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

NMOCD ACOI 181-B

IN THE MATTER OF CELERO ENERGY II, LP,  
  
Respondent.

AMENDED  
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 Celero Energy II, LP, ("Operator") hereby enter into this agreement to amend inactive well agreed compliance order 181 to add the following wells to the wells in Exhibit "A:"

- |                           |              |
|---------------------------|--------------|
| • Angel No. 002           | 30-025-07136 |
| • Buckley B No. 002       | 30-025-05125 |
| • Byars No. 001           | 30-025-27493 |
| • Clovis Kendrick No. 002 | 30-025-07153 |
| • Cone No. 004            | 30-025-31882 |
| • Lawrence No. 001        | 30-025-32737 |
| • State H No. 002         | 30-025-05243 |
| • TD Pope 26 No. 012      | 30-025-05146 |

In all other respects ACOI 181 remains in full force and effect.

Done at Santa Fe, New Mexico this 14<sup>th</sup> day of Nov, 2008

By: 

Mark Fesmire, P.E.

Director, Oil Conservation Division

ACCEPTANCE

Celero Energy II, LP, hereby accepts the foregoing Amendment to ACOI 181.

Celero Energy II, LP  
By: Celero Energy Holdings II, LLC, General Partner

By: 

Title: Vice President - Land

Date: November 4, 2008