

State of New Mexico
Energy, Minerals and Natural Resources Department

Susana Martínez
Governor

Tony Delfin
Acting Cabinet Secretary

David Catanach, Division Director
Oil Conservation Division



December 15, 2016

Legacy Reserves
ATTN: Laura Pina
303 West Wall, Suite 1800
Midland, TX 79701

Re: **ACOI No. 274-F**
Legacy Reserves; OGRID No. 240974

Dear Ms. Pina:

Thank you for returning the signed agreed compliance order regarding inactive wells operated by Legacy Reserves (Legacy). Enclosed is a copy of the fully executed order.

The Order requires Legacy to bring 6 of the wells identified in the Order into compliance with Rule 19.15.4.201 NMAC (Rule 201) by **June 15, 2017**. Please remember that to bring a well into compliance under the order, Legacy must not only plug the wellbore, place the well on approved temporary abandonment, or return it to production or other beneficial use, Legacy must also file the appropriate paperwork. For example, if Legacy 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 Legacy to file a compliance report with the Oil Conservation Division (OCD) Compliance and Enforcement Manager, Daniel Sanchez, by **June 15, 2017**. This means **the compliance report must be received by the OCD by June 15, 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 Legacy 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 Legacy'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.

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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. 274-F

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

2016 DEC 14 PM 1:59

NMOCD - ACOI-274-F

IN THE MATTER OF LEGACY RESERVES OPERATING, LP

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 Legacy Reserves Operating, LP ("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 partnership doing business in the state of New Mexico.
3. Operator is the operator of record under OGRID 240974 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."

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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 1,195 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 32 wells out of compliance with the inactive well rule as of December 8, 2016. A copy of Operator's inactive well list as of December 8, 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.
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 6 wells identified in Exhibit "A" into compliance with OCD Rule 19.15.25.8 NMAC by June 15, 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 June 15, 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 July 15, 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 6 wells identified in Exhibit "A" by June 15, 2017;
 - (c) agrees to submit a compliance report as required in Ordering Paragraph 3 by the June 15, 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 15th day of December, 2016

By: David Catanach
David Catanach
Director, Oil Conservation Division

ACCEPTANCE

Legacy Reserves Operating, LP hereby accepts the foregoing Order, and agrees to all of the terms and provisions set forth in that Order.

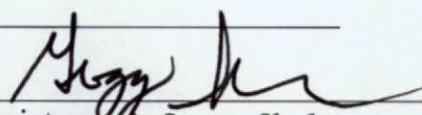
By: 
 (Please print name) Gregg Skelton
 Title: Operations Manager
 Date: 12/12/2016

Exhibit "A" to Agreed Compliance Order for Legacy Reserves Operating, LP

Total Well Count: 1195 Inactive Well Count: 32
 Printed On: Thursday, December 08 2016

District	API	Well	ULSTR	OCD Unit	OGRID	Operator	Lease Type	Well Type	Last Production	Formation/Notes	Status	TA Exp Date
1	30-005-00897	DRICKEY QUEEN SAND UNIT #014	O-33-13S-31E	O	240974	LEGACY RESERVES OPERATING, LP	F	O	02/1999		T	11/17/2016
1	30-005-01074	DRICKEY QUEEN SAND UNIT #041	G-16-14S-31E	G	240974	LEGACY RESERVES OPERATING, LP	S	O	12/1992			
1	30-005-01127	DRICKEY QUEEN SAND UNIT #053	H-22-14S-31E	H	240974	LEGACY RESERVES OPERATING, LP	P	I	12/1992			
1	30-025-05279	J M DENTON #005	N-11-15S-37E	N	240974	LEGACY RESERVES OPERATING, LP	P	O	07/1991	DEVONIAN /TA 08/06/2012 TE EXP 08/6/2013	T	8/6/2013
1	30-025-05284	J M DENTON #010	L-11-15S-37E	L	240974	LEGACY RESERVES OPERATING, LP	P	O	12/1992	TA 08/06/2012 TA EXP 08/06/2013	T	8/6/2013
1	30-025-05285	J M DENTON #011	P-11-15S-37E	P	240974	LEGACY RESERVES OPERATING, LP	P	O	06/1987	WOLFCAMP /TA 08/06/2012 TA EXP 08/06/13	T	8/6/2013
1	30-025-02428	LEA UNIT #002	F-12-20S-34E	F	240974	LEGACY RESERVES OPERATING, LP	F	O	05/2014	DEVONIAN BLM DENIED INT TA		
1	30-025-40698	LEA UNIT #030H	M-12-20S-34E	M	240974	LEGACY RESERVES OPERATING, LP	F	O	04/2015	BONE SPRING		

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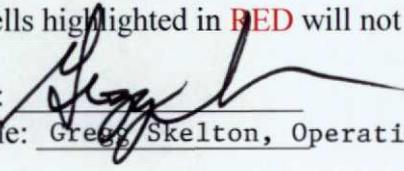
2	30-015-22384	MCMILLAN FEDERAL COM #001	J-14-20S-27E	J	240974	LEGACY RESERVES OPERATING, LP	F	O	03/2014	WOLFCAMP
1	30-025-00207	NORTH CAPROCK CELERO QUEEN UNIT #022	E-32-12S-32E	E	240974	LEGACY RESERVES OPERATING, LP	S	O	05/2015	
1	30-025-00201	NORTH CAPROCK CELERO QUEEN UNIT #026	K-32-12S-32E	K	240974	LEGACY RESERVES OPERATING, LP	S	O	12/2014	
1	30-025-00200	NORTH CAPROCK CELERO QUEEN UNIT #028	M-32-12S-32E	M	240974	LEGACY RESERVES OPERATING, LP	S	O	11/2014	
1	30-025-31055	PEARSALL BX #005	G-34-17S-32E	G	240974	LEGACY RESERVES OPERATING, LP	F	O	07/2015	
1	30-025-03028	PENROC STATE BJ #003	O-35-17S-35E	O	240974	LEGACY RESERVES OPERATING, LP	S	O	07/2015	ABO REEF
1	30-025-22742	SOUTH JUSTIS UNIT #020	F-24-25S-37E	F	240974	LEGACY RESERVES OPERATING, LP	F	O	08/2014	T 10/16/2016
1	30-025-11701	SOUTH JUSTIS UNIT #022	P-23-25S-37E	P	240974	LEGACY RESERVES OPERATING, LP	F	O	03/2015	BLINEBRY
1	30-025-11763	SOUTH JUSTIS UNIT #024	E-25-25S-37E	E	240974	LEGACY RESERVES OPERATING, LP	P	O	09/2011	BLINEBRY
2	30-015-25955	TAMANO (BSSC) UNIT #601	M-11-18S-31E	M	240974	LEGACY RESERVES OPERATING, LP	F	I	07/2014	
1	30-005-01092	WEST CAP QUEEN SAND UNIT #004	H-17-14S-31E	H	240974	LEGACY RESERVES OPERATING, LP	F	O	10/2014	10/13/10 CONVERT TO PROD BLM
1	30-005-01097	WEST CAP QUEEN SAND UNIT #005	I-17-14S-31E	I	240974	LEGACY RESERVES OPERATING, LP	S	I	07/2014	CONVERT TO INJ 11/18/10
1	30-005-01099	WEST CAP QUEEN SAND UNIT #006	J-17-14S-31E	J	240974	LEGACY RESERVES OPERATING, LP	S	I	07/2014	RETURN TO INJECTION 10- 04-07
1	30-005-01079	WEST CAP QUEEN SAND UNIT #012	M-16-14S-31E	M	240974	LEGACY RESERVES OPERATING, LP	S	O	10/2014	08/26/08 RET TO PROD
1	30-005-01108	WEST CAP QUEEN SAND UNIT #015	A-21-14S-31E	A	240974	LEGACY RESERVES OPERATING, LP	F	O	10/2014	
1	30-005-01107	WEST CAP QUEEN SAND UNIT #016	B-21-14S-31E	B	240974	LEGACY RESERVES OPERATING, LP	F	I	07/2014	07/25/08 RET TO PROD
1	30-005-01116	WEST CAP QUEEN SAND UNIT #017	C-21-14S-31E	C	240974	LEGACY RESERVES OPERATING, LP	P	O	08/1996	
1	30-005-01115	WEST CAP QUEEN SAND UNIT #018	D-21-14S-31E	D	240974	LEGACY RESERVES OPERATING, LP	P	I	08/2014	
1	30-005-01117	WEST CAP QUEEN SAND UNIT #020	F-21-14S-31E	F	240974	LEGACY RESERVES OPERATING, LP	P	I	12/1992	
1	30-005-01109	WEST CAP	G-21-14S-31E	G	240974	LEGACY	F	O	10/2014	

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		QUEEN SAND UNIT #021				RESERVES OPERATING, LP						
1	30-005-01119	WEST CAP QUEEN SAND UNIT #024	J-21-14S-31E	J	240974	LEGACY RESERVES OPERATING, LP	F	I	12/1992		T	12/2/2015
1	30-005-01102	ZIMMERMAN #002	P-20-14S-31E	P	240974	LEGACY RESERVES OPERATING, LP	P	O	03/2005	QUEEN		
1	30-005-01112	ZIMMERMAN A #003	M-21-14S-31E	M	240974	LEGACY RESERVES OPERATING, LP	P	O	03/2005	QUEEN		
1	30-005-01113	ZIMMERMAN A #004	L-21-14S-31E	L	240974	LEGACY RESERVES OPERATING, LP	P	O	03/2005	QUEEN		

WHERE Ogrid:240974, County:All, District:All, Township:All, Range:All, Section:All, Production(months):15, Includes Wells Under ACOI, Excludes Wells in Approved TA Period

Wells highlighted in **RED** will not count toward completion of this agreement.

By: 

Title: Greg Skelton, Operations Manager