ARENA RESOURCES INC
Form 10QSB
May 17, 2004

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-QSB

(Mark One)

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

For the Quarterly Period Ended March 31, 2004

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANCE 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

73-1596109

(State or other jurisdiction of

(I.R.S. Employer

Incorporation or organization)

Identification No.)

4920 South Lewis Street, Suite 107

Tulsa, Oklahoma 74105

(Address of principal executive officers)

(918) 747-6060

(Issuer s telephone number)

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

As of May 10, 2004, the Company had outstanding 7,192,097 shares of common stock ($0.001 par value).

Transitional Small Business Disclosure Format (check one): Yes ____

No __X__

1

actions wi

INDEX

Arena Resources, Inc.

For the Quarter Ended March 31, 2004

Part I Financial Information

Item I. Financial Statements:

The condensed 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 financial position of the Company and the results of its operations and its cash flows have been made. The results of its operations and its cash flows for the three months ended March 31, 2004 are not necessarily indicative of the results to be expected for the year ending December 31, 2004.

3

ARENA RESOURCES, INC.

CONDENSED BALANCE SHEETS

(UNAUDITED)

	Pro Forma March 31, 2004 - Note 1	March 31, 2004	December 31, 2003
ASSETS			

Current Assets			
Cash	$ 1,238,282	$ 1,238,282	$ 1,076,676
Account receivable	424,515	611,820	388,910
Short-term investments	25,234	25,234	25,234
Prepaid expenses	72,342	72,342	28,935
Total Current Assets	1,760,373	1,947,678	1,519,755
Property and Equipment, Using Full Cost Accounting			
Oil and gas properties subject to amortization	18,989,557	18,989,557	8,463,400
Drilling advances	244,795	244,795	351,000
Equipment	48,480	48,480	48,480
Office equipment	36,424	36,424	18,978
Total Property and Equipment	19,319,256	19,319,256	8,881,858
Less: Accumulated depreciation and amortization	(631,202)	(631,202)	(513,754)
Net Property and Equipment	18,688,054	18,688,054	8,368,104
Deferred Offering Costs	245,660	245,660	130,872
Total Assets	$ 20,694,087	$ 20,881,392	$ 10,018,731
LIABILITIES AND STOCKHOLDERS' EQUITY			
Current Liabilities			
Accounts payable	$ 194,366	$ 374,642	$ 229,522
Accrued liabilities	71,413	71,413	18,440
Put option	2,905	2,905	2,905
Short-term note payable	2,000,000	10,015,469	-
Total Current Liabilities	2,268,684	10,464,429	250,867
Long-Term Liabilities			
Notes payable	8,008,440	-	-
Notes payable to related parties	400,000	400,000	400,000
Asset retirement liability	652,180	652,180	607,200
Deferred income taxes	885,736	885,736	671,765

Total Long-Term Liabilities	9,946,356	1,937,916	1,678,965
Stockholders' Equity			
Preferred stock - $0.001 par value; 10,000,000 shares authorized; no shares issued or outstanding	-	-	-
Common stock - $0.001 par value; 100,000,000 shares authorized; 7,167,097 shares and 7,162,097 shares outstanding, respectively	7,167	7,167	7,162
Additional paid-in capital	7,019,494	7,019,494	6,994,925
Options and warrants outstanding	810,340	810,340	813,164
Retained earnings	642,046	642,046	273,648
Total Stockholders' Equity	8,479,047	8,479,047	8,088,899
Total Liabilities and Stockholders' Equity	$ 20,694,087	$ 20,881,392	$ 10,018,731

4

See the accompanying notes to unaudited condensed financial statements.

ARENA RESOURCES, INC.

CONDENSED STATEMENTS OF OPERATIONS

(UNAUDITED)

For the Three Months Ended March 31,	2004	2003
Oil and Gas Revenues	$ 1,409,719	$ 807,021
Costs and Operating Expenses		
Oil and gas production costs	409,333	242,071
Oil and gas production taxes	100,721	53,950
Depreciation, depletion and amortization	117,448	51,091
General and administrative expense	178,202	143,631
Total Costs and Operating Expenses	805,704	490,743
Other Income (Expense)		
Gain from change in fair value of put options	-	4,775
Accretion expense	(12,532)	(4,782)
Interest expense	(9,114)	(9,863)
Net Other Expense	(21,646)	(9,870)
Income Before Provision for Income Taxes and Cumulative Effect of Change in Accounting Principle	582,369	306,408
Provision for Deferred Income Taxes	213,971	114,289
Income Before Cumulative Effect of Change in Accounting Principle	368,398	192,119
Cumulative Effect of Change in Accounting Principle	-	(11,813)
Net Income	$ 368,398	$ 180,306
Basic Income Per Common Share		
Before cumulative effect of change in accounting principle	$ 0.05	$ 0.03
Net Income	0.05	0.03
Diluted Income Per Common Share		
Before cumulative effect of change in accounting principle	$ 0.05	$ 0.03
Net Income	0.05	0.03

See the accompanying notes to unaudited condensed financial statements.

ARENA RESOURCES, INC.

CONDENSED STATEMENTS OF CASH FLOWS

(UNAUDITED)

For the Three Months Ended March 31,	**2004**	**2003**
Cash Flows From Operating Activities		
Net income	$ 368,398	$ 180,306
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation, depletion and amortization	117,448	51,091
Gain from change in fair value of put option	-	(4,776)
Cumulative effect of change in accounting principle	-	11,813
Accretion of discounted liabilities	12,352	4,782
Changes in assets and liabilities:		
Accounts receivable	(222,911)	(5,454)
Inventory of purchased oil and gas	43,870	-
Prepaid expenses	(43,407)	(1,000)
Accounts payable and accrued liabilities	198,093	(72,784)
Deferred income taxes	213,971	114,287
Net Cash Provided by Operating Activities	687,814	278,265

Cash Flows from Investing Activities		
Purchase of oil and gas properties	(415,724)	(153,715)
Purchase of office equipment	(17,446)	-
Net Cash Used in Investing Activities	(433,170)	(153,715)
Cash Flows From Financing Activities		
Proceeds from issuance of common stock and warrants, net of offering costs	(114,788)	183,739
Proceeds from exercise of warrants	21,750	-
Collection of common stock subscription receivable	-	157,500
Payment of accrued dividends to preferred stockholders	-	(46,384)
Net Cash Provided by (Used in) Financing Activities	(93,038)	294,855
Net Increase in Cash	161,606	419,405
Cash at Beginning of Period	1,076,676	796,915
Cash at End of Period	$ 1,238,282	$ 1,216,320
Supplemental Cash Flows Information		
Cash paid for interest	$ 9,863	$ 9,866
Non-Cash Investing and Financing Activities		
Assets were acquired in exchange for liabilities incurred as follows:		
Oil and gas inventory purchased	$ 43,870	$ -
Oil and gas properties subject to amortization	10,004,047	-
Total Liabilities Incurred	$ 10,047,917	$ -

6

See the accompanying notes to unaudited condensed financial statements.

ARENA RESOURCES, INC.

NOTES TO UNAUDITED CONDENSED FINANCIAL STATEMENTS

MARCH 31, 2004

NOTE 1 BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES

Condensed Financial Statements The accompanying condensed 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-KSB as of December 31, 2003. The financial position and results of operations for the three months ended March 31, 2004 are not necessarily indicative of the results to be expected for the full year ending December 31, 2004.

Nature of Operations 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.

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.

Pro Forma Balance Sheet At March 31, 2004, the Company owed $10,008,440 of accounts payable and a short-term note, net of accounts receivable, in connection with the acquisition of an interest in the East Hobbs San Andres Property mineral lease, as more fully described in Note 3, and in connection with the operation of this property during March 2004. In order to facilitate the closing of the acquisition, on May 7, 2004, the Company borrowed $8,008,440 under the terms of a long-term revolving credit facility and borrowed $2,000,000 under the terms of a short-term bridge financing arrangement; the terms of which are both described in Note 4. The accompanying pro forma condensed balance sheet as of March 31, 2004 has been prepared to present the estimated effects of these financing transactions on the financial position of the Company as if they had occurred on March 31, 2004.

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 quarterly. If the results of an assessment indicate that the properties are impaired, the amount of the impairment is added to the capitalized costs to be amortized. Amortization expense for the three months ended March 31, 2004 was $117,448 based on depletion at the rate of $2.71 per barrel of oil equivalent compared to $51,091 based on depletion at the rate of $1.88 per barrel of oil equivalent for the three months ended March 31, 2003. These amounts include $3,299 and $2,376 of depreciation on equipment during the three months ended March 31, 2004 and 2003, respectively.

ARENA RESOURCES, INC.

NOTES TO UNAUDITED CONDENSED FINANCIAL STATEMENTS

MARCH 31, 2004

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 in connection with properties in which the Company holds an ownership interest.

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.

Concentration of Credit Risk and Major Customer The Company currently has cash in excess of federally insured limits at March 31, 2004. During the three months ended March 31, 2004, sales to three customers represented 41%, 31% and 15% of total sales, respectively. At March 31, 2004, these three customers made up 39%, 29% and 15% of accounts receivable, respectively.

Stock-Based Employee Compensation The Company applies the recognition and measurement principles of Accounting Principles Board Opinion No. 25, *Accounting for Stock Issued to Employees* (APB 25) and related interpretations in accounting for its stock-based compensation awards to employees. Under APB 25, no stock-based compensation expense was charged to earnings, as all options granted had an exercise price equal to or greater than the adjusted fair value of the underlying common stock on the grant date.

Alternately, Statement on Financial Accounting Standards No. 123, *Accounting for Stock-Based Compensation* (SFAS No. 123), allows companies to recognize compensation expense over the related service period based on the grant date fair value of the stock option awards. The following table illustrates the effect on net income and basic and diluted income per common share if the Company had applied the fair value recognition provisions of SFAS No. 123 to stock-based employee compensation:

For the Three Months Ended March 31,	**2004**	**2003**
Net income, as reported	$ 368,398	$ 180,306
Deduct: Total stock-based employee compensation expense determined under the fair value based method for all awards, net of related tax effects	(127,099)	-
Pro Forma Net Income	$ 241,299	$ 180,306
Income per Common Share		
Basic, as reported	$ 0.05	$ 0.03
Basic, pro forma	0.03	0.03

Diluted, as reported	0.05	0.03
Diluted, pro forma	0.03	0.03

ARENA RESOURCES, INC.

NOTES TO UNAUDITED CONDENSED FINANCIAL STATEMENTS

MARCH 31, 2004

NOTE 2 EARNINGS PER SHARE INFORMATION

For the Three Months Ended March 31,	**2004**	**2003**
Income before cumulative effect of change in accounting principle	$ 368,398	$ 192,119
Cumulative effect of change in accounting principle	-	(11,813)
Net Income	$ 368,398	$ 180,306
Basic Weighted-Average Common Shares Outstanding	7,163,734	6,327,609
Effect of dilutive securities		
Warrants	429,739	133,482
Stock options	258,552	-
Diluted Weighted-Average Common Shares Outstanding	7,852,025	6,461,091
Basic Income Per Common Share		
Income before cumulative effect of change in accounting principle	$ 0.05	$ 0.03
Net income	0.05	0.03
Diluted Income Per Common Share		
Income before cumulative effect of change in accounting principle	$ 0.05	$ 0.03

Net Income	0.05	0.03

NOTE 3 - ACQUISITION OF OIL AND GAS PROPERTIES

East Hobbs Property Interest Acquisition On May 7, 2004, the Company acquired an 82.24% working interest, 67.30% net revenue interest, in the East Hobbs San Andres Property mineral lease (East Hobbs) located in Lea County, New Mexico. The "effective date" of the transaction pursuant to the acquisition agreement was March 1, 2004; therefore, the results of East Hobbs operations are included in the accompanying financial statements from March 1, 2004. East Hobbs is comprised of 20 operating oil and gas wells that were unitized into one lease prior to the acquisition. The Company purchased East Hobbs for its current production and cash flow, as well as for the drilling and secondary recovery opportunities from the property. The aggregate purchase price was $10,015,470, which was paid at closing on May 7, 2004. The acquisition was funded through the use of a credit facility and bridge financing described more fully in Note 4. The purchase price was allocated to the assets acquired and the liabilities incurred as follows:

Inventory of oil and gas purchased	$ 43,870
Oil and gas properties subject to amortization	10,004,047
Total Assets Acquired	$ 10,047,917
Short-term note payable incurred	$ 10,015,470
Asset retirement obligation incurred	32,447
Total Liabilities Incurred	$ 10,047,917

The following pro forma information is presented to reflect the operations of the Company as if the acquisition of East Hobbs had been completed on January 1, 2004 and 2003, respectively:

ARENA RESOURCES, INC.

NOTES TO UNAUDITED CONDENSED FINANCIAL STATEMENTS

MARCH 31, 2004

For the Three Months Ended March 31,	2004	2003
Oil and Gas Revenues	$ 1,813,490	$ 1,481,834
Income from Operations Before Cumulative Effect of Change in Accounting Principle	480,411	399,627
Net Income	480,411	387,814
Basic Income Per Common Share		
Income before cumulative effect of change in accounting principle	$ 0.07	$ 0.06
Net income	0.07	0.06
Diluted Income Per Common Share		
Income before cumulative effect of change in accounting principle	$ 0.06	$ 0.06
Net income	0.06	0.06

NOTE 4 NOTES PAYABLE

On February 3, 2003, the Company established a $10,000,000 revolving credit facility with a bank with an initial borrowing base of $2,000,000. On December 31, 2003, the Company entered into an agreement that increased the revolving credit facility to $20,000,000 and increased the initial borrowing base to $4,000,000. On April 14, 2004, the Company changed financial institutions and thereby canceled this credit facility.

On April 14, 2004, the Company established a new $15,000,000 credit facility from a bank with an $8,500,000 initial borrowing base. Any increases in the borrowing base are subject to written consent by the financial institution. The interest rate is a floating rate equal to the 30, 60 or 90 day LIBOR plus 2.25%, currently 3.42% per annum, and is payable monthly. Annual fees for the facility are 1/8 of one percent of the unused portion of the borrowing base. Amounts borrowed under the revolving credit facility are due in April 2007. The revolving credit facility is secured by the Company s principal mineral interests. In order to obtain the revolving credit facility, loans from two officers were subordinated to the position of the bank. The Company is required under the terms of the credit facility to maintain a tangible net worth of $6,000,000, maintain a 5-to-1 ratio of income before interest, taxes, depreciation, depletion and amortization to interest expense and maintain a current asset to current liability ratio of 1-to-1, not including the $2,000,000 bridge financing arrangement discussed below. On May 7, 2004, tdrew $8,008,440 under this revolving credit facility to fund the acquisition of the East Hobbs San Andres Property interests.. An additional $294,029 is reserved under the revolving credit facility as collateral for standby letters of credit issued to various states.

On April 14, 2004, the Company also entered into to a bridge financing arrangement for $2,000,000 from a bank. On May 7, 2004, the Company borrowed $2,000,000 under the terms of the bridge financing arrangement to fund the acquisition of the East Hobbs San Andres Property interests. The interest rate on the bridge financing arrangement is a floating rate equal to the 30, 60 or 90 day LIBOR plus 2.25%, currently 3.42% per annum, and is payable monthly. The bridge financing arrangement has been guaranteed by two of the Company s officers. Amounts borrowed under the revolving credit facility are due June 30, 2004.

On April 13, 2004, the Board of Directors agreed to an extension of the notes payable from two of its officers to July 1, 2005, under the same terms as the original notes.

10

ARENA RESOURCES, INC.

NOTES TO UNAUDITED CONDENSED FINANCIAL STATEMENTS

MARCH 31, 2004

NOTE 5 ASSET RETIREMENT OBLIGATION

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 three months ended March 31, 2004 is as follows:

Balance, January 1, 2004	$ 607,200
Liabililities incurred	32,447
Accretion expense	12,533

Balance, March 31, 2004	$ 652,180

NOTE 6 - STOCKHOLDERS EQUITY

Warrants exercised During the three months ended March 31, 2004, the Company issued 5,000 shares of common stock from the exercise of warrants. Of the 5,000 warrants, 1,000 had an exercise price of $1.75 per share and 4,000 had an exercise price of $5.00 per share; therefore, the Company received $21,750 from the exercise.

NOTE 7 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 and New Mexico totaling $294,029 to allow the Company to do business in those states. The standby letters of credit are valid through May 2005 and are collateralized by the revolving credit facility with the bank. 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 8 - SUBSEQUENT EVENTS

Subsequent to March 31, 2004, the Company has received $108,750 from exercise of 5,000 warrants that had an exercise price of $1.75 per share and the exercise of 20,000 warrants that had an exercise price of $5.00 per share.

On April 14, 2004, the Company changed financial institutions and established a new revolving credit facility and a bridge financing agreement as of that same date, as further disclosed in Note 4.

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

Results of Operations

For the three months ended March 31, 2004, the Company realized $1,409,719 in revenue, of which $209,320 was attributable to March production from the East Hobbs, compared to $807,021 in revenue for the same period in 2003. Income before accrual for deferred income taxes for the three months ended March 31, 2004 was $582,369, of which $74,131 was attributable to March production from the East Hobbs, compared to $306,408 for the same period in 2003. Net income attributable to common shares was $368,398, of which $49,668 was attributable to March production from the East Hobbs, for the three months ended March 31, 2004 compared to $180,306 for the same period in 2003.

Oil and gas production costs for the three months ended March 31, 2004 were $409,333, of which $93,044 was attributable to March operations of the East Hobbs, compared to $242,071 for the same period in 2003. Production taxes for the three months ended March 31, 2004 were $100,721, of which $22,014 was attributable to March production from the East Hobbs, compared to $53,950 for the same period in 2003. Depreciation and depletion for the three months ended March 31, 2004 was $117,448, of which $19,893 was attributable to March production from the East Hobbs, compared to $51,091 for the same period in 2003. General and administrative expenses for the three months ended March 31, 2004 were $178,202, which was not significantly effected by the East Hobbs acquisition, consisting primarily of consulting fees, payroll, salaries and taxes, compared to $143,631 for the same period in 2002, consisting primarily of payroll, salaries and taxes.

Revenues Year to Date by Geographic section

Arena reports its net oil and gas revenues for the year to date as applicable to the following geographic sectors:

OIL

Net Production Volume

Net Revenue

Texas Leases

9,051 BBLS

$ 300,348

Oklahoma Leases

15,827 BBLS

$ 539,576

New Mexico Leases

12,860 BBLS

$ 418,634

GAS

Net Production Volume

Net Revenue

Texas Leases

3,501 MCF $ 10,123

Oklahoma Leases 8,706 MCF

$ 29,766

New Mexico Leases 13,735 MCF

$ 66,996

Arena is also looking at various other oil and gas opportunities, as generally outlined in its earlier periodic reports, in Oklahoma and other geographic areas, but has entered no definitive or binding agreements, except as otherwise reported in this filing.

Significant Subsequent Events occurring after March 31, 2004:

Subsequent to March 31, 2004, the Company has received $108,750 from exercise of 5,000 warrants that had an exercise price of $1.75 per share and the exercise of 20,000 warrants that had an exercise price of $5.00 per share.

On April 14, 2004, the Company changed financial institutions and established a new revolving credit facility and a bridge financing agreement as of that same date, as further disclosed in Note 4.

Capital Resources and Liquidity

As shown in the financial statements for the three months ended March 31, 2004, the Company had cash on hand of $1,238,282, compared to $1,076,676 as of December 31, 2003. The Company had positive net cash flows from operations for the three months ended March 31, 2004 of $687,814, compared to $278,265 for the same period 2003. Other significant sources of cash inflow in 2003 were the common stock private placement with net proceeds in 2003 of $183,739 and the collection of a common stock subscription receivable, in the amount of $157,500. The most significant cash outflows during the three months ended March 31, 2004 and 2003 were capital expenditures of $433,170 in 2004 and 153,715 in 2003 and payment of preferred stock dividends of $46,384 in 2003.

On February 3, 2003, the Company established a $10,000,000 revolving credit facility with a bank with an initial borrowing base of $2,000,000. On December 31, 2003, the Company entered into an agreement that increased the revolving credit facility to $20,000,000 and increased the initial borrowing base to $4,000,000. On April 14, 2004, the Company changed financial institutions and thereby canceled this credit facility.

On April 14, 2004, the Company established a new $15,000,000 credit facility from a bank with an $8,500,000 initial borrowing base. Any increases in the borrowing base are subject to written consent by the financial institution. The interest rate is a floating rate equal to the 30, 60 or 90 day LIBOR plus 2.25%, currently 3.42% per annum, and is payable monthly. Annual fees for the facility are 1/8 of one percent of the unused portion of the borrowing base. Amounts borrowed under the revolving credit facility are due in April 2007. The revolving credit facility is secured by the Company s principal mineral interests. In order to obtain the revolving credit facility, loans from two officers were subordinated to the position of the bank. The Company is required under the terms of the credit facility to maintain a tangible net worth of $6,000,000, maintain a 5-to-1 ratio of income before interest, taxes, depreciation, depletion and amortization to interest expense and maintain a current asset to current liability ratio of 1-to-1, not including the $2,000,000 bridge financing arrangement discussed below. On May 7, 2004, the Company drew $8,008,440 under this revolving credit facility to fund the acquisition of the East Hobbs San Andres Property interests. An additional $294,029 is reserved under the revolving credit facility as collateral for standby letters of credit issued to various states.

On April 14, 2004, the Company also entered into to a bridge financing arrangement for $2,000,000 from a bank. On May 7, 2004, the Company borrowed $2,000,000 under the terms of the bridge financing arrangement to fund the acquisition of the East Hobbs San Andres Property interests. The interest rate on the bridge financing arrangement is a floating rate equal to the 30, 60 or 90 day LIBOR plus 2.25%, currently 3.42% per annum, and is payable monthly. The bridge financing arrangement has been guaranteed by two of the Company s officers. Amounts borrowed under the revolving credit facility are due June 30, 2004.

Management plans to continue to make acquisitions, using net cash flows from operations and possibly the above referenced credit facility and additional equity capital.

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 major international producers. Pricing for natural gas is more regional. Because domestic demand for oil and gas exceeds supply, there is little risk that all current production will not be sold at relatively fixed prices. To this extent Arena does not see itself as directly competitive with other producers, nor is there 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 come from falling international prices which could render current production uneconomical.

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 clean up 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.

14

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. Controls and Procedures

(a)

The Company maintains controls and procedures designed to ensure that information required to be disclosed in the reports that the Company 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. Specifically, the Company maintains an independent audit committee to monitor internal controls and procedures. Based upon their evaluation of those controls and procedures performed within 90 days of the filing date of this report, the chief executive officer and the principal financial officer of the Company concluded that the Company s disclosure controls and procedures were adequate. The Company is not aware of any fraud or any material irregularities from its accounting or auditing procedures.

(b)

Changes in internal controls. The Company made no significant changes in its internal controls or in other factors that could significantly affect these controls subsequent to the date of the evaluation of those controls by the chief executive officer and principal financial officer.

15

Part II - Other Information

Item 1. Legal Proceedings

Arena is not presently engaged in any legal proceedings, nor does it know of any claims for or against the company by any party.

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

None.

Item 5. Other Information

Since April 15, 2003, Arena has traded on the American Stock Exchange, under the trading symbol, ARD. The shares have traded in the range of $5.85 to $7.08 during the first quarter, 2004. Prior to April 15, 2003, Arena had established a limited trading market on the NASD Electronic Bulletin Board beginning approximately March 28, 2001.

The Company will continue in its current business activity to acquire suitable oil and gas properties.

Management is not aware of any other pertinent or relevant information other than discussed above in Managements Discussion and Analysis of Financial Condition and Results of Operations. Shareholders are advised that as the Company completes future significant drilling and completion activities for oil and gas acquisitions that it will report such matters through press releases and/or the filing of 8-K reports where appropriate. Such information will be further summarized in the next applicable periodic filing with the Securities and Exchange Commission.

Item 6. Exhibits and Reports on Form 8-K

(a)

Exhibit 99.1

Certification Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant

To Section 906 Of The Sarbanes-Oxley Act of 2002

(b)

Exhibit 99.2

CEO and CFO certification

(c)

There were no 8-K filings during the quarter ending March 31, 2004. The Company will file a Form 8-K on May 18, 2004 regarding the acquisition of the East Hobbs oil and gas property interests.

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: May 17, 2004, 2004

By: /s/ Lloyd Tim Rochford

Lloyd Tim Rochford

President, Chief Executive Officer

Dated: May 17, 2004

By: /s/ Stanley McCabe

Stanley McCabe

Treasurer, Secretary

Dated: May 17, 2004

By: /s/ William R. Broaddrick

William R. Broaddrick

Vice President, Chief Financial Officer

16

EXHIBIT 31.1

SECTION 302 CERTIFICATION

CERTIFICATION

I, Lloyd T. Rochford, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of Arena Resources, Inc.;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:

a) designed such disclosure controls and producers to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

May 14, 2004

Date

/s/ Lloyd T. Rochford

Lloyd T. Rochford

Chief Executive Officer

17

EXHIBIT 31.2

SECTION 302 CERTIFICATION

CERTIFICATION

I, William R. Broaddrick, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of Arena Resources, Inc.;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:

a) designed such disclosure controls and producers to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

May 14, 2004

Date

/s/ William R. Broaddrick

William R. Broaddrick

Chief Financial Officer

18

Exhibit 32.1

SECTION 906 CERTIFICATIONS

CERTIFICATION PURSUANT TO

18 U.S.C. SECTION 1350,

AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Arena Resources, Inc. (the Company) on Form 10-QSB for the period ending March 31, 2004, as filed with the Securities and Exchange Commission on the date hereof (the Report), I, Lloyd T. Rochford, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge and belief:

(1)

the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2)

the information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Lloyd T. Rochford

Lloyd T. Rochford

Chief Executive Officer

May 14, 2004

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

19

Exhibit 32.2

SECTION 906 CERTIFICATIONS

CERTIFICATION PURSUANT TO

18 U.S.C. SECTION 1350,

AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Arena Resources, Inc. (the Company) on Form 10-QSB for the period ending March 31, 2004, as filed with the Securities and Exchange Commission on the date hereof (the Report), I, William R. Broaddrick, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge and belief:

(1)

the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2)

the information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ William R. Broaddrick

William R. Broaddrick

Chief Financial Officer

May 14, 2004

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.