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October 27, 2016

Daniel Sanchez
NMOCD Compliance & Enforcement Manager
New Mexico Oil Conservation Division
1220 South St Francis Drive
Santa Fe, New Mexico 87505

Dear Mr. Sanchez,

Attached please find the signed compliance order ACOI 294-B for your review.

Please contact Kyle Zimmerman at (432) 248-8150 or myself if you have any questions or require additional information.

Sincerely,

A handwritten signature in black ink, appearing to be "SP", with a small flourish at the end.

Thanks,
Swetha Pingali
Compliance Lead
Vanguard Natural Resources
5847 San Felipe, Suite 3000
Houston, Texas 77057
(832) 399-3762
spingali@vnrllc.com

State of New Mexico
Energy, Minerals and Natural Resources Department

Susana Martinez
Governor

Tony Delfin
Acting Cabinet Secretary

David Catanach, Division Director
Oil Conservation Division



November 2, 2016

Vanguard Operating, L.L.C.
ATTN: Swetha Pingali
5847 San Felipe, Suite 3000
Houston, TX 77057

Re: ACOI No. 294-B Amended
Operator: Vanguard Operating, L.L.C.; OGRID No. 258350

Dear Operator:

Thank you for returning the signed agreed compliance order regarding inactive wells operated by Vanguard Operating, L.L.C. Enclosed is a copy of the fully executed order.

The Order requires Vanguard Operating to bring 7 of the wells identified in the Order into compliance with Rule 19.15.4.201 NMAC (Rule 201) by **May 1, 2017**. Please remember that to bring a well into compliance under the order, Vanguard Operating must not only plug the wellbore, place the well on approved temporary abandonment, or return it to production or other beneficial use, Vanguard Operating must also file the appropriate paperwork. For example, if Vanguard Operating plugs the wellbore of a well, it must also file a C-103 subsequent report on the plugging. You may wish to confirm the status of each well on the list with the appropriate district office prior to the expiration of the Order.

The Order also requires Vanguard Operating to file a compliance report with the Oil Conservation Division (OCD) Compliance and Enforcement Manager, Daniel Sanchez, by **May 1, 2017**. This means **the compliance report must be received by the OCD by May 1, 2017**. I will review the report to determine whether the wells have been returned to compliance. If you have questions about how to file a compliance report, please contact me at (505) 476-3493.

As Vanguard Operating works to fulfill its obligations under the order, it should also monitor the status of its other wells to ensure that wells do not remain inactive for a period exceeding 15 months. Remember that you can search the OCD's Inactive Well List for wells that are inactive, but not yet out of compliance.

The OCD appreciates Vanguard Operating's commitment to bringing its inactive wells into compliance. If you have any questions, or if I can help you in any way, please do not hesitate to call. My email address is daniel.sanchez@state.nm.us.

November 2, 2016

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Sincerely yours,

A handwritten signature in black ink, appearing to read "Daniel Sanchez", with a stylized flourish extending from the end.

Daniel Sanchez
NMOCD Compliance & Enforcement Manager

Encl. ACOI No. 294-B Amended

CC: Maxey Brown, OCD District I Supervisor
Randolph Bayliss, OCD District II Supervisor
Charlie Perrin, OCD District III Supervisor
Will Jones, OCD District IV Supervisor

**STATE OF NEW MEXICO
ENERGY, MINERALS AND NATURAL RESOURCES DEPARTMENT
OIL CONSERVATION DIVISION**

NMOCD – ACOI- 294-B

IN THE MATTER OF VANGUARD OPERATING, LLC

Respondent.

**INACTIVE WELL
AGREED COMPLIANCE ORDER**

Pursuant to the New Mexico Oil and Gas Act, NMSA 1978, Sections 70-2-1 through 70-2-38, as amended ("Act") and OCD Rule 19.15.5.10(E) NMAC, the Director of the Oil Conservation Division ("OCD") and Vanguard Operating, LLC ("Operator") enter into this Inactive Well Agreed Compliance Order ("Order" or "ACOI"). Operator agrees to plug, place on approved temporary abandonment status, or restore to production or other beneficial use the wells identified herein in accordance with the following agreed schedule and procedures, or face the possibility of no further agreed compliance orders. See 19.15.25.8 NMAC

FINDINGS

1. The OCD is the state division charged with administration and enforcement of the Act, and rules and orders adopted pursuant to the Act.
2. Operator is a limited liability company doing business in the state of New Mexico.
3. Operator is the operator of record under OGRID 258350 for the wells identified in Exhibit "A," attached.
4. OCD Rule 19.15.25.8 NMAC states, in relevant part:

"A. The operator of wells drilled for oil or gas or services wells including seismic, core, exploration or injection wells, whether cased or uncased, shall plug the wells as Subsection B of 19.15.25.8 NMAC requires.

B. The operator shall either properly plug and abandon a well or place the well in approved temporary abandonment in accordance with 19.15.25 NMAC within 90 days after:

....

....

(3) a period of one year in which a well has been continuously inactive."

ACOI

5. The wells identified in Exhibit "A"
 - (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 921 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 47 wells out of compliance with the inactive well rule as of October 12, 2016. A copy of the Operator's inactive well list, as of October 12, 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

ACOI

1. The OCD has jurisdiction over the parties and subject matter in this proceeding.
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 May 1, 2017 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 May 1, 2017. The total length of this Agreed Compliance Order is six months.

ACOI

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.
5. This Order shall expire on June 1, 2017. 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 May 1, 2017;
 - (c) agrees to submit a compliance report as required in Ordering Paragraph 3 by the May 1, 2017 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.

Done at Santa Fe, New Mexico this 2nd day of November, 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) BRIT PENCE
Title: E. KP OPERATIONS
Date: 10/29/2016

Exhibit A to Agreed Compliance Order for Vanguard Operating, LLC

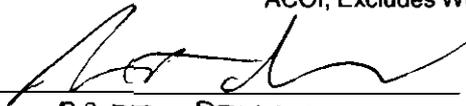
Total Well Count: 921 Inactive Well Count: 47
Printed On: Wednesday, October 12 2016

District	API	Well	ULSTR	OCD Unit	OGRID	Operator	Lease Type	Well Type	Last Production	Formation/Notes	Status	TA Exp Date
2	30-015-31552	AID 24P STATE #023	K-24-17S-28E	K	258350	VANGUARD OPERATING, LLC	S	O	09/2006	EMPIRE YESO TA EXP 09/01/13	T	9/1/2016
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	30-005-61683	CAUDILL RZ #003	L-09-06S-26E	L	258350	VANGUARD OPERATING, LLC	P	G	01/2015			
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	30-005-61659	CHINA FEDERAL #012	2-19-07S-23E	E	258350	VANGUARD OPERATING, LLC	F	G	03/2015			
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	30-015-26125	EDDY IK STATE #001	G-02-20S-29E	G	258350	VANGUARD OPERATING, LLC	S	G	06/2015			

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2	30-005-63334	GRYNBERG LZ STATE #006	K-36-05S-24E	K	258350	VANGUARD OPERATING, LLC	S	G	06/2015	WILDCAT PRE/CAMBRIAN
2	30-005-61335	HORSE CREEK COM #002	E-11-05S-24E	E	258350	VANGUARD OPERATING, LLC	P	G	07/2012	
2	30-005-63558	JARDIN BCJ STATE #001	N-26-07S-24E	N	258350	VANGUARD OPERATING, LLC	S	G	03/2015	WILDCAT PRECAMBRIAN
2	30-015-22600	JOHNSON JT COM #001	H-28-17S-26E	H	258350	VANGUARD OPERATING, LLC	P	G	05/2013	
2	30-005-61122	MARGARET RQ STATE #001	K-36-04S-24E	K	258350	VANGUARD OPERATING, LLC	S	G	01/2015	
2	30-015-22249	MILLMAN H. D. STATE COM. #002	B-17-19S-28E	B	258350	VANGUARD OPERATING, LLC	S	G	12/2014	
2	30-015-23998	MILLMAN SB STATE COM #001	G-16-19S-28E	G	258350	VANGUARD OPERATING, LLC	S	G	06/2015	
2	30-005-61652	MONAGHAN QY FEDERAL #007	C-27-05S-24E	C	258350	VANGUARD OPERATING, LLC	F	G	02/2015	
2	30-005-61931	MONAGHAN QY FEDERAL #009	I-34-05S-24E	I	258350	VANGUARD OPERATING, LLC	F	G	01/2015	
2	30-005-62083	MONAGHAN QY FEDERAL #010	L-27-05S-24E	L	258350	VANGUARD OPERATING, LLC	F	G	05/2015	
2	30-005-62121	MONAGHAN QY FEDERAL #011	C-34-05S-24E	C	258350	VANGUARD OPERATING, LLC	F	G	01/2015	
2	30-005-62621	MONAGHAN QY FEDERAL #012	O-28-05S-24E	O	258350	VANGUARD OPERATING, LLC	F	G	06/2015	
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	30-005-61431	REDMAN OY STATE #003	O-26-04S-24E	O	258350	VANGUARD OPERATING, LLC	S	G	05/2015	
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	30-005-61758	ROSE FEDERAL #003	A-19-05S-25E	A	258350	VANGUARD OPERATING, LLC	F	G	06/2015	
2	30-005-61759	ROSE FEDERAL #004	C-19-05S-25E	C	258350	VANGUARD OPERATING, LLC	F	G	04/2015	
2	30-005-61927	ROSE FEDERAL #006	K-19-05S-25E	K	258350	VANGUARD OPERATING, LLC	F	G	05/2015	
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	30-005-60772	SALT FEDERAL #001	N-08-08S-23E	N	258350	VANGUARD OPERATING, LLC	F	G	05/2015	
2	30-005-60757	SALT FEDERAL #002	J-08-08S-23E	J	258350	VANGUARD OPERATING, LLC	F	G	05/2012	
2	30-005-60981	SALT FEDERAL #004	L-05-08S-23E	L	258350	VANGUARD OPERATING, LLC	F	G	04/2015	
2	30-005-61339	SKINNY QO STATE #004	G-16-06S-25E	G	258350	VANGUARD OPERATING, LLC	S	G	01/2015	
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 T 1/22/2016
1	30-025-30725	STIVASON FEDERAL #005	M-27-19S-34E	M	258350	VANGUARD OPERATING, LLC	P	O	12/2014	
1	30-025-37452	TRANTULA 3 FEDERAL #001	A-03-25S-37E	A	258350	VANGUARD OPERATING, LLC	F	O	05/2015	TUBB-DRINKARD 35280
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	
2	30-005-63691	WILLOW CREEK BFI STATE #006	C-30-04S-25E	C	258350	VANGUARD OPERATING, LLC	S	G	06/2015	Undesignated Precambrian
2	30-005-64070	WILLOW CREEK BFI STATE #010	I-30-04S-25E		258350	VANGUARD OPERATING, LLC	S	G	05/2015	ABO

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: E VP OPERATIONS

ACOI