

SANDRIDGE ENERGY INC
Form S-4/A
October 13, 2011
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As filed with the Securities and Exchange Commission on October 13, 2011

Registration No. 333- 177003

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

AMENDMENT NO. 1

TO

FORM S-4

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

SANDRIDGE ENERGY, INC.*

(Exact name of Registrant as specified in its Charter)

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(State or other jurisdiction of
incorporation or organization) (Primary Standard Industrial
Classification Code Number) (I.R.S. Employer
Identification Number)
123 Robert S. Kerr Avenue, Oklahoma City, Oklahoma 73102
(405) 429-5500

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

Tom L. Ward
Chairman and Chief Executive Officer
SandRidge Energy, Inc.
123 Robert S. Kerr Avenue
Oklahoma City, Oklahoma 73102
(405) 429-5500

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copy to:

Covington & Burling LLP
1201 Pennsylvania Avenue, N.W.
Washington, D.C. 20004
(202) 662-6000

Attn: David H. Engvall, Esq.

Approximate date of commencement of proposed sale to the public: As soon as practicable after this registration statement becomes effective.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier registration statement for the same offering. "

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Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer <input checked="" type="checkbox"/>	Accelerated filer <input type="checkbox"/>	
Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company <input type="checkbox"/>	

* Includes certain subsidiaries of SandRidge Energy, Inc. identified below.

The Registrants hereby amend this registration statement on such date or dates as may be necessary to delay its effective date until the Registrants shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

ADDITIONAL GUARANTOR REGISTRANTS*

Exact Name of Additional Registrant as Specified in its Charter	State of Incorporation or Organization	Primary Standard Industrial Classification Code Number	IRS Employee Identification No.
SandRidge Onshore, LLC	Delaware	1311	47-0953489
Lariat Services, Inc.	Texas	1311	75-2500702
SandRidge Operating Company	Texas	1311	75-2541245
Integra Energy, L.L.C.	Texas	1311	75-2887527
SandRidge Exploration and Production, LLC	Delaware	1311	87-0776535
SandRidge Tertiary, LLC	Texas	1311	20-1918006
SandRidge Midstream, Inc.	Texas	1311	75-2541148
SandRidge Offshore, LLC	Delaware	1311	11-3758786
SandRidge Holdings, Inc.	Delaware	1311	20-5878401

* Each Guarantor has the same principal executive office and agent for service as SandRidge Energy, Inc.

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The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission relating to these securities is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED OCTOBER 13, 2011

PROSPECTUS

SandRidge Energy, Inc.

Offer to Exchange \$900,000,000 of 7.5% Senior Notes due 2021

We are offering to exchange, on the terms and subject to the conditions described in this prospectus and the accompanying letter of transmittal, 7.5% Senior Notes due 2021 that we will register under the Securities Act of 1933, as amended (the Securities Act), for all of our outstanding unregistered 7.5% Senior Notes due 2021. We refer to these registered notes as the new notes and all outstanding unregistered 7.5% Senior Notes due 2021 as the old notes. We refer to the new notes and the old notes collectively as the notes.

We are offering the new notes in order to satisfy our obligations under the registration rights agreement entered into in connection with the private placement of the old notes. In the exchange offer, we will exchange an equal principal amount of new notes that are freely tradable for all old notes that are validly tendered and not validly withdrawn. The exchange offer expires at 5:00 p.m., Eastern time, on November 16, 2011, unless extended. You may withdraw tenders of outstanding old notes at any time prior to the expiration of the exchange offer. We will accept for exchange any and all old notes validly tendered and not withdrawn prior to the expiration of the exchange offer.

The exchange offer is subject to the conditions discussed under The Exchange Offer Conditions to the Exchange Offer, including, among other things, the effectiveness of the registration statement of which this prospectus forms a part.

The exchange of old notes for new notes in the exchange offer will not be a taxable event for U.S. federal income tax purposes. We will not receive any proceeds from the exchange offer.

The old notes are, and the new notes will be, unconditionally guaranteed, jointly and severally, on a senior unsecured basis, by certain of our existing subsidiaries and by certain of our future domestic restricted subsidiaries.

The new notes are being issued under the indenture under which we previously issued the old notes and the terms of the new notes are identical to the terms of the old notes, except that the transfer restrictions, registration rights and provisions for additional interest relating to the old notes do not apply to the new notes.

The new notes will not be listed on any securities exchange. Currently, there is no public market for the old notes. As of the date of this prospectus, \$900 million in aggregate principal amount of old notes are outstanding.

See Risk Factors beginning on page 7 for a discussion of certain risks that you should consider in connection with an investment in the new notes.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the new notes or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is October [14], 2011.

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We are incorporating by reference into this prospectus important business and financial information that is not included in or delivered with this prospectus. In making your investment decision, you should rely only on the information contained or incorporated by reference in this prospectus. We have not authorized anyone to provide you with any other information. If you receive any other information, you should not rely on it. We are not making an offer to sell these securities in any state or jurisdiction where the offer is not permitted. You should not assume that the information contained in this prospectus is accurate as of any date other than the date on the front cover of this prospectus.

The information incorporated herein by reference is available without charge to holders upon written or oral request to: SandRidge Energy, Inc., 123 Robert S. Kerr Avenue, Oklahoma City, Oklahoma 73102, Attention: Corporate Secretary, (405) 429-5500. In order to ensure timely delivery of such documents, holders must request this information no later than five days before the date they must make their investment decision. The exchange offer is expected to expire on November 16, 2011 and you must make your exchange decision by the expiration date. Accordingly, any request for documents should be made by November 9, 2011 to ensure timely delivery of the documents prior to the expiration of the exchange offer.

Each broker-dealer that receives new notes for its own account pursuant to the exchange offer must

acknowledge that it will deliver a prospectus in connection with any resale of such new notes. The letter of transmittal states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of new notes received in exchange for old notes where such old notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. We have agreed that, for a period of 180 days after the consummation of the exchange offer, we will make this prospectus available to any broker-dealer for use in connection with any such resale. Please read Plan of Distribution.

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WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the United States Securities and Exchange Commission (the "SEC") (File No. 001-33784) pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Our SEC filings are available to the public through the SEC's website at <http://www.sec.gov>. You may read and copy any document we file at the SEC's public reference room, which is located at 100 F Street, N.E., Washington, D.C. 20549. You can obtain further information about the operation of the public reference room by calling the SEC at 1-800-SEC-0330.

The SEC allows us to incorporate by reference information that we file with it, which means that we can disclose important information to you by referring you to documents previously filed with the SEC. The information incorporated by reference is an important part of this prospectus, and the information that we later file with the SEC will automatically update and supersede this information. We incorporate by reference into this prospectus the documents listed below that we have filed with the SEC:

Our Annual Report on Form 10-K for the year ended December 31, 2010, filed with the SEC on February 28, 2011, as amended by Amendment No. 1 on Form 10-K/A, filed with the SEC on March 23, 2011;

Our Quarterly Reports on Form 10-Q for the periods ended March 31, 2011 and June 30, 2011, which were filed with the SEC on May 9, 2011 and August 8, 2011, respectively;

our Current Reports on Form 8-K filed with the SEC on January 10, 2011, March 3, 2011, March 4, 2011, March 7, 2011, March 18, 2011, April 8, 2011, April 14, 2011, June 8, 2011, June 29, 2011, August 8, 2011, August 12, 2011, August 19, 2011 and October 13, 2011; and

Our definitive proxy statement on Schedule 14A, filed with the SEC on April 25, 2011.

We also hereby incorporate by reference into this prospectus any future filings that we make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act (excluding any information furnished under Item 2.02 or Item 7.01 on any Current Report on Form 8-K) after the filing of the registration statement to which this prospectus relates and prior to the effectiveness of such registration statement, and all such future filings that we make with the SEC prior to the completion of such offering.

In addition, we incorporate by reference the audited consolidated financial statements and accompanying notes of Arena Resources, Inc. ("Arena"), which are contained in Amendment No. 1 to its annual report on Form 10-K for the year ended December 31, 2009 (File No. 001-31657), filed with the SEC on April 30, 2010.

You may request a copy of these filings at no cost by writing or telephoning us at the address and telephone number below. We will not send exhibits to such documents unless such exhibits are specifically incorporated by reference in such documents. Please direct requests for documents incorporated by reference to:

Philip T. Warman

Corporate Secretary

SandRidge Energy, Inc.

123 Robert S. Kerr Avenue

Oklahoma City, Oklahoma 73102-6406

(405) 429-5500

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Exhibits to the filings will not be sent, however, unless those exhibits have specifically been incorporated by reference in this prospectus. **In order to ensure timely delivery of documents, holders must request this information no later than five business days before the date they must make their investment decision. Accordingly, any request for documents should be made by November 9, 2011 to ensure timely delivery of the documents prior to the expiration of the exchange offer.**

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This prospectus and the documents we incorporate by reference contain forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. These statements express a belief, expectation or intention and are generally accompanied by words that convey projected future events or outcomes. These forward-looking statements may include projections and estimates concerning capital expenditures, reserve estimates, our liquidity and capital resources, the timing and success of specific projects, outcomes and effects of litigation, claims and disputes, elements of our business strategy and other statements concerning our operations, economic performance and financial condition. Forward-looking statements are generally accompanied by words such as estimate, project, predict, believe, assume, ta expect, anticipate, potential, could, may, foresee, plan, goal, should, intend or other words that convey the uncertainty of futu outcomes. We have based these forward-looking statements on our current expectations and assumptions about future events. These statements are based on certain assumptions and analyses made by us in light of our experience and our perception of historical trends, current conditions and expected future developments as well as other factors we believe are appropriate under the circumstances. These forward-looking statements speak only as of the date of this prospectus; we disclaim any obligation to update or revise these statements unless required by law, and we caution you not to rely on them unduly. 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 relating to, among other matters, the risks and uncertainties discussed under the heading Risk Factors in this prospectus and those that are summarized below:

the volatility of oil and natural gas prices;

uncertainties in estimating oil and natural gas reserves;

the need to replace the oil and natural gas we produce;

our ability to execute our growth strategy by drilling wells as planned;

the need to drill productive, economically viable oil and natural gas wells;

risks and liabilities associated with acquired properties;

amount, nature and timing of capital expenditures, including future development costs, required to develop our undeveloped areas;

concentration of operations in West Texas and the Mid-Continent;

economic viability of certain natural gas production in West Texas due to high CO₂ content;

availability of natural gas production for our midstream services operations;

limitations of seismic data;

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risks associated with drilling oil and natural gas wells;

severe or unseasonable weather that may adversely affect production;

availability of satisfactory oil and natural gas marketing and transportation;

availability and terms of capital;

amount and timing of proceeds of planned asset sales and asset monetizations;

substantial existing indebtedness;

limitations on operations resulting from debt restrictions and financial covenants;

potential financial losses or earnings reductions from commodity derivatives;

competition in the oil and natural gas industry;

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general economic conditions, either internationally or domestically or in the jurisdictions in which we operate;

costs to comply with current and future governmental regulation of the oil and natural gas industry, including environmental, health and safety laws and regulations; and

the need to maintain adequate internal control over financial reporting.

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PROSPECTUS SUMMARY

The following summary may not contain all of the information that may be important to you and should be read in conjunction with the more detailed information, financial statements and related notes appearing elsewhere in or incorporated by reference in this prospectus. References in this prospectus to SandRidge, the Company, we, our, or us, refer to SandRidge Energy, Inc. and its subsidiaries on a consolidated basis, unless otherwise indicated or the context requires otherwise.

Our Company

We are an independent oil and natural gas company concentrating on development and production activities related to the exploitation of our significant holdings in West Texas and the Mid-Continent area of Oklahoma and Kansas. We also own and operate other interests in the Mid-Continent, Gulf Coast and Gulf of Mexico. We also operate businesses that are complementary to our development and production activities, including related gas gathering and treating facilities, a gas marketing business and an oil field services business.

Our principal executive offices are located at 123 Robert S. Kerr Avenue, Oklahoma City, Oklahoma 73102 and our telephone number is (405) 429-5500. Our website is <http://www.sandridgeenergy.com>.

Recent Developments

Sale of Working Interest in Mississippian Properties

On September 28, 2011, we completed the sale to an affiliate of Atinum Partners Co., Ltd. (Atinum) of an undivided 13.2% non-operated working interest in approximately 860,000 acres, or approximately 113,000 net acres, that we have leased in northern Oklahoma and southern Kansas for development of the Mississippian Lime horizontal play. Interests purchased by Atinum consist of working interests in primarily undeveloped acreage and oil and natural gas wells that began producing after July 2011. We received approximately \$271 million in cash in the transaction, including \$21 million in purchase price adjustments, and Atinum will pay \$250.0 million of our costs to develop acreage over the next three years.

Sale of Certain East Texas Properties

On September 27, 2011, we entered into an agreement with NFR Energy LLC, pursuant to which we agreed to sell our East Texas producing natural gas properties in Gregg, Harrison, Rusk and Panola counties, which consist of approximately 25,000 net acres, for \$231 million. We intend to use the net proceeds of the transaction to fund a portion of our oil focused drilling program. The agreement is subject to customary closing conditions and is expected to close in November 2011.

SandRidge Permian Trust

On August 16, 2011, SandRidge Permian Trust (the Permian Trust), a Delaware statutory trust, closed its initial public offering of 34,500,000 common units at a price per unit of \$18.00, representing approximately 66% of the beneficial interest in the Permian Trust. At the closing of the Permian Trust offering, we conveyed certain royalty interests to the Permian Trust in exchange for units representing approximately 34% of the beneficial interest in the Permian Trust and the net proceeds of the offering of approximately \$584 million. The royalty interests conveyed to the Permian Trust are in certain oil and natural gas properties located on approximately 15,900 net acres in the Permian Basin's Central Basin Platform in Andrews County, Texas. We used the net proceeds we received from the conveyance of the royalty interests to repay borrowings under our senior credit facility and for general corporate purposes.

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The Exchange Offer

*On March 15, 2011, we completed a private placement of the outstanding, unregistered old notes. In connection with that issuance, we entered into a registration rights agreement in which we agreed, among other things, to deliver this prospectus to you and to use our best efforts to complete the exchange offer. The following is a summary of the exchange offer. See *The Exchange Offer* on page 30 for a full description of the terms of the exchange offer.*

Old Notes	Our 7.5% Senior Notes due 2021, which were issued on March 15, 2011.
New Notes	Our 7.5% Senior Notes due 2021. The terms of the new notes are identical to the terms of the old notes, except that the transfer restrictions, the registration rights and provisions for additional interest relating to the old notes do not apply to the new notes.
The Exchange Offer	We are offering to exchange up to \$900.0 million aggregate principal amount of our new notes, which will be registered under the Securities Act, for up to \$900.0 million aggregate principal amount of our old notes, on the terms and subject to the conditions set forth in this prospectus and the accompanying letter of transmittal, which we refer to as the exchange offer. You may tender old notes only in denominations of \$1,000 and integral multiples of \$1,000 in excess thereof. The old notes we are offering to exchange hereby were issued under an indenture dated as of March 15, 2011.
Resale of New Notes	<p>Based on interpretations of the SEC staff in no-action letters issued to third parties, we believe that you may resell and transfer the new notes issued pursuant to the exchange offer in exchange for old notes without compliance with the registration and prospectus delivery provisions of the Securities Act if:</p> <ul style="list-style-type: none">you are acquiring the new notes in the ordinary course of your business;you have no arrangement or understanding with any person to participate in the distribution of the new notes within the meaning of the Securities Act;you are not an affiliate of ours, as such term is defined in Rule 405 under the Securities Act; andyou are not a broker-dealer and you are not engaged in and do not intend to engage in the distribution of the new notes. <p>If you fail to satisfy any of these conditions, you must comply with the registration and prospectus delivery requirements of the Securities Act in connection with resales of the new notes, unless an exemption therefrom is applicable to you.</p>

Broker-dealers that acquired the old notes directly from us, but not as a result of market-making activities or other trading activities, must comply with the registration and prospectus delivery requirements of the Securities Act in connection with resales of the new notes.

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Each broker-dealer that receives new notes for its own account pursuant to the exchange offer in exchange for old notes that it acquired as a result of market-making or other trading activities must deliver a prospectus in connection with any resale of the new notes and provide us with a signed acknowledgement of this obligation.

Consequences If You Do Not Exchange Your Old Notes

Old notes that are not tendered in the exchange offer or that are not accepted for exchange will continue to bear legends restricting their transfer. You will not be able to offer or sell the old notes unless:

an exemption from the registration requirements of the Securities Act is available to you;

we register the resale of old notes under the Securities Act; or

the transaction requires neither an exemption from nor registration under the Securities Act.

After the completion of the exchange offer, we will no longer have an obligation to register the old notes, except in limited circumstances.

Expiration Date

The exchange offer will expire at 5:00 p.m., Eastern time, on November 16, 2011, unless we decide to extend it.

Conditions to the Exchange Offer

The registration rights agreement we entered into in connection with the issuance of the old notes does not require us to accept old notes for exchange if the exchange offer or the making of any exchange by a holder of the old notes would not be permissible under applicable law or SEC policy. The exchange offer is also conditioned upon the effectiveness of the registration statement to which this prospectus relates and certain other customary conditions, as discussed in *The Exchange Offer Conditions to the Exchange Offer*.

Procedures for Tendering Old Notes

If you wish to accept the exchange offer, you must deliver to the exchange agent:

either a completed and signed letter of transmittal or, for old notes tendered electronically, an agent's message from The Depository Trust Company, or DTC, stating that the tendering participant agrees to be bound by the letter of transmittal and the terms of the exchange offer;

your old notes, either by tendering them in certificated form or by timely confirmation of book-entry transfer through DTC; and

all other documents required by the letter of transmittal.

These actions must be completed before the expiration of the exchange offer. If you hold old notes through DTC, you must comply with its standard for electronic tenders, by which you will agree to be bound by the letter of transmittal.

There is no procedure for guaranteed late delivery of the old notes.

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By signing, or by agreeing to be bound by, the letter of transmittal, you will be representing to us that:

you will be acquiring the new notes in the ordinary course of your business;

you have no arrangement or understanding with any person to participate in the distribution of the new notes within the meaning of the Securities Act;

you are not an affiliate of ours, as such term is defined in Rule 405 under the Securities Act; and

if you are not a broker-dealer, you are not engaged in and do not intend to engage in the distribution of the new notes.

See [The Exchange Offer Terms of the Exchange](#) and [The Exchange Offer Procedures for Tendering](#).

Special Procedures for Beneficial Holders

If you beneficially own old notes that are registered in the name of a broker, dealer, commercial bank, trust company or other nominee and you wish to tender your old notes in the exchange offer, you should contact the registered holder promptly and instruct such person to tender on your behalf. If you wish to tender your old notes in the exchange offer on your own behalf, you must, prior to completing and executing the letter of transmittal and delivering your old notes, either arrange to have the old notes registered in your name or obtain a properly completed bond power from the registered holder. The transfer of registered ownership may take considerable time.

Withdrawal Rights

You may withdraw your tender of old notes at any time prior to 5:00 p.m., Eastern time, on the expiration date. Any withdrawn old notes will be credited to the tendering holder's account at DTC or, if the withdrawn old notes are held in certificated form, will be returned to the tendering holder. We will accept for exchange any and all old notes validly tendered and not withdrawn prior to the expiration of the exchange offer.

Acceptance of Old Notes and Delivery of New Notes

If you fulfill all conditions required for proper acceptance of old notes we will accept any and all old notes that you validly tender in the exchange offer before 5:00 p.m., Eastern time, on the expiration date of the exchange offer. We will return any old note that we do not accept for exchange, without expense, promptly after the expiration date. We will deliver the new notes promptly after the expiration date and acceptance of the old notes for exchange. Please read [The Exchange Offer Terms of the Exchange Offer](#).

U.S. Federal Income Tax Considerations

The exchange of new notes for old notes in the exchange offer will not be a taxable event for U.S. federal income tax purposes. See [Material U.S. Federal Tax Considerations](#) for more information regarding the tax consequences to you of the exchange offer.

Use of Proceeds

We will not receive any proceeds from the exchange or the issuance of new notes in connection with the exchange offer.

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Fees and Expenses	We will pay all of our expenses related to the exchange offer.
Accounting Treatment	We will record the new notes in our accounting records at the same carrying value as the old notes. Accordingly, we will not recognize any gain or loss for accounting purposes in connection with the exchange offer.
Exchange Agent	We have appointed Wells Fargo Bank, National Association, as exchange agent for the exchange offer. The address, telephone number and facsimile number of the exchange agent are set forth below under The Exchange Offer Exchange Agent.

The New Notes

The form and terms of the new notes are the same as the form and terms of the old notes, except that:

the new notes will be registered under the Securities Act and will therefore not bear legends restricting their transfer; and

specified rights under the registration rights agreement we entered into in connection with the issuance of the old notes, including provisions providing for registration rights and the payment of additional interest in specified circumstances, will be limited or eliminated.

The new notes will evidence the same indebtedness as the old notes for which they will be exchanged and will rank equally with the old notes. The same indenture will govern both the old notes and the new notes. Unless the context otherwise requires, when we refer to the old notes, we also refer to the guarantees associated with the old notes, and when we refer to the new notes, we also refer to the guarantees associated with the new notes.

The following is a brief summary of the material terms of the new notes. For a more complete description of the terms of the new notes, please read **Description of the Notes** below.

Issuer	SandRidge Energy, Inc.
Securities offered	<p>\$900,000,000 aggregate principal amount of 7.5% Senior Notes due 2021.</p> <p>The new notes are being offered under an indenture dated as of March 15, 2011, pursuant to which we previously issued the old notes.</p>
Maturity date	The new notes will mature on March 15, 2021.
Interest payment dates	Interest is payable semi-annually in cash in arrears on March 15 and September 15 of each year. Interest accrued through the expiration date of the exchange offer on old notes that are exchanged for new notes will be paid to holders of record of the new notes on the next regular payment date.

Guarantees

The payment of the principal, premium, if any, and interest on the new notes will be fully and unconditionally guaranteed on a senior unsecured basis by certain of our existing subsidiaries and by certain of our future domestic restricted subsidiaries.

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Ranking	<p>The new notes and guarantees will be our and the guarantors' senior unsecured obligations and will:</p> <ul style="list-style-type: none"> rank equally in right of payment with all our and the guarantors' existing and future senior indebtedness; rank senior in right of payment to all our and the guarantors' existing and future subordinated indebtedness; be effectively subordinated in right of payment to all our and the guarantors' existing and future secured indebtedness to the extent of the value of the collateral securing such indebtedness; and be effectively subordinated in right of payment to all existing and future indebtedness and other liabilities of any of our subsidiaries that are not also a guarantor of the new notes.
Optional redemption	<p>We may redeem the new notes, in whole or in part, prior to their maturity at any time on or after March 15, 2016 at the redemption prices described in this prospectus. In addition, before March 15, 2014, we may redeem up to 35% of the aggregate principal amount of the new notes with the net proceeds of certain equity offerings at the redemption price equal to 107.5% of the aggregate principal amount of the notes redeemed, provided that at least 65% of the original principal amount of the new notes remain outstanding after the redemption. We may, on any one or more occasions, redeem some or all of the new notes at any time prior to March 15, 2016, at a price equal to 100% of the aggregate principal amount of the new notes redeemed, plus a make-whole premium. Please see Description of the Notes Optional Redemption. The new notes will not be subject to any sinking fund provision.</p>
Change of control	<p>If we experience specific kinds of changes of control, we must offer to repurchase all of the notes at 101% of their principal amount, plus accrued and unpaid interest, if any to the repurchase date.</p>
Covenants	<p>The indenture governing the notes contains restrictive covenants. For a more detailed description, please see Description of the Notes Certain Covenants.</p>
Covenant suspension	<p>If at any time the notes are rated investment grade by either Standard & Poor's or Moody's and no default has occurred and is continuing under the indenture, certain of the foregoing covenants and related events of default will terminate and will not apply to us or our subsidiaries so long as the notes retain such a rating. Please see Description of the Notes Suspension of Covenants when Notes Rated Investment Grade</p> <p style="text-align: center;">Risk Factors</p>

Prospective investors should carefully consider all of the information set forth or incorporated by reference in this prospectus. Investing in the new notes involves substantial risk and investors should evaluate the specific factors set forth under Risk Factors beginning on page 7 for a discussion of risks involved with an investment in the new notes.

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RISK FACTORS

You should carefully consider these risk factors together with the other information included or incorporated by reference in this prospectus in evaluating us, our business and your participation in the exchange offer, which could materially affect our business, financial condition or future results.

Risks Related to Our Business

Oil and natural gas prices are volatile, and a decline in oil and natural gas prices could significantly affect our financial results and impede our growth.

Our revenues, profitability and cash flow are highly dependent upon the prices we realize from the sale of oil and natural gas. The markets for these commodities are very volatile. Oil and natural gas prices can fluctuate widely in response to a variety of factors that are beyond our control. These factors include, among others:

regional, domestic and foreign supply, and perceptions of supply, of oil and natural gas;

the price of foreign imports;

U.S. and worldwide political and economic conditions;

the level of demand, and perceptions of demand, for oil and natural gas;

weather conditions and seasonal trends;

anticipated future prices of oil and natural gas, alternative fuels and other commodities;

technological advances affecting energy consumption and energy supply;

the proximity, capacity, cost and availability of pipeline infrastructure, treating, transportation and refining capacity;

acts of force majeure;

domestic and foreign governmental regulations and taxation;

energy conservation and environmental measures; and

the price and availability of alternative fuels.

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For oil, from 2007 through June 30, 2011, the highest monthly NYMEX settled price was \$140.00 per Bbl and the lowest was \$41.68 per Bbl. For natural gas, from 2007 through 2010, the highest monthly NYMEX settled price was \$13.35 per MMBtu and the lowest was \$2.98 per MMBtu. In addition, the market price of oil and natural gas is generally higher in the winter months than during other months of the year due to increased demand for oil and natural gas for heating purposes during the winter season.

Lower oil and natural gas prices may not only decrease our revenues on a per share basis, but also may reduce the amount of oil and natural gas that we can produce economically and, therefore, could have a material adverse effect on our financial condition and results of operations. This also may result in our having to make substantial downward adjustments to our estimated proved reserves.

Future price declines may result in further reductions of the asset carrying values of our oil and natural gas properties.

We utilize the full cost method of accounting for costs related to our oil and natural gas properties. Under this accounting method, all costs for both productive and nonproductive properties are capitalized and amortized on an aggregate basis over the estimated lives of the properties using the unit-of-production method. However, the amount of these costs that can be carried as capitalized assets is subject to a ceiling, which limits such pooled costs to the aggregate of the present value of future net revenues of proved oil and natural gas reserves

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attributable to proved properties, discounted at 10%, plus the lower of cost or market value of unevaluated properties. The full cost ceiling is evaluated at the end of each quarter using the most recent 12-month average prices for oil and natural gas, adjusted for the impact of derivatives accounted for as cash flow hedges. In the event any of our derivatives are accounted for as cash flow hedges, the impact of these derivative contracts will be included in the determination of our full cost ceiling. We had no full cost ceiling impairments during the year ended December 31, 2010, while our ceiling limitations for 2009 resulted in non-cash impairment charges totaling \$1,693.3 million. Future declines in oil and natural gas prices, without other mitigating circumstances, could result in additional losses of future net revenues, including losses attributable to quantities that cannot be economically produced at lower prices, which could cause us to make additional write-downs of capitalized costs of our oil and natural gas properties an