

ARENA RESOURCES INC  
Form 10-Q  
November 06, 2008

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934**

**For the Quarterly Period Ended September 30, 2008**

or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE  
ACT OF 1934**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_.**

Commission File Number 001-31657

**ARENA RESOURCES, INC.**

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of  
incorporation or organization)

73-1596109

(I.R.S. Employer  
Identification No.)

6555 S. Lewis Ave.

Tulsa, Oklahoma 74136

(Address of principal executive offices)

(918) 747-6060

(Registrant's telephone number)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the past 12 months, and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

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 definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act):

Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practical date:

As of October 27, 2008, the Company had outstanding 38,149,407 shares of common stock (\$0.001 par value).

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For the Quarter Ended September 30, 2008

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**Part I Financial Information**

**Item 1. Financial Statements:**

The condensed consolidated financial statements included herein have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to such rules and regulations, although the Company believes that the disclosures are adequate to make the information presented not misleading.

In the opinion of the Company, all adjustments, consisting of only normal recurring adjustments, necessary to present fairly the consolidated financial position of the Company and the consolidated results of its operations and its cash flows have been made. The results of its operations and its cash flows for the three and nine months ended September 30, 2008 are not necessarily indicative of the results to be expected for the year ending December 31, 2008.

**ARENA RESOURCES, INC.**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
**(UNAUDITED)**

	<b>September 30, 2008</b>	<b>December 31, 2007</b>
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash	\$ 79,243,230	\$ 5,213,459
Accounts receivable	20,492,982	20,462,160
Joint interest billing receivable	2,936,612	3,355,537
Prepaid expenses	866,230	133,393
<b>Total Current Assets</b>	<b>103,539,054</b>	<b>29,164,549</b>
<b>Property and Equipment, Using Full Cost Accounting</b>		
Oil and gas properties subject to amortization	492,914,565	339,887,859
Inventory for property development	1,392,728	-
Drilling rigs	6,423,897	6,254,737
Land, buildings, equipment and leasehold improvements	5,693,301	4,512,224
<b>Total Property and Equipment</b>	<b>506,424,491</b>	<b>350,654,820</b>
Less: Accumulated depreciation and amortization	(54,534,446)	(30,497,371)
<b>Net Property and Equipment</b>	<b>451,890,045</b>	<b>320,157,449</b>
<b>Other Assets</b>		
Fair value of oil derivative	4,541,253	-
<b>Total Assets</b>	<b>\$ 559,970,352</b>	<b>\$ 349,321,998</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>Current Liabilities</b>		
Accounts payable	\$ 15,637,893	\$ 12,525,202
Income taxes payable	-	539,793
Fair value of oil derivative	1,097,942	4,446,822
Accrued liabilities	2,066,197	1,704,658
<b>Total Current Liabilities</b>	<b>18,802,032</b>	<b>19,216,475</b>
<b>Long-Term Liabilities</b>		
Notes payable	-	35,000,000
Asset retirement liability	4,596,179	3,397,830
Deferred income taxes	77,875,474	33,896,728
<b>Total Long-Term Liabilities</b>	<b>82,471,653</b>	<b>72,294,558</b>
<b>Stockholders' Equity</b>		
Preferred stock - \$0.001 par value; 10,000,000 shares authorized; no shares issued or outstanding	-	-
	38,149	34,279

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Common stock - \$0.001 par value; 100,000,000 shares authorized; 38,149,407 shares and 34,278,779 shares outstanding, respectively		
Additional paid-in capital	316,727,456	190,852,118
Retained earnings	139,761,776	69,726,066
Accumulated other comprehensive income (loss)	2,169,286	(2,801,498)
<b>Total Stockholders' Equity</b>	<b>458,696,667</b>	<b>257,810,965</b>
<b>Total Liabilities and Stockholders' Equity</b>	<b>\$ 559,970,352</b>	<b>\$ 349,321,998</b>

See the accompanying notes to unaudited condensed consolidated financial statements.

**ARENA RESOURCES, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
**(UNAUDITED)**

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2008	2007	2008	2007
<b>Oil and Gas Revenues</b>	\$ 68,412,686	\$ 26,731,699	\$ 175,884,359	\$ 65,003,299
<b>Costs and Operating Expenses</b>				
Oil and gas production costs	5,790,236	2,969,674	12,979,837	7,946,155
Oil and gas production taxes	3,629,326	1,541,612	8,942,914	3,717,095
Realized loss on oil derivatives	3,462,283	-	9,008,822	-
Depreciation, depletion and amortization	9,841,972	3,039,529	23,556,695	8,356,796
Accretion expense	79,502	46,414	222,119	135,177
General and administrative expense	3,420,589	1,472,855	9,696,477	4,507,220
<b>Total Costs and Operating Expenses</b>	26,223,908	9,070,084	64,406,864	24,662,443
<b>Other Income (Expense)</b>				
Interest income	546,089	481,387	835,755	633,451
Interest expense	-	(20,032)	(1,145,456)	(1,252,499)
<b>Net Other Income (Expense)</b>	546,089	461,355	(309,701)	(619,048)
<b>Income Before Provision for Income Taxes</b>	42,734,867	18,122,970	111,167,794	39,721,808
<b>Provision for Deferred Income Taxes</b>	(15,811,901)	(6,719,193)	(41,132,084)	(14,710,763)
<b>Net Income</b>	\$ 26,922,966	\$ 11,403,777	\$ 70,035,710	\$ 25,011,045
<b>Basic Net Income Per Common Share</b>	0.71	0.33	1.93	0.80
<b>Diluted Net Income Per Common Share</b>	0.69	0.32	1.87	0.76
<b>Other Comprehensive Loss</b>				
Unrealized gain on oil derivatives, net of tax	7,804,513	-	4,970,784	-
<b>Total Other Comprehensive Income</b>	\$ 34,727,479	\$ 11,403,777	\$ 75,006,494	\$ 25,011,045

See the accompanying notes to unaudited condensed consolidated financial statements.

**ARENA RESOURCES, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(UNAUDITED)**

<i>For the Nine Months Ended September 30,</i>	<b>2008</b>	<b>2007</b>
<b>Cash Flows From Operating Activities</b>		
Net income	\$ 70,035,710	\$ 25,011,045
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation, depletion and amortization	23,556,695	8,356,796
Provision for income taxes	41,132,084	14,710,763
Stock based compensation	5,095,580	2,476,823
Accretion of asset retirement obligation	222,119	135,177
Changes in assets and liabilities:		
Accounts and joint interest receivable	388,103	(7,765,214)
Income taxes payable	(612,480)	-
Prepaid expenses	(732,837)	(150,505)
Excess tax benefits from share-based payment arrangements	-	(3,807,266)
Accounts payable and accrued liabilities	3,373,813	(4,646,518)
<b>Net Cash Provided by Operating Activities</b>	<b>142,458,787</b>	<b>34,321,101</b>
<b>Cash Flows from Investing Activities</b>		
Purchase and development of oil and gas properties	(151,469,679)	(83,235,525)
Purchase of inventory for property development	(1,392,728)	-
Purchase of buildings, drilling rigs & equipment	(1,350,237)	(6,383,851)
Proceeds from sale of oil and gas properties	-	1,915,640
<b>Net Cash Used in Investing Activities</b>	<b>(154,212,644)</b>	<b>(87,703,736)</b>
<b>Cash Flows From Financing Activities</b>		
Proceeds from issuance of common stock, net	116,130,189	95,099,298
Proceeds from exercise of warrants	236,179	270,003
Proceeds from exercise of options	4,417,260	1,287,000
Excess tax benefits from share-based payment arrangements	-	3,807,266
Proceeds from issuance of notes payable	11,000,000	30,700,000
Payment of notes payable	(46,000,000)	(50,400,000)
<b>Net Cash Provided by Financing Activities</b>	<b>85,783,628</b>	<b>80,763,567</b>
<b>Net Increase in Cash</b>	<b>74,029,771</b>	<b>27,380,932</b>
<b>Cash at Beginning of Period</b>	<b>5,213,459</b>	<b>4,919,984</b>
<b>Cash at End of Period</b>	<b>\$ 79,243,230</b>	<b>\$ 32,300,916</b>
<b>Supplemental Cash Flow Information</b>		
Cash paid for income taxes	\$ 612,480	\$ -
Cash paid for interest	1,280,122	1,438,973
<b>Non-Cash Investing and Financing Activities</b>		
Asset retirement obligation incurred in property development	1,076,648	270,357
Depreciation on drilling rigs capitalized as oil and gas properties	480,380	149,766

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See the accompanying notes to unaudited condensed consolidated financial statements.



ARENA RESOURCES, INC.  
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
SEPTEMBER 30, 2008

**NOTE 1 BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES**

**Condensed Consolidated Financial Statements** The accompanying condensed consolidated financial statements have been prepared by the Company and are unaudited. In the opinion of management, the accompanying unaudited financial statements contain all adjustments necessary for fair presentation, consisting of normal recurring adjustments, except as disclosed herein.

The accompanying unaudited interim financial statements have been condensed pursuant to the rules and regulations of the Securities and Exchange Commission; therefore, certain information and disclosures generally included in financial statements have been condensed or omitted. The condensed financial statements should be read in conjunction with the Company's annual financial statements included in its annual report on Form 10-K as of December 31, 2007. The financial position and results of operations for the three and nine months ended September 30, 2008 are not necessarily indicative of the results to be expected for the full year ending December 31, 2008.

During 2007 the Company completed a 2 for 1 stock split, in the form of a stock dividend. Accordingly, all share amounts throughout these financial statements have been retroactively restated to account for the split.

**Nature of Operations** Arena Resources, Inc. (the Company) owns interests in oil and gas properties located in Oklahoma, Texas, Kansas and New Mexico. The Company is engaged primarily in the acquisition, exploration and development of oil and gas properties and the production and sale of oil and gas. The accompanying statements of operations and cash flows include the operations of the Company's wholly owned subsidiaries from the date of acquisition/formation.

**Use of Estimates** The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**Fair Values of Financial Instruments** The carrying amounts reported in the balance sheets for accounts receivable, joint interest billings receivable, accounts payable, and accrued liabilities approximate fair value because of the immediate or short-term maturity of these financial instruments. The carrying amounts reported for notes payable and long-term debt approximate fair value because the underlying instruments are at interest rates which approximate current market rates. The fair value estimates for oil derivatives are derived from published market prices for the underlying commodities to determine discounted expected future cash flows as of the date of the estimate. See Note 9 Derivative Instruments.

**Consolidation** The accompanying consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All significant intercompany balances and transactions have been eliminated in consolidation.

**Concentration of Credit Risk and Major Customer** The Company has cash in excess of federally insured limits at September 30, 2008. During the nine months ended September 30, 2008, sales to one customer represented 83% of oil and gas revenues. At September 30, 2008, this customer made up 92% of accounts receivable.

**ARENA RESOURCES, INC.**  
**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**SEPTEMBER 30, 2008**

**Oil and Gas Properties** The Company uses the full cost method of accounting for oil and gas properties. Under this method, all costs associated with acquisition, exploration, and development of oil and gas reserves are capitalized. Costs capitalized include acquisition costs, geological and geophysical expenditures, lease rentals on undeveloped properties and costs of drilling and equipping productive and non-productive wells. Drilling costs include directly related overhead costs. Capitalized costs are categorized either as being subject to amortization or not subject to amortization.

All capitalized costs of oil and gas properties, including the estimated future costs to develop proved reserves and estimated future costs of abandonment and site restoration, are amortized on the unit-of-production method using estimates of proved reserves as determined by independent engineers. Investments in unproved properties and major development projects are not amortized until proved reserves associated with the projects can be determined. The Company evaluates oil and gas properties for impairment at least annually. Amortization expense for the three and nine months ended September 30, 2008 was \$9,841,972 and \$23,556,695, respectively, based on depletion at the rate of \$13.81 per barrel of oil equivalent compared to \$3,039,529 and \$8,356,796, respectively, for the three and nine months ended September 30, 2007, based on depletion at the rate of \$7.40 per barrel of oil equivalent. These amounts include \$55,723 and \$165,427 of depreciation for the three and nine months ended September 30, 2008, respectively, compared to \$9,369 and \$59,475 of depreciation for the three and nine months ended September 30, 2007, respectively.

In addition, capitalized costs are subject to a ceiling test which limits such costs to the estimated present value of future net revenues from proved reserves, discounted at a 10-percent interest rate, based on current economic and operating conditions, plus the lower of cost or fair market value of unproved properties. Consideration received from sales or transfers of oil and gas property is accounted for as a reduction of capitalized costs. Revenue is not recognized in connection with contractual services performed on properties in which the Company holds an ownership interest.

**Inventory for Property Development** Inventory for property development consists of casing and tubing products purchased for development projects but which have not yet been used. Because these items are not in use, no depreciation or depletion has been recorded for these items. As these items are used they will be accounted for as, and transferred to, Oil and Gas Properties Subject to Amortization.

**Drilling Rigs** Drilling rigs are valued at historical cost adjusted for impairment loss less accumulated depreciation. Historical costs include all direct costs associated with the acquisition of drilling rigs and placing them in service. Drilling rigs are depreciated over 10 years with the depreciation being capitalized as part of oil and gas properties subject to amortization. For the three and nine months ended September 30, 2008 the Company had depreciation of \$160,597 and \$480,380, respectively, on the Company owned drilling rigs, compared to \$49,922 and \$149,766 for the three and nine months ended September 30, 2007.

**Land, Buildings, Equipment and Leasehold Improvements** Land, buildings, equipment and leasehold improvements are valued at historical cost adjusted for impairment loss less accumulated depreciation. Historical costs include all direct costs associated with the acquisition of land, buildings, equipment and leasehold improvements and placing them in service.

**ARENA RESOURCES, INC.**  
**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**SEPTEMBER 30, 2008**

Depreciation of buildings and equipment is calculated using the straight-line method based upon the following estimated useful lives:

Buildings and improvements	30 years
Office equipment and software	5-7 years
Machinery and equipment	5-7 years

No depreciation was taken during the three and nine months ended September 30, 2007 on buildings and improvements, as there were no Company owned buildings that were placed into service during that time period. An aggregate value of \$530,000 has been attributed to the land on which the buildings are located and is not depreciated.

**Basic and Diluted Income Per Common Share** Basic income per common share is computed by dividing net income by the weighted-average number of common shares outstanding during the period. Diluted income per share reflects the potential dilution that could occur if all contracts to issue common stock were converted into common stock, except for those that are anti-dilutive. The dilutive effect of stock options and other share based compensation is calculated using the treasury method with an offset from expected proceeds upon exercise of the stock options and unrecognized compensation expense.

**Recent Accounting Pronouncements** In March 2008, the FASB issued SFAS No. 161, *Disclosures about Derivative Instruments and Hedging Activities* an amendment of FASB Statement No. 133, which changes the disclosure requirements for derivative instruments and hedging activities. Enhanced disclosures are required to provide information about (a) how and why an entity uses derivative instruments, (b) how derivative instruments and related hedged items are accounted for under Statement 133 and its related interpretations, and (c) how derivative instruments and related hedged items affect an entity's financial position, financial performance, and cash flows. This Statement is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008, with early application encouraged. This Statement will require the additional disclosures described above. The Company does not expect the adoption of SFAS 161 to have a material impact on its results of operations or financial condition.

In May 2008, the FASB issued FAS 163, *Accounting for Financial Guarantee Insurance Contracts*. FAS 163 clarifies how FAS 60, *Accounting and Reporting by Insurance Enterprises*, applies to financial guarantee insurance contracts issued by insurance enterprises, including the recognition and measurement of premium revenue and claim liabilities. It also requires expanded disclosures about financial guarantee insurance contracts. FAS 163 is effective on January 1, 2009, except for disclosures about the insurance enterprise's risk-management activities, which are effective on July 1, 2008. The Company does not expect the adoption of FAS 163 to have a material impact on our consolidated financial statements.

In April 2008, FASB issued FASB Staff Position SFAS No. 142-3, *Determination of the Useful Life of Intangible Assets* ( FSP SFAS No. 142-3 ). FSP SFAS No. 142-3 amends the factors that should be considered in developing renewal or extension assumptions used to determine the useful life of a recognizable intangible asset under SFAS No. 142, *Goodwill and Other Intangible Assets* ( SFAS No. 142 ). The intent of FSP SFAS No. 142-3 is to improve the consistency between the useful life of a recognizable intangible asset under SFAS No. 142 and the period of expected cash flows used to measure the fair value of the asset under SFAS 141(R), *Business Combinations* and other U.S. generally accepted accounting principles. FSP SFAS No. 142-3 is effective for financial statements issued for fiscal years beginning after December 15, 2008, and interim periods within those fiscal years. Early adoption is prohibited. The Company does not anticipate that the adoption of FSP SFAS No. 142-3 will have an impact on its financial position or results of operations.

**ARENA RESOURCES, INC.**  
**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**SEPTEMBER 30, 2008**

In November 2007, the FASB issued SFAS No. 160, *Noncontrolling Interests in Consolidated Financial Statements, an amendment of ARB No. 51* (FAS 160). FAS 160 will change the accounting and reporting for minority interests, which will be recharacterized as noncontrolling interests and classified as a component of equity. FASB 160 is effective for fiscal years beginning on or after December 15, 2008. FASB 160 requires retroactive adoption of the presentation and disclosure requirements for existing minority interests. All other requirements of FAS 160 will be applied prospectively. Early adoption is prohibited. The Company does not anticipate that the adoption of FASB 160 will have an impact on its financial position or results of operations.

In September 2006, the FASB issued SFAS No. 157, *Fair Value Measurement*. This statement defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosures about fair value measurements. SFAS No. 157 does not require any new fair value measurements but provides guidance on how to measure fair value by providing a fair value hierarchy used to classify the source of the information. We adopted SFAS No. 157 effective January 1, 2008 and the adoption did not have a significant effect on our consolidated results of operations, financial position or cash flows. See Note 10 for other disclosures required by SFAS No. 157. In February 2008, the FASB issued FSP SFAS No. 157-2 which delays the effective date of SFAS No. 157 for all non-financial assets and non-financial liabilities except those that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually). This deferral of SFAS No. 157 primarily applies to our asset retirement obligation (ARO), which uses fair value measures at the date incurred to determine our liability. We are currently evaluating the impact of the pending adoption in 2009 of SFAS No. 157 non-recurring fair value measures.

In February 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities, including an amendment of FASB Statement No. 115*, effective on January 1, 2008, and permits companies to choose, at specified dates, to measure certain eligible financial instruments at fair value. The provisions of SFAS No. 159 apply only to entities that elect to use the fair value option and to all entities with available-for-sale and trading securities. At the effective date, companies may elect the fair value option for eligible items that exist at that date, and the effect of the first remeasurement to fair value must be reported as a cumulative-effect adjustment to the opening balance of retained earnings. The adoption of SFAS No. 159 has not had a material impact on the Company's financial position or results of operations.

**ARENA RESOURCES, INC.**  
**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**SEPTEMBER 30, 2008**

**NOTE 2 EARNINGS PER SHARE INFORMATION**

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2008	2007	2008	2007
Net Income	\$ 26,922,966	\$ 11,403,777	\$ 70,035,710	\$ 25,011,045
Basic Weighted-Average Common Shares Outstanding	37,976,326	34,068,128	36,251,182	31,368,107
Effect of dilutive securities				
Warrants	209,236	317,605	221,063	334,525
Stock options	792,439	1,198,505	1,027,044	1,265,482
Diluted Weighted-Average Common Shares Outstanding	38,978,001	35,584,238	37,499,289	32,968,114
Basic Income Per Common Share				
Net income	0.71	0.33	1.93	0.80
Diluted Income Per Common Share				
Net Income	0.69	0.32	1.87	0.76

For the three and nine months ended September 30, 2008, 600,000 and 700,000 stock options, respectively, were not included in the computation of diluted income per share as their effects are anti-dilutive based on the treasury stock method. For the three and nine months ended September 30, 2007, 200,000 and 900,000 stock options, respectively, were not included in the computation of diluted income per share as their effects are anti-dilutive based on the treasury stock method.

**NOTE 3 PROPERTY AND EQUIPMENT**

**Acquisition of Oil and Gas Properties** On December 11, 2007, the Company consummated a transaction pursuant to which the Company acquired a 100% working interest, 75% net revenue interest, in the South Fuhrman Mascho Unit, a 100% working interest, 78.125% net revenue interest, in the University Consolidated IX Unit and a 100% working interest, 75% net revenue interest, in approximately 5,040 acres of undeveloped acreage (collectively, the Properties), all of which are located in Andrews County, Texas. The Properties were acquired from Phoenix PetroCorp, Inc. The effective date of the acquisition was December 1, 2007. The Company acquired the Properties for their current production, as well as for the approximately 120 additional drilling locations which the Company estimates exist on the Properties. The Company paid \$49,000,000 to the sellers. In addition, the Company paid acquisition costs of \$222,250, including the issuance of 5,000 shares of common stock as a consulting and finder's fee, valued at \$204,750, or \$40.95 per share. The acquisition was funded through the use of cash on hand and proceeds from the Company's credit facility.

**ARENA RESOURCES, INC.**  
**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**SEPTEMBER 30, 2008**

The following unaudited pro forma information is presented to reflect the operations of the Company as if the acquisitions of the properties had been completed on January 1, 2007:

	For the Three Months Ended September 30, 2008		For the Nine Months Ended September 30, 2008	
	2008	2007	2008	2007
Oil and Gas Revenues	\$ 68,412,686	\$ 28,516,951	\$ 175,884,359	\$ 67,652,380
Net Income	26,922,966	11,470,418	70,035,710	24,014,011
Income Per Common Share				
Basic Net Income Per Common Share	\$ 0.71	\$ 0.34	\$ 1.93	\$ 0.77
Diluted Net Income Per Common Share	0.69	0.32	1.87	0.73

In June 2008, the Company acquired a 100% working interest in four leases in Lea County, New Mexico. These four leases have net revenue interests ranging from 80.3125% to 82.8125%. Total consideration provided was a cash payment of \$10,265,000. The pro forma impact of this acquisition was not material to the Company's historical results of operations.

**NOTE 4 NOTES PAYABLE**

**Credit facility** In June 2008, the Company entered into an amended agreement that increased the borrowing base under its credit facility to \$150,000,000, while leaving the credit facility at \$150,000,000. All other terms and conditions remained the same. As of September 30, 2008, the Company was in compliance with all covenants and did not have any amount outstanding under this credit facility.

**NOTE 5 ASSET RETIREMENT OBLIGATION**

The Company provides for the obligation to plug and abandon oil and gas wells at the dates properties are either acquired or the wells are drilled. The asset retirement obligation is adjusted each quarter for any liabilities incurred or settled during the period, accretion expense and any revisions made to the estimated cash flows. The reconciliation of the asset retirement obligation for the nine months ended September 30, 2008 is as follows:

Balance, January 1, 2008	\$ 3,397,830
Liabilities incurred	1,076,647
Accretion expense	222,119
Liabilities settled	(100,417)
Balance, September 30, 2008	\$ 4,596,179

**NOTE 6 STOCKHOLDERS EQUITY**

**Warrants exercised** During the nine months ended September 30, 2008, the Company issued 56,378 shares of common stock from the exercise of warrants. Of these warrants, 33,246 had an exercise price of \$4.50 per share and 23,132 had an exercise price of \$3.7425 per share, for total proceeds of \$236,179.

**ARENA RESOURCES, INC.**  
**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**SEPTEMBER 30, 2008**

**Options exercised** During the nine months ended September 30, 2008, the Company issued 1,313,000 shares of common stock from the exercise of options for proceeds of \$4,417,260. Of these options, 1,140,000 had an exercise price of \$1.85 per share, 60,000 had an exercise price of \$2.40 per share, 20,000 had an exercise price of \$4.15 per share, 40,000 had an exercise price of \$19.23 per share, 33,000 had an exercise price of \$23.42 per share and 20,000 had an exercise price of \$26.96 per share.

**Common stock issued in public offering** In June 2008, the Company issued 2,501,250 shares of common stock, valued at \$119,434,688, or \$47.75 per share, in a public offering pursuant to a shelf registration statement. Proceeds to the Company, net of offering costs of \$3,287,855, totaled \$116,146,833.

**NOTE 7 EMPLOYEE STOCK OPTIONS**

Compensation expense charged against income for stock based awards during the three and nine months ended September 30, 2008 was \$1,845,863 and \$5,095,580, respectively, as compared to \$956,072 and \$2,476,823, respectively, for the three and nine months ended September 30, 2007. These amounts are included in general and administrative expense in the accompanying financial statements.

Throughout the nine months ended September 30, 2008, the Company granted nonqualified stock options to directors and employees to purchase 225,000 shares of common stock. Of these options, 50,000 have an exercise price of \$39.02 per share, 50,000 have an exercise price of \$41.09 per share, 50,000 have an exercise price of \$45.68 per share, 50,000 have an exercise price of \$49.74 per share and 25,000 have an exercise price of \$40.75 per share. The options vest at the rate of 20% each year over five years beginning one year from the date granted. A summary of the status of the stock options as of September 30, 2008 and changes during the nine months ended September 30, 2008 is as follows:

**ARENA RESOURCES, INC.**  
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	<b>Options</b>		<b>Weighted-Average Exercise Price</b>
Outstanding at December 31, 2007	3,450,000	\$	13.55
Granted	225,000		43.53
Exercised	(1,313,000)		3.36
Forfeited	(90,000)		22.73
Outstanding at September 30, 2008	2,272,000		22.08
Exercisable at September 30, 2008	570,000	\$	13.64
Weighted average fair value of options granted		\$	17.52

The following are the weighted-average assumptions used for options granted during the nine months ended September 30, 2008:

	<b>2008</b>
Risk free interest rate	3.14%
Expected life	4.25
Dividend yield	-
Volatility	45.29%

As of September 30, 2008, there was approximately \$1,452,181 of unrecognized compensation cost related to stock options that will be recognized over a weighted average period of 2.61 years. The aggregate intrinsic value of options expected to vest at September 30, 2008 was \$25,612,286. The aggregate intrinsic value of options exercisable at September 30, 2008 was \$14,367,200. The intrinsic value is based on a September 30, 2008 closing price of the Company's common stock of \$38.85.



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The 1,313,000 options exercised during the nine months ended September 30, 2008 had an intrinsic value of \$46,592,790 on the date of exercise. Any excess tax benefits from the vesting of restricted stock and the exercise of stock options will not be recognized in paid-in capital until the Company is in a current tax paying position. Presently, all of the Company's income taxes are deferred and the Company has substantial net operating losses available to carryover to future periods. Accordingly, no excess tax benefits have been recognized for the three or nine months ended September 30, 2008.

**NOTE 8 CONTINGENCIES AND COMMITMENTS**

**Standby Letters of Credit** A commercial bank has issued standby letters of credit on behalf of the Company to the states of Texas, Oklahoma, New Mexico and Kansas totaling \$686,969 to allow the Company to do business in those states. The standby letters of credit are valid until cancelled or matured and are collateralized by the revolving credit facility with the bank. Letter of credit terms range from one to five years. The Company intends to renew the standby letters of credit for as long as the Company does business in those states. No amounts have been drawn under the standby letters of credit.

**NOTE 9 DERIVATIVE INSTRUMENTS**

In 2007 and 2008, the Company entered into derivative contracts in order to manage the commodity price risk for a portion of production through 2009. The Company's current derivative contracts are costless collars. A collar is a contract which combines both a put option or floor and a call option or ceiling. The Company receives the excess, if any, of the floor price over the reference price, based on NYMEX quoted prices, and pays the excess, if any, of the reference price over the ceiling price. The following is information relating to the Company's collar positions as of September 30, 2008.

<b>Commodity</b>	<b>Remaining Period</b>	<b>Volume</b>	<b>Floor</b>	<b>Ceiling</b>
WTI Crude Oil	October 2008 - December 2008	92,000	\$ 65.00	\$ 80.50
WTI Crude Oil	October 2008 - December 2009	457,000	\$ 100.00	\$ 197.00

Changes in the fair value of derivative instruments designated as cash flow hedges, to the extent they are effective in offsetting cash flows attributable to the hedged risk, are recorded in other comprehensive income/loss until the hedged item is recognized in earnings. Any change in fair value from ineffectiveness is recognized currently in unrealized gain or loss on oil derivative in the consolidated statements of operations.

The changes in fair value of the oil hedging contract with a floor of \$65 resulted in a decrease in the liability of \$7,846,863 for the three months ended September 30, 2008 and \$3,348,880 for the nine months ended September 30, 2008, to \$1,097,942 as of September 30, 2008. The after tax decrease in the fair value of the liability of \$4,943,524 for the three months ended September 30, 2008 and \$2,109,795 for the nine months ended September 30, 2008 are reflected in other comprehensive income.

The changes in fair value of the oil hedging contract with a floor of \$100 resulted in an increase in the asset of \$4,541,253 for the three and nine months ended September 30, 2008. The after tax increase in the fair value of the asset of \$2,860,989 for the three and nine months ended September 30, 2008 is reflected in other comprehensive income.

Cash settlements of cash flow hedges are recorded as a loss on derivatives in the operating section of the Company's statement of operations. The Company's statement of operations for the three and nine months ended September 30, 2008 includes a loss on derivative instrument of \$3,462,283 and \$9,008,822, respectively. No amounts were shown for the three and nine months ended September 30, 2007 because the reference price was between the floor and ceiling of our costless collar during the time our hedge instrument was effective during those periods.

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**NOTE 10 FAIR VALUE MEASUREMENTS**

SFAS No. 157, Fair Value Measurements (SFAS 157), establishes a framework for fair value measurements in the financial statements by providing a definition of fair value, provides guidance on the methods used to estimate fair value and expands disclosures about fair value measurements. On January 1, 2008, the Company applied SFAS 157 for its assets and liabilities that are measured at fair value on a recurring basis, primarily our costless collars. The initial adoption of SFAS 157 had no material impact on the Company's Consolidated Financial Statements. In February 2008, the FASB issued FASB Staff Position (FSP) FAS 157-2, permitting entities to delay application of SFAS 157 to fiscal years beginning after November 15, 2008, for non-financial assets and non-financial liabilities, except for items that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually). Beginning January 1, 2009, the Company will apply SFAS 157 fair value requirements to non-financial assets and non-financial liabilities that are not recognized or disclosed on a recurring basis. SFAS 157 requires two distinct transition approaches: (1) cumulative-effect adjustment to beginning retained earnings for certain financial instrument transactions and (2) prospectively as of the date of adoption through earnings or other comprehensive income, as applicable for all other instruments. Upon adopting SFAS 157, the Company applied a prospective transition as it did not have financial instrument transactions that required a cumulative-effect adjustment to beginning retained earnings.

Fair value is the price that would be received to sell an asset or the amount paid to transfer a liability in an orderly transaction between market participants (an exit price) at the measurement date. Fair value is a market based measurement considered from the perspective of a market participant. The Company uses market data or assumptions that market participants would use in pricing the asset or liability, including assumptions about risk and the risks inherent in the inputs to the valuation. These inputs can be readily observable, market corroborated, or unobservable. The Company primarily applies a market approach for recurring fair value measurements using the best available information while utilizing valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs.

SFAS 157 establishes a fair value hierarchy that prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurement). The Company's fair value balances are based on the observability of those inputs. The three levels of the fair value hierarchy are as follows:

Level 1 Quoted prices in active markets for identical assets or liabilities that the Company has the ability to access. Active markets are those in which transactions for the asset or liability occur in sufficient frequency and volume to provide pricing information on an ongoing basis. The Company does not have any fair value balances classified as Level 1.

Level 2 Inputs are other than quoted prices in active markets included in Level 1, that are either directly or indirectly observable. These inputs are either directly observable in the marketplace or indirectly observable through corroboration with market data for substantially the full contractual term of the asset or liability being measured. The Company's Level 2 items consist of a costless collar.

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Level 3 Includes inputs that are not observable for which there is little, if any, market activity for the asset or liability being measured. These inputs reflect management's best estimate of the assumptions market participants would use in determining fair value. Level 3 would include instruments valued using industry standard pricing models and other valuation methods that utilize unobservable pricing inputs that are significant to the overall fair value. The Company does not have any fair value balances classified as Level 3.

In valuing certain contracts, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. For disclosure purposes, assets and liabilities are classified in their entirety in the fair value hierarchy level based on the lowest level of input that is significant to the overall fair value measurement. Our assessment of the significance of a particular input to the fair value measurement requires judgment and may affect the placement within the fair value hierarchy levels.

The following table sets forth by level within the fair value hierarchy the Company's liabilities that are measured at fair value on a recurring basis:

**Fair Value Measurements at September 30, 2008 Using:**

Assets/(Liabilities):	<b>Quoted Prices in Active Markets for Identical Liabilities: (Level 1)</b>	<b>Significant Other Observable Inputs (Level 2)</b>	<b>Significant Unobservable Inputs (Level 3)</b>	<b>Total</b>
\$65 - \$80.50 Costless collar	\$ -	\$ (1,097,942)	\$ -	\$ (1,097,942)
\$100 - \$197 Costless collar	\$ -	\$ 4,541,253	\$ -	\$ 4,541,253

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

*Results of Operations For the Three Months Ended September 30, 2008*

*Oil and natural gas sales.* For the three months ended September 30, 2008, oil and natural gas sales revenue increased \$41,680,987 to \$68,412,686, compared to \$26,731,699 for the same period during 2007. Oil sales increased \$36,911,946 and natural gas sales increased \$4,769,041. The increases were the result of our increased volumes due to our development and increased oil and gas prices between periods. For the three months ended September 30, 2008, oil sales volume increased 183,645 barrels to 528,044 barrels, compared to 344,399 barrels for the same period in 2007. The average realized per barrel oil price increased 65% from \$69.78 for the three months ended September 30, 2007 to \$115.41 for the three months ended September 30, 2008. For the three months ended September 30, 2008, gas sales volume increased 193,248 thousand cubic feet (MCF) to 544,746 MCF, compared to 351,498 MCF for the same period in 2007. The average realized natural gas price per MCF increased 78% from \$7.68 for the three months ended September 30, 2007 to \$13.71 for the three months ended September 30, 2008.

*Oil and gas production costs.* Our lease operating expenses (LOE) increased from \$2,969,674 or \$7.37 per barrel of oil equivalent (BOE) for the three months ended September 30, 2007 to \$5,790,236 or \$9.36 per BOE for the three months ended September 30, 2008. The increase in total LOE was due to our on-going development projects as well as rising rates for labor, services and particularly electric utilities. The increase in the per BOE amounts is a result of rising rates for labor, services and electric utilities.

*Production taxes.* Production taxes as a percentage of oil and natural gas sales were 6% during the three months ended September 30, 2007 and decreased to 5% for the three months ended September 30, 2008. Our oil and gas production taxes increased from \$1,541,612, or \$3.83 per BOE, for the three months ended September 30, 2007 to \$3,629,326, or \$5.86 per BOE for the three months ended September 30, 2008. The increase in total is the result of increased volumes and increased commodity prices. The increase per BOE is the result of higher commodity prices. However, production taxes vary from state to state. Therefore, these taxes may vary in the future depending on the mix of production we generate from various states, as well as the possibility that any state may raise its production tax rate.

*Realized loss on oil derivatives.* For the three months ended September 30, 2008 we realized a loss on oil derivatives of \$3,462,283. There was no realized loss on oil derivatives for the three months ended September 30, 2007. This increase is the result of the reference price being between the floor and ceiling on our derivative contracts during the three months ended September 30, 2007 and the reference price being above our ceiling price during the three months ended September 30, 2008.

*Depreciation, depletion and amortization.* Our depreciation, depletion and amortization expense increased by \$6,802,443 to \$9,841,972 for the three months ended September 30, 2008, compared to \$3,039,529 for the same period in 2007. The increase was primarily a result of an increase in volume and in the average depletion rate from \$7.40 per BOE during the three months ended September 30, 2007 to \$13.81 per BOE during the three months ended September 30, 2008. The increased depletion rate was the result of increased capitalized costs and development costs.

*General and administrative expenses.* General and administrative expenses increased by \$1,947,734 to \$3,420,589 for the three months ended September 30, 2008, compared to \$1,472,855 for the same period in 2007. A portion of this increase was due to the increase of stock-based compensation expense to \$1,845,863 as compared to \$956,072 for the same period in 2007. The remaining increase was primarily related to increases in compensation expense associated with an increase in personnel required to administer our growth.

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*Interest income.* Interest income was \$546,089 for the three months ended September 30, 2008, compared to \$481,387 for the three months ended September 30, 2007. The increase was due to higher cash balances between periods.

*Interest expense.* Interest expense was \$0 for the three months ended September 30, 2008, compared to \$20,032 for the three months ended June 30, 2007. The decrease was the result of no outstanding balances for the period in 2008.

*Income tax expense.* Our effective tax rate was 37% during the three months ended September 30, 2007 and remained steady at 37% for the three months ended September 30, 2008.

*Net income.* Net income increased from \$11,403,777 for the three months ended September 30, 2007 to \$26,922,966 for the same period in 2008. The primary reasons for this increase include increased volumes as a result of the development of our properties and higher commodity prices between periods, partially offset by higher lease operating expense, general and administrative expense and income tax expense due to our growth.

### *Results of Operations For the Nine Months Ended September 30, 2008*

*Oil and natural gas sales.* For the nine months ended September 30, 2008, oil and natural gas sales revenue increased \$110,881,060 to \$175,884,359, compared to \$65,003,299 for the same period during 2007. Oil sales increased \$102,199,638 and natural gas sales increased \$8,681,422. The increases were the result of our increased volumes due to our development and increased oil and gas prices between periods. For the nine months ended September 30, 2008, oil sales volume increased 504,302 barrels to 1,458,530 barrels, compared to 954,228 barrels for the same period in 2007. The average realized per barrel oil price increased 82% from \$60.14 for the nine months ended September 30, 2007 to \$109.42 for the nine months ended September 30, 2008. For the nine months ended September 30, 2008, gas sales volume increased 390,385 thousand cubic feet (MCF) to 1,414,987 MCF, compared to 1,024,602 MCF for the same period in 2007. The average realized natural gas price per MCF increased 55% from \$7.43 for the nine months ended September 30, 2007 to \$11.51 for the nine months ended September 30, 2008.

*Oil and gas production costs.* Our lease operating expenses (LOE) increased from \$7,946,155 or \$7.06 per barrel of oil equivalent (BOE) for the nine months ended September 30, 2007 to \$12,979,837 or \$7.66 per BOE for the nine months ended September 30, 2008. The increase in total LOE was due to our on-going development projects as well as rising rates for labor, services and particularly electric utilities. The increase in the per BOE amounts is a result of rising rates for labor, services and electric utilities.

*Production taxes.* Production taxes as a percentage of oil and natural gas sales were 6% during the nine months ended September 30, 2007 and decreased to 5% for the nine months ended September 30, 2008. Our oil and gas production taxes increased from \$3,717,095, or \$3.30 per BOE, for the nine months ended September 30, 2007 to \$8,942,914, or \$5.28 per BOE for the nine months ended September 30, 2008. The increase in total is the result of increased volumes and increased commodity prices. The increase per BOE is the result of higher commodity prices. However, production taxes vary from state to state. Therefore, these taxes may vary in the future depending on the mix of production we generate from various states, as well as the possibility that any state may raise its production tax rate.

*Realized loss on oil derivatives.* For the nine months ended September 30, 2008 we realized a loss on oil derivatives of \$9,008,822. There was no realized loss on oil derivatives for the nine months ended September 30, 2007. This increase is the result of the reference price being above our ceiling price during the three months ended September 30, 2008 compared to the contracts not being in effect during the majority of the nine months ended September 30, 2007 and the reference price being between the floor and ceiling of our derivative contract during the time period in which it was in effect.

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*Depreciation, depletion and amortization.* Our depreciation, depletion and amortization expense increased by \$15,199,899 to \$23,556,695 for the nine months ended September 30, 2008, compared to \$8,356,796 for the same period in 2007. The increase was primarily a result of an increase in volume and in the average depletion rate from \$7.40 per BOE during the nine months ended September 30, 2007 to \$13.81 per BOE during the nine months ended September 30, 2008. The increased depletion rate was the result of increased capitalized costs and development costs.

*General and administrative expenses.* General and administrative expenses increased by \$5,189,257 to \$9,696,477 for the nine months ended September 30, 2008, compared to \$4,507,220 for the same period in 2007. A portion of this increase was due to the increase of stock-based compensation expense to \$5,095,580 as compared to \$2,476,823 for the same period in 2007. The remaining increase was primarily related to increases in compensation expense associated with an increase in personnel required to administer our growth.

*Interest income.* Interest income was \$835,755 for the nine months ended September 30, 2008, compared to \$633,451 for the nine months ended September 30, 2007. The increase was due to higher cash balances between periods.

*Interest expense.* Interest expense was \$1,145,456 for the nine months ended September 30, 2008, compared to \$1,252,499 for the nine months ended September 30, 2007. The decrease was due to higher debt outstanding during the period in 2007.

*Income tax expense.* Our effective tax rate was 37% during the nine months ended September 30, 2007 and remained steady at 37% for the nine months ended September 30, 2008.

*Net income.* Net income increased from \$25,011,045 for the nine months ended September 30, 2007 to \$70,035,710 for the same period in 2008. The primary reasons for this increase include increased volumes as a result of the development of our properties and higher commodity prices between periods, partially offset by higher lease operating expense, general and administrative expense and income tax expense due to our growth.

### *Revenues Year to Date by Geographic section*

Our net oil and gas revenues for the year through September 30, 2008 are applicable to the following geographic sectors:

#### **OIL**

	Net Production Volume	Net Revenue
Texas Leases	1,264,523 BBLS	\$ 138,373,615
Oklahoma Leases	28,389 BBLS	\$ 3,167,267
New Mexico Leases	165,618 BBLS	\$ 18,050,044

#### **GAS**

	Net Production Volume	Net Revenue
Texas Leases	1,037,646 MCF	\$ 12,535,634
Oklahoma Leases	16,880 MCF	\$ 133,467
New Mexico Leases	227,598 MCF	\$ 2,846,075
Kansas Leases	132,863 MCF	\$ 778,257

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### *Significant Subsequent Events Occurring After September 30, 2008*

On October 29, 2008, the Company announced that as a result of the recent volatility of commodity prices of oil and natural gas, it was reducing its estimated capital expenditure budget approximately \$59 million, to \$189 million for the fiscal year ending December 31, 2008.

### *Capital Resources and Liquidity*

As shown in the financial statements for the nine months ended September 30, 2008, the Company had cash on hand of \$79,243,230, compared to \$5,213,459 as of December 31, 2007. The Company had net cash provided by operating activities for the nine months ended September 30, 2008 of \$142,458,786, compared to \$34,321,101 for the same period 2007. Other significant sources of cash inflow were net proceeds from issuance of common stock of \$116,130,189 in 2008 and \$95,099,298 in 2007, proceeds from issuance of notes payable of \$11,000,000 in 2008 and \$30,700,000 in 2007, proceeds from option and warrant exercises of \$4,653,439 in 2008 and \$1,557,003 in 2007 and proceeds from the sale of oil and gas properties of \$1,915,640 in 2007. The most significant cash outflows during the nine months ended September 30, 2008 and 2007 were capital expenditures of \$154,212,644 in 2008 and \$89,619,376 in 2007 and repayment of notes payable of \$46,000,000 in 2008 and \$50,400,000 in 2007.

In June 2008, the Company entered into an amended agreement that increased the borrowing base under its credit facility to \$150,000,000, while leaving the credit facility at \$150,000,000. All other terms and conditions remained the same. As of September 30, 2008, the Company was in compliance with all covenants and did not have any amount outstanding under this credit facility.

As noted above, the Company has, subsequent to September 30, 2008, determined to reduce its estimated capital expenditure budget for 2008. In doing so, the Company intends to operate within existing cash flows. At current commodity prices, the revised capital expenditure budget would allow it to operate within existing cash flow while still continuing to increase its estimated production and proven reserves.

### *Disclosures About Market Risks*

Like other natural resource producers, Arena faces certain unique market risks. The two most salient risk factors are the volatile prices of oil and gas and certain environmental concerns and obligations.

#### Oil and Gas Prices

Current competitive factors in the domestic oil and gas industry are unique. The actual price range of crude oil is largely established by global supply and demand, which can result in price fluctuations. Recently, these price fluctuations have been extremely volatile. While on a global scale, it appears the demand for crude oil will continue to exceed supply, the recent volatility in oil prices appears to have had some impact, at least in the United States, on short-term demand. Natural gas prices are established on a more regional and seasonal basis. However, Arena's natural gas prices are projected to remain relatively consistent with current prices.

Despite the recent price volatility, Arena does not see itself as directly competitive with other producers, nor does the Company currently feel there is any significant risk that the Company could not sell all production at current prices with a reasonable profit margin. The risk of domestic overproduction at current prices is not deemed significant. The primary competitive risks would still come from falling international prices which could render current production uneconomical.

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Secondarily, Arena is presently committed to use the services of the existing gatherers in its present areas of production. This gives to such gatherers certain short term relative monopolistic powers to set gathering and transportation costs, because obtaining the services of an alternative gathering company would require substantial additional costs since an alternative gatherer would be required to lay new pipeline and/or obtain new rights-of-way in the lease.

It is also significant that more favorable prices can usually be negotiated for larger quantities of oil and/or gas product, such that Arena views itself as having a price disadvantage to larger producers. Large producers also have a competitive advantage to the extent they can devote substantially more resources to acquiring prime leases and resources to better find and develop prospects.

### Environmental

Oil and gas production is a highly regulated activity which is subject to significant environmental and conservation regulations both on a federal and state level. Historically, most of the environmental regulation of oil and gas production has been left to state regulatory boards or agencies in those jurisdictions where there is significant gas and oil production, with limited direct regulation by such federal agencies as the Environmental Protection Agency. However, while the Company believes this generally to be the case for its production activities in Texas, Oklahoma, Kansas and New Mexico, it should be noticed that there are various Environmental Protection Agency regulations which would govern significant spills, blow-outs, or uncontrolled emissions.

In Oklahoma, Texas, Kansas and New Mexico specific oil and gas regulations exist related to the drilling, completion and operations of wells, as well as disposal of waste oil. There are also procedures incident to the plugging and abandonment of dry holes or other non-operational wells, all as governed by the Oklahoma Corporation Commission, Oil and Gas Division, the Texas Railroad Commission, Oil and Gas Division, the Kansas Corporation Commission, Oil and Gas Division or the New Mexico Oil Conservation Division.

Compliance with these regulations may constitute a significant cost and effort for Arena. No specific accounting for environmental compliance has been maintained or projected by Arena to date. Arena does not presently know of any environmental demands, claims, or adverse actions, litigation or administrative proceedings in which it or the acquired properties are involved or subject to or arising out of its predecessor operations.

In the event of a breach of environmental regulations, these environmental regulatory agencies have a broad range of alternative or cumulative remedies to include: ordering a cleanup of any spills or waste material and restoration of the soil or water to conditions existing prior to the environmental violation; fines; or enjoining further drilling, completion or production activities. In certain egregious situations the agencies may also pursue criminal remedies against the Company or its principals.

### *Forward-Looking Information*

Certain statements in this Section and elsewhere in this report are forward-looking in nature and relate to trends and events that may affect the Company's future financial position and operating results. Such statements are made pursuant to the safe harbor provision of the *Private Securities Litigation Reform Act of 1995*. The terms expect, anticipate, intend, and project and similar words or expressions are intended to identify forward-looking statements. These statements speak only as of the date of this report. The statements are based on current expectations, are inherently uncertain, are subject to risks, and should be viewed with caution. Actual results and experience may differ materially from the forward-looking statements as a result of many factors, including changes in economic conditions in the markets served by the company, increasing competition, fluctuations in raw materials and energy prices, and other unanticipated events and conditions. It is not possible to foresee or identify all such factors. The company makes no commitment to update any forward-looking statement or to disclose any facts, events, or circumstances after the date hereof that may affect the accuracy of any forward-looking statement.



**Item 3. Quantitative and Qualitative Disclosures About Market Risk***Interest Rate Risk*

The Company is subject to interest rate risk on its revolving credit facility, which bears variable interest based upon a LIBOR rate. Changes in interest rates affect the interest earned on the Company's cash and cash equivalents and the interest rate paid on borrowings under its bank credit facility. Currently, the Company does not use interest rate derivative instruments to manage exposure to interest rate changes.

*Commodity Price Risk*

The Company's revenues, profitability and future growth depend substantially on prevailing prices for oil and natural gas. Prices also affect the amount of cash flow available for capital expenditures and Arena's ability to borrow and raise additional capital. The amount the Company can borrow under its bank credit facility is subject to periodic redetermination based in part on changing expectations of future prices. Lower prices may also reduce the amount of oil and natural gas that the Company can economically produce. Arena currently sells all of its oil and natural gas production under price sensitive or market price contracts.

In 2007 and 2008, the Company entered into derivative contracts in order to manage the commodity price risk for a portion of production through 2009. The Company's current derivative contracts are costless collars. A collar is a contract which combines both a put option or floor and a call option or ceiling. The Company receives the excess, if any, of the floor price over the reference price, based on NYMEX quoted prices, and pays the excess, if any, of the reference price over the ceiling price. The following is information relating to the Company's collar positions as of September 30, 2008.

<b>Commodity</b>	<b>Remaining Period</b>	<b>Volume</b>	<b>Floor</b>	<b>Ceiling</b>
WTI Crude Oil	October 2008 - December 2008	92,000	\$ 65.00	\$ 80.50
WTI Crude Oil	October 2008 - December 2009	457,000	\$ 100.00	\$ 197.00

Changes in the fair value of derivative instruments designated as cash flow hedges, to the extent they are effective in offsetting cash flows attributable to the hedged risk, are recorded in other comprehensive income/loss until the hedged item is recognized in earnings. Any change in fair value from ineffectiveness is recognized currently in unrealized gain or loss on oil derivative in the consolidated statements of operations.

The changes in fair value of the oil hedging contract with a floor of \$65 resulted in a decrease in the liability of \$7,846,863 for the three months ended September 30, 2008 and \$3,348,880 for the nine months ended September 30, 2008, to \$1,097,942 as of September 30, 2008. The after tax decrease in the fair value of the liability of \$4,953,524 for the three months ended September 30, 2008 and \$2,109,795 for the nine months ended September 30, 2008 are reflected in other comprehensive income.

The changes in fair value of the oil hedging contract with a floor of \$100 resulted in an increase in the asset of \$4,541,253 for the three and nine months ended September 30, 2008. The after tax increase in the fair value of the asset of \$2,860,989 for the three and nine months ended September 30, 2008 is reflected in other comprehensive income.

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Cash settlements of cash flow hedges are recorded as a loss on derivatives in the operating section of the Company's statement of operations. The Company's statement of operations for the three and nine months ended September 30, 2008 includes a loss on derivative instrument of \$3,462,283 and \$9,008,822, respectively. No amounts were shown for the three and nine months ended September 30, 2007 because the reference price was between the floor and ceiling of our costless collar during the time our hedge instrument was effective during those periods.

Additionally, to the extent we hedge our commodity price exposure, we will forego the benefits we would have otherwise experienced if commodity prices were to change in our favor.

### *Currency Exchange Rate Risk*

Foreign sales accounted for none of the Company's sales; further, the Company accepts payment for its commodity sales only in U.S. dollars; hence, Arena is not exposed to foreign currency exchange rate risk on these sales.

## **Item 4. Controls and Procedures**

### *Evaluation of Disclosure Controls and Procedures*

The Company maintains controls and procedures designed to ensure that information required to be disclosed by the Company in the reports it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission. At the end of the period covered by this Quarterly Report on Form 10-Q, the Company's management, under the supervision and with the participation of the Company's Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures. Based on that evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that as of the end of such period the Company's disclosure control and procedures are effective in alerting them to material information that is required to be included in the reports the Company files or submits under the Securities Exchange Act of 1934.

### *Changes in Internal Controls Over Financial Reporting*

There have been no changes in the Company's internal control over financial reporting during the most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

## **Part II Other Information**

### **Item 1. Legal Proceedings**

None.

### **Item 1A. Risk Factors**

There have been no material changes from risk factors as previously disclosed in our Form 10-K in response to Item 1A to Part I of Form 10-K.

### **Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

None.



**Item 3. Defaults Upon Senior Securities**

None.

**Item 4. Submission of Matters to a Vote of Security Holders**

None.

**Item 5. Other Information**

None.

**Item 6. Exhibits**

- |     |                     |                                   |
|-----|---------------------|-----------------------------------|
| (a) | <u>Exhibit 31.1</u> | Section 302 Certification of CEO  |
|     | <u>Exhibit 31.2</u> | Section 302 Certification of CFO  |
| (b) | <u>Exhibit 32.1</u> | Section 1350 Certification of CEO |
|     | <u>Exhibit 32.2</u> | Section 1350 Certification of CFO |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

REGISTRANT: **ARENA RESOURCES, INC.**

Dated: November 5, 2008

By: /s/ Phillip W. Terry  
Phillip W. Terry  
President, Chief Executive Officer

Dated: November 5, 2008

By: /s/ William R. Broaddrick  
William R. Broaddrick  
Vice President, Chief Financial Officer