

NOV 10 2014
LEGAL SECTION

THE STATE CORPORATION COMMISSION
OF THE STATE OF KANSAS

IN THE MATTER OF THE APPLICATION)	Docket No. 15-CONS -252-CWLE
OF SANDRIDGE EXPLORATION AND)	
PRODUCTION, LLC FOR A WELL)	
LOCATION EXCEPTION FOR THE)	License No. 34192
HELEN 3503 1-18H WELL IN SECTIONS 7)	
& 18, TOWNSHIP 35 SOUTH, RANGE 3)	
WEST, SUMNER COUNTY, KANSAS)	Conservation Division

AMENDED APPLICATION

SandRidge Exploration and Production, LLC ("SandRidge") submits this Amended Application, pursuant to K.A.R. § 82-3-108, for well location exception and for the assignment of an allowable to SandRidge's Helen 3503 1-18H well located in the E/2 of Section 7 & E/2 of Section 18, both in Township 35 South, Range 3 West, Sumner County, Kansas. In support of this Amended Application, SandRidge states as follows:

1. SandRidge is a corporation duly authorized to do business within the State of Kansas, with its correct mailing address being SandRidge Exploration and Production, LLC, 123 Robert S. Kerr Ave., Oklahoma City, OK 73102.

2. SandRidge is the owner and operator of oil and gas leases covering the E/2 of Section 7 & E/2 of Section 18, both in Township 35 South, Range 3 West, Sumner County, Kansas. SandRidge intends to drill a horizontal well in the Mississippi Formation, known as the Helen 3503 1-18H well, at the following location:

Surface Location: 200' FNL & 975' FEL of Section 7-35S-3W

Bottom Hole Location: 330' FSL & 1,450' FEL of Section 18-35S-3W

A plat showing the location of the Helen 3503 1-18H well is attached hereto as Exhibit "A".

3. There are seven (7) vertical wells located on the E/2 of Section 7 & E/2 of Section 18, Township 35 South, Range 3 West, which are producing from the Mississippi formation. Those wells are located as follows:

E/2 of Section 7:

Alvin 1: 990' FNL & 1,650' FEL

Harry 1: 1,980' FNL & 660' FEL

Alvin 2: 1,980' FSL & 1,980' FEL

Alvin 3: 660' FSL & 660' FEL

E/2 of Section 18:

Alvin 4: 660' FNL & 1,980' FEL

Alvin 6: 1,650' FNL & 660' FEL

Alvin 8: 1,980' FSL & 1,980' FEL

(the "Vertical Mississippi Wells"). The Vertical Mississippi Wells are owned and operated by SandRidge.

4. The intended path of the horizontal wellbore of the Helen 3503 1-18H well will be located less than 660 feet from the Vertical Mississippi Wells and, more specifically, some of the perforations in that horizontal wellbore may be located less than 660 feet from the Vertical Mississippi Wells.

5. SandRidge seeks an exception to the well location restrictions set out in K.A.R. § 82-3-108(a) for the Helen 3503 1-18H well. The location of the Helen 3503 1-18H well was selected by SandRidge as the optimum location for the drilling and operation of that well as a producing horizontal well. Due to the relatively low levels of production from the Vertical Mississippi Wells, SandRidge does not believe that locating the wellbore of the Helen 3503

1-18H well at the intended location will have a material adverse impact upon production from those wells and, moreover, that any adverse impact on production from those wells will be offset by the production from the horizontal wellbore.

6. The owners of the royalty interests in the Vertical Mississippi Wells are also owners of an interest in the royalties on production from the Helen 3503 1-18H well.

7. SandRidge believes that the granting of the requested well location exception will prevent economic and physical waste and will not violate correlative rights. Accordingly, SandRidge seeks a well location exception for the Helen 3503 1-18H well pursuant to K.A.R. § 82-3-108(c).

8. A plat showing the location of the Helen 3503 1-18H well, the locations of the Vertical Mississippi Wells, the locations of all other producing wells and dry holes on the acreage attributed to said well, and the locations and approximate depths of all wells and dry holes which have been drilled on all properties adjacent to the location of said well is attached hereto as Exhibit "B" and made a part of this Application.

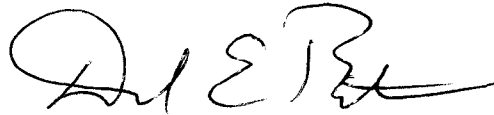
9. Notice of this Application for a well location exception will be published once in both The Wichita Eagle newspaper and the Belle Plaine Newspaper in Sumner County, Kansas.

10. SandRidge owns the oil and gas leases covering the acreage on which the Vertical Mississippi Wells are located and, as a result, there are no unleased mineral owners or operators other than SandRidge that are required to receive notice of this Application. The names and addresses of those persons owning royalty or leasehold interests in the Vertical Mississippi Wells, as reflected by SandRidge's books and records, are shown on Exhibit "C" attached hereto and incorporated herein by reference.

11. The production of oil and/or gas from the Helen 3503 1-18H well will neither promote waste nor violate correlative rights. Allowing SandRidge to drill the Helen 3503 1-18H well at the proposed location and to produce oil and/or gas from the Mississippi formation through that horizontal wellbore will prevent economic waste and will not violate correlative rights.

12. SandRidge requests that the Helen 3503 1-18H well be granted a full allowable in accordance with rules and regulations of the Commission.

WHEREFORE, SandRidge Exploration and Production, LLC ("SandRidge") prays that if no written protest is received by the Conservation Division within fifteen (15) days after notice of this Application has been duly published and served, that this Commission grant SandRidge's Application for a well location exception and assign a full allowable to the Helen 3503 1-18H well, as requested herein, at the appropriate time in accordance with the laws of the State of Kansas and the orders of this Commission.



David E. Bengtson (#12184)
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*Attorneys for SandRidge Exploration
and Production, LLC*

VERIFICATION

STATE OF KANSAS)
) ss:
COUNTY OF SEDGWICK)

David E. Bengtson, of lawful age, being first duly sworn upon oath states:

That he is the attorney for the Applicant named in the foregoing Amended Application and is duly authorized to make this verification; that he has read the foregoing Amended Application and knows the contents thereof and that the facts set forth therein are true and correct to the best of his information and belief.



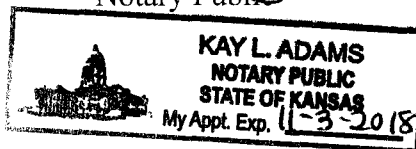
David E. Bengtson

SUBSCRIBED AND SWORN to before me this 7th day of November, 2014.



Notary Public

My Appointment Expires:

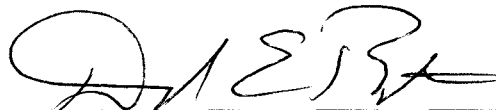


AFFIDAVIT OF MAILING

STATE OF KANSAS)
) ss:
COUNTY OF SEDGWICK)


David E. Bengtson, of lawful age, being first duly sworn upon oath states:

That on November 7, 2014, a true and correct copy of the Notice of Amended Application and the Amended Application were mailed to all interested parties as set out in the foregoing Application, by depositing the same in the United States mail, postage prepaid.



David E. Bengtson

SUBSCRIBED AND SWORN to before me this 7th day of November, 2014.



Notary Public

My Appointment Expires:

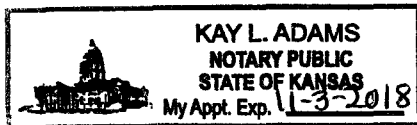
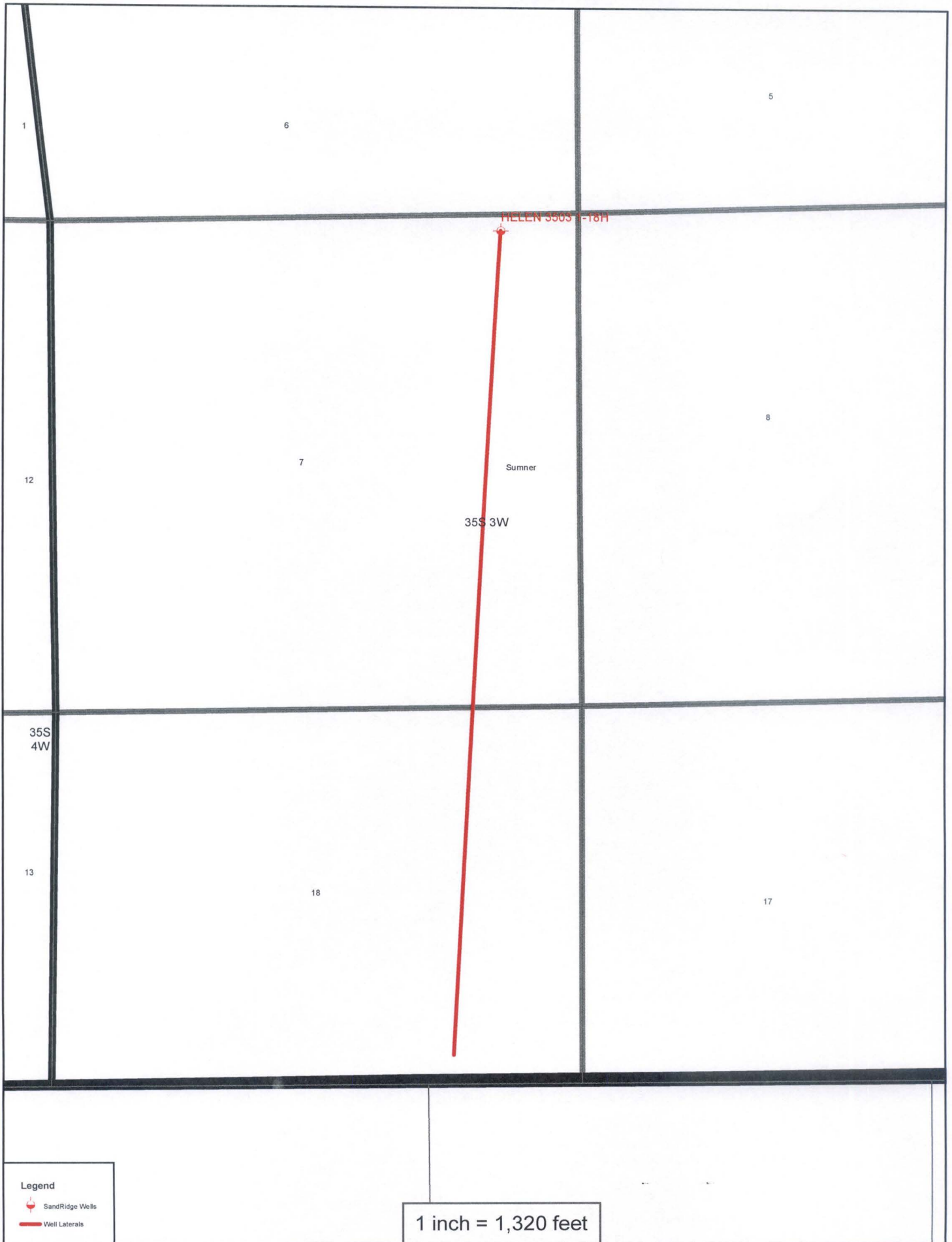




EXHIBIT # A



Legend

 SandRidge Wells

 Well Laterals

1 inch = 1,320 feet

EXHIBIT # B

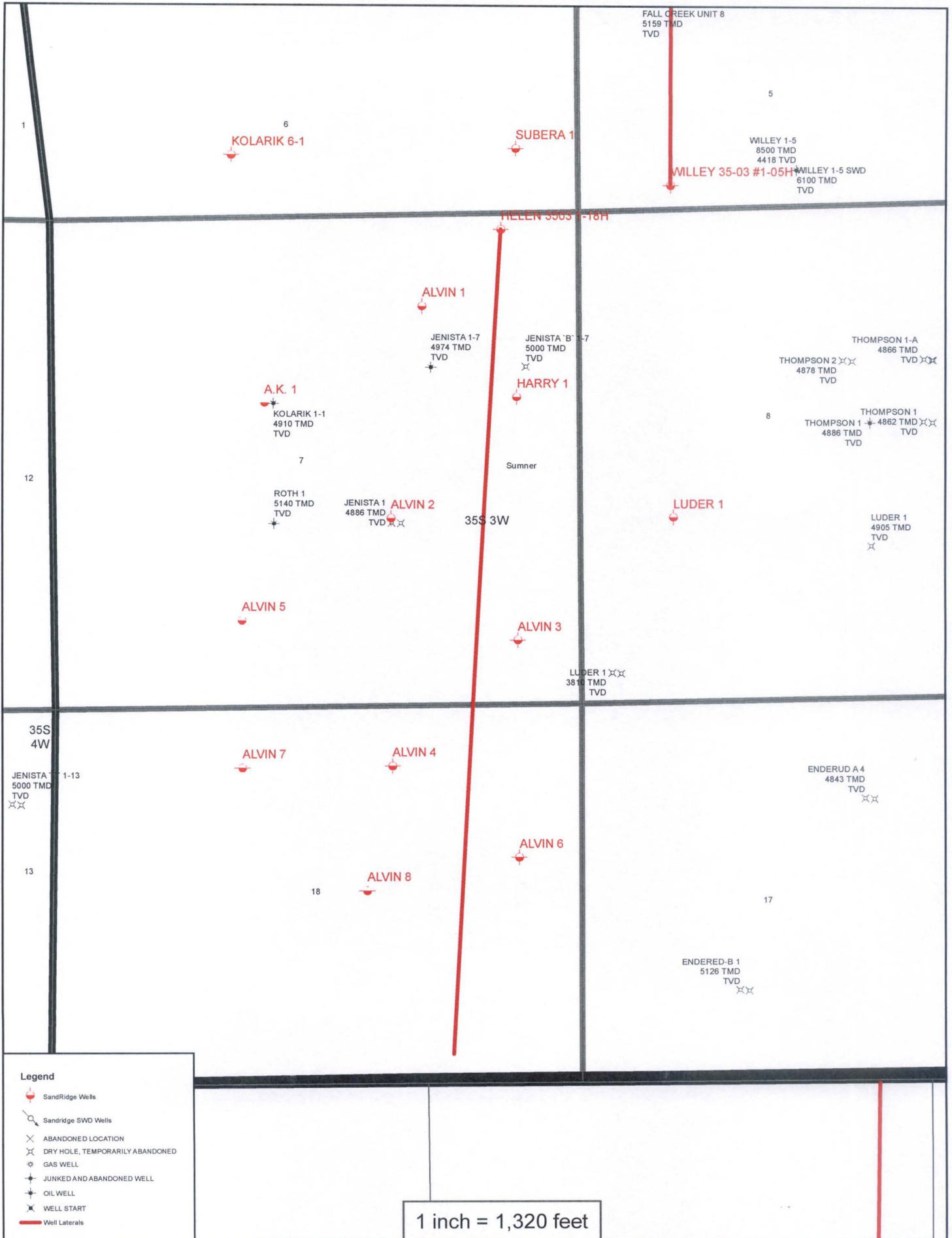


EXHIBIT C

E/2 of 7 & E/2 of Section 18-35S-3W, Sumner County, Kansas

Working Interest Owners (other than SandRidge):

None

Royalty Owners

Helen Jenista
3 South Market
Caldwell, KS 67022

Legacy Reserves Operating, LP
303 W. Wall Street, Suite 1800
Midland, TX 79701

Wes Oathout
c/o Jason Fleming
6204 Creek Crossing Lane
Sachse, TX 75048

R. Courtney Warren
P.O. Box 20840
Oklahoma City, OK 73156-0840

Bluff Creek Enterprise S Trust
P.O. Box 450
Meeker, CO 81641

Edwin O. and Judy Roberts
116 West Avenue F
Caldwell, KS 67022

Arlene Terrell
1251 W. 180th Street South
Caldwell, KS 67022

Paul J. Youngblood
10422 Pinto Lane
Enid, OK 73701