



LINN OPERATING, INC

A Wholly owned subsidiary of LINN Energy, LLC
JP Morgan Chase Tower
Houston, TX 77002
Phone: 281-840-4000
Fax: 281-840-4001
www.linnenergy.com

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November 14, 2016

State of New Mexico Oil Conservation Division
1220 South St. Francis Drive
Santa Fe, New Mexico 87505-4225

ATTENTION: Mr. Daniel Sanchez.
Enforcement and Compliance Manager

REFERENCE: Linn Operating Inc.
ACOI 262-H

Dear Mr. Sanchez,

Linn Operating, Inc. (LINN) is respectfully submitting for your review and execution two (2) original signed ACOI-262-H Agreements.

Should you require additional information or have any questions, please do not hesitate to contact me at dgordon@linnenergy.com or 281.840.4010.

As always your consideration and assistance is greatly appreciated.

Sincerely,

Debra J. Gordon
Regulatory Compliance Manager

Enclosure: (2) Original ACOI-H Agreements

Cc/ ACOI-H File
NM Asset Team

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 17, 2016

LINN Operating, Inc.
ATTN: Debra Gordon
600 Travis, Suite 5100
Houston, TX 77002

Re: **ACOI No. 262-H**
Operator: LINN Operating, Inc.; OGRID No. 269324

Dear Operator:

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

The Order requires LINN Operating to bring **10** of the wells identified in the Order into compliance with Rule 19.15.4.201 NMAC (Rule 201) by **April 11, 2017**. Please remember that to bring a well into compliance under the order, LINN Operating must not only plug the wellbore, place the well on approved temporary abandonment, or return it to production or other beneficial use, LINN Operating must also file the appropriate paperwork. For example, if LINN 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 LINN Operating to file a compliance report with the Oil Conservation Division (OCD) Compliance and Enforcement Manager, Daniel Sanchez, by **April 11, 2017**. This means **the compliance report must be received by the OCD by April 11, 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 LINN 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 LINN 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 17, 2016

Page 2

Sincerely yours,

Daniel Sanchez
NMOCD Compliance & Enforcement Manager

Encl. ACOI No. 262-H

CC: Maxey Brown, OCD District I Supervisor
Randy 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- 262 -H

IN THE MATTER OF LINN OPERATING, INC.

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 Linn Operating, Inc. ("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 corporation doing business in the state of New Mexico.
3. Operator is the operator of record under OGRID 269324 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."

5. The wells identified in Exhibit "A"

ACOI

- (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 1,104 wells, to be in compliance with OCD Rule 19.15.5.9.A(4) NMAC, Operator may have no more than 10 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 or will have 63 wells out of compliance with the inactive well rule as of November 3 of 2016. A copy of Operator's inactive well list as of November 3, 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.
- ACOI

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.

ORDER

1. Operator agrees to bring **10** wells identified in Exhibit "A" into compliance with OCD Rule 19.15.25.8 NMAC by April 11, 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 April 11, 2017. 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.
5. This Order shall expire on May 11, 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.

ACOI

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 10 wells identified in Exhibit "A" by April 11, 2017;
 - (c) agrees to submit a compliance report as required in Ordering Paragraph 3 by the April 11, 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 17th day of November, 2016

By: David Catanach

David Catanach
Director, Oil Conservation Division

ACCEPTANCE

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

By: 

(Please print name): Jamin McNeil

Title: Sr. VP Operations

Date: November 11, 2016

Exhibit A to Agreed Compliance Order for Linn Operating, Inc.

Inactive Well List

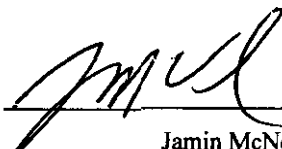
Total Well Count: 1066 Inactive Well Count: 62

District	API	Well	ULSTR	OCD Unit	OGRID	Operator	Lease Type	Well Type	Last Production	Formation/Notes	Status	TA Exp Date
2	30-015-24954	BARCLAY FEDERAL #001	N-01-23S-31E	N	269324	LINN OPERATING, INC.	F	G	Nov-09		T	4/8/2004
2	30-015-23371	BENSON DEEP AAS FEDERAL #001	E-34-18S-30E	E	269324	LINN OPERATING, INC.	F	O	Mar-07			
2	30-015-28889	C A RUSSELL #020	2-18-17S-31E	E	269324	LINN OPERATING, INC.	F	O	Feb-07	GRAYBURG JACKSON		
1	30-025-00528	CAPROCK MALJAMAR UNIT #013	J-13-17S-32E	J	269324	LINN OPERATING, INC.	S	I	Sep-14	GRAYBURG-SAN RET TO INJ 11/14/09		
1	30-025-00663	CAPROCK MALJAMAR UNIT #063	I-24-17S-32E	I	269324	LINN OPERATING, INC.	F	O	Aug-14			
1	30-025-01525	CAPROCK MALJAMAR UNIT #098	M-28-17S-33E	M	269324	LINN OPERATING, INC.	S	I	Jul-14	CONV TO WIW REMEDIAL WORK 02/05/2013		
1	30-025-32455	CAPROCK MALJAMAR UNIT #131	G-17-17S-33E	G	269324	LINN OPERATING, INC.	S	O	Nov-14	GRAYBURG SAN ANDRES RWTP 08/30/2011		
1	30-025-33266	CAPROCK MALJAMAR UNIT #182	D-21-17S-33E	D	269324	LINN OPERATING, INC.	S	O	Mar-14	GRAYBURG-SAN ANDRES		
1	30-025-33245	CAPROCK MALJAMAR UNIT #250	P-28-17S-33E	P	269324	LINN OPERATING, INC.	S	O	Aug-13	SAN ANDRES		
1	30-025-33621	CAPROCK MALJAMAR UNIT #263	M-20-17S-33E	M	269324	LINN OPERATING, INC.	S	I	Sep-14	SAN ANDRES		
2	30-015-20246	COLLATT ESTATE COM #001	J-01-23S-26E	J	269324	LINN OPERATING, INC.	P	G	Aug-04			
1	30-025-07965	EAST HOBBS SAN ANDRES UNIT #911	D-32-18S-39E	D	269324	LINN OPERATING, INC.	S	O	Nov-14	RET TO PROD 12/27/06		
2	30-015-28856	FRIESS FEDERAL #004	J-19-17S-31E	J	269324	LINN OPERATING, INC.	F	O	Jan-07	GRAYBURG-JACKSON		
2	30-015-28318	H E WEST A #028	H-03-17S-31E	H	269324	LINN OPERATING, INC.	F	O	Dec-14	GRAYBURG-JACKSON		
2	30-015-28465	H E WEST A #030	F-03-17S-31E	F	269324	LINN OPERATING, INC.	F	O	Jul-14	GRAYBURG-JACKSON		
2	30-015-28324	H E WEST A #032	G-03-17S-31E	G	269324	LINN OPERATING, INC.	F	O	Jun-14	GRAYBURG-JACKSON		
2	30-015-28325	H E WEST A #033	O-04-17S-31E	O	269324	LINN OPERATING, INC.	F	O	Mar-13	GRAYBURG-JACKSON		
2	30-015-26049	H E WEST B #043	M-09-17S-31E	M	269324	LINN OPERATING, INC.	F	O	Aug-14			
2	30-015-26099	H E WEST B #045	N-09-17S-31E	N	269324	LINN OPERATING, INC.	F	O	Oct-13			
2	30-015-28131	H E WEST B #072	P-09-17S-31E	P	269324	LINN OPERATING, INC.	F	O	Mar-95	GRAYBURG		
2	30-015-28316	H E WEST B #081	O-09-17S-31E	O	269324	LINN OPERATING, INC.	F	O	Dec-14	GRAYBURG-JACKSON		
2	30-015-28295	J L KEEL A #036	C-07-17S-31E	C	269324	LINN OPERATING, INC.	F	O	Feb-13			
2	30-015-28292	J L KEEL B #061	H-06-17S-31E	H	269324	LINN OPERATING, INC.	F	O	May-14			
1	30-025-11539	LANGLIE MATTIX QUEEN UNIT #008	M-11-25S-37E	M	269324	LINN OPERATING, INC.	P	O	Jul-14	04/02/2008 RETURN TO PROD		
1	30-025-11694	LANGLIE MATTIX QUEEN UNIT #030	A-22-25S-37E	A	269324	LINN OPERATING, INC.	P	O	Mar-91	TA EXP 7/24/11	T	7/24/2011

1	30-025-11688	LANGLIE MATTIX QUEEN UNIT #040	G-22-25S-37E	G	269324	LINN OPERATING, INC.	P	O	Oct-14		
2	30-015-05413	LEA D #003	H-26-17S-31E	H	269324	LINN OPERATING, INC.	F	I	May-06		
2	30-015-05414	LEA D #004	G-26-17S-31E	G	269324	LINN OPERATING, INC.	F	I	May-06		
2	30-015-05415	LEA D #005	I-26-17S-31E	I	269324	LINN OPERATING, INC.	F	I	May-06		
2	30-015-05416	LEA D #006	J-26-17S-31E	J	269324	LINN OPERATING, INC.	F	I	May-06		
2	30-015-20658	LEA D #007	F-26-17S-31E	F	269324	LINN OPERATING, INC.	F	I	May-06		
1	30-025-32976	MALJAMAR GRAYBURG UNIT #092	J-03-17S-32E	J	269324	LINN OPERATING, INC.	F	O	Aug-10	SAN ANDRES	
1	30-025-33381	MALJAMAR GRAYBURG UNIT #099	O-04-17S-32E	O	269324	LINN OPERATING, INC.	F	O	Dec-08		T 8/24/2011
1	30-025-33874	MALJAMAR GRAYBURG UNIT #155	F-10-17S-32E	F	269324	LINN OPERATING, INC.	F	I	Sep-14	INT REMEDIAL WORK 08/24/2012	
1	30-025-21798	MESCALERO RIDGE UNIT #262	P-26-19S-34E	P	269324	LINN OPERATING, INC.	F	O	Oct-14	REV 10/00	
2	30-015-04560	NORTH BENSON QUEEN UNIT #034	A-33-18S-30E	A	269324	LINN OPERATING, INC.	F	O	Mar-14		
1	30-025-30160	SEVEN RIVERS QUEEN UNIT #074	2-03-23S-36E	B	269324	LINN OPERATING, INC.	S	O	Nov-14		
1	30-025-38075	SEVEN RIVERS QUEEN UNIT #093	L-35-22S-36E	L	269324	LINN OPERATING, INC.	P	O	Dec-14	Queen	
2	30-015-05153	SKELLY UNIT #017	B-15-17S-31E	B	269324	LINN OPERATING, INC.	F	I	Nov-14		
2	30-015-05160	SKELLY UNIT #025	I-15-17S-31E	I	269324	LINN OPERATING, INC.	F	I	Nov-14		
2	30-015-05140	SKELLY UNIT #033	M-14-17S-31E	M	269324	LINN OPERATING, INC.	F	I	Oct-14	INT TO RUN STEP RATE APVD 7-22- 13	
2	30-015-05340	SKELLY UNIT #077	P-21-17S-31E	P	269324	LINN OPERATING, INC.	F	I	May-06		
2	30-015-05429	SKELLY UNIT #089	B-28-17S-31E	B	269324	LINN OPERATING, INC.	F	I	Jul-10		
2	30-015-05358	SKELLY UNIT #101	E-22-17S-31E	E	269324	LINN OPERATING, INC.	F	I	Oct-14		
2	30-015-20468	SKELLY UNIT #109	E-15-17S-31E	E	269324	LINN OPERATING, INC.	F	I	Oct-14	TA EXP 10/02/14	T 10/2/2014
2	30-015-22261	SKELLY UNIT #127	O-15-17S-31E	O	269324	LINN OPERATING, INC.	F	I	Nov-14		
2	30-015-29496	SKELLY UNIT #301	E-28-17S-31E	E	269324	LINN OPERATING, INC.	F	I	Jul-13	SAN ANDRES	
1	30-025-12053	SOUTH LEONARD UNIT #012	L-24-26S-37E	L	269324	LINN OPERATING, INC.	P	O	Nov-14	SOUTH LEONARD	
2	30-015-05188	SUPERIOR FOSTER #002	K-17-17S-31E	K	269324	LINN OPERATING, INC.	F	O	Mar-15		
2	30-015-05290	TURNER B #018	J-20-17S-31E	J	269324	LINN OPERATING, INC.	F	O	Dec-92		T 1/28/2016
2	30-015-05438	TURNER B #023	D-29-17S-31E	D	269324	LINN OPERATING, INC.	F	O	Dec-92		T 7/25/2007
2	30-015-05190	TURNER B #031	P-17-17S-31E	P	269324	LINN OPERATING, INC.	F	O	Dec-92		T 2/3/2016
2	30-015-05191	TURNER B #032	O-17-17S-31E	O	269324	LINN OPERATING, INC.	F	O	Dec-92		T #####
2	30-015-05305	TURNER B #033	A-20-17S-31E	A	269324	LINN OPERATING, INC.	F	O	Dec-92		T 1/29/2016
2	30-015-05306	TURNER B #034	H-20-17S-31E	H	269324	LINN OPERATING, INC.	F	O	Dec-92		T 2/3/2016
2	30-015-05193	TURNER B #037	M-17-17S-31E	M	269324	LINN OPERATING, INC.	F	O	Dec-92		T 1/29/2016
2	30-015-05308	TURNER B #038	C-20-17S-31E	C	269324	LINN OPERATING, INC.	F	O	Dec-92		T #####
2	30-015-05309	TURNER B #039	G-20-17S-31E	G	269324	LINN OPERATING, INC.	F	O	Dec-92		T 2/3/2016

2	30-015-05194	TURNER B #040	L-17-17S-31E	L	269324	LINN OPERATING, INC.	F	O	Dec-92	T	7/29/2016
2	30-015-05314	TURNER B #043	M-20-17S-31E	M	269324	LINN OPERATING, INC.	F	I	Dec-14		
2	30-015-05201	V L FOSTER #002	J-17-17S-31E	J	269324	LINN OPERATING, INC.	F	O	Sep-97		
2	30-015-05203	V L FOSTER #004	J-17-17S-31E	J	269324	LINN OPERATING, INC.	F	O	Jan-99		

WHERE Ogrid:269324, County:All, District:All, Township:All, Range:All, Section:All, Production(months):15, Includes Wells Under ACOI, Excludes Wells in Approved TA Period

BY: 
 TITLE: Jamin McNeil
 Sr. VP Operations