

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

NMOCD – ACOI- 148

IN THE MATTER OF ARENA 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 Arena Resources, Inc. ("Operator") enter into this Agreed Compliance Order ("Order") under which Operator agrees to bring wells identified herein 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 corporation doing business in the state of New Mexico.
3. Operator is the operator of record under OGRID 220420 for the following wells located in New Mexico:
 - Benson Deep ET Federal Com #001 30-015-24330
 - North Benson Queen Unit #012 30-015-10389
 - North Benson Queen Unit #014 30-015-10131
 - North Benson Queen Unit #018 30-015-10128
 - North Benson Queen Unit #027 30-015-10154
 - North Benson Queen Unit #028 30-015-10120
 - North Benson Queen Unit #041 30-015-10152
 - North Benson Queen Unit #044 30-015-20023
 - Seven Rivers Queen Unit #031 30-025-09133
4. OCD Rule 201 [19.15.4.201 NMAC] 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. The wells identified in Findings Paragraph 3 have been inactive for a continuous period in excess of one year plus ninety days and have not been properly plugged and abandoned or placed on approved temporary abandonment status.
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. 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 3 are out of compliance with Rule 201.
3. As operator of the wells identified in Findings Paragraph 3, 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.

ORDER

1. Operator agrees to bring the wells identified in Findings Paragraph 3 into compliance with OCD Rule 201 by June 30, 2007 by
 - (a) restoring the well to production or other OCD-approved beneficial use and filing a C-115 documenting such production or use;

Inactive well agreed compliance order

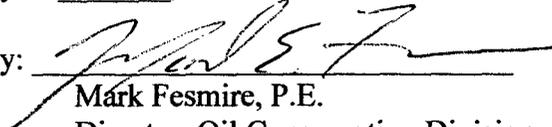
Arena Resources, Inc.

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- (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.
2. If Operator fails to bring all of the wells identified in Findings Paragraph 3 into compliance by June 30, 2007, Operator agrees to pay a penalty of \$1000 times the number of wells identified in Findings Paragraph 3 that it failed to bring into compliance by June 30, 2007. In the event the Operator encounters unanticipated circumstances that prevent it from bringing all the wells identified in Findings Paragraph 3 into compliance by June 30, 2007, 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.
3. On July 1, 2007, any wells identified in Findings Paragraph 3 not in compliance with OCD Rule 201 will appear on the inactive well list kept pursuant to OCD Rule 40.F.
4. 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 the wells identified in Findings Paragraph 3 by June 30, 2007;
 - (c) agrees to pay penalties as set out in Ordering Paragraph 2 if it fails to return the wells identified in Findings Paragraph 3 to compliance by June 30, 2007;
 - (d) 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
 - (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.
5. This Order applies only to those wells identified in Findings Paragraph 3. Other wells operated by Operator out of compliance with Rule 201 may be subject to immediate enforcement action under the Oil and Gas Act.
6. The Oil Conservation Division reserves the right to file an application for hearing to obtain authority to plug any well identified in Findings Paragraph 3 and forfeit

the applicable financial assurance if the well poses an immediate environmental threat.

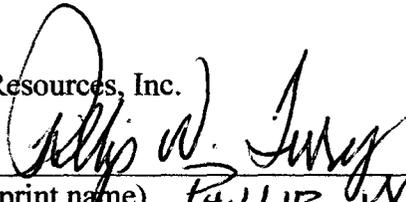
Done at Santa Fe, New Mexico this 5th day of Oct., 2006

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

ACCEPTANCE

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

Arena Resources, Inc.

By: 

(please print name) PHILLIP W. TERRY

Title: PETROLEUM ENGINEER

Date: 10/4/06