

State of New Mexico
Energy, Minerals and Natural Resources Department

Susana Martinez
Governor

Ken McQueen
Cabinet Secretary

Matthias Sayer
Deputy Cabinet Secretary

David Catanach, Division Director
Oil Conservation Division



January 30, 2017

Rover Operating, LLC
ATTN: Andrew Nguyen
17304 Preston Rd., Suite 740
Dallas, TX 75252

Re: ACOI No. 316

Operator: ROVER OPERATING, LLC; OGRID No. 371484

Dear Operator:

Thank you for returning the signed agreed compliance order regarding inactive wells operated by ROVER OPERATING, LLC (Rover). Enclosed is a copy of the fully executed order.

The Order requires Rover to bring 5 of the wells identified in the Order into compliance with Rule 19.15.4.201 NMAC (Rule 201) by **July 11, 2017**. Please remember that to bring a well into compliance under the order, Rover must not only plug the wellbore, place the well on approved temporary abandonment, or return it to production or other beneficial use, Rover must also file the appropriate paperwork. For example, if Rover 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 Rover to file a compliance report with the Oil Conservation Division (OCD) Compliance and Enforcement Manager, Daniel Sanchez, by **July 11, 2017**. This means **the compliance report must be received by the OCD by July 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 Rover 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.

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The OCD appreciates Rover'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.

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. 316

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- 316

IN THE MATTER OF ROVER 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 Rover 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 371484 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 **209** wells, to be in compliance with OCD Rule 19.15.5.9.A(4) NMAC, Operator may have no more than **5** 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 will have **61** wells out of compliance as of July 4, 2017. The Operator's inactive well list, dated January 4, 2017 is attached as Exhibit "A." Exhibit "A" includes wells that will fall onto the inactive well list, in the next six months. 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 5 wells identified in Exhibit "A" into compliance with OCD Rule 19.15.25.8 NMAC by July 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 July 11, 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 August 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.
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 5 wells identified in Exhibit "A" by July 11, 2017;
 - (c) agrees to submit a compliance report as required in Ordering Paragraph 3 by the July 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 30th day of January, 2017

By: David Catanach
David Catanach
Director, Oil Conservation Division

ACCEPTANCE

Rover 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) John Chadwick
Title: C.O.O. ROVER OPERATING LLC
Date: 1-12-17

Exhibit "A" to Agreed Compliance Order for Rover Operating, LLC

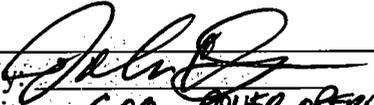
**Total Well Count: 209 Inactive Well Count: 61
Printed On: Wednesday, January 04 2017**

District	API	Well	ULSTR	OCD Unit	OGRID	Operator	Lease Type	Well Type	Last Production	Formation/Notes	Status	TA Exp Date
2	30-015-00512	BERRY A #006	G-24-17S-27E	G	371484	ROVER OPERATING, LLC	F	O	03/2016			
2	30-015-25154	BERRY A #033	K-24-17S-27E	K	371484	ROVER OPERATING, LLC	F	I	03/2016	YATES:SR		
2	30-015-05477	CEDAR LAKE #003Y	I-30-17S-31E	D	371484	ROVER OPERATING, LLC	S	O	02/2015			
2	30-015-02874	CONOCO STATE #002	M-03-17S-29E	M	371484	ROVER OPERATING, LLC	S	O	12/2014	RET TO PROD 8-1-13		
2	30-015-05017	CONSTATE #001	C-36-16S-31E	C	371484	ROVER OPERATING, LLC	S	O	10/2013	SAN ANDRES		
2	30-015-05020	CONSTATE #002	E-36-16S-31E	E	371484	ROVER OPERATING, LLC	S	O	06/2015			
2	30-015-05019	CONSTATE #003	J-36-16S-31E	J	371484	ROVER OPERATING, LLC	S	O	11/2014			
2	30-015-01849	COWTOWN UNIT #201	M-13-18S-28E	M	371484	ROVER OPERATING, LLC	S	O	04/2014			
2	30-015-01850	COWTOWN UNIT #301	N-13-18S-28E	N	371484	ROVER OPERATING, LLC	S	O	01/2014			
2	30-015-02037	COWTOWN UNIT #401	D-24-18S-28E	D	371484	ROVER OPERATING, LLC	S	O	09/2012			
2	30-015-02032	COWTOWN UNIT #402	E-24-18S-28E	E	371484	ROVER OPERATING, LLC	S	O	01/2015			
2	30-015-02644	DONNELLY KELLY STATE #002	O-08-18S-28E	O	371484	ROVER OPERATING, LLC	S	O	01/2014			
2	30-015-00169	EMPIRE J FEDERAL #003	H-01-18S-26E	H	371484	ROVER OPERATING, LLC	F	O	11/2014			
2	30-015-05038	FEATHERSTONE CBS #003	2-02-17S-31E	B	371484	ROVER OPERATING, LLC	S	O	10/2015			
2	30-015-04244	FEDERAL X #001	13-21-17S-30E	K	371484	ROVER OPERATING, LLC	F	O	07/2015			
2	30-015-04248	FEDERAL X #004	M-21-17S-30E	M	371484	ROVER OPERATING, LLC	F	O	12/2015			
2	30-015-04249	FEDERAL X #005	N-21-17S-30E	N	371484	ROVER OPERATING, LLC	F	O	12/2015			
2	30-015-25045	GREEN FEDERAL #008	B-31-17S-29E	B	371484	ROVER OPERATING, LLC	F	O	12/2014			
2	30-015-20312	H G WATSON #006	K-04-18S-29E	K	371484	ROVER OPERATING, LLC	P	O	03/2016			
2	30-015-03294	H G WATSON #008	O-04-18S-29E	O	371484	ROVER OPERATING, LLC	P	O	05/2011			
2	30-015-01395	HASTIE #006	4-18-17S-28E	M	371484	ROVER OPERATING, LLC	F	O	05/2014			
2	30-015-01396	HASTIE #007	3-18-17S-28E	L	371484	ROVER OPERATING, LLC	F	O	03/2016			
2	30-015-02741	HIGH LONESOME QUEEN UNIT #002	K-16-16S-29E	K	371484	ROVER OPERATING, LLC	S	O	02/2015			
2	30-015-02736	HIGH LONESOME QUEEN UNIT #003	E-16-16S-29E	E	371484	ROVER OPERATING, LLC	S	O	06/2015			
2	30-015-02748	HIGH LONESOME QUEEN UNIT #005	A-16-16S-29E	A	371484	ROVER OPERATING, LLC	S	O	05/2015			
2	30-015-02749	HIGH LONESOME QUEEN UNIT #006	I-16-16S-29E	I	371484	ROVER OPERATING, LLC	S	O	05/2015			
2	30-015-02666	HUDSON SAIKIN STATE #001	2-31-17S-28E	E	371484	ROVER OPERATING, LLC	S	O	01/2015			
2	30-015-02009	HUMBLE #002	L-22-18S-28E	L	371484	ROVER OPERATING, LLC	S	O	07/2015			
2	30-015-03007	HUMBLE STATE #003	K-19-17S-29E	K	371484	ROVER OPERATING, LLC	S	O	10/2015			
2	30-015-03362	J L LANGFORD #006	C-09-18S-29E	C	371484	ROVER OPERATING, LLC	P	O	05/2015	RET TO PROD 8-15-13		

2	30-015-03421	KEMPER STATE #001	E-16-18S-29E	E	371484	ROVER OPERATING, LLC	S	G	03/2016	QN-GB-SA
2	30-015-41078	KEMPER STATE #002	E-16-18S-29E	E	371484	ROVER OPERATING, LLC	S	O	06/2015	SAN ANDRES
2	30-015-25002	NEW MEXICO AF STATE #001	P-01-18S-28E	P	371484	ROVER OPERATING, LLC	S	O	01/2015	
2	30-015-21383	PAN AM STATE #003	I-28-17S-28E	I	371484	ROVER OPERATING, LLC	S	O	07/2014	
2	30-015-26176	RED LAKE FEDERAL #001	K-10-17S-28E	K	371484	ROVER OPERATING, LLC	F	O	08/2012	
2	30-015-26541	S L FEDERAL #001	M-12-17S-29E	M	371484	ROVER OPERATING, LLC	F	O	07/2015	
2	30-015-00438	SAUNDERS #002	P-13-17S-27E	P	371484	ROVER OPERATING, LLC	F	O	03/2016	
2	30-015-39724	SINCLAIR STATE #002	P-09-17S-29E	P	371484	ROVER OPERATING, LLC	S	O	10/2015	SAN ANDRES LOGS 6-11-12
2	30-015-23583	SPURCK #007	I-24-17S-27E	I	371484	ROVER OPERATING, LLC	S	O	06/2010	
2	30-015-23589	SPURCK #008	I-24-17S-27E	I	371484	ROVER OPERATING, LLC	S	O	06/2010	
2	30-015-01655	STATE 32 #001	J-32-17S-28E	J	371484	ROVER OPERATING, LLC	S	O	03/2015	
2	30-015-10073	STATE 647 #197	B-36-17S-28E	B	371484	ROVER OPERATING, LLC	S	O	06/2015	
2	30-015-10461	STATE 647 #202	A-36-17S-28E	A	371484	ROVER OPERATING, LLC	S	O	09/2014	
2	30-015-22676	STATE B #007	M-22-17S-28E	M	371484	ROVER OPERATING, LLC	S	O	07/2015	
2	30-015-22585	STATE BGK #002	P-02-17S-31E	P	371484	ROVER OPERATING, LLC	S	O	09/2015	
2	30-015-22981	STATE BGK #003	I-02-17S-31E	I	371484	ROVER OPERATING, LLC	S	O	01/2016	
2	30-015-23375	STATE BGK #004	P-02-17S-31E	P	371484	ROVER OPERATING, LLC	S	O	01/2016	
2	30-015-23376	STATE BGK #005	I-02-17S-31E	I	371484	ROVER OPERATING, LLC	S	O	10/2010	
2	30-015-05043	STATE BKC #010	K-02-17S-31E	K	371484	ROVER OPERATING, LLC	S	O	07/2015	
2	30-015-10107	STATE FX #001	F-06-18S-28E	F	371484	ROVER OPERATING, LLC	S	O	02/2015	
2	30-015-05046	TIDEWATER K STATE #001	M-02-17S-31E	M	371484	ROVER OPERATING, LLC	S	O	12/2015	
2	30-015-05047	TIDEWATER K STATE #002	L-02-17S-31E	L	371484	ROVER OPERATING, LLC	S	O	12/2015	
2	30-015-03513	TRAVIS D FEDERAL #012	J-17-18S-29E	J	371484	ROVER OPERATING, LLC	F	O	01/2014	
2	30-015-22685	TRAVIS D FEDERAL #018	H-17-18S-29E	H	371484	ROVER OPERATING, LLC	F	O	08/2015	
2	30-015-24160	TRAVIS D FEDERAL #019	K-17-18S-29E	K	371484	ROVER OPERATING, LLC	F	O	08/2015	
2	30-015-24441	TRAVIS D FEDERAL #020	H-18-18S-29E	H	371484	ROVER OPERATING, LLC	F	O	07/2014	
2	30-015-05041	WILSON #002	J-02-17S-31E	J	371484	ROVER OPERATING, LLC	S	O	09/2014	Q-SA RET TO PROD 4-24-12
2	30-015-01874	YATES STATE #002	N-15-18S-28E	N	371484	ROVER OPERATING, LLC	S	O	10/2010	
2	30-015-01875	YATES STATE #003	N-15-18S-28E	N	371484	ROVER OPERATING, LLC	S	O	01/2015	
2	30-015-22653	ZAIT #001	L-22-17S-28E	L	371484	ROVER OPERATING, LLC	S	O	07/2015	
2	30-015-23062	ZAIT #004	L-22-17S-28E	L	371484	ROVER OPERATING, LLC	S	O	07/2015	RET TO PROD 8-13-13

WHERE Ogrid:371484, County:All, District:All, Township:All, Range:All, Section:All, Production(months):9, Excludes Wells Under ACOI, Excludes Wells in Approved TA Period

ACOI

By: 
Title: CEO ROVER OPERATING, LLC