

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

NMOCD - ACOI 103-A

IN THE MATTER OF BP AMERICA PRODUCTION COMPANY,

Respondent.

**FIRST AMENDED
AGREED COMPLIANCE ORDER**

Pursuant to Ordering Paragraphs 3 and 4 of Agreed Compliance Order 103, the Director of the Oil Conservation Division ("OCD") hereby amends that order as follows:

FINDINGS

1. Agreed Compliance Order 103 ("ACOI 103") requires BP America Production Company ("Operator") to return to compliance with OCD Rule 201 at least eleven of the wells identified in Exhibit A by August 10, 2006, and file a compliance report by that date.

2. ACOI 103 further provides that if Operator returns to compliance with OCD Rule 201 at least eleven of the wells identified in Exhibit A by August 10, 2006, and files a timely compliance report, the OCD shall issue an amendment extending the terms of ACOI 103 for an additional six-month period, requiring Operator to return an additional 11 wells to compliance by that deadline.

3. Operator filed a timely compliance report, and the OCD has verified that OCD records indicate that Operator has returned the following wells identified in Exhibit A to compliance:

1. Empire ABO Unit #009G	30-015-00898
2. Empire ABO Unit #006D	30-015-00900
3. Empire ABO Unit #022A	30-015-01646
4. Empire ABO Unit #027E	30-015-02605
5. Empire ABO Unit #023D	30-015-02628
6. Empire ABO Unit #291	30-015-21541
7. Empire ABO Unit #232	30-015-21737
8. Empire ABO Unit #202	30-015-21783
9. Empire ABO Unit #361A	30-015-21963
10. Empire ABO Unit #121	30-015-22062
11. Empire ABO Unit #341A	30-015-22227
12. Empire ABO Unit #281	30-015-22597
13. Empire ABO Unit #352F	30-015-22628

14. Empire ABO Unit #362	30-015-22630
15. Empire ABO Unit #193	30-015-22657
16. Empire ABO Unit #171	30-015-22815
17. Washington 33 State #017	30-015-22821
18. Empire ABO Unit #241	30-015-23547
19. Empire ABO Unit #211A	30-015-23548
20. West Brushy 4 Federal #003	30-015-32196
21. B&C 25 Federal #001	30-015-30842

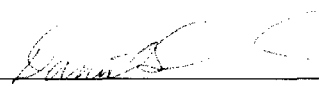
CONCLUSIONS

1. OCD records indicate that Operator has returned 21 of the wells identified on Exhibit A to compliance, exceeding its 11-well goal under ACOI 103 by 10 wells.
2. The OCD should amend ACOI-103 to extend its terms through February 10, 2007.

ORDER

1. Operator shall return to compliance by February 10, 2007 at least 1 of the wells identified in Exhibit A to ACOI 103 as amended by ACOI 103-A not listed in Findings Paragraph 3, above, to meet its 11-well goal for this period.
2. Operator shall file a compliance report as described in ACOI 103 by February 10, 2007 using the Oil Conservation Division's web-based on-line application.
3. The terms of ACOI 103 as amended by ACOI 103-A otherwise remain in effect and are extended through February 10, 2007.

Done at Santa Fe, New Mexico this 9th day of August, 2006

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