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January 4, 2011

APPLICATION

11480-71503

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 A
Lower Wilcox Zone, Reservoir A
Wilcox B Sand, Reservoir A
Cowards Gully 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 **Upper Wilcox Zone, Reservoir A**, the **Lower Wilcox Zone, Reservoir A**, and the **Wilcox B Sand, Reservoir A**, in the **Cowards Gully Field**, Beauregard Parish, Louisiana, to-wit:

1. To dissolve WX B RA SUD created by Office of Conservation Order No. 1222, effective January 26, 1983, for the Wilcox B Sand, Reservoir A, and simultaneously therewith establish rules and regulations and create a revised drilling and production unit for the exploration for and production of oil and gas from the Upper Wilcox Zone, Reservoir A, such unit to be designated U WX RA SUA;

2. To create three (3) additional drilling and production units for the exploration for and production of oil and gas from the Upper Wilcox Zone, Reservoir A, such units to be designated U WX RA SUB, U WX RA SUC and U WX RA SUD;
3. To establish rules and regulations and create four (4) drilling and production units for the exploration for and production of oil and gas from the Lower Wilcox Zone, Reservoir A, such units to be designated L WX RA SUA, L WX RA SUB, L WX RA SUC and L WX RA SUD;
4. 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;
5. To designate the Midstates Petroleum Company, LLC – Musser-Davis 5 No. 1 Well as the unit well for L WX RA SUA;
6. To designate Midstates Petroleum Company, LLC, as the operator of L WX RA SUA;
7. To authorize the combination of downhole production from the Upper Wilcox Zone, Reservoir A, and the Lower Wilcox Zone, Reservoir A, at the operator's discretion, in the wellbore of any existing or future wells located on the proposed units in which the ownership interests in the units are identical;
8. To provide that any wells drilled to the Upper Wilcox Zone, Reservoir A, or the Lower Wilcox Zone, Reservoir A, within or outside of the proposed units should be located in compliance with the spacing provisions of Statewide Order No. 29-E;
9. To provide that the Commissioner of Conservation should be authorized to reclassify the Upper Wilcox Zone, Reservoir A, and the Lower Wilcox Zone, Reservoir A, 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
10. To consider such other matters as may be appropriate and justified by the evidence presented at the hearing.

The Upper Wilcox Zone, Reservoir A, in the Cowards Gully Field, is defined as being that oil and gas bearing zone encountered between the depths of 11,490 feet and 12,620 feet, electrical log measurements, in the Midstates Petroleum Company, LLC –

Musser-Davis 5 No. 1 Well, located in Section 5, Township 7 South, Range 11 West, Beauregard Parish, Louisiana.

The Lower Wilcox Zone, Reservoir A, in the Cowards Gully Field, is defined as being that oil and gas bearing zone encountered between the depths of 12,620 feet and 15,185 feet, electrical log measurements, in the Midstates Petroleum Company, LLC – Musser-Davis 5 No. 1 Well, located in Section 5, Township 7 South, Range 11 West, Beauregard Parish, Louisiana.

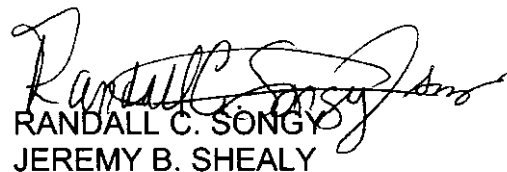
A conference to discuss the proposed application and any opposition thereto was held at 10:00 a.m. on December 3, 2010, at The Onebane Law Firm, 300 Camellia Blvd, Suite 300, Lafayette Louisiana. A list of the parties who attended the pre-application conference is attached. Randall C. Songy, attorney for the applicant, opened the conference with a discussion on unitization and the Rules of Procedure. David Comeaux, geological consultant for the applicant, explained the applicant's proposal and the geological, engineering and other bases therefor, and in a collaborative effort, Mr. Songy and Mr. Comeaux answered questions. Mr. Stan Warburton, representing Musser-Davis Land Co., expressed opposition to the dissolution of WX B RA SUD, but stated that his client had no opposition to any other parts of the Applicant's plan. The conference was then adjourned. We anticipate there may be opposition at the hearing.

Any pertinent data relating to this Application can be obtained AT THE COST OF THE REQUESTING PARTY from David Comeaux, with Leon E Comeaux, & Associates, 305 LaRue France, Lafayette, Louisiana, 70508 (337) 233-9839.

There are attached hereto and made a part hereof three (3) plats outlining the unit to be dissolved and the proposed units. There is also attached 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

RCS/JBS/smp/dmw

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Enclosures

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

Interested Owners, Represented Parties
and Interested Parties

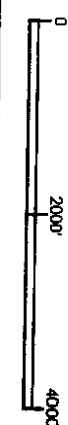
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COINCIDENT WITH 439-B
SERIES OF ORDERS
(S. BEARHEAD CREEK FIELD)
COINCIDENT WITH 439-A
SERIES OF ORDERS
(S. BEARHEAD CREEK FIELD)
COINCIDENT WITH ORDER 1222

NOTE: ALL BOUNDARIES ARE GEOGRAPHIC

PROPOSED UNITS
UPPER WILCOX ZONE
Witness: David Comeaux

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



DATE:

