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April 14, 2011

APPLICATION

OF COUNSEL
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LL.M. IN TAXATION
†† REGISTERED PATENT ATTORNEY

* ALSO ADMITTED IN TEXAS
** ALSO ADMITTED IN MISSISSIPPI

11480-71828

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

Re: Alternate Unit Well
Lower 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**, in the **South Bearhead Creek Field**, Beauregard Parish, Louisiana, for which rules and regulations were established and drilling and production units were created by Office of Conservation Order No. 439-B-7, effective December 16, 2008, as amended and supplemented by the 439-B Series of Orders, to-wit:

1. To permit the applicant, Midstates Petroleum Company, LLC, to drill, designate and utilize its Musser-Davis 28 No. 2 Well as an alternate well for L WX RB SUC, at the location shown on the plat 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 SUC from the unit well, the proposed alternate unit well, or any combination, at its option;

3. To find that the Midstates Petroleum Company, LLC – Musser-Davis 28 No. 2 Well is necessary to drain portions of the Lower Wilcox Zone, Reservoir B, covered by L WX RB SUC, which cannot be economically and efficiently drained by any existing well within such unit;
4. To continue in full force and effect, except to the extent contrary herewith, Office of Conservation Order No. 439-B-7, effective December 16, 2008, as amended and supplemented by the 439-B Series of Orders and Order 439-3, effective January 25, 2011, and all applicable Statewide Orders; and
5. To consider such other matters as may be pertinent to this application as shown by the evidence presented at the public hearing.

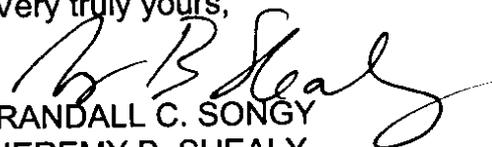
The Lower Wilcox Zone was originally defined in the 439-B Series of Orders, and was redefined as to Reservoir B in Office of Conservation Order No. 439-B-8, effective May 12, 2009.

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 is attached hereto and made a part hereof a plat which outlines L WX RB SUC and reflects the location of the unit well and the proposed alternate unit well. 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 \$755.00 made payable to the Office of Conservation in payment of the required hearing application fee.

Very truly yours,


RANDALL C. SONGY
JEREMY B. SHEALY

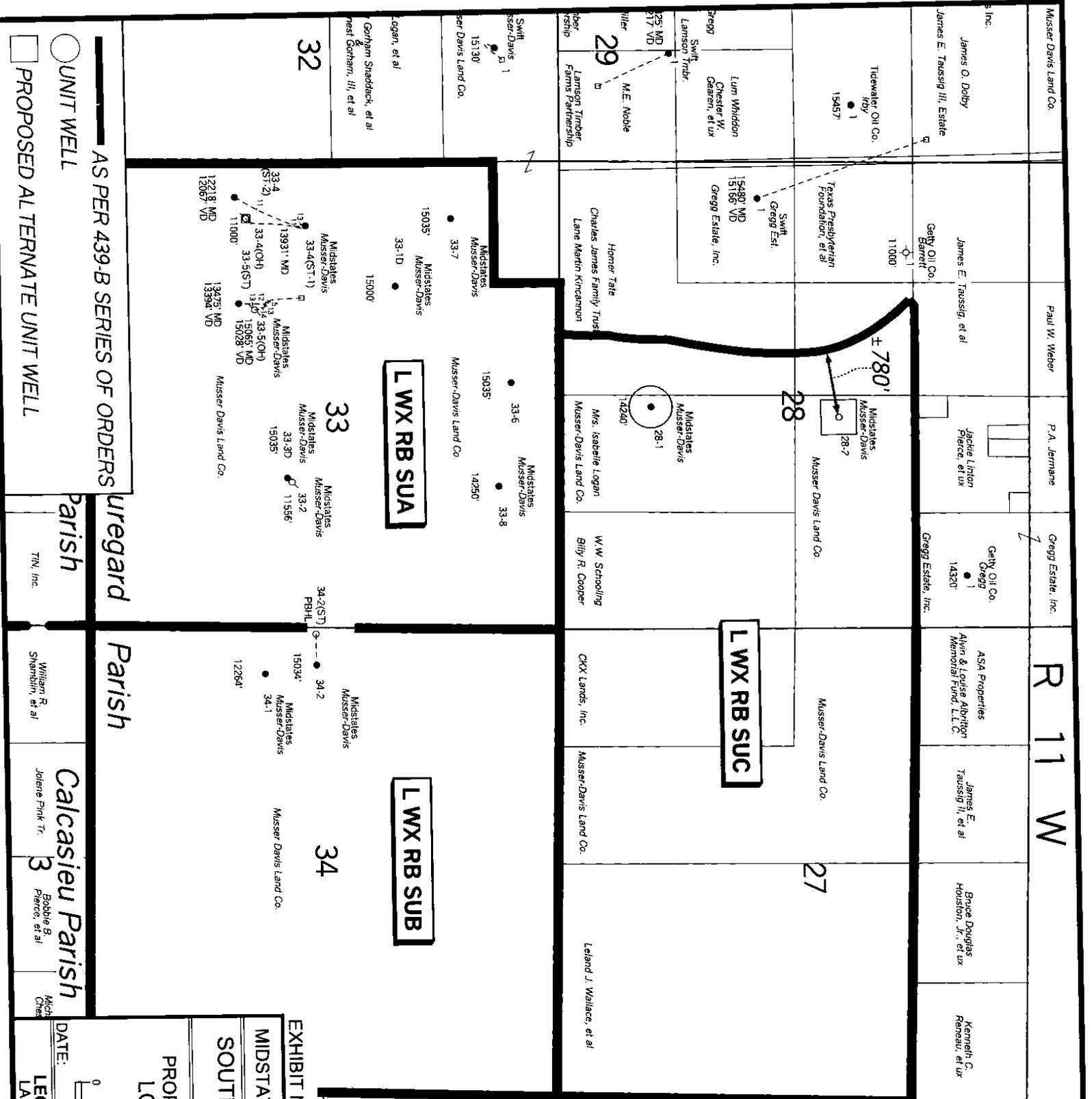
RCS/JBS/smp/bad
Enclosures

April 14, 2011

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

Interested Owners, Represented Parties
and Interested Parties



UNIT WELL
 PROPOSED ALTERNATE UNIT WELL

AS PER 439-B SERIES OF ORDERS

Wrigard Parish

Parish

Calcasieu Parish

EXHIBIT NO. DOCKET NO.

MIDSTATES PETROLEUM COMPANY, LLC

SOUTH BEARHEAD CREEK FIELD

BEAUREGARD PARISH, LOUISIANA

PROPOSED ALTERNATE UNIT WELL
 LOWER WILCOX, RB SUC

Witness: David Comeaux

DATE: _____

0 1500' 3000'

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

W. E. McFatter, L.L.C.

Samuel Clough
 Lawrence J. Fontenot

Louis William Smith

Mary Shirley Gayle Kay, et al (2/6)
 Stuart S. Kay (1/6)

Mable Y. Lorenz, et al

Vernor C. Young

Leland J. Wallace, et al

Musser-Davis Land Co.

CKX Lands, Inc.

W.W. Schooling
 Billy R. Cooper

Mrs. Isabelle Logan
 Musser-Davis Land Co.

Homer Tate
 Charles James Family Trust
 Lane Martin Kincaid

L WX RB SUC

L WX RB SUB

L WX RB SUA

± 780'

R 11 W

Musser-Davis Land Co.

Paul W. Weber

P.A. Jermine

Gregg Estate, Inc.

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