

State of New Mexico
Energy, Minerals and Natural Resources Department

Susana Martinez
Governor

Ken McQueen
Cabinet Secretary

Matthias Sayer
Deputy Cabinet Secretary

Heather Riley, Division Director
Oil Conservation Division



December 10, 2018

Pogo Resources, LLC
ATTN: Nicholas Holbrook
4809 Cole Avenue, Suite 106
Dallas, TX 75205

Re: ACOI No. 349-A
Pogo Oil & Gas Operating, Inc.; OGRID No. 372000

Dear Ms. Pina:

Thank you for returning the signed agreed compliance order regarding inactive wells operated by Pogo Oil & Gas Operating, Inc. (Pogo). Enclosed is a copy of the fully executed order.

The Order requires Pogo to bring 15 of the wells identified in the Order into compliance with Rule 19.15.4.201 NMAC (Rule 201) by **June 30, 2019**. Please remember that to bring a well into compliance under the order, Pogo must not only plug the wellbore, place the well on approved temporary abandonment, or return it to production or other beneficial use, Pogo must also file the appropriate paperwork. For example, if Pogo 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 Pogo to file a compliance report with the Oil Conservation Division (OCD) Compliance and Enforcement Manager, Daniel Sanchez, by **June 30, 2019**. This means **the compliance report must be received by the OCD by June 30, 2019**. 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 Pogo 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.

December 11, 2018

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The OCD appreciates Pogo'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 large, stylized flourish extending from the end of the signature.

Daniel Sanchez
NMOCD Compliance & Enforcement Manager

Encl. ACOI No. 349-A

CC: Maxey Brown, OCD District I Supervisor
Michael Bratcher, OCD District II Supervisor
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- 349-A

IN THE MATTER OF POGO OIL & GAS 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 **Pogo Oil & Gas Operating, Inc.** ("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 372000 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"

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- (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 1240 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 has 155 wells out of compliance as of **December 4, 2018**. The Operator's inactive well list, dated **December 4, 2018** 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.

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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 **June 30, 2019** 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. **Prior to completing the term of this agreement, the operator agrees to provide a comprehensive plan, acceptable to the division, as to how it will address the remaining inactive wells on Exhibit "A". Failure to provide such a plan may result in the division denying future amendments to this agreement.** Oil and gas produced during swabbing does not count as production for purposes of this Order.
3. Operator shall file a **monthly** compliance report, **due on the last day of each month**, 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 final 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 **June 30, 2019**. 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. **If any more wells become inactive during the duration of this ACOI or the operator is in any other way in violation of OCD Rule 19.15.5.9 NMAC, this ACOI may terminate, at the sole discretion of the Division.**

5. This Order shall expire on **July 30, 2019**. 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 **June 30, 2019**;
 - (c) agrees to submit a compliance report as required in Ordering Paragraph 3 by the **June 30, 2019** 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 December, 2018

By: Heather Riley
Heather Riley
Director, Oil Conservation Division

ACCEPTANCE

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

Pogo Oil & Gas Operating, Inc

By: [Signature]
(Please print name) Nicholas Holbrook

Title: COO

Date: 12/4/18

Exhibit "A" to Agreed Compliance Order for Pogo Oil & Gas Operating, Inc.

**Total Well Count: 1240 Inactive Well Count: 155
Printed On: Tuesday, December 04 2018**

District	API	Well	ULSTR	OCD Unit	Ogrid	Operator	Lease Type	Well Type	Last Production	Formation/Notes	Status	TA Exp Date
2	30-015-29683	BARCLAY FEDERAL #002	O-12-23S-31E	O	372000	POGO OIL & GAS OPERATING, INC		O	02/2016	DELAWARE		
2	30-015-29685	BARCLAY FEDERAL #005	G-12-23S-31E	G	372000	POGO OIL & GAS OPERATING, INC		O	03/2017	DELAWARE		
2	30-015-29786	BARCLAY FEDERAL #008	E-12-23S-31E	E	372000	POGO OIL & GAS OPERATING, INC		O	09/2015	DELAWARE		
2	30-015-30239	BARCLAY FEDERAL #010	K-01-23S-31E	K	372000	POGO OIL & GAS OPERATING, INC		O	09/2015	DELAWARE		
2	30-015-30090	BARCLAY FEDERAL #013	H-12-23S-31E	H	372000	POGO OIL & GAS OPERATING, INC		O	12/2015	DELAWARE		
2	30-015-30065	BARCLAY FEDERAL #014	E-01-23S-31E	E	372000	POGO OIL & GAS OPERATING, INC		O	03/2016	DELAWARE		
2	30-015-30238	BARCLAY FEDERAL #017	J-12-23S-31E	J	372000	POGO OIL & GAS OPERATING, INC		O	06/2016	DELAWARE		
2	30-015-30766	BARCLAY FEDERAL #021	F-01-23S-31E	F	372000	POGO OIL & GAS OPERATING, INC		O	05/2017	DELAWARE		
2	30-015-33654	BARCLAY FEDERAL #022	F-12-23S-31E	F	372000	POGO OIL & GAS OPERATING, INC		O	06/2016	S LIVINGSTON RIDGE DELAWARE 96149		
2	30-015-30597	BARCLAY FEDERAL #025	D-12-23S-31E	D	372000	POGO OIL & GAS OPERATING, INC		O	06/2016	DELAWARE		
2	30-015-33656	BARCLAY FEDERAL #033	L-12-23S-31E	L	372000	POGO OIL & GAS OPERATING, INC		G	04/2017	S LIVINGSTON RIDGE DELAWARE 96149		
2	30-015-23371	BENSON DEEP AAS FEDERAL #001	E-34-18S-30E	E	372000	POGO OIL & GAS OPERATING, INC		O	03/2007			
2	30-015-28889	C A RUSSELL #020	2-18-17S-31E	E	372000	POGO OIL & GAS OPERATING, INC		O	02/2007	GRAYBURG JACKSON		
2	30-015-25817	CAL MON STATE #001	2-19-16S-29E	E	372000	POGO OIL & GAS OPERATING, INC		O	11/2016			
1	30-025-00663	CAPROCK MALJAMAR UNIT #063	I-24-17S-32E	I	372000	POGO OIL & GAS OPERATING, INC		O	08/2014			
1	30-025-01531	CAPROCK MALJAMAR UNIT #094	K-28-17S-33E	K	372000	POGO OIL & GAS OPERATING, INC		I	08/2017	GRAYBURG-SA		
1	30-025-32455	CAPROCK MALJAMAR UNIT #131	G-17-17S-33E	G	372000	POGO OIL & GAS OPERATING, INC		O	11/2014	GRAYBURG SAN ANDRES RWTP 08/30/2011		
1	30-025-32924	CAPROCK MALJAMAR UNIT #143	J-17-17S-33E	J	372000	POGO OIL & GAS OPERATING, INC		O	01/2015	GRAYBURG-SA RWTP 12/19/2011		
1	30-025-24296	CAPROCK MALJAMAR UNIT #150	O-18-17S-33E	O	372000	POGO OIL & GAS OPERATING, INC		O	07/2016	GRAYBURG-SAN ANDRES		
1	30-025-32042	CAPROCK MALJAMAR UNIT #152	K-17-17S-33E	K	372000	POGO OIL & GAS OPERATING, INC		O	03/2015	GRAYBURG SAN ANDRES		
1	30-025-32927	CAPROCK MALJAMAR UNIT #160	4-18-17S-33E	M	372000	POGO OIL & GAS OPERATING, INC		O	05/2016	GRAYBURG-SAN ANDRES		
1	30-025-32928	CAPROCK MALJAMAR UNIT #161	4-18-17S-33E	M	372000	POGO OIL & GAS OPERATING, INC		O	05/2016	GRAYBURG-SAN ANDRES		
1	30-025-32929	CAPROCK MALJAMAR UNIT #162	O-18-17S-33E	O	372000	POGO OIL & GAS OPERATING, INC		O	05/2016	GRAYBURG-SAN ANDRES RWTP 08/05/2011		
1	30-025-32043	CAPROCK MALJAMAR UNIT #166	O-17-17S-33E	O	372000	POGO OIL & GAS OPERATING, INC		O	12/2015	GRAYBURG SAN ANDRES 10/27/08 RET TO PROD		
1	30-025-33266	CAPROCK MALJAMAR UNIT #182	D-21-17S-33E	D	372000	POGO OIL & GAS OPERATING, INC		O	03/2014	GRAYBURG-SAN ANDRES		

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1	30-025-32550	CAPROCK MALJAMAR UNIT #193	E-20-17S-33E	E	372000	POGO OIL & GAS OPERATING, INC	O	11/2015	GRAYBURG SAN ANDRES		
1	30-025-32840	CAPROCK MALJAMAR UNIT #194	K-20-17S-33E	K	372000	POGO OIL & GAS OPERATING, INC	O	02/2016	GSA /RET TO PROD 10/01/2010		
1	30-025-33245	CAPROCK MALJAMAR UNIT #250	P-28-17S-33E	P	372000	POGO OIL & GAS OPERATING, INC	O	08/2013	SAN ANDRES		
1	30-025-33723	CAPROCK MALJAMAR UNIT #281	M-28-17S-33E	M	372000	POGO OIL & GAS OPERATING, INC	O	04/2016	SAN ANDRES 07/22/10 CLEAN UP		
2	30-015-20754	CATCLAW DRAW UNIT COM #007	J-14-21S-25E	J	372000	POGO OIL & GAS OPERATING, INC	G	09/2011	MORROW SWD-1465	T	9/1/2018
1	30-025-24919	DOWNES B #003	4-05-22S-37E	D	372000	POGO OIL & GAS OPERATING, INC	O	03/2015	BLINEBRY		
1	30-025-06955	DOWNES D #002	L-32-21S-37E	L	372000	POGO OIL & GAS OPERATING, INC	O	01/2015	BLNB & TUBB/DHC 08/13/09 REPAIR PUMP		
1	30-025-06956	DOWNES D #003	N-32-21S-37E	N	372000	POGO OIL & GAS OPERATING, INC	O	06/2015	BLINEBRY		
1	30-025-24568	DOWNES D #004	M-32-21S-37E	M	372000	POGO OIL & GAS OPERATING, INC	O	08/2015	BLINEBRY & TUBB DHC 5-24-2001		
1	30-025-29786	E B ANDERSON #003	M-06-13S-38E	M	372000	POGO OIL & GAS OPERATING, INC	O	05/1994			
1	30-025-00113	EAST CAPROCK SWD #002	B-14-12S-32E	B	372000	POGO OIL & GAS OPERATING, INC	S	07/2015	DEVONIAN		
1	30-025-40433	EAST HOBBS SAN ANDRES UNIT #312	L-29-18S-39E	L	372000	POGO OIL & GAS OPERATING, INC	O	11/2016	SAN ANDRES		
1	30-025-34578	EAST HOBBS SAN ANDRES UNIT #408	I-30-18S-39E	I	372000	POGO OIL & GAS OPERATING, INC	O	01/2016	SAN ANDRES		
1	30-025-36832	EAST HOBBS SAN ANDRES UNIT #505	J-30-18S-39E	J	372000	POGO OIL & GAS OPERATING, INC	O	09/2015	SAN ANDRES TA EXPIRES 10/8/2018	T	10/8/2018
1	30-025-34012	EAST HOBBS SAN ANDRES UNIT #604	N-30-18S-39E	N	372000	POGO OIL & GAS OPERATING, INC	O	06/2016	SAN ANDRES		
1	30-025-37817	EAST HOBBS SAN ANDRES UNIT #605	O-30-18S-39E	O	372000	POGO OIL & GAS OPERATING, INC	O	01/2016	SAN ANDRES REMEDIAL WORK 12/03/10		
1	30-025-37527	EAST HOBBS SAN ANDRES UNIT #808	P-30-18S-39E	P	372000	POGO OIL & GAS OPERATING, INC	O	04/2016	SAN ANDRES		
1	30-025-07965	EAST HOBBS SAN ANDRES UNIT #911	D-32-18S-39E	D	372000	POGO OIL & GAS OPERATING, INC	O	11/2014	RET TO PROD 12/27/06		
1	30-025-07964	EAST HOBBS SAN ANDRES UNIT #914	C-32-18S-39E	C	372000	POGO OIL & GAS OPERATING, INC	O	11/2016	SAN ANDRES REMEDIAL WORK 08/25/11		
2	30-015-05253	FREN OIL COMPANY #005	P-19-17S-31E	P	372000	POGO OIL & GAS OPERATING, INC	I	07/2017			
2	30-015-05260	FREN OIL COMPANY #012	O-19-17S-31E	O	372000	POGO OIL & GAS OPERATING, INC	I	07/2017			
2	30-015-29537	FREN OIL COMPANY #025	I-19-17S-31E	I	372000	POGO OIL & GAS OPERATING, INC	I	07/2017	SAN ANDRES		
2	30-015-29719	FRIESS FEDERAL #005	J-19-17S-31E	J	372000	POGO OIL & GAS OPERATING, INC	I	07/2017	GRAYBURG-JACKSON		
2	30-015-27127	H E WEST A #022	I-04-17S-31E	I	372000	POGO OIL & GAS OPERATING, INC	O	07/2017			
2	30-015-26099	H E WEST B #045	N-09-17S-31E	N	372000	POGO OIL & GAS OPERATING, INC	O	10/2013			
2	30-015-26791	H E WEST B #049	M-03-17S-31E	M	372000	POGO OIL & GAS OPERATING, INC	O	02/2016	SR QN GB SA		
2	30-015-27149	H E WEST B #052	D-10-17S-31E	D	372000	POGO OIL & GAS OPERATING, INC	O	06/2017			
2	30-015-27353	H E WEST B #056	N-03-17S-31E		372000	POGO OIL & GAS OPERATING, INC	O	06/2016	GRAYBURG		
2	30-015-27564	H E WEST B #062	J-09-17S-31E	J	372000	POGO OIL & GAS OPERATING, INC	O	02/2016	GRAYBURG		

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2	30-015-28535	H E WEST B #069	J-10-17S-31E	J	372000	POGO OIL & GAS OPERATING, INC	O	01/2015	SAN ANDRES
2	30-015-28315	H E WEST B #079	F-09-17S-31E	F	372000	POGO OIL & GAS OPERATING, INC	O	02/2016	GRAYBURG-JACKSON
2	30-015-28316	H E WEST B #081	O-09-17S-31E	O	372000	POGO OIL & GAS OPERATING, INC	O	12/2014	GRAYBURG-JACKSON
2	30-015-28300	H E WEST B #084	L-04-17S-31E	L	372000	POGO OIL & GAS OPERATING, INC	O	08/2015	
2	30-015-28387	H E WEST B #085	K-03-17S-31E	K	372000	POGO OIL & GAS OPERATING, INC	O	09/2015	GRAYBURG-JACKSON
2	30-015-28468	H E WEST B #087	M-04-17S-31E	M	372000	POGO OIL & GAS OPERATING, INC	O	12/2015	GRAYBURG-JACKSON
2	30-015-28470	H E WEST B #091	K-09-17S-31E	K	372000	POGO OIL & GAS OPERATING, INC	O	07/2016	GRAYBURG JACKSON
1	30-025-30855	HOWARD FLEET #005	I-35-13S-37E	I	372000	POGO OIL & GAS OPERATING, INC	O	09/2016	
2	30-015-30995	HUDSON FEDERAL #013	D-17-17S-31E	D	372000	POGO OIL & GAS OPERATING, INC	O	02/2016	GRAYBURG-JACKSON
1	30-025-20612	HUMPHREY QUEEN UNIT #016	K-03-25S-37E	K	372000	POGO OIL & GAS OPERATING, INC	O	08/2016	
1	30-025-23899	HUMPHREY QUEEN UNIT #028	J-03-25S-37E	J	372000	POGO OIL & GAS OPERATING, INC	O	04/2016	
2	30-015-28059	J L KEEL A #020	B-07-17S-31E	B	372000	POGO OIL & GAS OPERATING, INC	O	09/2015	GRAYBURG JACKSON
2	30-015-28234	J L KEEL A #025	4-07-17S-31E	M	372000	POGO OIL & GAS OPERATING, INC	O	01/2015	
2	30-015-28098	J L KEEL B #052	P-06-17S-31E	P	372000	POGO OIL & GAS OPERATING, INC	O	07/2015	GRAYBURG
2	30-015-28291	J L KEEL B #055	D-08-17S-31E	D	372000	POGO OIL & GAS OPERATING, INC	O	11/2015	
2	30-015-28223	J L KEEL B #060	3-06-17S-31E	C	372000	POGO OIL & GAS OPERATING, INC	O	01/2016	GRAYBURG JACKSON
2	30-015-28292	J L KEEL B #061	H-06-17S-31E	H	372000	POGO OIL & GAS OPERATING, INC	O	05/2014	
2	30-015-28250	J L KEEL B #071	H-06-17S-31E	H	372000	POGO OIL & GAS OPERATING, INC	O	05/2016	GRAYBURG-JACKSON
1	30-025-05091	J L REED #001	H-35-13S-37E	H	372000	POGO OIL & GAS OPERATING, INC	O	05/2015	DEVONIAN PRODUCER 09/05/2010
2	30-015-31798	LANCASTER SPRINGS UNIT #004	M-05-22S-26E	M	372000	POGO OIL & GAS OPERATING, INC	G	02/2017	HAPPY VALLEY MORROW
1	30-025-11493	LANGLIE JAL UNIT #085	P-08-25S-37E	P	372000	POGO OIL & GAS OPERATING, INC	I	02/2012	SR/QN FAILED MIT 08/22/2012
1	30-025-29448	LANGLIE JAL UNIT #109	I-05-25S-37E	I	372000	POGO OIL & GAS OPERATING, INC	O	06/2008	REMEDIAL WK 01/18/11 SHUTIN 02/11/11 BLM T 10/24/2018
1	30-025-29408	LANGLIE JAL UNIT #112	C-08-25S-37E	C	372000	POGO OIL & GAS OPERATING, INC	P O	05/1999	TA 06/18/08; TA EXP 06/30/2013
1	30-025-35681	LANGLIE JAL UNIT #126	4-05-25S-37E	D	372000	POGO OIL & GAS OPERATING, INC	O	08/2010	7-R-QN-GB SHUT IN 06/11/11 BLM
1	30-025-23863	LANGLIE MATTIX QUEEN UNIT #009	P-10-25S-37E	P	372000	POGO OIL & GAS OPERATING, INC	O	12/2015	
1	30-025-11689	LANGLIE MATTIX QUEEN UNIT #034	H-22-25S-37E	H	372000	POGO OIL & GAS OPERATING, INC	O	05/2016	
1	30-025-20378	LEA 403 STATE #004	D-17-18S-35E	D	372000	POGO OIL & GAS OPERATING, INC	O	08/2016	ABO REEF
2	30-015-05413	LEA D #003	H-26-17S-31E	H	372000	POGO OIL & GAS OPERATING, INC	I	05/2006	
2	30-015-05414	LEA D #004	G-26-17S-31E	G	372000	POGO OIL & GAS OPERATING, INC	I	05/2006	
2	30-015-05415	LEA D #005	I-26-17S-31E	I	372000	POGO OIL & GAS OPERATING, INC	I	05/2006	
2	30-015-05416	LEA D #006	J-26-17S-31E	J	372000	POGO OIL & GAS OPERATING, INC	I	05/2006	
2	30-015-20658	LEA D #007	F-26-17S-31E	F	372000	POGO OIL & GAS OPERATING, INC	I	05/2006	
1	30-025-00456	MALJAMAR GRAYBURG UNIT #019	I-04-17S-32E	I	372000	POGO OIL & GAS OPERATING, INC	I	04/2017	INT REMEDIAL WORK 08/24/2012

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1	30-025-21386	MALJAMAR GRAYBURG UNIT #041	I-09-17S-32E	I	372000	POGO OIL & GAS OPERATING, INC	O	01/2016		
1	30-025-33283	MALJAMAR GRAYBURG UNIT #080	E-02-17S-32E	E	372000	POGO OIL & GAS OPERATING, INC	O	07/2016	GRAYBURG-SAN ANDRES	
1	30-025-33481	MALJAMAR GRAYBURG UNIT #081	H-03-17S-32E	H	372000	POGO OIL & GAS OPERATING, INC	O	02/2016	GRAYBURG-SAN ANDRES	
1	30-025-33038	MALJAMAR GRAYBURG UNIT #085	H-04-17S-32E	H	372000	POGO OIL & GAS OPERATING, INC	O	07/2016	GRAYBURG-SAN ANDRES	
1	30-025-33358	MALJAMAR GRAYBURG UNIT #091	K-03-17S-32E	K	372000	POGO OIL & GAS OPERATING, INC	O	02/2016	GRAYBURG-SAN ANDRES	
1	30-025-32976	MALJAMAR GRAYBURG UNIT #092	J-03-17S-32E	J	372000	POGO OIL & GAS OPERATING, INC	O	08/2010	SAN ANDRES	
1	30-025-33381	MALJAMAR GRAYBURG UNIT #099	O-04-17S-32E	O	372000	POGO OIL & GAS OPERATING, INC	O	04/2016	INT TO RWTP BLM 11/17/2011	T 8/18/2004
1	30-025-33039	MALJAMAR GRAYBURG UNIT #106	F-10-17S-32E	F	372000	POGO OIL & GAS OPERATING, INC	O	05/2016	GRAYBURG-SAN ANDRES 11/10/10 RWTP	
1	30-025-33040	MALJAMAR GRAYBURG UNIT #107	G-10-17S-32E	G	372000	POGO OIL & GAS OPERATING, INC	O	05/2016	GRAYBURG-SAN ANDRES	
2	30-015-05469	MAX FRIESS MA #002	A-30-17S-31E	A	372000	POGO OIL & GAS OPERATING, INC	I	07/2017		
2	30-015-05471	MAX FRIESS MA #004	H-30-17S-31E	H	372000	POGO OIL & GAS OPERATING, INC	I	07/2017		
2	30-015-26882	MAX FRIESS MA #006	B-30-17S-31E	B	372000	POGO OIL & GAS OPERATING, INC	O	04/2016		
2	30-015-26883	MAX FRIESS MA #007	G-30-17S-31E	G	372000	POGO OIL & GAS OPERATING, INC	O	04/2016		
2	30-015-10370	MCCLAY FEDERAL #007	C-33-18S-30E	C	372000	POGO OIL & GAS OPERATING, INC	O	04/2015		
2	30-015-21674	MCCLAY FEDERAL #010	F-33-18S-30E	F	372000	POGO OIL & GAS OPERATING, INC	F O	02/2016		
2	30-015-23126	MCCLAY FEDERAL #013	N-33-18S-30E	N	372000	POGO OIL & GAS OPERATING, INC	F O	05/2016	GRAYBURG	
1	30-025-00110	NEW MEXICO BH STATE #004	D-11-12S-32E	D	372000	POGO OIL & GAS OPERATING, INC	S	04/2017	SWD 1126A	
2	30-015-10092	NORTH BENSON QUEEN UNIT #019	K-27-18S-30E	K	372000	POGO OIL & GAS OPERATING, INC	O	07/2017		
2	30-015-10208	NORTH BENSON QUEEN UNIT #022	M-27-18S-30E	M	372000	POGO OIL & GAS OPERATING, INC	O	08/2015		
2	30-015-10535	NORTH BENSON QUEEN UNIT #032	C-32-18S-30E	C	372000	POGO OIL & GAS OPERATING, INC	O	05/2015		
2	30-015-10846	NORTH BENSON QUEEN UNIT #043	E-32-18S-30E	E	372000	POGO OIL & GAS OPERATING, INC	O	06/2015		
2	30-015-25747	RED LAKE UNIT #003	P-24-16S-28E	P	372000	POGO OIL & GAS OPERATING, INC	O	02/2015		
1	30-025-09054	SEVEN RIVERS QUEEN UNIT #010	J-27-22S-36E	J	372000	POGO OIL & GAS OPERATING, INC	O	04/2015		
1	30-025-09061	SEVEN RIVERS QUEEN UNIT #012	L-27-22S-36E	L	372000	POGO OIL & GAS OPERATING, INC	O	11/2015		
1	30-025-09146	SEVEN RIVERS QUEEN UNIT #020	B-34-22S-36E	B	372000	POGO OIL & GAS OPERATING, INC	O	07/2015		
1	30-025-09147	SEVEN RIVERS QUEEN UNIT #024	F-34-22S-36E	F	372000	POGO OIL & GAS OPERATING, INC	O	01/2015		
1	30-025-09168	SEVEN RIVERS QUEEN UNIT #028	F-35-22S-36E	F	372000	POGO OIL & GAS OPERATING, INC	O	04/2016		
1	30-025-09158	SEVEN RIVERS QUEEN UNIT #040	N-35-22S-36E	N	372000	POGO OIL & GAS OPERATING, INC	O	02/2015		
1	30-025-28120	SEVEN RIVERS QUEEN UNIT #058	F-27-22S-36E	F	372000	POGO OIL & GAS OPERATING, INC	O	02/2016		
1	30-025-29190	SEVEN RIVERS QUEEN UNIT #067	2-03-23S-36E	B	372000	POGO OIL & GAS OPERATING, INC	O	08/2015		
1	30-025-29591	SEVEN RIVERS QUEEN UNIT #069	A-34-22S-36E	A	372000	POGO OIL & GAS OPERATING, INC	O	06/2016		

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1	30-025-29594	SEVEN RIVERS QUEEN UNIT #072	C-34-22S-36E	C	372000	POGO OIL & GAS OPERATING, INC	O	05/2015		
1	30-025-30160	SEVEN RIVERS QUEEN UNIT #074	2-03-23S-36E	B	372000	POGO OIL & GAS OPERATING, INC	O	11/2014		
1	30-025-30161	SEVEN RIVERS QUEEN UNIT #075	O-34-22S-36E	O	372000	POGO OIL & GAS OPERATING, INC	O	10/2015		
1	30-025-30745	SEVEN RIVERS QUEEN UNIT #079	H-03-23S-36E	H	372000	POGO OIL & GAS OPERATING, INC	O	05/2016		
1	30-025-38074	SEVEN RIVERS QUEEN UNIT #092	F-35-22S-36E	F	372000	POGO OIL & GAS OPERATING, INC	O	02/2015	QUEEN ALTER CASING 10/20/11	
1	30-025-38075	SEVEN RIVERS QUEEN UNIT #093	L-35-22S-36E	L	372000	POGO OIL & GAS OPERATING, INC	O	12/2014	Queen	
2	30-015-05340	SKELLY UNIT #077	P-21-17S-31E	P	372000	POGO OIL & GAS OPERATING, INC	I	05/2006		
2	30-015-05429	SKELLY UNIT #089	B-28-17S-31E	B	372000	POGO OIL & GAS OPERATING, INC	I	07/2010		
2	30-015-20549	SKELLY UNIT #112	A-14-17S-31E	A	372000	POGO OIL & GAS OPERATING, INC	O	01/2015		
2	30-015-22258	SKELLY UNIT #124	G-22-17S-31E	G	372000	POGO OIL & GAS OPERATING, INC	O	01/2016		
2	30-015-25040	SKELLY UNIT #158	P-22-17S-31E	P	372000	POGO OIL & GAS OPERATING, INC	O	11/2016		
2	30-015-28998	SKELLY UNIT #200	P-15-17S-31E	P	372000	POGO OIL & GAS OPERATING, INC	O	11/2015	GRAYBURG JACKSON	
2	30-015-28789	SKELLY UNIT #262	P-21-17S-31E	P	372000	POGO OIL & GAS OPERATING, INC	O	01/2016	QUEEN	
2	30-015-28951	SKELLY UNIT #266	D-26-17S-31E	D	372000	POGO OIL & GAS OPERATING, INC	O	05/2016	SAN ANDRES	
2	30-015-29210	SKELLY UNIT #274	G-28-17S-31E	G	372000	POGO OIL & GAS OPERATING, INC	O	02/2016	SAN ANDRES	
2	30-015-29227	SKELLY UNIT #283	E-28-17S-31E	E	372000	POGO OIL & GAS OPERATING, INC	O	02/2016	SAN ANDRES	
2	30-015-29496	SKELLY UNIT #301	E-28-17S-31E	E	372000	POGO OIL & GAS OPERATING, INC	I	07/2013	SAN ANDRES	
2	30-015-37008	SKELLY UNIT #503	C-21-17S-31E	C	372000	POGO OIL & GAS OPERATING, INC	O	05/2017	GRAYBURG JACKSON; SR-Q- G-SA	
1	30-025-37429	SOUTH VACUUM #221	N-22-18S-35E	N	372000	POGO OIL & GAS OPERATING, INC	O	10/2014		
1	30-025-37035	SOUTH VACUUM UNIT #265	L-26-18S-35E	L	372000	POGO OIL & GAS OPERATING, INC	G	01/2015	VAC DEV S 320 S/2	
1	30-025-03152	SOUTH VACUUM UNIT #353	C-35-18S-35E	C	372000	POGO OIL & GAS OPERATING, INC	O	12/2011		T 4/18/2018
1	30-025-01033	STATE BD #003	I-02-12S-33E	I	372000	POGO OIL & GAS OPERATING, INC	S	07/2017	SWD 831	
1	30-025-35662	STATE BD #004	H-02-12S-33E	H	372000	POGO OIL & GAS OPERATING, INC	O	11/2006	TA 03/29/2012 TA EXP 03/29/2016	T 3/29/2016
1	30-025-01025	STATE BT A #001	J-02-12S-33E	J	372000	POGO OIL & GAS OPERATING, INC	O	01/1997		T 4/10/2018
1	30-025-01017	STATE BT C #003	L-35-11S-33E	L	372000	POGO OIL & GAS OPERATING, INC	O	11/2015	SILURO DEVONIAN	
2	30-015-23461	STATE IM COM #001	I-16-22S-26E	I	372000	POGO OIL & GAS OPERATING, INC	G	05/2017		
2	30-015-05188	SUPERIOR FOSTER #002	K-17-17S-31E	K	372000	POGO OIL & GAS OPERATING, INC	O	12/2015		
2	30-015-28836	TURNER A #041	4-18-17S-31E	M	372000	POGO OIL & GAS OPERATING, INC	O	04/2016	GRAYBURG JACKSON	
2	30-015-28918	TURNER A #055	I-18-17S-31E	I	372000	POGO OIL & GAS OPERATING, INC	O	04/2016	GRAYBURG JACKSON	
2	30-015-05305	TURNER B #033	A-20-17S-31E	A	372000	POGO OIL & GAS OPERATING, INC	O	12/1992		T 1/29/2016
2	30-015-05314	TURNER B #043	M-20-17S-31E	M	372000	POGO OIL & GAS OPERATING, INC	F I	04/2017		
2	30-015-05458	TURNER B #048	C-29-17S-31E	C	372000	POGO OIL & GAS OPERATING, INC	I	07/2017		T 7/29/2016
2	30-015-26387	TURNER B #087	K-29-17S-31E	K	372000	POGO OIL & GAS OPERATING, INC	O	06/2017		
2	30-015-26595	TURNER B #089	C-29-17S-31E	C	372000	POGO OIL & GAS OPERATING, INC	O	07/2017		

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2	30-015-29187	TURNER B #114	P-30-17S-31E	P	372000	POGO OIL & GAS OPERATING, INC	O	03/2016	GRAYBURG JACKSON
2	30-015-29621	TURNER B #135	I-20-17S-31E	I	372000	POGO OIL & GAS OPERATING, INC	O	06/2016	GRAYBURG-JACKSON
2	30-015-29646	V L FOSTER #009	A-17-17S-31E	A	372000	POGO OIL & GAS OPERATING, INC	O	01/2016	GRAYBURG-JACKSON

WHERE Operator:372000, County:All, District:All, Township:All, Range:All, Section:All, Production(months):15, Excludes Wells Under ACOI, Excludes Wells in Approved TA Period

Pogo Oil & Gas Operating Inc
 By: [Signature]
 Title: COO