

Honorable James H. Welsh  
Commissioner of Conservation  
Office of Conservation  
P. O. Box 94275  
Baton Rouge, Louisiana 70804-9275

RE: 12700' Zone, Reservoir A  
**FRANKLIN FIELD**  
St. Mary Parish, Louisiana

Dear Sir:

Application is hereby made on behalf of Hilcorp Energy Company to the Commissioner of Conservation for the calling of a public hearing, after legal notice, to consider evidence relative to the issuance of an order pertaining to the following matters relating to the 12700' Zone, Reservoir A, in the Franklin Field, St. Mary Parish, Louisiana.

1. To establish rules and regulations governing the exploration for and production of gas and condensate from the 12700' Zone, Reservoir A, in the Franklin Field, St. Mary Parish, Louisiana.
2. To create a single drilling and production unit for this zone and to force pool and integrate all separately owned tracts, mineral leases and other property interests within the unit so created.
3. To designate Hilcorp Energy Company as operator of the 12700' RA SUA.
4. To designate the Hilcorp Energy Company - W. C. Kemper No. 2ST Well as the unit well for 12700' RA SUA.
5. To provide that the 12700' Zone, Reservoir A, should be exempt from the spacing provisions of Statewide Order No. 29-E.
6. To provide that the Commissioner may reclassify the reservoir by supplemental order and without the necessity of a public hearing should such reclassification be warranted, based on evidence furnished the Commissioner.
7. To discuss any other matters that may be pertinent to this application.

The 12700' Zone, Reservoir A, in the Franklin Field, St. Mary Parish, Louisiana, is hereby defined as being that gas and condensate bearing zone encountered between the depths of 12,652' and 13,157' electric log measured depths (12,276' to 12,705' true vertical depths) in the Hilcorp Energy Company - W. C. Kemper No. 2 ST Well, located in Section 37, Township 15 South, Range 9 East, St. Mary Parish, Louisiana.

In addition to furnishing the legal notice to all Interested Parties, the applicant will provide for POSTING of the legal notice of the hearing and unit plat in a prominent place in the area of the Franklin Field, St. Mary Parish, Louisiana, and will cause the legal notice of the hearing to be PUBLISHED in a newspaper of general circulation published in the vicinity of the Franklin Field, St. Mary Parish, Louisiana, at least fifteen (15) days before the hearing date.

Any pertinent data relating to the subject application can be obtained, **AT THE COST OF THE REQUESTING PARTY**, from Cambe Geological Services, 6300 Westpark, Suite 400, Houston, Texas 77057 (713-659-8363).

In compliance with the Rules of Procedure, a preapplication conference was held in Lafayette, Louisiana, on November 17, 2010, at which the parties named on the attached list were in attendance.

The conference was opened with a discussion by Mr. Randy McAlister, representing Hilcorp Energy Company, concerning the nature and purpose of the conference and the bases for the applicant's proposed unit.

Mr. Travis Helms on behalf of David Sturlese, representing the Ficarotto Estate, presented a counterplan which added a small amount of acreage to the northeast.

Questions regarding the plans were asked and answered. Differences could not be resolved between the parties in attendance but it was agreed by all to continue working towards a resolution. After further discussion, all differences have been resolved. You will find the compromise plat attached to the application. We expect no opposition at the hearing.

There are attached hereto and made a part hereof a revised plat outlining the proposed unit, the conference attendance list, and a list of the names and addresses of the Interested Owners, Represented Parties, and Interested Parties to whom this application 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, said list of parties will be provided to any party requesting a copy. A reasonable effort was made to ascertain the names and addresses of all Interested Owners, Represented Parties and Interested Parties.

Finally, there is enclosed our check on behalf of the applicant, Hilcorp Energy Company, in the sum of \$755.00 payable to the Office of Conservation and representing the required hearing application fee.

Sincerely,

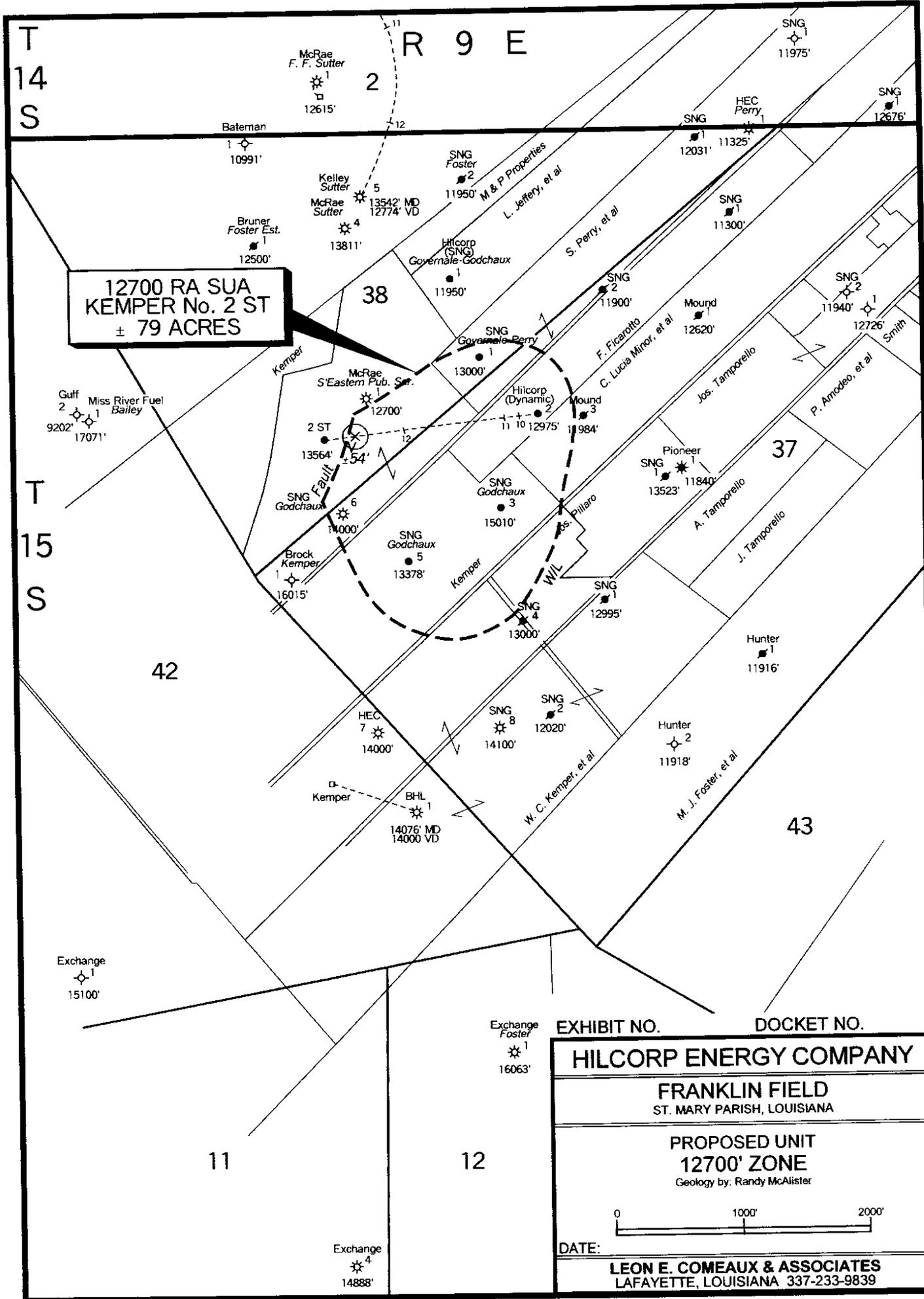
LEON E. COMEAUX & ASSOCIATES



Randy McAlister

RM/cu  
Enclosures  
cc: Mr. Richard Hudson  
Office of Conservation  
825 Kaliste Saloom Road  
Brandywine III, Suite 220  
Lafayette, Louisiana 70508-4284

Interested Parties, Interested Owners  
and Represented Parties



**12700 RA SUA  
KEMPER No. 2 ST  
± 79 ACRES**

EXHIBIT NO. \_\_\_\_\_ DOCKET NO. \_\_\_\_\_

**HILCORP ENERGY COMPANY**

**FRANKLIN FIELD**  
ST. MARY PARISH, LOUISIANA

**PROPOSED UNIT**  
**12700' ZONE**  
Geology by: Randy McAlister

0 1000' 2000'

DATE: \_\_\_\_\_

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