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May 25, 2010

APPLICATION

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11480-70913

Honorable James H. Welsh
Commissioner of Conservation
Louisiana Office of Conservation
P.O. Box 94275
Baton Rouge, LA 70804-4275

Re: Middle Wilcox Zone, Reservoir A
South Bearhead Creek Field
Beauregard Parish, Louisiana

Dear Commissioner Welsh:

Application is hereby made on behalf of **MIDSTATES PETROLEUM COMPANY, LLC**, for the calling of a public hearing, after thirty (30) days legal notice, to consider evidence relative to the issuance of Orders pertaining to the following matters related to the **Middle Wilcox Zone, Reservoir A**, in the **South Bearhead Creek Field**, Beauregard Parish, Louisiana, to-wit:

1. To establish rules and regulations and create two (2) drilling and production units for the exploration for and production of oil and gas from the Middle Wilcox Zone, Reservoir A, such units to be designated Midd WX RA SUA and Midd WX RA SUB;
2. To force pool and integrate all separately owned tracts, mineral leases and other property interests within the proposed units, with each tract sharing in unit production on a surface acreage basis of participation;

3. To designate Midstates Petroleum Company, LLC as the operator of, and its Musser-Davis 33 No. 3 Well as the unit well for Midd WX RA SUA, located as shown on the attached plat;
4. To permit the applicant to drill, designate and utilize its Musser-Davis 33 Nos. 4 and 5 Wells as alternate unit wells for the unit designated Midd WX RA SUA, at the locations shown on the plat attached hereto;
5. To authorize the operator of Midd WX RA SUA, to produce the unit allowable from the unit well, the proposed alternate unit wells, or any combination, at its discretion;
6. To find that the proposed alternate unit wells are necessary to economically and efficiently drain reservoir hydrocarbons from the Middle Wilcox Zone, Reservoir A, underlying the Midd WX RA SUA, which cannot be economically and efficiently recovered by any existing well within such unit;
7. To extend to the proposed Midd WX RA SUA the operator's authority to downhole commingle production, previously approved for L WX RB SUA and U WX RB SUA, at the operator's discretion, in the wellbore of any well drilled in said units as to which the acreage and ownership are identical;
8. To extend to the proposed Midd WX RA SUB the operator's authority to downhole commingle production from L WX RB SUB and U WX RB SUB, at the operator's discretion, in the wellbore of any well drilled in said units, as to which the acreage and ownership are identical;
9. To find that said downhole combination of production is in the interest of conservation, will prevent waste and will maximize the efficient and economic recovery of oil and gas from such zones and reservoirs;
10. To provide that any future wells drilled to the Middle Wilcox Zone, Reservoir A, within or outside of the proposed units, should be located in accordance with the spacing provisions of Statewide Order 29-E;
11. To provide that the Commissioner of Conservation should be authorized to reclassify the reservoirs, by supplemental order without the necessity of a public hearing if the producing characteristics of the reservoirs change and evidence to justify such reclassification is submitted to and accepted by the Commissioner of Conservation; and
12. To consider such other matters as may be appropriate and justified by the evidence at the hearing.

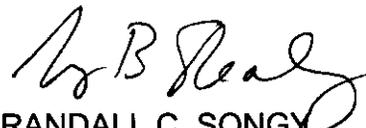
The Middle Wilcox Zone, Reservoir A, in the South Bearhead Creek Field is hereby defined as being that oil and gas bearing zone encountered between the depths of 11,330 feet and 12,382 feet (electrical log measurements) in the Midstates Petroleum Company, LLC - Musser Davis 33 No. 1 Well, located in Section 33, Township 6 South, Range 11 West, Beauregard Parish, Louisiana.

The pre-application conference tentatively scheduled for June 1, 2010, **WILL NOT BE HELD**, as it was not requested within the delays provided for by the Rules of Procedure; therefore, no opposition to this Application at the hearing is anticipated.

Pertinent data relating to the proposed application can be obtained, **AT THE COST OF THE REQUESTING PARTY**, by contacting by contacting David Comeaux, with Leon Comeaux & Associates, 305 La Rue France, Lafayette, LA 70508 (337) 233-9839.

There are attached hereto and made a part hereof plats reflecting the boundaries of the proposed units and the locations of the proposed unit well and the proposed alternate unit wells, and a list of the names and addresses of the interested parties to whom this unitization proposal is being sent. Pursuant to the Revised Rules of Procedure, such list of parties is being furnished **ONLY** to the Commissioner of Conservation. However, the list of parties will be provided to any party requesting a copy of it. A reasonable effort was made to ascertain the names and addresses of all Interested Owners, Represented Parties and Interested Parties.

Very truly yours,



RANDALL C. SONGY
JEREMY B. SHEALY

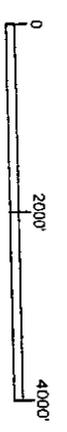
RCS/JBS/smp/bad
Enclosures

cc: Richard Hudson, District Manager
Office of Conservation

Interested Owners, Interested Parties
and Represented Parties

MIDSTATES PETROLEUM COMPANY, LLC
 SOUTH BEARHEAD CREEK FIELD
 BEAUREGARD PARISH, LOUISIANA

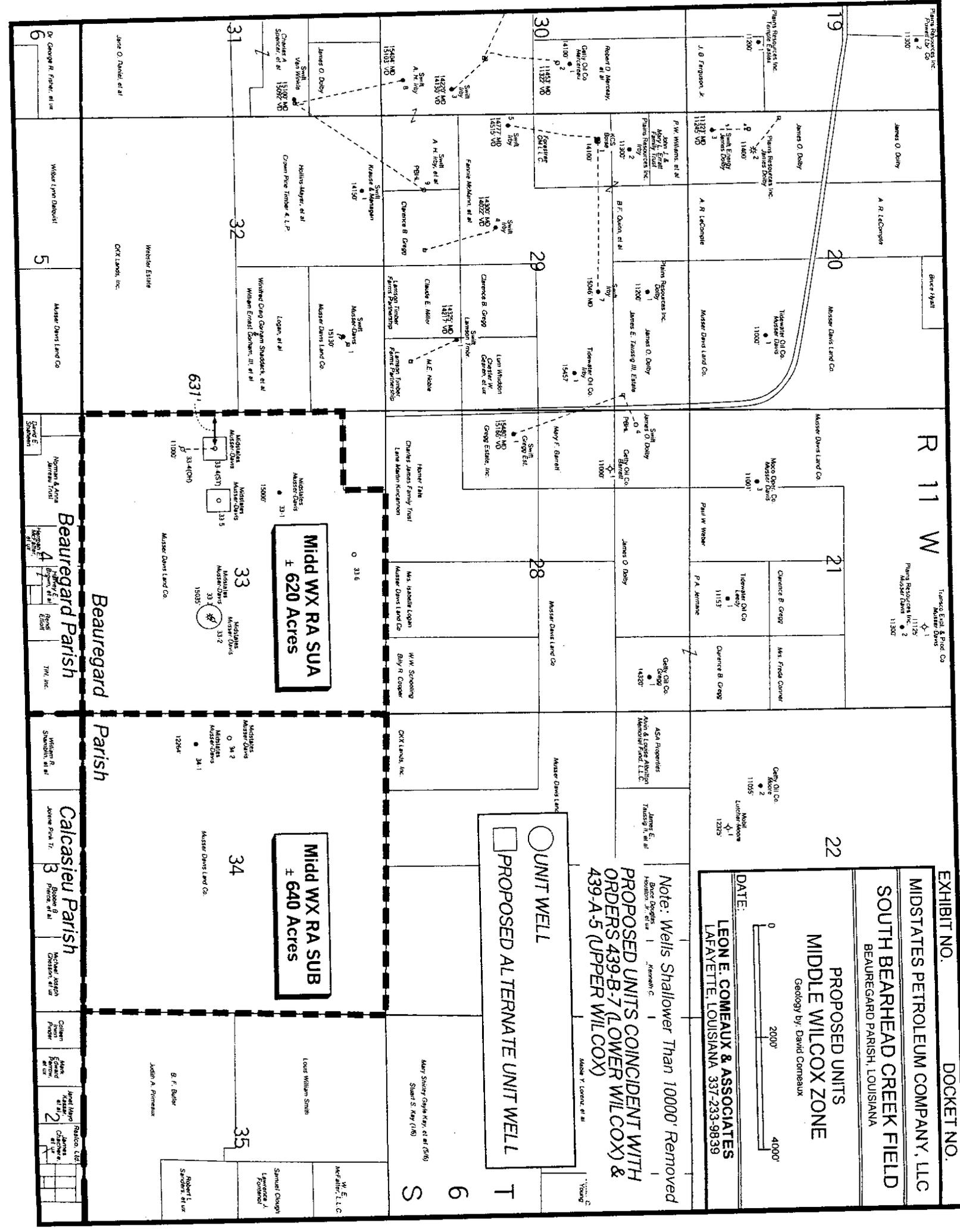
PROPOSED UNITS
 MIDDLE WILCOX ZONE
 Geology by: David Comeaux



DATE: _____
 LEON E. COMEAUX & ASSOCIATES
 LAFAYETTE, LOUISIANA 337-233-9839

Note: Wells Shallower Than 10000' Removed
 PROPOSED UNITS COINCIDENT WITH
 ORDERS 439-B-7 (LOWER WILCOX) &
 439-A-5 (UPPER WILCOX)

UNIT WELL
 PROPOSED ALTERNATE UNIT WELL



Midd WX RA SUA
 ± 620 Acres

Midd WX RA SUB
 ± 640 Acres

Beauregard Parish

Calcasieu Parish

Iberville Parish

MIDSTATES PETROLEUM COMPANY, LLC
 SOUTH BEARHEAD CREEK FIELD
 BEAUREGARD PARISH, LOUISIANA

PROPOSED DOWNHOLE COMMINGLING

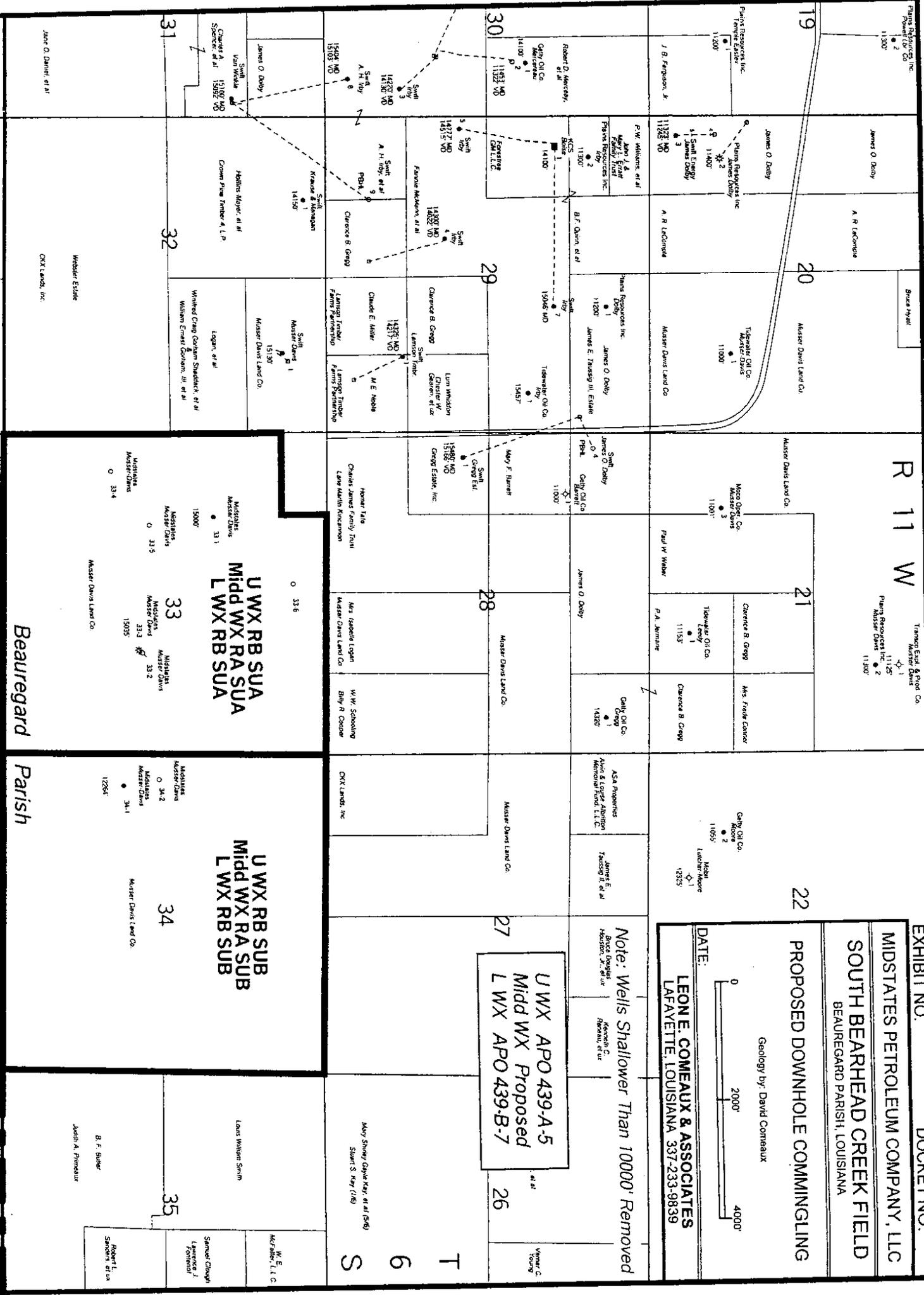
Geology by: David Cormaux

DATE: _____

LEON E. COMEAUX & ASSOCIATES
 LAFAYETTE, LOUISIANA 337-233-9839

Note: Wells Shallower Than 10000' Removed

U WX APO 439-A-5
Midd WX Proposed
L WX APO 439-B-7



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