

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 3

AMENDED REPORT

APPLICATION FOR PERMIT TO DRILL						1. WELL NAME and NUMBER UTE 16-11A-4-1							
2. TYPE OF WORK DRILL NEW WELL <input checked="" type="checkbox"/> REENTER P&A WELL <input type="checkbox"/> DEEPEN WELL <input type="checkbox"/>						3. FIELD OR WILDCAT WINDY RIDGE							
4. TYPE OF WELL Oil Well Coalbed Methane Well: NO						5. UNIT or COMMUNITIZATION AGREEMENT NAME							
6. NAME OF OPERATOR FINLEY RESOURCES INC						7. OPERATOR PHONE 817 231-8735							
8. ADDRESS OF OPERATOR PO Box 2200, Fort Worth, TX, 76113						9. OPERATOR E-MAIL awilkerson@finleyresources.com							
10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE) 14-20-H62-4896			11. MINERAL OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input checked="" type="checkbox"/> STATE <input type="checkbox"/> FEE <input type="checkbox"/>			12. SURFACE OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input checked="" type="checkbox"/>							
13. NAME OF SURFACE OWNER (if box 12 = 'fee') Coleman, et al.						14. SURFACE OWNER PHONE (if box 12 = 'fee') 435-654-1666							
15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee') 148 West Center Street, ,						16. SURFACE OWNER E-MAIL (if box 12 = 'fee')							
17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN')			18. INTEND TO COMMINGLE PRODUCTION FROM MULTIPLE FORMATIONS YES <input type="checkbox"/> (Submit Commingling Application) NO <input checked="" type="checkbox"/>			19. SLANT VERTICAL <input checked="" type="checkbox"/> DIRECTIONAL <input type="checkbox"/> HORIZONTAL <input type="checkbox"/>							
20. LOCATION OF WELL		FOOTAGES		QTR-QTR		SECTION		TOWNSHIP		RANGE		MERIDIAN	
LOCATION AT SURFACE		1486 FSL 1651 FWL		NESW		16		4.0 S		1.0 E		U	
Top of Uppermost Producing Zone		1486 FSL 1651 FWL		NESW		16		4.0 S		1.0 E		U	
At Total Depth		1486 FSL 1651 FWL		NESW		16		4.0 S		1.0 E		U	
21. COUNTY UINTAH			22. DISTANCE TO NEAREST LEASE LINE (Feet) 1486			23. NUMBER OF ACRES IN DRILLING UNIT 40							
27. ELEVATION - GROUND LEVEL 5302			25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 795			26. PROPOSED DEPTH MD: 8500 TVD: 8500							
			28. BOND NUMBER RLB 0011294			29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE 43-8496							
Hole, Casing, and Cement Information													
String	Hole Size	Casing Size	Length	Weight	Grade & Thread	Max Mud Wt.	Cement		Sacks	Yield	Weight		
COND	17.5	13.375	0 - 60	48.0	H-40 ST&C	0.0	Class G		41	1.17	15.8		
SURF	12.25	8.625	0 - 358	32.0	J-55 ST&C	8.6	Premium Lite High Strength		47	3.53	11.0		
							Class G		111	1.17	15.8		
PROD	7.875	5.5	0 - 8500	15.5	J-55 LT&C	9.5	50/50 Poz		961	1.24	13.2		
ATTACHMENTS													
VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION GENERAL RULES													
<input checked="" type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER						<input checked="" type="checkbox"/> COMPLETE DRILLING PLAN							
<input checked="" type="checkbox"/> AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)						<input type="checkbox"/> FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER							
<input type="checkbox"/> DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)						<input checked="" type="checkbox"/> TOPOGRAPHICAL MAP							
NAME Don Hamilton				TITLE Agent				PHONE 435 719-2018					
SIGNATURE				DATE 05/14/2012				EMAIL starpoint@etv.net					
API NUMBER ASSIGNED 43047526660000				APPROVAL				 Permit Manager					

Finley Resources, Inc.
UTE 16-11A-4-1
1486' FSL & 1651' FWL, NE/4 SW/4, Sec 16, T4S, R1E, U.S.B.&M.
Uintah County, UT

Drilling Program

1. Formation Tops

Surface	5,302'
Green River	2,452'
Black Shale	6,332'
Uteland Butte	6,892'
Wasatch	7,292'
TD	8,500'

2. Depth to Oil, Gas, Water, or Minerals

Black Shale	6,332' - 6,892'	(Oil)
Uteland Butte	6,892' - TD	(Oil)

Fresh water may be encountered in the Duchesne Formation, but is not expected below about 300'.

3. Pressure Control

Section BOP Description

Surface 12-1/4" diverter

Interm/Prod The BOP and related equipment shall meet the minimum requirements of Onshore Oil and Gas Order No. 2 for equipment and testing requirements, procedures, etc for a 5M system.

A 5M BOP system will consist of 2 ram preventers (double or two singles) and an annular preventer (see attached diagram). A choke manifold rated to at least 5,000 psi will be used.

4. Casing

Description	Interval		Weight (ppf)	Grade	Coup	Pore Press @ Shoe	MW @ Shoe	Frac Grad @ Shoe	Safety Factors		
	Top	Bottom							Burst	Collapse	Tension
Conductor 13 3/8	0'	60'	48	H-40	STC	--	--	--	1,730	770	322,000
Surface 8 5/8	0'	358'	32	J-55	STC	8.33	8.6	11	3,930	2,530	417,000
Production 5 1/2	0'	8,500'	15.5	J-55	LTC	9	9.5	11	21.57	21.27	36.40
									4,810	4,040	217,000
									1.54	1.21	1.65

Assumptions:

Surface casing MASP = (frac gradient + 1.0 ppg) - (gas gradient)

Intermediate casing MASP = (reservoir pressure) - (gas gradient)

Production casing MASP = (reservoir pressure) - (gas gradient)

All collapse calculations assume fully evacuated casing with a gas gradient

All tension calculations assume air weight of casing

Gas gradient = 0.1 psi/ft

All casing shall be new.

All casing strings shall have a minimum of 1 centralizer on each of the bottom 3 joints.

5. Cement

Job	Hole Size	Fill	Slurry Description	ft ³	OH excess	Weight (ppg)	Yield (ft ³ /sk)
				sacks			
Conductor	17 1/2	60'	Class G w/ 2% KCl + 0.25 lbs/sk Cello Flake	48	15%	15.8	1.17
				41			
Surface Lead	12 1/4	200'	Premium Lite II w/ 3% KCl + 10% bentonite	165	100%	11.0	3.53
				47			
Surface Tail	12 1/4	158'	Class G w/ 2% KCl + 0.25 lbs/sk Cello Flake	130	100%	15.8	1.17
				111			
Production Tail	7 7/8	5,500'	50/50 Poz/Class G w/ 3% KCl + 2% bentonite	1191	25%	13.2	1.24
				961			

The surface casing will be cemented to surface. In the event that cement does not reach surface during the primary cement job, a remedial job will be performed.

Actual cement volumes for the production casing string will be calculated from an open hole caliper log, plus 25% excess.

6. Type and Characteristics of Proposed Circulating Medium**Interval Description**

Surface - 358' An air and/or fresh water system will be utilized.

358' - TD A water based mud system will be utilized. Hole stability may be improved with additions of KCl or a similar inhibitive substance. In order to control formation pressure the system will be weighted with additions of bentonite, and if conditions warrant, with barite.

Anticipated maximum mud weight is 9.5 ppg.

7. Logging, Coring, and Testing

Logging: A dual induction, gamma ray, and caliper log will be run from TD to the base of the surface casing. A compensated neutron/formation density log will be run from TD to the top of the Garden Gulch formation. A cement bond log will be run from PBDT to the cement top behind the production casing.

Cores: As deemed necessary.

DST: There are no DST's planned for this well.

8. Anticipated Abnormal Pressure or Temperature

Maximum anticipated bottomhole pressure will be approximately equal to total depth (feet) multiplied by a 0.47 psi/ft gradient.

$$8,500' \times 0.47 \text{ psi/ft} = 3978 \text{ psi}$$

No abnormal temperature is expected. No H₂S is expected.

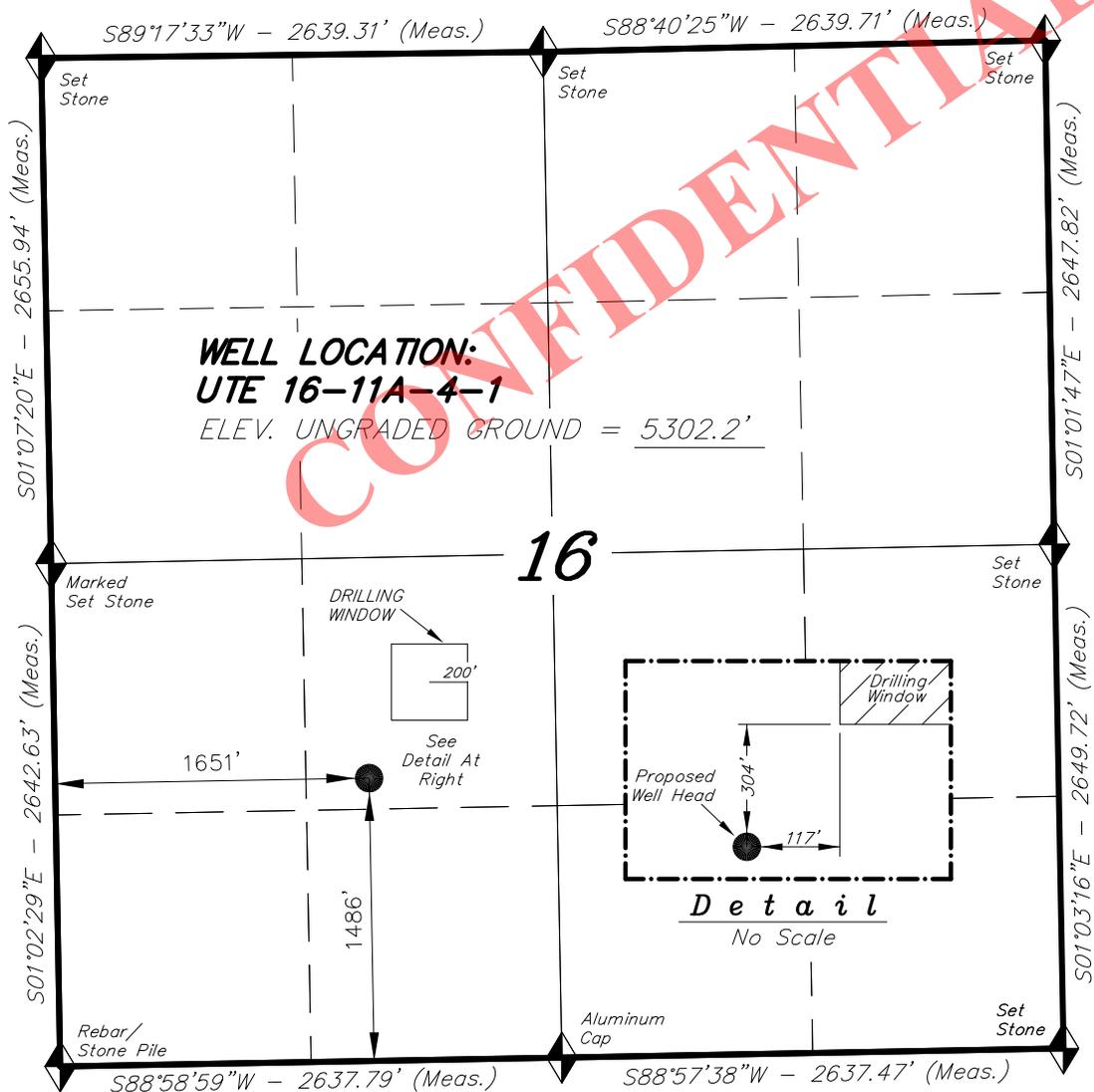
9. Other Aspects

This is planned as a vertical well.

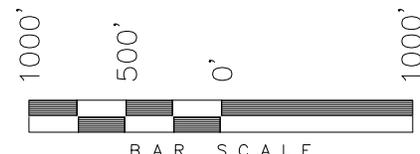
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T4S, R1E, U.S.B.&M.

FINLEY RESOURCES INC.



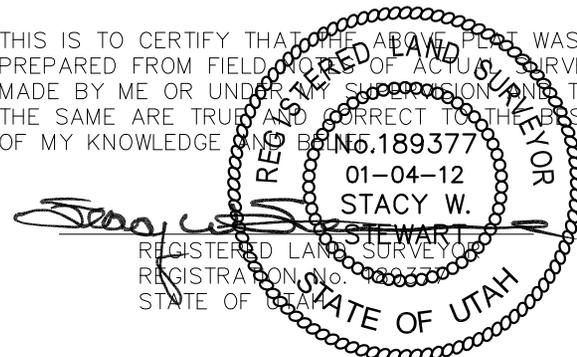
WELL LOCATION, UTE 16-11A-4-1,
 LOCATED AS SHOWN IN THE NE 1/4 SW
 1/4 OF SECTION 16, T4S, R1E,
 U.S.B.&M. UINTAH COUNTY, UTAH.



NOTES:

1. Well footages are measured at right angles to the Section Lines.
2. Bearings are based on Global Positioning Satellite observations.

THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.



◆ = SECTION CORNERS LOCATED

BASIS OF ELEV; Elevations are based on an N.G.S. OPUS Correction. LOCATION: LAT. 40°04'09.56" LONG. 110°00'43.28" (Tristate Aluminum Cap) Elev. 5281.57'

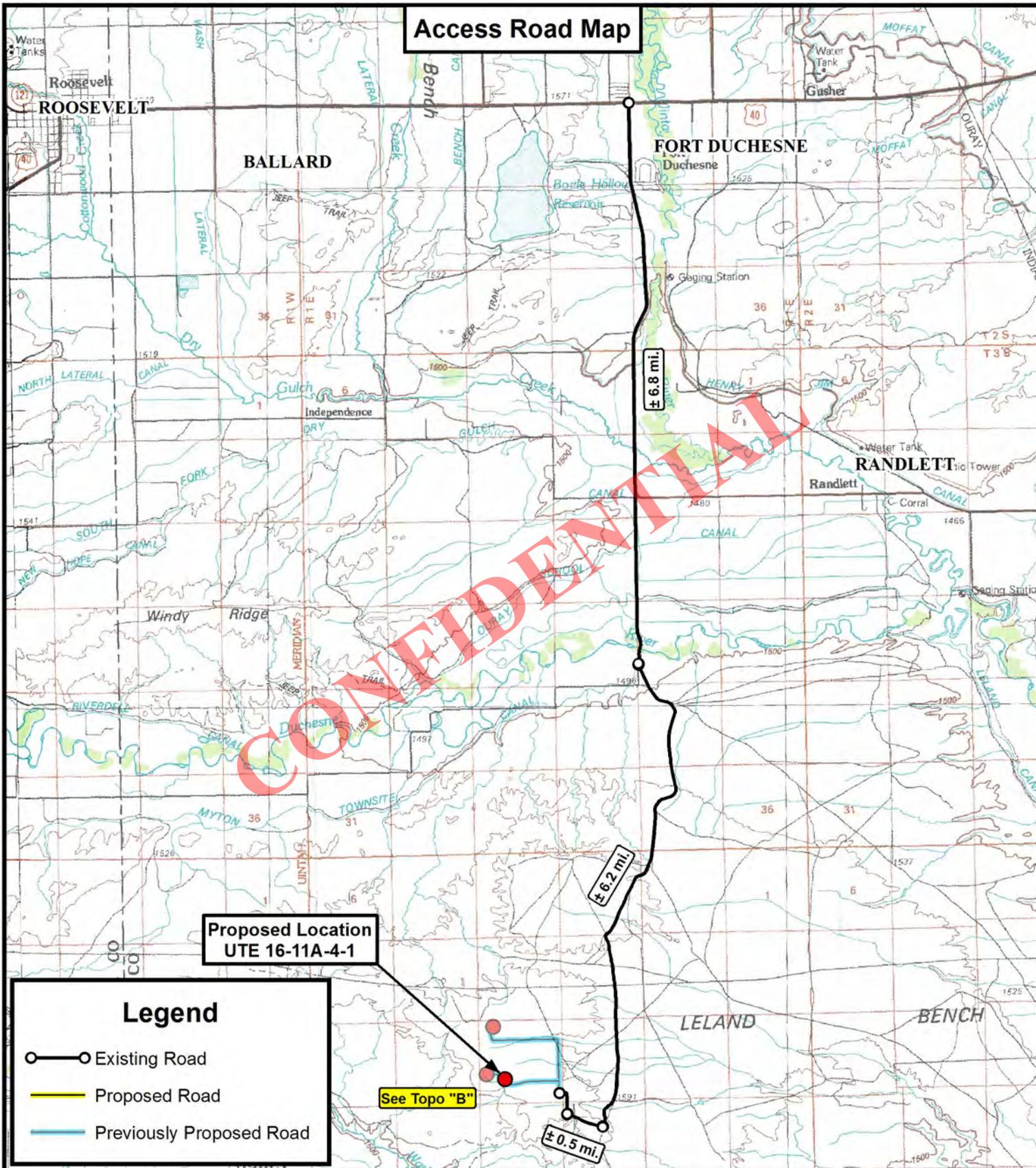
UTE 16-11A-4-1
 (Surface Location) NAD 83
 LATITUDE = 40° 07' 54.63"
 LONGITUDE = 109° 53' 28.75"

TRI STATE LAND SURVEYING & CONSULTING
 180 NORTH VERNAL AVE. - VERNAL, UTAH 84078
 (435) 781-2501

DATE SURVEYED: 12-03-11	SURVEYED BY: C.D.S.
DATE DRAWN: 12-21-11	DRAWN BY: R.B.T.
REVISED:	SCALE: 1" = 1000'

RECEIVED: May 14, 2012

Access Road Map



Tri State Land Surveying, Inc.
180 NORTH VERNAL AVE. VERNAL, UTAH 84078

P: (435) 781-2501
F: (435) 781-2518



FINLEY RESOURCES INC.

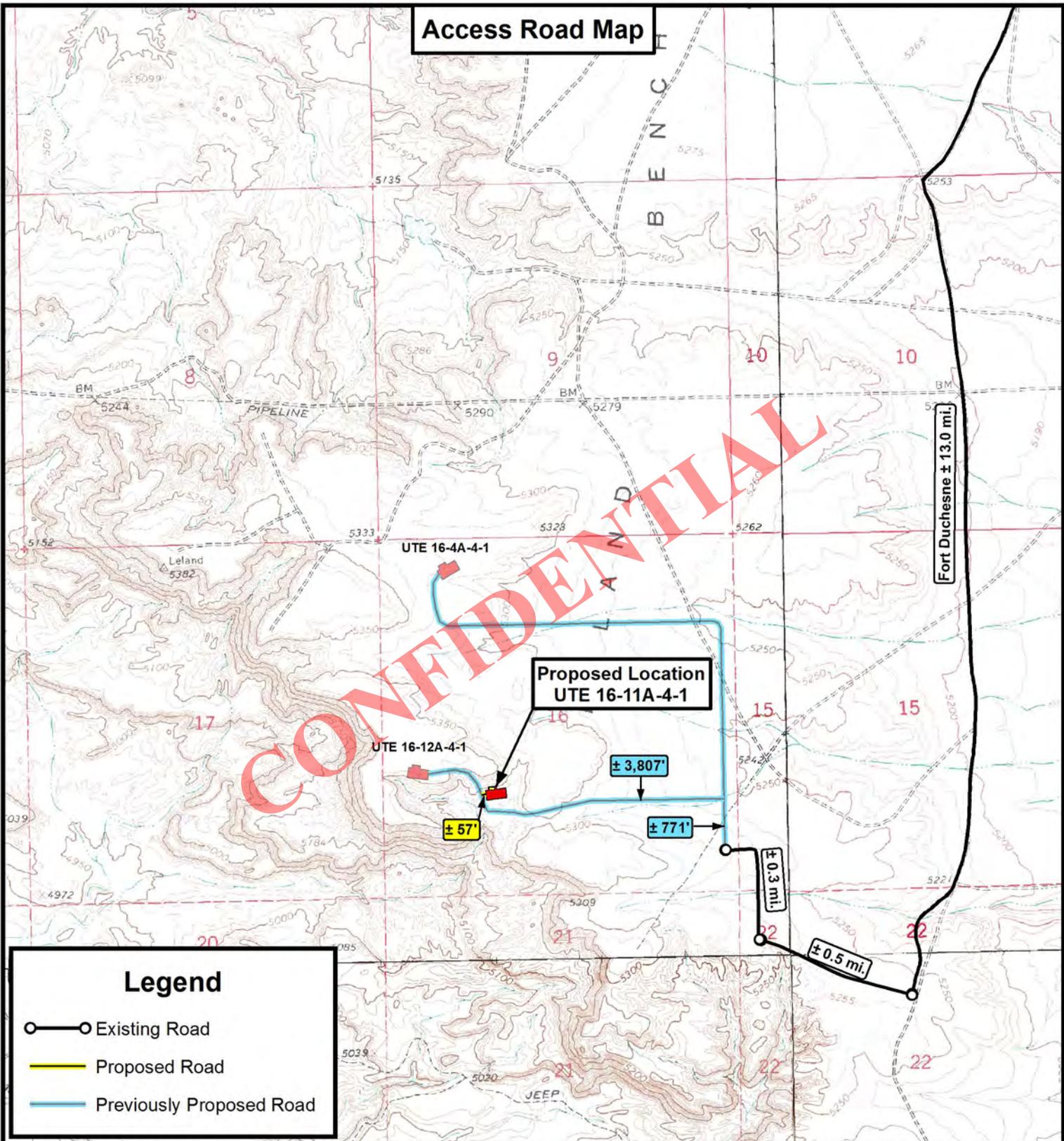
UTE 16-11A-4-1
SEC. 16, T4S, R1E, U.S.B.&M.
Uintah County, UT.

DRAWN BY:	J.A.S.	REVISED:
DATE:	01-06-2012	
SCALE:	1:100,000	

TOPOGRAPHIC MAP

SHEET
A

Access Road Map



Legend

- Existing Road
- Proposed Road
- Previously Proposed Road

THE PARCEL INFORMATION SHOWN HAS NOT BEEN SURVEYED BY TRI-STATE LAND SURVEYING, INC. - TRI-STATE DOES NOT WARRANTY PROPERTY PARCEL DATA OR ANY ASSOCIATED INFORMATION. A PROPERTY SURVEY IS REQUIRED TO DETERMINE THE ACTUAL LOCATION OF PROPERTY LINES AND SHOW ACCURATE DISTANCES ACROSS PARCELS.

Tri State Land Surveying, Inc.
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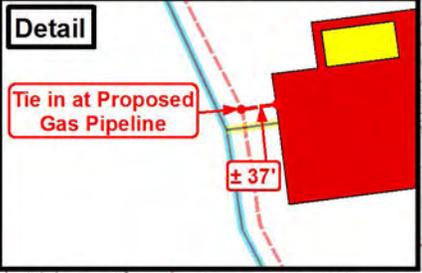
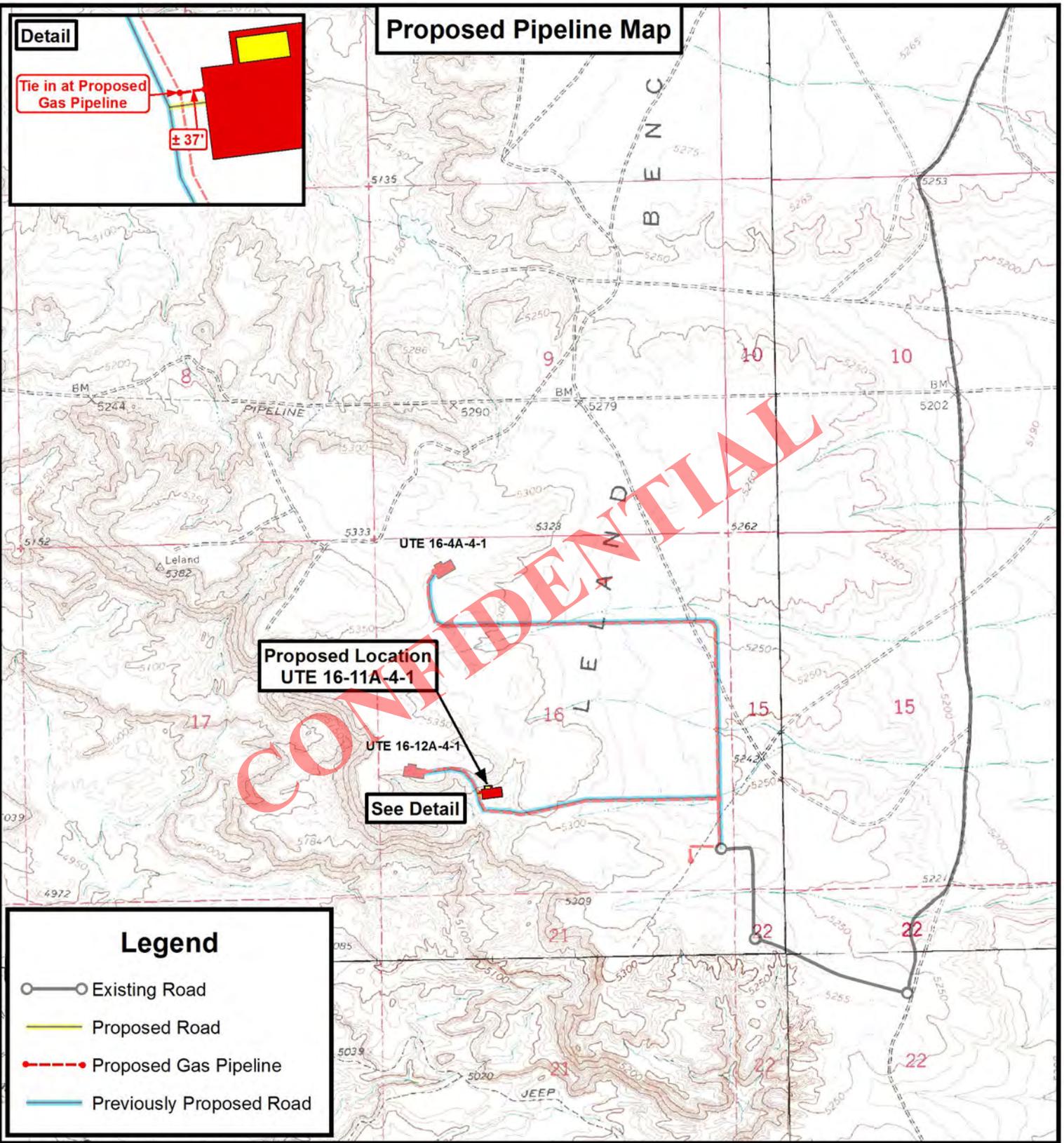
FINLEY RESOURCES INC.

UTE 16-11A-4-1
SEC. 16, T4S, R1E, U.S.B.&M.
Uintah County, UT.

DRAWN BY:	J.A.S.	REVISED:
DATE:	01-06-2012	
SCALE:	1" = 2,000'	

TOPOGRAPHIC MAP

SHEET
B



Proposed Pipeline Map

Legend

- Existing Road
- Proposed Road
- - - Proposed Gas Pipeline
- Previously Proposed Road

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UTE 16-11A-4-1
SEC. 16, T4S, R1E, U.S.B.&M.
Uintah County, UT.

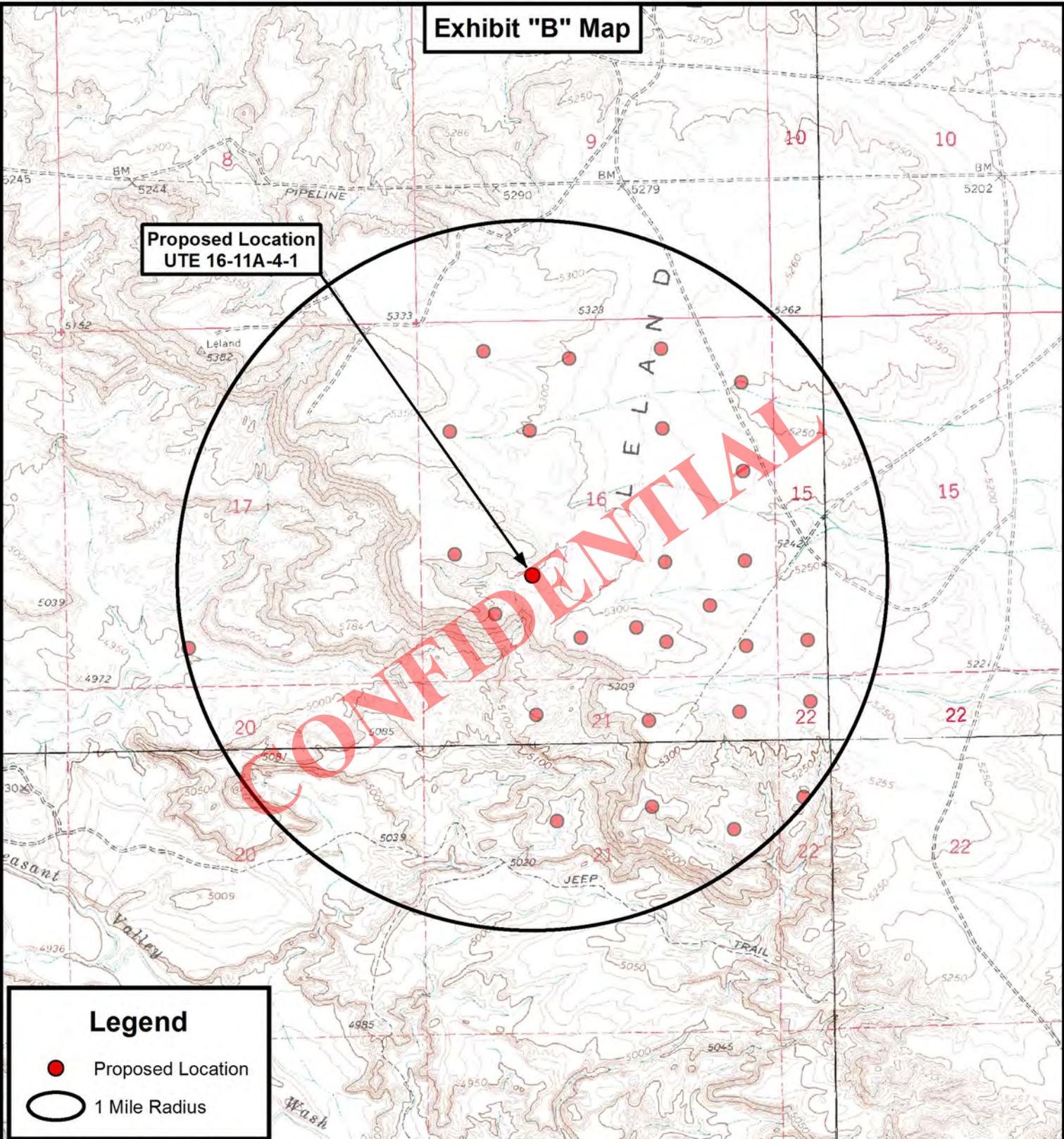
DRAWN BY:	J.A.S.	REVISED:
DATE:	01-06-2012	
SCALE:	1" = 2,000'	

TOPOGRAPHIC MAP

SHEET **C**

Exhibit "B" Map

**Proposed Location
UTE 16-11A-4-1**



Legend

- Proposed Location
- 1 Mile Radius

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Land Surveying, Inc.**
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FINLEY RESOURCES INC.

**UTE 16-11A-4-1
SEC. 16, T4S, R1E, U.S.B.&M.
Uintah County, UT.**

DRAWN BY:	J.A.S.	REVISED:
DATE:	01-06-2012	
SCALE:	1" = 2,000'	

TOPOGRAPHIC MAP

SHEET
D

MEMORANDUM OF SURFACE USE AGREEMENT
AND GRANT OF EASEMENTS

WHEREAS, Salradus, L.L.C., Bonnie Coleman managing member, whose address is 148 West Center Street, Heber City, UT 84032, Coleman Mountain Holdings, L.L.C., Mary Jo Coleman Adamson managing member, whose address is P.O. Box 610, Roosevelt, UT 84066, Joseph N. Coleman, Trustee of the Coleman Family Trust, dated June 7, 1991, whose address is 393 East Center, Heber City, UT 84032, and Leila Coleman, Trustee of the Coleman Family Trust dated June 28, 1991, whose address is 950 South 400 East #112, St. George, UT 84770 (hereinafter collectively referred to as "Coleman"), and Uintah Resources, Inc. whose address is 3165 E. Millrock Drive, Suite 550, Salt Lake City, UT 84121 ("Optionee") (Coleman and Optionee are hereinafter collectively referred to as "Owner") and Finley Resources, Inc., whose address is P.O. Box 2200, Fort Worth, Texas, 76113 ("Operator"), have entered into that certain Easement, Right-of-Way and Surface Use Agreement, hereinafter the "SUA", dated effective April 24th, 2012 covering the following lands owned by Owner in Uintah County, Utah, to wit:

Township 4 South, Range 1 East, U.S.M.
Section 13: All
Section 16: All
Section 23: N/2

hereinafter the "Lands"

WHEREAS, in the SUA Owner grants and conveys unto Operator a non-exclusive right to enter upon and use the Lands and Owner's adjacent lands for certain oil and gas related purposes, together with a right-of-way across the Lands to maintain and construct access roads, well sites, holding tanks and other such related facilities necessary for Operator's oil and gas operations.

This Memorandum of Surface and Damage Agreement shall serve as notice of the agreement covering the Lands and that the SUA is binding upon Owner and Operator's respective successors and/or assigns.

The terms and provisions of the unrecorded SUA are referred to and incorporated herein, and made a part hereof to the same extent as though set out verbatim. Should any conflict arise between the terms of this Memorandum of Surface Use Agreement and Grant of Easements and the SUA, the terms of the SUA shall control.

Executed this 24th day of April, 2012.

OWNER:


Salradus, L.L.C.
Bonnie S. Coleman, managing member
148 West Center Street
Heber City, UT 84032

Coleman Mountain Holdings, L.L.C.
Mary Jo Coleman Adamson, Managing Member
P.O. Box 610
Roosevelt, UT 84066

Joseph N. Coleman

Coleman Family Trust
Joseph N. Coleman, Trustee
393 East Center
Heber City, UT 84032

The Coleman Family Trust
Leila Coleman, Trustee
950 South 400 East #112
St. George, UT 84770

Uintah Resources, Inc.
By: Todd Dana
Its: President

OPERATOR:

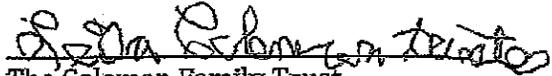
Clinton Koerth

Finley Resources Inc.
By: Clinton Koerth
Its: Vice President

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Coleman Mountain Holdings, L.L.C.
Mary Jo Coleman, managing member.
610 N. Mesa Circle, PO Box 610
Roosevelt, UT 84066

Coleman Family Trust
Joseph N. Coleman, Trustee
393 East Center
Heber City, UT 84032


The Coleman Family Trust
Leila Coleman, Trustee
950 South 400 East #112
St. George, UT 84770


Uintah Resources, Inc.
By: ~~Todd Dana~~ Vincent J Memmott
Its: President

OPERATOR:

Finley Resources Inc.
By: Clinton Koerth
Its: Vice President

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Coleman Mountain Holdings, L.L.C.
Mary Jo Coleman Adamson, Managing Member
P.O. Box 610
Roosevelt, UT 84066

Coleman Family Trust
Joseph N. Coleman, Trustee
393 East Center
Heber City, UT 84032



The Coleman Family Trust
Leila Coleman, Trustee
950 South 400 East #112
St. George, UT 84770

Uintah Resources, Inc.
By: Todd Dana
Its: President

OPERATOR:

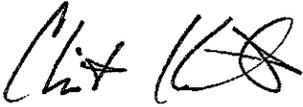
Finley Resources Inc.
By: Clinton Koerth
Its: Vice President

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API Well Completion by 2047526660000
Weila Coleman, Trustee
950 South 400 East #112
St. George, UT 84770

Uintah Resources, Inc.
By: Todd Dana
Its: President

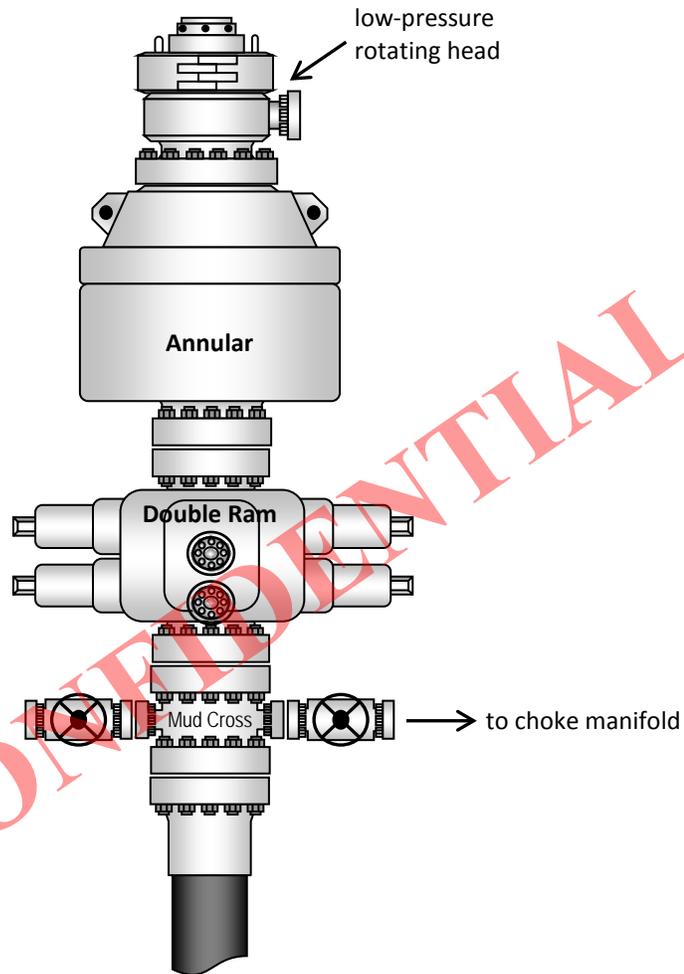
OPERATOR:



Finley Resources Inc.
By: Clinton Koerth
Its: Vice President

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Typical 5M BOP stack configuration





2580 Creekview Road
Moab, Utah 84532
435/719-2018

May 15, 2012

Mrs. Diana Mason
State of Utah
Division of Oil Gas and Mining
P.O. Box 145801
Salt Lake City, Utah 84114-5801

RE: Request for Exception to Spacing – Finley Resources, Inc. – **Ute 16-11A-4-1**
1,486' FSL & 1,651' FWL, NE/4 SW/4, Section 16, T4S, R1E, USB&M
Uintah County, Utah

Dear Diana:

Finley Resources, Inc. respectfully submits this request for exception to spacing (R649-3-2) based on topography since the well is located less than 460 feet to the drilling unit boundary. Finley Resources, Inc. is the only owner and operator within 460 feet of the surface and target location as well as all points along the intended well bore path and are not within 460 feet of any uncommitted tracts or a unit boundary.

Thank you very much for your timely consideration of this application. Please feel free to contact Matthew Cooper of Finley Resources, Inc. at 817-231-8738 or myself should you have any questions or need additional information.

Sincerely,

A handwritten signature in blue ink that reads "Don Hamilton".

Don Hamilton
Agent for Finley Resources, Inc.

cc: Matthew Cooper, Finley Resources, Inc.

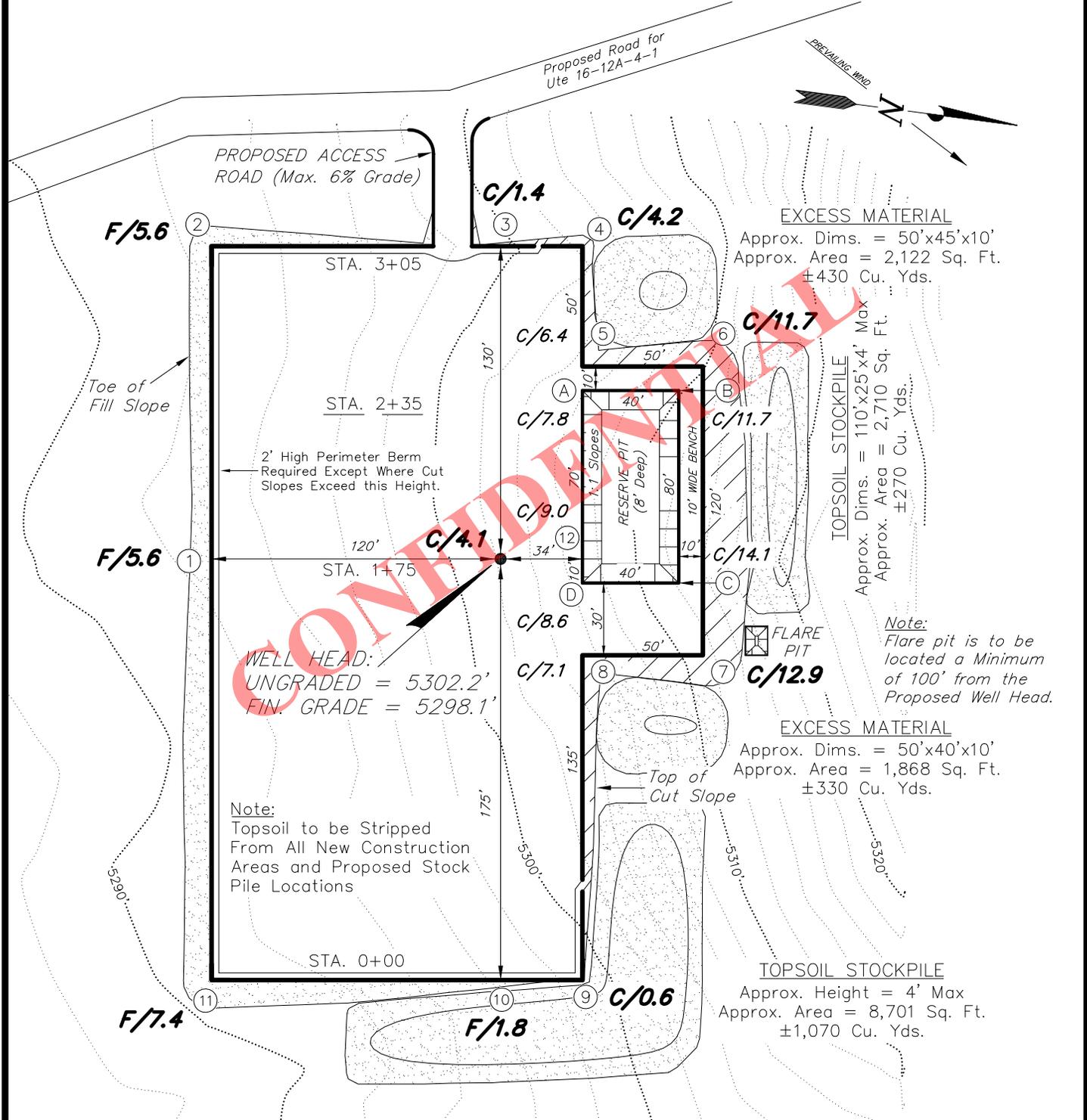
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FINLEY RESOURCES INC.

PROPOSED LOCATION LAYOUT

UTE 16-11A-4-1

Pad Location: NESW Section 16, T4S, R1E, U.S.B.&M.



Note:
Flare pit is to be located a Minimum of 100' from the Proposed Well Head.

NOTE:
The topsoil & excess material areas are calculated as being mounds containing 2,100 cubic yards of dirt (a 10% fluff factor is included). The mound areas are calculated with push slopes of 1.5:1 & fall slopes of 1.5:1.

REFERENCE POINTS
170' SOUTHERLY - 5290.9'
220' SOUTHERLY - 5289.0'
225' EASTERLY - 5294.9'
275' EASTERLY - 5294.6'

SURVEYED BY:	C.D.S.	DATE SURVEYED:	11-03-11
DRAWN BY:	R.B.T.	DATE DRAWN:	12-21-11
SCALE:	1" = 60'	REVISED:	

Tri State (435) 781-2501
Land Surveying, Inc.
180 NORTH VERNAL AVE. VERNAL, UTAH 84078

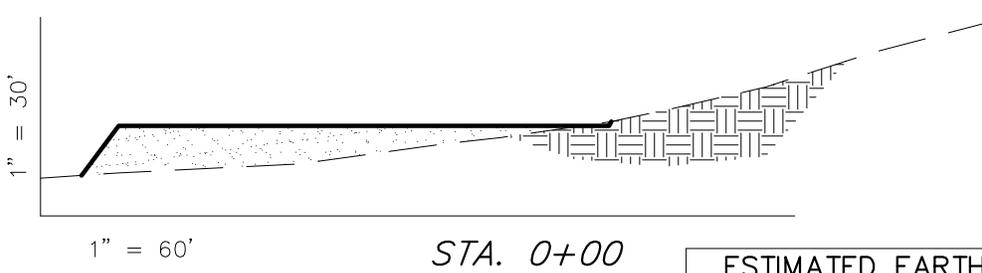
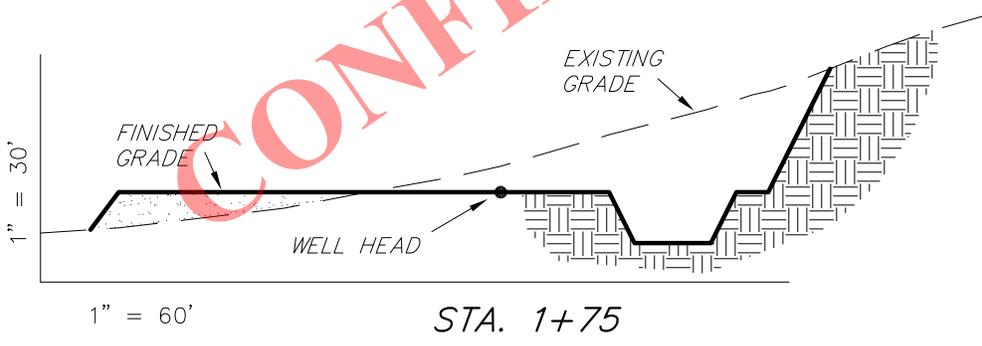
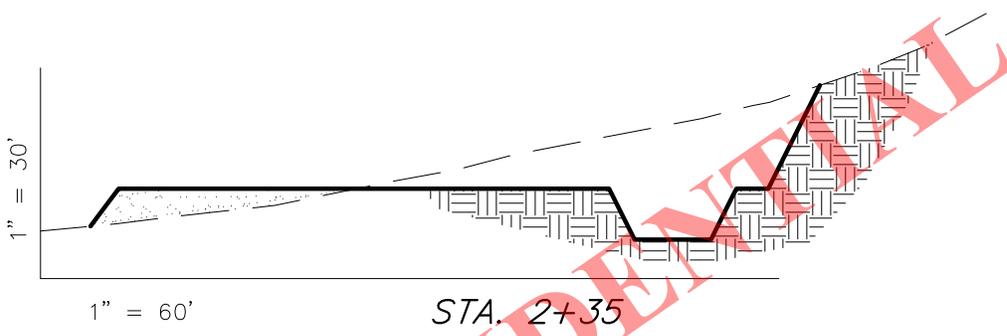
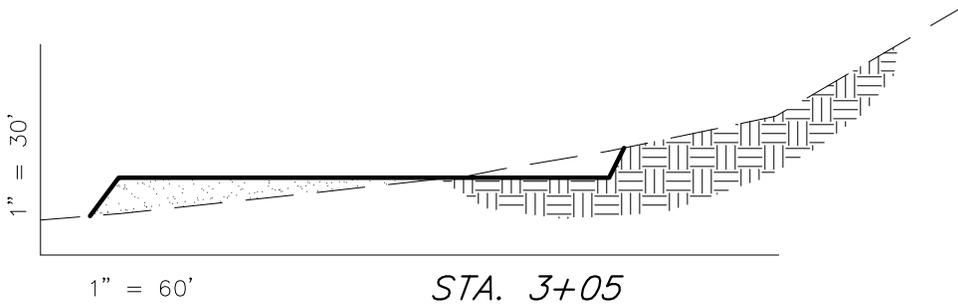
RECEIVED: May 14, 2012

FINLEY RESOURCES INC.

CROSS SECTIONS

UTE 16-11A-4-1

Pad Location: NESW Section 16, T4S, R1E, U.S.B.&M.



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ESTIMATED EARTHWORK QUANTITIES (No Shrink or swell adjustments have been used) (Expressed in Cubic Yards)				
ITEM	CUT	FILL	6" TOPSOIL	EXCESS
PAD	5,040	5,040	Topsoil is not included in Pad Cut Volume	0
PIT	690	0		690
TOTALS	5,730	5,040	1,220	690

NOTE:
UNLESS OTHERWISE NOTED
CUT SLOPES ARE AT 1:1
FILL SLOPES ARE AT 1.5:1

SURVEYED BY:	C.D.S.	DATE SURVEYED:	11-03-11
DRAWN BY:	R.B.T.	DATE DRAWN:	12-21-11
SCALE:	1" = 60'	REVISED:	

(435) 781-2501

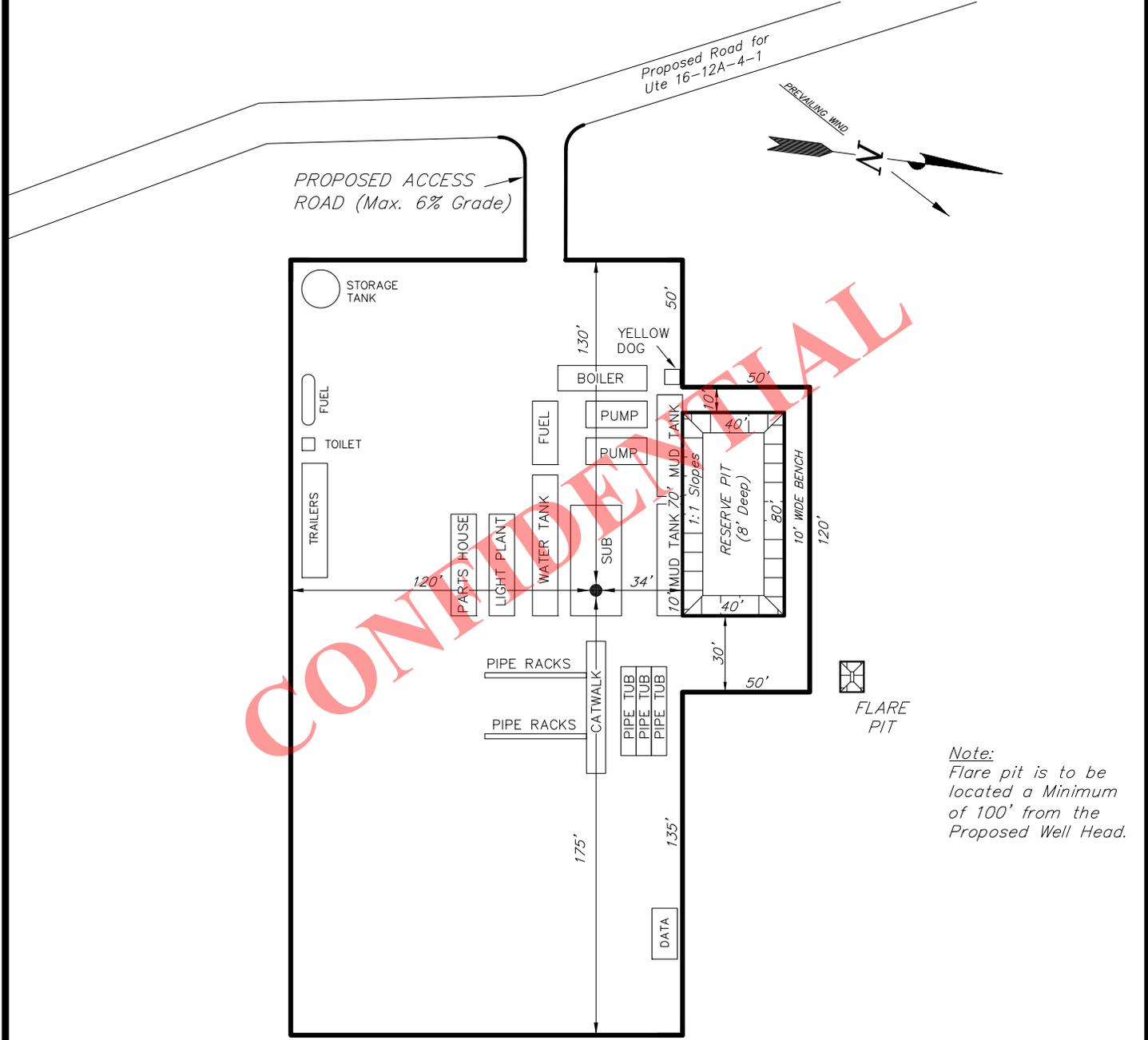
Tri State
Land Surveying, Inc.
180 NORTH VERNAL AVE. VERNAL, UTAH 84078

FINLEY RESOURCES INC.

TYPICAL RIG LAYOUT

UTE 16-11A-4-1

Pad Location: NESW Section 16, T4S, R1E, U.S.B.&M.

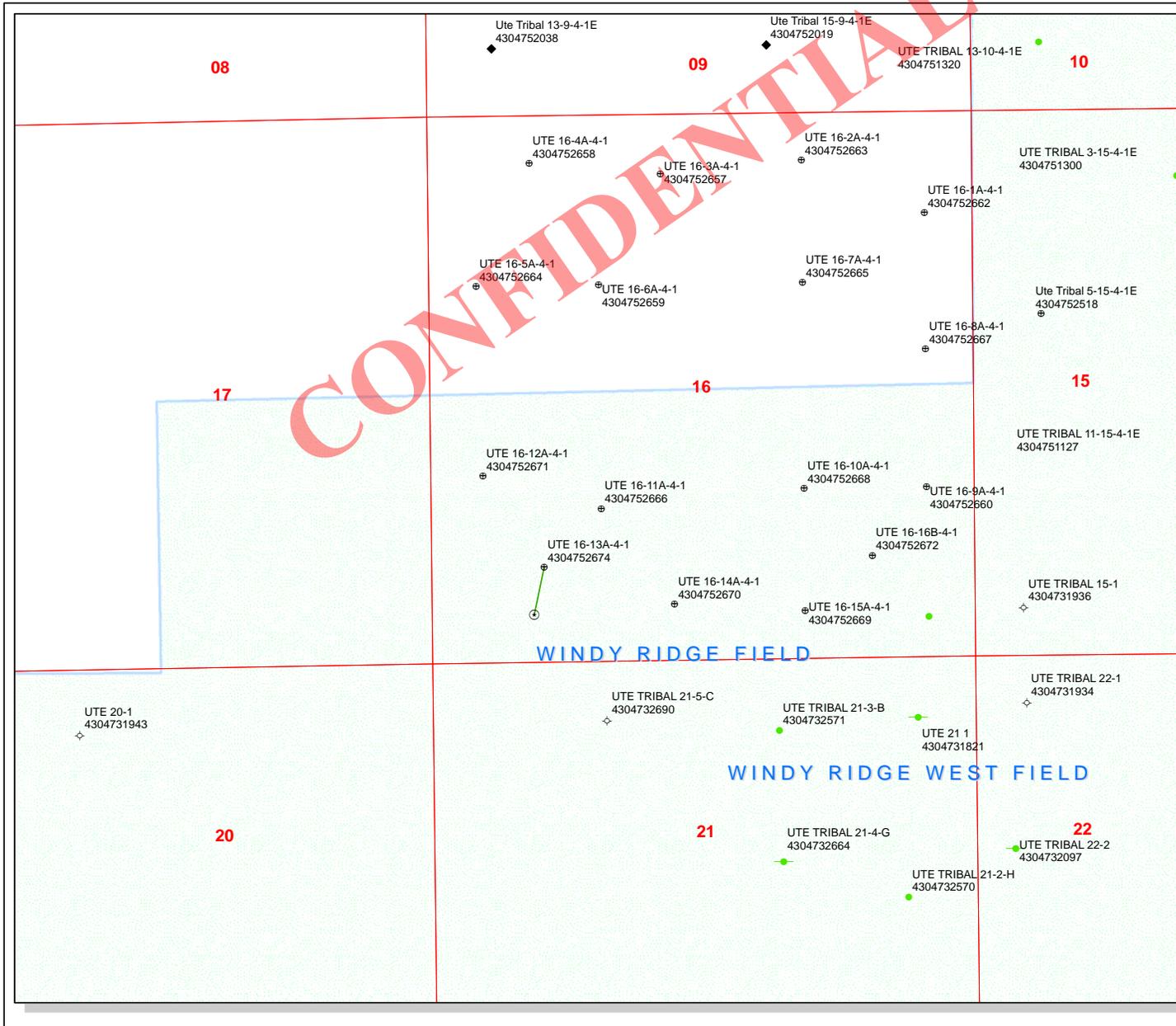


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Note:
Flare pit is to be located a Minimum of 100' from the Proposed Well Head.

SURVEYED BY:	C.D.S.	DATE SURVEYED:	11-03-11
DRAWN BY:	R.B.T.	DATE DRAWN:	12-21-11
SCALE:	1" = 60'	REVISED:	

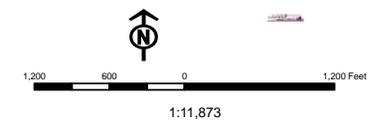
Tri State
 Land Surveying, Inc. (435) 781-2501
 180 NORTH VERNAL AVE. VERNAL, UTAH 84078



API Number: 4304752666
Well Name: UTE 16-11A-4-1
Township T0.4 . Range R0.1 . Section 16
Meridian: UBM
 Operator: FINLEY RESOURCES INC

Map Prepared:
 Map Produced by Diana Mason

Units STATUS	Wells Query Status
ACTIVE	APD - Approved Permit
EXPLORATORY	DRL - Spudded (Drilling Commenced)
GAS STORAGE	GW - Gas Injection
NF PP OIL	GS - Gas Storage
NF SECONDARY	LA - Location Abandoned
PI OIL	LOC - New Location
PP GAS	OPS - Operation Suspended
PP GEOTHERM	PA - Plugged Abandoned
PP OIL	PGW - Producing Gas Well
SECONDARY	POW - Producing Oil Well
TERMINATED	RET - Returned APD
	SGW - Shut-in Gas Well
	SOW - Shut-in Oil Well
	TA - Temp. Abandoned
	TW - Test Well
	WDW - Water Disposal
	WW - Water Injection Well
	WSW - Water Supply Well



ON-SITE PREDRILL EVALUATION

Utah Division of Oil, Gas and Mining

Operator FINLEY RESOURCES INC
Well Name UTE 16-11A-4-1
API Number 43047526660000 **APD No** 5929 **Field/Unit** WINDY RIDGE
Location: 1/4,1/4 NESW **Sec** 16 **Tw** 4.0S **Rng** 1.0E 1486 FSL 1651 FWL
GPS Coord (UTM) 594457 4442984 **Surface Owner** Coleman, et al.

Participants

Ted Smith (DOGM), Clay O'Neil, Matthew Cooper(Finley), Bill Civish (BLM), Don Hamilton (Star Point Enterprises), Mary Jo, Scott.Cody, and Bert Coleman, (Coleman Brothers),Dayton Slaugh (Tri-State Survey)

Regional/Local Setting & Topography

The general area is on Leland Bench, which is located about 14 miles south of Fort Duchesne, Uintah County, Utah. Broad flats with low growing desert shrub type vegetation characterize the area. A few rolling hills and slopes leading to higher flats occur. The Uinta formation dominates the surface. Soils are dominated by deep sandy clay loams with erosion pavement common on slopes. No springs, seeps or flowing streams are known to occur in the area. The Duchesne River is approximately 4 miles to the north and is the nearest source of flowing water. All lands in the immediate area are privately owned. Solid blocks or scattered Ute Tribal lands surround the area.

Access to the proposed well site is by State of Utah or Uintah County roads and existing or proposed oilfield development roads. Distance from Randlett, Utah is approximately 7 miles. Approximately 3807 feet of new road will be constructed to reach the pad.

The proposed pad for the Ute 16-11A-4-1 oil well is laid out in a southwest to northeast direction. Maximum cut is 12.9 feet at Location Corner 7. The location is within the normal drilling window and appears to be a good site for constructing a pad, drilling and operating a well.

Coleman Brothers LLC. own the surface. Mary Jo, Scott, Cody, and Bert Coleman represented the Colman Brothers and had no problems with the site.

Surface Use Plan

Current Surface Use

Grazing
Wildlfe Habitat

New Road Miles

0.72

Well Pad

Width 150 **Length** 300

Src Const Material

Onsite

Surface Formation

ALLU

Ancillary Facilities N

Waste Management Plan Adequate?

Environmental Parameters

Affected Floodplains and/or Wetlands N

Flora / Fauna

Overall vegetation at this site is fair. The vegetation on Leland Bench is a desert shrub/forb type. Similar species are common throughout the area. Principal species are shadscale, bud sage, winter fat, horsebrush, broom snakeweed, Indian ricegrass, needle and thread grass, curly mesquite grass, scarlet globe mallow, matt and Gardiner saltbrush, hordeum jabutum and annual mustards. A few occurrences of cheat grass, rabbit brush, buckwheat, Mormon tea and other species occur but are not common. Impacts from past and current grazing do not exist.

Because of the lack of water and cover the area is not rich in fauna. Species include antelope, coyotes and small mammals and rodents. Some shrub dependent birds may occur but were not observed. Historically, but not currently, sheep and wild horses grazed the area. Light winter cattle grazing currently exist.

Soil Type and Characteristics

Soils are a moderately deep sandy loam with small round rocks

Erosion Issues Y

Berm and ditch on north side of pad

Sedimentation Issues Y

Berm and ditch on north side of pad

Site Stability Issues Y

Berm and ditch on north side of pad

Drainage Diversion Required? Y

Berm and ditch on north side of pad

Berm Required? Y

Berm and ditch on north side of pad

Erosion Sedimentation Control Required? Y

Berm and ditch on north side of pad

Paleo Survey Run? Y Paleo Potential Observed? N Cultural Survey Run? Y Cultural Resources? N

Reserve Pit

Site-Specific Factors		Site Ranking
Distance to Groundwater (feet)	100 to 200	5
Distance to Surface Water (feet)	>1000	0
Dist. Nearest Municipal Well (ft)	>5280	0
Distance to Other Wells (feet)	>1320	0
Native Soil Type	Mod permeability	10
Fluid Type	Fresh Water	5
Drill Cuttings	Normal Rock	0
Annual Precipitation (inches)		0
Affected Populations		

Presence Nearby Utility Conduits Unknown

10

Final Score

30 3 Sensitivity Level

Characteristics / Requirements

Reserve pit 40' x 80' x 8' is planned in a cut on the southeast corner of the location. A liner with a minimum thickness of 16-mils is required. A sub-liner may not be needed because of the lack of rock in the area. Flare pit will be constructed 10' x 20' x 5'

Closed Loop Mud Required? N **Liner Required?** Y **Liner Thickness** 16 **Pit Underlayment Required?** N

Other Observations / Comments

Coleman Brothers LLC. own the surface. Mary Jo, Scott, Cody, Bert Coleman attended the presite. A signed surface use agreement has been completed. The Colman Brothers and had no problems with the site.

Ted Smith
Evaluator

6/6/2012
Date / Time

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Application for Permit to Drill Statement of Basis

Utah Division of Oil, Gas and Mining

APD No	API WellNo	Status	Well Type	Surf Owner	CBM
5929	43047526660000	LOCKED	OW	P	No
Operator	FINLEY RESOURCES INC		Surface Owner-APD	Coleman, et al.	
Well Name	UTE 16-11A-4-1		Unit		
Field	WINDY RIDGE		Type of Work	DRILL	
Location	NESW 16 4S 1E U 1486 FSL 1651 FWL GPS Coord (UTM) 594453E 4442975N				

Geologic Statement of Basis

The mineral rights for the proposed well are owned by the Ute Tribe. The BLM will be the agency responsible for evaluating and approving the drilling, casing and cement programs.

Brad Hill
APD Evaluator

6/20/2012
Date / Time

Surface Statement of Basis

The general area is on Leland Bench, which is located about 14 miles south of Fort Duchesne, Uintah County, Utah. Broad flats with low growing desert shrub type vegetation characterize the area. A few rolling hills and slopes leading to higher flats occur. The Uinta formation dominates the surface. Soils are dominated by deep sandy clay loams with erosion pavement common on slopes. No springs, seeps or flowing streams are known to occur in the area. The Duchesne River is approximately 4 miles to the north and is the nearest source of flowing water. All lands in the immediate area are privately owned. Solid blocks or scattered Ute Tribal lands surround the area.

Access to the proposed well site is by State of Utah or Uintah County roads and existing or proposed oilfield development roads. Distance from Randlett, Utah is approximately 7 miles. Approximately 3807 feet of new road will be constructed to reach the pad. Operator will submit a new plat reflecting the dropping of the access road into the UTE 16-12A-4-1

The proposed pad for the Ute 16-11A-4-1 oil well is laid out in a northeast to southwest direction at the bottom of a hillside with a slope to the southeast. Maximum cut is 12.9 feet at Location Corner 7. The pad will have a berm and diversion ditch built once the pit is closed to prevent any drainage issues from the hillside to the north onto the pad. The location is within the normal drilling window and appears to be a good site for constructing a pad, drilling and operating a well.

Coleman Brothers LLC. own the surface. Mary Jo, Scott, Docy, Bert Coleman attended the presite. A signed surface use agreement has been completed. The Colman Brothers and had no problems with the site.

The minerals are owned by the United States Government and held in trust for the Ute Indian Tribe.

Uintah County has recently passed a new ordinance to regulate extraction industries. This ordinance requires a conditional use permit for all oil or gas wells in areas not zoned as

industrial. Ute Energy is required to obtain a permit for this and other wells on Leland Bench.

Ted Smith
Onsite Evaluator

6/6/2012
Date / Time

Conditions of Approval / Application for Permit to Drill

Category	Condition
Pits	A synthetic liner with a minimum thickness of 16 mils shall be properly installed and maintained in the reserve pit.
Surface	The reserve pit shall be fenced upon completion of drilling operations.
Surface	Drainages adjacent to the proposed pad shall be diverted around the location.
Surface	The well site shall be bermed to prevent fluids from leaving the pad.

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WORKSHEET APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 5/14/2012

API NO. ASSIGNED: 43047526660000

WELL NAME: UTE 16-11A-4-1

OPERATOR: FINLEY RESOURCES INC (N3460)

PHONE NUMBER: 435 719-2018

CONTACT: Don Hamilton

PROPOSED LOCATION: NESW 16 040S 010E

Permit Tech Review:

SURFACE: 1486 FSL 1651 FWL

Engineering Review:

BOTTOM: 1486 FSL 1651 FWL

Geology Review:

COUNTY: UINTAH

LATITUDE: 40.13180

LONGITUDE: -109.89135

UTM SURF EASTINGS: 594453.00

NORTHINGS: 4442975.00

FIELD NAME: WINDY RIDGE

LEASE TYPE: 2 - Indian

LEASE NUMBER: 14-20-H62-4896

PROPOSED PRODUCING FORMATION(S): WASATCH

SURFACE OWNER: 4 - Fee

COALBED METHANE: NO

RECEIVED AND/OR REVIEWED:

- PLAT
- Bond: INDIAN - RLB 0011294
- Potash
- Oil Shale 190-5
- Oil Shale 190-3
- Oil Shale 190-13
- Water Permit: 43-8496
- RDCC Review:
- Fee Surface Agreement
- Intent to Commingle

Commingle Approved

LOCATION AND SITING:

- R649-2-3.
- Unit:
- R649-3-2. General
- R649-3-3. Exception
- Drilling Unit
- Board Cause No: R649-3-3
- Effective Date:
- Siting:
- R649-3-11. Directional Drill

Comments: Presite Completed

Stipulations: 1 - Exception Location - dmason
4 - Federal Approval - dmason
5 - Statement of Basis - bhll
23 - Spacing - dmason



GARY R. HERBERT
Governor

GREGORY S. BELL
Lieutenant Governor

State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Oil, Gas and Mining

JOHN R. BAZA
Division Director

Permit To Drill

Well Name: UTE 16-11A-4-1
API Well Number: 43047526660000
Lease Number: 14-20-H62-4896
Surface Owner: FEE (PRIVATE)
Approval Date: 7/2/2012

Issued to:

FINLEY RESOURCES INC , PO Box 2200, Fort Worth, TX 76113

Authority:

Pursuant to Utah Code Ann. 40-6-1 et seq., and Utah Administrative Code R649-3-1 et seq., the Utah Division of Oil, Gas and Mining issues conditions of approval, and permit to drill the listed well. This permit is issued in accordance with the requirements of R649-3-3. The expected producing formation or pool is the WASATCH Formation(s), completion into any other zones will require filing a Sundry Notice (Form 9). Completion and commingling of more than one pool will require approval in accordance with R649-3-22.

Duration:

This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date

Exception Location:

Appropriate information has been submitted to DOGM and administrative approval of the requested exception location is hereby granted.

General:

Compliance with the requirements of Utah Admin. R. 649-1 et seq., the Oil and Gas Conservation General Rules, and the applicable terms and provisions of the approved Application for permit to drill.

Conditions of Approval:

State approval of this well does not supercede the required federal approval, which must be obtained prior to drilling.

This proposed well is located in an area for which drilling units (well spacing patterns) have not been established through an order of the Board of Oil, Gas and Mining (the "Board"). In order to avoid the possibility of waste or injury to correlative rights, the operator is requested, once the well has been drilled, completed, and has produced, to analyze geological and engineering data generated therefrom, as well as any similar data from surrounding areas if available. As soon as is practicable after completion of its analysis, and if the analysis suggests an area larger than the quarter-quarter section upon which the well is located is being

drained, the operator is requested to seek an appropriate order from the Board establishing drilling and spacing units in conformance with such analysis by filing a Request for Agency Action with the Board.

Compliance with the Conditions of Approval/Application for Permit to Drill outlined in the Statement of Basis (copy attached).

Notification Requirements:

The operator is required to notify the Division of Oil, Gas and Mining of the following actions during drilling of this well:

- Within 24 hours following the spudding of the well - contact Carol Daniels at 801-538-5284

(please leave a voicemail message if not available)

OR

submit an electronic sundry notice (pre-registration required) via the Utah Oil & Gas website

at <http://oilgas.ogm.utah.gov>

Reporting Requirements:

All reports, forms and submittals as required by the Utah Oil and Gas Conservation General Rules will be promptly filed with the Division of Oil, Gas and Mining, including but not limited to:

- Entity Action Form (Form 6) - due within 5 days of spudding the well
- Monthly Status Report (Form 9) - due by 5th day of the following calendar month
- Requests to Change Plans (Form 9) - due prior to implementation
- Written Notice of Emergency Changes (Form 9) - due within 5 days
- Notice of Operations Suspension or Resumption (Form 9) - due prior to implementation
- Report of Water Encountered (Form 7) - due within 30 days after completion
- Well Completion Report (Form 8) - due within 30 days after completion or plugging

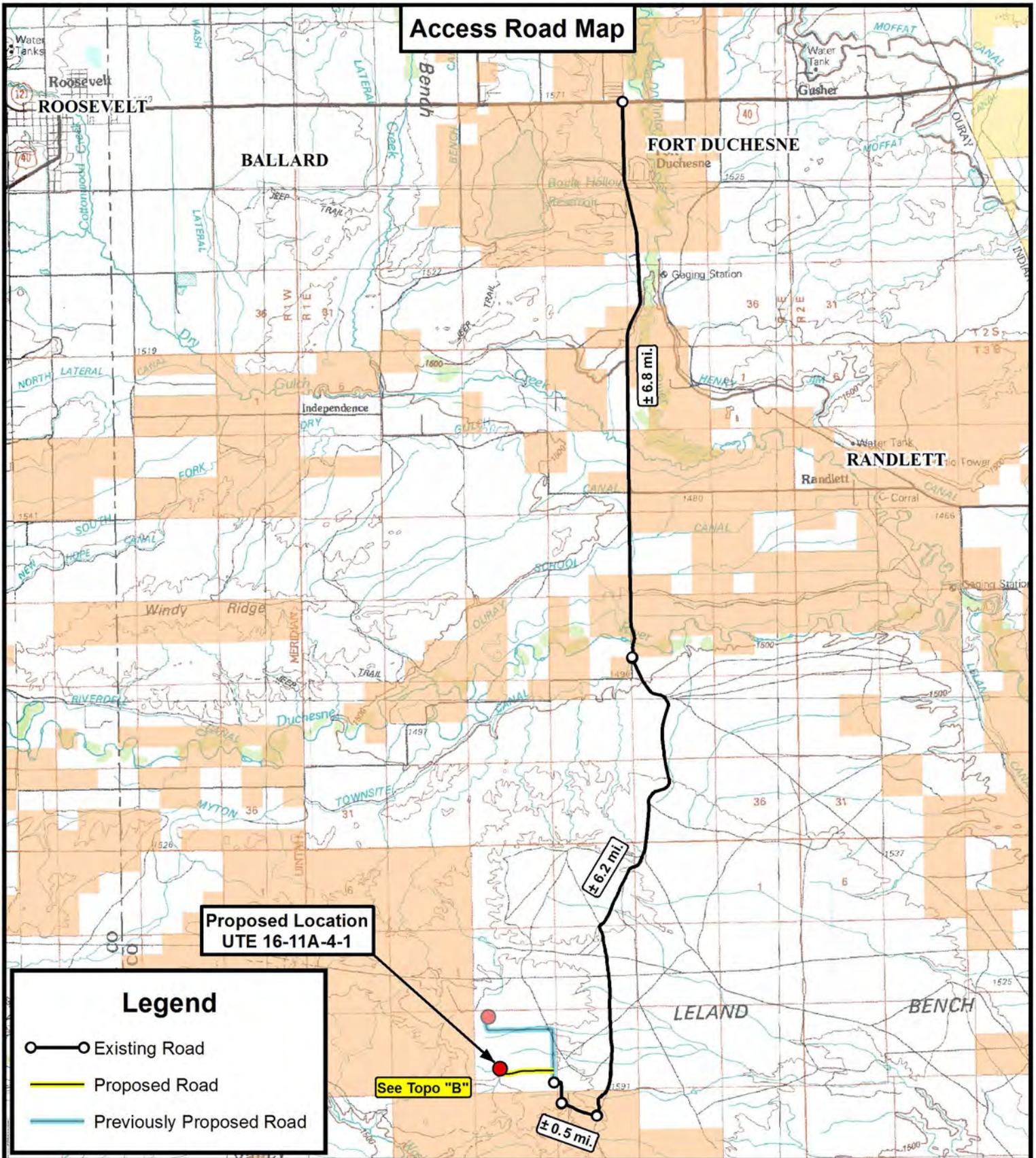
Approved By:



For John Rogers
Associate Director, Oil & Gas

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9	
SUNDRY NOTICES AND REPORTS ON WELLS		5. LEASE DESIGNATION AND SERIAL NUMBER: 14-20-H62-4896	
Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:	
		7. UNIT or CA AGREEMENT NAME:	
1. TYPE OF WELL Oil Well		8. WELL NAME and NUMBER: UTE 16-11A-4-1	
2. NAME OF OPERATOR: FINLEY RESOURCES INC		9. API NUMBER: 43047526660000	
3. ADDRESS OF OPERATOR: PO Box 2200 , Fort Worth, TX, 76113	PHONE NUMBER: 817 231-8735 Ext	9. FIELD and POOL or WILDCAT: WINDY RIDGE	
4. LOCATION OF WELL FOOTAGES AT SURFACE: 1486 FSL 1651 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NESW Section: 16 Township: 04.0S Range: 01.0E Meridian: U		COUNTY: UINTAH	
		STATE: UTAH	
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA			
TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 9/15/2012 <input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: <input type="checkbox"/> SPUD REPORT Date of Spud: <input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input checked="" type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION OTHER: onsite change - road
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.			
<p>Finley Resources, Inc. respectfully requests approval to change the access road and pipeline corridor to connect directly to the Ute 16-4A-4-1 (see attached map set). The corridor change is needed because of an onsite change of corridor associated with the Ute 16-12A-4-1. The corridor change was discussed during the onsite, is presently covered under the existing private surface use agreement with required cultural and paleontological clearances in place.</p>		<p>Accepted by the Utah Division of Oil, Gas and Mining FOR RECORD ONLY July 31, 2012</p>	
NAME (PLEASE PRINT) Don Hamilton	PHONE NUMBER 435 719-2018	TITLE Agent	
SIGNATURE N/A		DATE 7/30/2012	

Access Road Map



Proposed Location
UTE 16-11A-4-1

See Topo "B"

Legend

- Existing Road
- Proposed Road
- Previously Proposed Road



Tri State Land Surveying, Inc.
180 NORTH VERNAL AVE. VERNAL, UTAH 84078

P: (435) 781-2501
F: (435) 781-2518



FINLEY RESOURCES INC.

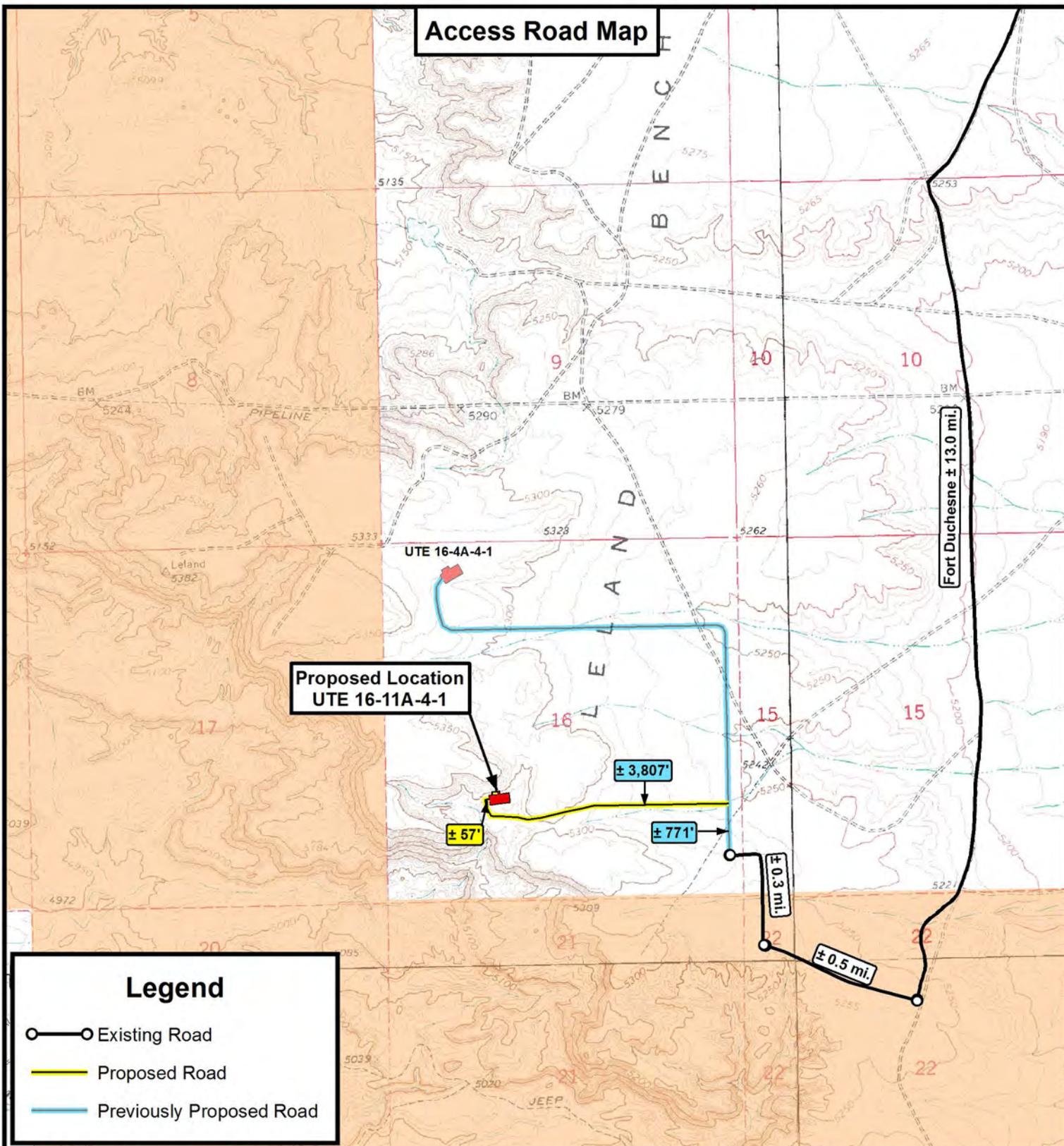
UTE 16-11A-4-1
SEC. 16, T4S, R1E, U.S.B.&M.
Uintah County, UT.

DRAWN BY:	J.A.S.	REVISED:	06-18-12 D.C.R.
DATE:	01-06-2012		
SCALE:	1:100,000		

TOPOGRAPHIC MAP

SHEET **A**

Access Road Map



Legend

- Existing Road
- Proposed Road
- Previously Proposed Road

THE PARCEL INFORMATION SHOWN HAS NOT BEEN SURVEYED BY TRI-STATE LAND SURVEYING, INC. - TRI-STATE DOES NOT WARRANTY PROPERTY PARCEL DATA OR ANY ASSOCIATED INFORMATION. A PROPERTY SURVEY IS REQUIRED TO DETERMINE THE ACTUAL LOCATION OF PROPERTY LINES AND SHOW ACCURATE DISTANCES ACROSS PARCELS.

Tri State
Land Surveying, Inc.
180 NORTH VERNAL AVE. VERNAL, UTAH 84078

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FINLEY RESOURCES INC.

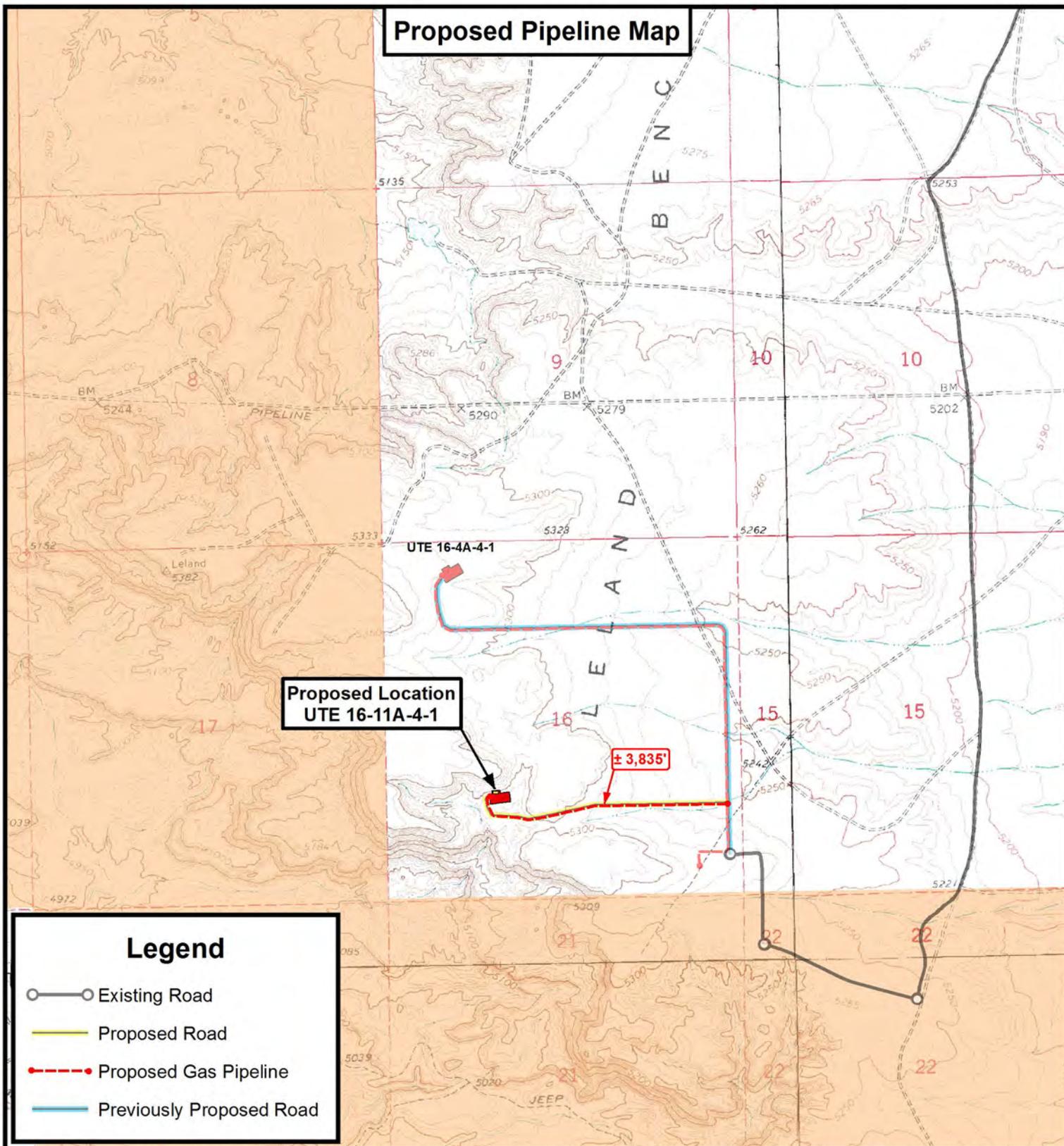
UTE 16-11A-4-1
SEC. 16, T4S, R1E, U.S.B.&M.
Uintah County, UT.

DRAWN BY:	J.A.S.	REVISED:	06-18-12 D.C.R.
DATE:	01-06-2012		
SCALE:	1" = 2,000'		

TOPOGRAPHIC MAP

SHEET
B

Proposed Pipeline Map



Legend

- Existing Road
- Proposed Road
- Proposed Gas Pipeline
- Previously Proposed Road

THE PARCEL INFORMATION SHOWN HAS NOT BEEN SURVEYED BY TRI-STATE LAND SURVEYING, INC. - TRI-STATE DOES NOT WARRANTY PROPERTY PARCEL DATA OR ANY ASSOCIATED INFORMATION. A PROPERTY SURVEY IS REQUIRED TO DETERMINE THE ACTUAL LOCATION OF PROPERTY LINES AND SHOW ACCURATE DISTANCES ACROSS PARCELS.

Tri State Land Surveying, Inc.
180 NORTH VERNAL AVE. VERNAL, UTAH 84078

P: (435) 781-2501
F: (435) 781-2518



FINLEY RESOURCES INC.

UTE 16-11A-4-1
SEC. 16, T4S, R1E, U.S.B.&M.
Uintah County, UT.

DRAWN BY:	J.A.S.	REVISED:	06-18-12 D.C.R.
DATE:	01-06-2012		
SCALE:	1" = 2,000'		

TOPOGRAPHIC MAP

SHEET
C

RECEIVED

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

FORM APPROVED
OMB No. 1004-0136
Expires July 31, 2010

JUL 12 2012

APPLICATION FOR PERMIT TO DRILL OR REENTER

BLM

CONFIDENTIAL

1a. Type of Work: <input checked="" type="checkbox"/> DRILL <input type="checkbox"/> REENTER		5. Lease Serial No. 1420H624899
1b. Type of Well: <input checked="" type="checkbox"/> Oil Well <input type="checkbox"/> Gas Well <input type="checkbox"/> Other <input type="checkbox"/> Single Zone <input checked="" type="checkbox"/> Multiple Zone		6. If Indian, Allottee or Tribe Name
2. Name of Operator FINLEY RESOURCES, INC. Contact: DON S HAMILTON E-Mail: starpoint@etv.net		7. If Unit or CA Agreement, Name and No.
3a. Address P.O. BOX 2200 FT. WORTH, TX 76113		8. Lease Name and Well No. UTE 16-11A-4-1
3b. Phone No. (include area code) Ph: 435-719-2018 Fx: 435-719-2019		9. API Well No. 43-047-52666
4. Location of Well (Report location clearly and in accordance with any State requirements.)* At surface NESW 1486FSL 1651FWL 40.131842 N Lat, 109.891319 W Lon At proposed prod. zone NESW 1486FSL 1651FWL 40.131842 N Lat, 109.891319 W Lon		10. Field and Pool, or Exploratory N/A
14. Distance in miles and direction from nearest town or post office* 14.7 MILES SOUTH OF FT DUCHESNE, UTAH		11. Sec., T., R., M., or Blk. and Survey or Area Sec 16 T4S R1E Mer UBM
15. Distance from proposed location to nearest property or lease line, ft. (Also to nearest drig. unit line, if any) 1486	16. No. of Acres in Lease 640.00	12. County or Parish UINTAH
18. Distance from proposed location to nearest well, drilling, completed, applied for, on this lease, ft. 0	19. Proposed Depth 8500 MD 8500 TVD	13. State UT
21. Elevations (Show whether DF, KB, RT, GL, etc.) 5302 GL	22. Approximate date work will start 08/15/2012	17. Spacing Unit dedicated to this well 40.00
		20. BLM/BIA Bond No. on file RLB0011294
		23. Estimated duration 60 DAYS

24. Attachments

The following, completed in accordance with the requirements of Onshore Oil and Gas Order No. 1, shall be attached to this form:

- Well plat certified by a registered surveyor.
- A Drilling Plan.
- A Surface Use Plan (if the location is on National Forest System Lands, the SUPO shall be filed with the appropriate Forest Service Office).
- Bond to cover the operations unless covered by an existing bond on file (see Item 20 above).
- Operator certification
- Such other site specific information and/or plans as may be required by the authorized officer.

25. Signature (Electronic Submission)	Name (Printed/Typed) DON S HAMILTON Ph: 435-719-2018	Date 07/08/2012
Title PERMITTING AGENT		
Approved by (Signature) 	Name (Printed/Typed) Jerry Kenczka	Date NOV 06 2012
Title Assistant Field Manager Lands & Mineral Resources		
Office VERNAL FIELD OFFICE		

Application approval does not warrant or certify the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.

Conditions of approval, if any, are attached. **CONDITIONS OF APPROVAL ATTACHED**

Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

RECEIVED

NOV 09 2012

Additional Operator Remarks (see next page)

Electronic Submission #142355 verified by the BLM Well Information System DIV. OF OIL, GAS & MINING
For FINLEY RESOURCES, INC., sent to the Vernal
Committed to AFMSS for processing by LESLIE ROBINSON on 07/18/2012 0

UDOGM

NOTICE OF APPROVAL

** OPERATOR-SUBMITTED ** OPERATOR-SUBMITTED ** OPERATOR-SUBMITTED **

12UBR0482AE

NO NOS-



**UNITED STATES DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT
VERNAL FIELD OFFICE**

170 South 500 East

VERNAL, UT 84078

(435) 781-4400



CONDITIONS OF APPROVAL FOR APPLICATION FOR PERMIT TO DRILL

Company: Finley Resources, Inc.
Well No: Ute 16-11A-4-1
API No: 43-047-52666

Location: NESW, Sec. 16, T4S, R1E
Lease No: 14-20-H62-4899
Agreement: N/A

OFFICE NUMBER: (435) 781-4400

OFFICE FAX NUMBER: (435) 781-3420

**A COPY OF THESE CONDITIONS SHALL BE FURNISHED TO YOUR
FIELD REPRESENTATIVE TO INSURE COMPLIANCE**

All lease and/or unit operations are to be conducted in such a manner that full compliance is made with the applicable laws, regulations (43 CFR Part 3160), and this approved Application for Permit to Drill including Surface and Downhole Conditions of Approval. The operator is considered fully responsible for the actions of his subcontractors. A copy of the approved APD must be on location during construction, drilling, and completion operations. **This permit is approved for a two (2) year period, or until lease expiration, whichever occurs first. An additional extension, up to two (2) years, may be applied for by sundry notice prior to expiration.**

NOTIFICATION REQUIREMENTS

Construction Activity (Notify Ute Tribe Energy & Minerals Dept. and BLM Environmental Scientist)	- The Ute Tribe Energy & Minerals Dept. and BLM Environmental Scientist shall be notified at least 48 hours in advance of any construction activity. The Ute Tribal office is open Monday through Thursday.
Construction Completion (Notify Ute Tribe Energy & Minerals Dept. and BLM Environmental Scientist)	- Upon completion of the pertinent APD/ROW construction, notify the Ute Tribe Energy & Minerals Dept. for a Tribal Technician to verify the Affidavit of Completion. Notify the BLM Environmental Scientist prior to moving on the drilling rig.
Spud Notice (Notify BLM Petroleum Engineer)	- Twenty-Four (24) hours prior to spudding the well.
Casing String & Cementing (Notify BLM Supv. Petroleum Tech.)	- Twenty-Four (24) hours prior to running casing and cementing all casing strings to: blm_ut_vn_opreport@blm.gov .
BOP & Related Equipment Tests (Notify BLM Supv. Petroleum Tech.)	- Twenty-Four (24) hours prior to initiating pressure tests.
First Production Notice (Notify BLM Petroleum Engineer)	- Within Five (5) business days after new well begins or production resumes after well has been off production for more than ninety (90) days.

**SURFACE USE PROGRAM
CONDITIONS OF APPROVAL (COAs)**

CONDITIONS OF APPROVAL:

STIPULATIONS / CONDITIONS OF APPROVAL

Company/Operator: Finley Resources Inc.

Well Name & Numbers: Ute 13-2A-4-1, 13-3A-4-1, 13-4A-4-1, 13-5A-4-1, 13-6A-4-1, 13-7A-4-1, 13-8A-4-1, 13-9A-4-1, 13-10A-4-1, 13-11A-4-1, 13-12A-4-1, 13-13A-4-1, 13-14A-4-1, 13-15A-4-1, 13-16A-4-1, 16-1A-4-1, 16-2A-4-1, 16-3A-4-1, 16-6A-4-1, 16-7A-4-1, 16-8A-4-1, 16-9A-4-1, 16-10A-4-1, 16-11A-4-1, 16-13A-4-1, 16-14A-4-1 and 16-15A-4-1

Surface Ownership: Coleman Family Trust (Mary Jo Coleman)

Lease Number: 1420H624896 and 1420H624899

Location: Sections 13 and 16, T4S R1E

CONDITIONS OF APPROVAL:

- Any deviation of submitted APD's, which includes BBCs surface use plan, and ROW applications the operator will notify the BLM in writing and will receive written authorization of any such change with appropriate authorization.
- The operator will implement "Safety and Emergency Plan." The operator's safety director will ensure its compliance.
- All operator employees and/or authorized personnel (sub-contractors) in the field will have approved applicable APD's, COAs, and ROW permits/authorizations on their person(s) during all phases of construction.
- All vehicular traffic, personnel movement, construction/restoration operations shall be confined to the area examined and approved, and to the existing roadways and/or evaluated access routes.
- All personnel will refrain from collecting artifacts, any paleontological fossils, and from disturbing any significant cultural resources in the area.
- The personnel from the BLM shall be notified should cultural remains from subsurface deposits be exposed or identified during construction. All construction will cease until resources can be identified and protected properly.
- Production facilities will be painted Juniper Green to blend in with the surrounding habitat, unless otherwise stated from the private land owner agreement.
- Site reclamation will be accomplished for portions of the well pad not needed for production, within 6 months of completion, weather permitting. This also includes any roads, and pipeline areas that have been disturbed as well. Roads and pipeline disturbances can undergo reclamation immediately after the pipeline is installed and after the roads are built. Please

contact surface owner or the BLM AO for possible seed mixes to use in the project area. Non-natives can be used; however lbs/ac must be kept low to minimize the chance of a monoculture.

- If the pump head is located in the river channel where larval fish are known to occur, the following measures apply:
 - a. do not situate the pump in a low-flow or no-flow area as these habitats tend to concentrate larval fishes;
 - b. limit the amount of pumping, to the greatest extent possible, during that period of the year when larval fish may be present (April 1 to August 31); and
 - c. limit the amount of pumping, to the greatest extent possible, during the pre-dawn hours as larval drift studies indicate that this is a period of greatest daily activity.
- Screen all pump intakes with 3/32 inch mesh material.
- Approach velocities for intake structures will follow the National Marine Fisheries Service's document "Fish Screening Criteria for Anadromous Salmonids". For projects with an in-stream intake that operate in stream reaches where larval fish may be present, the approach velocity will not exceed 0.33 feet per second (ft/s).
- Report any fish impinged on the intake screen to the Service (801.975.3330) and the Utah Division of Wildlife Resources:
 - Northeastern Region
 - 318 North Vernal Ave, Vernal, UT 84078
 - Phone: (435) 781-9453

Finley can only use one of the following water sources listed in Finley's APD.

**DOWNHOLE PROGRAM
CONDITIONS OF APPROVAL (COAs)**

SITE SPECIFIC DOWNHOLE COAs:

- Gamma Ray Log shall be run from Total Depth to Surface.
- Surface casing cement will be circulated to surface.

Variance Requests

- All variances, as requested in the APD, are approved

All provisions outlined in Onshore Oil & Gas Order #2 Drilling Operations shall be strictly adhered to. The following items are emphasized:

DRILLING/COMPLETION/PRODUCING OPERATING STANDARDS

- The spud date and time shall be reported orally to Vernal Field Office within 24 hours of spudding.
- Notify Vernal Field Office Supervisory Petroleum Engineering Technician at least 24 hours in advance of casing cementing operations and BOPE & casing pressure tests.
- All requirements listed in Onshore Order #2 III. E. Special Drilling Operations are applicable for air drilling of surface hole.
- Blowout prevention equipment (BOPE) shall remain in use until the well is completed or abandoned. Closing unit controls shall remain unobstructed and readily accessible at all times. Choke manifolds shall be located outside of the rig substructure.
- All BOPE components shall be inspected daily and those inspections shall be recorded in the daily drilling report. Components shall be operated and tested as required by Onshore Oil & Gas Order No. 2 to insure good mechanical working order. All BOPE pressure tests shall be performed by a test pump with a chart recorder and **NOT** by the rig pumps. Test shall be reported in the driller's log.
- BOP drills shall be initially conducted by each drilling crew within 24 hours of drilling out from under the surface casing and weekly thereafter as specified in Onshore Oil & Gas Order No. 2.
- Casing pressure tests are required before drilling out from under all casing strings set and cemented in place.
- No aggressive/fresh hard-banded drill pipe shall be used within casing.
- **Cement baskets shall not be run on surface casing.**

- The operator must report all shows of water or water-bearing sands to the BLM. If flowing water is encountered it must be sampled, analyzed, and a copy of the analyses submitted to the BLM Vernal Field Office.
- The operator must report encounters of all non oil & gas mineral resources (such as Gilsonite, tar sands, oil shale, trona, etc.) to the Vernal Field Office, in writing, within 5 working days of each encounter. Each report shall include the well name/number, well location, date and depth (from KB or GL) of encounter, vertical footage of the encounter and, the name of the person making the report (along with a telephone number) should the BLM need to obtain additional information.
- A complete set of angular deviation and directional surveys of a directional well will be submitted to the Vernal BLM office engineer within 30 days of the completion of the well.
- While actively drilling, chronologic drilling progress reports shall be filed directly with the BLM, Vernal Field Office on a weekly basis in sundry, letter format or e-mail to the Petroleum Engineers until the well is completed.
- A cement bond log (CBL) will be run from the production casing shoe to the top of cement and shall be utilized to determine the bond quality for the production casing. Submit a field copy of the CBL to this office.
- **Please submit an electronic copy of all other logs run on this well in LAS format to BLM_UT_VN_Welllogs@BLM.gov. This submission will supersede the requirement for submittal of paper logs to the BLM.**
- There shall be no deviation from the proposed drilling, completion, and/or workover program as approved. Safe drilling and operating practices must be observed. Any changes in operation must have prior approval from the BLM Vernal Field Office.

OPERATING REQUIREMENT REMINDERS:

- All wells, whether drilling, producing, suspended, or abandoned, shall be identified in accordance with 43 CFR 3162.6. There shall be a sign or marker with the name of the operator, lease serial number, well number, and surveyed description of the well.
- For information regarding production reporting, contact the Office of Natural Resources Revenue (ONRR) at www.ONRR.gov.
- Should the well be successfully completed for production, the BLM Vernal Field office must be notified when it is placed in a producing status. Such notification will be by written communication and must be received in this office by not later than the fifth business day following the date on which the well is placed on production. The notification shall provide, as a minimum, the following informational items:
 - Operator name, address, and telephone number.
 - Well name and number.
 - Well location ($\frac{1}{4}$ / $\frac{1}{4}$, Sec., Twn, Rng, and P.M.).
 - Date well was placed in a producing status (date of first production for which royalty will be paid).
 - The nature of the well's production, (i.e., crude oil, or crude oil and casing head gas, or natural gas and entrained liquid hydrocarbons).
 - The Federal or Indian lease prefix and number on which the well is located; otherwise the non-Federal or non-Indian land category, i.e., State or private.
 - Unit agreement and/or participating area name and number, if applicable.
 - Communitization agreement number, if applicable.
- Any venting or flaring of gas shall be done in accordance with Notice to Lessees (NTL) 4A and needs prior approval from the BLM Vernal Field Office.
- All undesirable events (fires, accidents, blowouts, spills, discharges) as specified in NTL 3A will be reported to the BLM, Vernal Field Office. Major events, as defined in NTL3A, shall be reported verbally within 24 hours, followed by a written report within 15 days. "Other than Major Events" will be reported in writing within 15 days. "Minor Events" will be reported on the Monthly Report of Operations and Production.
- Whether the well is completed as a dry hole or as a producer, "Well Completion and Recompletion Report and Log" (BLM Form 3160-4) shall be submitted not later than 30 days after completion of the well or after completion of operations being performed, in accordance with 43 CFR 3162.4-1. Two copies of all logs run, core descriptions, and all other surveys or data obtained and compiled during the drilling, workover, and/or completion operations, shall be filed on BLM Form 3160-4. Submit with the well completion report a geologic report including, at a minimum, formation tops, and a summary and conclusions. Also include deviation surveys, sample descriptions, strip logs, core data, drill stem test data, and results of production tests if

performed. Samples (cuttings, fluid, and/or gas) shall be submitted only when requested by the BLM, Vernal Field Office.

- All off-lease storage, off-lease measurement, or commingling on-lease or off-lease, shall have prior written approval from the BLM Vernal Field Office.
- Oil and gas meters shall be calibrated in place prior to any deliveries. The BLM Vernal Field Office Petroleum Engineers will be provided with a date and time for the initial meter calibration and all future meter proving schedules. A copy of the meter calibration reports shall be submitted to the BLM Vernal Field Office. All measurement facilities will conform to the API standards for liquid hydrocarbons and the AGA standards for natural gas measurement. All measurement points shall be identified as the point of sale or allocation for royalty purposes.
- A schematic facilities diagram as required by Onshore Oil & Gas Order No. 3 shall be submitted to the BLM Vernal Field Office within 30 days of installation or first production, whichever occurs first. All site security regulations as specified in Onshore Oil & Gas Order No. 3 shall be adhered to. All product lines entering and leaving hydrocarbon storage tanks will be effectively sealed in accordance with Onshore Oil & Gas Order No. 3.
- Any additional construction, reconstruction, or alterations of facilities, including roads, gathering lines, batteries, etc., which will result in the disturbance of new ground, shall require the filing of a suitable plan and need prior approval of the BLM Vernal Field Office. Emergency approval may be obtained orally, but such approval does not waive the written report requirement.
- No location shall be constructed or moved, no well shall be plugged, and no drilling or workover equipment shall be removed from a well to be placed in a suspended status without prior approval of the BLM Vernal Field Office. If operations are to be suspended for more than 30 days, prior approval of the BLM Vernal Field Office shall be obtained and notification given before resumption of operations.
- Pursuant to Onshore Oil & Gas Order No. 7, this is authorization for pit disposal of water produced from this well for a period of 90 days from the date of initial production. A permanent disposal method must be approved by this office and in operation prior to the end of this 90-day period. In order to meet this deadline, an application for the proposed permanent disposal method shall be submitted along with any necessary water analyses, as soon as possible, but no later than 45 days after the date of first production. Any method of disposal which has not been approved prior to the end of the authorized 90-day period will be considered as an Incident of Noncompliance and will be grounds for issuing a shut-in order until an acceptable manner for disposing of said water is provided and approved by this office.
- Unless the plugging is to take place immediately upon receipt of oral approval, the Field Office Petroleum Engineers must be notified at least 24 hours in advance of the plugging of the well, in order that a representative may witness plugging operations. If a well is suspended or abandoned, all pits must be fenced immediately until they are backfilled. The "Subsequent Report of Abandonment" (Form BLM 3160-5) must be submitted within 30 days after the actual plugging of the well bore, showing location of plugs, amount of cement in each, and amount of casing left in hole, and the current status of the surface restoration.

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9 5. LEASE DESIGNATION AND SERIAL NUMBER: 14-20-H62-4896
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.	6. IF INDIAN, ALLOTTEE OR TRIBE NAME: 7. UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL Oil Well	8. WELL NAME and NUMBER: UTE 16-11A-4-1
2. NAME OF OPERATOR: FINLEY RESOURCES INC	9. API NUMBER: 43047526660000
3. ADDRESS OF OPERATOR: PO Box 2200 , Fort Worth, TX, 76113	PHONE NUMBER: 817 231-8735 Ext
4. LOCATION OF WELL FOOTAGES AT SURFACE: 1486 FSL 1651 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NESW Section: 16 Township: 04.0S Range: 01.0E Meridian: U	9. FIELD and POOL or WILDCAT: WINDY RIDGE COUNTY: Uintah STATE: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 11/15/2012 <input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: <input type="checkbox"/> SPUD REPORT Date of Spud: <input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> ACIDIZE <input checked="" type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION OTHER: <input style="width: 100px;" type="text"/>

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

Finley Resources Inc. respectfully submits this Sundry Notice requesting to change and extend the surface casing for this well. An updated Drilling Program reflecting these requested changes is attached.

**Accepted by the
 Utah Division of
 Oil, Gas and Mining**

Date: November 15, 2012

By: Don Hamilton

NAME (PLEASE PRINT) Don Hamilton	PHONE NUMBER 435 719-2018	TITLE Agent
SIGNATURE N/A	DATE 11/9/2012	

Finley Resources, Inc.
UTE 16-11A-4-1
1486' FSL & 1651' FWL, NE/4 SW/4, Sec 16, T4S, R1E, U.S.B.&M.
Uintah County, UT

Drilling Program

1. Formation Tops

Surface	5,302'
Green River	2,452'
Black Shale	6,332'
Uteland Butte	6,892'
Wasatch	7,292'
TD	8,500'

2. Depth to Oil, Gas, Water, or Minerals

Black Shale	6,332' - 6,892'	(Oil)
Uteland Butte	6,892' - TD	(Oil)

Fresh water may be encountered in the Duchesne Formation, but is not expected below about 300'.

3. Pressure Control

Section BOP Description

Surface 12-1/4" diverter

Interm/Prod The BOP and related equipment shall meet the minimum requirements of Onshore Oil and Gas Order No. 2 for equipment and testing requirements, procedures, etc for a 5M system.

A 5M BOP system will consist of 2 ram preventers (double or two singles) and an annular preventer (see attached diagram). A choke manifold rated to at least 5,000 psi will be used.

4. Casing

Description	Interval		Weight (ppf)	Grade	Coup	Pore Press @ Shoe	MW @ Shoe	Frac Grad @ Shoe	Safety Factors		
	Top	Bottom							Burst	Collapse	Tension
Conductor 13 3/8	0'	60'	48	H-40	STC	--	--	--	1,730	770	322,000
Surface 8 5/8	0'	500'	24	J-55	STC	8.33	8.6	11	2,950	1,370	244,000
Production 5 1/2	0'	8,500'	15.5	J-55	LTC	9	9.5	11	4,810	4,040	217,000
									1.54	1.21	1.65

Assumptions:

Surface casing MASP = (frac gradient + 1.0 ppg) - (gas gradient)

Intermediate casing MASP = (reservoir pressure) - (gas gradient)

Production casing MASP = (reservoir pressure) - (gas gradient)

All collapse calculations assume fully evacuated casing with a gas gradient

All tension calculations assume air weight of casing

Gas gradient = 0.1 psi/ft

All casing shall be new. Top Joint of surface casing will be J-55 STC 32 ppf casing.

All casing strings shall have a minimum of 1 centralizer on each of the bottom 3 joints.

5. Cement

Job	Hole Size	Fill	Slurry Description	ft ³	OH excess	Weight (ppg)	Yield (ft ³ /sk)
				sacks			
Conductor	17 1/2	60'	Class G w/ 2% KCl + 0.25 lbs/sk Cello Flake	48	15%	15.8	1.17
				41			
Surface Lead	12 1/4	500'	Class G w/ 2% KCl + 0.25 lbs/sk Flocele	413	100%	15.8	1.15
				359			
Production Tail	7 7/8	5,500'	50/50 Poz/Class G w/ 3% KCl + 2% bentonite	1191	25%	13.2	1.24
				961			

The surface casing will be cemented to surface. In the event that cement does not reach surface during the primary cement job, a remedial job will be performed.

Actual cement volumes for the production casing string will be calculated from an open hole caliper log, plus 25% excess.

6. Type and Characteristics of Proposed Circulating Medium**Interval****Description**

Surface - 500'

An air and/or fresh water system will be utilized.

500' - TD

A water based mud system will be utilized. Hole stability may be improved with additions of KCl or a similar inhibitive substance. In order to control formation pressure the system will be weighted with additions of bentonite, and if conditions warrant, with barite.

Anticipated maximum mud weight is 9.5 ppg.

7. Logging, Coring, and Testing

Logging: A dual induction, gamma ray, and caliper log will be run from TD to the base of the surface casing. A compensated neutron/formation density log will be run from TD to the top of the Garden Gulch formation. A cement bond log will be run from PBTB to the cement top behind the production casing.

Cores: As deemed necessary.

DST: There are no DST's planned for this well.

8. Anticipated Abnormal Pressure or Temperature

Maximum anticipated bottomhole pressure will be approximately equal to total depth (feet) multiplied by a 0.47 psi/ft gradient.

$$8,500' \times 0.47 \text{ psi/ft} = 3978 \text{ psi}$$

No abnormal temperature is expected. No H₂S is expected.

9. Other Aspects

This is planned as a vertical well.

Variance Request for FIT Requirements:

Finley Resources, Inc. respectfully requests a variance to Onshore Order 2, Section III, Part Bi, for the Pressure integrity test (PIT, also known as a formation integrity test (FIT)). This well is not an exploratory well and is being drilled in an area where the formation integrity is well known. Additionally, when an FIT is run with the mud weight as required, the casing shoe frequently breaks down and causes subsequent lost circulation when drilling the entire depth of the well.

Variance Request for Air Drilling Requirements:

Finley Resources, Inc. respectfully requests a variance to Onshore Order #2, III.E.1

- Dust suppression equipment. Variance granted for water mist system to substitute for the dust suppression equipment.
- Blooie line discharge 100' from the well bore. Variance granted for blooie line discharge to be 75' from the well bore.
- Compressors located in the opposite direction from the blooie line a minimum of 100' from the wellbore. Variance granted for truck/trailer mounted air compressors.
- Straight run blooie line. Variance granted for targeted "T's" at bends.
- Automatic igniter. Variance granted for igniter due to water mist.
- Air drilling operations will be conducted only during drilling of the surface casing hole, there is no history of hydrocarbons being encountered in this hole section in the area where these wells are to be drilled.

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9
5. LEASE DESIGNATION AND SERIAL NUMBER: 14-20-H62-4896	
6. IF INDIAN, ALLOTTEE OR TRIBE NAME:	
7. UNIT or CA AGREEMENT NAME:	
8. WELL NAME and NUMBER: UTE 16-11A-4-1	
9. API NUMBER: 43047526660000	
9. FIELD and POOL or WILDCAT: WINDY RIDGE	
COUNTY: UINTAH	
STATE: UTAH	
1. TYPE OF WELL Oil Well	
2. NAME OF OPERATOR: FINLEY RESOURCES INC	
3. ADDRESS OF OPERATOR: PO Box 2200 , Fort Worth, TX, 76113	
PHONE NUMBER: 817 231-8735 Ext	
4. LOCATION OF WELL FOOTAGES AT SURFACE: 1486 FSL 1651 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NESW Section: 16 Township: 04.0S Range: 01.0E Meridian: U	

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input checked="" type="checkbox"/> DRILLING REPORT Report Date: 12/5/2012	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: <input style="width: 100px;" type="text"/>

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

Conductor Spud: 11/09/2012 Surface Spud: 11/14/2012

Accepted by the
Utah Division of
Oil, Gas and Mining
FOR RECORD ONLY
 December 05, 2012

NAME (PLEASE PRINT) April Wilkerson	PHONE NUMBER 817 231-8735	TITLE Reg & Enviro Analyst
SIGNATURE N/A	DATE 12/5/2012	

Form 3160-5
(August 2007)

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

FORM APPROVED
OMB No. 1004-0137
Expires: July 31, 2010

SUNDRY NOTICES AND REPORTS ON WELLS
Do not use this form for proposals to drill or to re-enter an abandoned well. Use Form 3160-3 (APD) for such proposals.

5. Lease Serial No.
6. If Indian, Allottee or Tribe Name

SUBMIT IN TRIPLICATE – Other instructions on page 2.

1. Type of Well
 Oil Well Gas Well Other

2. Name of Operator
Finley Resources, Inc

3a. Address
1308 Lake Street
Fort Worth TX 76102

3b. Phone No. (include area code)
817-231-8735

4. Location of Well (Footage, Sec., T., R., M., or Survey Description)
1486 FSL, 1651 FWL, SEC 16-45-1E

7. If Unit of CA/Agreement, Name and/or No.

8. Well Name and No.
UTE 16-11A-4-1

9. API Well No.
43-047-52666

10. Field and Pool or Exploratory Area
Windy Ridge

11. Country or Parish, State
Utah

12. CHECK THE APPROPRIATE BOX(ES) TO INDICATE NATURE OF NOTICE, REPORT OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION			
<input type="checkbox"/> Notice of Intent	<input type="checkbox"/> Acidize	<input type="checkbox"/> Deepen	<input type="checkbox"/> Production (Start/Resume)	<input type="checkbox"/> Water Shut-Off
<input checked="" type="checkbox"/> Subsequent Report	<input type="checkbox"/> Alter Casing	<input type="checkbox"/> Fracture Treat	<input type="checkbox"/> Reclamation	<input type="checkbox"/> Well Integrity
<input type="checkbox"/> Final Abandonment Notice	<input type="checkbox"/> Casing Repair	<input type="checkbox"/> New Construction	<input type="checkbox"/> Recomplete	<input type="checkbox"/> Other <u>Weekly Report</u>
	<input type="checkbox"/> Change Plans	<input type="checkbox"/> Plug and Abandon	<input type="checkbox"/> Temporarily Abandon	
	<input type="checkbox"/> Convert to Injection	<input type="checkbox"/> Plug Back	<input type="checkbox"/> Water Disposal	

13. Describe Proposed or Completed Operation: Clearly state all pertinent details, including estimated starting date of any proposed work and approximate duration thereof. If the proposal is to deepen directionally or recomplate horizontally, give subsurface locations and measured and true vertical depths of all pertinent markers and zones. Attach the Bond under which the work will be performed or provide the Bond No. on file with BLM/BIA. Required subsequent reports must be filed within 30 days following completion of the involved operations. If the operation results in a multiple completion or recompletion in a new interval, a Form 3160-4 must be filed once testing has been completed. Final Abandonment Notices must be filed only after all requirements, including reclamation, have been completed and the operator has determined that the site is ready for final inspection.)

Finley Resources has done the following:

On 11/9/12 AM MIRU Pete Martin rat hole rig. Bucket drill a 24" conductor hole to 42' and set 44' of 16" pipe. Grout pipe. Too rocky to set cellar ring. RDMO Pete Martin. RDUFA.

On 11/14/12 MIRU Pro-Petro air rig. Surface spud a 12-1/4" hole at 11:00AM on 11/14/12 and sir mist hammer drill to TD if 510' and ran a survey at 505' with a 3/4" drift. Notified Mike Lee, Vernal BLM of spud via voice mail and Mitch Wilhelm, Vernal BLM on phone who also witnessed running of csg. and cementing. TD at 3:30PM. POOH and lay dn. DP and bit. RIH with 12 jts. of 8-5/8" csg. as follows: Guide shoe, 1 jt.; baffle plate and 11 jts. of surface. Bottmom 11 jts. 24# and top was 32#. Used 3 centralizers on bottom and 1 on top. Landed shoe at 505' GL. Baffle at 464'. RDMO air rig. MIRU Pro-Petro cementers. Cement surface csg. as follows: Pump 40 bbl. fresh water and 40 bbl. gel water followed by 360 sxs. of "G" with 2% CaCl and 1/4# floecele and drop plug and displace with 29-1/2 bbl. of water. Bump plug at 7:00PM on 11/14/12. Had est. 70 sxs. of cement to surface. SI well. RDUFA. RDMO Pro-Petro.

14. I hereby certify that the foregoing is true and correct. Name (Printed/Typed)
April Wilkerson

Title Regulatory Analyst

Signature *April Wilkerson* Date *11/14/12*

THIS SPACE FOR FEDERAL OR STATE OFFICE USE

Approved by _____ Title _____ Date _____

Conditions of approval, if any, are attached. Approval of this notice does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon. Office _____

Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

Operator Finley Resources Rig Name/# Capstar 321
 Submitted By Lynn Rich Phone Number 801-428-3542
 Well Name/Number UTE 16-11A-4-1
 Qtr/Qtr SW Section 16 Township 4S Range 1E
 Lease Serial Number 1420H624899
 API Number 43-047-52666

Spud Notice – Spud is the initial spudding of the well, not drilling out below a casing string.

Date/Time _____ AM PM

Casing – Please report time casing run starts, not cementing times.

- Surface Casing
- Intermediate Casing
- Production Casing
- Liner
- Other

Date/Time _____ AM PM

BOPE

- Initial BOPE test at surface casing point
- BOPE test at intermediate casing point
- 30 day BOPE test
- Other

Date/Time 12/14/2012 2:00 AM PM

Remarks _____

RECEIVED

DEC 19 2012

DIV. OF OIL, GAS & MINING

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9
5. LEASE DESIGNATION AND SERIAL NUMBER: 14-20-H62-4896	
6. IF INDIAN, ALLOTTEE OR TRIBE NAME:	
7. UNIT or CA AGREEMENT NAME:	
8. WELL NAME and NUMBER: UTE 16-11A-4-1	
9. API NUMBER: 43047526660000	
9. FIELD and POOL or WILDCAT: WINDY RIDGE	
COUNTY: UINTAH	
STATE: UTAH	
1. TYPE OF WELL Oil Well	
2. NAME OF OPERATOR: FINLEY RESOURCES INC	
3. ADDRESS OF OPERATOR: PO Box 2200 , Fort Worth, TX, 76113	
PHONE NUMBER: 817 231-8735 Ext	
4. LOCATION OF WELL FOOTAGES AT SURFACE: 1486 FSL 1651 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NESW Section: 16 Township: 04.0S Range: 01.0E Meridian: U	

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input checked="" type="checkbox"/> DRILLING REPORT Report Date: 12/14/2012	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: <input style="width: 100px;" type="text"/>

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

Accepted by the
Utah Division of
Oil, Gas and Mining
FOR RECORD ONLY
 January 11, 2013

NAME (PLEASE PRINT) April Wilkerson	PHONE NUMBER 817 231-8735	TITLE Reg & Enviro Analyst
SIGNATURE N/A	DATE 1/9/2013	

Form 3160-5
(August 2007)

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

FORM APPROVED
OMB No. 1004-0137
Expires: July 31, 2010

SUNDRY NOTICES AND REPORTS ON WELLS
Do not use this form for proposals to drill or to re-enter an abandoned well. Use Form 3160-3 (APD) for such proposals.

SUBMIT IN TRIPLICATE - Other instructions on page 2.

1. Type of Well

Oil Well Gas Well Other

2. Name of Operator
Finley Resources, Inc

3a. Address
1308 Lake Street
Fort Worth TX 76102

3b. Phone No. (include area code)
817-231-8735

4. Location of Well (Footage, Sec., T., R., M., or Survey Description)
1486 FSL, 1651 FWL, SEC 16-4S-1E

5. Lease Serial No.

6. If Indian, Allottee or Tribe Name

7. If Unit of CA/Agreement, Name and/or No.

8. Well Name and No.
UTE 16-11A-4-1

9. API Well No.
43-047-52666

10. Field and Pool or Exploratory Area
Windy Ridge

11. Country or Parish, State
Utah

12. CHECK THE APPROPRIATE BOX(ES) TO INDICATE NATURE OF NOTICE, REPORT OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION			
<input type="checkbox"/> Notice of Intent	<input type="checkbox"/> Acidize	<input type="checkbox"/> Deepen	<input type="checkbox"/> Production (Start/Resume)	<input type="checkbox"/> Water Shut-Off
<input checked="" type="checkbox"/> Subsequent Report	<input type="checkbox"/> Alter Casing	<input type="checkbox"/> Fracture Treat	<input type="checkbox"/> Reclamation	<input type="checkbox"/> Well Integrity
<input type="checkbox"/> Final Abandonment Notice	<input type="checkbox"/> Casing Repair	<input type="checkbox"/> New Construction	<input type="checkbox"/> Recomplete	<input type="checkbox"/> Other <u>Weekly Report</u>
	<input type="checkbox"/> Change Plans	<input type="checkbox"/> Plug and Abandon	<input type="checkbox"/> Temporarily Abandon	
	<input type="checkbox"/> Convert to Injection	<input type="checkbox"/> Plug Back	<input type="checkbox"/> Water Disposal	

13. Describe Proposed or Completed Operation: Clearly state all pertinent details, including estimated starting date of any proposed work and approximate duration thereof. If the proposal is to deepen directionally or recomplete horizontally, give subsurface locations and measured and true vertical depths of all pertinent markers and zones. Attach the Bond under which the work will be performed or provide the Bond No. on file with BLM/BIA. Required subsequent reports must be filed within 30 days following completion of the involved operations. If the operation results in a multiple completion or recompletion in a new interval, a Form 3160-4 must be filed once testing has been completed. Final Abandonment Notices must be filed only after all requirements, including reclamation, have been completed and the operator has determined that the site is ready for final inspection.)

Finley Resources has done the following:

On 12/14/12 RU. NU BOP's. Test BOP's with Quick Test. Pipe and blinds, floor and top drive valves, choke and kill valves, choke manifold to 3000#. Test annular to 1500#. Csg.to 1500#. Winterize.. Install wear bshg.. Load BHA and strap. PU BHA. TIH and tag at 425'. Test csg.to 1500#.. Drill cement float and shoe 425-505'. Drill from 505-841'. ROP=84'/hr.

On 12/15/12 drill from 841-1481'---128'/hr. RS--function test. Drill from 1481' - 3403'---103'/hr.

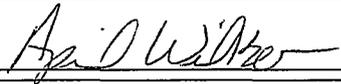
On 12/16/12 Drill from 3403-3834'---86.2/hr. RS--function test BOP's. Drill from 3834 to 4375---83.2'/hr---Loosing circ.from 3950-4375'. Drill from 4375' to 5281'---75.5'/hr---Pumping LCM sweeps regain circ.at 4900'..

On 12/17/12 Drill from 5281-6263'---81.8'/hr. Drill from 6263-7118'---71.2'/hr---full returns---no losses after 6800'.

14. I hereby certify that the foregoing is true and correct. Name (Printed/Typed)
April Wilkerson

Title Regulatory Analyst

Signature



Date 12/17/2012

THIS SPACE FOR FEDERAL OR STATE OFFICE USE

Approved by	Title	Date
Conditions of approval, if any, are attached. Approval of this notice does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.	Office	

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Form 3160-5
(August 2007)

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

FORM APPROVED
OMB No. 1004-0137
Expires: July 31, 2010

SUNDRY NOTICES AND REPORTS ON WELLS
Do not use this form for proposals to drill or to re-enter an abandoned well. Use Form 3160-3 (APD) for such proposals.

5. Lease Serial No.
6. If Indian, Allottee or Tribe Name

SUBMIT IN TRIPLICATE – Other instructions on page 2.

1. Type of Well
 Oil Well Gas Well Other

2. Name of Operator
Finley Resources, Inc

3a. Address
1308 Lake Street
Fort Worth TX 76102

3b. Phone No. (include area code)
817-231-8735

4. Location of Well (Footage, Sec., T., R., M., or Survey Description)
1486 FSL, 1651 FWL, SEC 16-4S-1E

7. If Unit of CA/Agreement, Name and/or No.

8. Well Name and No.
UTE 16-11A-4-1

9. API Well No.
43-047-52666

10. Field and Pool or Exploratory Area
Windy Ridge

11. Country or Parish, State
Utah

12. CHECK THE APPROPRIATE BOX(ES) TO INDICATE NATURE OF NOTICE, REPORT OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION			
<input type="checkbox"/> Notice of Intent	<input type="checkbox"/> Acidize	<input type="checkbox"/> Deepen	<input type="checkbox"/> Production (Start/Resume)	<input type="checkbox"/> Water Shut-Off
<input checked="" type="checkbox"/> Subsequent Report	<input type="checkbox"/> Alter Casing	<input type="checkbox"/> Fracture Treat	<input type="checkbox"/> Reclamation	<input type="checkbox"/> Well Integrity
<input type="checkbox"/> Final Abandonment Notice	<input type="checkbox"/> Casing Repair	<input type="checkbox"/> New Construction	<input type="checkbox"/> Recomplete	<input type="checkbox"/> Other <u>Weekly Report</u>
	<input type="checkbox"/> Change Plans	<input type="checkbox"/> Plug and Abandon	<input type="checkbox"/> Temporarily Abandon	
	<input type="checkbox"/> Convert to Injection	<input type="checkbox"/> Plug Back	<input type="checkbox"/> Water Disposal	

13. Describe Proposed or Completed Operation: Clearly state all pertinent details, including estimated starting date of any proposed work and approximate duration thereof. If the proposal is to deepen directionally or recomplete horizontally, give subsurface locations and measured and true vertical depths of all pertinent markers and zones. Attach the Bond under which the work will be performed or provide the Bond No. on file with BLM/BIA. Required subsequent reports must be filed within 30 days following completion of the involved operations. If the operation results in a multiple completion or recompletion in a new interval, a Form 3160-4 must be filed once testing has been completed. Final Abandonment Notices must be filed only after all requirements, including reclamation, have been completed and the operator has determined that the site is ready for final inspection.)

Finley Resources has done the following:

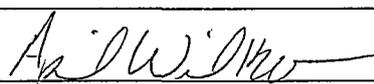
On 12/18/12 - Drill from 7118-7740' 73.1'/hr. Circ.& cond.hole--Spot brine & high vis.pill up to 3400'. POOH with DP and BHA--Funciton test BOP's. RU Weatherford for OH logs. Run OH logs from LTD of 7742--Logging--.

On 12/19/12 - Run OH logs--RD loggers. RU to run csg... RS and function test BOP's.. Safety mtg. Run 183 jts.and marker jt.of 5-1/2" 15.5# LT&C csg. Tag at 7744--no fill. Pull shoe to 7726' with FC at 7674' . RU Halliburton and thaw lines and safety mtg... Test lines and cement as follows: Pump 40 bbl.of gel water followed by 400 sxs.of 10.5 ppg lead cement followed by 700 sxs.of 12.0 ppg tail cement. Wash pump and lines. Drop plug and displace plug with 181 bbl.of cla-sta water and bump plug at 5:00AM on 12/19/12. Bump plug at 1700#. Float held. RD Halliburton. ND and set slips. BLM and State were notified of cementing times previously..

On 12/20/12 - Set slips with 115M#. ND and clean pits.. Release rig at 10:00AM on 12/19/12.

14. I hereby certify that the foregoing is true and correct. Name (Printed/Typed)
April Wilkerson

Title Regulatory Analyst

Signature  Date 1/3/13

THIS SPACE FOR FEDERAL OR STATE OFFICE USE

Approved by

Title

Date

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Office

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Form 3160-5
(August 2007)

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

FORM APPROVED
OMB No. 1004-0137
Expires: July 31, 2010

SUNDRY NOTICES AND REPORTS ON WELLS
Do not use this form for proposals to drill or to re-enter an abandoned well. Use Form 3160-3 (APD) for such proposals.

SUBMIT IN TRIPLICATE – Other instructions on page 2.

1. Type of Well <input checked="" type="checkbox"/> Oil Well <input type="checkbox"/> Gas Well <input type="checkbox"/> Other		5. Lease Serial No.
2. Name of Operator Finley Resources, Inc		6. If Indian, Allottee or Tribe Name
3a. Address 1308 Lake Street Fort Worth TX 76102	3b. Phone No. (include area code) 817-231-8735	7. If Unit of CA/Agreement, Name and/or No.
4. Location of Well (Footage, Sec., T., R., M., or Survey Description) 1486 FSL, 1651 FWL, SEC 16-4S-1E		8. Well Name and No. UTE 16-11A-4-1
		9. API Well No. 43-047-52666
		10. Field and Pool or Exploratory Area Windy Ridge
		11. Country or Parish, State Utah

12. CHECK THE APPROPRIATE BOX(ES) TO INDICATE NATURE OF NOTICE, REPORT OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION			
<input type="checkbox"/> Notice of Intent	<input type="checkbox"/> Acidize	<input type="checkbox"/> Deepen	<input type="checkbox"/> Production (Start/Resume)	<input type="checkbox"/> Water Shut-Off
<input checked="" type="checkbox"/> Subsequent Report	<input type="checkbox"/> Alter Casing	<input type="checkbox"/> Fracture Treat	<input type="checkbox"/> Reclamation	<input type="checkbox"/> Well Integrity
<input type="checkbox"/> Final Abandonment Notice	<input type="checkbox"/> Casing Repair	<input type="checkbox"/> New Construction	<input type="checkbox"/> Recomplete	<input type="checkbox"/> Other <u>Weekly Report</u>
	<input type="checkbox"/> Change Plans	<input type="checkbox"/> Plug and Abandon	<input type="checkbox"/> Temporarily Abandon	
	<input type="checkbox"/> Convert to Injection	<input type="checkbox"/> Plug Back	<input type="checkbox"/> Water Disposal	

13. Describe Proposed or Completed Operation: Clearly state all pertinent details, including estimated starting date of any proposed work and approximate duration thereof. If the proposal is to deepen directionally or recomplete horizontally, give subsurface locations and measured and true vertical depths of all pertinent markers and zones. Attach the Bond under which the work will be performed or provide the Bond No. on file with BLM/BIA. Required subsequent reports must be filed within 30 days following completion of the involved operations. If the operation results in a multiple completion or recompletion in a new interval, a Form 3160-4 must be filed once testing has been completed. Final Abandonment Notices must be filed only after all requirements, including reclamation, have been completed and the operator has determined that the site is ready for final inspection.)

Finley Resources has done the following:

On 1/2/13 MIRU Lone Wolf WL. Ran a 4.625" gauge ring to tag at 7635'. Ran a CBL/DL/GR log from tag at 7635' to surface. Top of tail cement est.at 3110'. Top of lead cement est.at 350'. WO completion. Correlated the log to the Weatherford Compact Triple Combo dated 12/18/12.

14. I hereby certify that the foregoing is true and correct. Name (Printed/Typed) April Wilkerson	Title Regulatory Analyst
Signature 	Date 01/07/2013

THIS SPACE FOR FEDERAL OR STATE OFFICE USE

Approved by	Title	Date
Conditions of approval, if any, are attached. Approval of this notice does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.	Office	

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STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS		5. LEASE DESIGNATION AND SERIAL NUMBER: 14-20-H62-4896
Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
		7. UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL Oil Well		8. WELL NAME and NUMBER: UTE 16-11A-4-1
2. NAME OF OPERATOR: FINLEY RESOURCES INC		9. API NUMBER: 43047526660000
3. ADDRESS OF OPERATOR: PO Box 2200 , Fort Worth, TX, 76113	PHONE NUMBER: 817 231-8735 Ext	9. FIELD and POOL or WILDCAT: WINDY RIDGE
4. LOCATION OF WELL FOOTAGES AT SURFACE: 1486 FSL 1651 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NESW Section: 16 Township: 04.0S Range: 01.0E Meridian: U		COUNTY: UINTAH
		STATE: UTAH
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA		
TYPE OF SUBMISSION	TYPE OF ACTION	
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start: <input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: <input type="checkbox"/> SPUD REPORT Date of Spud: <input checked="" type="checkbox"/> DRILLING REPORT Report Date: 3/18/2013	<input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION <input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER	
	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION OTHER: <input style="width: 100px;" type="text"/>	
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.		
Please see attached		
Accepted by the Utah Division of Oil, Gas and Mining FOR RECORD ONLY March 21, 2013		
NAME (PLEASE PRINT) April Wilkerson	PHONE NUMBER 817 231-8735	TITLE Reg & Enviro Analyst
SIGNATURE N/A	DATE 3/19/2013	

On 2/27/13 MIRU Cutters WL. Perforate the following Wasatch int.per the CBL log dated 1/2/13 and correlated to the Weatherford Triple Combo OH log dated 12/18/12 using a 3-3/8" csg.gun at 3 JPF and 120* phasing: 7321-29' (8'). SI the well. On 2/28/13 MIRU Baker Hughes frac company. Frac Wasatch interval (Zone #1) 7321-29' as follows using a Lightning 20# x-link gel water system as follows: Break down at 3375#. Pump 1000 gal.of 15% HCL followed by a 64 bbl.pad and stage 2-6 ppg 20/40 mesh sand in 178 bb.of fluid and flush with 500 gal.of acid and 171 bbl.of slick water. Total of 24M# of sand and a total load of 530 bbl.Max.rate=39.2; Ave=27.4 BPM; Max.psi=3590#; Ave=3179#; ISIP=2739# (0.81). 5 min=2580#. Set a frac plug at 7250'. Zone #2: Perforate the following Uteland Butte intervals per the above gun and log: 6970-76'; 6988-92'; 7028-32'; 7052-55'; 7081-84'; 7088-91'; 7137-39'; 7143-46'; 7160-64' & 7182-85' (45)': Frac this interval using a Hybrid slick water/x-link gel water system as follows: Pump 8000 gal.of 15% HCL acid followed by a 161 bbl.pad and stage 0.25 to 1.35 ppg sand in slick water followed by 2-4 ppg 20/40 sand in x-link fluid and flush with 500 gal.of acid and 164 bbl.of slick water. Total of 104M# of sand and a total load of 2058 bbl..Max.rate=65.9; Ave=59.2 BPM; Max.psi=3299#; Ave=2983#; ISIP=1875# (0.70). 5 min=1738#. Set a frac plug at 6950'. Perforate the following Castle Peak intervals with same gun and log as follows: 6820-29'; 6854-59'; 6868-71' & 6882-88'. SIFN. On 3/1/13 will continue with frac program.

On 3/1/13 frac Castle Peak gross perf.int.6820-6888' down 5-1/2" csg.as follows: Break at 1483' and frac with 1000 gal.of 15% HCL acid and pump a 191 bbl.pad and stage 2-6 ppg 20/40 mesh sand in 655 bbl.of fluid and flush with 500 gal.of acid and 158 bbl.of slick water. All fluid is Lighting 20# x-link gel water. Total of 92M# of sand and a total load of 693 bbl..Max.rate=66.5; Ave=60.9 BPM; Max.psi=3220#; Ave=3004#; ISIP=2037# (0.74); 5 min=1834#. Set a frac plug at 6790'. Stage #4: Perf.Castle Peak int.at 3JPF per same gun and log: 6714-21'; 6726-28' & 6759-63' (13)'; Frac as follows: Break at 1681#; Pump 500 gal.of acid and pump a 138 bbl.pad and stage 2-6 ppg sand in 379 bbl.of fluid and flush with 500 gal.acid and 157 bbl.of slick water. Total of 53M# of sand and a total load of 782 bbl.Max.rate=62.7; Ave=61.3; Max.psi=3297#; Ave=3248#; ISIP=1997# (0.73); 5 min=1808#; Set a frac plug at 6690'. Zone #5: Perf.the following Black Shale int.as follows: 6451-55'; 6576-78'; 6601-03'; 6615-19'; 6626-28' & 6639-42' (17'). Having problems with x-linking and SIFN to move in more fresh water. On 3/2/13 frac Black Shale int.as follows: Break at 1801#. Pump 500 gal.of acid followed by a 180 bbl.pad and stage 2-6 ppg 20/40 sand in 427 bbl.of water and flush with 500 gal.acid and 152 bbl.slick water. Total of 68M# of sand and a total load of 861 bbl.Max.rate=65.3; Ave=61.2 BPM; max.psi=3310#; Ave=3052#; ISIP=2094#(0.76); 5 min=1940#. Set a frac plug at 6400'.Zone#6: Douglas Creek: Perf.the following intervals: 6024-29' & 6266-70' (9)'; Frac this as follows: Break at 1741#. Pump 500 gal.acid and stage a 96 bbl.pad and stage 2-6 ppg 20/40 mesh sand in 272 bbl.of fluid and flush with 500 gal.acid and 142 bbl.slick water. Total of 36M# of sand and a total load of 590 bbl.Max.rate 67.5; Ave=59.9 BPM; Max.psi=3135#; Ave=2846#; ISIP=1460# (0.68); 5 min=1406#; Set a frac plug at 5980#; Zone #7: Garden Gulch: Perf.the following intervals: 5877-80' & 5884-92' (11)'; Break at 756#; Frac with 500 gal.of acid and a 145 bbl.pad and stage 2-6 ppg sand in 400 bbl.of fluid and flush with 500 gal.of acid and 137 bbl.slick water. Total of 55M# of sand and a total load of 760 bbl..Max.rate=46.9; Ave=43.5; Max.psi=2988#; Ave=2232#; ISIP=1978# (0.77); 5 min=1637#; Set a frac plug at 5750'. Zone #8: Garden Gulch: Perf.the following intervals: 5358-60'; 5390-5404'; 5406-19 & 5543-45' (31)'; Break at 1234#; Pump 500 gal.of acid and pump a 329 bbl.pad and stage 2-6 ppg 20/40 sand in 877 bbl.of fluid and flush

with 500 gal. of acid and 125 bbl. of slick water. Total of 124M# of sand and a total load of 1425 bbl.. Max. rate=67.9; Ave=61.6 BPM; Max. psi=2715#; Ave=2576#; ISIP=1733# (0.76); 5 min=1525#; Set a frac plug at 5250'; Zone #9: Green River. Perf. the following intervals: 4892-98'; 4932-36'; 4946-48'; 4964-67'; 4988-91'; 5102-07' & 5111-15' (27');

On PM of 3/7/13 MIRU service rig to start completion of well. SICP=0#. ND frac head and NU BOP's. SIFN. On 3/8/13 will PU mill and tbg. and start to drill out plugs.

On 3/8/13 spot in equipment. Had to haul in gravel and blade out due to mud. SICP=0#. Tally and rabbit in the hole with 4-5/8" mill, pump off bit sub assembly and new 2-7/8" EUE 8rd 6.5# J-55 tbg.. RU swivel at 5250 after tagging comp. frac plug. Establish circ. with 2% KCL water and drill out plug. Tag sand at 5738' and clean out frac plug at 5750' and drill out. Cont. in the hole and tag sand at 5960' and clean out to frac plug at 5980' and drill out. Circ. hole clean and pull mill to 4800' and SIFN. On 3/9/13 will continue to clean out hole. Did not take any kicks and hole standing static.

On 3/9/13 SITP=0# and SICP=vacuum. Run back in hole with mill and tbg. and finish drilling out composite frac plugs as follows: Tag sand at 6380' and drill clean out to plug #4 at 6400' and drill out. Cont. in hole and tag sand at 6675' and clean out to plug #5 at 6690' and drill out. Cont. in hole and tag plug #6 at 6860' and drill out. Cont. in hole and tag sand at 6890' and clean out to plug #7 at 6950' and drill out took 300# kick with increase in flow. Cont. in hole at drill out plug #8 at 7250'. Cont. in hole and tag clean out to 7571' and hard and would not drill out (call this PBDT at 7571'). Circ. hole clean with 2% KCL water and pull mill to 4786' and SIFW. On AM of 3/11/13 SITP=0# with float in string and SICP=300#. Will RIH and check for fill and POOH with mill and run production string.

On 3/11/13 SITP and SICP=0#. RIH to check for fill and had none (PBDT=7571'). Spot biocide on bottom. POOH with drill out string and lay down mill and pump off bit sub assembly. RIH with production string as follows: Barred NC; 1 jt. tbg.; 4' perf. sub; SN; 7 jts. of tbg.; 5-1/2" TAC; 161 jts. of tbg.. Set TAC with 12M# tension. ND BOPs and NU flow tee. Flush tbg. with 60 bbl. of hot KCL water. Bucket test new pump. RIH with pump; 3' guided pony rod; 6 weight bars (guided); 10-3/4" guided rods; 20-3/4" plain rods and SIFN. On 3/12/13 will finish running rods and pump and rig down completion rig.

On 3/12/13 SITP and SICP=50#. Bled off with water flow. Pump 30 bbl. of brine down the tbg.. Dead. Continue to RIH with rods and pump. Seat pump and space out. Fill tbg. with 20 bbl. of KCL water. Long stroke pump to 800# and held Ok. Clamp off well. RDMO Duco WS. Turn well over to production department. Final report of completion. Tbg. Detail: Barred NC; 1 jt. of tbg.; 4' perf. sub; SN; 7 jts. of tbg.; 5-1/2"x2-7/8" TAC; 161 jts. of tbg. to surface. All tbg. is 2-7/8" EUE 8rd J-55 6.5#. Tbg. tail at 5550.06; SN at 5513.15'; TAC with 12M# tension @ 5281.24'. All depths are with 13' KB. Rod and pump detail: 2-1/2"x1-1/2"x16' RHAC pump (National); 3x1" pull rod; 6-1-1/2" K-bars with guides; 10-3/4" guided rods; 111-3/4" slick rods; 91-7/8" slick rods; polish rod (1-1/2"x30'). No pony rods

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STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

JUL 23 2013
DIV. OF OIL, GAS & MINING

AMENDED REPORT FORM 8
(highlight changes)

WELL COMPLETION OR RECOMPLETION REPORT AND LOG

1a. TYPE OF WELL: OIL WELL [X] GAS WELL [] DRY [] OTHER []
b. TYPE OF WORK: NEW WELL [] HORIZ. LATS. [] DEEP-EN [] RE-ENTRY [] DIFF. RESVR. [] OTHER []
2. NAME OF OPERATOR: Finley Resources, Inc
3. ADDRESS OF OPERATOR: 1308 Lake Street CITY Fort Worth STATE TX ZIP 76102 PHONE NUMBER: (817) 231-8735
4. LOCATION OF WELL (FOOTAGES) AT SURFACE: 1486 FSL, 1651 FWL AT TOP PRODUCING INTERVAL REPORTED BELOW: 1486 FSL, 1651 FWL AT TOTAL DEPTH: 1486 FSL, 1651 FWL
5. LEASE DESIGNATION AND SERIAL NUMBER: 14-20-H62-4896
6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
7. UNIT OR CA AGREEMENT NAME: Ute
8. WELL NAME AND NUMBER: 16-11A-4-1
9. API NUMBER: 4304752666
10. FIELD AND POOL, OR WILDCAT: Windy Ridge
11. QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: N25W 16 4S 1E
12. COUNTY: Uintah 13. STATE: UTAH
14. DATE SPUDDED: 12/13/2012 15. DATE T.D. REACHED: 12/20/2012 16. DATE COMPLETED: 3/13/2013 ABANDONED [] READY TO PRODUCE [X]
17. ELEVATIONS (DF, RKB, RT, GL): 5302 GL
18. TOTAL DEPTH: MD 7,740 TVD 7,740 19. PLUG BACK T.D.: MD 7,571 TVD 7,571 20. IF MULTIPLE COMPLETIONS, HOW MANY? * 21. DEPTH BRIDGE MD PLUG SET: TVD
22. TYPE ELECTRIC AND OTHER MECHANICAL LOGS RUN (Submit copy of each)
23. WAS WELL CORED? NO [X] YES [] (Submit analysis) WAS DST RUN? NO [X] YES [] (Submit report) DIRECTIONAL SURVEY? NO [X] YES [] (Submit copy)

24. CASING AND LINER RECORD (Report all strings set in well)
Table with columns: HOLE SIZE, SIZE/GRADE, WEIGHT (#/ft.), TOP (MD), BOTTOM (MD), STAGE CEMENTER DEPTH, CEMENT TYPE & NO. OF SACKS, SLURRY VOLUME (BBL), CEMENT TOP **, AMOUNT PULLED
Rows: 12 1/4, 8 5/8 J55, 24, 505, G 260, surface; 7 7/8, 5 1/2 J55, 15.5, 7,726, 1,100, 350(CBL)

25. TUBING RECORD
Table with columns: SIZE, DEPTH SET (MD), PACKER SET (MD)
Row: 2 7/8, 5,550

26. PRODUCING INTERVALS
Table with columns: FORMATION NAME, TOP (MD), BOTTOM (MD), TOP (TVD), BOTTOM (TVD)
Row (A): GreenRiver/Wasal, 4,892, 7,329
27. PERFORATION RECORD
Table with columns: INTERVAL (Top/Bot - MD), SIZE, NO. HOLES, PERFORATION STATUS
Row: 4,892 7,329, Open [X] Squeezed []

28. ACID, FRACTURE, TREATMENT, CEMENT SQUEEZE, ETC.
Table with columns: DEPTH INTERVAL, AMOUNT AND TYPE OF MATERIAL
Row: 4892-7329, 8950 bbl tot. fluid ; 603,000# of 20/40 mesh sand

29. ENCLOSED ATTACHMENTS:
[] ELECTRICAL/MECHANICAL LOGS [] GEOLOGIC REPORT [] DST REPORT [] DIRECTIONAL SURVEY
[] SUNDRY NOTICE FOR PLUGGING AND CEMENT VERIFICATION [] CORE ANALYSIS [] OTHER:
30. WELL STATUS: P

31. INITIAL PRODUCTION

INTERVAL A (As shown in Item #26)

DATE FIRST PRODUCED:		TEST DATE: 5/5/2013		HOURS TESTED: 24		TEST PRODUCTION RATES: →		OIL – BBL: 63	GAS – MCF: 0	WATER – BBL: 220	PROD. METHOD: Pump
CHOKE SIZE:	TBG. PRESS.	CSG. PRESS. 50	API GRAVITY 38.60	BTU – GAS	GAS/OIL RATIO	24 HR PRODUCTION RATES: →	OIL – BBL: 63	GAS – MCF: 0	WATER – BBL: 220	INTERVAL STATUS: Prod	

INTERVAL B (As shown in Item #26)

DATE FIRST PRODUCED:		TEST DATE:		HOURS TESTED:		TEST PRODUCTION RATES: →		OIL – BBL:	GAS – MCF:	WATER – BBL:	PROD. METHOD:
CHOKE SIZE:	TBG. PRESS.	CSG. PRESS.	API GRAVITY	BTU – GAS	GAS/OIL RATIO	24 HR PRODUCTION RATES: →	OIL – BBL:	GAS – MCF:	WATER – BBL:	INTERVAL STATUS:	

INTERVAL C (As shown in Item #26)

DATE FIRST PRODUCED:		TEST DATE:		HOURS TESTED:		TEST PRODUCTION RATES: →		OIL – BBL:	GAS – MCF:	WATER – BBL:	PROD. METHOD:
CHOKE SIZE:	TBG. PRESS.	CSG. PRESS.	API GRAVITY	BTU – GAS	GAS/OIL RATIO	24 HR PRODUCTION RATES: →	OIL – BBL:	GAS – MCF:	WATER – BBL:	INTERVAL STATUS:	

INTERVAL D (As shown in Item #26)

DATE FIRST PRODUCED:		TEST DATE:		HOURS TESTED:		TEST PRODUCTION RATES: →		OIL – BBL:	GAS – MCF:	WATER – BBL:	PROD. METHOD:
CHOKE SIZE:	TBG. PRESS.	CSG. PRESS.	API GRAVITY	BTU – GAS	GAS/OIL RATIO	24 HR PRODUCTION RATES: →	OIL – BBL:	GAS – MCF:	WATER – BBL:	INTERVAL STATUS:	

32. DISPOSITION OF GAS (Sold, Used for Fuel, Vented, Etc.)

33. SUMMARY OF POROUS ZONES (Include Aquifers):

Show all important zones of porosity and contents thereof: Cored intervals and all drill-stem tests, including depth interval tested, cushion used, time tool open, flowing and shut-in pressures and recoveries.

34. FORMATION (Log) MARKERS:

Formation	Top (MD)	Bottom (MD)	Descriptions, Contents, etc.	Name	Top (Measured Depth)
Green River	2,443				
Garden Gultch	5,148				
Douglas Creek	5,949				
Black Shale	6,536				
Castle Peak	6,710				
Uteland Butte	7,052				
Wasatch	7,189				
TD	7,740				

35. ADDITIONAL REMARKS (Include plugging procedure)

36. I hereby certify that the foregoing and attached information is complete and correct as determined from all available records.

NAME (PLEASE PRINT) April Wilkerson

TITLE Regulatory Analyst

SIGNATURE _____

DATE 6/28/2013

This report must be submitted within 30 days of

- completing or plugging a new well
- drilling horizontal laterals from an existing well bore
- recompleting to a different producing formation
- reentering a previously plugged and abandoned well
- significantly deepening an existing well bore below the previous bottom-hole depth
- drilling hydrocarbon exploratory holes, such as core samples and stratigraphic tests

* ITEM 20: Show the number of completions if production is measured separately from two or more formations.

** ITEM 24: Cement Top – Show how reported top(s) of cement were determined (circulated (CIR), calculated (CAL), cement bond log (CBL), temperature survey (TS)).

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