

BLACKWATER MIDSTREAM CORP
 660 LABAUVE DRIVE
 WESTWEGO, LA 70094
 ATTN: DONALD ST. PIERRE

VOTE BY INTERNET - www.proxyvote.com

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

KEEP THIS PORTION FOR YOUR RECORDS
 DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

The Board of Directors recommends a vote FOR the following:

For All Withhold All For All Except

To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.

1. Election of Directors Nominees

01 Michael D. Suder

The Board of Directors recommends a vote FOR proposals 2 and 3.

2 To approve the Board of Director's resolution on December 7, 2009 approving the Blackwater Midstream Corp. 2009 Non-Employee Directors Stock Incentive Plan

3 Ratification of the appointment of MaloneBailey, LLP as independent auditors

	For	Against	Abstain
2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name, by authorized officer.

 Signature [PLEASE SIGN WITHIN BOX] Date

 Signature (Joint Owners) Date

0000072202_1 R2.09.05.010

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting: The Notice & Proxy Statement, Form 10-K is/are available at www.proxyvote.com.

BLACKWATER MIDSTREAM CORP.
Annual Meeting of Stockholders
To be held September 2, 2010
This Proxy is Solicited on Behalf of the Board of Directors

The undersigned hereby appoints Michael D. Suder or Dale T. Chatagnier, individually, as proxy to represent the undersigned at the Annual Meeting of Stockholders to be held at the Windsor Court Hotel, 300 Gravier Street, New Orleans, LA 70130 on September 2, 2010 at 9:00 a.m., local time, and at any adjournment thereof, and to vote the shares of Common Stock the undersigned would be entitled to vote if personally present, as indicated below.

The shares of Common Stock represented by this proxy will be voted as directed; however, if no discretion is given, the shares of Common Stock will be voted FOR the election of the nominee, FOR approval of the Blackwater Midstream Corp. 2009 Non-employee Directors Stock Incentive Plan and FOR the approval of the appointment of MaloneBailey, LLP as the independent auditors of the Company.

If any other business is presented at the meeting, this proxy will be voted by those named in this proxy in their best judgement. At the present time, the Board of Directors knows of no other business to be presented at the meeting.

Continued and to be signed on reverse side