

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

NMOCD – ACOI- 262 -C

IN THE MATTER OF LINN OPERATING, INC.

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 Linn Operating, Inc. ("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 corporation doing business in the state of New Mexico.
3. Operator is the operator of record under OGRID 269324 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."

ACOI

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.

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 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.

ORDER

1. Operator agrees to bring 6 wells identified in Exhibit "A" into compliance with OCD Rule 19.15.25.8 NMAC by August 7, 2014 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

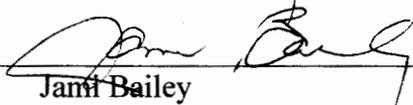
ACOI

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 August 7, 2014. 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 September 7, 2014. 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 August 7, 2014;
 - (c) agrees to submit a compliance report as required in Ordering Paragraph 3 by the August 7, 2014 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.
 - (f) may notify the OCD if the conditions causing the wells in Exhibit "A" to be inactive, continue past the September 7, 2014 and may request an additional 6 months to return the wells to compliance.
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.

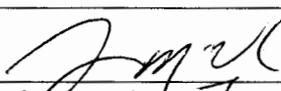
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Done at Santa Fe, New Mexico this 3rd day of February, 2014

By: 
Jami Bailey
Director, Oil Conservation Division

ACCEPTANCE

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

By: 
(Please print name) Jami McNeil
Title: V.P. Operations
Date: 1/29/2014

Inactive Well List

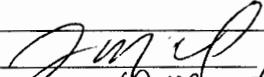
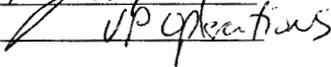
Total Well Count: 1176 Inactive Well Count: 48

Printed On: Wednesday, January 29 2014

District	API	Well	ULSTR	OCD Unit	OGRID	Operator	Lease Type	Well Type	Last Production	Formation/Notes	Status	TA Exp Date
2	30-015-24954	BARCLAY FEDERAL #001	N-1 -23S-31E	N	269324	LINN OPERATING, INC.	F	G	11/2009		T	4/8/2004
2	30-015-25534	BARCLAY STATE #001	I-2 -23S-31E	I	269324	LINN OPERATING, INC.	S	G	12/2009			
2	30-015-23371	BENSON DEEP AAS FEDERAL #001	E-34-18S-30E	E	269324	LINN OPERATING, INC.	F	O	03/2007			
2	30-015-28889	C A RUSSELL #020	2-18-17S-31E	E	269324	LINN OPERATING, INC.	F	O	02/2007	GRAYBURG JACKSON		
1	30-025-01535	CAPROCK MALJAMAR UNIT #092	G-28-17S-33E	G	269324	LINN OPERATING, INC.	S	O	12/1992	TA 10/21/08 TA EXP 01/16/2014	T	1/16/2014
1	30-025-01536	CAPROCK MALJAMAR UNIT #096	I-28-17S-33E	I	269324	LINN OPERATING, INC.	S	I	03/2002	GRAYBURG TA 01/20/09; TA EXP 01/20/2014	T	1/20/2014
1	30-025-33751	CAPROCK MALJAMAR UNIT #267	F-24-17S-32E	F	269324	LINN OPERATING, INC.	F	I	06/2010	INT TO P&A APVD 9-19-13 / BLM		
2	30-015-20246	COLLATT ESTATE COM #001	J-1 -23S-26E	J	269324	LINN OPERATING, INC.	P	G	08/2004			
1	30-025-24919	DOWNES B #003	4-5 -22S-37E	D	269324	LINN OPERATING, INC.	P	O	03/2003	BLINEBRY		
2	30-015-28856	FRIESS FEDERAL #004	J-19-17S-31E	J	269324	LINN OPERATING, INC.	F	O	01/2007	GRAYBURG-JACKSON		
2	30-015-05068	H E WEST B #003	3-4 -17S-31E	C	269324	LINN OPERATING, INC.	F	I	12/1992			
2	30-015-28131	H E WEST B #072	P-9 -17S-31E	P	269324	LINN OPERATING, INC.	F	O	03/1995	GRAYBURG		
1	30-025-23306	LANGLIE MATTIX QUEEN UNIT #003	M-10-25S-37E	M	269324	LINN OPERATING, INC.	P	I	04/1996	TA EXPIRES 11/13/11	T	11/13/2011
1	30-025-11694	LANGLIE MATTIX QUEEN UNIT #030	A-22-25S-37E	A	269324	LINN OPERATING, INC.	P	O	03/1991	TA EXP 7/24/11	T	7/24/2011
2	30-015-05413	LEA D #003	H-26-17S-31E	H	269324	LINN OPERATING, INC.	F	I	05/2006			
2	30-015-05414	LEA D #004	G-26-17S-31E	G	269324	LINN OPERATING, INC.	F	I	05/2006			
2	30-015-05415	LEA D #005	I-26-17S-31E	I	269324	LINN OPERATING, INC.	F	I	05/2006			
2	30-015-05416	LEA D #006	J-26-17S-31E	J	269324	LINN OPERATING, INC.	F	I	05/2006			
2	30-015-20658	LEA D #007	F-26-17S-31E	F	269324	LINN OPERATING, INC.	F	I	05/2006			
2	30-015-29704	LEA D #010	A-26-17S-31E	A	269324	LINN OPERATING, INC.	F	O	03/2003	SAN ANDRES	T	7/23/2003
1	30-025-00456	MALJAMAR GRAYBURG UNIT #019	I-4 -17S-32E	I	269324	LINN OPERATING, INC.	F	I	03/2009	INT REMEDIAL WORK 08/24/2012		
1	30-025-32976	MALJAMAR GRAYBURG UNIT #092	J-3 -17S-32E	J	269324	LINN OPERATING, INC.	F	O	08/2010	SAN ANDRES		
1	30-025-33381	MALJAMAR GRAYBURG UNIT #099	O-4 -17S-32E	O	269324	LINN OPERATING, INC.	F	O	12/2008	INT TO RWTP BLM 11/17/2011	T	8/18/2004
2	30-015-05459	MAX FRIESS MA #001	B-30-17S-31E	B	269324	LINN OPERATING, INC.	F	I	09/2012	INT TO P&A APVD 12-7-13 / BLM		
2	30-015-26656	MAX FRIESS MA #005	A-30-17S-31E	A	269324	LINN OPERATING, INC.	F	O	08/2004			
2	30-015-25412	RED LAKE UNIT #013	3-30-16S-29E	L	269324	LINN OPERATING, INC.	F	O	07/2010		T	3/15/2007
1	30-025-37792	SEVEN RIVERS QUEEN UNIT #080	F-27-22S-36E	F	269324	LINN OPERATING, INC.	P	O	07/2010	QUEEN 08/08/13 IN RTWTP		

2	30-015-05160	SKELLY UNIT #025	I-15-17S-31E	I	269324	LINN OPERATING, INC.	F	I	06/2004			
2	30-015-05340	SKELLY UNIT #077	P-21-17S-31E	P	269324	LINN OPERATING, INC.	F	I	05/2006			
2	30-015-05426	SKELLY UNIT #088	A-28-17S-31E	A	269324	LINN OPERATING, INC.	F	I	05/2006			
2	30-015-05429	SKELLY UNIT #089	B-28-17S-31E	B	269324	LINN OPERATING, INC.	F	I	07/2010			
2	30-015-22261	SKELLY UNIT #127	O-15-17S-31E	O	269324	LINN OPERATING, INC.	F	I	12/2008			
2	30-015-05275	TURNER A #024	C-19-17S-31E	C	269324	LINN OPERATING, INC.	F	O	12/1992	INT TO P&A APVD 10-20-13 / BLM	T	7/25/2007
2	30-015-28795	TURNER A #052	I-18-17S-31E	I	269324	LINN OPERATING, INC.	F	O	09/1999	GRAYBURG-JACKSON	T	1/8/2005
2	30-015-05290	TURNER B #018	J-20-17S-31E	J	269324	LINN OPERATING, INC.	F	O	12/1992		T	8/8/2008
2	30-015-05438	TURNER B #023	D-29-17S-31E	D	269324	LINN OPERATING, INC.	F	O	12/1992		T	7/25/2007
2	30-015-05434	TURNER B #025	C-29-17S-31E	C	269324	LINN OPERATING, INC.	F	O	12/1992		T	1/7/2008
2	30-015-05190	TURNER B #031	P-17-17S-31E	P	269324	LINN OPERATING, INC.	F	O	12/1992		T	8/8/2008
2	30-015-05191	TURNER B #032	O-17-17S-31E	O	269324	LINN OPERATING, INC.	F	O	12/1992		T	8/8/2008
2	30-015-05305	TURNER B #033	A-20-17S-31E	A	269324	LINN OPERATING, INC.	F	O	12/1992		T	8/8/2008
2	30-015-05306	TURNER B #034	H-20-17S-31E	H	269324	LINN OPERATING, INC.	F	O	12/1992		T	7/25/2007
2	30-015-05193	TURNER B #037	M-17-17S-31E	M	269324	LINN OPERATING, INC.	F	O	12/1992		T	8/8/2008
2	30-015-05308	TURNER B #038	C-20-17S-31E	C	269324	LINN OPERATING, INC.	F	O	12/1992		T	8/8/2008
2	30-015-05309	TURNER B #039	G-20-17S-31E	G	269324	LINN OPERATING, INC.	F	O	12/1992		T	7/25/2007
2	30-015-05194	TURNER B #040	L-17-17S-31E	L	269324	LINN OPERATING, INC.	F	O	12/1992		T	8/8/2008
2	30-015-05454	TURNER B #071	M-29-17S-31E	M	269324	LINN OPERATING, INC.	F	O	10/2004			
2	30-015-05201	V L FOSTER #002	J-17-17S-31E		269324	LINN OPERATING, INC.	F	O	09/1997			
2	30-015-05203	V L FOSTER #004	J-17-17S-31E	J	269324	LINN OPERATING, INC.	F	O	01/1999			

WHERE Ogrid:269324, County:All, District:All, Township:All, Range:All, Section:All, Production(months):15, Includes Wells Under ACOI, Excludes Wells in Approved TA Period

By: 
 Title: 

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