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Official Record

Recording requested By
SANDRIDGE ENERGY INC

Eureka County - NV

Mike Rebaleati - Recorder

Fee: \$41.00

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RPTT

Recorded By: FES

Book- 0490 Page- 0048

APN# _____

Recording Requested by:

Name Sandridge Energy Inc.

Address P O Box 108827

City/State/Zip Oklahoma City, OK 73101-9915



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Assignment & Conveyance of Contributed Assets
(Title of Document)

This page added to provide additional information required by NRS 111.312 Sections 1-2.
(Additional recording fee applies)

This cover page must be typed or printed.

ASSIGNMENT AND CONVEYANCE OF CONTRIBUTED ASSETS

Eureka County, Nevada

Recitals

WHEREAS, **SandRidge Energy, Inc.**, a Delaware corporation, whose address is 123 Robert S. Kerr Avenue, Oklahoma City, Oklahoma 73102 ("**SandRidge Energy**") is the owner of certain oil and gas assets (more completely described below); and

WHEREAS, **SandRidge Energy** together with its wholly owned subsidiaries **SandRidge Holdings, Inc.**, a Delaware corporation, whose address is 123 Robert S. Kerr Avenue, Oklahoma City, Oklahoma 73102 ("**SandRidge Holdings**") and **SandRidge Exploration and Production, LLC**, a Delaware limited liability company, whose address is 123 Robert S. Kerr Avenue, Oklahoma City, Oklahoma 73102 ("**SandRidge E&P**") are sometimes hereinafter collectively referred to as "**SandRidge**"; and

WHEREAS, **SandRidge Energy**, **SandRidge Holdings**, and **SandRidge E&P** desire to consolidate **SandRidge's** oil and gas operations within **SandRidge's** accounting system to stream-line and facilitate certain business processes; and

WHEREAS, in order to assist this process, **SandRidge Energy**, as the sole stockholder of **SandRidge Holdings**, desires to contribute its oil and gas assets to the surplus capital of **SandRidge Holdings**, and **SandRidge Holdings** desires to accept same; and **SandRidge Holdings**, as the sole member and manager of **SandRidge E&P**, desires to further contribute such oil and gas assets as a contribution to the member's surplus of **SandRidge E&P**, and **SandRidge E&P** desires to accept same; and

WHEREAS, to avoid multiple assignments, **SandRidge Holdings** has requested and directed **SandRidge Energy** to assign the oil and gas assets directly to **SandRidge E&P**, and the parties have entered into this Assignment and Conveyance of Contributed Assets ("Assignment") for the purpose of evidencing the transfer of title in and to the oil and gas assets from **SandRidge Energy** through **SandRidge Holdings** to **SandRidge E&P**.

Grant

For and in consideration of the mutual benefits derived, **SandRidge Energy**, as grantor, does hereby grant, assign and convey to **SandRidge E&P**, as grantee, all of grantor's right, title, estate and interest, whether present, accrued, contingent or reversionary, in and to all oil, gas and other minerals and interests therein located in Eureka County, Nevada, and, without limitation, in and to all other real property located in said county, including but not limited to oil and gas leasehold interests, operating rights, fee interests in oil, gas and/or other minerals, overriding royalty interests, production payment interests, net profits interests, contractual rights under oil and gas operating and other agreements (including surface use agreements), and all other rights in and to oil, gas and other minerals and other real property of whatsoever nature located in said county; together with all of grantor's interest in all wells, equipment, other personal property, easements, permits, licenses, servitudes, rights-of-way, contractual rights and all other rights and properties related to, appurtenant to or used or obtained in connection with any of such interests. Together all of such rights, interests and properties may hereinafter be referred to as the "Assets".

TO HAVE AND TO HOLD the Assets unto said grantee, its successors and assigns, forever.



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Miscellaneous

Grantee agrees to assume all responsibilities of grantor pursuant to the rights, interests and properties conveyed hereby. This Assignment is made by grantor without warranty of title, either expressed or implied, but shall not be construed as a mere quitclaim, reference being made to the public records of said county for a full and complete description of grantor's interests conveyed hereby. This Assignment is made with the right of full substitution and subrogation of grantee, and all persons claiming by, through and under such grantee, to the extent assignable, in and to all covenants and warranties made by grantor's predecessors in title, together with full subrogation of all rights accruing under the statutes of limitation or prescription under the laws of the state in which the interests conveyed hereby are located and all rights of action on any warranty of all former owners thereof.

This Assignment is made by grantor and accepted by grantee subject to the first and prior lien and security interests of that certain Deed of Trust, Mortgage, Assignment, Security Agreement, Fixture Filing and Financing Statement dated November 21, 2006, from Riata Energy, Inc. (d/b/a SandRidge Energy, Inc.) to PRLAP, Inc. ("Trustee") and Bank of America, N.A., as Administrative Agent (in such capacity, "Agent"); as ratified and assumed pursuant to that certain Ratification and Assumption of Deed of Trust, Mortgage, Assignment, Security Agreement, Fixture Filing and Financing Statement from SandRidge Energy, Inc. to PRLAP, Inc., as Trustee, and Bank of America, N.A., as Agent, dated December 27, 2006; and as amended by that certain First Amendment to Deed of Trust, Mortgage, Assignment, Security Agreement, Fixture Filing and Financing Statement dated April 28, 2008, all as recorded.

EXECUTED this 25th day of June, 2009, but effective for all purposes as of May 1, 2009.

SANDRIDGE ENERGY, INC.

By:  See
Richard J. Gognat, Senior Vice President

SANDRIDGE HOLDINGS, INC.

By:  See
Richard J. Gognat, Senior Vice President

SANDRIDGE EXPLORATION AND PRODUCTION, LLC

By:  See
Richard J. Gognat, Senior Vice President

ACKNOWLEDGMENTS

STATE OF OKLAHOMA)
) SS:
COUNTY OF OKLAHOMA)

This instrument was acknowledged before me on this 25th day of June, 2009 by Richard J. Gognat as Senior Vice President of SandRidge Energy, Inc.; as Senior Vice President of SandRidge Holdings, Inc.; and as Senior Vice President of SandRidge Exploration and Production, LLC.

Given under my hand and seal the day and year last above written.



Julie M. Costello
Notary Public

My Commission expires: 08-10-09

My Commission #: 01013471



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