

# SOVEREIGN OPERATING COMPANY LLC

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September 28, 2012

Director  
Colorado Oil and Gas Conservation Commission  
1120 Lincoln St., Suite 801  
Denver, CO 80203

**Re: Surface Location Exceptions to Rule 603.a(2)**

Sovereign Operating Company LLC (“Sovereign”) requests a Surface Location Exception for each of the wells on the Memorial 22-3 well pad (listed below) to Rule 603.a(2) of the Rules and Regulations, which requires the surface well location to be 150’ from a property line. There is a property line that runs through the middle of the well pad and, though the wells are only 5-20’ from this property line, the surface owner is the same on both sides.

Memorial 22-3  
Memorial 3B  
Memorial 21-3  
Memorial 31-3  
Memorial 3A  
Memorial 32-3

The surface owner is CCOB Oil Investments, LLC. Sovereign has a Surface Use Agreement with CCOB which states in Section 1.7 that “*CCOB waives all setback requirements in Colorado Oil and Gas Conservation Commission (“COGCC”) Rule 603, or any successor rule.....*”.

Sincerely,

SOVEREIGN OPERATING COMPANY LLC



Stephanie Clasen  
Office Manager