) the Company's common stock price, (ii) risk-free rates based on U.S. Treasury rates, (iii) volatility of the Company's common stock, and (iv) expected average daily trading volumes. The expected volatility and average daily trading volumes used in the valuation were unobservable in the marketplace and significant to the valuation methodology, and the contingent consideration's fair value was therefore designated as Level 3 in the valuation hierarchy. Changes in the fair value of this liability is included in other income (expense) in the Company's condensed statements of operations.

The following table summarizes the changes in fair value of the Company's financial instruments classified as Level 3 in the fair value hierarchy:

(in thousands)	Nine Months Ended September 30, 2018
Beginning Balance	—
Debt exchange derivative liability	19,354
Contingent consideration	9,353
Debt exchange derivative liability settlements	(3,042)
Change in fair value of debt exchange derivative liability	(10,021)
Ending Balance	15,644

Fair Value of Other Financial Instruments

The Company's financial instruments, including certain cash and cash equivalents, accounts receivable and accounts payable, are carried at cost, which approximates fair value due to the short-term maturity of these instruments.

The carrying amount of the Company's long-term debt reported in the condensed balance sheet at September 30, 2018 is \$789.5 million, which includes \$102.0 million of senior unsecured notes, \$339.7 million of second lien notes, and \$347.8 million of borrowings under the Company's term loan credit agreement (see Note 4). The fair value of the Company's senior unsecured notes and second lien notes, which are publicly traded, is \$102.8 million and \$364.1 million at September 30, 2018, respectively. The Company's term loan credit agreement approximates its fair value because of its floating rate structure.

Non-Financial Assets and Liabilities

The Company estimates asset retirement obligations pursuant to the provisions of FASB ASC 410. The initial measurement of asset retirement obligations at fair value is calculated using discounted cash flow techniques and based on internal estimates of future retirement costs associated with oil and natural gas properties. Given the unobservable nature of the inputs, including plugging costs and reserve lives, the initial measurement of the asset retirement obligations liability is deemed to use Level 3 inputs. Asset retirement obligations incurred during the nine months ended September 30, 2018 were approximately \$1.6 million.

The Company accounts for acquisitions of oil and natural gas properties under the acquisition method of accounting. Accordingly, the Company conducts assessments of net assets acquired and recognizes amounts for identifiable assets acquired and liabilities assumed at the estimated acquisition date fair values, while transaction costs associated with the acquisitions are expensed as incurred. The Company makes various assumptions in estimating the fair values of assets acquired and liabilities assumed. The most significant assumptions relate to the estimated fair value of oil and natural gas properties. The fair value of these properties is measured using a discounted cash flow model that converts future cash flows to a single discounted amount. These assumptions represent Level 3 inputs under the fair value hierarchy. See Note 3 for additional discussion of the Company's acquisitions of oil and natural gas properties during the nine months ended September 30, 2018 and discussion of the significant inputs to the valuations.

Though the Company believes the methods used to estimate fair value are consistent with those used by other market participants, the use of other methods or assumptions could result in a different estimate of fair value. There were no transfers of financial assets or liabilities between Level 1, Level 2 or Level 3 inputs for the nine months ended September 30, 2018.

NOTE 11 DERIVATIVE INSTRUMENTS AND PRICE RISK MANAGEMENT

The Company utilizes commodity price swaps, basis swaps, swaptions and collars (purchased put options and written call options) to (i) reduce the effects of volatility in price changes on the crude oil commodities it produces and sells, (ii) reduce commodity price risk and (iii) provide a base level of cash flow in order to assure it can execute at least a portion of its capital spending.

All derivative instruments are recorded on the Company's balance sheet as either assets or liabilities measured at their fair value (see Note 10). The Company has not designated any derivative instruments as hedges for accounting purposes and does not enter into such instruments for speculative trading purposes. If a derivative does not qualify as a hedge or is not designated as a hedge, the changes in the fair value are recognized in the revenues section of the Company's condensed statements of operations as a gain or loss on derivative instruments. Mark-to-market gains and losses represent changes in fair values of derivatives that have not been settled. The Company's cash flow is only impacted when the actual settlements under the derivative contracts result in making or receiving a payment to or from the counterparty. These cash settlements represent the cumulative gains and losses on the Company's derivative instruments for the periods presented and do not include a recovery of costs that were paid to acquire or modify the derivative instruments that were settled.

The following table presents cash settlements on matured or liquidated derivative instruments and non-cash gains and losses on open derivative instruments for the periods presented. Cash receipts and payments below reflect proceeds received upon early liquidation of derivative positions and gains or losses on derivative contracts which matured during the period, calculated as the difference between the contract price and the market settlement price of matured contracts. Non-cash gains and losses below represent the change in fair value of derivative instruments which continue to be held at period-end and the reversal of previously recognized non-cash gains or losses on derivative contracts that matured or were liquidated during the period.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Cash Received (Paid) on Settled Derivatives	\$ (12,922,603)	\$ 3,395,117	\$ (33,319,597)	\$ 5,640,488
Non-Cash Mark-to-Market Gain (Loss) on Derivatives	(30,225,470)	(16,058,370)	(72,302,715)	15,170,174
Gain (Loss) on Derivative Instruments, Net	\$ (43,148,073)	\$ (12,663,253)	\$ (105,622,312)	\$ 20,810,662

The Company has master netting agreements on individual commodity contracts with certain counterparties and therefore the current asset and liability are netted on the balance sheet and the non-current asset and liability are netted on the balance sheet for contracts with these counterparties.

As of September 30, 2018, the Company had a total volume on open commodity price swaps of 9.7 million barrels at a weighted average price of approximately \$58.98 per barrel. The following table reflects the weighted average price of open commodity price swap derivative contracts as of September 30, 2018, by year with associated volumes.

Year	Volumes (Bbl)	Weighted Average Price (\$)
2018	1,611,300	\$ 62.01
2019	4,793,480	59.56
2020	2,699,580	56.91
2021 and beyond	631,600	55.67

In addition to the open commodity price swap contracts the Company has entered into basis swap contracts. Basis swaps fix the price differential between a published index price and the applicable local index price under which the Company's production is sold. The following table reflects open commodity basis swap contracts as of September 30, 2018.

Settlement Period	Oil (Barrels)	Weighted Average Price (\$)
01/01/19 – 12/31/19	3,650,000	\$ (2.41)

The following table sets forth the amounts, on a gross basis, and classification of the Company's outstanding derivative financial instruments at September 30, 2018 and December 31, 2017, respectively. Certain amounts may be presented on a net basis on the condensed financial statements when such amounts are with the same counterparty and subject to a master netting arrangement.

Type of Crude Oil Contract	Balance Sheet Location	September 30, 2018 Estimated Fair Value	December 31, 2017 Estimated Fair Value
Derivative Assets:			
Swap Price Contracts	Current Assets	\$ —	\$ —
Basis Swap Contracts	Current Assets	2,255,203	—
Swap Price Contracts	Noncurrent Assets	930	—
Basis Swap Contracts	Noncurrent Assets	902,769	—
Total Derivative Assets		\$ 3,158,902	\$ —
Derivative Liabilities:			
Swap Price Contracts	Current Liabilities	\$ (63,781,993)	\$ (18,681,891)
Basis Swap Contracts	Current Liabilities	(110,402)	—
Swap Price Contracts	Noncurrent Liabilities	(41,730,235)	(11,496,929)
Basis Swap Contracts	Noncurrent Liabilities	(17,807)	—
Total Derivative Liabilities		\$ (105,640,437)	\$ (30,178,820)

The use of derivative transactions involves the risk that the counterparties will be unable to meet the financial terms of such transactions. When the Company has netting arrangements with its counterparties that provide for offsetting payables against receivables from separate derivative instruments these assets and liabilities are netted on the balance sheet. The tables presented below provide reconciliation between the gross assets and liabilities and the amounts reflected on the balance sheet. The amounts presented exclude derivative settlement receivables and payables as of the balance sheet dates.

Estimated Fair Value at September 30, 2018

	Gross Amounts of Recognized Assets (Liabilities)	Gross Amounts Offset in the Balance Sheet	Net Amounts of Assets (Liabilities) Presented in the Balance Sheet
Offsetting of Derivative Assets:			
Current Assets	\$ 2,255,203	\$ (2,255,203)	\$ —
Noncurrent Assets	903,699	(903,699)	—
Total Derivative Assets	\$ 3,158,902	\$ (3,158,902)	\$ —
Offsetting of Derivative Liabilities:			
Current Liabilities	\$ (63,892,395)	\$ 2,255,203	\$ (61,637,192)
Noncurrent Liabilities	(41,748,042)	903,699	(40,844,343)
Total Derivative Liabilities	\$ (105,640,437)	\$ 3,158,902	\$ (102,481,535)

Estimated Fair Value at December 31, 2017

	Gross Amounts of Recognized Assets (Liabilities)	Gross Amounts Offset in the Balance Sheet	Net Amounts of Assets (Liabilities) Presented in the Balance Sheet
Offsetting of Derivative Assets:			
Current Assets	\$ —	\$ —	\$ —
Non-Current Assets	—	—	—
Total Derivative Assets	\$ —	\$ —	\$ —
Offsetting of Derivative Liabilities:			
Current Liabilities	\$ (18,681,891)	\$ —	\$ (18,681,891)
Non-Current Liabilities	(11,496,929)	—	(11,496,929)
Total Derivative Liabilities	\$ (30,178,820)	\$ —	\$ (30,178,820)

All of the Company's outstanding derivative instruments are covered by International Swap Dealers Association Master Agreements ("ISDAs") entered into with BP Energy Company, Macquarie Bank Limited, Cargill, and Fifth Third Bank. The Company's obligations under the derivative instruments are secured pursuant to the term loan credit agreement and related agreements, and no additional collateral had been posted by the Company as of September 30, 2018. The ISDAs may provide that as a result of certain circumstances, such as cross-defaults, a counterparty may require all outstanding derivative instruments under an ISDA to be settled immediately. See Note 10 for the aggregate fair value of all derivative instruments that were in a net liability position at September 30, 2018 and December 31, 2017.

During the nine months ended September 30, 2018, the Company entered into a number of independent, separately negotiated exchange agreements with holders of the Company's Unsecured Notes. Pursuant to each such exchange agreement, the Company agreed to issue the holder shares of its common stock in exchange for certain Unsecured Notes held by such holder. In most cases, the Company subjected the holders to various restrictions on the sale of the shares of common stock issued to them. These restrictions are of varying lengths and subject to varying exceptions. As compensation for the inability to sell shares during the restricted period, the exchange agreements contained provisions whereby, if at the end of the applicable restricted sale period the Company's common stock trades below specified levels, the Company may be required to pay additional consideration to the holder in the form of cash or additional shares of common stock.

NOTE 12 SUBSEQUENT EVENTS

W Energy Acquisition

On July 27, 2018, the Company entered into a purchase and sale agreement, which was subsequently amended on September 25, 2018 (as amended, the “W Energy Purchase Agreement”), with WR Operating LLC (“W Energy”), to acquire, effective as of July 1, 2018, approximately 27.2 net producing wells and 5.9 net wells in progress, as well as approximately 10,633 net acres in North Dakota. On October 1, 2018, the Company closed on the acquisition for total estimated consideration of \$341.6 million, consisting of (i) \$97.8 million in cash (which reflects the \$117.1 million unadjusted cash consideration under the W Energy Purchase Agreement, less \$2.2 million of working capital adjustments made at closing and \$17.0 million of additional estimated post-closing working capital adjustments), (ii) 51,476,961 shares of Company common stock valued at \$220.8 million, based on the \$4.29 per share closing price of Company common stock on the closing date of the acquisition, and (iii) \$23.0 million in value attributable to potential additional contingent consideration in the future. The W Energy Purchase Agreement provides for a limited lock-up on the shares issued at closing over a 13-month post-closing period, and also provides for potential additional consideration to be paid by the Company during the 13-month post-closing period if its common stock trades below certain price targets. Any such additional consideration may be paid, at the Company’s election, in either cash or (after March 2019) additional shares of common stock, provided that the Company cannot issue more than 7,564,875 additional shares to W Energy. The Company has considered the disclosure requirements of ASC 805-10-50-2 and ASC 805-10-50-4 but has not included the required disclosures due to the timing of the transaction.

Refinancing

Subsequent to September 30, 2018, the Company completed a series of transactions, described in more detail below, as follows:

- On October 5, 2018, issued an additional \$350.0 million aggregate principal amount of its 8.500% senior secured second lien notes due 2023 (the “Additional Second Lien Notes”);
- On October 5, 2018, entered into a new \$750.0 million revolving credit facility (the “Revolving Credit Facility”) with Royal Bank of Canada, as administrative agent, and the lenders from time to time party thereto;
- On October 5, 2018, used proceeds from the Additional Second Lien Notes and the Revolving Credit Facility to fully repay and retire its existing first lien term loan credit facility led by TPG Sixth Street Partners; and
- On October 11, 2018, redeemed and repaid in full all remaining outstanding 8.000% senior unsecured notes due 2020, which consisted of \$102.8 million in principal amount.

Second Lien Notes Offering

On October 5, 2018, the Company completed an offering of an additional \$350.0 million aggregate principal amount of its 8.500% senior secured second lien notes due 2023 (the “Additional Second Lien Notes”). The Additional Second Lien Notes were issued pursuant to a second supplemental indenture, dated as of October 5, 2018 (the “Second Supplemental Indenture”), among the Company and Wilmington Trust, National Association, as trustee (the “Trustee”) and as collateral agent (the “Collateral Agent”). The Second Supplemental Indenture supplements the indenture, dated as of May 15, 2018, among the Company, the Trustee and the Collateral Agent (the “Original 2L Indenture”), which was previously supplemented by the First Supplemental Indenture, dated as of September 18, 2018, among the Company, the Trustee and the Collateral Agent (the “First Supplemental Indenture” together with the Original 2L Indenture and the Second Supplemental Indenture, the “2L Indenture”). The Company used the net proceeds from the Offering, combined with borrowings under its Revolving Credit Facility (as defined below), to fully repay and retire its existing first lien term loan credit facility led by TPG Sixth Street Partners.

The Additional Second Lien Notes are governed by the 2L Indenture and have the same interest payment terms and redemption terms as the Company’s other notes thereunder (collectively, the “Second Lien Notes”). The obligations of the Company under the Second Lien Notes may be accelerated upon the occurrence of an Event of Default (as such term is defined in the 2L Indenture). Events of Default include customary events for a capital markets debt financing of this type, including, without limitation, payment defaults, the inaccuracy of representations and warranties, defaults in the performance of certain affirmative or negative covenants, defaults on other indebtedness of the Company or its subsidiaries (including an event of default under the Company’s credit facility), bankruptcy or related defaults, defaults related to judgments and the occurrence of a Change of Control (as such term is defined in the Indenture).

Revolving Credit Facility

On October 5, 2018, the Company entered into a new \$750.0 million revolving credit facility (the “Revolving Credit Facility”) with Royal Bank of Canada, as administrative agent, and the lenders from time to time party thereto. The revolving credit agreement will mature five years from the closing date, provided that the maturity date shall be 91 days prior to the scheduled maturity date of the Second Lien Notes.

The revolving credit agreement is subject to a borrowing base with maximum loan value to be assigned to the proved reserves attributable to the Company and its subsidiaries’ (if any) oil and gas properties. The initial borrowing base is \$425 million until the next scheduled redetermination. The borrowing base will be redetermined semiannually on or around April 1st and October 1st, with one interim “wildcard” redetermination available between scheduled redeterminations. The April 1st scheduled redetermination shall be based on a January 1st engineering report audited by a 3rd party (reasonably acceptable by the Agent).

At the Company’s option, borrowings under the revolving credit agreement shall bear interest at the base rate or LIBOR plus an applicable margin. Base rate loans bear interest at a rate per annum equal to the greatest of: (i) the agent bank’s prime rate; (ii) the federal funds effective rate plus 50 basis points; and (iii) the adjusted LIBOR rate for a one-month interest period plus 100 basis points. The applicable margin for base rate loans ranges from 75 to 175 basis points, and the applicable margin for LIBOR loans ranges from 175 to 275 basis points, in each case depending on the percentage of the borrowing base utilized.

The revolving credit agreement contains negative covenants that limit the Company’s ability, among other things, to pay dividends, incur additional indebtedness, sell assets, enter into certain derivatives contracts, change the nature of its business or operations, merge, consolidate, or make certain types of investments. In addition, the revolving credit agreement requires that the Company comply with the following financial covenants: (i) as of the date of determination, the ratio of total net debt to EBITDAX (as defined in the revolving credit agreement) shall be no more than 4.00 to 1.00, measured on a pro forma rolling four quarter basis, and (ii) the current ratio (defined as consolidated current assets including unused amounts of the total commitments, but excluding non-cash assets under FASB ASC 815, divided by consolidated current liabilities excluding current non-cash obligations under FASB ASC 815 and current maturities under the revolving credit agreement and the Second Lien Notes (as defined in the revolving credit agreement)) shall not be less than 1.00 to 1.00.

The Company’s obligations under the revolving credit agreement may be accelerated, subject to customary grace and cure periods, upon the occurrence of certain Events of Default (as defined in the revolving credit agreement). Such Events of Default include customary events for a financing agreement of this type, including, without limitation, payment defaults, the inaccuracy of representations and warranties, defaults in the performance of affirmative or negative covenants, defaults on other indebtedness of us or the Company’s subsidiaries, defaults related to judgments and the occurrence of a Change in Control (as defined in the revolving credit agreement).

The Company’s obligations under the Revolving Credit Facility are secured by mortgages on not less than 85% of the value of proven reserves associated with the oil and gas properties included in the determination of the Borrowing Base. Additionally, the Company entered into a Guaranty and Collateral Agreement in favor of the Agent for the secured parties, pursuant to which the Company’s obligations under the revolving credit agreement are secured by a first priority security interest in substantially all of the Company’s assets.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Cautionary Statement Concerning Forward-Looking Statements

This Management's Discussion and Analysis of Financial Condition and Results of Operations contains forward-looking statements regarding future events and our future results that are subject to the safe harbors created under the Securities Act of 1933 (the "Securities Act") and the Securities Exchange Act of 1934 (the "Exchange Act"). All statements other than statements of historical facts included in this report regarding our financial position, business strategy, plans and objectives of management for future operations, industry conditions, and indebtedness covenant compliance are forward-looking statements. When used in this report, forward-looking statements are generally accompanied by terms or phrases such as "estimate," "project," "predict," "believe," "expect," "anticipate," "target," "plan," "intend," "seek," "goal," "will," "should," "may" or other words and similar expressions that convey the uncertainty of future events or outcomes. Items contemplating or making assumptions about actual or potential future sales, market size, collaborations, and trends or operating results also constitute such forward-looking statements.

Forward-looking statements involve inherent risks and uncertainties, and important factors (many of which are beyond our company's control) that could cause actual results to differ materially from those set forth in the forward-looking statements, including the following: changes in crude oil and natural gas prices, the pace of drilling and completions activity on our current properties and any properties pending acquisition, our ability to acquire additional development opportunities, changes in our reserves estimates or the value thereof, general economic or industry conditions, nationally and/or in the communities in which our company conducts business, changes in the interest rate environment, legislation or regulatory requirements, conditions of the securities markets, our ability to consummate any pending acquisition transactions, our ability to raise or access capital, changes in accounting principles, policies or guidelines, financial or political instability, acts of war or terrorism, and other economic, competitive, governmental, regulatory and technical factors affecting our company's operations, products and prices.

We have based any forward-looking statements on our current expectations and assumptions about future events. While our management considers these expectations and assumptions to be reasonable, they are inherently subject to significant business, economic, competitive, regulatory and other risks, contingencies and uncertainties, most of which are difficult to predict and many of which are beyond our control. Accordingly, results achieved may differ materially from expected results described in these statements. You should consider carefully the statements in the section entitled "Item 1A. Risk Factors" and other sections of our Annual Report on Form 10-K for the fiscal year ended December 31, 2017, as updated by subsequent reports we file with the SEC (including this report), which describe factors that could cause our actual results to differ from those set forth in the forward-looking statements. Forward-looking statements speak only as of the date they are made. Our Company does not undertake, and specifically disclaims, any obligation to update any forward-looking statements to reflect events or circumstances occurring after the date of such statements.

The following discussion should be read in conjunction with the unaudited Condensed Financial Statements and accompanying Notes to condensed Financial Statements appearing elsewhere in this report.

Overview

We are an independent energy company engaged in the acquisition, exploration, development and production of oil and natural gas properties, primarily in the Bakken and Three Forks formations within the Williston Basin in North Dakota and Montana. We believe the location, size and concentration of our acreage position in one of North America's leading unconventional oil-resource plays will provide drilling and development opportunities that result in significant long-term value. Our primary focus is oil exploration and production through non-operated working interests in wells drilled and completed in spacing units that include our acreage. Using this strategy, we had participated in 3,966 gross (284.3 net) producing wells as of September 30, 2018.

Our average daily production in the third quarter of 2018 was approximately 26,708 Boe per day, of which approximately 84% was oil. Improving commodity prices in 2018 has increased activity levels in North Dakota as compared to 2017 with 67 active rigs in North Dakota as of October 30, 2018. The higher activity levels, combined with our recent transactions, have boosted our development levels and resulted in production in the third quarter of 2018 increasing by approximately 74% over the same period a year ago. During the nine months ended September 30, 2018, we added 709 gross (55.9 net) wells to production, which includes our recent acquisitions (See Note 3). As of September 30, 2018, we have leased approximately 141,345 net acres, of which approximately 93% were developed and 100% were located in the Williston Basin of North Dakota and Montana.

Source of Our Revenues

We derive our revenues from the sale of oil, natural gas and NGLs produced from our properties. Revenues are a function of the volume produced, the prevailing market price at the time of sale, oil quality, Btu content and transportation costs to market. We use derivative instruments to hedge future sales prices on a substantial, but varying, portion of our oil production. We expect our derivative activities will help us achieve more predictable cash flows and reduce our exposure to downward price fluctuations. The use of derivative instruments has in the past, and may in the future, prevent us from realizing the full benefit of upward price movements but also mitigates the effects of declining price movements.

Principal Components of Our Cost Structure

- *Oil price differentials.* The price differential between our Williston Basin well head price and the NYMEX WTI benchmark price is driven by the additional cost to transport oil from the Williston Basin via train, barge, pipeline or truck to refineries.
- *Gain (loss) on derivative instruments, net.* We utilize commodity derivative financial instruments to reduce our exposure to fluctuations in the price of oil. Gain (loss) on derivative instruments, net is comprised of (i) cash gains and losses we recognize on settled derivatives during the period, and (ii) non-cash market-to-market gains and losses we incur on derivative instruments outstanding at period end.
- *Production expenses.* Production expenses are daily costs incurred to bring oil and natural gas out of the ground and to the market, together with the daily costs incurred to maintain our producing properties. Such costs also include field personnel compensation, salt water disposal, utilities, maintenance, repairs and servicing expenses related to our oil and natural gas properties.
- *Production taxes.* Production taxes are paid on produced oil and natural gas based on a percentage of revenues from products sold at market prices (not hedged prices) or at fixed rates established by federal, state or local taxing authorities. We seek to take full advantage of all credits and exemptions in our various taxing jurisdictions. In general, the production taxes we pay correlate to the changes in oil and natural gas revenues.
- *Depreciation, depletion, amortization and impairment.* Depreciation, depletion, amortization and impairment includes the systematic expensing of the capitalized costs incurred to acquire, explore and develop oil and natural gas properties. As a full cost company, we capitalize all costs associated with our development and acquisition efforts and allocate these costs to each unit of production using the units-of-production method.
- *General and administrative expenses.* General and administrative expenses include overhead, including payroll and benefits for our corporate staff, costs of maintaining our headquarters, costs of managing our acquisition and development operations, franchise taxes, audit and other professional fees and legal compliance.
- *Interest expense.* We finance a portion of our working capital requirements, capital expenditures and acquisitions with borrowings. As a result, we incur interest expense that is affected by both fluctuations in interest rates and our financing decisions. We capitalize a portion of the interest paid on applicable borrowings into our full cost pool. We include interest expense that is not capitalized into the full cost pool, the amortization of deferred financing costs and bond premiums (including origination and amendment fees), commitment fees and annual agency fees as interest expense.
- *Income tax expense.* Our provision for taxes includes both federal and state taxes. We record our federal income taxes in accordance with accounting for income taxes under GAAP, which results in the recognition of deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the book carrying amounts and the tax basis of assets and liabilities. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences and carryforwards are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. A valuation allowance is established to reduce deferred tax assets if it is more likely than not that the related tax benefits will not be realized.

Selected Factors That Affect Our Operating Results

Our revenues, cash flows from operations and future growth depend substantially upon:

- the timing and success of drilling and production activities by our operating partners;
- the prices and the supply and demand for oil, natural gas and NGLs;
- the quantity of oil and natural gas production from the wells in which we participate;
- changes in the fair value of the derivative instruments we use to reduce our exposure to fluctuations in the price of oil;
- our ability to continue to identify and acquire high-quality acreage and drilling opportunities; and
- the level of our operating expenses.

In addition to the factors that affect companies in our industry generally, the location of our acreage and wells in the Williston Basin subjects our operating results to factors specific to this region. These factors include the potential adverse impact of weather on drilling, production and transportation activities, particularly during the winter and spring months, and the limitations of the developing infrastructure and transportation capacity in this region.

The price of oil in the Williston Basin can vary depending on the market in which it is sold and the means of transportation used to transport the oil to market. Light sweet crude from the Williston Basin has a higher value at many major refining centers because of its higher quality relative to heavier and sour grades of oil; however, because of North Dakota's location relative to traditional oil transport centers, this higher value is generally offset to some extent by higher transportation costs. While rail transportation has historically been more expensive than pipeline transportation, Williston Basin prices have at times justified shipment by rail to markets on the gulf coast and east coast, which offer prices benchmarked to LLS/Brent. Additional pipeline infrastructure has increased takeaway capacity in the Williston Basin which has improved wellhead values in the region.

The price at which our oil production is sold typically reflects a discount to the NYMEX benchmark price. Thus, our operating results are also affected by changes in the oil price differentials between the NYMEX and the sales prices we receive for our oil production. Our oil price differential to the NYMEX benchmark price during the third quarter of 2018 was \$4.16 per barrel, as compared to \$6.22 per barrel in the third quarter of 2017. Fluctuations in our oil price differential are due to several factors such as takeaway capacity relative to production levels in the Williston Basin and seasonal refinery maintenance temporarily depressing crude demand.

Another significant factor affecting our operating results is drilling costs. The cost of drilling wells has varied significantly over the past few years as volatility in oil prices has substantially impacted the level of drilling activity in the Williston Basin. Generally, higher oil prices have led to increased drilling activity, with the increased demand for drilling and completion services driving these costs higher. Lower oil prices have generally had the opposite effect. In addition, individual components of the cost can vary depending on numerous factors such as the length of the horizontal lateral, the number of fracture stimulation stages, and the choice of proppant (sand or ceramic).

Higher commodity prices in late 2017 and 2018 have increased our drilling activity in the Williston Basin in the first nine months of 2018. Rig activity levels in 2018 increased from 2017 levels and a large percentage of our newer wells utilize higher intensity completion techniques. The higher intensity completions generally deliver the best returns in the current pricing environment but cost more due to increased materials and servicing costs. As a result, we expect our average costs from wells we elect to participate in to increase 5-10% during 2018. During the first nine months of 2018, the weighted average authorization for expenditure (or AFE) cost for wells we elected to participate in was \$8.1 million, compared to \$7.5 million for the wells we elected to participate in during 2017.

Market Conditions

The price that we receive for the oil and natural gas we produce is largely a function of market supply and demand. Being primarily an oil producer, we are more significantly impacted by changes in oil prices than by changes in the price of natural gas. World-wide supply in terms of output, especially the production quota set by OPEC, and the strength of the U.S. dollar can adversely impact oil prices. Historically, commodity prices have been volatile and we expect the volatility to continue in the future. Factors impacting the future oil supply balance are world-wide demand for oil, as well as the growth in domestic oil production.

Prices for various quantities of natural gas, natural gas liquids (“NGLs”) and oil that we produce significantly impact our revenues and cash flows. The following table lists average NYMEX prices for oil and natural gas for the three and nine months ended September 30, 2018 and 2017.

	Three Months Ended September 30,	
	2018	2017
Average NYMEX Prices ^(a)		
Natural Gas (per Mcf)	\$ 2.93	\$ 2.95
Oil (per Bbl)	\$ 69.61	\$ 48.20

	Nine Months Ended September 30,	
	2018	2017
Average NYMEX Prices ^(a)		
Natural Gas (per Mcf)	\$ 2.95	\$ 3.05
Oil (per Bbl)	\$ 66.87	\$ 49.36

(a) Based on average NYMEX closing prices.

For the three months ended September 30, 2018, the average NYMEX pricing was \$69.61 per barrel of oil or 44% higher than the average NYMEX price per barrel for the comparable period in 2017. Our realized oil price after reflecting settled derivatives was 31% higher in the third quarter of 2018 than in the third quarter of 2017 due to the higher NYMEX price per barrel and a lower oil price differential in 2018.

As of September 30, 2018, we had a total volume on open commodity swaps of 9.7 million barrels at a weighted average price of approximately \$58.98 per barrel. The following table reflects the weighted average price of open commodity swap derivative contracts as of September 30, 2018, by year with associated volumes.

Year	Volumes (Bbl)	Weighted Average Price (\$)
2018	1,611,300	62.01
2019	4,793,480	59.56
2020	2,699,580	56.91
2021 and beyond	631,600	55.67

In addition to the open commodity price swap contracts we have entered into basis swap contracts. Basis swaps fix the price differential between a published index price and the applicable local index price under which our production is sold. The following table reflects open commodity basis swap contracts as of September 30, 2018.

Settlement Period	Oil (Barrels)	Weighted Average Price (\$)
01/01/19 – 12/31/19	3,650,000	(2.41)

Results of Operations for the Three Months Ended September 30, 2018 and September 30, 2017

The following table sets forth selected operating data for the periods indicated.

	Three Months Ended September 30,		
	2018	2017	% Change
Net Production:			
Oil (Bbl)	2,064,092	1,186,814	74 %
Natural Gas and NGLs (Mcf)	2,358,162	1,336,124	76 %
Total (Boe)	2,457,119	1,409,501	74 %
Net Sales:			
Oil Sales	\$ 135,006,253	\$ 50,309,088	168 %
Natural Gas and NGL Sales	10,409,445	3,948,503	164 %
Gain (Loss) on Settled Derivatives	(12,922,603)	3,395,117	
Gain (Loss) on Mark-to-Market of Derivative Instruments	(30,225,470)	(16,058,370)	
Other Revenue	1,595	4,321	
Total Revenues	102,269,220	41,598,659	146 %
Average Sales Prices:			
Oil (per Bbl)	\$ 65.45	\$ 42.39	54 %
Effect of Gain (Loss) on Settled Derivatives on Average Price (per Bbl)	(6.26)	2.86	
Oil Net of Settled Derivatives (per Bbl)	59.19	45.25	31 %
Natural Gas and NGLs (per Mcf)	4.41	2.96	49 %
Realized Price on a Boe Basis Including all Realized Derivative Settlements	53.96	40.90	32 %
Operating Expenses:			
Production Expenses	\$ 18,160,937	\$ 12,605,513	44 %
Production Taxes	13,579,169	5,064,761	168 %
General and Administrative Expenses	4,674,467	7,985,719	(41)%
Depletion, Depreciation, Amortization and Accretion	30,258,089	15,357,685	97 %
Costs and Expenses (per Boe):			
Production Expenses	\$ 7.39	\$ 8.94	(17)%
Production Taxes	5.53	3.59	54 %
General and Administrative Expenses	1.90	5.67	(66)%
Depletion, Depreciation, Amortization and Accretion	12.31	10.90	13 %
Net Producing Wells at Period End	284.3	222.3	28 %

Oil and Natural Gas Sales

In the third quarter of 2018, our oil, natural gas and NGL sales, excluding the effect of settled derivatives, increased 168% as compared to the third quarter of 2017, driven by a 54% increase in realized prices, excluding the effect of settled derivatives, and a 74% increase in production. The higher average realized price in the third quarter of 2018 as compared to the same period in 2017 was principally driven by higher average NYMEX oil and natural gas prices and a lower oil price differential. Oil price differential during the third quarter of 2018 was \$4.16 per barrel, as compared to \$6.22 per barrel in the third quarter of 2017.

We add production through drilling success as we place new wells into production and through additions from acquisitions, which is offset by the natural decline of our oil and natural gas production from existing wells. Our recent acquisition activities (see Note 3 to our financial statements) combined with increased development activity and improved performance from enhanced completion techniques helped drive a 74% increase in production levels in the third quarter of 2018 compared to the same period in 2017.

Derivative Instruments

We enter into derivative instruments to manage the price risk attributable to future oil production. Our gain (loss) on derivative instruments, net, was a loss of \$43.1 million in the third quarter of 2018, compared to a loss of \$12.7 million in the third quarter of 2017. Gain (loss) on derivative instruments, net, is comprised of (i) cash gains and losses we recognize on settled derivatives during the period, and (ii) non-cash mark-to-market gains and losses we incur on derivative instruments outstanding at period end.

For the third quarter of 2018, we realized a loss on settled derivatives of \$12.9 million, compared to a \$3.4 million gain in the third quarter of 2017. The increase in the loss on settled derivatives was primarily due to an increase in the average NYMEX oil price in the third quarter of 2018 compared to the same period of 2017. During the third quarter of 2018, our derivative settlements included 1.5 million barrels of oil at an average settlement price of \$60.62 per barrel, while during the third quarter of 2017 our derivative settlements included 0.6 million barrels of oil at an average settlement price of \$53.36 per barrel. The average NYMEX oil price for the third quarter of 2018 was \$69.61 compared to \$48.20 for the third quarter of 2017. Our average realized price (including all cash derivative settlements) in the third quarter of 2018 was \$53.96 per Boe compared to \$40.90 per Boe in the third quarter of 2017. The gain (loss) on settled derivatives decreased our average realized price per Boe by \$5.26 in the third quarter of 2018 and increased our average realized price per Boe by \$2.41 in the third quarter of 2017.

Mark-to-market derivative gains and losses was a loss of \$30.2 million in the third quarter of 2018, compared to a loss of \$16.1 million in the third quarter of 2017. Our derivatives are not designated for hedge accounting and are accounted for using the mark-to-market accounting method whereby gains and losses from changes in the fair value of derivative instruments are recognized immediately into earnings. Mark-to-market accounting treatment creates volatility in our revenues as gains and losses from unsettled derivatives are included in total revenues and are not included in accumulated other comprehensive income in the accompanying balance sheets. As commodity prices increase or decrease, such changes will have an opposite effect on the mark-to-market value of our derivatives. Any gains on our derivatives are expected to be offset by lower wellhead revenues in the future, and any losses are expected to be offset by higher future wellhead revenues based on the value at the settlement date. At September 30, 2018, all of our derivative contracts were recorded at their fair value, which was a net liability of \$102.5 million, an increase of \$72.3 million from the \$30.2 million net liability recorded as of December 31, 2017. The increase in the net liability at September 30, 2018 as compared to December 31, 2017 was primarily due to an increase in the forward oil price on our open oil derivative contracts relative to the contract price on our open oil derivative contracts since December 31, 2017.

Production Expenses

Production expenses were \$18.2 million in the third quarter of 2018, compared to \$12.6 million in the third quarter of 2017. On a per unit basis, production expenses decreased from \$8.94 per Boe in the third quarter of 2017 to \$7.39 per Boe in the third quarter of 2018. On an absolute dollar basis, the increase in our production expenses in the third quarter of 2018, as compared to the third quarter of 2017, was primarily due to a 74% increase in production, as well as a 28% increase in the total number of net producing wells, which was partially offset by lower processing and transportation costs.

Production Taxes

We pay production taxes based on realized oil and natural gas sales. Production taxes were \$13.6 million in the third quarter of 2018 compared to \$5.1 million in the third quarter of 2017. The increase is due to higher commodity prices and higher production levels, which increased our oil and natural gas sales in the third quarter of 2018 as compared to the third quarter of 2017. As a percentage of oil and natural gas sales, our production taxes were 9.3% in both periods.

General and Administrative Expenses

General and administrative expenses were \$4.7 million in the third quarter of 2018 compared to \$8.0 million in the third quarter of 2017. The decrease was primarily due to a \$3.6 million legal settlement in the third quarter of 2017. In addition we had a \$0.6 million increase in non-cash incentive compensation expense, and a \$0.1 million increase in insurance expense in the third quarter of 2018, compared to the third quarter of 2017, which were partially offset by a \$0.4 million decrease in legal and professional fees.

Depletion, Depreciation, Amortization and Accretion

Depletion, depreciation, amortization and accretion (“DD&A”) was \$30.3 million in the third quarter of 2018, compared to \$15.4 million in the third quarter of 2017. Depletion expense, the largest component of DD&A, increased by \$14.9 million in the third quarter of 2018 compared to the third quarter of 2017. The aggregate increase in depletion expense was driven by a 74% increase in production levels and a 14% increase in the depletion rate per Boe. On a per unit basis, depletion expense was \$12.23 per Boe in the third quarter of 2018 compared to \$10.77 per Boe in the third quarter of 2017. The higher depletion rate per Boe was primarily driven by increased well costs and the impact of recent acquisitions. Depreciation, amortization and accretion was \$0.2 million in both the third quarter of 2018 and 2017. The following table summarizes DD&A expense per Boe for the third quarter of 2018 and 2017:

	Three Months Ended September 30,			
	2018	2017	\$ Change	% Change
Depletion	\$ 12.23	\$ 10.77	\$ 1.46	14 %
Depreciation, Amortization and Accretion	0.08	0.13	(0.05)	(38)%
Total DD&A Expense	\$ 12.31	\$ 10.90	\$ 1.41	13 %

Interest Expense

Interest expense, net of capitalized interest, was \$20.4 million for the third quarter of 2018 compared to \$16.7 million in the third quarter of 2017. The increase in interest expense for the third quarter of 2018 compared to the third quarter of 2017 was primarily due to higher interest rates on the term loan credit agreement that was completed in November 2017, as compared to borrowings under our prior revolving credit facility.

Loss on the Extinguishment of Debt

As a result of the exchange agreements that were completed in the third quarter of 2018 (see Note 4 to our condensed financial statements), we recorded a non-cash loss on the extinguishment of debt of \$9.5 million. The loss affected our reported net income but did not reduce our cash flow. There was no loss on the extinguishment of debt in the third quarter of 2017.

Debt Exchange Derivative Gain

As a result of the additional exchange agreements that were completed (see Note 4 to our condensed financial statements), we recorded a debt exchange derivative liability gain of \$13.1 million due to settlements of \$3.0 million and a change in the fair value of our debt exchange derivative liability of \$10.0 million in the third quarter of 2018. There was no debt exchange derivative liability gain in the third quarter of 2017.

Income Tax Provision

During the third quarter of 2018 and 2017, no income tax expense (benefit) was recorded on the income (loss) before income taxes due to the valuation allowance placed on our net deferred tax asset because of the uncertainty regarding its realization. For further discussion of our valuation allowance, see Note 9 to our financial statements.

Results of Operations for the Nine Months Ended September 30, 2018 and September 30, 2017

The following table sets forth selected operating data for the periods indicated.

	Nine Months Ended September 30,		
	2018	2017	% Change
Net Production:			
Oil (Bbl)	5,044,482	3,255,173	55 %
Natural Gas and NGLs (Mcf)	5,684,327	3,639,198	56 %
Total (Boe)	5,991,870	3,861,706	55 %
Net Sales:			
Oil Sales	\$ 315,186,073	\$ 138,179,405	128 %
Natural Gas and NGL Sales	26,157,317	13,307,414	97 %
Gain (Loss) on Settled Derivatives	(33,319,597)	5,640,488	
Gain (Loss) on Mark-to-Market of Derivative Instruments	(72,302,715)	15,170,174	
Other Revenue	7,504	19,911	
Total Revenues	235,728,582	172,317,392	37 %
Average Sales Prices:			
Oil (per Bbl)	\$ 62.54	\$ 42.45	47 %
Effect of Gain (Loss) on Settled Derivatives on Average Price (per Bbl)	(6.61)	1.73	
Oil Net of Settled Derivatives (per Bbl)	55.93	44.18	27 %
Natural Gas and NGLs (per Mcf)	4.60	3.66	26 %
Realized Price on a Boe Basis Including all Realized Derivative Settlements	51.45	40.69	26 %
Operating Expenses:			
Production Expenses	\$ 45,198,281	\$ 36,417,402	24 %
Production Taxes	31,633,326	13,965,800	127 %
General and Administrative Expenses	9,592,581	15,911,802	(40)%
Depletion, Depreciation, Amortization and Accretion	71,484,746	41,868,280	71 %
Costs and Expenses (per Boe):			
Production Expenses	\$ 7.54	\$ 9.43	(20)%
Production Taxes	5.28	3.62	46 %
General and Administrative Expenses	1.60	4.12	(61)%
Depletion, Depreciation, Amortization and Accretion	11.93	10.84	10 %
Net Producing Wells at Period End	284.3	222.3	28 %

Oil and Natural Gas Sales

In the first nine months of 2018, our oil, natural gas and NGL sales, excluding the effect of settled derivatives, increased 125% as compared to the first nine months of 2017, driven by a 45% increase in realized prices, excluding the effect of settled derivatives, and a 55% increase in production. The higher average realized price in the first nine months of 2018 as compared to the same period in 2017 was principally driven by higher average NYMEX oil and natural gas prices and a lower oil price differential. Oil price differential during the first nine months of 2018 was \$4.33 per barrel, as compared to \$7.00 per barrel in the first nine months of 2017.

We add production through drilling success as we place new wells into production and through additions from acquisitions, which is offset by the natural decline of our oil and natural gas production from existing wells. Our recent acquisition activities (see Note 3 to our financial statements) combined with increased development activity and improved performance from enhanced completions helped drive a 55% increase in production levels in the first nine months of 2018 compared to the same period in 2017.

Derivative Instruments

We enter into derivative instruments to manage the price risk attributable to future oil production. Our gain (loss) on derivative instruments, net, was a loss of \$105.6 million in the first nine months of 2018, compared to a gain of \$20.8 million in the first nine months of 2017. Gain (loss) on derivative instruments, net, is comprised of (i) cash gains and losses we recognize on settled derivatives during the period, and (ii) non-cash mark-to-market gains and losses we incur on derivative instruments outstanding at period end.

For the first nine months of 2018, we realized a loss on settled derivatives of \$33.3 million, compared to a \$5.6 million gain for the first nine months of 2017. The increase in the loss on settled derivatives was primarily due to an increase in the average NYMEX oil price in the first nine months of 2018 compared to the same period of 2017. During the first nine months of 2018, our derivative settlements included 3.2 million barrels of oil at an average settlement price of \$56.69 per barrel, while during the first nine months of 2017 our derivative settlements included 1.9 million barrels of oil at an average settlement price of \$52.28 per barrel. The average NYMEX oil price for the first nine months of 2018 was \$66.87 compared to \$49.36 for the first nine months of 2017. Our average realized price (including all cash derivative settlements) in the first nine months of 2018 was \$51.45 per Boe compared to \$40.69 per Boe in the first nine months of 2017. The loss on settled derivatives decreased our average realized price per Boe by \$5.56 in the first nine months of 2018 and the gain increased our average realized price per Boe by \$1.46 in the first nine months of 2017.

Mark-to-market derivative gains and losses was a loss of \$72.3 million in the first nine months of 2018, compared to a gain of \$15.2 million in the first nine months of 2017. Our derivatives are not designated for hedge accounting and are accounted for using the mark-to-market accounting method whereby gains and losses from changes in the fair value of derivative instruments are recognized immediately into earnings. Mark-to-market accounting treatment creates volatility in our revenues as gains and losses from unsettled derivatives are included in total revenues and are not included in accumulated other comprehensive income in the accompanying balance sheets. As commodity prices increase or decrease, such changes will have an opposite effect on the mark-to-market value of our derivatives. Any gains on our derivatives are expected to be offset by lower wellhead revenues in the future, and any losses are expected to be offset by higher future wellhead revenues based on the value at the settlement date. At September 30, 2018, all of our derivative contracts were recorded at their fair value, which was a net liability of \$102.5 million, an increase of \$72.3 million from the \$30.2 million net liability recorded as of December 31, 2017. The increase in the net liability at September 30, 2018 as compared to December 31, 2017 was primarily due to an increase in the forward oil price on our open oil derivative contracts relative to the contract price on our open oil derivative contracts since December 31, 2017.

Production Expenses

Production expenses were \$45.2 million in the first nine months of 2018 compared to \$36.4 million in the first nine months of 2017. On a per unit basis, production expenses decreased from \$9.43 per Boe in the first nine months of 2017 to \$7.54 per Boe in the first nine months of 2018, primarily due to our 55% increase in production levels over which fixed costs are spread. On an absolute dollar basis, the increase in our production expenses in the first nine months of 2018 as compared to the first nine months of 2017 was primarily due to a 55% increase in production, as well as a 28% increase in the total number of net producing wells, which was partially offset by lower processing and transportation costs.

Production Taxes

We pay production taxes based on realized oil and natural gas sales. Production taxes were \$31.6 million in the first nine months of 2018 compared to \$14.0 million in the first nine months of 2017. The increase is due to higher commodity prices and higher production levels, which increased our oil and natural gas sales in the first nine months of 2018 as compared to the first nine months of 2017. As a percentage of oil and natural gas sales, our production taxes were 9.3% and 9.2% in the first nine months of 2018 and 2017, respectively.

General and Administrative Expenses

General and administrative expenses were \$9.6 million in the first nine months of 2018 compared to \$15.9 million in the first nine months of 2017. The decrease was due to a \$1.2 million reversal of non-cash share based compensation expense in connection with the resignation of our former interim chief executive officer and chief financial officer and a reduction of \$1.5 million in legal and professional fees in first nine months of 2018 compared to the first nine months of 2017. Additionally, the decrease was due to a \$3.6 million legal settlement in the third quarter of 2017.

Depletion, Depreciation, Amortization and Accretion

Depletion, depreciation, amortization and accretion (“DD&A”) was \$71.5 million in the first nine months of 2018 compared to \$41.9 million in the first nine months of 2017. Depletion expense, the largest component of DD&A, increased by \$29.6 million in the first nine months of 2018 compared to the same period a year ago. The aggregate increase in depletion expense was driven by a 55% increase in production levels and a 10% increase in the depletion rate per Boe. On a per unit basis, depletion expense was \$11.83 per Boe in the first nine months of 2018 compared to \$10.71 per Boe in the first nine months of 2017. The higher depletion rate per Boe was primarily driven by increased well costs and the impact of recent acquisitions. Depreciation, amortization and accretion was \$0.6 million and \$0.5 million in the first nine months of 2018 and 2017, respectively. The following table summarizes DD&A expense per Boe for the first nine months of 2018 and 2017:

	Nine Months Ended September 30,			
	2018	2017	\$ Change	% Change
Depletion	\$ 11.83	\$ 10.71	\$ 1.12	10 %
Depreciation, Amortization and Accretion	0.10	0.13	(0.03)	(23)%
Total DD&A Expense	\$ 11.93	\$ 10.84	\$ 1.09	10 %

Interest Expense

Interest expense, net of capitalized interest, was \$65.9 million for the first nine months of 2018 compared to \$49.4 million in the first nine months of 2017. The increase in interest expense for the first nine months of 2018 compared to the first nine months of 2017 was primarily due to a higher interest rate on the term loan credit agreement that was completed in November 2017 as compared to borrowings under our prior revolving credit facility.

Loss on the Extinguishment of Debt

As a result of the exchange agreements that were completed in the first nine months of 2018 (see Note 4 to our condensed financial statements), we recorded a non-cash loss on the extinguishment of debt of \$100.4 million in the first nine months of 2018. The loss affected our reported net loss but did not reduce our cash flow. There was no loss on the extinguishment of debt in the first nine months of 2017.

Debt Exchange Derivative Gain

As a result of the additional exchange agreements that were completed in the first nine months of 2018 (see Note 4 to our condensed financial statements), we recorded a debt exchange derivative liability gain of \$13.1 million due to settlements of \$3.0 million and a change in the fair value of our debt exchange derivative liability of \$10.0 million. There was no debt exchange derivative liability gain in the first nine months of 2017.

Income Tax Provision

During the first nine months of 2018 and 2017, no income tax expense (benefit) was recorded on the income (loss) before income taxes due to the valuation allowance placed on our net deferred tax asset because of the uncertainty regarding its realization. For further discussion of our valuation allowance, see Note 9 to our financial statements.

Non-GAAP Financial Measures

We define Adjusted Net Income as net income (loss) excluding (i) (gain) loss on the mark-to-market of derivative instruments, net of tax, (ii) write-off of debt issuance costs, net of tax, (iii) loss on the extinguishment of debt, net of tax, (iv) debt exchange derivative gain, net of tax, and (v) certain legal settlements, net of tax. Our Adjusted Net Income for the third quarter of 2018 was \$34.5 million (representing approximately \$0.11 per diluted share), compared to \$2.2 million (representing approximately \$0.04 per diluted share) for the third quarter of 2017. Our Adjusted Net Income for the first nine months of 2018 was \$63.9 million (representing approximately \$0.34 per diluted share), compared to \$1.9 million (representing approximately \$0.03 per diluted share) for the first nine months of 2017. In both periods, the increase in Adjusted Net Income is primarily due to higher commodity prices and significantly higher production levels, which were partially offset by higher production expenses.

We define Adjusted EBITDA as net income (loss) before (i) interest expense, (ii) income taxes, (iii) depreciation, depletion, amortization and accretion, (iv) (gain) loss on the mark-to-market of derivative instruments, (v) non-cash share based compensation expense, (vi) write-off of debt issuance costs, (vii) loss on the extinguishment of debt, and (viii) debt exchange derivative gain. Adjusted EBITDA for the third quarter of 2018 was \$97.9 million, compared to Adjusted EBITDA of \$35.7 million for the third quarter of 2017. Adjusted EBITDA for the first nine months of 2018 was \$224.4 million, compared to Adjusted EBITDA of \$96.1 million for the first nine months of 2017. In both periods, the increase in Adjusted EBITDA is primarily due to significantly higher production levels and higher commodity prices, which were partially offset by higher production expenses.

Management believes the use of these non-GAAP financial measures provides useful information to investors to gain an overall understanding of our current financial performance. Specifically, management believes the non-GAAP financial measures included herein provide useful information to both management and investors by excluding certain expenses and unrealized commodity gains and losses that our management believes are not indicative of our core operating results. In addition, these non-GAAP financial measures are used by management for budgeting and forecasting as well as subsequently measuring our performance, and we believe that we are providing investors with financial measures that most closely align to our internal measurement processes. We consider these non-GAAP measures to be useful in evaluating our core operating results as they provide useful information regarding our essential revenue generating activities and direct operating expenses (resulting in cash expenditures) needed to perform these revenue generating activities. Our management also believes, based on feedback provided by the investment community, that the non-GAAP financial measures are necessary to allow the investment community to construct its valuation models to better compare our results with our competitors and market sector.

These measures should be considered in addition to results prepared in accordance with GAAP. In addition, these non-GAAP financial measures are not based on any comprehensive set of accounting rules or principles. We believe that non-GAAP financial measures have limitations in that they do not reflect all of the amounts associated with our results of operations as determined in accordance with GAAP and that these measures should only be used to evaluate our results of operations in conjunction with the corresponding GAAP financial measures.

Adjusted Net Income and Adjusted EBITDA are non-GAAP measures. A reconciliation of these measures to GAAP is included below:

Reconciliation of Adjusted Net Income

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Net Income (Loss)	\$ 18,978,573	\$ (16,087,467)	\$ (74,603,028)	\$ 14,654,917
Add:				
Impact of Selected Items:				
(Gain) Loss on the Mark-to-Market of Derivative Instruments	30,225,470	16,058,370	72,302,715	(15,170,174)
Write-off of Debt Issuance Costs	—	—	—	95,135
Loss on the Extinguishment of Debt	9,542,206	—	100,375,181	—
Debt Exchange Derivative Gain	(13,062,852)	—	(13,062,852)	—
Legal Settlements	—	3,589,431	—	3,589,431
Selected Items, Before Income Taxes	26,704,824	19,647,801	159,615,044	(11,485,608)
Income Tax of Selected Items ⁽¹⁾	(11,194,682)	(1,316,686)	(21,106,686)	(1,222,555)
Selected Items, Net of Income Taxes	15,510,142	18,331,115	138,508,358	(12,708,163)
Adjusted Net Income	<u>\$ 34,488,715</u>	<u>\$ 2,243,648</u>	<u>\$ 63,905,330</u>	<u>\$ 1,946,754</u>
Weighted Average Shares Outstanding – Basic	<u>300,517,497</u>	<u>61,843,377</u>	<u>188,152,998</u>	<u>61,645,920</u>
Weighted Average Shares Outstanding – Diluted	<u>301,755,419</u>	<u>62,114,238</u>	<u>188,709,068</u>	<u>61,991,292</u>
Net Income (Loss) Per Common Share – Basic	\$ 0.06	\$ (0.26)	\$ (0.40)	\$ 0.24
Add:				
Impact of Selected Items, Net of Income Taxes	0.05	0.30	0.74	(0.21)
Adjusted Net Income Per Common Share – Basic	<u>\$ 0.11</u>	<u>\$ 0.04</u>	<u>\$ 0.34</u>	<u>\$ 0.03</u>
Net Income (Loss) Per Common Share – Diluted	\$ 0.06	\$ (0.26)	\$ (0.40)	\$ 0.24
Add:				
Impact of Selected Items, Net of Income Taxes	0.05	0.30	0.74	(0.21)
Adjusted Net Income Per Common Share – Diluted	<u>\$ 0.11</u>	<u>\$ 0.04</u>	<u>\$ 0.34</u>	<u>\$ 0.03</u>

⁽¹⁾ For the 2018 columns, this represents a tax impact using an estimated tax rate of 24.5% for the three and nine months ended September 30, 2018, which includes a \$4.7 million and \$18.0 million adjustment for a change in valuation allowance for the three and nine months ended September 30, 2018, respectively. For the 2017 columns, this represents a tax impact using an estimated tax rate of 37.0% and 38.6% for the three and nine months ended September 30, 2017, respectively, which includes a \$6.0 million and \$5.7 million adjustment for a change in valuation allowance for the three and nine months ended September 30, 2017, respectively.

Reconciliation of Adjusted EBITDA

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2018	2017	2018	2017
Net Income (Loss)	\$ 18,978,573	\$ (16,087,467)	\$ (74,603,028)	\$ 14,654,917
Add:				
Interest Expense	20,438,025	16,672,632	65,948,159	49,404,601
Income Tax Provision (Benefit)	—	—	—	—
Depreciation, Depletion, Amortization and Accretion	30,258,089	15,357,685	71,484,746	41,868,280
Non-Cash Share Based Compensation	1,534,948	3,732,509	1,973,141	5,265,868
Write-off of Debt Issuance Costs	—	—	—	95,135
Loss on the Extinguishment of Debt	9,542,206	—	100,375,181	—
Debt Exchange Derivative Gain	(13,062,852)	—	(13,062,852)	—
(Gain) Loss on the Mark-to-Market of Derivative Instruments	30,225,470	16,058,370	72,302,715	(15,170,174)
Adjusted EBITDA	<u>\$ 97,914,459</u>	<u>\$ 35,733,729</u>	<u>\$ 224,418,062</u>	<u>\$ 96,118,627</u>

Liquidity and Capital Resources

Overview

Our main sources of liquidity and capital resources as of the date of this report have been internally generated cash flow from operations, proceeds from equity and debt financings, credit facility borrowings, and cash settlements of derivative contracts. Our primary uses of capital have been for the acquisition and development of our oil and natural gas properties. We continually monitor potential capital sources for opportunities to enhance liquidity or otherwise improve our financial position.

One of the primary sources of variability in our cash flows from operating activities is commodity price volatility. Oil accounted for 84% and 84% of our total production volumes in the third quarter of 2018 and 2017, respectively. As a result, our operating cash flows are more sensitive to fluctuations in oil prices than they are to fluctuations in natural gas and NGL prices. We continue to maintain a robust hedging program to partially mitigate volatility in the price of crude oil with respect to a portion of our expected oil production. In 2017, we hedged approximately 62% of our crude oil production and for the three months ended September 30, 2018, we hedged approximately 72% of our crude oil production.

The low commodity price environment of the last several years adversely affected our business, financial position, results of operations and cash flow. During this time, we took steps to mitigate the effects of these lower prices, including: implementing cost savings initiatives, adjusting our capital expenditure budget, reviewing possible divestitures, and other actions. In November 2017, we entered into a new term loan credit agreement with TPG Specialty Lending, Inc. and the lenders party thereto (the "Term Loan Credit Facility"). We used the Term Loan Credit Facility to retire and replace our prior revolving credit facility, thereby addressing the near-term maturity of that prior facility and eliminating the potential degradation in liquidity caused by the prior facility's borrowing base re-determination feature. The Term Loan Credit Facility provided us with additional liquidity and financial flexibility to explore investment in asset development, M&A opportunities, and meet our near- and medium-term financial obligations.

After the closing of the Term Loan Credit Facility, we continued to focus on reducing our outstanding debt and extending our maturities while maintaining liquidity. On January 31, 2018, we entered into an exchange agreement (that was subsequently amended) with certain holders (the "Supporting Noteholders") of approximately \$496.7 million, or 71%, of the aggregate principal amount of our 8.000% senior unsecured notes due 2020 (the "Unsecured Notes"), pursuant to which the Supporting Noteholders agreed to exchange all of the Unsecured Notes held by each such Supporting Noteholder for approximately \$155.0 million of our common stock and approximately \$344.3 million in aggregate principal amount of new senior secured second lien notes, subject to various conditions (such exchange, the "Exchange Transaction"). One of the conditions to closing the Exchange Transaction, among others, was a requirement that we raise at least \$140 million in gross cash proceeds from the sale of our common stock (the "Equity Raise"). We satisfied the Equity Raise requirement with the combined proceeds from our April 2018 underwritten public offering of common stock and additional proceeds from private subscription agreements for common stock that closed simultaneously with the closing of the Exchange Transaction. The Exchange Transaction closed on May 15, 2018.

After the closing of the Exchange Transaction (and related Equity Raise), we continued to focus on reducing our outstanding debt and addressing our nearest term maturity, which is our 8.000% senior unsecured notes due 2020 (the "Unsecured Notes"). From June-September 2018, we entered into a number of independent, separately negotiated exchange agreements with holders of our Unsecured Notes. Pursuant to each such exchange agreement, we agreed to issue the holder shares of our common stock in exchange for Unsecured Notes. In total, we have issued 32.8 million shares of common stock in exchange for \$100.5 million in principal amount of the Unsecured Notes pursuant to these exchange agreements. Pursuant to these exchange agreements, with limited exceptions, we subjected the holders to a restricted sale period on the shares of common stock issued to them. These restricted sale periods are of varying lengths and subject to varying exceptions. Generally, if at the end of the applicable restricted sale period our common stock trades below specified levels, we may be required to pay the applicable holder additional consideration either in the form of cash or additional shares of common stock. However, these provisions in the exchange agreements are subject to exceptions and contingencies which can reduce or terminate this potential liability for us.

As of September 30, 2018, we had cash on hand of \$200.9 million, and our outstanding long term debt consisted of (i) \$360.0 million of borrowings under the Term Loan Credit Facility, leaving \$40.0 million of additional committed borrowing availability under the facility, (ii) \$344.3 million aggregate principal amount of 8.50% senior secured second lien notes due 2023 (the "Second Lien Notes"), and (iii) \$102.8 million aggregate principal amount of Unsecured Notes.

In October 2018, we completed a series of refinancing transactions (see Note 12 to our financial statements), including (i) the issuance of an additional \$350 million in Second Lien Notes, (ii) the entry into a new revolving credit facility (the “Revolving Credit Facility”) to replace our Term Loan Credit Facility, (iii) the retirement and repayment in full of our Term Loan Credit Agreement, and (iv) the redemption and repayment in full of all remaining outstanding Unsecured Notes. We continually seek to maintain a financial profile that provides operational flexibility. However, a decline in our realized commodity price could have a negative impact on our ability to maintain our desired levels of liquidity and/or raise additional capital.

With our cash on hand, cash flow from operations, and borrowing capacity under our Revolving Credit Facility, we believe that we will have sufficient cash flow and liquidity to fund our budgeted capital expenditures and operating expenses for at least the next twelve months. However, year-to-date we have closed several significant acquisitions of additional properties and seen significant increase in drilling and completion activity, and as a result we may seek additional access to capital and liquidity. We cannot assure you, however, that any additional capital will be available to us on favorable terms or at all.

The increase in oil prices that we’ve experienced since late 2017 has increased our cash flows from operating activities, however, a return to sustained lower oil prices could significantly reduce or eliminate our planned capital expenditures. If production is not replaced through the acquisition or drilling of new wells our production levels will lower due to the natural decline of production from existing wells. Reduced production levels combined with low commodity prices would lower cash flow from operations and could adversely affect our ability to meet the covenant requirements under our debt agreements. While we were in compliance with our financial covenants under the Term Loan Credit Facility at September 30, 2018, there is no assurance we will be able to maintain compliance with covenants under our debt agreements in the future.

In 2018, higher commodity prices have increased our development activities and caused our cash spend for drilling and development activities to exceed our cash flow from operations by \$38.2 million for the nine months ended September 30, 2018, excluding cash paid for the acquisition of oil and natural gas properties. Rig activity levels in 2018 have increased from 2017 levels and nearly all of the wells utilize higher intensity completions. The improvements in per well productivity resulting from these newer completion techniques, and the increase in activity, has caused us to increase our 2018 development spending compared to 2017. With higher production and the impact of recent acquisitions, we anticipate that we will begin generating a cash flow surplus in future periods (excluding cash paid for any acquisitions).

Our recent capital commitments have been to fund drilling in the Williston Basin and to fund acquisitions of acreage and oil and gas properties. We expect to fund our near-term capital requirements and working capital needs with cash flows from operations and available borrowing capacity under our Revolving Credit Facility. Our capital expenditures could be curtailed if our cash flows decline from expected levels. Because production from existing oil and natural gas wells declines over time, reductions of capital expenditures used to drill and complete new oil and natural gas wells would likely result in lower levels of oil and natural gas production in the future.

Working Capital

Our working capital balance fluctuates as a result of changes in commodity pricing and production volumes, collection of receivables, expenditures related to our development and production operations and the impact of our outstanding derivative instruments.

At September 30, 2018, we had a working capital surplus of \$9.4 million, compared to a surplus of \$29.2 million at December 31, 2017. Current assets increased by \$72.0 million and current liabilities increased by \$91.8 million at September 30, 2018, compared to December 31, 2017. The increase in current assets is primarily due to a higher cash balance as a result of our completed equity offerings of \$141.7 million and additional borrowings under our term loan credit agreement of \$60.0 million which was partially offset by our cash spend for development and acquisition activities, which exceeded our cash flow from operations by \$163.7 million. In addition, a higher accounts receivables balance of \$43.6 million due to higher commodity prices and production levels also contributed to an increase in our current assets. The increase in current liabilities is primarily due to a \$43.0 million increase in derivative instruments due to forward oil price changes, a \$29.1 million increase in our accounts payable due to an increase in our accrued drilling costs as a result of the growth in our wells in-process inventory, and a \$14.4 million increase in our contingent liabilities which include our debt exchange derivative liability due to our privately negotiated exchange transactions and our contingent consideration liability as a result of recent acquisitions.

Cash Flows

Cash flows from operations are primarily affected by production volumes and commodity prices, net of the effects of settlements of our derivative contracts. Our cash flows from operations also are impacted by changes in working capital. Any payments due to counterparties under our derivative contracts are generally funded by proceeds received from the sale of our

production. Production receipts, however, lag payments to the counterparties. Any interim cash needs are funded by cash on hand, cash flows from operations or borrowings under the term loan credit agreement. As of September 30, 2018, we had entered into derivative swap contracts hedging 1.6 million barrels of oil for the remainder of 2018 at an average price of \$62.01 per barrel, 4.8 million barrels of oil in 2019 at an average price of \$59.56 per barrel, 2.7 million barrels of oil in 2020 at an average price of \$56.91 per barrel, 0.6 million barrels of oil in 2021 at an average price of \$55.67 per barrel.

Our cash flows for the nine months ended September 30, 2018 and 2017 are presented below:

	Nine Months Ended September 30,	
	2018	2017
(in thousands, unaudited)		
Net Cash Provided by Operating Activities	\$ 126,416	\$ 65,581
Net Cash Used for Investing Activities	(310,090)	(75,446)
Net Cash Provided by Financing Activities	194,457	10,156
Net Change in Cash	<u>\$ 10,783</u>	<u>\$ 291</u>

Cash Flows from Operating Activities

Net cash provided by operating activities for the nine months ended September 30, 2018 was \$126.4 million, compared to \$65.6 million in the same period of the prior year. This increase was due to higher realized prices (including the effect of settled derivatives) and higher production levels, which was partially offset by higher interest costs. Net cash provided by operating activities is also affected by working capital changes or the timing of cash receipts and disbursements. Changes in working capital (as reflected in our statements of cash flows) in the nine months ended September 30, 2018 was a decrease of \$36.0 million compared to an increase of \$15.6 million in the same period of the prior year.

Cash Flows from Investing Activities

Cash flows used in investing activities during the nine months ended September 30, 2018 and 2017 were \$310.1 million and \$75.4 million, respectively. The increase in cash used in investing activities for the first nine months of 2018 as compared to the same period of 2017 was attributable to higher development spending and acquisitions, in particular our recently completed Salt Creek and Pivotal acquisitions (see Note 3 to our financial statements). Additionally, the amount of capital expenditures included in accounts payable (and thus not included in cash flows from investing activities) was \$108.2 million and \$72.4 million at September 30, 2018 and 2017, respectively, as a result of increased activity in the Williston Basin.

Our cash flows used in investing activities reflects actual cash spending, which can lag several months from when the related costs were incurred. As a result, our actual cash spending is not always reflective of current levels of development activity. For instance, during the nine months ended September 30, 2018, our capitalized costs incurred, excluding non-cash consideration used in our recent acquisitions, for oil and natural gas properties (e.g., drilling and completion costs, acquisitions, and other capital expenditures) amounted to \$330.2 million, while the actual cash spend in this regard amounted to \$290.1 million.

Development and acquisition activities are discretionary. We monitor our capital expenditures on a regular basis, adjusting the amount up or down, and between projects, depending on projected commodity prices, cash flows and returns. Our cash spend for development and acquisition activities for the nine months ended September 30, 2018 and 2017 are summarized in the following table:

	Nine Months Ended September 30,	
	2018	2017
(in millions, unaudited)		
Drilling and Development Capital Expenditures	\$ 164.1	\$ 64.1
Acquisition of Oil and Natural Gas Properties	125.5	11.0
Other Capital Expenditures	0.5	0.5
Total	<u>\$ 290.1</u>	<u>\$ 75.6</u>

Cash Flows from Financing Activities

Net cash provided by financing activities was \$194.5 million and \$10.2 million during the nine months ended September 30, 2018 and 2017, respectively. For the nine months ended September 30, 2018, cash provided by financing activities was primarily related to the completed equity offerings and additional borrowings on our term loan credit agreement. For the nine months ended September 30, 2017, cash provided by financing activities was primarily related to advances under our prior revolving credit facility. Our long-term debt at September 30, 2018 was \$789.5 million, which was comprised of \$102.0 million in senior unsecured notes, \$339.7 million of second lien notes and \$347.8 million of borrowings under our term loan credit agreement. As of September 30, 2018, we had \$40.0 million of available borrowing capacity under our term loan credit agreement.

Term Loan Credit Agreement

The Company's term loan credit agreement, described in the paragraphs that follow as of September 30, 2018, was retired and repaid in full in connection with refinancing transactions in October 2018. See Note 12 to our financial statements for further details.

On November 1, 2017 (the "Effective Date"), we entered into a term loan credit agreement with TPG Specialty Lending, Inc., as administrative agent and collateral agent (in such capacities, the "Agent"), and the lenders from time to time party thereto. The term loan credit agreement, as amended, provides for the issuance of an aggregate principal amount of up to \$500 million in term loans to us, consisting of (i) \$300 million in initial term loans that were made on the Effective Date (the "Initial Loans"), (ii) \$100 million in delayed draw term loans available to us, subject to satisfaction of certain conditions precedent described therein, for a period of 18 months after the Effective Date (the "Delayed Draw Loans"), and (iii) up to \$100 million in incremental term loans on an uncommitted basis and subject, among other things, to one or more lenders agreeing in the future to make such loans (the "Incremental Loans") (the Initial Loans, Delayed Draw Loans and the Incremental Loans, collectively, the "Loans"). Amounts borrowed and repaid under the term loan credit agreement may not be reborrowed. All borrowings under the term loan credit agreement will mature on November 1, 2022. In addition to the \$300 million in Initial Loans, we borrowed \$60 million of Delayed Draw Loans on May 15, 2018. Pursuant to the terms of the 2L Indenture (described below), we could not borrow in excess of \$400 million under the term loan credit agreement.

A portion of the proceeds from the Initial Loans were used on the Effective Date to repay in its entirety borrowings outstanding under our prior revolving credit facility.

Borrowings under the term loan credit agreement bear interest at a rate per annum equal to the "Adjusted LIBO Rate" (subject to a 1.00% floor) plus a 7.75% per annum margin. The "Adjusted LIBO Rate" is equal to the product of: (i) three-month LIBOR multiplied by (ii) the statutory reserve rate. Upon the occurrence and continuance of an event of default all outstanding Loans shall bear interest at a rate equal to 3.00% per annum plus the then-effective rate of interest. Interest is payable on the last business day of each March, June, September and December.

A commitment fee is paid on the unused amount of the delayed draw commitments based on an annual rate of 2.00% (the "Commitment Fee"). The term loan credit agreement also requires us to prepay the loans with 100.00% of the net cash proceeds received from certain asset sales, swap terminations, incurrences of borrowed money indebtedness, equity issuances, casualty events and extraordinary receipts, subject to certain exceptions and specified reinvestment rights. Prepayments (including mandatory prepayments), terminations, refinancing, reductions and accelerations under the term loan credit agreement are subject to the payment of a yield maintenance amount for any such prepayment, termination, refinancing, reduction or acceleration occurring prior to May 15, 2020 (or, with respect to any Delayed Draw Loan, prior to the two-year anniversary of the funding of such Delayed Draw Loan) that allows the lenders to attain approximately the same yield as if such Loan remained outstanding for the entire two-year period, as applicable, plus a call protection amount equal to the product of the principal amount of Loans so prepaid, terminated, refinanced, reduced or accelerated multiplied by (i) 4.0% for any such prepayment, termination, refinancing, reduction or acceleration occurring, (A) with respect to the Initial Loans, on or prior to May 15, 2021, or (B) with respect to Delayed Draw Loans, on or prior to the 36-month anniversary of the funding of such Delayed Draw Loan, or (ii) 2.0% for any such prepayment, termination, refinancing, reduction or acceleration occurring, (A) with respect to the Initial Loans, after May 15, 2021 and on or prior to May 15, 2022, or (B) with respect to Delayed Draw Loans, after the 36-month anniversary but on or prior to the 48-month anniversary of the funding of such Delayed Draw Loan, in each case, as set forth in the term loan credit agreement. Additionally, to the extent that the Loans are refinanced in full or the delayed draw commitments are terminated or reduced prior to the date that is 18 months after the Effective Date, we will be required to pay a yield maintenance amount in respect of the Commitment Fee that would have accrued on the delayed draw commitments as set forth in the term loan credit agreement.

The term loan credit agreement contains negative covenants that limit our ability, among other things, to pay cash dividends, incur additional indebtedness, sell assets, enter into certain derivatives contracts, change the nature of our business or operations, merge, consolidate, or make certain types of investments and require the outstanding principal amount of our 8.00% senior unsecured notes due 2020 to be no more than \$30 million by March 1, 2020. In addition, the term loan credit agreement requires that we comply with the following financial covenants: (i) as of any date of determination, the ratio of Total PDP PV-10 (as defined in the term loan credit agreement) plus the aggregate amount of all unrestricted cash and cash equivalents (in accounts subject to control agreements) to the amount of Senior Secured Debt (as defined in the term loan credit agreement) shall not be less than 1.30 to 1.00, (ii) as of the last day of any fiscal quarter, the ratio of Net Senior Secured Debt (as defined in the term loan credit agreement) to EBITDAX (as defined in the term loan credit agreement) for the period of four fiscal quarters then ending on such day will not be greater than 3.75 to 1.00 and (iii) as of any date of determination our unrestricted cash and cash equivalents (in accounts subject to control agreements) plus the aggregate undrawn delayed draw commitments available to us shall not be less than \$20.0 million.

Our obligations under the term loan credit agreement may be accelerated upon the occurrence of an Event of Default (as defined in the term loan credit agreement). Events of Default include customary events for a financing agreement of this type, including, without limitation, payment defaults, the inaccuracy of representations and warranties, defaults in the performance of affirmative or negative covenants, defaults on other indebtedness on us or our subsidiaries, bankruptcy or related defaults, defaults related to judgments and the occurrence of a Change in Control (as defined in the term loan credit agreement).

Our obligations under the term loan credit agreement are secured by mortgages on substantially all of our oil and gas properties subject to the limitations set forth in the term loan credit agreement. In connection with the term loan credit agreement, we entered into a guaranty and collateral agreement in favor of the Agent for the secured parties, pursuant to which our obligations under the term loan credit agreement and any swap agreements entered into with swap counterparties are secured by a first-priority security interest in substantially all of our assets.

We were in compliance with our financial covenants under the term loan credit facility at September 30, 2018.

Second Lien Notes

The Second Lien Notes are described in the paragraphs that follow as of September 30, 2018. We issued additional Second Lien Notes, and the terms of the Second Lien Notes were amended, in connection with refinancing transactions in October 2018. See Note 12 to our financial statements for further details.

On May 15, 2018 (the “2L Closing Date”), in connection with the closing of the Exchange Transaction, we issued Second Lien Notes with an aggregate principal amount of \$344.3 million. The terms of the Second Lien Notes include those stated in the indenture entered into by the Company and Wilmington Trust, National Association, as trustee (the “2L Indenture”), on the 2L Closing Date. The Second Lien Notes are senior secured obligations and rank equal in right of payment to all of our existing and future senior indebtedness. The Second Lien Notes are secured by second priority security interests in substantially all of our assets, subject to the exceptions set forth in our term loan credit agreement and certain customary post-closing delivery periods. The Second Lien Notes will be guaranteed by all of our direct and indirect subsidiaries that guarantee indebtedness under any of our or such subsidiary guarantors’ other indebtedness for borrowed money. As of September 30, 2018, we do not have any subsidiaries. The Second Lien Notes will mature on May 15, 2023.

Interest on the Second Lien Notes accrues at a rate of 8.500% per annum payable in cash quarterly in arrears on the first day of each calendar quarter. Beginning on July 1, 2018, the interest rate will be increased by 1.000% per annum, which increase shall be payable in kind (the “PIK Component”). Commencing June 30, 2018, and as of each December 31st and June 30th thereafter, if our total debt to EBITDAX ratio is (i) less than 3.00 to 1.00 as of such date, the PIK Component shall cease accruing effective as of the next interest payment date, or (ii) greater than or equal to 3.00 to 1.00 as of such date or we fail to deliver financial statements, the PIK Component shall continue to accrue (or, if then not accruing, automatically commence accruing as of the next interest payment date) and be payable quarterly. The PIK Component began accruing on June 30, 2018. Additionally, if we incur junior lien or unsecured debt with a cash interest rate in excess of 9.500%, the cash rate on the Second Lien Notes will be increased by such excess. Default interest will be payable in cash on demand at the then applicable interest rate plus 3.000% per annum.

We may redeem all or a portion of any of the Second Lien Notes at the following redemption prices during the following time periods (plus accrued and unpaid interest on the Second Lien Notes redeemed): (i) from and after May 15, 2018 until May 15, 2021, 104%, (ii) on and after May 15, 2021 until May 15, 2022, 102%, and (iii) on and after May 15, 2022, 100%; provided that any redemption of Second Lien Notes (or the acceleration of Second Lien Notes) prior to May 15, 2020 shall also be accompanied by a make whole premium. Subject to the terms of an intercreditor agreement, we are also required to offer to prepay

the Second Lien Notes with 100% of the net cash proceeds of asset sales, casualty events and condemnations in excess of \$20 million not required to be used to pay down the loans under the term loan credit agreement, subject to customary exclusions and reinvestment provisions consistent with the term loan credit agreement. Mandatory prepayment offers will be subject to payment of the make whole premium and redemption price set forth above, as applicable. See Note 4 to our financial statements for additional information regarding the Second Lien Notes.

8.000% Senior Notes due 2020

The Company's 8.000% senior unsecured notes due June 1, 2020 (the "Unsecured Notes") are described in the paragraphs that follow as of September 30, 2018. All remaining outstanding Unsecured Notes were redeemed and repaid in full in October 2018. See Note 12 to our financial statements for further details.

On May 18, 2012, we issued at par value \$300.0 million aggregate principal amount of Unsecured Notes (the "Original Notes"). On May 13, 2013, we issued at a price of 105.25% of par an additional \$200.0 million aggregate principal amount of the Unsecured Notes (the "2013 Follow-on Notes"). On May 18, 2015, we issued at a price of 95.000% of par an additional \$200.0 million aggregate principal amount of Unsecured Notes (the "2015 Mirror Notes" and, together with the Original Notes and the 2013 Follow-on Notes, the "Notes"). Interest is payable on the Notes semi-annually in arrears on each of June 1 and December 1.

Since June 1, 2018, we have been authorized to redeem some or all of the Notes at redemption prices (expressed as percentages of principal amount) equal to the principal amount, plus accrued and unpaid interest to the redemption date.

The Original Notes and the 2013 Follow-on Notes are governed by an Indenture, dated as of May 18, 2012, by and among the Company and Wilmington Trust, National Association (the "Original Indenture"). The 2015 Mirror Notes are governed by an Indenture, dated as of May 18, 2015, by and among the Company and Wilmington Trust, National Association (the "Mirror Indenture"). The terms and conditions of the Mirror Indenture conform, in all material respects, to the terms and conditions set forth in the Original Indenture. As such, the Mirror Indenture, together with the Original Indenture, are referred to herein as the "Indenture."

The Indenture restricts our ability to: (i) incur additional debt or enter into sale and leaseback transactions; (ii) pay distributions on, redeem or repurchase, equity interests; (iii) make certain investments; (iv) incur liens; (v) enter into transactions with affiliates; (vi) merge or consolidate with another company; and (vii) transfer and sell assets. These covenants are subject to a number of important exceptions and qualifications. If at any time when the Notes are rated investment grade by both Moody's Investors Service, Inc. and Standard & Poor's Ratings Services and no Default (as defined in the Indenture) has occurred and is continuing, many of such covenants will terminate and we and our subsidiaries (if any) will cease to be subject to such covenants.

The Indenture contains customary events of default, including:

- default in any payment of interest on any Note when due, continued for 30 days;
- default in the payment of principal of or premium, if any, on any Note when due;
- failure by us to comply with our other obligations under the Indenture, in certain cases subject to notice and grace periods;
- payment defaults and accelerations with respect to our other indebtedness and certain of our subsidiaries, if any, in the aggregate principal amount of \$25 million or more;
- certain events of bankruptcy, insolvency or reorganization of our company or a significant subsidiary or group of restricted subsidiaries that, taken together, would constitute a significant subsidiary;
- failure by us or any significant subsidiary or group of restricted subsidiaries that, taken together, would constitute a significant subsidiary to pay certain final judgments aggregating in excess of \$25 million within 60 days; and
- any guarantee of the Notes by a guarantor ceases to be in full force and effect, is declared null and void in a judicial proceeding or is denied or disaffirmed by its maker.

Effects of Inflation and Pricing

The oil and natural gas industry is very cyclical and the demand for goods and services of oil field companies, suppliers and others associated with the industry put extreme pressure on the economic stability and pricing structure within the industry. Typically, as prices for oil and natural gas increase, so do all associated costs. Conversely, in a period of declining prices, associated cost declines are likely to lag and may not adjust downward in proportion. Material changes in prices also impact our current revenue stream, estimates of future reserves, borrowing base calculations of bank loans, impairment assessments of oil and natural gas properties, and values of properties in purchase and sale transactions. Material changes in prices can impact the value of oil and natural gas companies and their ability to raise capital, borrow money and retain personnel. While we do not currently expect business costs to materially increase, higher prices for oil and natural gas could result in increases in the costs of materials, services and personnel. The recent improvement in the commodity price environment has increased development activities which has increased service costs. If the Williston Basin development activities remain at the current levels, we expect business costs will increase 5-10% in 2018 due to increased demand for materials, services and personnel.

Contractual Obligations and Commitments

Our material long-term debt obligations, capital lease obligations and operating lease obligations or purchase obligations as of December 31, 2017 are included in Part II, Item 7 of our Annual Report on Form 10-K for the fiscal year ended December 31, 2017.

Significant Accounting Policies

Our critical accounting policies involving significant estimates include impairment testing of natural gas and crude oil production properties, asset retirement obligations, revenue recognition, derivative instruments and hedging activity, and income taxes. There were no material changes in our critical accounting policies involving significant estimates from those reported in our Annual Report on Form 10-K for the fiscal year ended December 31, 2017.

A description of our critical accounting policies was provided in Note 2 to our financial statements provided in Part II, Item 8 of our Annual Report on Form 10-K for the fiscal year ended December 31, 2017.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Our quantitative and qualitative disclosures about market risk for changes in commodity prices and interest rates are included in Item 7A of our Annual Report on Form 10-K for the fiscal year ended December 31, 2017 and, except as set forth below, have not materially changed since that report was filed.

Commodity Price Risk

The price we receive for our oil and natural gas production heavily influences our revenue, profitability, access to capital and future rate of growth. Oil and natural gas are commodities and, therefore, their prices are subject to wide fluctuations in response to relatively minor changes in supply and demand and other factors. Historically, the markets for oil and natural gas have been volatile, and our management believes these markets will likely continue to be volatile in the future. The prices we receive for our production depend on numerous factors beyond our control. Our revenue generally would have increased or decreased along with any increases or decreases in oil or natural gas prices, but the exact impact on our income is indeterminable given the variety of expenses associated with producing and selling oil that also increase and decrease along with oil prices.

We enter into derivative contracts to achieve a more predictable cash flow by reducing our exposure to oil price volatility. All derivative positions are carried at their fair value on the balance sheet and are marked-to-market at the end of each period. Any realized gains and losses on settled derivatives, as well as mark-to-market gains or losses, are aggregated and recorded to gain (loss) on derivative instruments, net on the statements of operations rather than as a component of other comprehensive income or other income (expense).

We generally use derivatives to economically hedge a significant, but varying portion of our anticipated future production. Any payments due to counterparties under our derivative contracts are funded by proceeds received from the sale of our production. Production receipts, however, lag payments to the counterparties. Any interim cash needs have been funded by cash from operations or borrowings under our term loan credit agreement. As of September 30, 2018, we have entered into derivative swap agreements covering 1.6 million barrels of oil for the remainder of 2018 at an average price of \$62.01 per barrel, 4.8 million barrels of oil in 2019 at an average price of \$59.56 per barrel, 2.7 million in 2020 at an average price of \$56.91 and 0.6 million in 2021 at an average price of \$55.67 per barrel.

The following table reflects the weighted average price of open commodity swap derivative contracts as of September 30, 2018, by year with associated volumes.

Year	Volumes (Bbl)	Weighted Average Price (\$)
2018	1,611,300	62.01
2019	4,793,480	59.56
2020	2,699,580	56.91
2021 and beyond	631,600	55.67

In addition to the open commodity price swap contracts we have entered into basis swap contracts. Basis swaps fix the price differential between a published index price and the applicable local index price under which our production is sold. The following table reflects open commodity basis swap contracts as of September 30, 2018.

Settlement Period	Oil (Barrels)	Weighted Average Price (\$)
01/01/19 – 12/31/19	3,650,000	(2.41)

Interest Rate Risk

Our long-term debt is comprised of borrowings that contain fixed and floating interest rates. The Notes bear interest at an annual fixed rate of 8%, while our term loan credit agreement interest rate is floating based on an Adjusted LIBO Rate (subject to a 1% floor) plus 7.75% per annum margin. During the quarter ended September 30, 2018, we had \$360.0 million in average outstanding borrowings under our term loan credit agreement at a weighted average rate of 10.1%. Interest payments are due under the term loan credit agreement in arrears on the last day of each March, June, September and December. All outstanding principal is due and payable upon termination of the term loan credit agreement.

As a result, changes in interest rates can impact results of operations and cash flows. A 1% increase in short-term interest rates on our floating-rate debt outstanding at September 30, 2018 would cost us approximately \$3.6 million in additional annual interest expense.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

We maintain a system of disclosure controls and procedures that is designed to ensure that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC, and that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosures.

As of September 30, 2018, our management, including our principal executive officer and principal financial officer, had evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) pursuant to Rule 13a-15(b) under the Exchange Act. Based upon and as of the date of the evaluation, our principal executive officer and principal financial officer concluded that information required to be disclosed is recorded, processed, summarized and reported within the specified periods and is accumulated and communicated to management, including our principal executive officer and principal financial officer, to allow for timely decisions regarding required disclosure of material information required to be included in our periodic SEC reports. Based on the foregoing, our management determined that our disclosure controls and procedures were effective as of September 30, 2018.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the quarter ended September 30, 2018, that materially affected or are reasonably likely to materially affect our internal control over financial reporting.

PART II - OTHER INFORMATION**Item 1. Legal Proceedings.**

Our company is subject from time to time to litigation claims and governmental and regulatory proceedings arising in the ordinary course of business.

On August 18, 2016, plaintiff Jeffrey Fries, individually and on behalf of all others similarly situated, filed a class action complaint in the United States District Court for the Southern District of New York against the Company, Michael Reger (our founder and president), and Thomas Stoelk (our former chief financial officer and interim chief executive officer) as defendants. An amended complaint was filed by plaintiffs in July 2017. Defendants (including the Company) filed a motion to dismiss the amended complaint in August 2017. The court granted the Company's motion to dismiss in January 2018, but permitted plaintiff the opportunity to further amend the complaint. A second amended complaint was filed by plaintiffs in January 2018. Defendants (including the Company) filed a motion to dismiss the second amended complaint in March 2018, and we are awaiting the court's decision on that motion to dismiss. The complaint purports to bring a federal securities class action on behalf of a class of persons who acquired the Company's securities between March 1, 2013 and August 15, 2016, and seeks to recover damages caused by defendants' alleged violations of the federal securities laws and to pursue remedies under Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 and Rule 10b-5 promulgated thereunder. The Company intends to continue to vigorously defend itself in this matter.

Item 1A. Risk Factors.

There have been no material changes to the risk factors disclosed in the "Risk Factors" section of our Annual Report on Form 10-K filed with the SEC for the period ended December 31, 2017.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.**Issuer Purchases of Equity Securities**

The table below sets forth the information with respect to purchases made by or on behalf of the company, or any "affiliated purchaser" (as defined in Rule 10b-18(a)(3) under the Securities Exchange Act of 1934), of our common stock during the quarter ended September 30, 2018.

Period	Total Number of Shares Purchased ⁽¹⁾	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet be Purchased Under the Plans or Programs ⁽²⁾
Month #1				
July 1, 2018 to July 31, 2018	7,180	\$ 3.15	—	\$ 108.3 million
Month #2				
August 1, 2018 to August 31, 2018	6,043	3.69	—	108.3 million
Month #3				
September 1, 2018 to September 30, 2018	6,115	3.45	—	108.3 million
Total	19,338	\$ 3.41	—	\$ 108.3 million

(1) All shares purchased reflect shares surrendered in satisfaction of tax obligations in connection with the vesting of restricted stock awards.

(2) In May 2011, our board of directors approved a stock repurchase program to acquire up to \$150 million of shares of our outstanding common stock.

Item 6. Exhibits.

Unless otherwise indicated, all documents incorporated by reference to a document filed with the SEC pursuant to the Exchange Act, are located under SEC file number 001-33999.

Exhibit No.	Description	Reference
2.1	Purchase and Sale Agreement, dated July 17, 2018, by and between Pivotal Williston Basin, LP and Northern Oil and Gas, Inc.	Incorporated by reference to Exhibit 2.1 to the Registrant's Current Report on Form 8-K filed with the SEC on July 20, 2018
2.2	Purchase and Sale Agreement, dated July 17, 2018, by and between Pivotal Williston Basin II, LP and Northern Oil and Gas, Inc.	Incorporated by reference to Exhibit 2.2 to the Registrant's Current Report on Form 8-K filed with the SEC on July 20, 2018
2.3	Purchase and Sale Agreement, dated July 27, 2018, by and between WR Operating LLC and Northern Oil and Gas, Inc.	Incorporated by reference to Exhibit 2.1 to the Registrant's Current Report on Form 8-K filed with the SEC on July 31, 2018
2.4	First Amendment to Purchase and Sale Agreement, dated September 25, 2018, by and between WR Operating LLC and Northern Oil and Gas, Inc.	Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the SEC on October 1, 2018
3.1	Restated Certificate of Incorporation of Northern Oil and Gas, Inc. dated August 24, 2018	Incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the SEC on August 27, 2018
3.2	By-Laws of Northern Oil and Gas, Inc.	Incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed with the SEC on May 15, 2018
4.1	Indenture, dated May 18, 2012, between Northern Oil and Gas, Inc. and Wilmington Trust, National Association, as trustee (including Form of 8.000% Senior Note due 2020)	Incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed with the SEC on May 18, 2012
4.2	Indenture, dated May 18, 2015, between Northern Oil and Gas, Inc. and Wilmington Trust, National Association, as trustee (including Form of 8.000% Senior Note due 2020)	Incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed with the SEC on May 18, 2015
4.3	Indenture, dated May 15, 2018, between Northern Oil and Gas, Inc. and Wilmington Trust, National Association, as trustee (including Form of 8.50% Senior Secured Second Lien Notes due 2023)	Incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed with the SEC on May 18, 2018
4.4	First Supplemental Indenture, dated September 18, 2018, between Northern Oil and Gas, Inc. and Wilmington Trust, National Association, as trustee	Incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed with the SEC on September 18, 2018
4.5	Second Supplemental Indenture, dated October 5, 2018, between Northern Oil and Gas, Inc. and Wilmington Trust, National Association, as trustee	Incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed with the SEC on October 9, 2018
4.6	Registration Right Agreement, dated October 5, 2018, between Northern Oil and Gas, Inc. and RBC Capital, LLC, as representative of the Initial Purchasers	Incorporated by reference to Exhibit 4.2 to the Registrant's Current Report on Form 8-K filed with the SEC on October 9, 2018
4.7	Registration Rights Agreement, dated September 17, 2018, between Pivotal Williston Basin, LP, Pivotal Williston Basin II, LP, and Northern Oil and Gas, Inc.	Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the SEC on September 18, 2018
4.8	Registration Rights Agreement, dated October 1, 2018, by and between WR Operating LLC and Northern Oil and Gas, Inc.	Incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed with the SEC on October 1, 2018
10.1	Third Amendment to Term Loan Credit Agreement, dated July 19, 2018, by and among Northern Oil and Gas, Inc., the lenders party thereto and TPG Specialty Lending, Inc., as administrative agent and collateral agent	Incorporated by reference to Exhibit 10.3 to the Registrant's Current Report on Form 10-Q filed with the SEC on August 9, 2018
10.2*	Amended and Restated Employment Agreement, dated July 5, 2018, between Northern Oil and Gas, Inc. and Michael Reger	Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the SEC on July 6, 2018

[Table of Contents](#)

10.3*	Amended and Restated Employment Agreement, dated July 5, 2018, between Northern Oil and Gas, Inc. and Brandon Elliott	Incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed with the SEC on July 6, 2018
10.4*	Northern Oil and Gas, Inc. 2018 Equity Incentive Plan	Incorporated by reference to Exhibit 99.1 to the Registrant's Current Report on Form 8-K filed with the SEC on August 27, 2018
10.5	Purchase Agreement, dated September 21, 2018, by and between Northern Oil and Gas, Inc. and RBC Capital Markets, LLC, as representative of the initial purchasers named therein	Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the SEC on September 25, 2018
10.6	Amended and Restated Credit Agreement, dated October 5, 2018, among Northern Oil and Gas, Inc., Royal Bank of Canada, as administrative agent, and the lenders from time to time party thereto	Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the SEC on October 9, 2018
12.1	Calculation of Ratio of Earnings to Fixed Charges	Filed herewith
31.1	Certification of the Principal Executive Officer pursuant to Rule 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Filed herewith
31.2	Certification of the Principal Financial Officer and Principal Accounting Officer pursuant to Rule 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Filed herewith
32.1	Certification of the Principal Executive Officer and Principal Financial Officer and Principal Accounting Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	Filed herewith
101.INS	XBRL Instance Document	Filed herewith
101.SCH	XBRL Taxonomy Extension Schema Document	Filed herewith
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document	Filed herewith
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document	Filed herewith
101.LAB	XBRL Taxonomy Extension Label Linkbase Document	Filed herewith
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document	Filed herewith

* Management contract or compensatory plan or arrangement required to be filed as an exhibit to this report.

SIGNATURES

In accordance with the requirements of the Exchange Act, the Registrant has caused this Quarterly Report to be signed on its behalf by the undersigned, thereunto duly authorized.

NORTHERN OIL AND GAS, INC.

Date: November 9, 2018 By: /s/ Brandon Elliott
Brandon Elliott, Chief Executive Officer and principal executive officer
(on behalf of Registrant)

Date: November 9, 2018 By: /s/ Chad Allen
Chad Allen, Chief Accounting Officer and principal accounting officer

Calculation of Ratio of Earnings to Fixed Charges

Northern Oil and Gas, Inc.

	Year Ended December 31,					Nine Months Ended September 30, 2018
	2013	2014	2015	2016	2017	
Earnings (Deficit) Before Income Taxes	\$ 84,834,650	\$ 263,112,945	\$ (1,177,778,745)	\$ (294,895,887)	\$ (10,763,788)	\$ (74,603,028)
Add:						
Fixed Charges	38,688,300	46,517,384	59,869,939	64,854,615	70,450,324	66,069,623
Subtract:						
Capitalized Interest	5,976,981	4,409,544	1,506,172	356,196	147,775	108,252
Total Earnings (Deficit) Before Fixed Charges	117,545,969	305,220,785	(1,119,414,978)	(230,397,468)	59,538,761	(8,641,657)
Fixed Charges						
Interest Expense	32,709,056	42,105,676	58,360,387	64,485,623	70,286,341	65,948,159
Capitalized Interest	5,976,981	4,409,544	1,506,172	356,196	147,775	108,252
Estimated Interest Component of Rent	2,263	2,164	3,380	12,796	16,208	13,212
Total Fixed Charges	38,688,300	46,517,384	59,869,939	64,854,615	70,450,324	66,069,623
Ratio of Earnings (Deficit) to Fixed Charges⁽¹⁾	3.0x	6.6x	(18.7)x⁽²⁾	(3.6)x⁽²⁾	0.9x⁽²⁾	(0.1)x⁽³⁾

(1) The Company had no preferred stock outstanding for any period presented, and accordingly, the ratio of earnings to combined fixed charges and preferred stock dividends is the same as the ratio of earnings to fixed charges.

(2) Earnings were insufficient to cover fix charges by approximately \$10.9 million for the year ended December 31, 2017. Earnings were insufficient to cover fixed charges by approximately \$295.3 million and \$1,179.3 million for the years ended December 31, 2016 and 2015, respectively, due primarily to a non-cash impairment charge.

(3) Earnings were insufficient to cover fix charges by approximately \$74.7 million for the nine months ended September 30, 2018 due primarily to a non-cash loss on the extinguishment of debt.

CERTIFICATION

I, Brandon Elliott certify that:

1. I have reviewed this quarterly report on Form 10-Q of Northern Oil and Gas, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared; and
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles; and
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weakness in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: November 9, 2018

By: /s/ Brandon Elliott

Brandon Elliott
Principal Executive Officer

CERTIFICATION

I, Nick O'Grady certify that:

1. I have reviewed this quarterly report on Form 10-Q of Northern Oil and Gas, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared; and
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles; and
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weakness in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: November 9, 2018

By: /s/ Nick O'Grady

Nick O'Grady
Principal Financial Officer

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Northern Oil and Gas, Inc., (the "Company") on Form 10-Q for the quarterly period ended September 30, 2018, as filed with the United States Securities and Exchange Commission on the date hereof, (the "Report"), the undersigned officers of the Company hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of his knowledge:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: November 9, 2018

By: /s/ Brandon Elliott

Brandon Elliott
Principal Executive Officer

Dated: November 9, 2018

By: /s/ Nick O'Grady

Nick O'Grady
Principal Financial Officer

A signed original of this written statement required by Section 906 of the Sarbanes-Oxley Act of 2002 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

