

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

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NMOCD - ACOI-294

IN THE MATTER OF VANGUARD OPERATING, LLC

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 Vanguard Operating, LLC ("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 258350 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 **1001** wells, to be in compliance with OCD Rule 19.15.5.9.A(4) NMAC, Operator may have no more than **10** 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 will have **60** wells out of compliance with the inactive well rule by October 5, 2015, when the merger between LRE Operating, LLC and Vanguard Operating, LLC is finalized. These wells are also listed in Exhibit A. A copy of these two Operator's inactive well lists, as of September 23, 2015, 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 or will be 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 7 wells identified in Exhibit "A" into compliance with OCD Rule 19.15.25.8 NMAC by April 5, 2016 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

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received by the compliance deadline of April 5, 2016. The total length of this Agreed Compliance Order is six months.

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 May 5, 2016. 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 7 wells identified in Exhibit "A" by April 5, 2016;
 - (c) agrees to submit a compliance report as required in Ordering Paragraph 3 by the April 5, 2016 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 7th day of October, 2015

By: David Catanach
David Catanach
Director, Oil Conservation Division

ACCEPTANCE

Vanguard Operating, LLC hereby accepts the foregoing Order, and agrees to all of the terms and provisions set forth in that Order.

By: [Signature]
(Please print name) Britt Pence
Title: EVP operations
Date: 9/29/15

Exhibit A to Agreed Compliance Order for Vanguard Operating, LLC

**Total Well Count: 245 Inactive Well Count: 7
Printed On: Wednesday, September 23 2015**

District	API	Well	ULSTR	OCD Unit	OGRID	Operator	Lease Type	Well Type	Last Production	Formation/Notes	Status	TA Exp Date
1	30-025-09983	BRUNSON #002	L-03-22S-37E	L	258350	VANGUARD OPERATING, LLC	P	O	02/2014	PENROSE SKELLY GRAYBURG		
1	30-025-24544	ELLIOTT B FEDERAL #007	J-06-22S-37E	J	258350	VANGUARD OPERATING, LLC	F	O	10/2013	SAN ANDRES		
2	30-015-04674	KEYS #001	F-15-20S-30E	F	258350	VANGUARD OPERATING, LLC	F	O	08/2013	RET TO PROD 10/12		
2	30-015-04680	KEYS #007	F-15-20S-30E	F	258350	VANGUARD OPERATING, LLC	F	O	08/2013	RET TO PROD 10/12		
1	30-025-03842	STATE E #017	F-01-17S-36E	F	258350	VANGUARD OPERATING, LLC	S	O	05/1999		T	7/5/2015
1	30-025-05368	STATE O #012	J-31-16S-37E	J	258350	VANGUARD OPERATING, LLC	S	O	07/2013	DRINKARD		
1	30-025-39047	STATE SEC 12 #001	E-12-17S-36E	E	258350	VANGUARD OPERATING, LLC	S	O	05/2014	PADDOCK		

WHERE Ogrid:258350, County:All, District:All, Township:All, Range:All, Section:All, Production(months):15, Includes Wells Under ACOI, Excludes Wells in Approved TA Period

**Total Well Count: 756 Inactive Well Count: 53
Printed On: Wednesday, September 23 2015**

District	API	Well	ULSTR	OCD Unit	OGRID	Operator	Lease Type	Well Type	Last Production	Formation/Notes	Status	TA Exp Date
1	30-025-35150	BIMINI 13 STATE #004	F-13-17S-35E	F	281994	LRE OPERATING, LLC	S	O	08/2012	BLINEBRY PLUGBACK TO GLORIETTA 05/17/201		
2	30-005-63028	BLACKWATER ADF FEDERAL #001	L-04-09S-22E	L	281994	LRE OPERATING, LLC	F	G	05/2012	ABO		
2	30-005-62836	BLACKWATER AFZ FEDERAL #001	1-19-09S-22E	D	281994	LRE OPERATING, LLC	F	G	05/2012	ABO		
2	30-005-62035	BLAZER XN STATE #002	M-16-07S-23E	M	281994	LRE OPERATING, LLC	S	G	05/2012			
2	30-005-61193	CAMACK FEDERAL COM #006	H-12-05S-24E	H	281994	LRE OPERATING, LLC	F	G	01/2014			
2	30-005-61080	CAROL FEDERAL #001	A-13-07S-22E	A	281994	LRE OPERATING, LLC	F	G	05/2012			
2	30-005-61656	CAROL FEDERAL #003	O-13-07S-22E	O	281994	LRE OPERATING, LLC	F	G	05/2012			
2	30-005-61949	CAROL FEDERAL #005	F-01-07S-22E	F	281994	LRE OPERATING, LLC	F	G	05/2012			
2	30-005-61950	CAROL FEDERAL COM #007	K-01-07S-22E	K	281994	LRE OPERATING, LLC	F	G	05/2012			
2	30-005-61921	CAROL FEDERAL COM #013	G-01-07S-22E	G	281994	LRE OPERATING, LLC	F	G	05/2012			
2	30-005-62535	CHINA DRAW AEP STATE #003	H-36-06S-22E	H	281994	LRE OPERATING, LLC	S	G	05/2012			
2	30-005-60863	CHINA FEDERAL #001	B-18-07S-23E	B	281994	LRE OPERATING, LLC	F	G	04/2012			
2	30-005-61085	CHINA FEDERAL #002	2-18-07S-23E	E	281994	LRE OPERATING, LLC	F	G	05/2012			
2	30-005-61086	CHINA FEDERAL #003	E-17-07S-23E	E	281994	LRE OPERATING, LLC	F	G	05/2012			
2	30-005-61605	CHINA FEDERAL #005	J-18-07S-23E	J	281994	LRE OPERATING, LLC	F	G	05/2012			
2	30-005-61628	CHINA FEDERAL #007	K-18-07S-23E	K	281994	LRE OPERATING, LLC	F	G	05/2012			

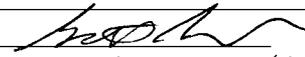
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2	30-005-61638	CHINA FEDERAL #008	A-19-07S-23E	A	281994	LRE OPERATING, LLC	F	G	05/2012	
2	30-005-61657	CHINA FEDERAL #009	E-20-07S-23E	E	281994	LRE OPERATING, LLC	F	G	05/2012	
2	30-005-61658	CHINA FEDERAL #011	B-20-07S-23E	B	281994	LRE OPERATING, LLC	F	G	10/2012	
2	30-005-61688	CHINA FEDERAL #013	L-20-07S-23E	L	281994	LRE OPERATING, LLC	F	G	05/2012	
2	30-005-61669	CHINA FEDERAL #014	I-19-07S-23E	I	281994	LRE OPERATING, LLC	F	G	05/2012	
2	30-005-61670	CHINA FEDERAL #015	K-19-07S-23E	K	281994	LRE OPERATING, LLC	F	G	05/2012	
2	30-005-61063	CINDY FEDERAL #001	G-24-08S-22E	G	281994	LRE OPERATING, LLC	F	G	05/2012	
2	30-005-61696	DEBBIE FEDERAL #001	D-29-07S-23E	D	281994	LRE OPERATING, LLC	F	G	05/2012	
2	30-005-61720	DEBBIE FEDERAL #006	A-29-07S-23E	A	281994	LRE OPERATING, LLC	F	G	05/2012	
2	30-005-61731	DEBBIE FEDERAL #008	I-29-07S-23E	I	281994	LRE OPERATING, LLC	F	G	05/2012	
2	30-005-61930	HALEY COM #003	A-12-07S-22E	A	281994	LRE OPERATING, LLC	P	G	05/2012	
2	30-005-61335	HORSE CREEK COM #002	E-11-05S-24E	E	281994	LRE OPERATING, LLC	P	G	07/2012	
2	30-005-61654	IRIS STATE #001	E-21-07S-23E	E	281994	LRE OPERATING, LLC	S	G	05/2012	
2	30-005-61692	IRIS STATE #002	M-21-07S-23E	M	281994	LRE OPERATING, LLC	S	G	05/2012	
2	30-005-61733	IRIS STATE #003	O-21-07S-23E	O	281994	LRE OPERATING, LLC	S	G	05/2012	
2	30-005-62019	JAGUAR X O FED #001	M-09-08S-23E	M	281994	LRE OPERATING, LLC	F	G	05/2012	
2	30-015-22600	JOHNSON JT COM #001	H-28-17S-26E	H	281994	LRE OPERATING, LLC	P	G	05/2013	
2	30-005-62248	LEWIS ABN FEDERAL #001	J-21-08S-23E	J	281994	LRE OPERATING, LLC	F	G	05/2012	
2	30-005-61864	M & M FEDERAL #003	D-21-06S-23E	D	281994	LRE OPERATING, LLC	F	G	05/2012	
2	30-005-61649	MACHO FEDERAL #011	N-07-07S-23E	N	281994	LRE OPERATING, LLC	F	G	05/2012	
2	30-005-61914	MACHO FEDERAL #013	5-06-07S-23E	E	281994	LRE OPERATING, LLC	F	G	05/2012	
2	30-005-61630	MARLEY FEDERAL #001	4-19-09S-23E	M	281994	LRE OPERATING, LLC	F	G	05/2012	ABO
2	30-005-61684	MCKNIGHT COM #001	O-20-07S-23E	O	281994	LRE OPERATING, LLC	P	G	05/2012	
2	30-015-02177	MESA STATE #002	4-04-19S-28E	D	281994	LRE OPERATING, LLC	S	O	01/2014	
2	30-005-61984	MILDRED XD FEDERAL #001	A-33-07S-23E	A	281994	LRE OPERATING, LLC	F	G	05/2012	
2	30-005-60849	NED STATE #001	K-05-09S-23E	K	281994	LRE OPERATING, LLC	S	G	05/2012	
2	30-005-60944	NED STATE #002	O-05-09S-23E	O	281994	LRE OPERATING, LLC	S	G	05/2012	
2	30-015-31123	NO BLUFF 36 STATE COM #002	H-36-17S-27E	H	281994	LRE OPERATING, LLC	S	G	05/2014	WILDCAT MISSISSIPPIAN
2	30-015-30907	NO BLUFF STATE COM #001	D-36-17S-27E	D	281994	LRE OPERATING, LLC	S	G	05/2012	
1	30-025-29973	OTIS STATE #001	A-30-15S-34E	A	281994	LRE OPERATING, LLC	S	O	06/2011	MORROW
2	30-005-62801	PATHFINDER AFT STATE #010	O-21-10S-27E	O	281994	LRE OPERATING, LLC	S	O	07/2009	
2	30-005-62702	RAMBLER AGO STATE #001	A-32-07S-23E	A	281994	LRE OPERATING, LLC	S	G	05/2012	
2	30-005-61432	REDMAN OY STATE #004	N-35-04S-24E	N	281994	LRE OPERATING, LLC	S	G	03/2014	
2	30-005-60600	ROCK FEDERAL #001	J-07-08S-23E	J	281994	LRE OPERATING, LLC	F	G	08/2012	
2	30-005-63404	ROSE FEDERAL	E-20-05S-25E	E	281994	LRE OPERATING,	F	G	05/2014	PECOS SLOPE

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		#015				LLC				ABO
2	30-005-60757	SALT FEDERAL #002	J-08-08S-23E	J	281994	LRE OPERATING, LLC	F	G	05/2012	
2	30-005-61399	TOMMY FEDERAL #001	P-24-09S-22E	P	281994	LRE OPERATING, LLC	F	G	05/2012	

WHERE Ogrid:281994, County:All, District:All, Township:All, Range:All, Section:All, Production(months):15, Includes Wells Under ACOI, Excludes Wells in Approved TA Period

By: 
 Title: EVP Operations