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

APR 16 2007

Oil Conservation Division
1220 S. St. Francis Drive
Santa Fe, NM 87505
NMOCD - ACOT-164

IN THE MATTER OF MELROSE OPERATING COMPANY,

Respondent.

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 Melrose Operating Company ("Operator") enter into this Agreed Compliance Order ("Order") under which Operator agrees to bring wells identified herein into compliance with the Act and OCD Rule 201 [19.15.4.201 NMAC] in accordance with the following agreed schedule and procedures, and agrees to pay penalties as set out below if it fails to meet the schedule set out in this Order.

This Order replaces Agreed Compliance Order 122.

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 184860 for the wells identified in Exhibit "A," attached.
4. OCD Rule 201 [19.15.4.201 NMAC] states, in relevant part:

"A. The operator of any of the following wells, whether cased or uncased, shall be responsible for the plugging thereof: wells drilled for oil or gas; or service wells including but not limited to seismic, core, exploration or injection wells.

B. A well shall be either properly plugged and abandoned or placed in approved temporary abandonment in accordance with these rules 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" have been inactive for a continuous period in excess of one year plus ninety days, do not have a plugged wellbore, and are not on approved temporary abandonment status.
6. NMSA 1978, Section 70-2-31(A) authorizes the assessment of civil penalties of up to one thousand dollars per day per violation against any person who knowingly or willfully violates any provision of the Oil and Gas Act or any rule or order adopted pursuant to the Act.
7. NMSA 1978, Section 70-2-3(A) defines "person" in relevant part as
"any individual, estate, trust, receiver, cooperative association, club, corporation, company, firm, partnership, joint venture, syndicate or other entity..."

CONCLUSIONS

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 with Rule 201 because they have been inactive for a continuous period in excess of one year and 90 days, are not plugged, and are not on approved temporary abandonment status.
3. As operator of the wells identified in Exhibit "A," Operator is responsible for bringing those wells into compliance with Rule 201.
4. Operator is a "person" as defined by NMSA 1978, Section 70-2-33(A) and may be subject to civil penalties for knowing and willful violations of the Oil and Gas Act or rules or orders adopted pursuant to the Act.

ORDER

1. Operator agrees to bring at least six of the wells identified in Exhibit "A" into compliance with OCD Rule 201 by September 20, 2007 by
 - (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 202.B(2) and filing a C-103 describing the completed work; or
 - (c) placing the well on approved temporary abandonment status pursuant to OCD Rule 203.
- Transfer of a well identified on Exhibit "A" to another operator does not count towards Operator's obligation to return six 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.

2. Operator shall file a written compliance report so that it is **received by** September 20, 2007. The report must identify each well returned to compliance, state the date it was returned to compliance, and describe how the well was returned to compliance (restored to production or other approved beneficial use, plugged wellbore, approved temporary abandonment status). The report may be mailed or e-mailed to the OCD's Compliance and Enforcement Manager.
3. When the OCD receives a timely compliance report indicating that Operator has returned at least six wells to compliance and verifies the accuracy of that report, the OCD shall issue an amendment to this Order extending its terms for an additional six-month period and requiring Operator to bring six additional wells from Exhibit "A" into compliance by March 20, 2008. OCD shall provide a copy of that amendment to Operator at Operator's address of record provided pursuant to OCD Rule 100.C.
4. If Operator returns more than the required number of wells to compliance by September 20, 2007, the wells in excess of the number required will count towards the Operator's requirements for the next six-month period.
5. If Operator fails to return the required number of wells to compliance in the six-month period covered by this Order or an amendment to this Order, Operator agrees to pay a penalty of \$1000 times the number of wells it failed to bring into compliance under its schedule during the applicable six-month period. In the event the Operator encounters unanticipated circumstances that prevent it from meeting its compliance goal, Operator may file an administrative application with the OCD to request a waiver or reduction of the penalty, and serve the OCD's Enforcement and Compliance Manager with a copy of the application. If the Enforcement and Compliance Manager concurs with the Operator's request, the application may be granted administratively. If the Enforcement and Compliance Manager does not concur with the Operator's request, or fails to respond to the request within ten days, Operator may file an application for hearing to have the request heard by an OCD hearing examiner. Any request for hearing on the issue of waiver or reduction of penalties must be filed within 30 days of the end of the applicable six-month period. Once Operator pays the penalty or files an administrative application to request a waiver or reduction of the penalty, the OCD may, in its discretion, issue an amendment to this Order extending its terms for an additional six-month period.

Example A: Operator X enters into an agreed compliance order under which it agrees to bring 5 wells into compliance in a six-month period. At the end of the six-month period, Operator X has brought only 3 wells into compliance. Operator X pays the \$2000 penalty. The OCD exercises its discretion to issue an amendment extending the term of the agreed compliance order for an additional

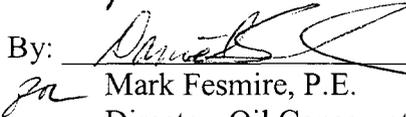
During this six-month period, again requiring Operator X to bring at least 5 wells into compliance. During this additional six-month period, Operator brings only one well into compliance. Operator X pays a \$4000 penalty. Although Operator X pays the \$4000 penalty, the OCD exercises its discretion and declines to issue an amendment to extend the terms of the agreed compliance order for an additional six-month period.

Example B: Operator Y enters into an agreed compliance order under which it agrees to bring 10 wells into compliance in a six-month period. Although Y has made arrangements for plugging the 10 wells, due to adverse weather conditions and mechanical difficulties with the available plugging rig, Y is able to plug only 3 wells. Y files an administrative application for hearing seeking to waive the \$7000 penalty, and serves the Enforcement and Compliance Manager with a copy of the application. The Enforcement and Compliance Manager does not concur with the application's request to waive the full amount of the penalty, so the application is set for hearing. The OCD exercises its discretion and issues an amendment to extend the terms of the agreed compliance order for an additional six-month period.

6. Thirty days after the expiration of the term of this Order and any amendments to this Order, any wells on Exhibit "A" still operated by Operator that are not in compliance with OCD Rule 201 will appear on the inactive well list for Operator kept pursuant to OCD Rule 40.F.
7. 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 six of the wells identified in Exhibit "A" by September 20, 2007, and agrees to comply with the compliance deadlines set by any amendments to this Order;
 - (c) agrees to submit a compliance report as required in Ordering Paragraph 2 and the deadline set by any amendments to this Order;
 - (d) agrees to pay penalties as set out in Ordering Paragraph 6 if it fails to return the required number of wells to compliance under the deadlines set by this Order or any amendments to this Order;
 - (e) 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 or to an appeal from this Order, other than a hearing on a request for a waiver or reduction of penalty as provided in Ordering Paragraph 5; and
 - (f) agrees that the Order and amendments to 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.

8. This Order applies only to those wells identified in Exhibit "A." Other wells operated by Operator out of compliance with Rule 201 may be subject to immediate enforcement action under the Oil and Gas Act.
9. The Oil Conservation Division 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 19th day of April, 2007

By: 
 Mark Fesmire, P.E.
 Director, Oil Conservation Division

ACCEPTANCE

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

Melrose Operating Company

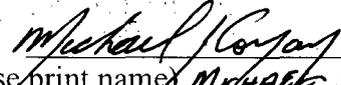
By: 
 (please print name) MICHAEL J. CORBOY
 Title: VICE PRESIDENT
 Date: 4-10-07

Exhibit A

To Agreed Compliance Order for Melrose Operating Company

| District | API | Well | ULSTR | OCD Unit | OGRID | Operator | Lease Type | Well Type | Last Production | Formation/Notes | Status | Days in TA |
|----------|--------------|----------------------------------|--------------|----------|--------|---------------------------|------------|-----------|-----------------|-----------------|--------|------------|
| 2 | 30-015-01563 | ARTESIA UNIT #002 | M-26-17S-28E | M | 184860 | MELROSE OPERATING COMPANY | S | O | 08/1983 | | | |
| 1 | 30-025-08656 | CONE JALMAT YATES POOL UNIT #802 | D-25-22S-35E | D | 184860 | MELROSE OPERATING COMPANY | S | I | 01/1995 | | | |
| 2 | 30-015-01808 | DUNN B FEDERAL #012 | B-10-18S-28E | B | 184860 | MELROSE OPERATING COMPANY | F | O | 10/2003 | | | |
| 2 | 30-015-24080 | FEDERAL 384 #001 | B-4 -18S-29E | B | 184860 | MELROSE OPERATING COMPANY | F | O | 03/1993 | | | |

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|---|--------------|-----------------------------------|--------------|---|--------|---------------------------|---|---|---------|----------|
| 2 | 30-015-02025 | GULF STATE #002 | O-23-18S-28E | O | 184860 | MELROSE OPERATING COMPANY | S | O | 02/2004 | |
| 1 | 30-025-08586 | JALMAT FIELD YATES SAND UNIT #115 | I-11-22S-35E | I | 184860 | MELROSE OPERATING COMPANY | S | O | 04/1983 | |
| 1 | 30-025-08628 | JALMAT FIELD YATES SAND UNIT #124 | D-14-22S-35E | D | 184860 | MELROSE OPERATING COMPANY | S | O | 07/2004 | |
| 1 | 30-025-08626 | JALMAT FIELD YATES SAND UNIT #145 | N-14-22S-35E | N | 184860 | MELROSE OPERATING COMPANY | S | I | 10/1998 | |
| 1 | 30-025-28063 | JF JANDA NCT-L #001 | D-36-22S-35E | D | 184860 | MELROSE OPERATING COMPANY | S | O | 04/1986 | |
| 2 | 30-015-02023 | MESA FAF STATE #001 | K-23-18S-28E | K | 184860 | MELROSE OPERATING COMPANY | S | O | 12/1992 | |
| 2 | 30-015-27352 | MESA FAF STATE #002 | K-23-18S-28E | K | 184860 | MELROSE OPERATING COMPANY | S | O | 11/1993 | QN GB SA |
| 1 | 30-025-03165 | NORTHEAST PEARL QUEEN UNIT #002 | N-15-19S-35E | N | 184860 | MELROSE OPERATING COMPANY | S | O | 05/1986 | |
| 1 | 30-025-03163 | NORTHEAST PEARL QUEEN UNIT #003 | O-15-19S-35E | O | 184860 | MELROSE OPERATING COMPANY | S | O | 01/1986 | |
| 1 | 30-025-03192 | NORTHEAST PEARL QUEEN UNIT #006 | D-23-19S-35E | D | 184860 | MELROSE OPERATING COMPANY | S | O | 12/1983 | |
| 1 | 30-025-03193 | NORTHEAST PEARL QUEEN UNIT #007 | C-23-19S-35E | C | 184860 | MELROSE OPERATING COMPANY | S | O | 01/1991 | |
| 1 | 30-025-21114 | NORTHEAST PEARL QUEEN UNIT #009 | A-23-19S-35E | A | 184860 | MELROSE OPERATING COMPANY | P | O | 08/1997 | |
| 1 | 30-025-20983 | NORTHEAST PEARL QUEEN UNIT #010 | D-24-19S-35E | D | 184860 | MELROSE OPERATING COMPANY | P | O | 01/1991 | |
| 1 | 30-025-20984 | NORTHEAST PEARL QUEEN UNIT #011 | C-24-19S-35E | C | 184860 | MELROSE OPERATING COMPANY | P | O | 10/1985 | |
| 1 | 30-025-20580 | NORTHEAST PEARL QUEEN UNIT #013 | H-23-19S-35E | H | 184860 | MELROSE OPERATING COMPANY | P | O | 08/1987 | |
| 1 | 30-025-03194 | NORTHEAST PEARL QUEEN UNIT #015 | F-23-19S-35E | F | 184860 | MELROSE OPERATING COMPANY | S | O | 04/1984 | |
| 1 | 30-025-03195 | NORTHEAST PEARL QUEEN UNIT #016 | E-23-19S-35E | E | 184860 | MELROSE OPERATING COMPANY | S | O | 01/1991 | |
| 1 | 30-025-03199 | NORTHEAST PEARL QUEEN UNIT #019 | K-23-19S-35E | K | 184860 | MELROSE OPERATING COMPANY | S | O | 04/1985 | |
| 1 | 30-025-03201 | NORTHEAST PEARL QUEEN UNIT #021 | I-23-19S-35E | I | 184860 | MELROSE OPERATING COMPANY | S | O | 05/1987 | |
| 1 | 30-025-20219 | NORTHEAST PEARL QUEEN UNIT #022 | L-24-19S-35E | L | 184860 | MELROSE OPERATING COMPANY | P | O | 06/1986 | |

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|---|--------------|---------------------------|--------------|---|--------|---------------------------------|---|---|---------|------------------|
| 2 | 30-015-01968 | ROTARY STATE #005 | J-20-18S-28E | J | 184860 | MELROSE OPERATING COMPANY | S | O | 11/1986 | |
| 2 | 30-015-01857 | STATE 14 A #003 | D-14-18S-28E | D | 184860 | MELROSE OPERATING COMPANY | S | O | 08/2003 | |
| 2 | 30-015-02015 | STATE 647 AC 711 #101 | P-22-18S-28E | P | 184860 | MELROSE OPERATING COMPANY | S | O | 05/1987 | |
| 2 | 30-015-10182 | STATE 647 AC 711 #200 | M-23-18S-28E | M | 184860 | MELROSE OPERATING COMPANY | S | O | 02/1997 | |
| 2 | 30-015-01877 | STATE 647 AC 713 #115 | O-15-18S-28E | O | 184860 | MELROSE OPERATING COMPANY | S | O | 09/1974 | |
| 2 | 30-015-02017 | STATE 647 AC 713 #122 | A-22-18S-28E | A | 184860 | MELROSE OPERATING COMPANY | S | O | 09/1974 | |
| 2 | 30-015-01868 | STATE 647 AC 713 #123 | J-14-18S-28E | J | 184860 | MELROSE OPERATING COMPANY | S | O | 12/1992 | (P&A 11-06-2003) |
| 2 | 30-015-01967 | VANDEVENTER STATE #001 | B-20-18S-28E | B | 184860 | MELROSE OPERATING COMPANY | S | O | 01/1985 | |
| 2 | 30-015-20103 | VANDEVENTER STATE #002 | B-20-18S-28E | B | 184860 | MELROSE OPERATING COMPANY | S | O | 01/1985 | |

By: *Michael J. Corstjens*
Melrose Operating Company
MICHAEL J. CORSTJENS, P.E.