

**DECLARATION OF POOLING & UNITIZATION
PURSUANT TO LEASE AUTHORITY**

KNOW ALL PERSONS BY THESE PRESENTS:

THAT WHEREAS, SandRidge Exploration and Production, LLC (herein "SandRidge")

is the owner of the following described oil and gas leases, to wit:

Oil and Gas Lease dated 9th day of November 2010, between April L. Redfern a/k/a April Redfern Osborne, individually and as heir of Charles M. Redfern, deceased, and Keith Osborne, wife and husband, as Lessor, and Sullivan Land Resources, Inc., as Lessee, recorded in Book G91 at Page 934 in the records of Harper County, KS, covering the following described lands, to-wit:

NE/4 & NW/4 & W/2 SW/4 of Section 09, Township 35S, Range
07W, Harper County, KS,

Oil and Gas Lease dated 9th day of November 2010, between Amy A. Hemphill a/k/a Amy Redfern Hemphill, a single person, individually and as heir of Charles M. Redfern, deceased, as Lessor, and Sullivan Land Resources, as Lessee, recorded in Book G91 at Page 922 in the records of Harper County, KS, covering the following described lands, to-wit:

Lot 2 (43.47 ac) & NW/4, a/d/a W/2 of Section 16, Township 35S,
Range 07W, Harper County, KS,

Oil and Gas Lease dated 9th day of November 2010, between April L. Redfern a/k/a April Redfern Osborne, individually and as heir of Charles M. Redfern, deceased, and Keith Osborne, wife and husband, as Lessor, and Sullivan Land Resources, Inc., as Lessee, recorded in Book G91 at Page 935 in the records of Harper County, KS, covering the following described lands, to-wit:

Lot 2 (43.47 ac) & NW/4 (a/d/a W/2) of Section 16, Township
35S, Range 07W, Harper County, KS,



STATE OF KANSAS, HARPER COUNTY, SS
RHONDA BERRY, REGISTER OF DEEDS
Book: 692 Page: 690
Receipt #: 8304 Total Fees: \$28.00
Pages Recorded: 6
Cashier Initials: dan
Date Recorded: 9/16/2011 9:20:00 AM

Oil and Gas Lease dated 9th day of November 2010, between Amy A. Hemphill a/k/a Amy Redfern Hemphill, a single person, individually and as heir of Charles M. Redfern, deceased, as Lessor, and Sullivan Land Resources, Inc., as Lessee, recorded in Book G91 at Page 921 in the records of Harper County, KS, covering the following described lands, to-wit:

N/2 & W/2 SW/4 of Section 09, Township 35S, Range 07W,
Harper County, KS,

Oil and Gas Lease dated 19th day of January 2011, between Herschelle Dell Wood and Deneen Lynn Dryden, Successor Co-Trustees of the Herschelle V. Wood Trust, dated April 21, 1998, as Lessor, and Sullivan Land Resources, Inc., as Lessee, recorded in Book G91 at Page 1550 in the records of Harper County, KS, covering the following described lands, to-wit:

SE/4 & E/2 SW/4 of Section 09, Township 35S, Range 07W,
Harper County, KS,

Oil and Gas Lease dated 19th day of January 2011, between Herschelle Dell Wood and Lori A. Wood, husband and wife, as Lessor, and Sullivan Land Resources, Inc., as Lessee, recorded in Book G91 at Page 1551 in the records of Harper County, KS, covering the following described lands, to-wit:

SE/4 & E/2 SW/4 of Section 09, Township 35S, Range 07W,
Harper County, KS,

Oil and Gas Lease dated 19th day of January 2011, between Deneen Lynn Dryden and Scott Dryden, wife and husband, as Lessor, and Sullivan Land Resources, Inc., as Lessee, recorded in Book G91 at Page 1552 in the records of Harper County, KS, covering the following described lands, to-wit:

SE/4 & E/2 SW/4 of Section 09, Township 35S, Range 07W,
Harper County, KS,

Oil and Gas Lease dated 19th day of January 2011, between Arvest Trust Company, N.A., Conservator of the Estate of Wesley W. Wiechman, a minor, as Lessor, and Sullivan Land Resources, Inc., as Lessee, recorded in Book G91 at Page 1523 in the records of Harper County, KS, covering the following described lands, to-wit:

SE/4 & E/2 SW/4 of Section 09, Township 35S, Range 07W,
Harper County, KS,

Oil and Gas Lease dated 19th day of January 2011, between Herschelle Dell Wood and Lori A. Wood, husband and wife, as Lessor, and Sullivan Land Resources, Inc., as Lessee, recorded in Book G91 at Page 1546 in the records of Harper County, KS, covering the following described lands, to-wit:

Lot 1 (43.61 ac.) & NE/4 (a/d/a E/2) of Section 16, Township 35S,
Range 07W, Harper County, KS,

Oil and Gas Lease dated 19th day of January 2011, between Herschelle Dell Wood and Deneen Lynn Dryden, Successor Co-Trustees of the Herschelle V. Wood Trust, dated April 21, 1998, as Lessor, and Sullivan Land Resources, Inc., as Lessee, recorded in Book G91 at Page 1548 in the records of Harper County, KS, covering the following described lands, to-wit:

Lot 1 (43.61 ac.) & NE/4 (a/d/a E/2) of Section 16, Township 35S,
Range 07W, Harper County, KS,

Oil and Gas Lease dated 19th day of January 2011, between Arvest Trust Company, N.A., Conservator of the Estate of Wesley W. Wiechman, a minor, as Lessor, and Sullivan Land Resources, Inc., as Lessee, recorded in Book G91 at Page 1544 in the records of Harper County, KS, covering the following described lands, to-wit:

Lot 1 (43.61 ac.) & NE/4 (a/d/a E/2) of Section 16, Township 35S,
Range 07W, Harper County, KS,

Oil and Gas Lease dated 19th day of January 2011, between Deneen Lynn Dryden and Scott Dryden, wife and husband, as Lessor, and Sullivan Land Resources, Inc., as Lessee, recorded in Book G91 at Page 1545 in the records of Harper County, KS, covering the following described lands, to-wit:

Lot 1 (43.61 ac.) & NE/4 (a/d/a E/2) of Section 16, Township 35S,
Range 07W, Harper County, KS,

AND WHEREAS, under the provisions of the above described oil and gas leases, SandRidge has the right and power to pool and consolidate the lands covered by said oil and gas leases so as to create a consolidated oil and gas leasehold estate and operating unit consisting of

the combined area covered by all or a portion of said leases, in accordance with the provisions of said oil and gas leases;

AND WHEREAS, SandRidge desires to exercise said right and power and to give notice of its exercise of said right and power by the filing of record a written designation of such oil and gas production unit together with a description of the unit so created.

NOW THEREFORE, SandRidge executes this instrument as a formal declaration that each of the oil and gas leases above described, as to the respective tracts described in the unit set forth below, as to the royalties payable thereunder, and as to all oil and gas produced therefrom from the Red Fern 1-16H horizontal well, and any other well drilled on said unit with a horizontal completion, shall be and hereby are combined and pooled so as to create one consolidated oil and gas leasehold estate and operating unit for the production of oil and gas from any well with a horizontal completion, as such terms are used in said leases consisting of the following lands, to-wit:

Section 9-35S-7W, Harper County, KS: All of Section

Section 16- 35S-7W, Harper County, KS: All of Section


All of said individual tracts collectively containing approximately 1047.08 acres, more or less (hereinafter the "Unit"). From and after the execution and recording of this instrument, such Unit shall be effective and the production of oil and/or gas from any horizontal well located on the Unit shall perpetuate the above described oil and gas leases, as to all of the lands covered thereby, for so long as production of oil and/or gas continues on the above described Unit. Royalties on oil and gas produced from said Unit shall be payable to the several mineral owners in proportion to their respective mineral ownership under said Unit and as provided for by said oil and gas leases.

The provisions hereof shall be deemed to be covenants running with the lands and leaseholds covered by this instrument and shall be available to and binding upon the respective successors in interest of lease owners and royalty owners under said Unit.

EXECUTED this 8th day of September, 2011.

SANDRIDGE EXPLORATION AND PRODUCTION, LLC

By: _____



Name: Matthew K. Grubb *sg*



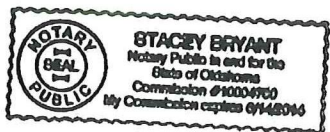
Title: President and Chief Operating Officer

ACKNOWLEDGEMENT

STATE OF OKLAHOMA)
) ss:
COUNTY OF OKLAHOMA)

Before me, the undersigned, a Notary Public in and for said County and State, on this 8th day of September, 2011, personally appeared Matthew K. Grubb as President and Chief Operating Officer of LESSEE, known to me to be the identical person who executed the within and foregoing instrument, and acknowledged to me that he executed the same as his free and voluntary act and deed, for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the day and year last above written.



Stacey Bryant

Notary Public
My Commission Expires: 6/14/14