

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

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

Date of report (Date of earliest event reported): **November 28, 2012**

**LAREDO PETROLEUM HOLDINGS, INC.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction of Incorporation or  
Organization)

**001-35380**  
(Commission File Number)

**45-3007926**  
(I.R.S. Employer Identification No.)

**15 W. Sixth Street, Suite 1800, Tulsa, Oklahoma**  
(Address of Principal Executive Offices)

**74119**  
(Zip Code)

Registrant's telephone number, including area code: **(918) 513-4570**

**Not Applicable**  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 7.01. Regulation FD Disclosure.**

***Nominating and corporate governance committee***

As approved by the board of directors of Laredo Petroleum Holdings, Inc. (the "Company"), effective November 28, 2012, Dr. Myles Scoggins, whom the board of directors has determined to be independent, has been added as a member of the nominating and corporate governance committee.

***Investor presentations***

On December 3, 2012, the Company's Chairman and Chief Executive Officer, Randy A. Foutch, is scheduled to present at the Bank of America Merrill Lynch 2012 Leveraged Finance Conference in Boca Raton, Florida. Additionally, on December 5, 2012, Mr. Foutch is scheduled to present at the Capital One Southcoast 2012 Energy Conference in New Orleans, Louisiana. The presentation that Mr. Foutch will utilize at these conferences is available on the Company's website, [www.laredopetro.com](http://www.laredopetro.com), and is attached to this Current Report on Form 8-K as Exhibit 99.1 and incorporated into this Item 7.01 by reference.

All statements in the presentation, other than historical financial information, may be deemed to be forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. See the Company's Annual Report on Form 10-K for the year ended December 31, 2011, Quarterly Report on Form 10-Q for the quarter ended March 31, 2012, Quarterly Report on Form 10-Q for the quarter ended September 30, 2012 and the Company's other filings with the Securities and Exchange Commission for a discussion of other risks and uncertainties. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

In accordance with General Instruction B.2 of Form 8-K, the information in this report (including Exhibit 99.1) is deemed to be "furnished" and shall not be deemed "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall such information and Exhibit be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Investor Presentation.

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**SIGNATURES**

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

**LAREDO PETROLEUM HOLDINGS, INC.**

Date: December 3, 2012

By: /s/ Kenneth E. Dornblaser  
Kenneth E. Dornblaser  
Senior Vice President and General Counsel

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**EXHIBIT INDEX**

<u>Exhibit Number</u>	<u>Description</u>
99.1	Investor Presentation.

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December 2012



NYSE: LPI  
[www.laredopetro.com](http://www.laredopetro.com)

# Forward-Looking / Cautionary Statements

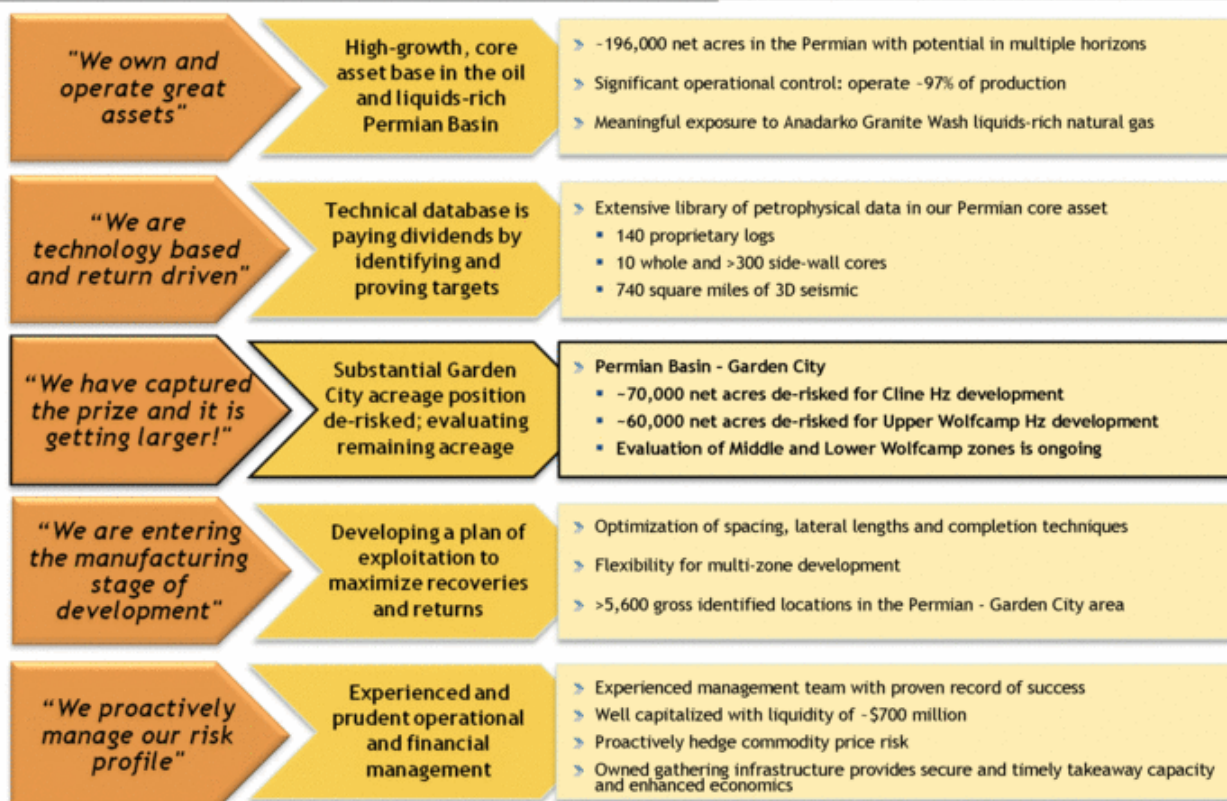
This presentation (which includes oral statements made in connection with this presentation) contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. All statements, other than statements of historical fact, included in this presentation that address activities, events or developments that Laredo Petroleum Holdings, Inc. (the "Company", "Laredo" or "LPI") assumes, plans, expects, believes or anticipates will or may occur in the future are forward-looking statements. The words "believe," "expect," "may," "estimates," "will," "anticipate," "plan," "intend," "foresee," "should," "would," "could," or other similar expressions are intended to identify forward-looking statements, which are generally not historical in nature. However, the absence of these words does not mean that the statements are not forward-looking. Without limiting the generality of the foregoing, forward-looking statements contained in this presentation specifically include the expectations of plans, strategies, objectives and anticipated financial and operating results of the Company, including as to the Company's drilling program, production, hedging activities, capital expenditure levels and other guidance included in this presentation. These statements are based on certain assumptions made by the Company based on management's expectations and perception of historical trends, current conditions, anticipated future developments and other factors believed to be appropriate. Such statements are subject to a number of assumptions, risks and uncertainties, many of which are beyond the control of the Company, which may cause actual results to differ materially from those implied or expressed by the forward-looking statements. These include risks relating to financial performance and results, current economic conditions and resulting capital restraints, prices and demand for oil and natural gas, availability of drilling equipment and personnel, availability of sufficient capital to execute the Company's business plan, impact of compliance with legislation and regulations, successful results from our identified drilling locations, the Company's ability to replace reserves and efficiently develop and exploit its current reserves and other important factors that could cause actual results to differ materially from those projected as described in the Company's Rule 424(b)(1) prospectus as filed with the Securities and Exchange Commission ("SEC") on October 12, 2012 as well as the Company's Annual Report on Form 10-K for the year ended December 31, 2011, Quarterly Report on Form 10-Q for the quarter ended March 31, 2012, Quarterly Report on Form 10-Q for the quarter ended September 30, 2012 and other reports filed with the SEC.

Any forward-looking statement speaks only as of the date on which such statement is made and the Company undertakes no obligation to correct or update any forward-looking statement, whether as a result of new information, future events or otherwise, except as required by applicable law.

The SEC generally permits oil and gas companies, in filings made with the SEC, to disclose proved reserves, which are reserve estimates that geological and engineering data demonstrate with reasonable certainty to be recoverable in future years from known reservoirs under existing economic and operating conditions and certain probable and possible reserves that meet the SEC's definitions for such terms. In this presentation, the Company may use the terms "unproved reserves", which the SEC guidelines restrict from being included in filings with the SEC without strict compliance with SEC definitions. The Company does not choose to include unproved reserve estimates in its filings with the SEC. "Unproved reserves" refers to the Company's internal estimates of hydrocarbon quantities that may be potentially discovered through exploratory drilling or recovered with additional drilling or recovery techniques. Unproved reserves may not constitute reserves within the meaning of the Society of Petroleum Engineer's Petroleum Resource Management System or SEC rules and do not include any proved reserves. Actual quantities that may be ultimately recovered from the Company's interests will differ substantially. Factors affecting ultimate recovery include the scope of the Company's ongoing drilling program, which will be directly affected by the availability of capital, drilling and production costs, availability of drilling services and equipment, drilling results, lease expirations, transportation constraints, regulatory approvals and other factors, as well as actual drilling results, including geological and mechanical factors affecting recovery rates. Estimates of unproved reserves may change significantly as development of the Company's core assets provide additional data. In addition, the Company's production forecasts and expectations for future periods are dependent upon many assumptions, including estimates of production decline rates from existing wells and the undertaking and outcome of future drilling activity, which may be affected by significant commodity price declines or drilling cost increases.

This presentation includes financial measures that are not in accordance with generally accepted accounting principles ("GAAP"), including Adjusted EBITDA. While management believes that such measures are useful for investors, they should not be used as a replacement for financial measures that are in accordance with GAAP. For a reconciliation of Adjusted EBITDA to the nearest comparable measure in accordance with GAAP, please see the Appendix.

## Investment Highlights



# Company Overview

## Total Company

- 30,835 BOE/D average daily production during Q3 2012 <sup>1</sup>
- 156.5 MMBOE proved reserves at December 31, 2011<sup>1</sup>
- Permian oil focused
  - Transitioning into development phase
- Drilling inventory of greater than 10 years
- Currently operating 14 drilling rigs
- 564,000 gross / 425,000 net acres <sup>2</sup> company-wide

NYSE: LPI

Market Cap: ~\$2.6 Billion

Shares Outstanding: 128.2 MM

Share Price (11/7/12): \$20.07/share

Total Enterprise Value: ~\$3.7 B

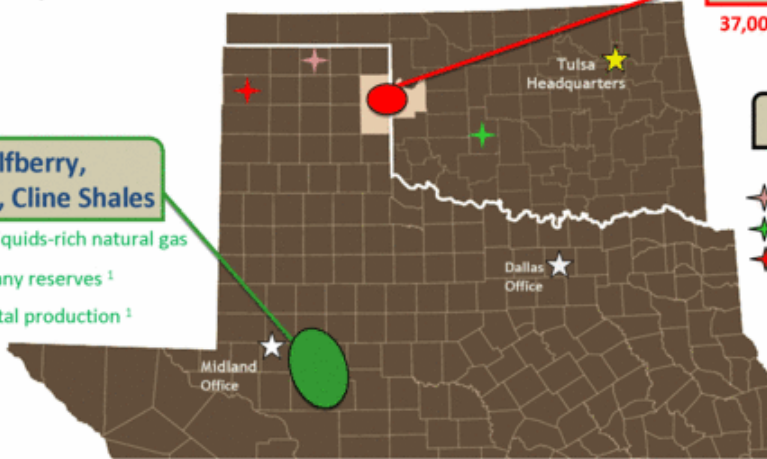
### Anadarko: Granite Wash

37,000 net acres <sup>2</sup>, Liquids-rich natural gas

### Permian: Vertical Wolfberry, Horizontal Wolfcamp, Cline Shales

196,000 net acres <sup>2</sup>, Oil and liquids-rich natural gas

- ~65% of total company reserves <sup>1</sup>
- ~67% of Q3-2012 total production <sup>1</sup>



### Other Areas / New Ventures

191,000 net acres <sup>2</sup>

- Central Texas Panhandle – 45,000 net acres <sup>2</sup>
- Eastern Anadarko Basin – 25,000 net acres <sup>2</sup>
- Dalhart Basin – 102,000 net acres <sup>2</sup>
- Other – 19,000 net acres <sup>2</sup>

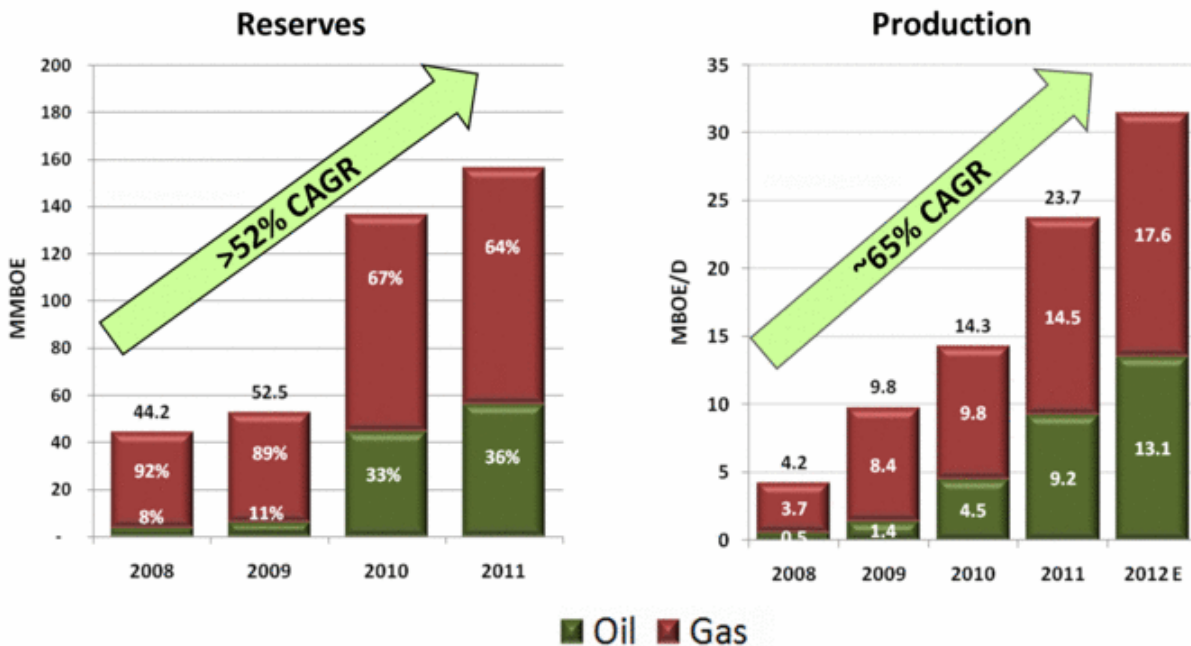


<sup>1</sup> Production and reserves reported on a two-stream basis. Reserves are gas price adjusted to reflect NGL benefit. Proved reserves per Ryder Scott evaluation at 12/31/11, at SEC pricing.  
<sup>2</sup> Acreage figures rounded as of 9/30/12

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## Consistent Growth in Reserves and Production

*Permian oil is driving repeatable growth*



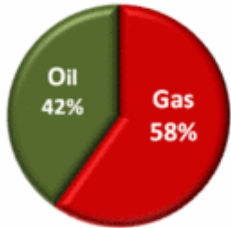
Reserves reported on a two-stream basis with gas price adjusted to reflect NGL benefit; per Ryder Scott evaluation at 12/31/11, at SEC pricing.  
 Production data includes production from Broad Oak Energy, Inc. on a combined basis and presented on a two-stream basis  
 CAGR in MBOE/D production from 2008 through midpoint of projected 2012

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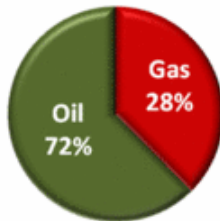
## Two-Stream vs. Three-Stream

*Laredo reports on a two-stream basis to match its ownership in the production*

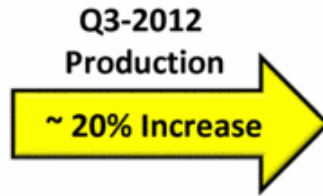
### Two-Stream



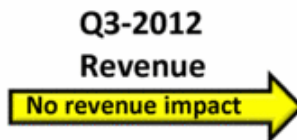
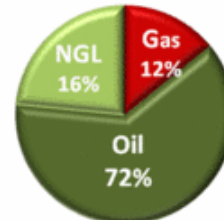
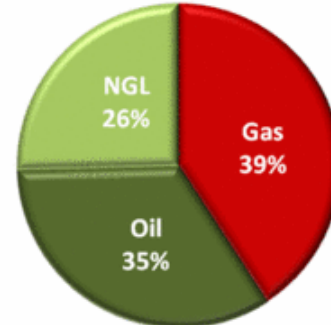
Q3-2012 Production:  
30,835 BOE/D



Q3-2012 Revenue:  
\$144.7 million

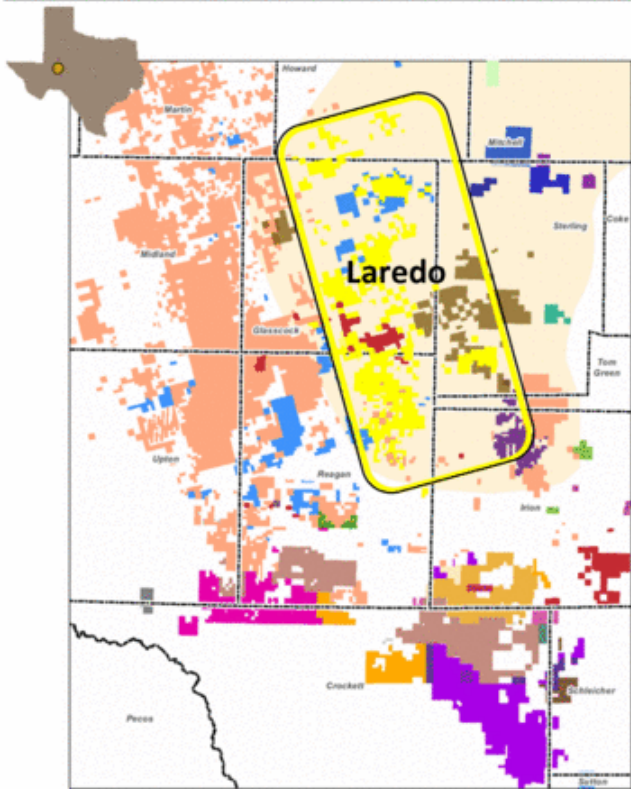


### Three-Stream

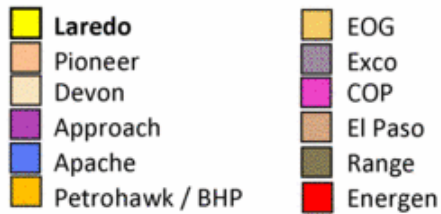


Pricing Impact	Gas
Q3 -2012 Avg. LPI realizations	\$4.12
Q3-2012 Avg. NYMEX Henry Hub	\$2.80
Benefit to LPI	+47%

# Permian Basin: Garden City Core Area

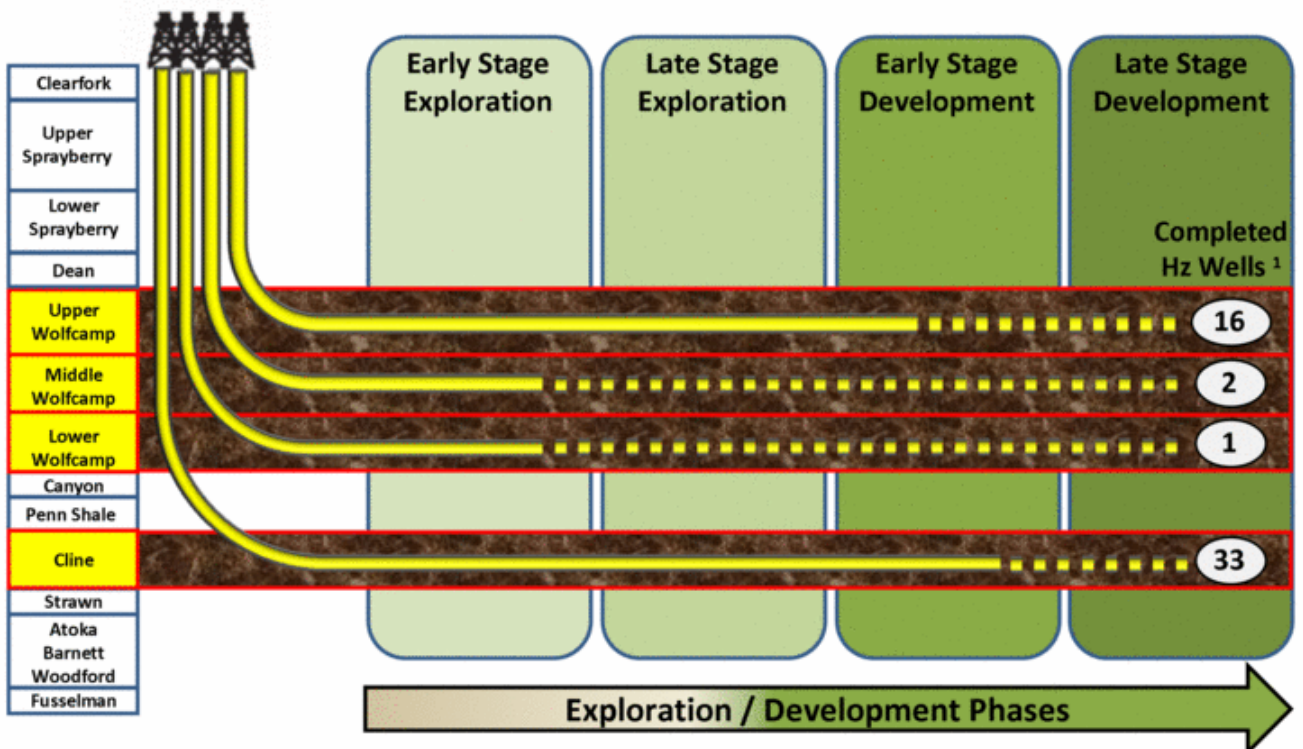


- ~142,000 net acres in Glasscock, Reagan, Howard and Sterling counties; >325 sections
- Ongoing vertical program
- Multiple horizontal targets, each now with proven production:
  - Cline shale
  - Upper Wolfcamp shale
  - Middle Wolfcamp shale
  - Lower Wolfcamp shale
- Six vertical rigs and four horizontal rigs operating
- ~ 92% average working interest; ~ 24% average royalty



# Permian Basin: Recognizing the Potential

*>1,300 feet of combined potential pay thickness!*

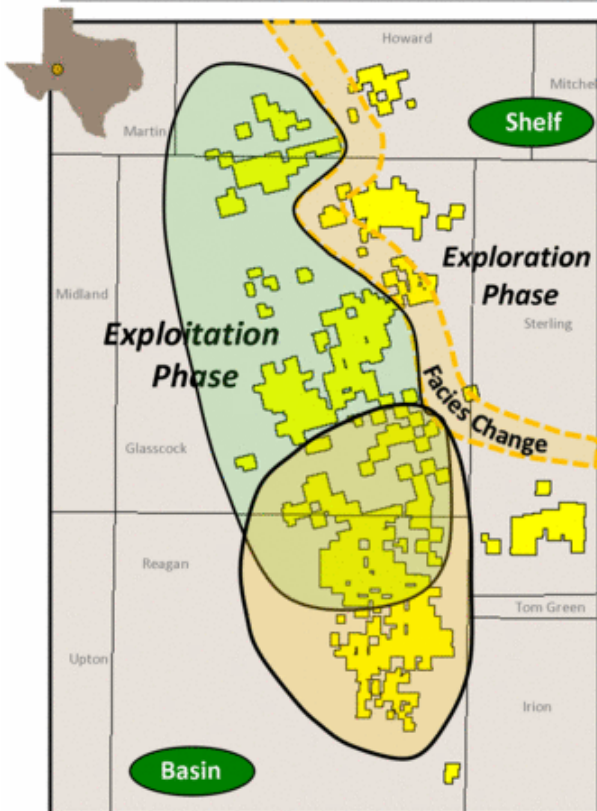


# Laredo's Four Shale Plays Compared to Other Top Shale Plays

## Permian-Garden City's multi-zone, stacked horizontal potential

	Laredo Permian Shales					Other Industry Shales		
	Wolfcamp				Cline	Barnett Oil		
	Upper	Middle	Lower	Midland		Bakken	Combo	Eagle Ford
Basin	Midland	Midland	Midland	Midland	Midland	Williston	Fort Worth	South Texas
Age	Permian	Permian	Permian	Penns.	Permian & Penns.	L. Dev./ E. Miss.	Mississippian	Cretaceous
Depth (ft)	7,000 - 7,500	7,300 - 7,900	7,900 - 8,500	9,000 - 9,500	7,000 - 9,500	8,000 - 10,500	6,500 - 8,500	7,000 - 12,000
Average thickness (ft)	300 - 400	400 - 500	475 - 575	200 - 350	1,375 - 1,825	10 - 120	150 - 600	150 - 300
TOC (%)	2.0 - 9.0	2.0 - 5.0	2.0 - 5.0	2.0 - 7.5	2.0 - 9.0	5.0 - 20.0	3.0 - 7.0	2.0 - 6.5
Thermal maturity (% RSO)	0.7 - 0.8	0.8 - 0.9	0.8 - 0.9	0.85 - 1.1	0.7 - 1.1	0.5 - 1.0	0.8 - 1.7	0.8 - 1.4
Total porosity (%)	5.0 - 7.0	3.0 - 12.0	3.0 - 12.0	3.0 - 12.0	3.0 - 12.0	3.0 - 12.0	4.0 - 6.0	5.0 - 12.0
Pressure gradient (psi/ft)	0.45 - 0.50	0.45 - 0.50	0.45 - 0.50	0.55 - 0.65	0.45 - 0.65	0.60 - 0.80	0.45 - 0.53	0.55 - 0.65
OOIP (MMBOE/Section)	25 - 45	25 - 40	20 - 30	25 - 40	95 - 155	5 - 10	10 - 20	25 - 55

## Permian-Garden City: What We Have Done to Date



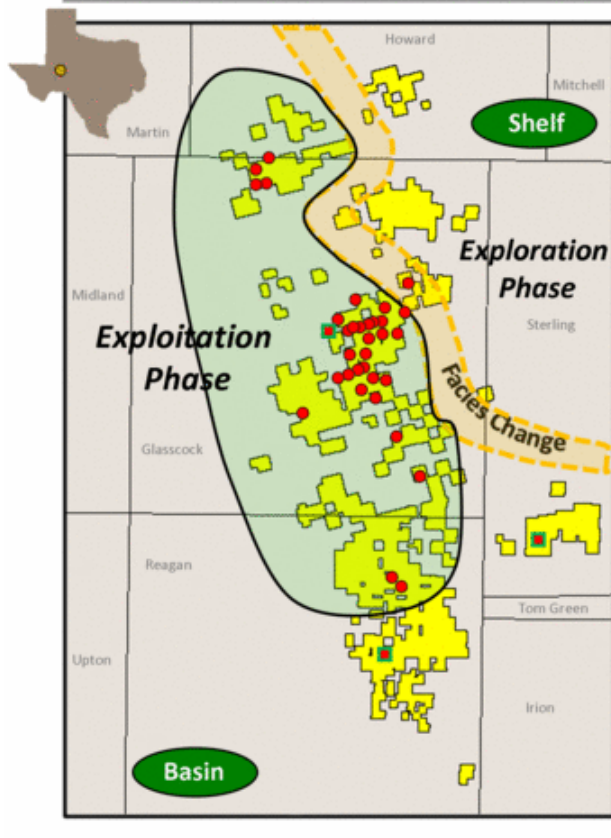
*De-risked ~70,000 and ~60,000 net acres for Hz Cline & Upper Wolfcamp development, respectively*

- Completed 54 gross horizontal wells on acreage<sup>1</sup>
  - 33 Cline wells
  - 16 Upper Wolfcamp wells
  - 2 Middle and 1 Lower Wolfcamp and 2 Strawn wells
- Drilled >700 gross vertical wells
- Identified a large inventory of repeatable, economic development locations

**Approximate de-risked acreage areas**  
 ○ Cline: ~70,000 net acres  
 ○ Upper Wolfcamp: ~ 60,000 net acres  
 ■ LPI acreage



## Permian-Garden City: Cline Shale

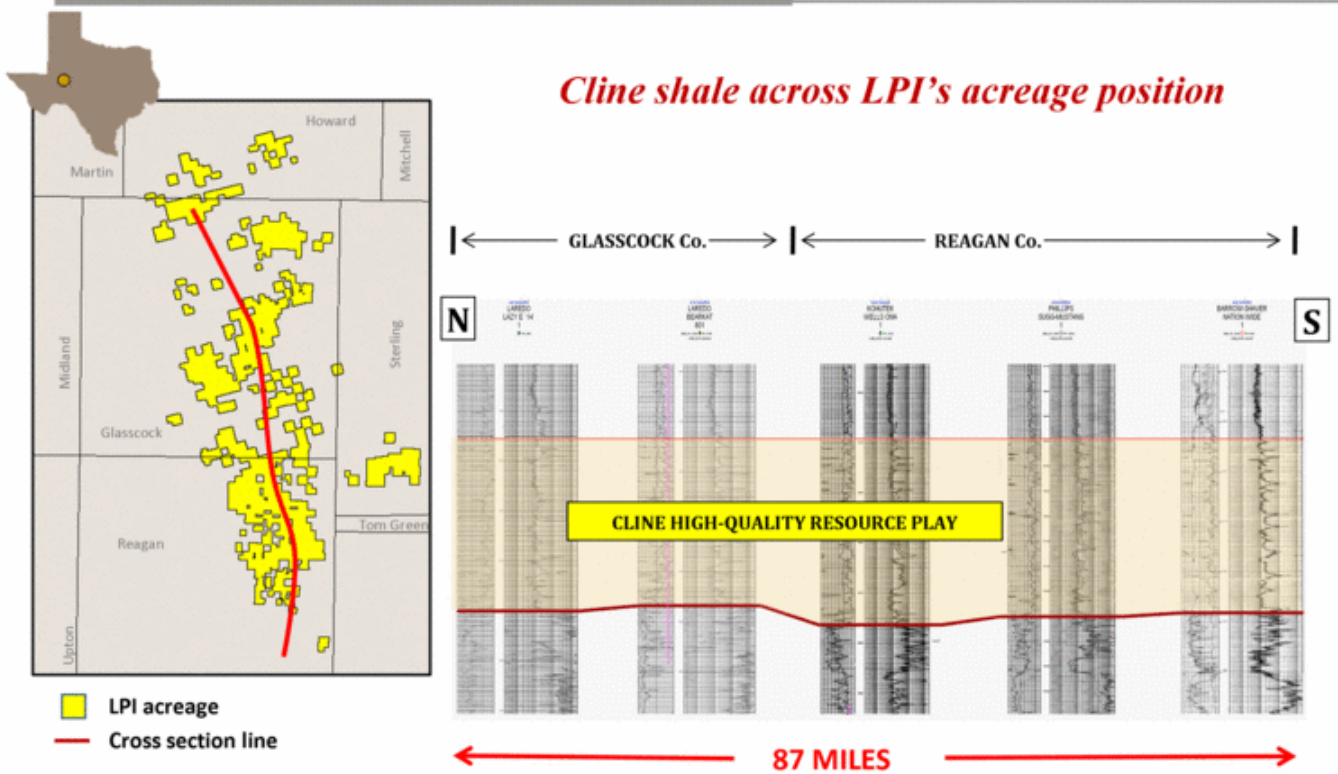


### *De-risked ~70,000 net acres for Hz Cline development*

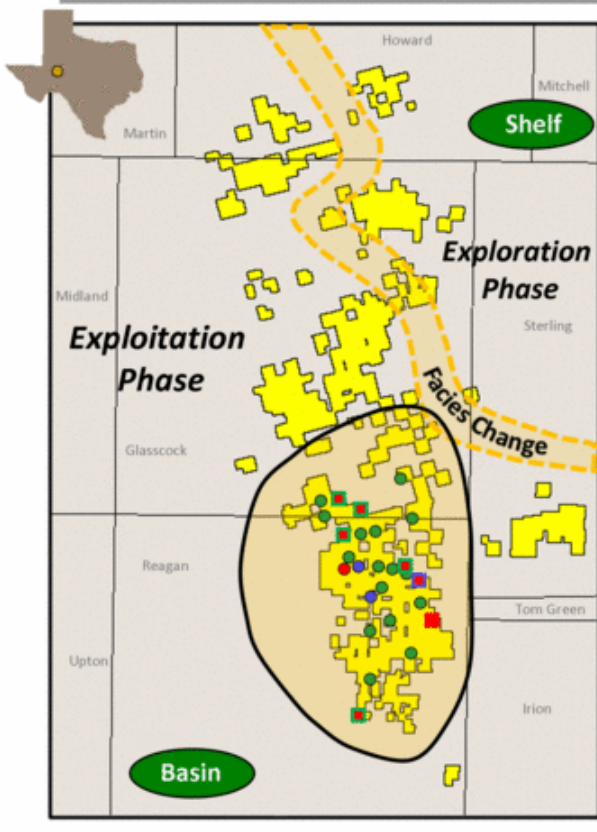
- Completed 33 Hz Cline wells <sup>1</sup>
- Optimizing wells; increasing lateral lengths
  - Up to 7,500 feet
  - Up to 28 stages of fracture stimulation
- Expect to spud three additional Hz wells during 4<sup>th</sup> quarter of 2012
- Activity concentrated west and south of the facies change

- Cline area de-risked for development
- Cline Hz well
- 4Q-'12 scheduled Cline Hz well
- LPI acreage

# Permian Basin-Garden City: Regional Cline Cross Section



# Permian-Garden City: Wolfcamp Shale – Three Zones

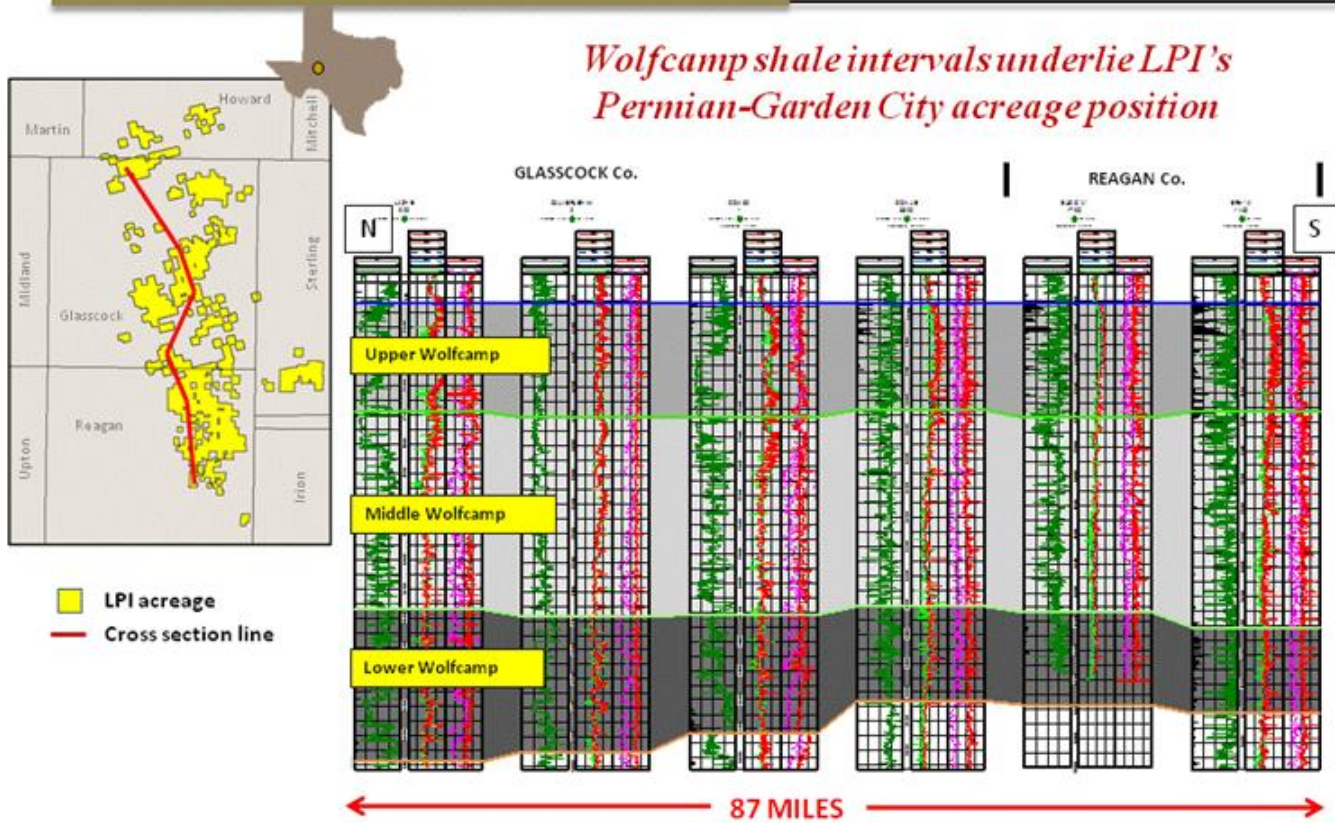


*De-risked ~60,000 net acres for Hz Upper Wolfcamp development*

- Completed 19 Hz Wolfcamp wells <sup>1</sup>
  - 16 Upper Wolfcamp
  - 2 Middle Wolfcamp
  - 1 Lower Wolfcamp
- Expect to spud seven additional Hz Wolfcamp wells during 4<sup>th</sup> quarter of 2012
  - 5 Upper Wolfcamp
  - 1 Middle Wolfcamp
  - 1 Lower Wolfcamp

<sup>1</sup> Well counts as of 10/31/12

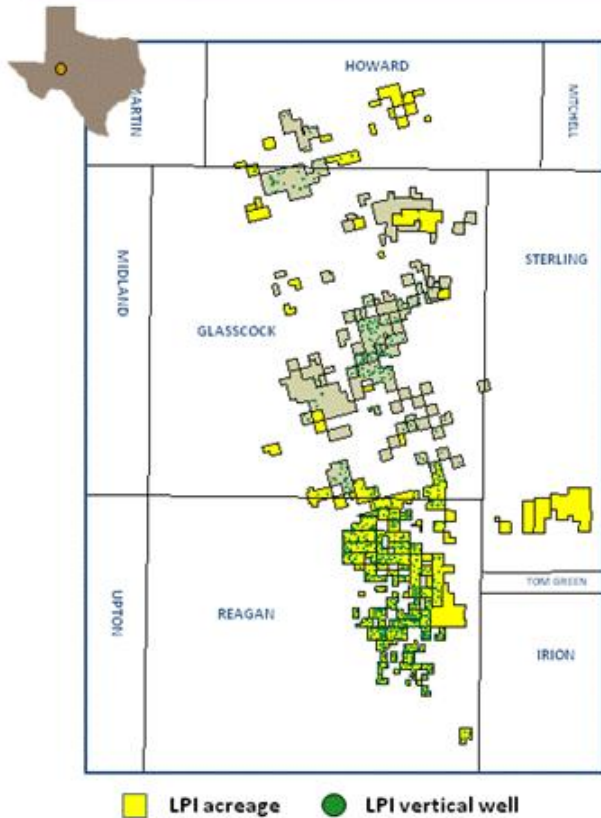
# Permian-Garden City: Regional Wolfcamp Cross Section



## 2012 Horizontal Drilling Results

	Well	Lateral Length <i>Feet</i>	Frac Stages	30-Day IP <i>BOEPD</i>	
<b>Cline</b>	Cox Bundy 16 #3H	4,382	15	756	} Average of 30 BOEPD/stage
	Calverley 4 #5H	3,986	15	653	
	Bearkat #904H	4,807	19	615	
	Sugg-A-142-1H	6,790	25	607	
	Lazy E #1402H	7,054	26	570	
	Cox 32 #5H	3,848	15	543	
	Guthrie Trust A #1906H	4,068	12	509	
	Calverley 40 #5H	3,816	15	400	
	Moore 25 #6H	3,968	15	325	
	East Boxcar 48 #4H	3,824	15	325	
	Lynda 41 #3H	3,632	15	191	
<b>Upper Wolfcamp</b>	Sugg A 157 1H	6,128	23	909	} Average of 30 BOEPD/stage
	Bodine A 174 1H	3,937	15	750	
	Sugg-B-162-1HU	6,648	25	748	
	Sugg-A-1420H	5,972	22	693	
	Yellow Rose 40 #6H	3,798	15	606	
	Sugg-B-109-1H	7,473	28	517	
	SRH-A-9-1H	6,935	26	486	
	Sugg-B-133-1HU	6,841	25	466	
	Sugg B 131 1H	3,700	14	430	
	Lacy Creek 34 #3H	3,656	15	427	
	Barbee-B-2-1H	6,664	10	269	
<b>Middle Wolfcamp</b>	Sugg-A-183-1HM	6,930	26	924	} Average of 36 BOEPD/stage
<b>Lower Wolfcamp</b>	Sugg-A-183-2HL	6,933	26	715	} Average of 28 BOEPD/stage

## Permian Basin-Garden City: Vertical Wolfberry






*Solid economics with significant  
downspacing potential*

- LPI has >700 gross vertical wells to date
- Large inventory of repeatable, economic development locations
- Well density of ~200 acres per well
- Provides a technical and economic foundation for defining additional upside of horizontal shale drilling programs
- Six vertical rigs operating

# LPI Permian Takeaway Capacity



-  Existing Refinery
-  Existing Pipelines
-  New Pipelines and Additions

## Existing Takeaway (MBOPD)

Total Refineries	410
Total Oil Pipelines	770
<b>Total Existing Capacity</b>	<b>1,180</b>

## Expansion Capacity (MBOPD)

	Capacity	Completion Date
Longhorn Reversal (Phase I)	75	1Q13
Permian Express I	90	1Q13
Longhorn Reversal (Phase II)	150	2Q13
Permian Express I (expansion)	60	3Q13
BridgeTex Crude Oil Pipeline	278	2Q14
Permian Express II	200	3Q14
<b>Total Expansion Capacity</b>	<b>853</b>	

## Total Takeaway Capacity 2H14

2,033

## LPI Firm Capacity

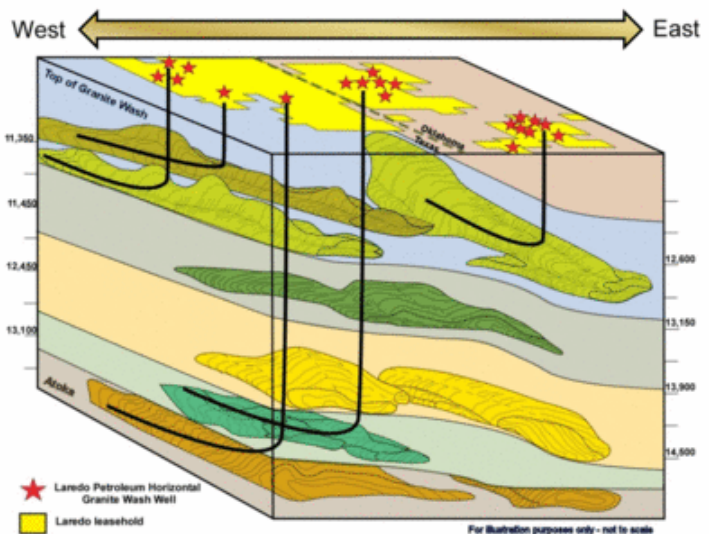
10,000 BOPD on Longhorn  
10,000 BOPD on BridgeTex

# Anadarko Granite Wash: Multiple Porosity Trends



- Land position consists of 54,000 gross; 37,000 net acres <sup>1</sup>
- Drilled and completed >20 horizontal Granite Wash wells in the play <sup>2</sup>
- Approximately 100 potential horizontal Granite Wash locations identified
- Horizontal well locations technically defined by geology and reservoir characteristics
- Majority of the Laredo Granite Wash program will have two horizontal wells or less per zone per section
- Our average well performance continues to meet or exceed expectations

*Stacked, liquids-rich porosity trends extend across Laredo's acreage*



Detailed geological mapping and engineering have resulted in high ROR, high-rate completions

## 2012 Guidance

- Annual production >11.2 MMBOE
- Capital expenditures of approximately \$900 million (excluding acquisitions)

### Q4-2012 Guidance

#### Price Realizations (pre-hedge, two-stream basis, % of NYMEX):

Crude oil	90% - 94%
Natural gas, including natural gas liquids	140% - 150%

#### Operating Costs & Expenses

Lease operating expenses (\$/BOE)	\$5.50 - \$6.00
Production taxes (% of oil and natural gas revenues)	7.5%
General and administrative expenses (\$/BOE)	\$5.75 - \$6.25
Depreciation, depletion and amortization (\$/BOE)	\$22.00 - \$23.00

## Focused Capital Program



*Approximately 86% of 2012 drilling capital directed to Hz Wolfcamp, Hz Cline and vertical Wolfberry shales*

#### Drilling Capital Plan Summary

- Currently 14 operated rigs
  - Permian
    - 4 horizontal
    - 6 vertical
  - Anadarko Granite Wash
    - 3 horizontal
  - New Ventures
    - 1 horizontal
- Exit 2012 with approximately the same operated rig count

## Strong Financial & Liquidity Profile

- Liquidity position of >\$750 Million
- No near-term debt maturities:
  - 2016 (Revolver)
  - 2019 (9.5% Notes)
  - 2022 (7.375% Notes)
- Borrowing base increased to \$825 MM  
(Effective 11/7/12)
- Borrowings of \$135 MM drawn as of 11/13/12
- Debt Ratings (Moody's / S&P):
  - Corporate = B1 / B+
  - Notes = B3 / B-

### Liquidity and Capitalization (\$ millions)

9/30/2012

Cash and marketable securities	\$29
Current Borrowing Base <sup>1</sup>	785
Borrowings <sup>2</sup>	(50)
<b>Liquidity</b>	<b>764</b>
<b>Long Term Debt</b>	
Senior Revolving Credit Facility due 2016 <sup>2</sup>	\$50
9.5% Senior Notes due 2019	552
7.375% Senior Notes due 2022	500
<b>Total Long Term Debt</b>	<b>1,102</b>
<b>Stockholders' Equity</b>	
	817
<b>Total Book Capitalization</b>	<b>\$1,919</b>
<b>Financial Debt Ratios</b>	
<b>Debt / Adj. EBITDA<sup>3</sup></b>	<b>2.4x</b>
<b>Debt / Proved Reserves (\$/Boe)<sup>4</sup></b>	<b>\$7.04</b>
<b>Debt / Total Book Capitalization</b>	<b>57%</b>

<sup>1</sup> Borrowing base increased from \$785 MM to \$825 MM effective 11/7/2012

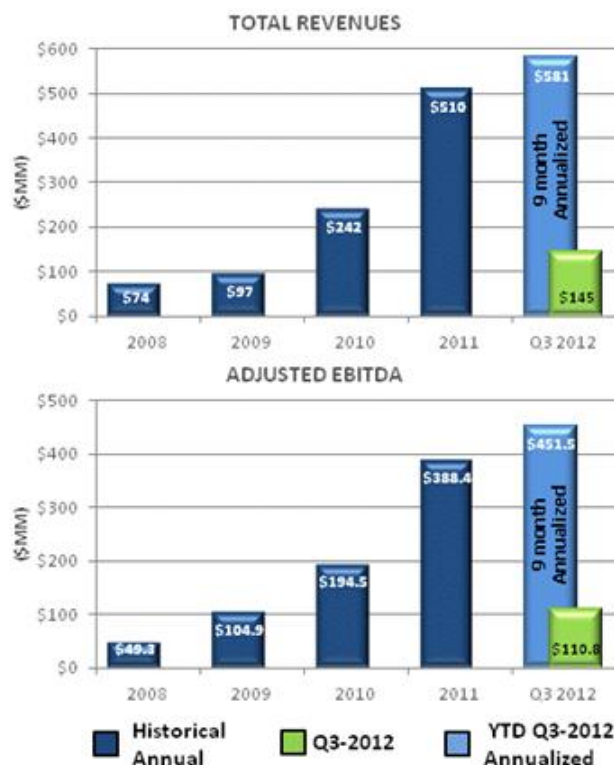
<sup>2</sup> Current borrowings of \$135 MM as of 11/13/2012

<sup>3</sup> First nine months of 2012 adjusted EBITDA annualized, see appendix for a reconciliation

<sup>4</sup> Proved reserves per Ryder Scott evaluation at 12/31/11, at SEC pricing

## Ability to Continue Consistent Growth

- **Funding flexibility for 2012 and beyond**
  - Rapidly growing cash flow from operations
  - Revolver expected to continue to grow
  - Proven ability to access multiple capital market sources
  
- **Flexible capital program**
  - 2012 capital program focused on liquids-rich plays
  - Drilling program provides high economic returns



## Hedging: Protect and Stabilize Cash Flows

### Oil Positions As of September 30, 2012

Current Hedge Position	Q4 2012	2013	2014	2015	Total
<b>OIL <sup>(1)</sup></b>					
<b>Puts:</b>					
Hedged Volume (Bbls)	168,000	1,080,000	540,000	456,000	2,244,000
Average price (\$/Bbl)	\$ 65.79	\$ 65.00	\$ 75.00	\$ 75.00	\$ 69.50
<b>Swaps:</b>					
Hedged Volume (Bbls)	183,000	600,000	-	-	783,000
Average price (\$/Bbl)	\$ 93.52	\$ 96.32	-	-	\$ 95.67
<b>Collars:</b>					
Hedged Volume (Bbls)	301,500	768,000	726,000	252,000	2,047,500
Average floor price (\$/Bbl)	\$ 79.50	\$ 79.38	\$ 75.45	\$ 75.00	\$ 77.47
Average ceiling price (\$/Bbl)	\$ 118.09	\$ 121.67	\$ 129.09	\$ 135.00	\$ 125.41
<b>Total Volume with a floor</b>	<b>652,500</b>	<b>2,448,000</b>	<b>1,266,000</b>	<b>708,000</b>	<b>5,074,500</b>
<b>Weighted average floor price</b>	<b>\$ 79.90</b>	<b>\$ 77.19</b>	<b>\$ 75.26</b>	<b>\$ 75.00</b>	<b>\$ 76.75</b>



# Hedging: Protect and Stabilize Cash Flows

## Natural Gas Positions As of September 30, 2012

Current Hedge Position	Q4 2012	2013	2014	2015	Total
<b>NATURAL GAS <sup>(1)</sup></b>					
<b>Puts:</b>					
Hedged Volume (MMBtu)	1,080,000	6,600,000	-	-	7,680,000
Average price (\$/MMBtu)	\$ 5.38	\$ 4.00	\$ -	\$ -	\$ 4.19
<b>Swaps:</b>					
Hedged Volume (MMBtu)	520,000	-	-	-	520,000
Average price (\$/MMBtu)	\$ 5.48	\$ -	\$ -	\$ -	\$ 5.48
<b>Collars:</b>					
Hedged Volume (MMBtu)	1,950,000	16,060,000	18,120,000	15,480,000	51,610,000
Average floor price (\$/MMBtu)	\$ 4.12	\$ 3.42	\$ 3.38	\$ 3.00	\$ 3.31
Average ceiling price (\$/MMBtu)	\$ 5.79	\$ 5.79	\$ 6.09	\$ 6.00	\$ 5.96
<b>Total Volume with a floor</b>	<b>3,550,000</b>	<b>22,660,000</b>	<b>18,120,000</b>	<b>15,480,000</b>	<b>59,810,000</b>
<b>Weighted average floor price <sup>(2)</sup></b>	<b>\$ 5.64</b>	<b>\$ 4.33</b>	<b>\$ 4.10</b>	<b>\$ 3.64</b>	<b>\$ 4.16</b>

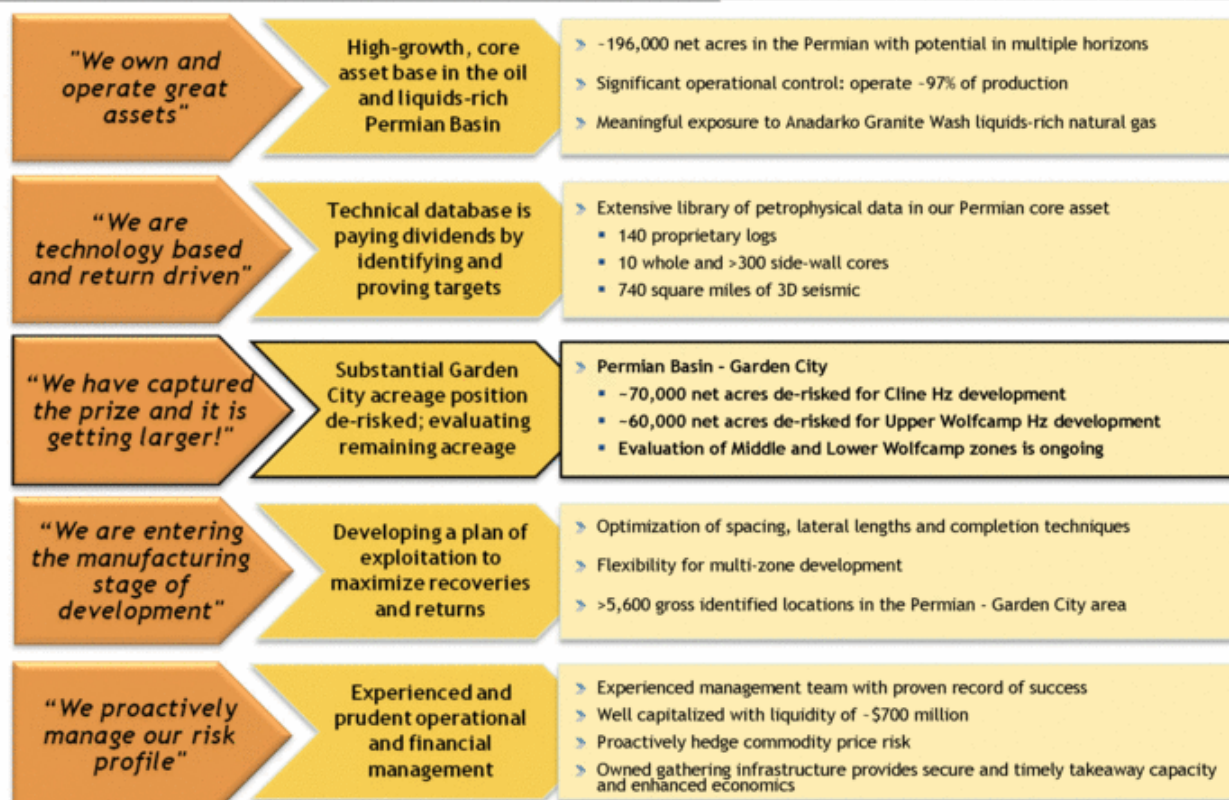


<sup>1</sup> Natural gas derivatives are settled based on NYMEX gas futures, the Northern Natural Gas Co. demarcation price or the Panhandle Eastern Pipe Line spot price of natural gas for the calculation period the basis swap derivatives are settled based on the differential between the NYMEX gas futures and the West Texas WAHA index gas price.

<sup>2</sup> \$/Mcf is converted based upon Company average BTU content of 1,7124; prices include basis swaps

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## Investment Highlights





# Permian Basin: Identified Potential Drilling Locations

**Permian Basin**

PUD Locations in Ryder Scott Report + Additional Identified Potential Drilling Locations (IPD) = Total IPD Locations

WELL TYPE	FORMATION NAME	DEPTH	PUD LOCATIONS <sup>(1)</sup>	+ ADDITIONAL IPD LOCATIONS <sup>(2)</sup>	= TOTAL IPD LOCATIONS	% BOOKED <sup>(3)</sup>
<b>Vertical <sup>(4)</sup></b>						
	Wolfberry	7,500 – 10,000'	849	2,577	3,426	25%
<b>Horizontal <sup>(5)</sup></b>						
	Upper Wolfcamp	7,200 – 7,600'	0	500	500	1%
	Middle Wolfcamp	7,800 – 8,100'	0	800	800	
	Cline	9,000 – 9,500'	23	920	943	
<b>Total Horizontal</b>			23	2,220	2,243	
<b>TOTAL</b>			872	4,797	5,669	

■ Development Phase  
■ Evaluation Phase  
■ Development/Evaluation Phase

As of 12/31/11

<sup>1</sup> PUD Locations as identified in third-party reserve report prepared by Ryder Scott for 12/31/11

<sup>2</sup> IPD Locations are recognized based on a combination of available geological, production and engineering data

<sup>3</sup> Booked % represents PUD Locations as a proportion of Total IPD Locations

<sup>4</sup> Vertical wells assume 40-acre spacing

<sup>5</sup> Horizontal wells assume 160-acre spacing and 4,000-foot laterals

# Anadarko Granite Wash: Identified Potential Drilling Locations

**Anadarko Locations**

PUD Locations in Ryder Scott Report + Additional Identified Potential Drilling Locations (IPD) = Total IPD Locations

WELL TYPE	FORMATION NAME	DEPTH	PUD LOCATIONS <sup>(1)</sup>	+ ADDITIONAL IPD LOCATIONS <sup>(2)</sup>	= TOTAL IPD LOCATIONS	% BOOKED <sup>(3)</sup>
<b>Vertical <sup>(4)</sup></b>						
	Granite Wash	13,800'	203	34	237	86%
<b>Horizontal <sup>(5)</sup></b>						
	Granite Wash	11,800 – 13,100'	4	94	98	4%
<b>TOTAL</b>			207	128	335	

■ Development Phase  
■ Development/Evaluation Phase

As of 12/31/11

<sup>1</sup> PUD Locations as identified in third-party reserve report prepared by Ryder Scott for 12/31/11

<sup>2</sup> IPD Locations are recognized based on a combination of available geological, production and engineering data

<sup>3</sup> Booked % represents PUD Locations as a proportion of Total IPD Locations

<sup>4</sup> Locations assume 40-acre spacing for the Granite Wash Vertical Program

<sup>5</sup> The majority of the technically identified horizontal locations have two or less wells/zone/section and assumes 4,000-foot laterals

## Historical Financial & Operating Data

\$ millions, except per unit data

	2010	2011	Q1 2012	Q2 2012	Q3 2012
<b>Key data:</b>					
Realized oil price (\$/Bbl) <sup>1</sup>	\$77.26	\$88.62	\$95.37	\$85.45	\$86.58
Realized natural gas price (\$/Mcf) <sup>1</sup>	\$6.32	\$6.67	\$5.84	\$4.85	\$4.82
<b>Average daily production (Boe/D)</b>	<b>14,278</b>	<b>23,709</b>	<b>27,995</b>	<b>31,385</b>	<b>30,835</b>
<b>Adjusted EBITDA<sup>2</sup></b>	<b>\$194.5</b>	<b>\$388.4</b>	<b>\$113.9</b>	<b>\$113.9</b>	<b>\$110.8</b>
Capital expenditures	(\$460.5)	(\$706.8)	(\$252.2)	(\$233.6)	(\$251.0)
<b>Per unit metrics (\$/Boe):</b>					
Lease operating expenses	\$4.16	\$5.00	\$5.88	\$5.48	\$5.84
Production & ad valorem taxes	\$3.01	\$3.70	\$3.50	\$2.56	\$4.26
Depreciation, depletion and amortization	\$18.69	\$20.38	\$20.22	\$21.25	\$22.53
General & administrative	\$5.93	\$5.90	\$6.00	\$5.05	\$5.01



<sup>1</sup> Prices include realized hedge revenue  
<sup>2</sup> See following slide for a reconciliation of adjusted EBITDA

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## Adjusted EBITDA Reconciliation

(\$ thousands, unaudited)

	2010	2011	Q1 2012	Q2 2012	Q3 2012
Net income (loss)	86,248	105,554	26,235	30,975	(7,384)
Plus:					
Interest expense	18,482	50,580	14,684	21,674	24,423
Depreciation, depletion & amortization	97,411	176,366	51,523	60,697	63,925
Impairment of long-lived assets	–	243	–	–	–
Write-off of deferred loan costs	–	6,195	–	–	–
Loss on disposal of assets	30	40	–	8	1
Unrealized losses (gains) on derivative financial instruments	11,648	(20,890)	3,334	(20,263)	31,150
Realized losses on interest rate derivatives	5,238	4,873	1,103	835	84
Non-cash equity-based compensation	1,257	6,111	2,247	2,588	2,767
Income tax expense (benefit)	(25,812)	59,374	14,757	17,424	(4,154)
<b>Adjusted EBITDA</b>	<b>\$194,502</b>	<b>\$388,446</b>	<b>\$113,883</b>	<b>\$113,938</b>	<b>\$110,812</b>



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