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

NMOCD – ACOI- 259-B

IN THE MATTER OF CELERO ENERGY II, 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 Celero Energy II, 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 liability company doing business in the state of New Mexico.
3. Operator is the operator of record under OGRID 247128 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 218 wells, to be in compliance with OCD Rule 19.15.5.9.A(4) NMAC, Operator may have no more than 5 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 29 wells out of compliance with the inactive well rule. A copy of Operator's inactive well list as of August 20, 2013 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.
2. The wells identified in Exhibit "A" are 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."

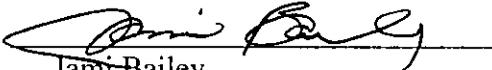
ORDER

1. Operator agrees to bring 5 wells identified in Exhibit "A" into compliance with OCD Rule 19.15.25.8 NMAC by February 23, 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 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 February 23, 2014. The total length of this Agreed Compliance Order is six months.

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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 February 23, 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 5 wells identified in Exhibit "A" by February 23, 2014;
 - (c) agrees to submit a compliance report as required in Ordering Paragraph 3 by the February 23, 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.
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 23rd day of August, 2013

By: 
Jami Bailey
Director, Oil Conservation Division

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ACCEPTANCE

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

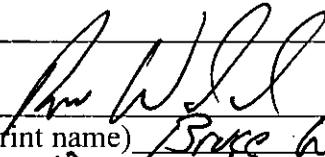
By: 
(Please print name) Bruce Wardlaw
Title: VP Operations
Date: 8/21/13

Exhibit A to Agreed Compliance Order for CELERO ENERGY II, LP

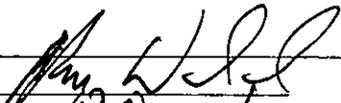
**Total Well Count: 218 Inactive Well Count: 29
Printed On: Tuesday, August 20 2013**

District	API	Well	ULSTR	OCD Unit	OGRID	Operator	Lease Type	Well Type	Last Production	Formation/Notes	Status	TA Exp Date
1	30-005-00894	DRICKEY QUEEN SAND UNIT #012	I-33-13S-31E	I	247128	CELERO ENERGY II, LP	F	O	03/1999	WELL SHUT IN 07/12/11 BLM		
1	30-005-00976	DRICKEY QUEEN SAND UNIT #019	E-3 -14S-31E	E	247128	CELERO ENERGY II, LP	F	O	03/2000	SHUT IN WO BATTERY BLM 10/07/11		
1	30-005-01025	DRICKEY QUEEN SAND UNIT #033	H-10-14S-31E	H	247128	CELERO ENERGY II, LP	F	I	12/1992	RWTI 11/03/2012		
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 QUEEN SAND UNIT #042	H-16-14S-31E	H	247128	CELERO ENERGY II, LP	S	I	03/2011	WELL SHUT IN 04/17/2013		
1	30-005-01064	DRICKEY QUEEN SAND UNIT #046	F-15-14S-31E	F	247128	CELERO ENERGY II, LP	P	I	12/1992			
1	30-005-01127	DRICKEY QUEEN SAND UNIT #053	H-22-14S-31E	H	247128	CELERO ENERGY II, LP	P	I	12/1992			
1	30-005-21135	DRICKEY QUEEN SAND UNIT #147	E-11-14S-31E	E	247128	CELERO ENERGY II, LP	S	O	03/1999	QUEEN - TA EXP 07/03/2016		
1	30-005-00978	DRICKEY QUEEN SAND UNIT #805	P-4 -14S-31E	P	247128	CELERO ENERGY II, LP	F	I	08/2000	RET TO INJ BLM 05/05/2011		
1	30-005-01013	DRICKEY QUEEN SAND UNIT #812	B-9 -14S-31E	B	247128	CELERO ENERGY II, LP	F	I	12/1992	QUEEN		
1	30-005-00984	DRICKEY QUEEN SAND UNIT #815	G-4 -14S-31E	G	247128	CELERO ENERGY II, LP	F	O	05/1996	QUEEN INT TO TA 03/29/2013 BLM		
1	30-005-00985	DRICKEY QUEEN SAND UNIT #816	2-4 -14S-31E	B	247128	CELERO ENERGY II, LP	F	I	02/1999	QUEEN INT TO TA BLM 04/30/2013		
1	30-005-00987	DRICKEY QUEEN SAND UNIT #822	K-4 -14S-31E	K	247128	CELERO ENERGY II, LP	F	O	09/1998	QUEEN		
1	30-005-01021	DRICKEY QUEEN SAND UNIT #828	D-9 -14S-31E	D	247128	CELERO ENERGY II, LP	F	I	07/1998	QUEEN		
1	30-005-00991	DRICKEY QUEEN SAND UNIT #830	L-4 -14S-31E	L	247128	CELERO ENERGY II, LP	F	I	12/1992	INT TO PA BLM 03/29/2013		
1	30-005-00992	DRICKEY QUEEN SAND UNIT #831	E-4 -14S-31E	E	247128	CELERO ENERGY II, LP	F	O	06/1996	QUEEN		
1	30-005-00993	DRICKEY QUEEN SAND UNIT #832	4-4 -14S-31E	D	247128	CELERO ENERGY II, LP	F	I	06/1994	QUEEN		
1	30-005-00994	DRICKEY QUEEN SAND UNIT #833	1-4 -14S-31E	A	247128	CELERO ENERGY II, LP	F	O	12/1992	INT TO P&A APVD 6-4-13 / BLM		
1	30-005-10158	DRICKEY QUEEN SAND UNIT #837	2-4 -14S-31E	B	247128	CELERO ENERGY II, LP	F	I	07/1998	QUEEN		
1	30-005-00828	ROCK QUEEN UNIT #012	B-23-13S-31E	B	247128	CELERO ENERGY II, LP	S	I	12/1992	INT TO PA 04/17/2013		

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1	30-005-00820	ROCK QUEEN UNIT #019	J-23-13S-31E	J	247128	CELERO ENERGY II, LP	S	I	12/1992	UNSUCCESSFUL TO RWTP 05/09/2013	
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	30-005-01117	WEST CAP QUEEN SAND UNIT #020	F-21-14S-31E	F	247128	CELERO ENERGY II, LP	P	I	12/1992		
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 PA 07/18/2012 BLM	P
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, Excludes Wells Under ACOI, Excludes Wells in Approved TA Period

By: 
 Title: UP Operations