

State of New Mexico
Energy, Minerals and Natural Resources Department

Susana Martinez
Governor

Ken McQueen
Cabinet Secretary

Matthias Sayer
Deputy Cabinet Secretary

David Catanach, Division Director
Oil Conservation Division



September 19, 2017

Remnant Oil Operating, LLC
ATTN: Will Gray
3323 N Midland Drive, Ste 113
Midland, TX 79707

Re: ACOI No. 304-B

Operator: REMNANT OIL OPERATING, LLC; OGRID No. 370922

Dear Operator:

Thank you for returning the signed agreed compliance order regarding inactive wells operated by REMNANT OIL OPERATING, LLC (REMNANT). Enclosed is a copy of the fully executed order.

The Order requires REMNANT to bring **15** of the wells identified in the Order into compliance with Rule 19.15.4.201 NMAC (Rule 201) by **March 20, 2018**. Please remember that to bring a well into compliance under the order, REMNANT must not only plug the wellbore, place the well on approved temporary abandonment, or return it to production or other beneficial use, REMNANT must also file the appropriate paperwork. For example, if REMNANT plugs the wellbore of a well, it must also file a C-103 subsequent report on the plugging. You may wish to confirm the status of each well on the list with the appropriate district office prior to the expiration of the Order.

The Order also requires REMNANT to file a compliance report with the Oil Conservation Division (OCD) Compliance and Enforcement Manager, Daniel Sanchez, by **March 20, 2018**. This means **the compliance report must be received by the OCD by March 20, 2018**. I will review the report to determine whether the wells have been returned to compliance. If you have questions about how to file a compliance report, please contact me at (505) 476-3493.

As REMNANT works to fulfill its obligations under the order, it should also monitor the status of its other wells to ensure that wells do not remain inactive for a period exceeding 15 months. Remember that you can search the OCD's Inactive Well List for wells that are inactive, but not yet out of compliance.

September 19, 2017

Page 2

The OCD appreciates REMNANT's commitment to bringing its inactive wells into compliance. If you have any questions, or if I can help you in any way, please do not hesitate to call. My email address is daniel.sanchez@state.nm.us.

Sincerely yours,

A handwritten signature in black ink, appearing to read "Daniel Sanchez", with a stylized flourish extending from the end.

Daniel Sanchez
NMOCD Compliance & Enforcement Manager

Encl. ACOI No. 304-B

CC: Maxey Brown, OCD District I Supervisor
Raymond Podany, OCD District II Geologist
Charlie Perrin, OCD District III Supervisor
Will Jones, OCD District IV Supervisor

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

NMOCD – ACOI- 304-B

IN THE MATTER OF REMNANT OIL OPERATING, L.L.C.

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 Remnant Oil Operating, L.L.C. ("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 corporation doing business in the state of New Mexico.
3. Operator is the operator of record under OGRID 370922 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."

5. The wells identified in Exhibit "A"

ACOI

- (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 491 wells, to be in compliance with OCD Rule 19.15.5.9.A(4) NMAC, Operator may have no more than 5 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 has 33 wells out of compliance as of September 14, 2017. A copy of Operator's inactive well list as of September 14, 2017 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 **15** wells identified in Exhibit "A" into compliance with OCD Rule 19.15.25.8 NMAC by March 20, 2018 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 **received by** the compliance deadline of March 20, 2018. 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.

ACOI

5. This Order shall expire on April 20, 2018. 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 15 wells identified in Exhibit "A" by March 20, 2018;
 - (c) agrees to submit a compliance report as required in Ordering Paragraph 3 by the March 20, 2018 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 19th day of September, 2017

By: _____

David Catanach

Director, Oil Conservation Division

ACCEPTANCE

Remnant Oil Operating, L.L.C. hereby accepts the foregoing Order, and agrees to all of the terms and provisions set forth in that Order.

E.W. Gray II Remnant Oil Operating

By: _____

(Please print name)

Title: _____

Date: _____

E. W. GRAY, II

CEO

9-14-17

Exhibit "A" to Agreed Compliance Order for Remnant Oil Operating, L.L.C.

Total Well Count: 491 Inactive Well Count: 33

Printed On: Thursday, September 14 2017

District	API	Well	ULSTR	OCD Unit	OGRID	Operator	Lease Type	Well Type	Last Production	Formation/Notes	Status	TA Exp Date
1	30-025-21759	BARNES FEDERAL #001	B-24-09S-35E	B	370922	REMNANT OIL OPERATING, LLC	F	G	05/2016	SAN ANDRES RTTP 08/08/2013		
1	30-025-02664	BARNES FEDERAL #002	D-24-09S-35E	D	370922	REMNANT OIL OPERATING, LLC	F	O	11/2015	MAGNOLIA PETROLEUM /CAPPS FEDERAL		
1	30-025-37524	BRIGHT 2 STATE COM #001	H-02-10S-33E	H	370922	REMNANT OIL OPERATING, LLC	S	G	02/2016	Mississippi Limestone		
2	30-015-25811	CAL-MON #005	M-16-18S-29E	M	370922	REMNANT OIL OPERATING, LLC	S	O	12/2015			
1	30-005-01035	DRICKEY QUEEN SAND UNIT #035	K-10-14S-31E	K	370922	REMNANT OIL OPERATING, LLC	F	O	01/2016	03/28/08 RET WELL TO PROD	T	2/12/2017
1	30-005-01074	DRICKEY QUEEN SAND UNIT #041	G-16-14S-31E	G	370922	REMNANT OIL OPERATING, LLC	S	O	12/1992			
1	30-005-01127	DRICKEY QUEEN SAND UNIT #053	H-22-14S-31E	H	370922	REMNANT OIL OPERATING, LLC	P	I	12/1992			
1	30-005-00989	DRICKEY QUEEN SAND UNIT #824	J-04-14S-31E	C	370922	REMNANT OIL OPERATING, LLC	F	O	05/2015	QUEEN	T	7/14/2017
1	30-025-27718	LANGLEY A FEDERAL #001	K-09-19S-33E	K	370922	REMNANT OIL OPERATING, LLC	F	O	05/2015			
1	30-025-32021	NEWMAN 32 STATE #001	F-32-23S-38E	F	370922	REMNANT OIL OPERATING, LLC	S	O	10/2015	ELLENBURGER	T	7/25/2016
1	30-025-37170	NEWMAN 32 STATE #002	B-32-23S-38E	B	370922	REMNANT OIL OPERATING, LLC	S	O	04/2015	ELLENBURGER NSL 5180	T	7/17/2016
1	30-025-21710	PEARSALL QUEEN SAND UNIT #003	P-32-17S-32E	P	370922	REMNANT OIL OPERATING, LLC	S	O	10/2015			
1	30-025-00844	PEARSALL QUEEN SAND UNIT #016	J-05-18S-32E	J	370922	REMNANT OIL OPERATING, LLC	F	O	10/2015	QUEEN		
1	30-025-00845	PEARSALL QUEEN SAND UNIT #018	N-05-18S-32E	N	370922	REMNANT OIL OPERATING, LLC	F	O	10/2015	QUEEN		
1	30-005-00835	ROCK QUEEN UNIT #015	E-23-13S-31E	E	370922	REMNANT OIL OPERATING, LLC	S	O	10/1986		T	3/18/2017
1	30-005-00906	ROCK QUEEN UNIT #102	G-34-13S-31E	G	370922	REMNANT OIL OPERATING, LLC	P	I	05/2016	CONVERT TO INJ 08/11/11 WFX 892		
1	30-005-29154	ROCK QUEEN UNIT #309	P-23-13S-31E	P	370922	REMNANT OIL OPERATING, LLC	S	I	12/2015	QUEEN SPUD 11/20/10		
2	30-015-00632	SOUTH RED LAKE II UNIT #025	K-35-17S-27E	K	370922	REMNANT OIL OPERATING, LLC	F	O	05/2016			
1	30-041-20619	TAYLOR #001	G-29-04S-33E	G	370922	REMNANT OIL OPERATING, LLC	P	O	05/2015			
1	30-025-37466	TWITTY BHF STATE #001	J-36-09S-33E	J	370922	REMNANT OIL OPERATING, LLC	S	G	08/2006	WLDCT STRAWN TA 09/22/09 TA EXP 11/9/201	T	9/9/2017
1	30-005-01092	WEST CAP QUEEN SAND UNIT #004	H-17-14S-31E	H	370922	REMNANT OIL OPERATING, LLC	F	O	10/2014	10/13/10 CONVERT TO PROD BLM		
1	30-005-01097	WEST CAP QUEEN SAND UNIT #005	I-17-14S-31E	I	370922	REMNANT OIL OPERATING, LLC	S	I	07/2014	CONVERT TO INJ 11/18/10		
1	30-005-01099	WEST CAP QUEEN SAND UNIT #006	J-17-14S-31E	J	370922	REMNANT OIL OPERATING, LLC	S	I	07/2014	RETURN TO INJECTION 10-04- 07		
1	30-005-01108	WEST CAP QUEEN SAND UNIT #015	A-21-14S-31E	A	370922	REMNANT OIL OPERATING, LLC	F	O	10/2014			
1	30-005-01107	WEST CAP QUEEN SAND UNIT #016	B-21-14S-31E	B	370922	REMNANT OIL OPERATING, LLC	F	I	07/2014	07/25/08 RET TO PROD		

ACOI

1	30-005-01116	WEST CAP QUEEN SAND UNIT #017	C-21-14S-31E	C	370922	REMNANT OIL OPERATING, LLC	P	O	08/1996	
1	30-005-01115	WEST CAP QUEEN SAND UNIT #018	D-21-14S-31E	D	370922	REMNANT OIL OPERATING, LLC	P	I	08/2014	
1	30-005-01117	WEST CAP QUEEN SAND UNIT #020	F-21-14S-31E	F	370922	REMNANT OIL OPERATING, LLC	P	I	12/1992	
1	30-005-01109	WEST CAP QUEEN SAND UNIT #021	G-21-14S-31E	G	370922	REMNANT OIL OPERATING, LLC	F	O	10/2014	
1	30-005-01119	WEST CAP QUEEN SAND UNIT #024	J-21-14S-31E	J	370922	REMNANT OIL OPERATING, LLC	F	I	12/1992	T 12/2/2015
1	30-005-01102	ZIMMERMAN #002	P-20-14S-31E	P	370922	REMNANT OIL OPERATING, LLC	P	O	03/2005	QUEEN
1	30-005-01112	ZIMMERMAN A #003	M-21-14S-31E	M	370922	REMNANT OIL OPERATING, LLC	P	O	03/2005	QUEEN
1	30-005-01113	ZIMMERMAN A #004	L-21-14S-31E	L	370922	REMNANT OIL OPERATING, LLC	P	O	03/2005	QUEEN

WHERE Ogrid:370922, County:All, District:All, Township:All, Range:All, Section:All,
Production(months):15, Includes Wells Under ACOI, Excludes Wells in Approved TA Period

REMNANT OIL OPERATING, LLC
By: E.W. Dug II
Title: CEO

ACOI