

- (a) have been continuously inactive for a period of one year plus 90 days;
 - (b) are not plugged or abandoned in accordance with OCD Rule 19.15.25.9 NMAC through 19.15.25.11 NMAC; and
 - (c) are not on approved temporary abandonment status in accordance with OCD Rule 19.15.25.12 NMAC through 19.15.25.14 NMAC.
6. An operator faces sanctions if it is out of compliance with OCD Rule 19.15.5.9 NMAC. Sanctions include possible denial of registration by operator or certain related entities (OCD Rule 19.15.9.8B NMAC), possible denial of change of operator that would transfer wells to the noncompliant operator (OCD Rule 19.15.9.9C.1 NMAC), mandatory denial of injection permits (OCD Rule 19.15.26.8A NMAC), possible revocation of injection permits after notice and hearing (OCD Rule 19.15.26.8A NMAC), possible denial of applications for a drilling permit (OCD Rule 19.15.14.10A NMAC), and mandatory denial of allowable and authorization to transport (OCD Rule 19.15.16.19A NMAC).
 7. Operator is currently out of compliance with OCD Rule 19.15.5.9.A(4) NMAC because it has too many wells out of compliance with OCD Rule 19.15.25.8 NMAC (the inactive well rule) that are not subject to an agreed compliance order setting a schedule for bringing the wells into compliance with the inactive well rule and imposing sanctions if the schedule is not met. See OCD Rule 19.15.5.9(A)(4) NMAC.
 8. As the operator of record of 986 wells, to be in compliance with OCD Rule 19.15.5.9.A(4) NMAC, Operator may have no more than 7 wells out of compliance with OCD Rule 19.15.25.8 NMAC (inactive well rule). See OCD Rule 19.15.5.9A(4)(b) NMAC. According to the inactive well list kept pursuant to OCD Rule 19.15.5.9(F) NMAC, Operator has 27 wells out of compliance with the inactive well rule as of April 1, 2016. A copy of the Operator's inactive well list, as of April 1, 2016, is attached as Exhibit "A." Operator faces sanctions for being out of compliance with OCD Rule 19.15.5.9 NMAC.
 9. Operator intends to seek privileges from the OCD that would be subject to sanction due to Operator being out of compliance with OCD Rule 19.15.5.9 NMAC. By placing the wells identified in Exhibit "A" under this Order, Operator will not face sanctions for being out of compliance with OCD Rule 19.15.5.9 NMAC.

CONCLUSIONS

1. The OCD has jurisdiction over the parties and subject matter in this proceeding.

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2. The wells identified in Exhibit "A" are out of compliance or will be out of compliance with OCD Rule 19.15.25.8 NMAC.
3. As operator of the wells identified in Exhibit "A," Operator is responsible for bringing those wells into compliance with OCD Rule 19.15.25.8 NMAC.
4. The OCD and Operator enter into this Order to remove the wells identified in Exhibit "A" from the inactive well list kept pursuant to OCD Rule 19.15.5.9(F) NMAC and consideration of Operator's compliance with the inactive well rule for purposes of Operator's compliance with OCD Rule 19.15.5.9 NMAC. Operator remains subject to sanctions for being out of compliance with OCD Rule 19.15.5.9 NMAC IF Operator becomes out of compliance with OCD Rule 19.15.5.9 NMAC for any reason other than the inactive wells identified in Exhibit "A."

ORDER


1. Operator agrees to bring 7 wells identified in Exhibit "A" into compliance with OCD Rule 19.15.25.8 NMAC by October 5, 2016 via
 - (a) restoring the well to production or other OCD-approved beneficial use **and filing a C-115 documenting such production or use;**
 - (b) causing the wellbore to be plugged in accordance with OCD Rule 19.15.25.10(B) NMAC **and filing a C-103 describing the completed work;** or
 - (c) placing the well on approved temporary abandonment status in accordance with OCD Rule 19.15.25.12 NMAC through 19.15.25.14 NMAC.
2. Oil and gas produced during swabbing does not count as production for purposes of this Order.
3. Operator shall file a compliance report identifying each well returned to compliance, stating the date it was returned to compliance and describing how the well was returned to compliance (restored to production or other approved beneficial use, plugged wellbore, approved temporary abandonment status.) Transfer of a well identified on Exhibit "A" to another operator does not count towards Operator's obligation to return wells to compliance under the terms of this Order, but does reduce the total number of wells for which Operator is responsible under the terms of this Order. The written compliance report must be mailed or e-mailed to the OCD's Enforcement and Compliance Manager and to the OCD attorney in charge of inactive well agreed compliance orders so that it is **received by** the compliance deadline of October 5, 2016. The total length of this Agreed Compliance Order is six months.
4. Operator understands that if it fails to meet the terms of this Order, the OCD may decide not to enter into any further agreed compliance orders with Operator.

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5. This Order shall expire on November 5, 2016. At that time, any wells on Exhibit "A" not in compliance with OCD Rule 19.15.25.8 NMAC will appear on the inactive well list kept pursuant to OCD Rule 19.15.5.9(F) NMAC, and will be considered when determining Operator's compliance with OCD Rule 19.15.5.9 NMAC.
6. By signing this Order, Operator expressly:
 - (a) acknowledges the correctness of the Findings and Conclusions set forth in this Order;
 - (b) agrees to return to compliance 7 wells identified in Exhibit "A" by October 5, 2016;
 - (c) agrees to submit a compliance report as required in Ordering Paragraph 3 by the October 5, 2016 compliance deadline set by this Order;
 - (d) waives any right, pursuant to the Oil and Gas Act or otherwise, to an appeal from this Order, or to a hearing either prior to or subsequent to the entry of this Order other than a hearing on a request for waiver; and
 - (e) agrees that the Order may be enforced by OCD or Oil Conservation Commission Order, by suit or otherwise to the same extent and with the same effect as a final Order of the OCD or Oil Conservation Commission entered after notice and hearing in accordance with all terms and provisions of the Oil and Gas Act.
7. This Order applies only to the enforcement of OCD Rule 19.15.25.8 NMAC against those wells identified in Exhibit "A." Other wells operated by Operator out of compliance with OCD Rule 19.15.25.8 NMAC may be subject to immediate enforcement action under the Oil and Gas Act and OCD Rules. Wells identified in Exhibit "A" that are out of compliance with the Oil and Gas Act or OCD Rules other than OCD Rule 19.15.25.8 NMAC may be subject to immediate enforcement action under the Oil and Gas Act and OCD Rules.
8. The OCD reserves the right to file an application for hearing to obtain authority to plug any well identified in Exhibit "A" and forfeit the applicable financial assurance if the well poses an immediate environmental threat.

2	30-015-22249	MILLMAN H. D. STATE COM. #002	H-17-19S-28E	B	258350	VANGUARD OPERATING, LLC	S	G	12/2014	
2	30-015-33793	NO BLUFF STATE COM #004	E-36-17S-27E	E	258350	VANGUARD OPERATING, LLC	S	O	07/2014	Glorieta Formation
2	30-005-61432	REDMAN OY STATE #004	N-35-04S-24E	N	258350	VANGUARD OPERATING, LLC	S	G	03/2014	
2	30-015-32773	REDTAILED HAWK 10 H #001	C-10-25S-28E	C	258350	VANGUARD OPERATING, LLC	P	O	07/2014	SW WILLOW LAKE DELAWARE (40)
2	30-005-63413	ROSE FEDERAL #014	4-19-05S-25E	M	258350	VANGUARD OPERATING, LLC	F	G	12/2014	PECOS SLOPE ABO
2	30-005-63404	ROSE FEDERAL #015	E-20-05S-25E	E	258350	VANGUARD OPERATING, LLC	F	G	05/2014	PECOS SLOPE ABO
2	30-005-61541	ROUND TOP STATE #005	11-09-07S-23E	11	258350	VANGUARD OPERATING, LLC	S	G	10/2014	
2	30-005-61542	ROUND TOP STATE #006	1-10-07S-23E	L	258350	VANGUARD OPERATING, LLC	S	G	07/2014	
2	30-005-61543	ROUND TOP STATE #007	G-10-07S-23E	G	258350	VANGUARD OPERATING, LLC	S	G	09/2014	
2	30-005-60757	SALT FEDERAL #002	J-08-08S-23E	J	258350	VANGUARD OPERATING, LLC	F	G	05/2012	
2	30-015-35510	SOUTH CULEBRA BLUFF 23 #017	K-23-23S-28E	K	258350	VANGUARD OPERATING, LLC	P	I	12/2014	BRUSHY CANYON
2	30-015-35514	SOUTH CULEBRA BLUFF 23 #021	I-23-23S-28E	I	258350	VANGUARD OPERATING, LLC	P	I	12/2014	BRUSHY CANYON
1	30-025-05366	STATE O #010	3-31-16S-37E	L	258350	VANGUARD OPERATING, LLC	S	O	09/2008	ABO TA 03/14/2013 TA EXP 1/22/2016
1	30-025-30725	STIVASON FEDERAL #005	M-27-19S-34E	M	258350	VANGUARD OPERATING, LLC	P	O	12/2014	
2	30-015-33927	TELEDYNE 12 FEDERAL #003	E-12-23S-28E	E	258350	VANGUARD OPERATING, LLC	F	O	08/2014	E LOVING DELAWARE 40370 40
2	30-005-62703	TRELLIS AGP STATE #001	I-16-08S-23E	I	258350	VANGUARD OPERATING, LLC	S	G	08/2014	
2	30-005-62478	WHEELER AEE FEDERAL #001	P-25-07S-24E	P	258350	VANGUARD OPERATING, LLC	F	G	11/2014	
2	30-005-62077	WILLOW CREEK BFI STATE #004	G-31-04S-25E	G	258350	VANGUARD OPERATING, LLC	S	G	12/2014	

WHERE Ogrid:258350, County:All, District:All, Township:All, Range:All, Section:All, Production(months):15, Includes Wells Under ACOI, Excludes Wells in Approved TA Period


By: BRITT PENCE
Title: EVP OPERATIONS

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Done at Santa Fe, New Mexico this 2nd day of May, 2016

By: David Catanach
David Catanach
Director, Oil Conservation Division

ACCEPTANCE

Vanguard Operating, LLC hereby accepts the foregoing Order, and agrees to all of the terms and provisions set forth in that Order.

By: [Signature]
(Please print name) BRITT PENCE
Title: EVP OPERATIONS
Date: 4/28/2016

Exhibit A to Agreed Compliance Order for Vanguard Operating, LLC

Total Well Count: 986 Inactive Well Count: 33

Printed On: Thursday, April 28 2016

District	API	Well	ULSTR	OCD Unit	OGRID	Operator	Lease Type	Well Type	Last Production	Formation/Notes	Status	TA Exp Date
2	30-005-61494	BRADEN FEDERAL #001	A-30-05S-24E	A	258350	VANGUARD OPERATING, LLC	F	G	10/2014			
2	30-005-61193	CAMACK FEDERAL COM #006	H-12-05S-24E	H	258350	VANGUARD OPERATING, LLC	F	G	01/2014			
2	30-015-21179	CHAPARRAL OZ FEDERAL #001	H-17-24S-24E	H	258350	VANGUARD OPERATING, LLC	F	G	09/2014			
2	30-005-62105	CHINA DRAW AEP STATE #001	J-36-06S-22E	J	258350	VANGUARD OPERATING, LLC	S	G	11/2014			
2	30-005-60863	CHINA FEDERAL #001	B-18-07S-23E	B	258350	VANGUARD OPERATING, LLC	F	G	04/2012			
2	30-005-61117	CHINA FEDERAL #004	K-17-07S-23E	K	258350	VANGUARD OPERATING, LLC	F	G	09/2014			
2	30-015-04693	COLGLAZIER #001	B-20-20S-30E	B	258350	VANGUARD OPERATING, LLC	F	O	06/2014			
2	30-005-61002	DORIS FEDERAL #001	O-14-05S-24E	O	258350	VANGUARD OPERATING, LLC	F	G	11/2014			
2	30-005-61003	DORIS FEDERAL #002	M-11-05S-24E	M	258350	VANGUARD OPERATING, LLC	F	G	06/2014			
2	30-005-61004	DORIS FEDERAL #003	G-14-05S-24E	G	258350	VANGUARD OPERATING, LLC	F	G	09/2014			
2	30-005-61691	HALEY COM #001	F-07-07S-23E	F	258350	VANGUARD OPERATING, LLC	P	G	06/2014			
2	30-005-61335	HORSE CREEK COM #002	E-11-05S-24E	E	258350	VANGUARD OPERATING, LLC	P	G	07/2012			
2	30-015-22600	JOHNSON JT COM #001	H-28-17S-26E	H	258350	VANGUARD OPERATING, LLC	P	G	05/2013			
2	30-015-04680	KEYS #007	F-15-20S-30E	F	258350	VANGUARD OPERATING, LLC	F	O	08/2013	RET TO PROD 10/12		
2	30-005-61836	MEC COM #001	7-06-07S-23E	M	258350	VANGUARD OPERATING, LLC	P	G	06/2014			

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