

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

ACOI 169

IN THE MATTER OF CELERO ENERGY II, LP,

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") and OCD Rule 1227.E [19.15.14.1227(E) NMAC], the Director of the Oil Conservation Division ("OCD") and Celero Energy II, LP ("Operator") enter into this Agreed Compliance Order ("Order") under which Operator agrees to pursue a plan for bringing the wells identified in Exhibit A to this Order 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.

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. Operator is registered as an oil and gas operator and has been assigned OGRID 247128.
3. Operator recently acquired and became the operator of record of wells in New Mexico including the wells identified in Exhibit "A," attached.
4. OCD Rule 201 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"

- (a) have been continuously inactive for a period of one year plus 90 days;
 - (b) are not plugged or abandoned under OCD Rule 202 [19.15.4.202 NMAC]; and
 - (c) are not on approved temporary abandonment status under OCD Rule 203 [19.15.4.203 NMAC].
6. Operator needs time to evaluate the wells it recently acquired, and to re-establish a water flood on the Trigg Federal Lease in the Caprock Field. Operator needs time to complete the application procedures outlined in OCD Rule 701.B [19.15.9.701.G NMAC] to obtain approval of the water flood.
7. 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 and willfully violates any provision of the Oil and Gas Act or any rule or order adopted pursuant to the Act.
8. NMSA 1978, Section 70-2-33(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 [19.15.4.201 NMAC].
3. As operator of record of the wells identified in Exhibit “A”, Operator is responsible for bringing the 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. The OCD agrees to remove the wells identified in Exhibit “A” from the inactive well list for Operator until December 31, 2007. On January 1, 2008, the wells identified in Exhibit “A” will re-appear on the Operator’s inactive well list.
2. Operator agrees to file an application for a waterflood permit for the Trigg Federal Lease in the Caprock Field.

3. If Operator fails to file an application for a waterflood permit for the Trigg Federal Lease in the Caprock Field by December 31, 2007, Operator agrees to pay a penalty of \$5,000.
4. After Operator files the application for waterflood permit for the Trigg Federal Lease in the Caprock Field it may negotiate a new inactive well agreed compliance order setting a schedule for returning wells identified in Exhibit "A" to compliance.
5. By signing this Order, Operator expressly:
 - (a) acknowledges the correctness of the Findings and Conclusions set forth in this Order;
 - (b) agrees that it will file an application for waterflood permit for the Trigg Federal Lease in the Caprock Field by December 31, 2007;
 - (c) agrees to pay a \$5,000 penalty if it fails to file an application for waterflood permit for the Trigg Federal Lease in the Caprock Field by December 31, 2007;
 - (d) waives any right, pursuant to the Oil and Gas Act or otherwise, to a hearing either prior to or subsequent to the entry of this Order or to an appeal from this; 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.
6. This Order applies only to the enforcement of OCD Rule 201 against those wells identified in Exhibit "A." Other wells operated by Operator out of compliance with OCD Rule 201 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 Rule 201 may be subject to immediate enforcement action under the Oil and Gas Act and OCD Rules.
7. 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 August, 2007.

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

ACCEPTANCE

Celero Energy II LP hereby accepts the foregoing Order, and agrees to all of the terms and provisions set forth in that Order.

CELERO ENERGY II, LP

By: Celero Energy Holdings II, LLC,
General Partner

By: 
John E. Lodge

Its: Vice President – Land

Date: August 13, 2007

EXHIBIT "A"
To Agreed Compliance Order
For Celero Energy II, LP

Total Well Count:219 Inactive Well Count:174 Since:4/18/2006

Printed On: Thursday, July 12 2007

District	API	Well	ULSTR	OCD Unit	OGRID	Operator	Lease Type	Well Type	Last Production	Formation/Notes	Status	Days in TA
1	30-005-00925	DRICKEY QUEEN SAND UNIT #001	A-35-13S-31E	A	247128	CELERO ENERGY II, LP	S	O	03/1986			
1	30-005-00923	DRICKEY QUEEN SAND UNIT #002	B-35-13S-31E	B	247128	CELERO ENERGY II, LP	S	I	12/1992			
1	30-005-00922	DRICKEY QUEEN SAND UNIT #003	E-35-13S-31E	E	247128	CELERO ENERGY II, LP	S	O	03/1999			
1	30-005-00924	DRICKEY QUEEN SAND UNIT #004	G-35-13S-31E	G	247128	CELERO ENERGY II, LP	S	O	08/1996			
1	30-005-00926	DRICKEY QUEEN SAND UNIT #005	H-35-13S-31E	H	247128	CELERO ENERGY II, LP	S	I	12/1992			
1	30-005-00903	DRICKEY QUEEN SAND UNIT #006	K-34-13S-31E	K	247128	CELERO ENERGY II, LP	F	O	02/1981			
1	30-005-00902	DRICKEY QUEEN SAND UNIT #007	L-34-13S-31E	L	247128	CELERO ENERGY II, LP	F	I	12/1992			
1	30-005-00901	DRICKEY QUEEN SAND UNIT #008	M-34-13S-31E	M	247128	CELERO ENERGY II, LP	F	O	02/1999			
1	30-005-00900	DRICKEY QUEEN SAND UNIT #009	N-34-13S-31E	N	247128	CELERO ENERGY II, LP	F	O	02/1984			
1	30-005-00898	DRICKEY QUEEN SAND UNIT #011	H-33-13S-31E	H	247128	CELERO ENERGY II, LP	F	I	12/1992			
1	30-005-00894	DRICKEY QUEEN SAND UNIT #012	I-33-13S-31E	I	247128	CELERO ENERGY II, LP	F	O	03/1999			
1	30-005-00895	DRICKEY	J-33-13S-31E	J	247128	CELERO	F	I	12/1992			

Inactive well agreed compliance order

Celero Energy II, LP

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		QUEEN SAND UNIT #013				ENERGY II, LP			
1	30-005-00897	DRICKEY QUEEN SAND UNIT #014	O-33-13S-31E	O	247128	CELERO ENERGY II, LP	F	O	02/1999
1	30-005-00896	DRICKEY QUEEN SAND UNIT #015	P-33-13S-31E	P	247128	CELERO ENERGY II, LP	F	I	03/2000
1	30-005-00973	DRICKEY QUEEN SAND UNIT #016	2-3 -14S-31E	B	247128	CELERO ENERGY II, LP	F	I	03/2000
1	30-005-00971	DRICKEY QUEEN SAND UNIT #017	3-3 -14S-31E	C	247128	CELERO ENERGY II, LP	F	O	03/1999
1	30-005-00977	DRICKEY QUEEN SAND UNIT #018	4-3 -14S-31E	D	247128	CELERO ENERGY II, LP	F	I	12/1992
1	30-005-00976	DRICKEY QUEEN SAND UNIT #019	E-3 -14S-31E	E	247128	CELERO ENERGY II, LP	F	O	03/2000
1	30-005-00970	DRICKEY QUEEN SAND UNIT #020	F-3 -14S-31E	F	247128	CELERO ENERGY II, LP	F	I	12/1992
1	30-005-00965	DRICKEY QUEEN SAND UNIT #021	J-3 -14S-31E	J	247128	CELERO ENERGY II, LP	F	I	12/1992
1	30-005-00969	DRICKEY QUEEN SAND UNIT #022	K-3 -14S-31E	K	247128	CELERO ENERGY II, LP	F	O	03/1984
1	30-005-00972	DRICKEY QUEEN SAND UNIT #023	M-3 -14S-31E	M	247128	CELERO ENERGY II, LP	F	O	03/2000
1	30-005-00968	DRICKEY QUEEN SAND UNIT #024N	N-3 -14S-31E	N	247128	CELERO ENERGY II, LP	F	I	12/1992
1	30-005-00963	DRICKEY QUEEN SAND UNIT #025	O-3 -14S-31E	O	247128	CELERO ENERGY II, LP	F	O	03/1999
1	30-005-01024	DRICKEY QUEEN SAND UNIT #026	A-10-14S-31E	A	247128	CELERO ENERGY II, LP	F	O	03/1999
1	30-005-01026	DRICKEY QUEEN SAND UNIT	B-10-14S-31E	B	247128	CELERO ENERGY II, LP	F	I	12/1992

		#027								
1	30-005-01028	DRICKEY QUEEN SAND UNIT #028	C-10-14S-31E	C	247128	CELERO ENERGY II, LP	F	O	02/1999	
1	30-005-01029	DRICKEY QUEEN SAND UNIT #029	D-10-14S-31E	D	247128	CELERO ENERGY II, LP	F	I	03/2000	
1	30-005-01027	DRICKEY QUEEN SAND UNIT #030	E-10-14S-31E	E	247128	CELERO ENERGY II, LP	F	O	09/2002	
1	30-005-01022	DRICKEY QUEEN SAND UNIT #031	F-10-14S-31E	F	247128	CELERO ENERGY II, LP	F	I	02/1999	
1	30-005-01023	DRICKEY QUEEN SAND UNIT #032	G-10-14S-31E	G	247128	CELERO ENERGY II, LP	F	O	03/1999	
1	30-005-01025	DRICKEY QUEEN SAND UNIT #033	H-10-14S-31E	H	247128	CELERO ENERGY II, LP	F	I	12/1992	
1	30-005-01030	DRICKEY QUEEN SAND UNIT #034	J-10-14S-31E	J	247128	CELERO ENERGY II, LP	F	I	12/1992	
1	30-005-01035	DRICKEY QUEEN SAND UNIT #035	K-10-14S-31E	K	247128	CELERO ENERGY II, LP	F	O	09/2002	
1	30-005-01036	DRICKEY QUEEN SAND UNIT #036	L-10-14S-31E	L	247128	CELERO ENERGY II, LP	F	I	02/1999	
1	30-005-01034	DRICKEY QUEEN SAND UNIT #037	M-10-14S-31E	M	247128	CELERO ENERGY II, LP	F	O	10/2002	
1	30-005-01037	DRICKEY QUEEN SAND UNIT #038	N-10-14S-31E	N	247128	CELERO ENERGY II, LP	F	I	01/1997	
1	30-005-01075	DRICKEY QUEEN SAND UNIT #039	A-16-14S-31E	A	247128	CELERO ENERGY II, LP	S	I	04/1995	
1	30-005-01070	DRICKEY QUEEN SAND UNIT #040	B-16-14S-31E	B	247128	CELERO ENERGY II, LP	S	I	12/1992	
1	30-005-01074	DRICKEY QUEEN SAND UNIT #041	G-16-14S-31E	G	247128	CELERO ENERGY II, LP	S	O	12/1992	
1	30-005-01076	DRICKEY	H-16-14S-31E	H	247128	CELERO	S	I	06/1998	

		QUEEN SAND UNIT #042				ENERGY II, LP					
1	30-005-01080	DRICKEY QUEEN SAND UNIT #043	I-16-14S-31E	I	247128	CELERO ENERGY II, LP	S	O	03/2004		
1	30-005-01063	DRICKEY QUEEN SAND UNIT #044	D-15-14S-31E	D	247128	CELERO ENERGY II, LP	P	I	06/1998		
1	30-005-01064	DRICKEY QUEEN SAND UNIT #046	F-15-14S-31E	F	247128	CELERO ENERGY II, LP	P	I	03/2004		
1	30-005-01055	DRICKEY QUEEN SAND UNIT #047	K-15-14S-31E	K	247128	CELERO ENERGY II, LP	F	O	08/1974		
1	30-005-01059	DRICKEY QUEEN SAND UNIT #048	L-15-14S-31E	L	247128	CELERO ENERGY II, LP	F	I	04/1995		
1	30-005-01129	DRICKEY QUEEN SAND UNIT #049	B-22-14S-31E	B	247128	CELERO ENERGY II, LP	P	O	03/1986		
1	30-005-01133	DRICKEY QUEEN SAND UNIT #050	C-22-14S-31E	C	247128	CELERO ENERGY II, LP	F	O	08/1996		
1	30-005-01122	DRICKEY QUEEN SAND UNIT #051	D-22-14S-31E	D	247128	CELERO ENERGY II, LP	F	I	12/1992		
1	30-005-01121	DRICKEY QUEEN SAND UNIT #052	F-22-14S-31E	F	247128	CELERO ENERGY II, LP	F	I	08/1996		
1	30-005-01127	DRICKEY QUEEN SAND UNIT #053	H-22-14S-31E	H	247128	CELERO ENERGY II, LP	P	I	12/1992		
1	30-005-21156	DRICKEY QUEEN SAND UNIT #054	P-15-14S-31E	P	247128	CELERO ENERGY II, LP	F	I	03/2005	QUEEN	
1	30-005-21157	DRICKEY QUEEN SAND UNIT #055	M-15-14S-31E	M	247128	CELERO ENERGY II, LP	F	I	08/2002	QUEEN	
1	30-005-21132	DRICKEY QUEEN SAND UNIT #144	B-35-13S-31E	B	247128	CELERO ENERGY II, LP	S	O	01/1996	CAPROCK QUEEN	
1	30-005-21133	DRICKEY QUEEN SAND UNIT	K-35-13S-31E	K	247128	CELERO ENERGY II, LP	S	O	03/1999	CAPROCK QUEEN	

		#145									
1	30-005-21135	DRICKEY QUEEN SAND UNIT #147	E-11-14S-31E	E	247128	CELERO ENERGY II, LP	S	O	03/1999	CAPROCK QUEEN	
1	30-005-00910	FEDERAL V #001	P-34-13S-31E	P	247128	CELERO ENERGY II, LP	F	I	08/2000	INT TO P&A APPVD 1-8-04 / BLM	
1	30-005-00911	FEDERAL V #002	O-34-13S-31E	O	247128	CELERO ENERGY II, LP	F	O	07/2001	INT TO P&A APPVD 1-8-04 / BLM	
1	30-005-00912	FEDERAL V #003	J-34-13S-31E	J	247128	CELERO ENERGY II, LP	F	I	02/1998	INT TO P&A APPVD 1-8-04 / BLM	
1	30-005-00913	FEDERAL V #004	I-34-13S-31E	I	247128	CELERO ENERGY II, LP	F	O	08/2000	INT TO P&A APPVD 1-8-03 / BLM	
1	30-025-00287	ROCK QUEEN UNIT #001	G-19-13S-32E	G	247128	CELERO ENERGY II, LP	S	O	03/1999		
1	30-025-00286	ROCK QUEEN UNIT #002	I-19-13S-32E	I	247128	CELERO ENERGY II, LP	S	O	12/1992		
1	30-025-00291	ROCK QUEEN UNIT #004	K-19-13S-32E	K	247128	CELERO ENERGY II, LP	S	O	02/1999		
1	30-025-00292	ROCK QUEEN UNIT #005	4-19-13S-32E	M	247128	CELERO ENERGY II, LP	S	O	08/1996		
1	30-025-00301	ROCK QUEEN UNIT #008	H-30-13S-32E	H	247128	CELERO ENERGY II, LP	S	I	05/1999		
1	30-005-00839	ROCK QUEEN UNIT #009	K-24-13S-31E	K	247128	CELERO ENERGY II, LP	S	O	12/1992		
1	30-005-00841	ROCK QUEEN UNIT #010	M-24-13S-31E	M	247128	CELERO ENERGY II, LP	S	O	03/1999		
1	30-005-00828	ROCK QUEEN UNIT #012	B-23-13S-31E	B	247128	CELERO ENERGY II, LP	S	I	12/1992		
1	30-005-00832	ROCK QUEEN UNIT #013	C-23-13S-31E	C	247128	CELERO ENERGY II, LP	S	I	12/1997		
1	30-005-00835	ROCK QUEEN UNIT #015	E-23-13S-31E	E	247128	CELERO ENERGY II, LP	S	O	10/1986		
1	30-005-00827	ROCK QUEEN UNIT #016	F-23-13S-31E	F	247128	CELERO ENERGY II, LP	S	I	12/1992		
1	30-005-00831	ROCK QUEEN UNIT #017	G-23-13S-31E	G	247128	CELERO ENERGY II, LP	S	O	10/1986		
1	30-005-00821	ROCK QUEEN UNIT #018	I-23-13S-31E	I	247128	CELERO ENERGY II, LP	S	I	06/1984		

1	30-005-00820	ROCK QUEEN UNIT #019	J-23-13S-31E	J	247128	CELERO ENERGY II, LP	S	I	12/1992
1	30-005-00830	ROCK QUEEN UNIT #020	K-23-13S-31E	K	247128	CELERO ENERGY II, LP	S	O	11/1986
1	30-005-00825	ROCK QUEEN UNIT #021	M-23-13S-31E	M	247128	CELERO ENERGY II, LP	S	O	08/2002
1	30-005-00834	ROCK QUEEN UNIT #022	O-23-13S-31E	O	247128	CELERO ENERGY II, LP	S	O	11/1984
1	30-005-00813	ROCK QUEEN UNIT #023	A-22-13S-31E	A	247128	CELERO ENERGY II, LP	S	O	05/1985
1	30-005-00809	ROCK QUEEN UNIT #024	G-22-13S-31E	G	247128	CELERO ENERGY II, LP	S	O	02/1986
1	30-005-00816	ROCK QUEEN UNIT #025	I-22-13S-31E	I	247128	CELERO ENERGY II, LP	S	O	08/1986
1	30-005-00808	ROCK QUEEN UNIT #026	K-22-13S-31E	K	247128	CELERO ENERGY II, LP	S	I	06/1985
1	30-005-00812	ROCK QUEEN UNIT #027	O-22-13S-31E	O	247128	CELERO ENERGY II, LP	S	O	09/1986
1	30-005-00819	ROCK QUEEN UNIT #028	P-22-13S-31E	P	247128	CELERO ENERGY II, LP	S	I	08/2002
1	30-005-00883	ROCK QUEEN UNIT #029	A-27-13S-31E	A	247128	CELERO ENERGY II, LP	F	O	08/1986
1	30-005-00891	ROCK QUEEN UNIT #030	C-27-13S-31E	C	247128	CELERO ENERGY II, LP	F	I	12/1992
1	30-005-00886	ROCK QUEEN UNIT #031	G-27-13S-31E	G	247128	CELERO ENERGY II, LP	F	O	01/2002
1	30-005-00888	ROCK QUEEN UNIT #032	I-27-13S-31E	I	247128	CELERO ENERGY II, LP	F	I	04/2001
1	30-005-00890	ROCK QUEEN UNIT #033	O-27-13S-31E	O	247128	CELERO ENERGY II, LP	F	O	05/2002
1	30-005-00887	ROCK QUEEN UNIT #034	P-27-13S-31E	P	247128	CELERO ENERGY II, LP	F	I	02/1999
1	30-005-00872	ROCK QUEEN UNIT #035	A-26-13S-31E	A	247128	CELERO ENERGY II, LP	S	O	02/1999
1	30-005-00876	ROCK QUEEN UNIT #039	E-26-13S-31E	E	247128	CELERO ENERGY II, LP	S	O	11/2002
1	30-005-00871	ROCK QUEEN UNIT #042	H-26-13S-31E	H	247128	CELERO ENERGY II, LP	S	I	12/1992

1	30-005-00881	ROCK QUEEN UNIT #043	I-26-13S-31E	I	247128	CELERO ENERGY II, LP	S	O	12/2002
1	30-005-00873	ROCK QUEEN UNIT #044	J-26-13S-31E	J	247128	CELERO ENERGY II, LP	S	I	08/1998
1	30-005-00879	ROCK QUEEN UNIT #045	K-26-13S-31E	K	247128	CELERO ENERGY II, LP	S	I	12/2002
1	30-005-00878	ROCK QUEEN UNIT #046	L-26-13S-31E	L	247128	CELERO ENERGY II, LP	S	I	12/1992
1	30-005-00868	ROCK QUEEN UNIT #048	N-26-13S-31E	N	247128	CELERO ENERGY II, LP	S	I	12/1992
1	30-005-00882	ROCK QUEEN UNIT #050	P-26-13S-31E	P	247128	CELERO ENERGY II, LP	S	I	08/2002
1	30-005-00865	ROCK QUEEN UNIT #052	B-25-13S-31E	B	247128	CELERO ENERGY II, LP	F	I	12/1992
1	30-005-00864	ROCK QUEEN UNIT #053	C-25-13S-31E	C	247128	CELERO ENERGY II, LP	F	O	02/1999
1	30-005-00863	ROCK QUEEN UNIT #054	D-25-13S-31E	D	247128	CELERO ENERGY II, LP	F	I	09/2002
1	30-005-00855	ROCK QUEEN UNIT #055	E-25-13S-31E	E	247128	CELERO ENERGY II, LP	P	O	11/2004
1	30-005-00856	ROCK QUEEN UNIT #056	F-25-13S-31E	F	247128	CELERO ENERGY II, LP	P	I	12/2002
1	30-005-00853	ROCK QUEEN UNIT #060	J-25-13S-31E	J	247128	CELERO ENERGY II, LP	P	I	02/1999
1	30-005-00852	ROCK QUEEN UNIT #061	K-25-13S-31E	K	247128	CELERO ENERGY II, LP	P	O	08/1996
1	30-005-00851	ROCK QUEEN UNIT #062	L-25-13S-31E	L	247128	CELERO ENERGY II, LP	P	I	02/1999
1	30-005-00859	ROCK QUEEN UNIT #063	M-25-13S-31E	M	247128	CELERO ENERGY II, LP	F	O	07/1979
1	30-005-00860	ROCK QUEEN UNIT #064	N-25-13S-31E	N	247128	CELERO ENERGY II, LP	F	I	04/2001
1	30-005-00861	ROCK QUEEN UNIT #065	O-25-13S-31E	O	247128	CELERO ENERGY II, LP	F	O	04/2001
1	30-005-00862	ROCK QUEEN UNIT #066	P-25-13S-31E	P	247128	CELERO ENERGY II, LP	F	I	12/2002
1	30-025-00304	ROCK QUEEN UNIT #068	B-30-13S-32E	B	247128	CELERO ENERGY II, LP	S	I	05/1997

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1	30-025-00307	ROCK QUEEN UNIT #069	C-30-13S-32E	C	247128	CELERO ENERGY II, LP	S	O	04/1986
1	30-025-00302	ROCK QUEEN UNIT #075	I-30-13S-32E	I	247128	CELERO ENERGY II, LP	S	O	03/1999
1	30-025-00310	ROCK QUEEN UNIT #078	3-30-13S-32E	L	247128	CELERO ENERGY II, LP	S	I	04/2001
1	30-025-00303	ROCK QUEEN UNIT #081	O-30-13S-32E	O	247128	CELERO ENERGY II, LP	S	O	03/1999
1	30-005-00945	ROCK QUEEN UNIT #082	A-36-13S-31E	A	247128	CELERO ENERGY II, LP	S	O	10/1999
1	30-005-00938	ROCK QUEEN UNIT #083	B-36-13S-31E	B	247128	CELERO ENERGY II, LP	S	I	04/1995
1	30-005-00930	ROCK QUEEN UNIT #085	D-36-13S-31E	D	247128	CELERO ENERGY II, LP	S	I	01/1995
1	30-005-00943	ROCK QUEEN UNIT #089	I-36-13S-31E	I	247128	CELERO ENERGY II, LP	S	O	04/2001
1	30-005-00935	ROCK QUEEN UNIT #090	K-36-13S-31E	K	247128	CELERO ENERGY II, LP	S	O	05/1997
1	30-005-00933	ROCK QUEEN UNIT #092	M-36-13S-31E	M	247128	CELERO ENERGY II, LP	S	O	04/2001
1	30-005-00928	ROCK QUEEN UNIT #096	C-35-13S-31E	C	247128	CELERO ENERGY II, LP	S	O	10/1986
1	30-005-00909	ROCK QUEEN UNIT #099	B-34-13S-31E	B	247128	CELERO ENERGY II, LP	P	I	04/1996
1	30-005-00908	ROCK QUEEN UNIT #100	E-34-13S-31E	E	247128	CELERO ENERGY II, LP	P	O	04/2001
1	30-005-00907	ROCK QUEEN UNIT #101	F-34-13S-31E	F	247128	CELERO ENERGY II, LP	P	I	12/1992
1	30-005-00906	ROCK QUEEN UNIT #102	G-34-13S-31E	G	247128	CELERO ENERGY II, LP	P	O	03/1999
1	30-005-00905	ROCK QUEEN UNIT #103	H-34-13S-31E	H	247128	CELERO ENERGY II, LP	P	I	12/1992
1	30-025-00284	ROCK QUEEN UNIT #106	N-19-13S-32E	N	247128	CELERO ENERGY II, LP	S	I	08/2002
1	30-025-00285	ROCK QUEEN UNIT #108	P-19-13S-32E	P	247128	CELERO ENERGY II, LP	S	I	03/2003
1	30-005-00824	ROCK QUEEN UNIT #114	D-23-13S-31E	D	247128	CELERO ENERGY II, LP	S	I	12/1992

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1	30-005-01009	TRIGG FEDERAL #004	A-9 -14S-31E	A	247128	CELERO ENERGY II, LP	F	O	07/2001	
1	30-005-00978	TRIGG FEDERAL #005	P-4 -14S-31E	P	247128	CELERO ENERGY II, LP	F	I	08/2000	
1	30-005-00979	TRIGG FEDERAL #006	I-4 -14S-31E	I	247128	CELERO ENERGY II, LP	F	O	09/1998	QUEEN
1	30-005-00981	TRIGG FEDERAL #008	1-4 -14S-31E	A	247128	CELERO ENERGY II, LP	F	O	09/1998	
1	30-005-01013	TRIGG FEDERAL #012	B-9 -14S-31E	B	247128	CELERO ENERGY II, LP	F	I	12/1992	QUEEN
1	30-005-00982	TRIGG FEDERAL #013	O-4 -14S-31E	O	247128	CELERO ENERGY II, LP	F	O	08/2000	QUEEN
1	30-005-00984	TRIGG FEDERAL #015	G-4 -14S-31E	G	247128	CELERO ENERGY II, LP	F	O	05/1996	QUEEN
1	30-005-00985	TRIGG FEDERAL #016	2-4 -14S-31E	B	247128	CELERO ENERGY II, LP	F	I	02/1999	QUEEN
1	30-005-00986	TRIGG FEDERAL #021	N-4 -14S-31E	N	247128	CELERO ENERGY II, LP	F	I	12/1992	QUEEN
1	30-005-00987	TRIGG FEDERAL #022	K-4 -14S-31E	K	247128	CELERO ENERGY II, LP	F	O	09/1998	QUEEN
1	30-005-00988	TRIGG FEDERAL #023	F-4 -14S-31E	F	247128	CELERO ENERGY II, LP	F	I	12/1992	QUEEN
1	30-005-00989	TRIGG FEDERAL #024	3-4 -14S-31E	C	247128	CELERO ENERGY II, LP	F	O	09/1998	QUEEN
1	30-005-01021	TRIGG FEDERAL #028	D-9 -14S-31E	D	247128	CELERO ENERGY II, LP	F	I	07/1998	QUEEN
1	30-005-00990	TRIGG FEDERAL #029	M-4 -14S-31E	M	247128	CELERO ENERGY II, LP	F	I	07/1998	
1	30-005-00991	TRIGG FEDERAL #030	L-4 -14S-31E	L	247128	CELERO ENERGY II, LP	F	I	12/1992	
1	30-005-00992	TRIGG FEDERAL #031	E-4 -14S-31E	E	247128	CELERO ENERGY II, LP	F	O	06/1996	QUEEN
1	30-005-00993	TRIGG FEDERAL #032	4-4 -14S-31E	D	247128	CELERO ENERGY II, LP	F	I	06/1994	QUEEN
1	30-005-00994	TRIGG FEDERAL #033	1-4 -14S-31E	A	247128	CELERO ENERGY II, LP	F	O	12/1992	QUEEN
1	30-005-00996	TRIGG FEDERAL #035	H-5 -14S-31E	H	247128	CELERO ENERGY II, LP	F	I	05/1979	QUEEN

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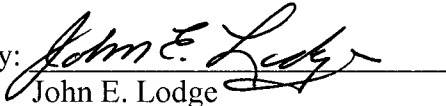
1	30-005-10158	TRIGG FEDERAL #037	2-4 -14S-31E	B	247128	CELERO ENERGY II, LP	F	I	07/1998	QUEEN
1	30-005-01093	WEST CAP QUEEN SAND UNIT #001	A-17-14S-31E	A	247128	CELERO ENERGY II, LP	F	O	03/2005	
1	30-005-01096	WEST CAP QUEEN SAND UNIT #002	B-17-14S-31E	B	247128	CELERO ENERGY II, LP	F	I	03/2005	
1	30-005-01092	WEST CAP QUEEN SAND UNIT #004	H-17-14S-31E	H	247128	CELERO ENERGY II, LP	F	I	03/2005	OUT OF COMPLIANCE 9- 17-04
1	30-005-01099	WEST CAP QUEEN SAND UNIT #006	J-17-14S-31E	J	247128	CELERO ENERGY II, LP	S	I	03/2005	OUT OF COMPLIANCE 9- 17-04
1	30-005-01090	WEST CAP QUEEN SAND UNIT #007	K-17-14S-31E	K	247128	CELERO ENERGY II, LP	F	O	03/2005	
1	30-005-01095	WEST CAP QUEEN SAND UNIT #009	N-17-14S-31E	N	247128	CELERO ENERGY II, LP	F	I	03/2005	
1	30-005-01100	WEST CAP QUEEN SAND UNIT #010	O-17-14S-31E	O	247128	CELERO ENERGY II, LP	S	O	12/2005	
1	30-005-01098	WEST CAP QUEEN SAND UNIT #011	P-17-14S-31E	P	247128	CELERO ENERGY II, LP	S	I	02/1997	
1	30-005-01079	WEST CAP QUEEN SAND UNIT #012	M-16-14S-31E	M	247128	CELERO ENERGY II, LP	S	O	09/1998	
1	30-005-01103	WEST CAP QUEEN SAND UNIT #013	A-20-14S-31E	A	247128	CELERO ENERGY II, LP	P	O	09/1998	
1	30-005-01105	WEST CAP QUEEN SAND UNIT #014	H-20-14S-31E	H	247128	CELERO ENERGY II, LP	P	I	12/1992	OUT OF COMPLIANCE 9- 17-04
1	30-005-01107	WEST CAP QUEEN SAND UNIT #016	B-21-14S-31E	B	247128	CELERO ENERGY II, LP	F	I	01/2005	
1	30-005-01116	WEST CAP QUEEN SAND UNIT #017	C-21-14S-31E	C	247128	CELERO ENERGY II, LP	P	O	08/1996	
1	30-005-01114	WEST CAP QUEEN SAND UNIT	E-21-14S-31E	E	247128	CELERO ENERGY II, LP	P	O	08/1985	

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		#019									
1	30-005-01117	WEST CAP QUEEN SAND UNIT #020	F-21-14S-31E	F	247128	CELERO ENERGY II, LP	P	I	12/1992		
1	30-005-01109	WEST CAP QUEEN SAND UNIT #021	G-21-14S-31E	G	247128	CELERO ENERGY II, LP	F	O	12/2005		
1	30-005-10104	WEST CAP QUEEN SAND UNIT #022	H-21-14S-31E	H	247128	CELERO ENERGY II, LP	F	I	12/1982	QUEEN SAND	
1	30-005-01120	WEST CAP QUEEN SAND UNIT #023	I-21-14S-31E	I	247128	CELERO ENERGY II, LP	F	O	12/1992		
1	30-005-01119	WEST CAP QUEEN SAND UNIT #024	J-21-14S-31E	J	247128	CELERO ENERGY II, LP	F	I	12/1992	QUEEN SAND	
1	30-005-01118	WEST CAP QUEEN SAND UNIT #025	O-21-14S-31E	O	247128	CELERO ENERGY II, LP	F	O	12/1992	QUEEN	
1	30-005-01102	ZIMMERMAN #002	P-20-14S-31E	P	247128	CELERO ENERGY II, LP	P	O	03/2005	QUEEN	
1	30-005-01110	ZIMMERMAN A #001	N-21-14S-31E	N	247128	CELERO ENERGY II, LP	P	O	03/2005	QUEEN	
1	30-005-01112	ZIMMERMAN A #003	M-21-14S-31E	M	247128	CELERO ENERGY II, LP	P	O	03/2005	QUEEN	
1	30-005-01113	ZIMMERMAN A #004	L-21-14S-31E	L	247128	CELERO ENERGY II, LP	P	O	03/2005	QUEEN	

WHERE Ogrid:247128, County:All, District:All, Township:All, Range:All, Section:All,
Production(months):15

CELERO ENERGY II, LP
By: Celero Energy Holdings II, LLC,
General Partner

By: 
John E. Lodge
Its: Vice President – Land
Date: August 13, 2007