

TOP Operating Co

10881 W Asbury Ave Ste 230
Lakewood CO 80227-1971
303-727-9915

January 7, 2013

Colorado Oil and Gas Conservation Commission
The Chancery Building
1120 Lincoln Street, Suite 801
Denver, CO 80203
Attn. Mr. Matt Lepore, Director

RE: Request to the Director for 318A.a Surface Location Exception (Outside 318A Drilling Window)
Request to the Director for 318A.c Twinning Location Exception
Codell/Niobrara/J Sand New Drill
Township 3 North, Range 68 West
Section 17, NE/4 (Surface Location)

Mr. Lepore,

TOP Operating Co. ("TOP") plans to drill the Kintz #2, #3, #4, #5, #6, and #7 Wells (the "Wells") at the referenced surface location which is more specifically described as

Runyan #2 905' FSL and 1106' FEL
Runyan #3 905' FSL and 1118' FEL
Runyan #4 905' FSL and 1142' FEL
Runyan #5 905' FSL and 1094' FEL
Runyan #6 905' FSL and 1142' FEL
Runyan #7 905' FSL and 1154' FEL

The Wells will be drilled to the Codell/Niobrara/J Sand formation(s).

Under the Revised Rule 318A.c any new twinning well is to be located within 50' of an existing well. The surface location of TOP's proposed well has been staked accordingly:

Runyan #2 95' from the existing Runyan #1 well
Runyan #3 83' from the existing Runyan #1 well
Runyan #4 59' from the existing Runyan #1 well
Runyan #5 105' from the existing Runyan #1 well
Runyan #6 71' from the existing Runyan #1 well
Runyan #7 47' from the existing Runyan #1 well

TOP has obtained permission, contained in a waiver, from the surface owner.

Thank you for your attention to the enclosed. TOP respectfully requests that the COGCC review enclosed information and approve the requested exception location waivers and Application for Permit to Drill the captioned well.

Sincerely,

Paul R. Herring

Landman

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720-663-1698

