

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

NMOCD ACOI 210-B

IN THE MATTER OF VPR OPERATING, LLC,

Respondent.

SECOND AMENDED
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"), the Director of the Oil Conservation Division ("OCD") and VPR Operating, LLC ("Operator") hereby enter into this agreement to amend inactive well agreed compliance order 210 to add the following wells to the wells in Exhibit "A:"

- | | |
|--------------------|--------------|
| • Rich Unit #001 | 30-025-23510 |
| • Susco 3 State #1 | 30-025-27615 |

In all other respects ACOI 210 remains in full force and effect.

Done at Santa Fe, New Mexico this 23rd day of July, 2010

By: _____

Mark Fesmire, P.E.

Director, Oil Conservation Division

ACCEPTANCE

VPR Operating, LLC, hereby accepts the foregoing Amendment to ACOI 210.

VPR Operating, LLC

By: _____

Title: _____

Date: _____

PHB/111

SR. Vice President

6-23-10