

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

NMOCD – ACOI- 253

IN THE MATTER OF LINN OPERATING, INC.,

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 Linn Operating, Inc. ("Operator") enter into this Inactive Well Agreed Compliance Order ("Order" or "ACOI") under which Operator agrees to plug, place on approved temporary abandonment status or restore to production or other beneficial use the wells identified herein pursuant to the Act and OCD Rule 19.15.25.8 NMAC in accordance with the following agreed schedule and procedures, and understands that the OCD may decide not to enter into any further agreed compliance orders with Operator if Operator 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 269324 for the wells identified in Exhibit "A."
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.”

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.

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 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.

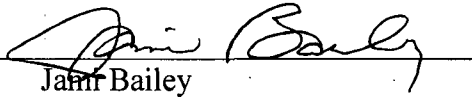
ORDER

- 1. Operator agrees to bring 6 of the wells identified in Exhibit “A” into compliance with OCD Rule 19.15.25.8 NMAC by August 17, 2012 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 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 received by the compliance deadline of August 17, 2012. The total length of this Agreed Compliance Order is six months. Operator may negotiate a new Agreed Compliance Order following the completion of this Order.

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. Thirty days after the compliance deadline set by this Order, 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.
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 wells identified in Exhibit "A" by August 17, 2012;
 - (c) agrees to submit a compliance report as required in Ordering Paragraph 3 by the August 17, 2012 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; 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 15 day of March 2012

By: 
Jami Bailey
OCD Director

ACCEPTANCE

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

Linn Operating, Inc.

By: 

(Please print name) Jamin McNeil

Title: Vice President-Operations

Date: March 13, 2012

Exhibit A to Agreed Compliance Order for Linn Operating, Inc.

- | | | |
|-----|--------------|------------------------------|
| 1) | 30-015-24954 | BARCLAY FEDERAL #001 |
| 2) | 30-015-25534 | BARCLAY STATE #001 |
| 3) | 30-015-23371 | BENSON DEEP AAS FEDERAL #001 |
| 4) | 30-015-28889 | C A RUSSELL #020 |
| 5) | 30-025-01439 | CAPROCK MALJAMAR UNIT #006 |
| 6) | 30-025-00666 | CAPROCK MALJAMAR UNIT #048 |
| 7) | 30-025-01480 | CAPROCK MALJAMAR UNIT #052 |
| 8) | 30-025-01509 | CAPROCK MALJAMAR UNIT #058 |
| 9) | 30-025-00676 | CAPROCK MALJAMAR UNIT #060 |
| 10) | 30-025-01481 | CAPROCK MALJAMAR UNIT #066 |
| 11) | 30-025-01496 | CAPROCK MALJAMAR UNIT #069 |
| 12) | 30-025-01490 | CAPROCK MALJAMAR UNIT #070 |
| 13) | 30-025-01494 | CAPROCK MALJAMAR UNIT #084 |
| 14) | 30-025-01529 | CAPROCK MALJAMAR UNIT #089 |
| 15) | 30-025-01526 | CAPROCK MALJAMAR UNIT #093 |
| 16) | 30-025-32924 | CAPROCK MALJAMAR UNIT #143 |
| 17) | 30-025-32893 | CAPROCK MALJAMAR UNIT #154 |
| 18) | 30-025-32931 | CAPROCK MALJAMAR UNIT #164 |
| 19) | 30-025-32425 | CAPROCK MALJAMAR UNIT #165 |
| 20) | 30-025-33083 | CAPROCK MALJAMAR UNIT #175 |
| 21) | 30-025-32427 | CAPROCK MALJAMAR UNIT #192 |
| 22) | 30-025-32841 | CAPROCK MALJAMAR UNIT #195 |
| 23) | 30-025-33281 | CAPROCK MALJAMAR UNIT #210 |
| 24) | 30-025-33752 | CAPROCK MALJAMAR UNIT #265 |

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25) 30-025-33821	CAPROCK MALJAMAR UNIT #266
26) 30-025-33751	CAPROCK MALJAMAR UNIT #267
27) 30-025-34224	CAPROCK MALJAMAR UNIT #400
28) 30-015-20246	COLLATT ESTATE COM #001
29) 30-025-24919	DOWNES B #003
30) 30-025-07949	EAST HOBBS SAN ANDRES UNIT #702
31) 30-015-28856	FRIESS FEDERAL #004
32) 30-015-05068	H E WEST B #003
33) 30-015-05122	H E WEST B #013
34) 30-015-28131	H E WEST B #072
35) 30-025-23183	HUMPHREY QUEEN UNIT #020
36) 30-025-23306	LANGLIE MATTIX QUEEN UNIT #003
37) 30-025-11694	LANGLIE MATTIX QUEEN UNIT #030
38) 30-025-20173	LEA 4011 STATE #001
39) 30-015-05412	LEA D #002
40) 30-015-05413	LEA D #003
41) 30-015-05414	LEA D #004
42) 30-015-05415	LEA D #005
43) 30-015-05416	LEA D #006
44) 30-015-20658	LEA D #007
45) 30-015-29704	LEA D #010
46) 30-015-29701	LEA D #020
47) 30-025-00456	MALJAMAR GRAYBURG UNIT #019
48) 30-025-32976	MALJAMAR GRAYBURG UNIT #092
49) 30-025-32039	MALJAMAR GRAYBURG UNIT #095
50) 30-025-33381	MALJAMAR GRAYBURG UNIT #099
51) 30-015-26656	MAX FRIESS MA #005
52) 30-015-23126	MCCLAY FEDERAL #013
53) 30-025-21856	MESCALERO RIDGE UNIT #022
54) 30-025-21857	MESCALERO RIDGE UNIT #263
55) 30-025-20302	MESCALERO RIDGE UNIT #351
56) 30-025-20693	MESCALERO RIDGE UNIT #356
57) 30-015-25412	RED LAKE UNIT #013
58) 30-025-09052	SEVEN RIVERS QUEEN UNIT #002
59) 30-025-09167	SEVEN RIVERS QUEEN UNIT #018

60)	30-025-28683	SEVEN RIVERS QUEEN UNIT #062
61)	30-025-37792	SEVEN RIVERS QUEEN UNIT #080
62)	30-015-05152	SKELLY UNIT #001
63)	30-015-05160	SKELLY UNIT #025
64)	30-015-05162	SKELLY UNIT #032
65)	30-015-05140	SKELLY UNIT #033
66)	30-015-05361	SKELLY UNIT #039
67)	30-015-05360	SKELLY UNIT #040
68)	30-015-05343	SKELLY UNIT #041
69)	30-015-10500	SKELLY UNIT #043
70)	30-015-05364	SKELLY UNIT #047
71)	30-015-05315	SKELLY UNIT #061
72)	30-015-05338	SKELLY UNIT #068
73)	30-015-05372	SKELLY UNIT #072
74)	30-015-05340	SKELLY UNIT #077
75)	30-015-05422	SKELLY UNIT #085
76)	30-015-05421	SKELLY UNIT #086
77)	30-015-05426	SKELLY UNIT #088
78)	30-015-05429	SKELLY UNIT #089
79)	30-015-05441	SKELLY UNIT #095
80)	30-015-05358	SKELLY UNIT #101
81)	30-015-05147	SKELLY UNIT #102
82)	30-015-05146	SKELLY UNIT #104
83)	30-015-20410	SKELLY UNIT #107
84)	30-015-22255	SKELLY UNIT #121
85)	30-015-22261	SKELLY UNIT #127
86)	30-015-25040	SKELLY UNIT #158
87)	30-025-28263	STATE UTP #002
88)	30-015-05275	TURNER A #024
89)	30-015-05230	TURNER A #032
90)	30-015-05231	TURNER A #033
91)	30-015-05232	TURNER A #034
92)	30-015-28795	TURNER A #052
93)	30-015-05290	TURNER B #018
94)	30-015-05438	TURNER B #023

95) 30-015-05434	TURNER B #025
96) 30-015-05190	TURNER B #031
97) 30-015-05191	TURNER B #032
98) 30-015-05305	TURNER B #033
99) 30-015-05306	TURNER B #034
100) 30-015-05193	TURNER B #037
101) 30-015-05308	TURNER B #038
102) 30-015-05309	TURNER B #039
103) 30-015-05194	TURNER B #040
104) 30-015-05454	TURNER B #071
105) 30-015-05201	V L FOSTER #002
106) 30-015-05203	V L FOSTER #004

Linn Operating, Inc.

By: Jamin McNeil

Title: Vice President-Operations

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