



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549-4628

April 16, 2010

By Facsimile and U.S. Mail

Mr. Stephen M. Siedow  
Chief Financial Officer  
Petrocorp Inc.  
1065 Dobbs Ferry Road  
White Plains, New York 10607

**Re: Petrocorp Inc.  
Form 10-K for the Fiscal Year Ended December 31, 2008  
Filed April 9, 2009  
Form 10-K/A-1 for the Fiscal Year Ended December 31, 2008  
Filed March 24, 2010  
Form 10-Q for the Fiscal Quarter Ended September 30, 2009  
Filed November 16, 2009  
Response Letter Dated March 19, 2010  
File No. 3-141993**

Dear Mr. Siedow:

We reviewed your responses to our prior comments on the above referenced filing as set forth in your letter dated March 19, 2010 and have the following additional comments. Please provide a written response to our comments. Please be as detailed as necessary in your explanation. In some of our comments, we may ask you to provide us with supplemental information so we may better understand your disclosure. After reviewing this information, we may or may not raise additional comments.

Form 10-K/A-1 For the Fiscal Year Ended December 31, 2008

Explanatory Note, page 3

1. Please remove reference to comments by the staff as management's basis for filing an amended Form 10-K.

Consolidated Balance Sheets, page F-3

2. We note your response to comment two of our letter dated December 22, 2009 as well as the restated balance sheet as of December 31, 2008. We see that you have classified your oil and gas properties as 'Undeveloped acreage,' which could cause investor confusion as there is no corresponding disclosure to determine whether such properties are proved or unproved. As previously requested, please clarify the nature of this balance and specifically address why you have not classified your total oil and gas properties balance as unproved on the face of your balance sheet. Refer to paragraph 11(a) (i) of FAS 19 [FASB ASC 932-360-25-6] for the suggested classification of mineral interests in properties.

Consolidated Statements of Operations, page F-4

3. We note your response to comment three of our letter dated December 22, 2009 as well as your restated statement of income for the year ended December 31, 2008. We note that you have classified the sales of oil and gas as oil and gas revenues earned during the exploration stage. Based on your disclosures as to the status of your operations and your determination that you are an exploration stage company (development stage pursuant to FAS 7), it appears that the income you have earned from the sale of oil and gas during the exploration stage does not meet the definition of revenue as you have not commenced your central or ongoing major operations. Please modify your presentation within the statement of operations to classify and identify these amounts as "income earned during the exploration stage" rather than as oil and gas revenue, or tell us why you believe this modification is not appropriate.

Notes to Financial Statements, page F-7

4. We note your response to comment five of our letter dated December 22, 2009. Please clarify why you have not provided the supplementary disclosures required by paragraph 7 of FAS 69 [FASB ASC 932-235-55-1 through 7]. For example, if you believe that certain of the disclosure requirements are not applicable because you have not declared reserves, please so state.

Note 5 - Oil and Gas Properties, page F-14

5. We note your response to comment six of our letter dated December 22, 2009. However, your response does not specify why your properties located in certain locations, including Oklahoma and Italy, increased substantially in 2008 nor do you specify the nature of the costs incurred at these locations and whether the related properties have been evaluated for proved reserves. Please provide this information as previously requested.

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Form 10-Q for the Fiscal Quarter Ended September 30, 2009

Note 3 Marketable Securities – Restricted, page 6

6. We note your response to comment seven of our letter dated December 22, 2009 which lacked a reference to the accounting literature you relied upon to support your presentation. As such, please specify the accounting literature you relied upon in accounting for the exchange of Union Energy LLC for restricted shares of Tamm Oil and Gas Corp. In doing so, please tell us how you considered the guidance of ASC 845-10-05 and 845-10-30 regarding the accounting for nonmonetary transactions, which is generally based on the fair value of the asset surrendered. See ASC Topic 820 for guidance on fair value measurement.

Please respond to these comments within 10 business days or tell us when you will provide us with a response. Please furnish a letter that keys your responses to our comments and provides any requested information. Detailed letters greatly facilitate our review. Please understand that we may have additional comments after reviewing your responses to our comments.

You may contact John Cannarella at (202) 551-3337 or Jennifer O'Brien at (202) 551-3701 if you have questions regarding comments on the financial statements and related matters. Please contact me at (202) 551-3299 with any other questions.

Sincerely,

Mark C. Shannon  
Branch Chief