

JOSEPH ONEBANE (1917-1987)
JOHN G. TORIAN, II (1936-1991)

TIMOTHY J. MCNAMARA
EDWARD C. ABELL, JR.
LAWRENCE L. LEWIS, III †
DOUGLAS W. TRUXILLO *
RANDALL C. SONGY
MICHAEL G. DURAND
GREG GUIDRY *
GRAHAM N. SMITH *
GARY P. KRAUS
RICHARD J. PETRE, JR.
THOMAS G. SMART
ROGER E. ISHEE **
STEVEN C. LANZA
GREG R. MIER ††
MARIA FABRE MANUEL
CRAIG A. RYAN
JASMINE B. BERTRAND
JEREMY B. SHEALY
JAMES D. BAYARD
STEVEN T. RAMOS
MATTHEW C. HEBERT
GINGER HARGETT WELBORN
G. W. RUDICK II *

ONEBANE LAW FIRM

A Professional Corporation

1200 CAMELLIA BOULEVARD (70508)
SUITE 300
POST OFFICE BOX 3507
LAFAYETTE, LOUISIANA 70502-3507

TELEPHONE: (337) 237-2660
FAX: (337) 266-1232

WWW.ONEBANE.COM

OF COUNSEL
WILLIAM E. KELLNER
GREGORY K. MOROUX
FREDERICK R. PARKER, JR. †
JOHN F. PARKER
KAREN DANIEL ANCELET
JAMES L. ALCOCK, JR.
SUE T. MANN

SHREVEPORT OFFICE

333 TEXAS STREET
SUITE 1180
SHREVEPORT, LA 71101
TELEPHONE: (318) 674-9770
FAX: (318) 674-9775

† LL.M. IN HEALTH LAW
† BOARD CERTIFIED TAX ATTORNEY
LL.M. IN TAXATION
†† REGISTERED PATENT ATTORNEY

* ALSO ADMITTED IN TEXAS
** ALSO ADMITTED IN MISSISSIPPI

December 14, 2010

11480-71496

APPLICATION

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

RE: Upper Wilcox Zone, Reservoir B
Middle Wilcox Zone, Reservoir A
Lower Wilcox Zone, Reservoir B
South Bearhead Creek Field
Beauregard Parish, Louisiana

Dear Commissioner Welsh:

Application is hereby made on behalf of **MIDSTATES PETROLEUM COMPANY, LLC ("Midstates")** 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 **Upper Wilcox Zone, Reservoir B, Middle Wilcox Zone, Reservoir A, and Lower Wilcox Zone, Reservoir B**, in the **South Bearhead Creek Field**, Beauregard Parish, Louisiana, to-wit:

1. To create one (1) additional drilling and production unit for the exploration for and production of oil and gas for each of the proposed units from the Upper Wilcox Zone, Reservoir B, Middle Wilcox Zone, Reservoir A, and Lower Wilcox Zone, Reservoir B, such units to be designated U WX RB SUC, MIDD WX RA SUC, and L WX RB SUC;
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 a unit well for, each of the proposed units, if appropriate;
4. To extend to the proposed U WX RB SUC, MIDD WX RA SUC, and L WX RB SUC the operator's authority to downhole commingle production, at the operator's discretion, in the wellbore of any well drilled in said units as to which the acreage and ownership are identical;
5. 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;
6. To provide that any future wells drilled to the Upper Wilcox Zone, Reservoir B, Middle Wilcox Zone, Reservoir A, or Lower Wilcox Zone, Reservoir B, within or outside of the proposed units, should be located in accordance with the spacing provisions of Statewide Order 29-E;
7. To extend to the proposed Upper Wilcox Zone, Reservoir B, to the extent not inconsistent herewith, 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 all applicable Statewide Orders;
8. To extend to the proposed Middle Wilcox Zone, Reservoir A, to the extent not inconsistent herewith, all pertinent provisions of Office of Conservation Order No. 439-D, effective October 12, 2010 as amended and supplemented by the 439-D Series of Orders, and all applicable Statewide Orders;
9. To extend to the proposed Lower Wilcox Zone, Reservoir B, to the extent not inconsistent herewith, all pertinent provisions of Office of Conservation Order No. 439-B-8, effective May 12, 2010 as amended and supplemented by the 439-B Series of Orders, and all applicable Statewide Orders;
10. 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

11. To consider such other matters as may be appropriate and justified by the evidence presented at the hearing.

The Upper Wilcox Zone, Reservoir B, in the South Bearhead Creek Field, Beauregard Parish, Louisiana, was previously defined in Office of Conservation Order No. 439-A-5, effective January 5, 2010.

The Middle Wilcox Zone, Reservoir A, in the South Bearhead Creek Field, Beauregard Parish, Louisiana, was previously defined in Office of Conservation Order No. 439-D, effective October 12, 2010.

The Lower Wilcox Zone, Reservoir B, in the South Bearhead Creek Field, Beauregard Parish, Louisiana, was originally defined 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.

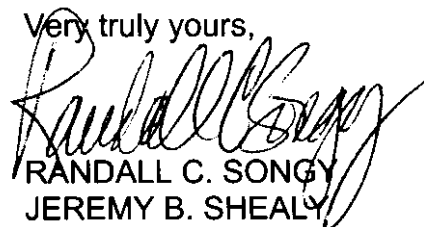
The pre-application conference tentatively scheduled for December 30, 2010, **WILL NOT BE HELD**, as it was not requested within the delays provided for by the Rules of Procedure; therefore, no opposition to this Application at the hearing is anticipated.

Pertinent data relating to the proposed application can be obtained, **AT THE COST OF THE REQUESTING PARTY**, by contacting 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 three (3) plats outlining the proposed units 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 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 \$2265.00 made payable to the Office of Conservation in payment of the required hearing application fee.

Very truly yours,



RANDALL C. SONGY
JEREMY B. SHEALY

December 14, 2010

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RCS/JBS/smp/bad

Enclosures

cc: Interested Owners, Represented Parties,
and Interested Parties

Mr. Richard Hudson, District Manager
Office of Conservation

P.S. To all Interested Owners, Represented Parties and Interested Parties:

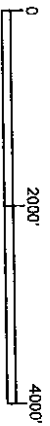
You may have received this Application even though your property is not included in the proposed units, because the Revised Rules of Procedure require us to attempt to also notify everyone owning an interest in the area "proximate to" the proposed units.

Your receipt of this Application does not require you to take any action. It is meant to notify you of these proceedings so that you have the opportunity to participate if you so desire.

MIDSTATES PETROLEUM COMPANY, LLC

SOUTH BEARHEAD CREEK FIELD
BEAUREGARD PARISH, LOUISIANA

PROPOSED UNIT
UPPER WILCOX ZONE
Witness: David Comeaux

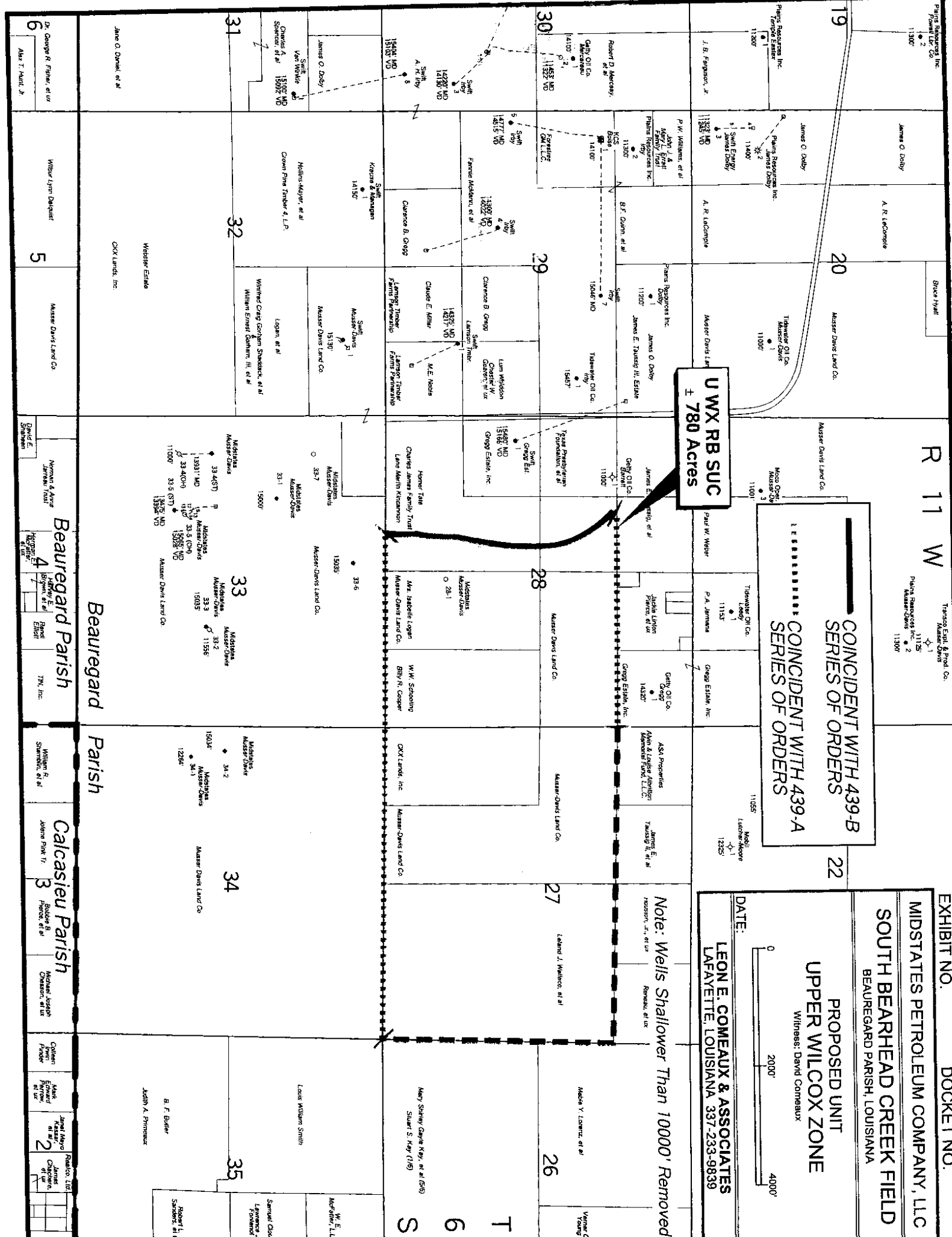


DATE: _____
LEONE E. COMEAUX & ASSOCIATES
LAFAYETTE, LOUISIANA 337-233-9839

COINCIDENT WITH 439-B
SERIES OF ORDERS
COINCIDENT WITH 439-A
SERIES OF ORDERS

U WX RB SUC
± 780 ACRES

Note: Wells Shallower Than 10000' Removed



Beauregard Parish

Parish

Beauregard Parish

Calcasieu Parish

Beauregard Parish

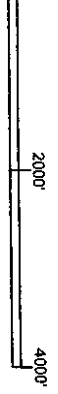
Calcasieu Parish

Beauregard Parish

Calcasieu Parish

PROPOSED UNIT
 MIDDLE WILCOX ZONE
 Witness: David Comeaux

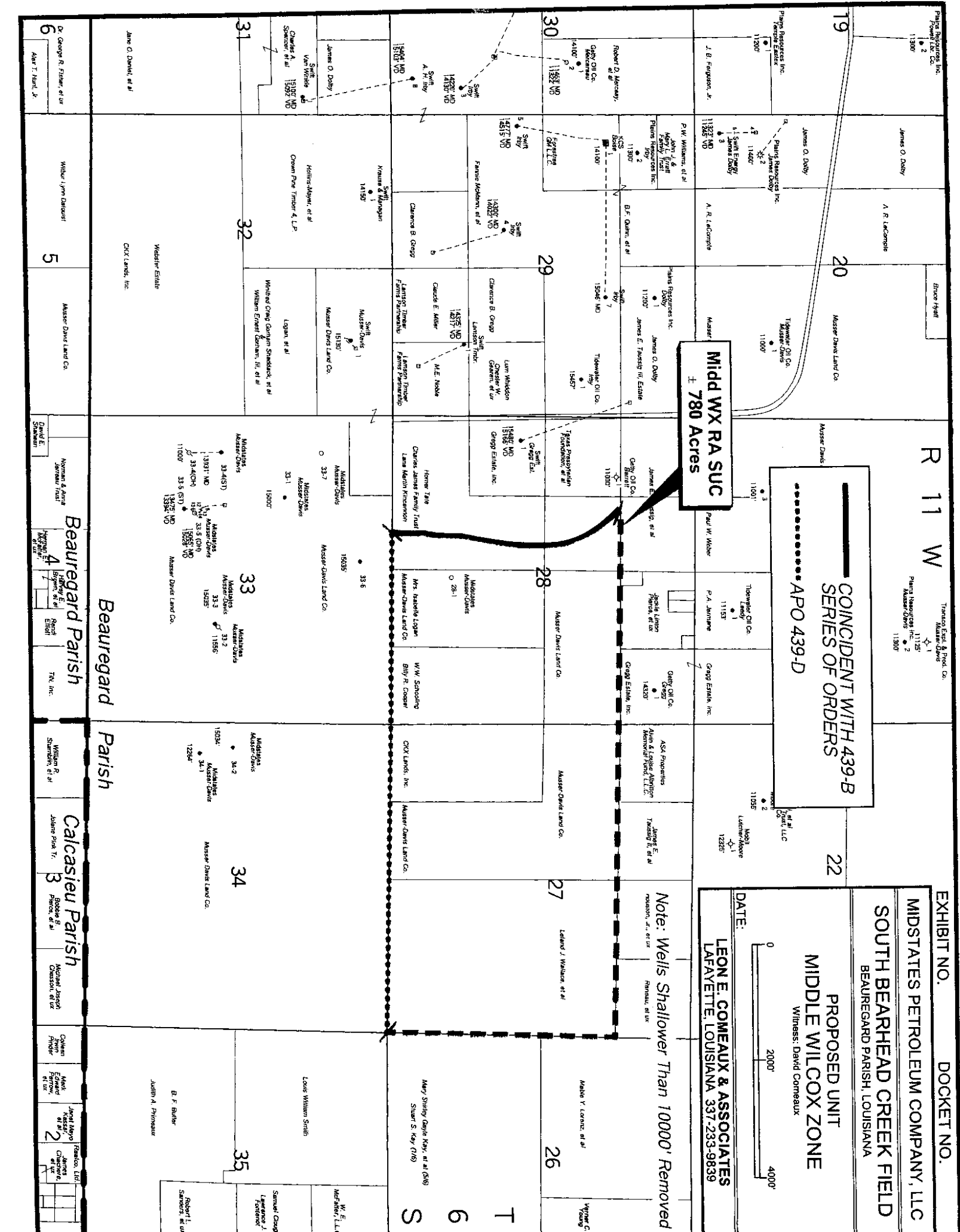
LEON E. COMEAUX & ASSOCIATES
 LAFAYETTE, LOUISIANA 337-233-9839



Note: Wells Shallower Than 10000' Removed

COINCIDENT WITH 439-B
 SERIES OF ORDERS
 APO 439-D

Middl WX RA SUC
 ± 780 Acres



Beauregard Parish

Parish

Calcasieu Parish

Parish

Franklin, Ltd.

