

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

NMOCD – ACOI- 78-A

IN THE MATTER OF SLAYTON RESOURCES INC.,

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 Slayton Resources Inc. ("Operator") enter into this amended order ("Amended Order") that replaces Order #78, entered into by Operator and the OCD on July 30, 2005.

Under this Amended Order, 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 Amended 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 corporation operating wells in the state of New Mexico under OGRID 196015.
3. On July 30, 2005, OCD and the Operator (under the name "Slayton Resources") entered into agreed compliance order #78, under which Operator agreed to:
 - a) bring 28 identified inactive wells into compliance with OCD Rule 201 [19.15.4.201 NMAC] according to a schedule of 2 wells per month, beginning with July 2005; and
 - b) bring 6 identified wells with issues related to well signs into compliance with OCD Rule 103 [19.15.3.3.103 NMAC].
4. 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. To date, Operator has returned the following inactive wells identified in Order #78 to compliance with Rule 201:

Diablo State #002	30-005-60020
Diablo State #003	30-005-60348
Honolulu State #001	30-005-00277
Honolulu State #002	30-005-00278
Honolulu State #003	30-005-00279
Honolulu State #005	30-005-00281
Honolulu State #008	30-005-00264
McAlester State #002	30-005-10543
McAlester State #004	30-005-60011
New Mexico A State #004	30-005-00259
State E 92 #001	30-005-001340
State E 92 #015	30-005-105550
State E 92 #016	30-005-105560

6. Operator has also filed paperwork indicating that the following wells identified in Order #78 were returned to production in February or March, 2006; the C-115 reports of production for these wells are not yet due:

State E 92 #006	30-005-001440
State E 92 #009	30-005-001460
State E 92 #019	30-005-105590

7. The following wells identified in Order #78 as out of compliance with Rule 201 remain out of compliance at this time:

Federal 14 #001	30-005-604910
Federal 14 #002	30-005-602580
Hanlad #001	30-005-604000
Hanlad #002	30-005-604490
Honolulu State #007	30-005-002630
Howell #001	30-005-619590
Lura Federal #001	30-005-620810
Lura Federal #002	30-005-621580

McAlester State #005	30-005-600120
Sinclair State #001	30-005-100030
State E 92 #011	30-005-012240
State E 92 #013	30-005-105530

8. By letter dated January 19, 2006, Operator requested an extension of time to return the inactive wells identified in Order #78 to compliance, on the ground that seven are gas wells that will require more time to return to production and five are 800 foot shallow wells that need many parts.
9. Operator has returned the 6 wells identified in Order #78 as out of compliance with Rule 103 (the well sign rule) to compliance with that rule.
10. 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.
11. 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 Findings Paragraph 7, above, are out of compliance with Rule 201.
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 OCD Rule 7.P(2) 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.
5. Operator is not subject to civil penalties under Order #78 because it kept to the compliance schedule set out in that order and promptly notified the OCD to obtain an amendment to that order.

ORDER

1. Operator agrees to bring at least 6 of the wells identified in Findings Paragraph 7 into compliance with OCD Rule 201 by September 30, 2006 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;
- (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 6 wells to compliance under the terms of this Order.

- 2. Operator shall file a compliance report by September 30, 2006 using the OCD's web-based on-line application, 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).
- 3. When the OCD receives a timely compliance report indicating that Operator has returned at least 6 wells to compliance by September 30, 2006 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, requiring Operator to return to compliance by March 31, 2007 the remaining wells identified in Findings Paragraph 7 that Operator still operates. 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 fails to bring at least 6 wells into compliance by September 30, 2006 or, if an amendment is issued pursuant to Ordering Paragraph 3, fails to bring the remaining wells into compliance by March 31, 2007, 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, the application shall be set for hearing. If Operator fails to bring at least 6 wells into compliance by September 30, 2006, but either 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 pursuant to Ordering Paragraph 3.

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

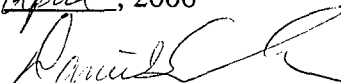
six-month period, Operator X has brought only 3 wells into compliance. Operator X pays the \$2000 penalty. The OCD exercises its discretion to issue an amendment extending the term of the agreed compliance order for an additional six-month period, again requiring Operator X to bring at least 5 wells 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.

5. Thirty days after the expiration of the term of this Order and any amendment to this Order, any wells identified in Findings Paragraph 7 not in compliance with OCD Rule 201 will appear on the inactive well list kept pursuant to OCD Rule 40.F.
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 of the wells identified in Findings Paragraph 7 by September 30, 2006, 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;
 - (d) agrees to pay penalties as set out in Ordering Paragraph 4 if it fails to return 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 a hearing either prior to 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 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 those wells identified in Findings Paragraph 7. Other wells operated by Operator out of compliance with Rule 201 may be subject to immediate enforcement action under the Oil and Gas Act.
8. The Oil Conservation Division reserves the right to file an application for hearing to obtain authority to plug any well identified in Findings Paragraph 7 and forfeit the applicable financial assurance if the well poses an immediate environmental threat.

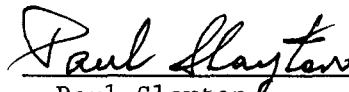
Done at Santa Fe, New Mexico this 6th day of April, 2006

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

ACCEPTANCE

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

Slayton Resources Inc.

By: 
Paul Slayton
Title: Agent
Date: April 4, 2006