

TOP Operating Co

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

February 6, 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 exception from the 603.b.(2) rule (property line exception)
Runyan #2, #3, #4, #5, #6, #7 Township 3 North, Range 68 West, Section 17, SESE(Surface Location)

Mr. Lepore,

TOP Operating Co. ("TOP") plans to drill the Runyan #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 #4 905' FSL and 1142' FEL
Runyan #6 905' FSL and 1142' FEL

Runyan #3 905' FSL and 1118' FEL
Runyan #5 905' FSL and 1094' FEL
Runyan #7 905' FSL and 1154' FEL

Under the Rule 603a.(2) "A well shall be a minimum distance of one hundred fifty (150) feet from a surface property line. An exception may be granted by the Director if it is not feasible for the operator to meet this minimum distance requirement and a waiver is obtained from the offset surface owner(s). An exception request letter stating the reasons for the exception shall be submitted to the Director and accompanied by a signed waiver(s) from the offset surface owner(s). Such waiver shall be written and filed in the county clerk and recorder's office and with the Director."

In order to minimize the size production location pad, TOP has obtained a waiver from the adjacent surface owner in order to locate the above referenced well less than 150 feet from the property line.

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