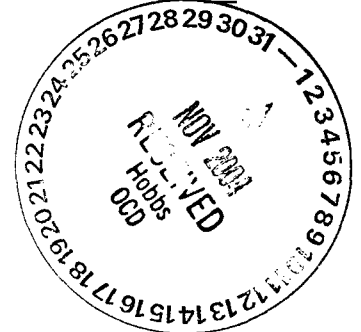


**STATE OF NEW MEXICO  
ENERGY, MINERALS AND NATURAL RESOURCES DEPARTMENT  
OIL CONSERVATION DIVISION**

NMOCD - ACO 01-04-003

**IN THE MATTER OF *InFlow Petroleum Resources, 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"), the Director of the Oil Conservation Division ("OCD") and *InFlow Petroleum Resources, LP*, ("Operator") enter into this Order under which Operator agrees that the wells identified herein shall be brought 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.
3. Operator is the operator of record under OGRID 225789 for the wells identified in Exhibit "A," attached.
4. The wells identified in Exhibit "A":
  - a. have been continuously inactive for a period of one year plus ninety days;
  - b. are not properly plugged and abandoned under OCD Rule 202 [19.15.4.202 NMAC]; and
  - c. have not been placed on temporary abandonment status under OCD Rule 203 [19.15.4.203 NMAC].
5. OCD Rule 201 [19.15.4.201 NMAC] states, in relevant part:

"A. The operator of any well drilled for oil, gas or injection; for seismic, core or other exploration, or for a service well, whether cased or uncased, shall be responsible for the plugging thereof.

B. A well shall be either properly plugged and abandoned or temporarily abandoned in accordance with these rules within ninety (90) days after:

....

....

(3) a period of one (1) year in which a well has been continuously inactive.”

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. OCD Rule 7.P (2) [19.15.1.7.P (2) NMAC] defines “person” as

“an individual or any other entity including partnerships, corporation, associations, responsible business or association agents or officers, the state or a political subdivision of the state or any agency, department or instrumentality of the United States and any of its officers, agents or employees.”

#### CONCLUSIONS

1. The OCD has jurisdiction over the parties and subject matter in this proceeding.
2. As operator of the wells identified in Exhibit “A,” Operator is responsible for bringing those wells into compliance with Rule 201.
3. Operator is a “person” as defined by OCD Rule 7.P(2) 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 is hereby directed to bring each of the wells identified in Exhibit “A” into compliance with OCD Rule 201 by either:
  - (a) restoring such wells to production or other OCD-approved beneficial use by January 31, 2008;
  - (b) causing the wellbore to be plugged in accordance with OCD Rule 202 by January 31, 2008 and causing the site to be remediated in accordance with OCD Rule 202 within one year of plugging the wellbore; or
  - (c) securing OCD approval for temporary abandonment of the well in accordance with OCD Rule 203 by January 31, 2008.
2. Operator shall, beginning with the month of December, 2004, plug, temporarily abandon or restore to production or other approved beneficial use a minimum of two of the wells identified in Exhibit “A” per calendar month.. If more than 2 wells are brought into compliance each month wells are plugged, temporarily abandoned or restored to production or other approved beneficial use during any month, the wells in excess of the number agreed to herein shall be credited to Operator’s obligation

hereunder for succeeding months, provided that all of the wells identified in Exhibit "A" shall be plugged, temporarily abandoned or restored to production or other approved beneficial use by January 31, 2008 according to the following schedule (hereinafter "schedule"):

<u>Date:</u>	<u>Number of Wells from Exhibit "A"</u>
Last day of	
December, 2004	2
January, 2005	4
February, 2005	6
March, 2005	8
April, 2005	10
May, 2005	12
June, 2005	14
July, 2005	16
August, 2005	18
September, 2005	20
October, 2005	22
November, 2005	24
December, 2005	26
January, 2006	28
February, 2006	30
March, 2006	32
April, 2006	34
May, 2006	36
June, 2006	38
July, 2006	40
August, 2006	42
September, 2006	44
October, 2006	46
November, 2006	48
December, 2006	50
January, 2007	52
February, 2007	54
March, 2007	56
April, 2007	58
May, 2007	60
June, 2007	62
July, 2007	64
August, 2007	66
Sept, 2007	68
October, 2007	70
November, 2007	72
December, 2007	74
January, 2008	76
Total	76 wells

3. A well shall be considered "plugged" for purposes of the schedule set out in paragraph 2, above, when the Operator has plugged the wellbore in accordance with Rule 202.A and B (1) and (2), and filed a sundry notice with the appropriate district office notifying them that the wellbore has been plugged. The wellsite must be remediated in accordance with Rule 202.B.(3) within one year of plugging the wellbore. Upon completion of the remediation, the Operator must contact the appropriate district office to arrange for an inspection of the well and location.
4. A well shall be considered "temporarily abandoned" for purposes of the schedule set out in paragraph 2, above, when the well has successfully passed the mechanical integrity test required by Rule 203 and the Operator has filed the request for temporary abandonment with the appropriate district office.
5. A well shall be considered "restored to production or other approved beneficial use" for purposes of the schedule set out in Paragraph 2, above, when actual production or other approved beneficial use has commenced.
6. Operator shall file a written compliance report with the appropriate district office, and send a copy to the OCD's attorney, by the 10<sup>th</sup> day of each month starting with January, 2005 listing the wells identified in Exhibit "A" that it has plugged, temporarily abandoned or restored to production or other approved beneficial use. For each well listed, the Operator shall identify each well plugged, temporarily abandoned or restored to production or other approved beneficial use, and the date that work was completed. Operator shall file monthly compliance reports until all wells identified in Exhibit "A" have been plugged, temporarily abandoned or restored to production or other approved beneficial use. If, at any time, the OCD determines that a well identified in the Operator's compliance report is not plugged, temporarily abandoned or restored to production or other approved beneficial use according to the definitions set out in this agreement, the OCD shall promptly notify the Operator, and those wells shall not be credited toward the Operator's obligations under this Order until they are plugged, temporarily abandoned or restored to production or other approved beneficial use as defined in this agreement.
7. If, at the end of any month, the total number of wells the Operator has plugged, temporarily abandoned or restored to production or other beneficial use is less than the number required under the schedule, Operator shall have a one-month grace period in which to become current. If, at the end of that one-month grace period, Operator has not become current under the schedule, Operator shall pay a penalty of \$1000 times the number of wells it is short of the total required for the current month. Payment shall be made by certified or cashier's check made payable to the "New Mexico Oil Conservation Division," and mailed or hand-delivered to the appropriate district office with the next month's report. Penalties are calculated, and payable, each month.

Example A: ABC Company's agreed compliance order requires it to plug, temporarily abandon or restore to production or other approved beneficial use a minimum of 6 wells each month. ABC Company meets or exceeds its obligations in months 1-4. The agreed schedule calls for a total of 30 wells to be plugged, temporarily abandoned or restored to production or other approved beneficial use by the end of month 5. But at the end of month 5, ABC Company is two wells behind schedule. ABC Company will have a one-month grace period in which to become current. At the end of month 6, however, ABC Company has plugged, temporarily abandoned or restored to production or other approved beneficial use a total of 35 wells: one well short of the 36 required by the schedule. ABC Company must pay a penalty of \$1000 when it files its report for month 6. At the end of month 7, ABC Company is 4 wells short of the 42 required by the schedule. ABC Company must pay a penalty of \$4000 when it files its report for month 7.

Example B: XYZ Company's agreed compliance order requires it to plug, temporarily abandon or restore to production or other approved beneficial use a minimum of 5 wells each month. XYZ Company files compliance reports each month indicating that it is meeting its agreed schedule. In month 3, the OCD inspects the site of one of the wells listed as "plugged" in XYZ Company's compliance report for month 1, and determines that the wellbore has not been properly plugged under Rule 202.B(2) because the marker has not been placed on the site. Because the well has not been properly "plugged" as defined by this agreement, it will not count towards fulfilling XYZ Company's obligations under the schedule. XYZ Company will be responsible for calculating, and paying, any additional penalties that apply.

8. If Operator fails to plug, temporarily abandon or restore to production or other approved beneficial use all the wells identified in Exhibit "A" by January 31, 2008 Operator shall pay a penalty of \$2000 per well for each full month the well remains out of compliance with this order after that date. No grace period applies. Payment shall be made by certified or cashier's check made payable to the "New Mexico Oil Conservation Division," and mailed or hand-delivered to the appropriate district office with the next month's report. Penalties are calculated, and payable, each month.
9. In the event Operator encounters unanticipated circumstances which, in the reasonable opinion of the Operator, are likely to significantly disrupt or suspend the schedule of operations set forth in Ordering Paragraph (2) above, then Operator shall have the right to notify the OCD in writing of such circumstances and request an amendment to this Order. Such notification ("notice") shall:
  - (a) reasonably describe the unanticipated circumstances encountered by Operator;

(b) identify those wells on Exhibit "A" affected or expected to be affected by such unanticipated circumstances; and

(c) set forth a revised schedule, which, in the reasonable and prudent opinion of the Operator, is necessary to plug, temporarily abandon or restore to production or other approved use those wells on Exhibit "A" affected or expected to be affected by such unanticipated circumstances.

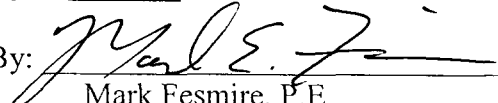
Within ten (10) days of receipt of this notice, the OCD shall either (A) approve a written amendment to this Order incorporating the revised schedule submitted by Operator, or (B) notify Operator that the revised schedule is not acceptable, but in such event promptly agree to meet with Operator at the OCD district office and negotiate in good faith in an attempt to reach a reasonable resolution of the situation. If the Operator and the OCD are unable to agree to amend this Order, the Operator may apply for a hearing before an OCD examiner and request an amendment to the Order revising the schedule. The Operator may also request that the examiner waive penalties accrued pursuant to this Order after the filing of the Notice as to those wells identified in the Notice.

Operator and the OCD each recognize that the purpose of this provision is to address unanticipated circumstances which the Operator, acting in good faith and as a reasonably prudent operator, could not reasonably expect to remedy under the thirty (30) day grace provision described in Ordering Paragraph (7) above.

10. For each plugged well, if the Operator fails to remediate the site and request inspection by the appropriate district office within one year of plugging the wellbore, the Operator shall pay a penalty of \$1000 for each full month that the well remains out of compliance with the remediation requirements of Rule 202.B(3). No grace period applies. Payment shall be made by certified or cashier's check made payable to the "New Mexico Oil Conservation Division," and mailed or hand-delivered to the appropriate district office. Penalties are calculated, and payable, each month.
11. By signing this Order, Operator expressly:
  - (a) acknowledges the correctness of the Findings and Conclusions set forth in this Order;
  - (b) agrees to plug, temporarily abandon or restore to production or other approved beneficial use the wells identified in Exhibit "A" under the schedule set out in Ordering Paragraph (2) or an amended schedule issued pursuant to Ordering Paragraph (9) above, and remediate plugged wells within one year of plugging the wellbore as set out in Ordering Paragraph (3);
  - (c) agrees to file monthly compliance reports as required in Ordering Paragraph (6);

- (d) agrees to pay penalties as set out in Ordering Paragraphs (7), (8) and (9) if it fails to meet the schedule set out in Ordering Paragraph (2) or an amended schedule issued pursuant to Ordering Paragraph (9) above, or the remediation requirements set out in Ordering Paragraph (3);
  - (e) waives, subject to the provisions of Ordering Paragraph (9) above, any right, pursuant to the Oil and Gas Act or otherwise, to a hearing either prior or subsequent to the entry of this Order or to an appeal from this Order; and
  - (f) agrees that the Order and amendments to the Order issued pursuant to Paragraph (9) above may be enforced by Division or Oil Conservation Commission Order, by suit or otherwise to the same extent and with the same effect as a final Order of the Division or Oil Conservation Commission entered after notice and hearing in accordance with all terms and provisions of the Oil and Gas Act.
12. If the Operator complies with the terms of this Order and any amendments to the Order issued pursuant to Paragraph (9) above, the Division will not seek penalties beyond those applicable under the terms of this Order or any amendments to this Order for Operator's failure to bring the wells identified in Exhibit "A" into compliance with Rule 201 prior to the deadlines set by this Order.
13. 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.

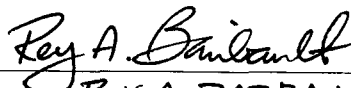
Done at Santa Fe, New Mexico this 3<sup>rd</sup> day of Nov, 2004

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

**ACCEPTANCE**

InFlow Petroleum Resources, LP, a limited partnership, hereby accepts the foregoing Order, and agrees to all of the terms and provisions set forth in that Order.

InFlow Petroleum Resources, LP

By:   
REY A. BARIBAULT  
Title: CEO - IPR ENERGY, LLC - GEN PARTNER  
Date: 10/27/04

InFlow Petroleum Resources, LP Agreed Compliance Order Well List:

API #	Well and number
1.	30-025-09724 Arnott Ramsey A # 002
2.	30-025-09725 Arnott Ramsey A # 003
3.	30-025-09722 Arnott Ramsey A # 004
4.	30-025-09794 Ascarte D 24 # 001
5.	30-025-09692 Cities Service Federal # 002
6.	30-025-23575 Cook # 003
7.	30-025-11853 Dyer # 001
8.	30-025-11854 Dyer # 002
9.	30-025-09779 Exxon # 001
10.	30-025-22448 Federal 20 # 001
11.	30-025-28074 Federal 6 # 002
12.	30-025-03510 Gulf Orcutt # 001
13.	30-025-03511 Gulf Orcutt # 002
14.	30-025-11676 Hadfield # 001
15.	30-025-11684 Lanehart # 003
16.	30-025-01137 New Mexico AN State # 002
17.	30-025-01138 New Mexico AN State # 003
18.	30-025-01139 New Mexico AN State # 004
19.	30-025-01141 New Mexico AN State # 006
20.	30-025-01142 New Mexico AN State # 007
21.	30-025-01143 New Mexico AN State # 008
22.	30-025-20955 New Mexico AN State # 009
23.	30-025-28236 New Mexico AN State # 011
24.	30-025-28385 New Mexico AN State # 012
25.	30-025-35297 New Mexico AN State # 019
26.	30-025-28819 New Mexico AQ State NCT 2 #003
27.	30-025-01124 New Mexico AT State # 001
28.	30-025-01131 New Mexico AT State # 003
29.	30-025-01132 New Mexico AT State # 004
30.	30-025-01126 New Mexico AT State # 005
31.	30-025-20227 New Mexico AT State # 006
32.	30-025-27912 New Mexico AT State # 008
33.	30-025-28020 New Mexico AT State # 009
34.	30-025-28145 New Mexico AT State # 010
35.	30-025-28386 New Mexico AT State # 012
36.	30-025-28817 New Mexico AT State # 013
37.	30-025-28816 New Mexico AT State # 014
38.	30-025-28913 New Mexico AT State # 015
39.	30-025-01130 New Mexico BG State NCT 1 # 002
40.	30-025-21924 New Mexico BG State NCT 1 # 003
41.	30-025-22020 New Mexico BG State NCT 1 # 004
42.	30-025-28747 New Mexico BG State NCT 1 # 005
43.	30-025-29352 New Mexico BG State NCT 1 # 007
44.	30-025-29474 New Mexico BG State NCT 1 # 008



45.	30-025-29811	New Mexico BG State NCT 1 # 009
46.	30-025-29870	New Mexico BG State NCT 1 # 010
47.	30-025-01133	New Mexico BG State NCT 2 # 001
48.	30-025-28629	New Mexico BG State NCT 2 # 003
49.	30-025-28645	New Mexico BG State NCT 2 # 004
50.	30-025-21820	New Mexico BV State NCT 2 # 002
51.	30-025-23429	New Mexico DM State NCT 2 # 001
52.	30-025-26760	Possh # 001
53.	30-025-27044	Possh # 003
54.	30-025-26536	Possh # 004
55.	30-025-26631	Shahan # 001
56.	30-025-11875	Shahan 33 # 001
57.	30-025-11877	Shahan 33 # 003
58.	30-025-11623	Sholes B 19 # 001
59.	30-025-27143	Sholes B 19 # 004
60.	30-025-11840	Sholes B 30 # 002
61.	30-025-22713	State 23 Com # 001
62.	30-025-28312	State 26 # 004
63.	30-025-22856	State 26 Com # 003
64.	30-025-28613	State 27 # 003
65.	30-025-22464	State 31 # 001
66.	30-025-22833	State 31 # 002
67.	30-025-23499	State 36 # 002
68.	30-025-28807	State 5 # 003
69.	30-025-22866	State Federal 6 Com # 002
70.	30-025-03493	State KT 24 # 002
71.	30-025-09707	State W # 001
72.	30-025-24740	State W # 003
73.	30-025-09459	Stevens A 34 # 001
74.	30-025-21929	Willard Beaty # 004
75.	30-025-22010	Willard Beaty # 005
76.	30-025-25429	Woolworth # 002

InFlow Petroleum Resources, LP

Title CEO - IPRENERGY, LLC - General Partner

Signature Ray A. Sambant

Date 10/27/04

InFlow Petroleum Resources, LP

EXHIBIT "A"