



1775 Sherman Street
Suite 1200
Denver, Colorado 80203
303.861.8140
303.839.3319 fax
SM-Energy.com

March 7, 2014

Top Hat Plan Exemption
Employee Benefits Security Administration
Room N-1513
U.S. Department of Labor
200 Constitution Avenue, N.W.
Washington, DC 20210

Re: **Informational Filing Under DOL Reg. Sec. 2520.104-23**

Dear Sir/Madam:

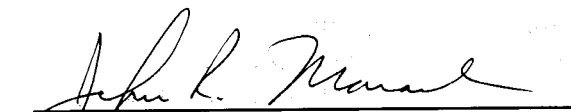
In accordance with DOL Reg. Sec. 2520.104-23, **SM Energy Company**, (the "Plan Sponsor") hereby declares that it maintains a plan primarily for the purpose of providing deferred compensation for a select group of management employees. The name of the Plan is the **SM Energy Nonqualified Deferred Compensation Plan** (the "Plan"). The Plan covers approximately 16 employees and 8 non-employee directors.

The name, address and employer identification number of the Plan Sponsor are:

SM Energy Company
1775 Sherman Street, Suite 1200
Denver, CO 80203
EIN: 41-0518430

A copy of the Plan will be provided to the Secretary of the Department of Labor upon request.

Respectfully submitted,


On Behalf of **SM Energy Company**

2520130092966



1775 Sherman Street
Suite 1200
Denver, Colorado 80203

