



8.125% Convertible Senior Notes due 2022
CUSIP No.: 80007PAX7

Statement Pursuant to U.S. Treasury Regulation § 1.1273-2(f)(9)

On August 19, 2015 (the “**Issue Date**”), SandRidge Energy, Inc. (the “**Company**”) consummated a transaction pursuant to which certain holders exchanged \$15.9 million aggregate principal amount of the Company’s 8.75% Senior Notes due 2020 (the “**2020 Outstanding Notes**”), \$40.7 million aggregate principal amount of the Company’s 7.5% Senior Notes due 2021 (the “**2021 Outstanding Notes**”) and \$101.8 million aggregate principal amount of the Company’s 8.125% Senior Notes due 2022 (the “**2022 Outstanding Notes**”) and, together with the 2020 Outstanding Notes and the 2021 Outstanding Notes, the “**Outstanding Notes**”) for the same aggregate principal amount of the Company’s newly issued 8.125% Convertible Senior Notes due 2022 (the “**New Convertible Notes**”), which, if fully converted, would convert into an aggregate of 57.6 million shares of the Company’s common stock, par value \$0.001 per share, subject to certain adjustments (such exchanges referred to as the “**August Exchanges**”).

On October 15, 2015, the Company consummated a second transaction pursuant to which certain holders exchanged \$6.6 million aggregate principal amount of the 2020 Outstanding Notes, \$190.0 million aggregate principal amount of the 2021 Outstanding Notes and \$72.8 million aggregate principal amount of the 2022 Outstanding Notes for the same aggregate principal amount of New Convertible Notes, which, if fully converted, would convert into an aggregate of 97.96 million shares of the Company’s common stock, par value \$0.001 per share, subject to certain adjustments (such exchanges referred to as the “**October Exchanges**”). The Company has determined that the issuance of New Convertible Notes in connection with the October Exchanges constitutes a “qualified reopening” under Treasury Regulations §1.1275-2(k) and, therefore, such New Convertible Notes have the same issue price and Issue Date for U.S. federal income tax purposes as the New Convertible Notes issued pursuant to the August Exchanges.

Pursuant to Treasury Regulations § 1.1273-2(f)(9), the Company has made the following determinations in connection with the August Exchanges and the October Exchanges:

1. The New Convertible Notes are “traded on an established market” within the meaning of Treasury Regulations § 1.1273-2(f); and
2. The issue price of the New Convertible Notes as of the Issue Date is equal to 29.99% of the principal amount of the New Convertible Notes.

Pursuant to Treasury Regulations § 1.1273-2(f)(9), the Company’s determinations in this statement are binding on a holder of the New Convertible Notes unless such holder explicitly discloses that its determinations are different from the Company’s determinations on a timely filed U.S. federal income tax return for the taxable year that includes the acquisition date of the New Convertible Notes.



Holders are urged to consult their own tax advisors regarding the Company's determinations set forth herein and any tax considerations related to their ownership of the Outstanding Notes and New Convertible Notes.