

SECURITIES AND EXCHANGE COMMISSION

FORM SC 14D9/A

Tender offer solicitation / recommendation statements filed under Rule 14d-9 [amend]

Filing Date: **2011-11-07**
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SUBJECT COMPANY

BRIGHAM EXPLORATION CO

CIK: **1034755** | IRS No.: **752692967** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **SC 14D9/A** | Act: **34** | File No.: **005-51001** | Film No.: **111185151**
SIC: **1311** Crude petroleum & natural gas

Mailing Address
*6300 BRIDGE POINT
PARKWAY
BLDG 2 SUITE 500
AUSTIN TX 78730*

Business Address
*6300 BRIDGE POINT
PARKWAY
BLDG 2 SUITE 500
AUSTIN TX 78730
5124273300*

FILED BY

BRIGHAM EXPLORATION CO

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**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

SCHEDULE 14D-9/A

**SOLICITATION/RECOMMENDATION STATEMENT
PURSUANT TO SECTION 14(D)(4) OF THE
SECURITIES EXCHANGE ACT OF 1934**

(AMENDMENT NO. 3)

BRIGHAM EXPLORATION COMPANY

(Name of Subject Company)

BRIGHAM EXPLORATION COMPANY

(Names of Person Filing Statement)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

109178103
(CUSIP Number of Class of Securities)

Kari A. Potts
General Counsel and Corporate Secretary
Brigham Exploration Company
6300 Bridge Point Parkway, Building 2, Suite 500
Austin, Texas 78730
(512) 427-3300

(Name, Address and Telephone Number of Person Authorized to Receive
Notice and Communications on Behalf of the Person Filing Statement)

With copies to:

Joe Dannenmaier
Amy Curtis
Kenn Webb
Thompson & Knight LLP
One Arts Plaza
1722 Routh Street, Suite 1500
Dallas, TX 75201-2533

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

This Amendment No. 3 (this "Amendment") amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 of Brigham Exploration Company ("Brigham"), filed with the Securities and Exchange Commission (the "SEC") on October 28, 2011 and amended on November 1, 2011 and November 4, 2011 (as amended, the "Schedule 14D-9"). The Schedule 14D-9 relates to the cash tender offer by an indirect, wholly owned subsidiary ("Purchaser") of Statoil ASA ("Parent") to purchase all of the shares of Brigham's common stock, par value \$0.01 per share (the "Shares"), that are issued and outstanding, at a price of \$36.50 per Share, net to the stockholder in cash, without interest, less any applicable withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated October 28, 2011 (the "Offer to Purchase"), and the related letter of transmittal (the "Letter of Transmittal"), which, together with the Offer to Purchase, as each may be amended or supplemented from time to time, collectively constitute the "Offer." The Offer is described in a Tender Offer Statement on Schedule TO, as amended or supplemented from time to time, filed by Purchaser and Parent with the SEC on October 28, 2011. The Offer to Purchase and Letter of Transmittal were filed as Exhibits (a)(1)(A) and (a)(1)(B), respectively, to the Schedule 14D-9.

Except as otherwise set forth below, the information set forth in the Schedule 14D-9 remains unchanged and is incorporated by reference as relevant to the items in this Amendment. Capitalized terms used and not defined herein shall have the meanings assigned to such terms in the Schedule 14D-9. This Amendment is being filed to reflect certain updates as discussed below.

Item 3. Past Contracts, Transactions, Negotiations and Agreements

Item 3 of the Schedule 14D-9 is hereby amended by inserting the following two paragraphs as the last two paragraphs under the heading "Agreements between Parent and Purchaser and the Company's Executive Officers and Directors":

"Understanding Regarding Name Usage

On November 3, 2011, the Company, the Company's wholly owned subsidiaries, Statoil USA Properties Inc., a wholly owned subsidiary of Parent and the direct parent of Purchaser, and Bud Brigham entered into an Understanding Regarding Name Usage, effective as of the Effective Time (the "***Name Usage Agreement***"), relating to the use of the corporate names of the Company and each of its wholly owned subsidiaries. Pursuant to the Name Usage Agreement, each of the Company and its wholly owned subsidiaries will be permitted to continue to use the name "Brigham" in their respective corporate names for a reasonable period of time, not to exceed eighteen months, following the Effective Time. During such period, Bud Brigham will be prohibited from using certain names containing the name "Brigham" without Parent's consent.

The foregoing description of the Name Usage Agreement does not purport to be complete and is qualified in its entirety by reference to the Name Usage Agreement, which has been filed with the SEC as Exhibit (e)(11) to this Schedule 14D-9."

Item 8. Additional Information

Item 8 of the Schedule 14D-9 is hereby amended by revising the second paragraph under the heading "Antitrust Laws" to read in its entirety as follows:

"Parent and the Company each filed a Premerger Notification and Report Form with the FTC and the Antitrust Division for review in connection with the Offer on October 28, 2011 and October 31, 2011, respectively. The initial waiting period was scheduled to expire at 11:59 p.m. New York City time, on November 14, 2011. On November 7, 2011, the FTC notified the Company that early termination of the HSR Act waiting period had been granted with respect to the Offer. Accordingly, the condition to the Offer relating to the expiration of the applicable waiting period under the HSR Act has been satisfied. The closing of the Offer remains subject to the other conditions as disclosed in "Section 15-Conditions to the Offer" contained in the Offer to Purchase."

Item 8 of the Schedule 14D-9 is hereby amended by inserting the following two paragraphs as the last two paragraphs under the heading "Litigation":

"On November 7, 2011, a putative class action was filed in District Court in Travis County, Texas purportedly on behalf of a class of stockholders of the Company, docketed as Ohler v. Brigham Exploration Company et al., Case No. D-1-GN-11-003418 (the "***Ohler Complaint***"). The Ohler Complaint names as defendants the Company, members of the Company's Board of Directors, Parent and Purchaser. The Ohler Complaint seeks certification of a class of the Company's stockholders and alleges, inter alia, that the members of the Company's Board of Directors breached fiduciary duties owed to the Company's stockholders by failing to engage in an appropriate sales process in connection with the proposed transaction with Parent and Purchaser and that both Parent and Purchaser aided and abetted the alleged breach of fiduciary duties. The Ohler Complaint seeks, among other relief, an injunction prohibiting the transactions contemplated by the Merger Agreement, rescission of any of the terms of the Merger Agreement already implemented and costs and disbursements of the action, including reasonable attorneys' fees and experts' fees.

The Company believes the Ohler Complaint is without merit and that it has a valid defense to all claims raised by plaintiffs in the Ohler Complaint. The Company intends to defend itself vigorously against this action."

Item 9. Exhibits

Item 9 of the Schedule 14D-9 is hereby amended to read in its entirety as follows:

Exhibit No.	Document
(a)(1)(A)	Offer to Purchase, dated October 28, 2011 (incorporated by reference to Exhibit (a)(1)(A) to the Tender Offer Statement on Schedule TO filed with the SEC by Parent and Purchaser on October 28, 2011)
(a)(1)(B)	Letter of Transmittal (including Form W-9) (incorporated by reference to Exhibit (a)(1)(B) to the Tender Offer Statement on Schedule TO filed with the SEC by Parent and Purchaser on October 28, 2011)
(a)(1)(C)	Notice of Guaranteed Delivery (incorporated by reference to Exhibit (a)(1)(C) to the Tender Offer Statement on Schedule TO filed with the SEC by Parent and Purchaser on October 28, 2011)
(a)(1)(D)	Letters to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees (incorporated by reference to Exhibit (a)(1)(D) to the Tender Offer Statement on Schedule TO filed with the SEC by Parent and Purchaser on October 28, 2011)
(a)(1)(E)	Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees (incorporated by reference to Exhibit (a)(1)(E) to the Tender Offer Statement on Schedule TO filed with the SEC by Parent and Purchaser on October 28, 2011)
(a)(1)(F)	Summary Advertisement as published in the Wall Street Journal on October 28, 2011 (incorporated by reference to Exhibit (a)(1)(F) to the Tender Offer Statement on Schedule TO filed with the SEC by Parent and Purchaser on October 28, 2011)
(a)(1)(G)	Press Release issued by the Company dated October 17, 2011 (incorporated by reference to the Company's Schedule 14D-9C filed with the SEC on October 17, 2011)
(a)(1)(H)	Investor Presentation of Parent (incorporated by reference to Exhibit 99.2 to the Schedule TO-C filed by Parent and Purchaser with the SEC on October 17, 2011)
(a)(1)(I)	Transcript of Investor Briefing Teleconference of Parent (incorporated by reference to Exhibit 99.3 to the Schedule TO-C filed with the SEC by Parent and Purchaser on October 17, 2011)
(a)(1)(J)	English Translation of Norwegian Investor Briefing Teleconference Transcript of Parent (incorporated by reference to Exhibit 99.4 to the Schedule TO-C filed with the SEC by Parent and Purchaser on October 17, 2011)
(a)(1)(K)	Information Statement pursuant to Section 14(f) of the Exchange Act and Rule 14f-1 thereunder (included as Annex A to the Schedule 14D-9)*
(a)(1)(L)	Press Release issued by Parent dated October 28, 2011 (incorporated by reference to Exhibit (a)(1)(G) to the Tender Offer Statement on Schedule TO filed with the SEC by Parent and Purchaser on October 28, 2011)

Exhibit No.	Document
(a)(1)(M)	Press Release issued by Parent dated October 17, 2011 (incorporated by reference to Exhibit 99.1 to the Schedule TO-C filed with the SEC by Parent and Purchaser on October 17, 2011)
(a)(1)(N)	Form of letter from Parent to the Company' s employees, dated October 20, 2011 (incorporated by reference to Exhibit 99.1 to the Schedule TO-C filed with the SEC by Parent and Purchaser on October 20, 2011)
(a)(1)(O)	Investor Presentation of Parent by Chief Executive Officer, dated October 27, 2011 (incorporated by reference to Exhibit 99.1 to the Schedule TO-C filed with the SEC by Parent and Purchaser on October 28, 2011)
(a)(1)(P)	Investor Presentation of Parent by Chief Executive Officer, dated October 27, 2011 (incorporated by reference to Exhibit 99.2 to the Schedule TO-C filed with the SEC by Parent and Purchaser on October 28, 2011)
(a)(1)(Q)	Transcript of Analyst Teleconference of Parent held on October 27, 2011 (incorporated by reference to Exhibit 99.3 to the Schedule TO-C filed with the SEC by Parent and Purchaser on October 28, 2011)
(a)(1)(R)	English Translation of Transcript of Press Conference of Parent held by Chief Executive Officer on October 27, 2011 (incorporated by reference to Exhibit 99.4 to the Schedule TO-C filed with the SEC by Parent and Purchaser on October 28, 2011)
(a)(1)(S)	Notice to Participants in Brigham, Inc. 401(K) Plan **
(a)(2)(A)	Letter, dated October 28, 2011, to the Company' s stockholders*
(a)(2)(B)	Opinion of Jefferies & Company, Inc., dated October 16, 2011 (included as Annex B to the Schedule 14D-9)*
(e)(1)	Agreement and Plan of Merger, dated October 17, 2011, by and among Parent, Purchaser and the Company (incorporated by reference to Exhibit 2.1 to the Company' s Current Report on Form 8-K filed with the SEC on October 21, 2011)
(e)(2)	Confidentiality Agreement, dated as of December 29, 2010, between the Company and Parent (incorporated by reference to Exhibit (d)(6) to the Tender Offer Statement on Schedule TO filed with the SEC by Parent and Purchaser on October 28, 2011)
(e)(3)	Tender and Voting Agreement, dated as of October 17, 2011, by and among Parent, Purchaser and the directors and executive officers of the Company (incorporated by reference to Exhibit 2.2 to the Company' s Current Report on Form 8-K filed with the SEC on October 21, 2011)
(e)(4)	Employment and Consulting Agreement, dated as of October 17, 2011, by and between the Company, Brigham, Inc. and Ben M. Brigham*
(e)(5)	Employment and Consulting Agreement, dated as of October 17, 2011, by and between the Company, Brigham, Inc. and David T. Brigham*
(e)(6)	Employment and Consulting Agreement, dated as of October 17, 2011, by and between the Company, Brigham, Inc. and Eugene B. Shepherd, Jr.*

Exhibit No.	Document
(e)(7)	Terms and Conditions of Continued Employment, dated as of October 16, 2011, by and between Statoil Gulf Services LLC and Jeffery E. Larson*
(e)(8)	Terms and Conditions of Continued Employment, dated as of October 16, 2011, by and between Statoil Gulf Services LLC and A. Lance Langford*
(e)(9)	Letter Agreement amending Agreement and Plan of Merger, dated October 27, 2011, by and among Parent, Purchaser and the Company (incorporated by reference to Exhibit (d)(7) to the Tender Offer Statement on Schedule TO filed with the SEC by Parent and Purchaser on October 28, 2011)
(e)(10)	Non-Solicitation Agreement, dated June 17, 2011, by and among Parent and the Company (incorporated by reference to Exhibit (d)(5) to the Tender Offer Statement on Schedule TO filed with the SEC by Parent and Purchaser on October 28, 2011)
(e)(11)	Understanding Regarding Name Usage, dated November 3, 2011, by and among the Company, Brigham, Inc., Brigham Oil & Gas, L.P., Statoil USA Properties Inc., and Ben M. Brigham**
(g)(1)	Transcript of oral presentations by certain executive officers to the Company' s employees, on October 17, 2011 (incorporated by reference to the Company' s Schedule 14D-9C filed with the SEC on October 17, 2011)

* Previously filed with the Schedule 14D-9

** Filed herewith

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete, and correct.

BRIGHAM EXPLORATION COMPANY

Date: November 7, 2011

By: /s/ Eugene B. Shepherd, Jr.

Name: Eugene B. Shepherd, Jr.

Title: Chief Financial Officer and
Executive Vice President

**NOTICE TO PARTICIPANTS IN THE
BRIGHAM, INC. 401(k) PLAN**

November 7, 2011

Dear Plan Participant:

The Tender Offer

As you may know, Fargo Acquisition Inc., a Delaware corporation (“Purchaser”) and an indirect wholly-owned subsidiary of Statoil ASA, announced on October 17, 2011, an offer to purchase for cash all outstanding common shares, par value \$0.01 (“Shares”), of Brigham Exploration Corporation, a Delaware corporation (“Brigham”), at a price of \$36.50 per Share, net to the seller in cash (the “Offer Price”), without interest thereon and less any required withholding taxes, upon the terms and subject to the conditions set forth in the enclosed Offer to Purchase dated October 28, 2011 (which, together with any amendments or supplements thereto, collectively constitute the “Offer”). Also enclosed is Brigham’s Solicitation/Recommendation Statement on Schedule 14D-9, which sets forth, among other things, the recommendation by the Brigham board of directors that Brigham shareholders tender their Shares into the Offer.

Your Prompt Response is Requested

The Offer is being made for all outstanding Shares, including those Shares credited to your accounts under the Brigham, Inc. 401(k) Plan (the “Plan”). As a participant in the Plan, if a portion of your accounts is invested in the Brigham Exploration Company Stock Fund (the “Company Stock Fund”), you are encouraged to provide directions to The Charles Schwab Trust Company (the “Trustee”), the trustee of the Plan, to tender all, some or none of the Shares allocated to your separate Plan accounts. By instructing the Trustee to “tender” the Shares allocated to your separate Plan accounts, you are instructing the Trustee to surrender those Shares for cash in connection with the Offer.

If you would like to tender Shares allocated to your accounts under the Plan in the Offer, you must provide your directions by promptly completing and returning the enclosed Tender Offer Instruction Form to Kaarina Larsen at The Standard, the Plan’s third-party administrator. If you do not send timely tender instructions to Kaarina Larsen at The Standard, regardless of the means you use to do so, the Trustee will treat this as an instruction NOT to tender.

In order to direct the Trustee, your direction, however submitted, must be received by Kaarina Larsen at The Standard, no later than 12:00 noon, Central time, on November 28, 2011 (the “Plan Deadline”). The speediest way to submit your instructions is via Internet by completing, signing, dating and scanning the enclosed Tender Offer Instruction Form and e-mailing it to Kaarina.Larsen@standard.com. However, if you prefer to do so, you may submit your written instructions by returning your completed, signed and dated Tender Offer Instruction Form in the enclosed postage-prepaid envelope and mailing it to Kaarina Larsen, The Standard, 1100 SW Sixth Avenue, Portland, OR 97204. In the event that the Purchaser extends the expiration date for the Offer (currently 12:00 Midnight, New York City time, at the end of Wednesday, November 30, 2011), the Plan Deadline will automatically be extended to 12:00 noon, Central time, on the date that is two business days prior to the new expiration date. Any extensions of the expiration date for the Offer will be publicly announced by the Purchaser or Statoil ASA.

Enclosed For Your Review

Enclosed for your review are the following materials about the Offer:

1. The Offer to Purchase;
2. The Letter of Transmittal, together with the included Internal Revenue Service Form W-9 (**Please note that the Letter of Transmittal is provided for informational purposes only and cannot be used to tender your shares**);
3. Brigham's Solicitation/Recommendation Statement on Schedule 14D-9;
4. A Tender Offer Instruction Form; and
5. A postage-paid reply envelope.

The enclosed information relates only to Shares allocated to your Plan accounts. If you own other Shares outside of the Plan, you should receive separate mailings relating to those Shares.

Please provide your instructions to Kaarina Larsen at The Standard. The speediest way to submit your instructions is via Internet by completing, signing, dating and scanning the enclosed Tender Offer Instruction Form and e-mailing it to Kaarina.Larsen@standard.com. However, if you prefer to do so, you may submit your written instructions by promptly completing, signing and dating the enclosed Tender Offer Instruction Form and mailing it to Kaarina Larsen at The Standard in the enclosed postage paid reply envelope. If you have instructed the Trustee to tender some or all of the Shares credited to your accounts under the Plan, you may withdraw this instruction by submitting a new direction, which will have the effect of revoking your prior instruction. No matter how many instructions you submit, only your last instruction received by Kaarina Larsen at The Standard prior to the Plan Deadline will count for tabulation purposes. All new instructions must be received by Kaarina Larsen at The Standard on or before the Plan Deadline, which is 12:00 noon, Central time, on November 28, 2011.

Please note, if your tender instructions are not received on or before the Plan Deadline, the Trustee will NOT tender your Shares, unless required by law to do otherwise.

Proceeds from Tender

The Trustee initially will invest proceeds from the tender of the Shares credited to your accounts under the Plan in the default investment alternative designated by the Administrator, which is the Schwab Advantage Money Market Fund. You will have the opportunity subsequently to redirect those proceeds into another investment available under the Plan.

For Additional Information

If you have any questions about the Offer, please contact Innisfree M&A Incorporated, the information agent for the Offer, toll-free at 877-687-1875. Additionally, all tender offer materials that have been filed with the U.S. Securities and Exchange Commission are available online at www.sec.gov. You may also call the above number to request a new Tender Offer Instruction Form or for assistance in filling out the form.

Sincerely,

Brigham, Inc., as Administrator of the Plan

**TENDER OFFER INSTRUCTION FORM
BRIGHAM, INC. 401(k) PLAN**

**BEFORE COMPLETING THIS FORM, PLEASE CAREFULLY READ
THE ACCOMPANYING INFORMATION**

In response to the offer by Fargo Acquisition Inc., a Delaware corporation (“Purchaser”) and an indirect wholly-owned subsidiary of Statoil ASA, announced on October 17, 2011 as an offer to purchase for cash all outstanding common shares, par value \$0.01 (“Shares”), of Brigham Exploration Company, a Delaware corporation (“Brigham”), at a price of \$36.50 per Share, net to the stockholder in cash (the “Offer Price”), without interest thereon and less any required withholding taxes, upon the terms and subject to the conditions set forth in the enclosed Offer to Purchase dated October 28, 2011 (which, together with any amendments or supplements thereto, collectively constitute the “Offer”), I hereby instruct The Charles Schwab Trust Company (the “Trustee”) to tender or not to tender the Shares allocated to my accounts under the Brigham, Inc. 401(k) Plan (the “Plan”) in response to the Offer as follows (**PLEASE CHECK ONE BOX AND COMPLETE THE REMAINDER OF FORM—If more than one box is checked below your election may be disregarded**):

YES. I DIRECT THE TRUSTEE TO TENDER **ALL** OF THE SHARES ALLOCATED TO MY PLAN ACCOUNTS IN RESPONSE TO THE TENDER OFFER.

YES. I DIRECT THE TRUSTEE TO TENDER **A PORTION** (1%-99%, WHOLE PERCENTAGE ONLY) OF THE SHARES ALLOCATED TO MY PLAN ACCOUNTS IN RESPONSE TO THE TENDER OFFER. *If you fail to insert a (whole) percentage, your election will be treated as an election NOT to tender any of your Shares.*

NO. I DIRECT THE TRUSTEE **NOT** TO TENDER ANY OF THE SHARES ALLOCATED TO MY PLAN ACCOUNTS IN RESPONSE TO THE TENDER OFFER.

You may submit your tender instruction to Kaarina Larsen at The Standard, the Plan’s third-party administrator, by Internet or by mail. To submit by Internet, complete this form, scan it and e-mail it to Kaarina.Larsen@standard.com. To submit by mail, complete this form and mail it to Kaarina Larsen, The Standard, 1100 SW Sixth Avenue, Portland, OR 97204.

Regardless of the manner in which they are submitted, Tender Offer Instructions that are not timely received by Kaarina Larsen at The Standard, and those received without a box checked above or with more than one box checked, will be treated as an instruction not to tender Shares.

The speediest way to submit your instructions is via Internet. However, if you prefer to do so, you may submit your written instructions by mailing this completed form promptly in the enclosed postage-paid envelope.

YOUR INSTRUCTION, HOWEVER SUBMITTED, MUST BE RECEIVED BY KAARINA LARSEN AT THE STANDARD LATER THAN 12:00 NOON, CENTRAL TIME, ON NOVEMBER 28, 2011, OR YOUR SHARES WILL NOT BE TENDERED.

Signature _____ Date _____

Name Printed _____ Daytime Phone Number _____

UNDERSTANDING REGARDING NAME USAGE

This UNDERSTANDING REGARDING NAME USAGE (this "Agreement"), dated as of November 3, 2011 but to be effective as set forth below, is made by and between Brigham Exploration Company (the "Company") and its subsidiaries, Brigham, Inc. and Brigham Oil & Gas, L.P. (each a "Brigham Company" and collectively, the "Brigham Companies"), Ben M. Brigham ("Brigham"), and Statoil USA Properties Inc., a Delaware corporation ("Statoil").

RECITALS

WHEREAS, the Brigham Companies have used the names set forth above as their corporate names in connection with their respective businesses; and

WHEREAS, Brigham's name is also Brigham, and therefore he has legal rights to use the name Brigham; and

WHEREAS, Fargo Acquisition Inc., a Delaware corporation and wholly-owned subsidiary of Statoil, Statoil ASA and the Company have entered into an Agreement and Plan of Merger dated as of October 17, 2011 (the "Merger Agreement"), pursuant to which, among other things, (i) Fargo Acquisition Inc. will commence an Offer to purchase the common stock of the Company, and (ii) after the acquisition of common stock pursuant to the Offer, Fargo Acquisition Inc. shall merge with and into the Company, with the Company being the surviving corporation (the "Merger"). At the "Effective Time" (as such term is defined in the Merger Agreement) and as a result of the Merger, the separate corporate existence of Fargo Acquisition Inc. shall cease and the Company shall continue as the surviving corporation of the Merger;

WHEREAS, effective as of the Effective Time, the Brigham Companies and Brigham wish to confirm each party's intentions with respect to the use of the name Brigham.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

AGREEMENT

1. This Agreement is effective as of the Effective Time and will not take effect if the Effective Time does not occur.
2. Each Brigham Company shall be free to use its current corporate name each in the same manner and for the same purposes as used by the respective Brigham Company prior to the Effective Time for a reasonable period of time, not to exceed eighteen (18) months, after the Effective Time (the "Wind-Down Period"), during which period each Brigham Company will change its corporate name to a name that does not include "Brigham". Additionally, following such change of name and during the remainder of the Wind-Down Period, each Brigham Company will be entitled to state on company letterhead and similar materials the new company name of such Brigham Company followed by "formerly known as" or "f/k/a" Brigham Exploration Company, Brigham, Inc. or Brigham Oil & Gas, L.P., as applicable.

3. During the Wind-Down Period, Brigham will not utilize any of the names of the Brigham Companies or any name including any combination of the word "Brigham" plus any one or more of the following: "Exploration", "Oil" or "Gas", unless he obtains the prior written consent of Parent.

4. Each party agrees (and agrees to cause its affiliates) not to contest, challenge or interfere with each other party's exercise of its rights to utilize the name Brigham as permitted by law and in accord with this Agreement.

5. Each party agrees, at the expense of the requesting party, to execute and deliver all other documents as may be reasonably necessary to satisfy the intents and purposes set forth in this Agreement.

6. This Agreement shall be governed by and construed in accordance with the laws of the United States of America and of the State of Texas.

IN WITNESS WHEREOF, the Brigham Companies, Brigham and Statoil executed or have caused their duly authorized representatives to execute this Agreement effective as of the date first above written.

Brigham Exploration Company

By: /s/ Eugene B. Shepherd, Jr.
Name: Eugene B. Shepherd, Jr.
Title: Chief Financial Officer and Executive
Vice President

Brigham, Inc.

By: /s/ Eugene B. Shepherd, Jr.
Name: Eugene B. Shepherd, Jr.
Title: Chief Financial Officer and Executive
Vice President

Brigham Oil & Gas, L.P.

By: Brigham, Inc., its general partner

By: /s/ Eugene B. Shepherd, Jr.
Name: Eugene B. Shepherd, Jr.
Title: Chief Financial Officer and Executive
Vice President

Ben M. Brigham

/s/ Ben M. Brigham

Statoil USA Properties Inc.

By: /s/ A.B. Winkle
Name: A.B. Winkle
Title: Vice President – Asset Development