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APPLICATION

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11480-71155

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

Re: Alternate Unit Wells
Lower Wilcox Zone, Reservoir B
Upper Wilcox Zone, Reservoir B
South Bearhead Creek Field
Beauregard Parish, Louisiana

Dear Commissioner Welsh:

Application is hereby made of behalf of **MIDSTATES PETROLEUM COMPANY, LLC** for the calling of a public hearing, after ten (10) days legal notice, to consider evidence relative to the issuance of orders pertaining to the following matters related to the **Lower Wilcox Zone, Reservoir B**, and the **Upper Wilcox Zone, Reservoir B**, in the **South Bearhead Creek Field**, Beauregard Parish, Louisiana, to-wit:

1. To permit the applicant, Midstates Petroleum Company, LLC, to designate and utilize its Musser-Davis 33 No. 6 Well as an additional alternate well for L WX RB SUA and U WX RB SUA, at the location shown on the plats attached hereto and made a part hereof;
2. To authorize the unit operator, Midstates Petroleum Company, LLC, to produce the unit allowable for L WX RB SUA from the unit well, the existing alternate unit wells, the proposed additional alternate unit well, or any combination, at its discretion;

3. To authorize the unit operator, Midstates Petroleum Company, LLC, to produce the unit allowable for U WX RB SUA, from the unit well, the existing alternate unit wells, the proposed additional alternate unit well, or any combination, at its discretion;
4. To find that the proposed additional alternate unit wells are necessary to drain portions of the Lower Wilcox Zone, Reservoir B, underlying L WX RB SUA, and the Upper Wilcox Zone, Reservoir B, underlying U WX RB SUA, which cannot be economically and efficiently drained by any existing well within such units;
5. To the extent not inconsistent herewith, to continue in full force and effect L WX RB SUA, and all pertinent provisions of Office of Conservation Order No. 439-B-7, effective December 16, 2008, as amended and supplemented by the 439-B Series of Orders and Office of Conservation Order 439-1, effective June 3, 2010;
6. To the extent not inconsistent herewith, to continue in full force and effect U WX RB SUA, and all pertinent provisions of Office of Conservation Order No. 439-A-5, effective January 5, 2010, as amended and supplemented by the 439-A Series of Orders and Office of Conservation Order 439-1, effective June 3, 2010; and
7. To consider such other matters as may be pertinent to this application as shown by the evidence presented at the public hearing.

The Lower Wilcox Zone was originally defined in the 439-B Series of Office of Conservation Orders, and was redefined as to Reservoir B, in Office of Conservation Order No. 439-B-8, effective May 12, 2009.

The Upper Wilcox Zone, Reservoir B, was previously defined in Office of Conservation Order No. 439-A-5, effective January 5, 2010.

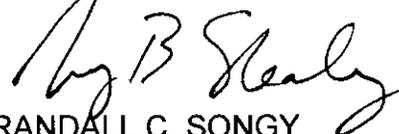
Pertinent data relating to the proposed application can be obtained, AT THE COST OF THE REQUESTING PARTY, by contacting by contacting David Comeaux, with Leon Comeaux & Associates, 305 La Rue France, Lafayette, LA 70508 (337) 233-9839.

There are attached hereto and made a part hereof two (2) plats which outline L WX RB SUA and U WX RB SUA, and reflect the location of the unit wells, the existing alternate unit wells, and the proposed additional alternate unit wells. There is also attached hereto a list of the names and addresses of the interested parties to whom this proposal is being sent. Pursuant to the Revised Rules of Procedure, such list of parties is being furnished ONLY to the Commissioner of Conservation and to the District Manager of the Lafayette District of the Office 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.

Finally, enclosed herein is our check in the amount of \$1510.00 made payable to the Office of Conservation in payment of the required hearing application fee.

Very truly yours,

A handwritten signature in black ink, appearing to read "RCS" followed by a stylized name.

RANDALL C. SONGY
JEREMY B. SHEALY

RCS/JBS/smp/bad
Enclosures

cc: Mr. Richard Hudson, District Manager
Office of Conservation

Interested Owners, Represented Parties
and Interested Parties

