

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 THREE RIVERS 2-23-820								
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 WILDCAT								
4. TYPE OF WELL Oil Well Coalbed Methane Well: NO						5. UNIT or COMMUNITIZATION AGREEMENT NAME								
6. NAME OF OPERATOR AXIA ENERGY LLC						7. OPERATOR PHONE 720 746-5200								
8. ADDRESS OF OPERATOR 1430 Larimer Ste 400, Denver, CO, 80202						9. OPERATOR E-MAIL rsatre@axiaenergy.com								
10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE) ML-49318			11. MINERAL OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input checked="" type="checkbox"/> FEE <input type="checkbox"/>			12. SURFACE OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input checked="" type="checkbox"/> FEE <input type="checkbox"/>								
13. NAME OF SURFACE OWNER (if box 12 = 'fee')						14. SURFACE OWNER PHONE (if box 12 = 'fee')								
15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee')						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 type="checkbox"/> DIRECTIONAL <input checked="" type="checkbox"/> HORIZONTAL <input type="checkbox"/>								
20. LOCATION OF WELL		FOOTAGES		QTR-QTR		SECTION		TOWNSHIP		RANGE		MERIDIAN		
LOCATION AT SURFACE		2627 FNL 906 FWL		SWNW		2		8.0 S		20.0 E		S		
Top of Uppermost Producing Zone		2640 FNL 1332 FWL		SENW		2		8.0 S		20.0 E		S		
At Total Depth		2640 FNL 1332 FWL		SENW		2		8.0 S		20.0 E		S		
21. COUNTY UINTAH			22. DISTANCE TO NEAREST LEASE LINE (Feet) 906			23. NUMBER OF ACRES IN DRILLING UNIT 40								
			25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 10			26. PROPOSED DEPTH MD: 8787 TVD: 8753								
27. ELEVATION - GROUND LEVEL 4808			28. BOND NUMBER LPM9046682			29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE 49-2262 - RNI at Green River								
Hole, Casing, and Cement Information														
String	Hole Size	Casing Size	Length	Weight	Grade & Thread	Max Mud Wt.	Cement		Sacks	Yield	Weight			
SURF	11	8.625	0 - 900	32.0	J-55 LT&C	8.7	Premium Lite High Strength		70	2.97	11.5			
							Class G		115	1.16	15.8			
PROD	7.875	5.5	0 - 8787	17.0	N-80 LT&C	9.2	Premium Lite High Strength		75	3.38	11.0			
							Premium Lite High Strength		555	2.31	12.0			
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 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 checked="" type="checkbox"/> DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)						<input checked="" type="checkbox"/> TOPOGRAPHICAL MAP								
NAME Don Hamilton				TITLE Permitting Agent (Buys & Associates, Inc)				PHONE 435 719-2018						
SIGNATURE				DATE 05/16/2012				EMAIL starpoint@etv.net						
API NUMBER ASSIGNED 43047526880000				APPROVAL  Permit Manager										

DRILLING PLAN

Axia Energy, LLC
Three Rivers Project
Three Rivers #2-23-820
SWNW Sec 2 T8S R20E
Uintah County, Utah

1. ESTIMATED FORMATION TOPS

FORMATION	TOP (TVD)	COMMENTS
Uinta	Surface	Gas & Degraded Oil; Possible Brackish H ₂ O
Green River	2,922'	Oil & Associated Gas
Lower Green River*	4,887'	Oil & Associated Gas
Wasatch*	6,753'	Oil & Associated Gas
TD	8,787' (MD) 8,753' (TVD)	

NOTE: Datum, Ground Level (GL) Elevation: 4,808'; Asterisks (*) denotes target pay intervals

A) The State of Utah, Division of Oil, Gas and Mining will be notified within 24 hours of spudding the well.

2. CASING PROGRAM

CASING	HOLE SIZE	DEPTH SET (MD)	CSG SIZE	WGHT	GRD	THRD	CAPACITY (bbl/ft)
CONDUCTOR		50-75	13 3/8				
SURFACE	11	900 ±	8 5/8	32.0	J-55	LTC	0.0609
PRODUCTION	7 7/8	8,787'	5 1/2	17.0	N-80	LTC	0.0232

NOTE: All casing depth intervals are to surface unless otherwise noted.

Casing Specs

SIZE (in)	ID (in)	DRIFT DIA (in)	COLLAPSE RESISTANCE (psi)	INTERNAL YIELD (psi)	TENSILE YIELD (lbs)	JOINT STRENGTH (lbs)
8 5/8	7.921	7.796	2,530	3,930	503,000	417,000
5 1/2	4.892	4.767	6,280	7,740	397,000	348,000

*The State of Utah will be notified 24 hours prior to running casing, cementing, and BOPE testing

FLOAT EQUIPMENT

SURFACE (8 5/8): Float Shoe, 1 JNT Casing, Float Collar
Centralizers: 1st 4 Joints: every joint
Remainder: every third joint

PRODUCTION (5 1/2): Float Shoe, 1 JNT Casing, Float Collar
Centralizers: 1st 4 Joints: every joint
Remainder: every third joint 500' into surface casing

NOTE: 5 1/2" 17# N-80 or equivalent marker collar or casing joints will be placed at the top of the Green River and approximately 400' above the Wasatch.

3. CEMENT PROGRAM

CONDUCTOR (13 3/8): Ready Mix – Cement to surface

SURFACE (8 5/8): Cement Top: Surface
Lead: 70 sks, Premium Lightweight Cmt w/ additives, 11.50 ppg, 2.97 cf/sk, 50% excess
Tail: 115 sks Class G Cement w/ additives, 15.80 ppg, 1.16 cf/sk, 50% excess

NOTE: The above volumes are based on a gauge-hole + 50% excess.

PRODUCTION (5 1/2): Cement Top – 1,500'

Lead: 75 sacks – Premium Lite II – 11.0 ppg, 3.38 ft³/sk – 20% excess

Tail: 555 sacks – Light Premium Cement w/ additives – 12.0 ppg, 2.31 ft³/sk – 20% excess

NOTE: The above volumes are based on gauge hole + 20% excess. Adjustments will be made and volumes will be caliper + 10%.

NOTE: The above volumes are based on a gauged-hole. Adjustments will be made based on caliper.

- A) For Surface casing, if cement falls or does not circulate to surface, cement will be topped off.
- B) Cement will not be placed down annulus with a 1" pipe unless BLM is contacted.
- C) The State of Utah will be notified 24 hours prior to running casing and cementing.

4. PRESSURE CONTROL EQUIPMENT

- A) The State of Utah, Division of Oil, Gas and Mining will be notified 24 hours prior to all BOPE pressure tests.

- B)** The BOPE shall be closed whenever the well is unattended.
- a) All BOPE connections subjected to well pressure will be flanged, welded, or clamped.
 - b) Choke Manifold:
 - i) Tee blocks or targeted 'T's will be used and anchored to prevent slip and reduce vibration.
 - ii) Two adjustable chokes will be used in the choke manifold.
 - iii) All valves (except chokes) in kill line choke manifold and choke line will not restrict the flow.
 - iv) Pressure gauges in the well control system will be designed for drilling fluid.
- C)** BOPE Testing:
- a) BOPE shall be pressure tested when initially installed, whenever any seal subject to pressure testing is broken, or after repairs.
 - b) All BOP tests will be performed with a test plug in place.
 - c) BOP will be tested to full stack working pressure and annular preventer to 50% stack working pressure.

INTERVAL	BOP EQUIPMENT
0 – 900 ±	11" Diverter with Rotating Head
900 ± – TD	3,000# Ram Double BOP & Annular with Diverter & Rotating Head

NOTE: Drilling spool to accommodate choke and kill lines.

5. MUD PROGRAM

- A)** Mud test will be performed at least every 24 hours and after mudding up to determine density, viscosity, gel strength, filtration, and pH.
- B)** Gas-detecting equipment will be installed and operated in the mud-return system from top of Green River Formation to TD.
- a) Flare line discharge will be located no less than 100 feet from the wellhead using straight or targeted 'T's and anchors.

INTERVAL	MUD WGHT	VISC	FLUID LOSS	COMMENTS
SURF – 900 ±	8.4 – 8.7 ppg	32	NC	Spud Mud
900 ± – TD	8.6 – 9.2 ppg	40	NC	DAP/Gel

NOTE: Mud weight increases will be directed by hole conditions.

6. ABNORMAL CONDITIONS

- A)** No abnormal pressures or temperatures are anticipated.
- a) Estimated bottom hole pressure at TD will be approximately 3,790 psi (normal pressure gradient: 0.433 psi/ft).
 - b) Estimated maximum surface pressure will be approximately 1,926 psi (estimated bottom hole minus pressure of partially evacuated hole (gradient: 0.220 psi/ft)).
- B)** No hydrogen sulfide is anticipated.

INTERVAL	CONDITION
SURF – 900 ±	Lost Circulation Possible
900 ± – TD	Lost Circulation Possible

7. **AUXILIARY EQUIPMENT**

- A) Choke Manifold
- B) Upper and lower kelly cock with handle available
- C) Stabbing valve
- D) Safety valve and subs to fit all string connections in use

8. **SURVEY & LOGGING PROGRAMS**

- A) Cores: None anticipated.
- B) Testing: None anticipated.
- C) Directional Drilling: Directional tools will be used to locate the bottom hole per the attached directional plan +/-.
- D) Open Hole Logs: TD to surface casing: resistivity, neutron density, gamma ray and caliper.
- E) Mud Logs: Computerized 2-person logging unit will catch and describe 10 foot samples from top of Green River Formation to TD; record and monitor gas shows and record drill times (normal mud logging duties).

9. **HAZARDOUS MATERIALS**

In accordance with Superfund Amendments and Reauthorization Act of 1986 (SARA) Title III, no chemicals subject to reporting in an amount equal to or greater than 10,000 pounds will be used, produced, stored, transported, or disposed of annually in association with the drilling of this well.

CONFIDENTIAL

T8S, R20E, S.L.B.&M.

AXIA ENERGY

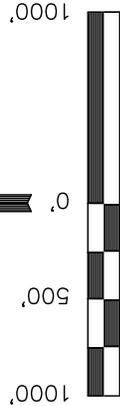
Well location, THREE RIVERS #2-23-820, located as shown in the SW 1/4 NW 1/4 of Section 2, T8S, R20E, S.L.B.&M., Uintah County, Utah.

BASIS OF ELEVATION

BENCH MARK (38EAM) LOCATED IN THE SW 1/4 OF SECTION 9, T7S, R20E, S.L.B.&M. TAKEN FROM THE PELICAN LAKE, QUADRANGLE, UTAH, UINTAH COUNTY, 7.5 MINUTE QUAD (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 4942 FEET.

BASIS OF BEARINGS

BASIS OF BEARINGS IS A G.P.S. OBSERVATION.



S C A L E
C E R T I F I C A T E

THIS IS TO CERTIFY THAT THE ABOVE POINT 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.

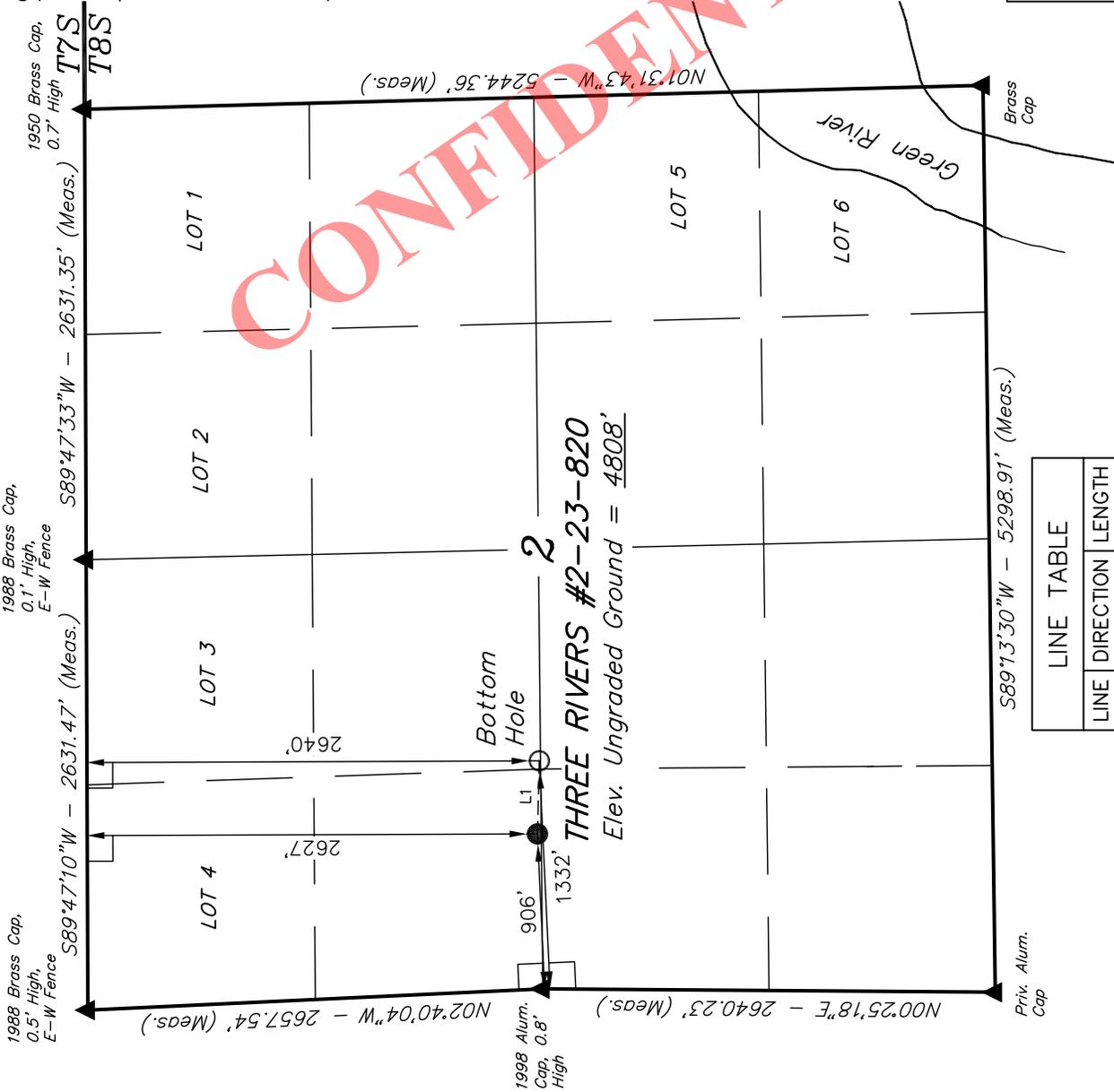
DEE LAND SURVEYOR
STATE OF UTAH
 REGISTRATION NO. 161319
 DATE OF EXPIRATION 04-29-12

DEE ROBERTA

UINTAH ENGINEERING & LAND SURVEYING

85 SOUTH 200 EAST - VERNAL, UTAH 84078
(435) 789-1017

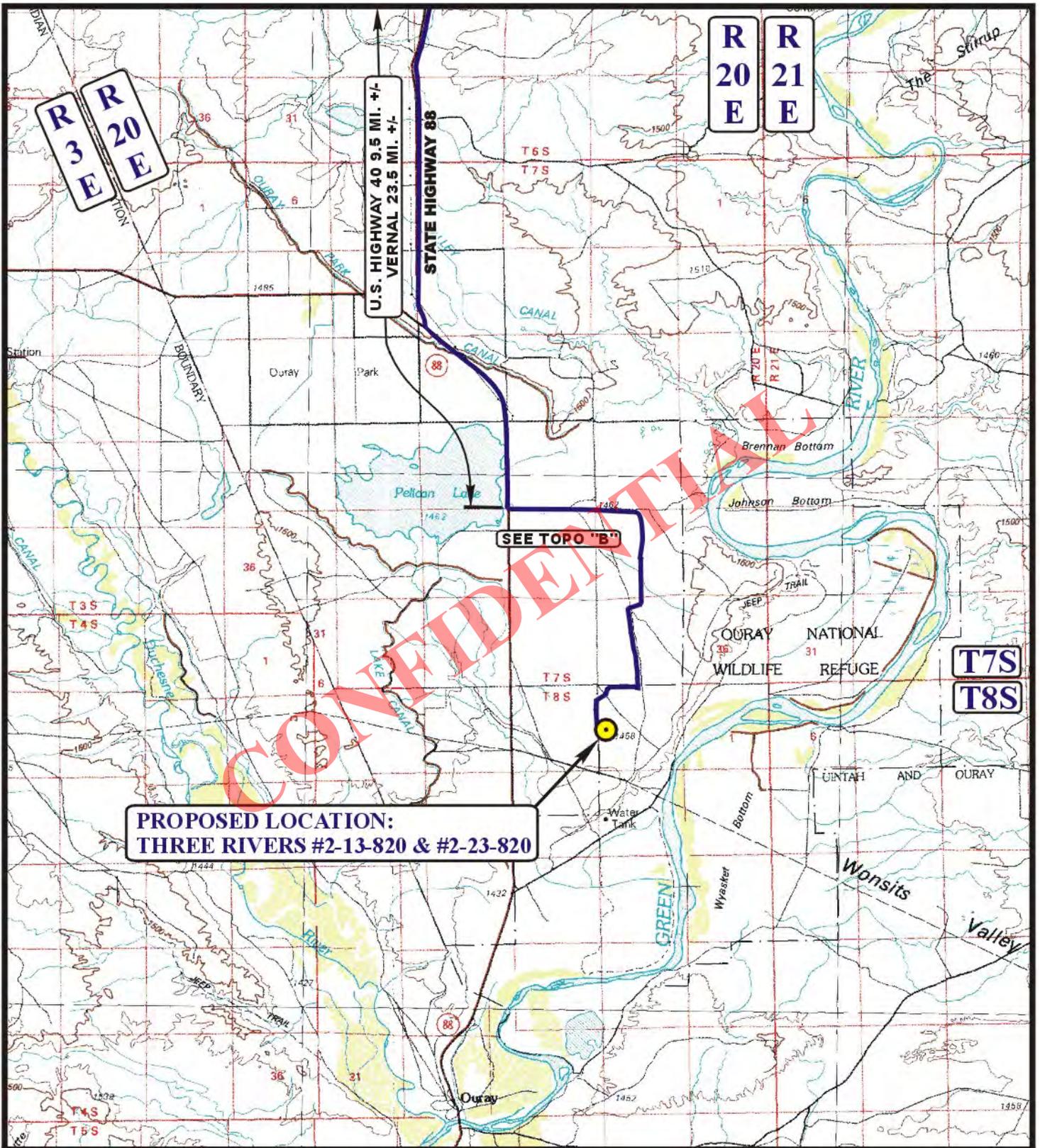
SCALE	1" = 1000'	DATE SURVEYED:	03-29-12	DATE DRAWN:	04-04-12
PARTY	B.H. N.F. N.S.	REFERENCES	G.L.O. PLAT		
WEATHER	WARM	FILE	AXIA ENERGY		



LINE TABLE		
LINE	DIRECTION	LENGTH
L1	S88°30'17"E	427.11'

NAD 83 (TARGET BOTTOM HOLE)		NAD 83 (SURFACE LOCATION)	
LATITUDE = 40°09'06.93"	(40.151925)	LATITUDE = 40°09'07.05"	(40.151958)
LONGITUDE = 109°38'24.56"	(109.640156)	LONGITUDE = 109°38'30.06"	(109.641683)
NAD 27 (TARGET BOTTOM HOLE)		NAD 27 (SURFACE LOCATION)	
LATITUDE = 40°09'07.06"	(40.151961)	LATITUDE = 40°09'07.18"	(40.151994)
LONGITUDE = 109°38'22.06"	(109.639461)	LONGITUDE = 109°38'27.56"	(109.640989)

- LEGEND:**
- = 90° SYMBOL
 - = PROPOSED WELL HEAD.
 - ▲ = SECTION CORNERS LOCATED.



LEGEND:

● PROPOSED LOCATION



AXIA ENERGY

**THREE RIVERS #2-13-820 & #2-23-820
SECTION 2, T8S, R20E, S.L.B.&M.
SW 1/4 NW 1/4**



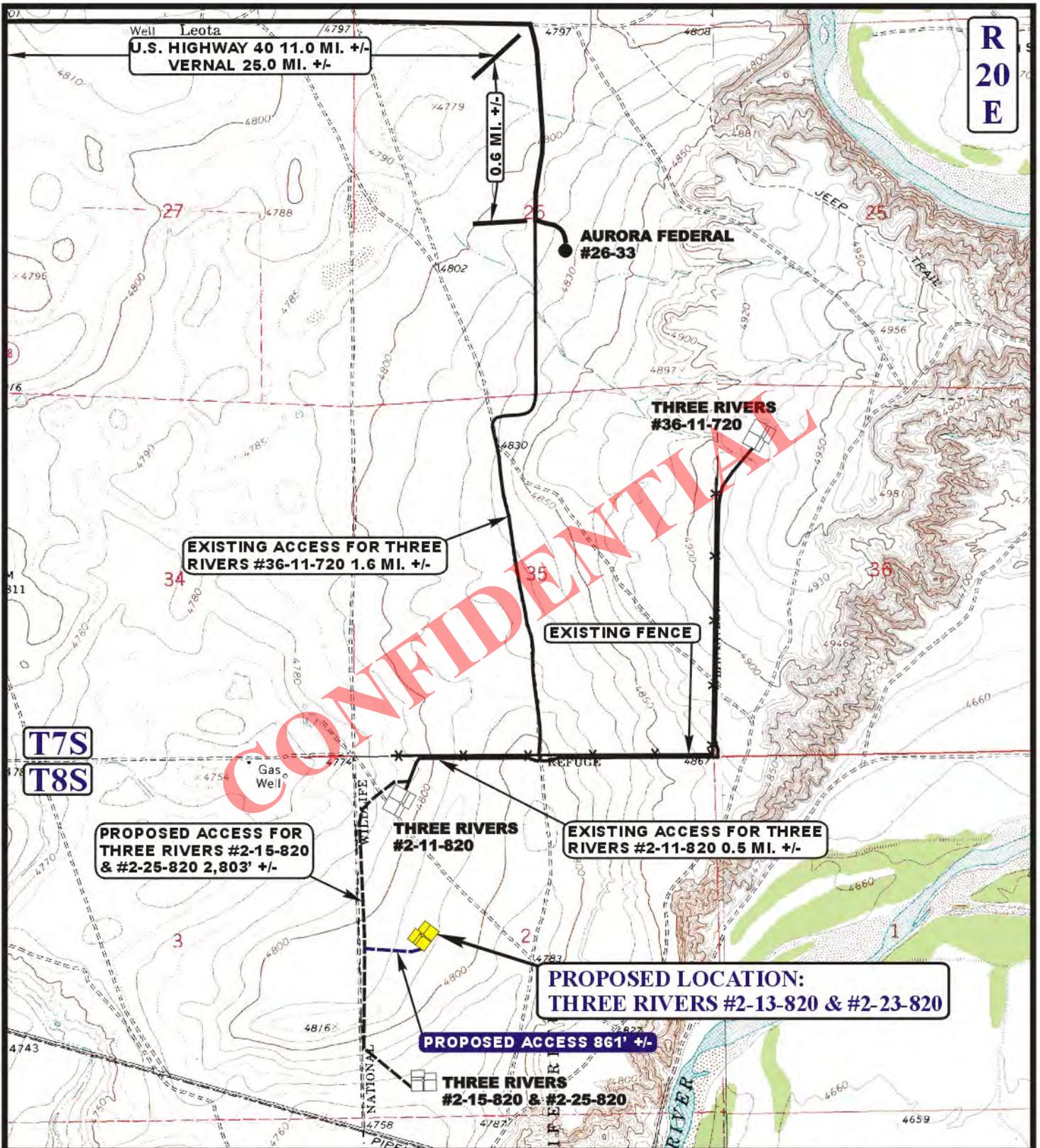
Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

**ACCESS ROAD
MAP**

04 13 12
MONTH DAY YEAR



SCALE: 1:100,000 DRAWN BY: A.T. REVISED: 00-00-00



LEGEND:

- EXISTING ROAD
- PROPOSED ACCESS ROAD
- EXISTING 2-TRACK NEEDS UPGRADED



AXIA ENERGY

THREE RIVERS #2-13-820 & #2-23-820
SECTION 2, T8S, R20E, S.L.B.&M.
SW 1/4 NW 1/4

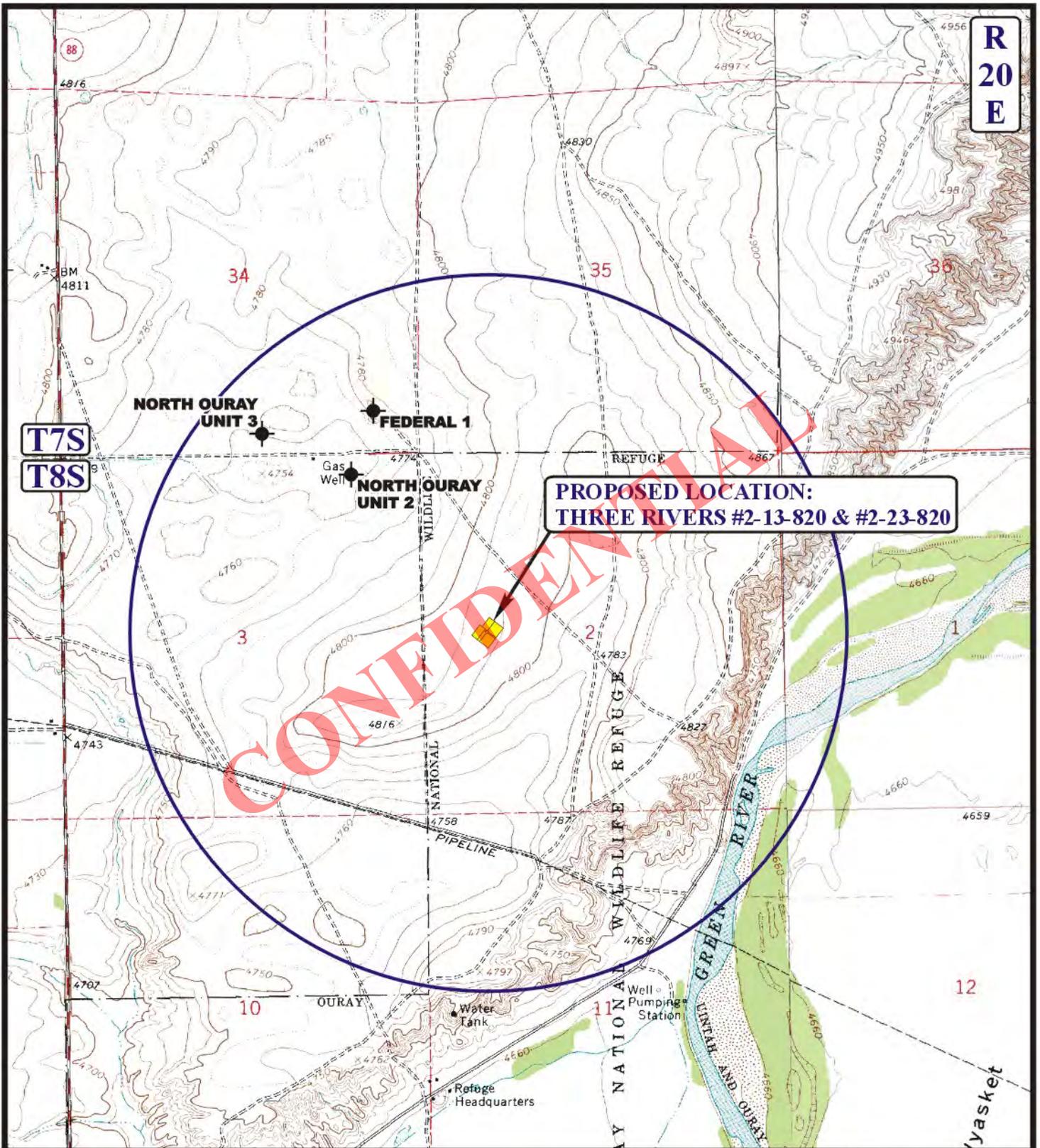
U&L S Utah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

ACCESS ROAD
M A P

04 MONTH	13 DAY	12 YEAR
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SCALE: 1" = 2000' DRAWN BY: A.T. REVISED: 00-00-00

B
TOPO



LEGEND:

- | | |
|-------------------|-------------------------|
| ⊗ DISPOSAL WELLS | ⊗ WATER WELLS |
| ● PRODUCING WELLS | ● ABANDONED WELLS |
| ● SHUT IN WELLS | ● TEMPORARILY ABANDONED |



AXIA ENERGY

THREE RIVERS #2-13-820 & #2-23-820
SECTION 2, T8S, R20E, S.L.B.&M.
SW 1/4 NW 1/4



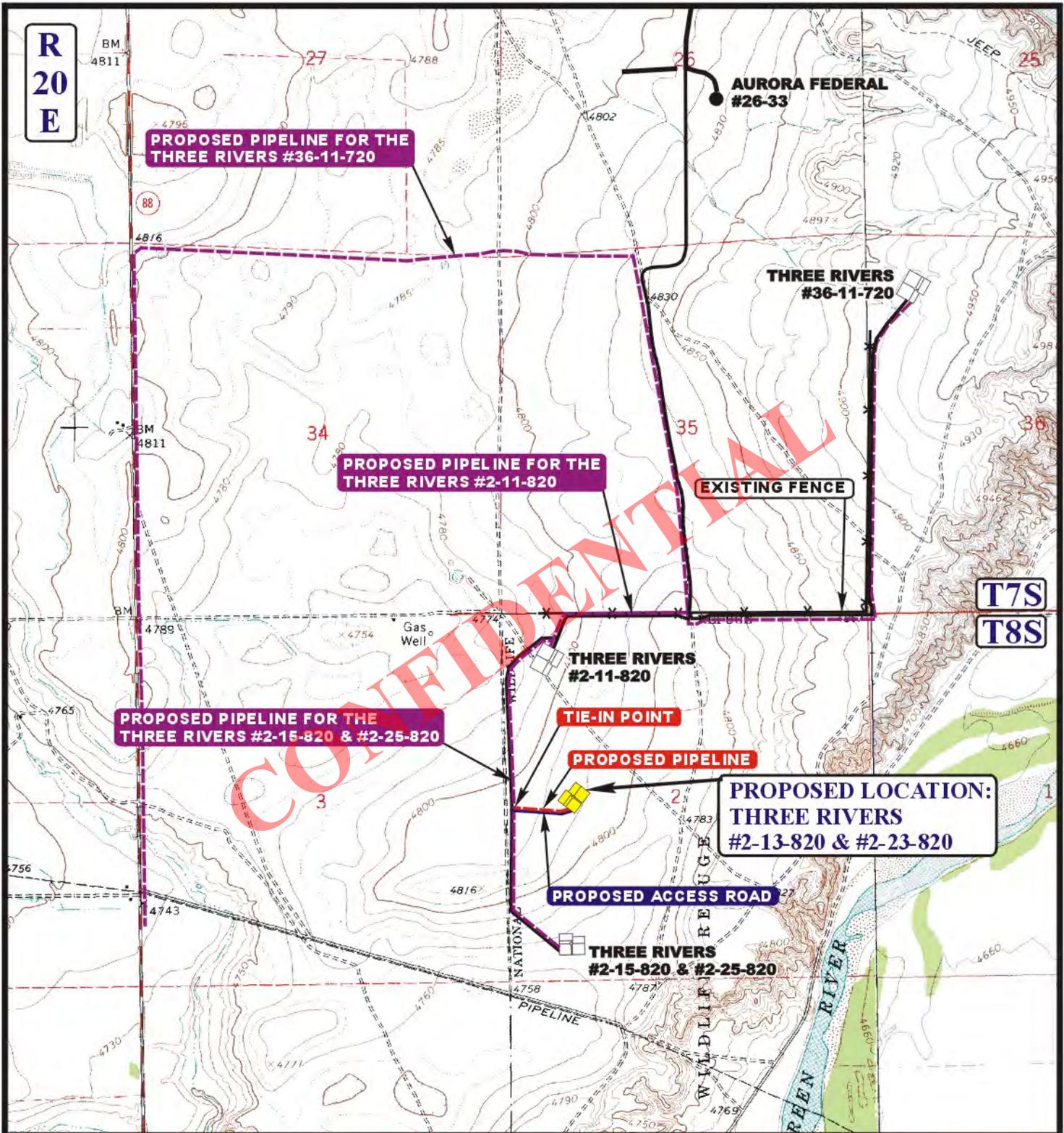
Uintah Engineering & Land Surveying
 85 South 200 East Vernal, Utah 84078
 (435) 789-1017 * FAX (435) 789-1813

TOPOGRAPHIC
MAP

04	13	12
MONTH	DAY	YEAR

SCALE: 1" = 2000' DRAWN BY: A.T. REVISED: 00-00-00





APPROXIMATE TOTAL PIPELINE DISTANCE = 816' +/-

LEGEND:

- PROPOSED ACCESS ROAD
- - - - - PROPOSED PIPELINE
- - - - - PROPOSED PIPELINE (SERVICING OTHER WELLS)

AXIA ENERGY

**THREE RIVERS #2-13-820 & #2-23-820
SECTION 2, T8S, R20E, S.L.B.&M.
SW 1/4 NW 1/4**



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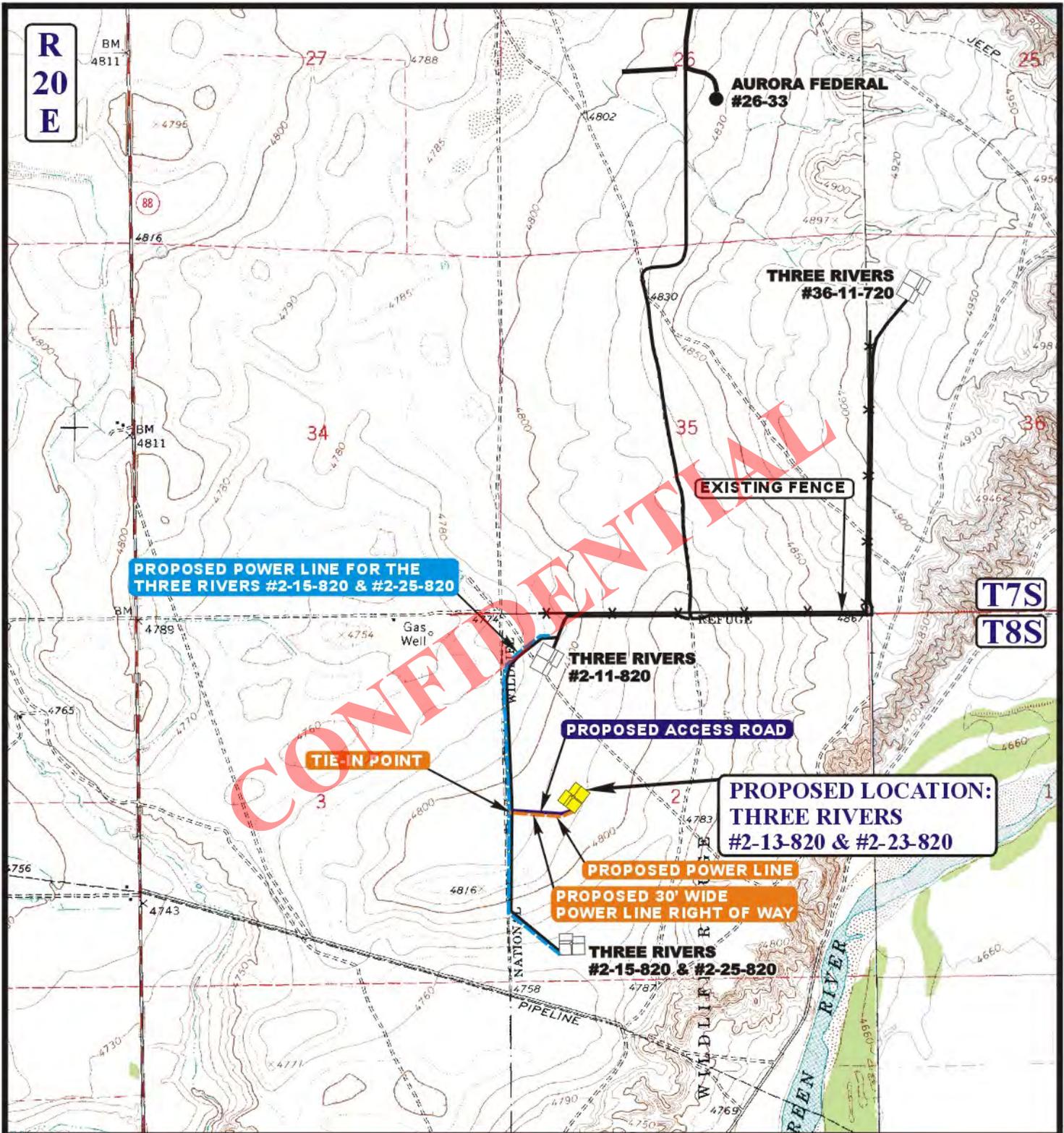


**TOPOGRAPHIC
MAP**

04 13 12
MONTH DAY YEAR

SCALE: 1" = 1000' DRAWN BY: A.T. REVISED: 00-00-00

**D
TOPO**



APPROXIMATE TOTAL POWER LINE DISTANCE = 904' +/-

LEGEND:

- PROPOSED ACCESS ROAD
- PROPOSED POWER LINE
- - - - - PROPOSED POWER LINE (SERVICING OTHER WELLS)

AXIA ENERGY

THREE RIVERS #2-13-820 & #2-23-820
SECTION 2, T8S, R20E, S.L.B.&M.
SW 1/4 NW 1/4



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TOPOGRAPHIC
MAP

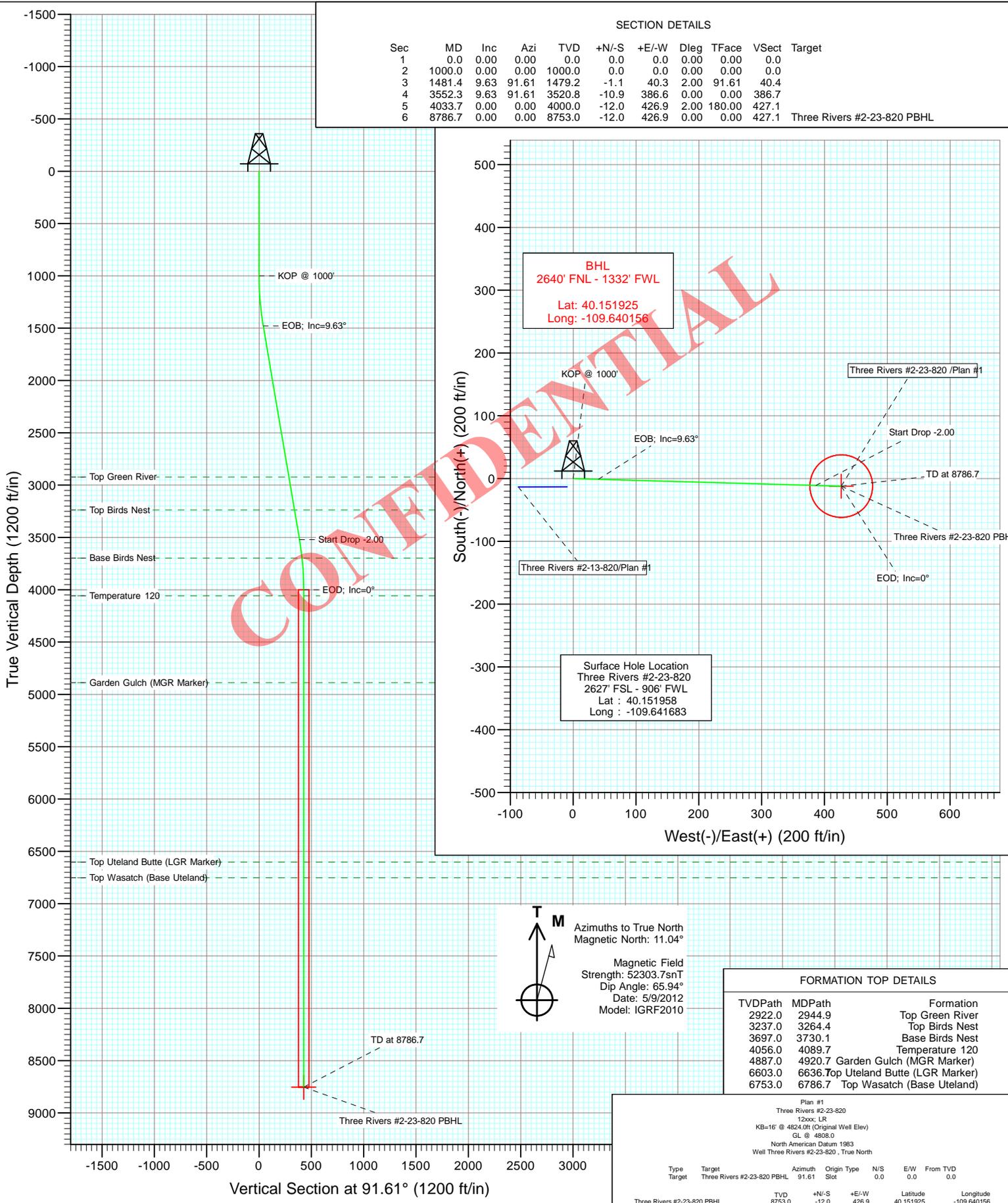
04 13 12
 MONTH DAY YEAR

E
TOPO

SCALE: 1" = 1000' DRAWN BY: A.T. REVISED: 00-00-00

Axia Energy

Project: Uintah County, UT
 Site: SEC 2-T8S-R20E
 Well: Three Rivers #2-23-820
 Wellbore: DD
 Design: Plan #1



Cathedral Energy Services

Planning Report

Database:	USA EDM 5000 Multi Users DB	Local Co-ordinate Reference:	Well Three Rivers #2-23-820
Company:	Axia Energy	TVD Reference:	KB=16' @ 4824.0ft (Original Well Elev)
Project:	Uintah County, UT	MD Reference:	KB=16' @ 4824.0ft (Original Well Elev)
Site:	SEC 2-T8S-R20E	North Reference:	True
Well:	Three Rivers #2-23-820	Survey Calculation Method:	Minimum Curvature
Wellbore:	DD		
Design:	Plan #1		

Project	Uintah County, UT		
Map System:	US State Plane 1983	System Datum:	Mean Sea Level
Geo Datum:	North American Datum 1983		
Map Zone:	Utah Northern Zone		

Site	SEC 2-T8S-R20E				
Site Position:		Northing:	3,222,459.91 ft	Latitude:	40.157697
From:	Lat/Long	Easting:	2,162,546.84 ft	Longitude:	-109.632158
Position Uncertainty:	0.0 ft	Slot Radius:	13.200 in	Grid Convergence:	1.23 °

Well	Three Rivers #2-23-820					
Well Position	+N/-S	0.0 ft	Northing:	3,220,312.31 ft	Latitude:	40.151958
	+E/-W	0.0 ft	Easting:	2,159,929.39 ft	Longitude:	-109.641683
Position Uncertainty		0.0 ft	Wellhead Elevation:	ft	Ground Level:	4,808.0 ft

Wellbore	DD				
Magnetics	Model Name	Sample Date	Declination	Dip Angle	Field Strength
	IGRF2010	5/9/2012	(°)	(°)	(nT)
			11.04	65.94	52,304

Design	Plan #1			
Audit Notes:				
Version:	Phase:	PLAN	Tie On Depth:	0.0
Vertical Section:	Depth From (TVD)	+N/-S	+E/-W	Direction
	(ft)	(ft)	(ft)	(°)
	0.0	0.0	0.0	91.61

Plan Sections										
Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)	TFO (°)	Target
0.0	0.00	0.00	0.0	0.0	0.0	0.00	0.00	0.00	0.00	
1,000.0	0.00	0.00	1,000.0	0.0	0.0	0.00	0.00	0.00	0.00	
1,481.4	9.63	91.61	1,479.2	-1.1	40.3	2.00	2.00	0.00	91.61	
3,552.3	9.63	91.61	3,520.8	-10.9	386.6	0.00	0.00	0.00	0.00	
4,033.7	0.00	0.00	4,000.0	-12.0	426.9	2.00	-2.00	0.00	180.00	
8,786.7	0.00	0.00	8,753.0	-12.0	426.9	0.00	0.00	0.00	0.00	Three Rivers #2-23-8:

Cathedral Energy Services

Planning Report

Database: USA EDM 5000 Multi Users DB
Company: Axia Energy
Project: Uintah County, UT
Site: SEC 2-T8S-R20E
Well: Three Rivers #2-23-820
Wellbore: DD
Design: Plan #1

Local Co-ordinate Reference: Well Three Rivers #2-23-820
TVD Reference: KB=16' @ 4824.0ft (Original Well Elev)
MD Reference: KB=16' @ 4824.0ft (Original Well Elev)
North Reference: True
Survey Calculation Method: Minimum Curvature

Planned Survey

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Comments / Formations
0.0	0.00	0.00	0.0	0.0	0.0	0.0	0.00	0.00	
100.0	0.00	0.00	100.0	0.0	0.0	0.0	0.00	0.00	
200.0	0.00	0.00	200.0	0.0	0.0	0.0	0.00	0.00	
300.0	0.00	0.00	300.0	0.0	0.0	0.0	0.00	0.00	
400.0	0.00	0.00	400.0	0.0	0.0	0.0	0.00	0.00	
500.0	0.00	0.00	500.0	0.0	0.0	0.0	0.00	0.00	
600.0	0.00	0.00	600.0	0.0	0.0	0.0	0.00	0.00	
700.0	0.00	0.00	700.0	0.0	0.0	0.0	0.00	0.00	
800.0	0.00	0.00	800.0	0.0	0.0	0.0	0.00	0.00	
900.0	0.00	0.00	900.0	0.0	0.0	0.0	0.00	0.00	
1,000.0	0.00	0.00	1,000.0	0.0	0.0	0.0	0.00	0.00	KOP @ 1000'
1,100.0	2.00	91.61	1,100.0	0.0	1.7	1.7	2.00	2.00	
1,200.0	4.00	91.61	1,199.8	-0.2	7.0	7.0	2.00	2.00	
1,300.0	6.00	91.61	1,299.5	-0.4	15.7	15.7	2.00	2.00	
1,400.0	8.00	91.61	1,398.7	-0.8	27.9	27.9	2.00	2.00	
1,481.4	9.63	91.61	1,479.2	-1.1	40.3	40.4	2.00	2.00	EOB; Inc=9.63°
1,500.0	9.63	91.61	1,497.5	-1.2	43.4	43.5	0.00	0.00	
1,600.0	9.63	91.61	1,596.1	-1.7	60.2	60.2	0.00	0.00	
1,700.0	9.63	91.61	1,694.7	-2.2	76.9	76.9	0.00	0.00	
1,800.0	9.63	91.61	1,793.3	-2.6	93.6	93.6	0.00	0.00	
1,900.0	9.63	91.61	1,891.8	-3.1	110.3	110.4	0.00	0.00	
2,000.0	9.63	91.61	1,990.4	-3.6	127.0	127.1	0.00	0.00	
2,100.0	9.63	91.61	2,089.0	-4.0	143.8	143.8	0.00	0.00	
2,200.0	9.63	91.61	2,187.6	-4.5	160.5	160.5	0.00	0.00	
2,300.0	9.63	91.61	2,286.2	-5.0	177.2	177.3	0.00	0.00	
2,400.0	9.63	91.61	2,384.8	-5.5	193.9	194.0	0.00	0.00	
2,500.0	9.63	91.61	2,483.4	-5.9	210.6	210.7	0.00	0.00	
2,600.0	9.63	91.61	2,582.0	-6.4	227.4	227.5	0.00	0.00	
2,700.0	9.63	91.61	2,680.6	-6.9	244.1	244.2	0.00	0.00	
2,800.0	9.63	91.61	2,779.2	-7.3	260.8	260.9	0.00	0.00	
2,900.0	9.63	91.61	2,877.8	-7.8	277.5	277.6	0.00	0.00	
2,944.9	9.63	91.61	2,922.0	-8.0	285.0	285.1	0.00	0.00	Top Green River
3,000.0	9.63	91.61	2,976.4	-8.3	294.2	294.4	0.00	0.00	
3,100.0	9.63	91.61	3,074.9	-8.7	311.0	311.1	0.00	0.00	
3,200.0	9.63	91.61	3,173.5	-9.2	327.7	327.8	0.00	0.00	
3,264.4	9.63	91.61	3,237.0	-9.5	338.4	338.6	0.00	0.00	Top Birds Nest
3,300.0	9.63	91.61	3,272.1	-9.7	344.4	344.5	0.00	0.00	
3,400.0	9.63	91.61	3,370.7	-10.2	361.1	361.3	0.00	0.00	
3,500.0	9.63	91.61	3,469.3	-10.6	377.8	378.0	0.00	0.00	
3,552.3	9.63	91.61	3,520.8	-10.9	386.6	386.7	0.00	0.00	Start Drop -2.00
3,600.0	8.67	91.61	3,568.0	-11.1	394.2	394.3	2.00	-2.00	
3,700.0	6.67	91.61	3,667.1	-11.5	407.5	407.7	2.00	-2.00	
3,730.1	6.07	91.61	3,697.0	-11.6	410.9	411.0	2.00	-2.00	Base Birds Nest
3,800.0	4.67	91.61	3,766.6	-11.7	417.4	417.6	2.00	-2.00	
3,900.0	2.67	91.61	3,866.4	-11.9	423.8	424.0	2.00	-2.00	
4,000.0	0.67	91.61	3,966.3	-12.0	426.7	426.9	2.00	-2.00	
4,033.7	0.00	0.00	4,000.0	-12.0	426.9	427.1	2.00	-2.00	EOD; Inc=0°
4,089.7	0.00	0.00	4,056.0	-12.0	426.9	427.1	0.00	0.00	Temperature 120
4,100.0	0.00	0.00	4,066.3	-12.0	426.9	427.1	0.00	0.00	
4,200.0	0.00	0.00	4,166.3	-12.0	426.9	427.1	0.00	0.00	
4,300.0	0.00	0.00	4,266.3	-12.0	426.9	427.1	0.00	0.00	
4,400.0	0.00	0.00	4,366.3	-12.0	426.9	427.1	0.00	0.00	

Cathedral Energy Services

Planning Report

Database: USA EDM 5000 Multi Users DB
Company: Axia Energy
Project: Uintah County, UT
Site: SEC 2-T8S-R20E
Well: Three Rivers #2-23-820
Wellbore: DD
Design: Plan #1

Local Co-ordinate Reference: Well Three Rivers #2-23-820
TVD Reference: KB=16' @ 4824.0ft (Original Well Elev)
MD Reference: KB=16' @ 4824.0ft (Original Well Elev)
North Reference: True
Survey Calculation Method: Minimum Curvature

Planned Survey

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Comments / Formations
4,500.0	0.00	0.00	4,466.3	-12.0	426.9	427.1	0.00	0.00	
4,600.0	0.00	0.00	4,566.3	-12.0	426.9	427.1	0.00	0.00	
4,700.0	0.00	0.00	4,666.3	-12.0	426.9	427.1	0.00	0.00	
4,800.0	0.00	0.00	4,766.3	-12.0	426.9	427.1	0.00	0.00	
4,900.0	0.00	0.00	4,866.3	-12.0	426.9	427.1	0.00	0.00	
4,920.7	0.00	0.00	4,887.0	-12.0	426.9	427.1	0.00	0.00	Garden Gulch (MGR Marker)
5,000.0	0.00	0.00	4,966.3	-12.0	426.9	427.1	0.00	0.00	
5,100.0	0.00	0.00	5,066.3	-12.0	426.9	427.1	0.00	0.00	
5,200.0	0.00	0.00	5,166.3	-12.0	426.9	427.1	0.00	0.00	
5,300.0	0.00	0.00	5,266.3	-12.0	426.9	427.1	0.00	0.00	
5,400.0	0.00	0.00	5,366.3	-12.0	426.9	427.1	0.00	0.00	
5,500.0	0.00	0.00	5,466.3	-12.0	426.9	427.1	0.00	0.00	
5,600.0	0.00	0.00	5,566.3	-12.0	426.9	427.1	0.00	0.00	
5,700.0	0.00	0.00	5,666.3	-12.0	426.9	427.1	0.00	0.00	
5,800.0	0.00	0.00	5,766.3	-12.0	426.9	427.1	0.00	0.00	
5,900.0	0.00	0.00	5,866.3	-12.0	426.9	427.1	0.00	0.00	
6,000.0	0.00	0.00	5,966.3	-12.0	426.9	427.1	0.00	0.00	
6,100.0	0.00	0.00	6,066.3	-12.0	426.9	427.1	0.00	0.00	
6,200.0	0.00	0.00	6,166.3	-12.0	426.9	427.1	0.00	0.00	
6,300.0	0.00	0.00	6,266.3	-12.0	426.9	427.1	0.00	0.00	
6,400.0	0.00	0.00	6,366.3	-12.0	426.9	427.1	0.00	0.00	
6,500.0	0.00	0.00	6,466.3	-12.0	426.9	427.1	0.00	0.00	
6,600.0	0.00	0.00	6,566.3	-12.0	426.9	427.1	0.00	0.00	
6,636.7	0.00	0.00	6,603.0	-12.0	426.9	427.1	0.00	0.00	Top Uteland Butte (LGR Marker)
6,700.0	0.00	0.00	6,666.3	-12.0	426.9	427.1	0.00	0.00	
6,786.7	0.00	0.00	6,753.0	-12.0	426.9	427.1	0.00	0.00	Top Wasatch (Base Uteland)
6,800.0	0.00	0.00	6,766.3	-12.0	426.9	427.1	0.00	0.00	
6,900.0	0.00	0.00	6,866.3	-12.0	426.9	427.1	0.00	0.00	
7,000.0	0.00	0.00	6,966.3	-12.0	426.9	427.1	0.00	0.00	
7,100.0	0.00	0.00	7,066.3	-12.0	426.9	427.1	0.00	0.00	
7,200.0	0.00	0.00	7,166.3	-12.0	426.9	427.1	0.00	0.00	
7,300.0	0.00	0.00	7,266.3	-12.0	426.9	427.1	0.00	0.00	
7,400.0	0.00	0.00	7,366.3	-12.0	426.9	427.1	0.00	0.00	
7,500.0	0.00	0.00	7,466.3	-12.0	426.9	427.1	0.00	0.00	
7,600.0	0.00	0.00	7,566.3	-12.0	426.9	427.1	0.00	0.00	
7,700.0	0.00	0.00	7,666.3	-12.0	426.9	427.1	0.00	0.00	
7,800.0	0.00	0.00	7,766.3	-12.0	426.9	427.1	0.00	0.00	
7,900.0	0.00	0.00	7,866.3	-12.0	426.9	427.1	0.00	0.00	
8,000.0	0.00	0.00	7,966.3	-12.0	426.9	427.1	0.00	0.00	
8,100.0	0.00	0.00	8,066.3	-12.0	426.9	427.1	0.00	0.00	
8,200.0	0.00	0.00	8,166.3	-12.0	426.9	427.1	0.00	0.00	
8,300.0	0.00	0.00	8,266.3	-12.0	426.9	427.1	0.00	0.00	
8,400.0	0.00	0.00	8,366.3	-12.0	426.9	427.1	0.00	0.00	
8,500.0	0.00	0.00	8,466.3	-12.0	426.9	427.1	0.00	0.00	
8,600.0	0.00	0.00	8,566.3	-12.0	426.9	427.1	0.00	0.00	
8,700.0	0.00	0.00	8,666.3	-12.0	426.9	427.1	0.00	0.00	
8,786.7	0.00	0.00	8,753.0	-12.0	426.9	427.1	0.00	0.00	TD at 8786.7 - Three Rivers #2-23-820 PBHL

Cathedral Energy Services

Planning Report

Database:	USA EDM 5000 Multi Users DB	Local Co-ordinate Reference:	Well Three Rivers #2-23-820
Company:	Axia Energy	TVD Reference:	KB=16' @ 4824.0ft (Original Well Elev)
Project:	Uintah County, UT	MD Reference:	KB=16' @ 4824.0ft (Original Well Elev)
Site:	SEC 2-T8S-R20E	North Reference:	True
Well:	Three Rivers #2-23-820	Survey Calculation Method:	Minimum Curvature
Wellbore:	DD		
Design:	Plan #1		

Targets									
Target Name	Dip Angle (°)	Dip Dir. (°)	TVD (ft)	+N/-S (ft)	+E/-W (ft)	Northing (ft)	Easting (ft)	Latitude	Longitude
Three Rivers #2-23-820 - hit/miss target - Shape - plan hits target center - Circle (radius 50.0)	0.00	0.00	8,753.0	-12.0	426.9	3,220,309.43	2,160,356.47	40.151925	-109.640156

Formations						
Measured Depth (ft)	Vertical Depth (ft)	Name	Lithology	Dip (°)	Dip Direction (°)	
2,944.9	2,922.0	Top Green River				
3,264.4	3,237.0	Top Birds Nest				
3,730.1	3,697.0	Base Birds Nest				
4,089.7	4,056.0	Temperature 120				
4,920.7	4,887.0	Garden Gulch (MGR Marker)				
6,636.7	6,603.0	Top Uteland Butte (LGR Marker)				
6,786.7	6,753.0	Top Wasatch (Base Uteland)				

Plan Annotations					
Measured Depth (ft)	Vertical Depth (ft)	Local Coordinates		Comment	
		+N/-S (ft)	+E/-W (ft)		
1,000.0	1,000.0	0.0	0.0	KOP @ 1000'	
1,481.4	1,479.2	-1.1	40.3	EOB; Inc=9.63°	
3,552.3	3,520.8	-10.9	386.6	Start Drop -2.00	
4,033.7	4,000.0	-12.0	426.9	EOD; Inc=0°	
8,786.7	8,753.0	-12.0	426.9	TD at 8786.7	

Axia Energy

Uintah County, UT

SEC 2-T8S-R20E

Three Rivers #2-23-820

DD

Plan #1

Anticollision Report

09 May, 2012

CONFIDENTIAL

Cathedral Energy Services
Anticollision Report

Company:	Axia Energy	Local Co-ordinate Reference:	Well Three Rivers #2-23-820
Project:	Uintah County, UT	TVD Reference:	KB=16' @ 4824.0ft (Original Well Elev)
Reference Site:	SEC 2-T8S-R20E	MD Reference:	KB=16' @ 4824.0ft (Original Well Elev)
Site Error:	0.0ft	North Reference:	True
Reference Well:	Three Rivers #2-23-820	Survey Calculation Method:	Minimum Curvature
Well Error:	0.0ft	Output errors are at	2.00 sigma
Reference Wellbore	DD	Database:	USA EDM 5000 Multi Users DB
Reference Design:	Plan #1	Offset TVD Reference:	Offset Datum

Reference	Plan #1
Filter type:	GLOBAL FILTER APPLIED: All wellpaths within 200'+ 100/1000 of reference
Interpolation Method:	MD Interval 100.0ft
Depth Range:	Unlimited
Results Limited by:	Maximum center-center distance of 1,078.7ft
Warning Levels Evaluated at:	2.00 Sigma
Error Model:	ISCWSA
Scan Method:	Closest Approach 3D
Error Surface:	Elliptical Conic

Survey Tool Program	Date	5/9/2012
From (ft)	To (ft)	Survey (Wellbore)
0.0	8,786.7	Plan #1 (DD)
		Tool Name
		MWD
		Description
		Geolink MWD

Summary							
Site Name	Reference Measured Depth (ft)	Offset Measured Depth (ft)	Distance Between Centres (ft)	Distance Between Ellipses (ft)	Separation Factor	Warning	
Offset Well - Wellbore - Design							
SEC 2-T8S-R20E							
Three Rivers #2-13-820 - DD - Plan #1	1,000.0	1,000.0	16.2	12.8	4.716	CC, ES, SF	

Cathedral Energy Services
Anticollision Report

Company:	Axia Energy	Local Co-ordinate Reference:	Well Three Rivers #2-23-820
Project:	Uintah County, UT	TVD Reference:	KB=16' @ 4824.0ft (Original Well Elev)
Reference Site:	SEC 2-T8S-R20E	MD Reference:	KB=16' @ 4824.0ft (Original Well Elev)
Site Error:	0.0ft	North Reference:	True
Reference Well:	Three Rivers #2-23-820	Survey Calculation Method:	Minimum Curvature
Well Error:	0.0ft	Output errors are at	2.00 sigma
Reference Wellbore	DD	Database:	USA EDM 5000 Multi Users DB
Reference Design:	Plan #1	Offset TVD Reference:	Offset Datum

Offset Design													SEC 2-T8S-R20E - Three Rivers #2-13-820 - DD - Plan #1	Offset Site Error:	0.0 ft
Survey Program: 0-MWD														Offset Well Error:	0.0 ft
Reference		Offset		Semi Major Axis			Distance				Total Uncertainty Axis	Separation Factor	Warning		
Measured Depth (ft)	Vertical Depth (ft)	Measured Depth (ft)	Vertical Depth (ft)	Reference (ft)	Offset (ft)	Highside Toolface (°)	Offset Wellbore Centre +N/-S (ft)	+E/-W (ft)	Between Centres (ft)	Between Ellipses (ft)					
0.0	0.0	0.0	0.0	0.0	0.0	-144.07	-13.1	-9.5	16.2						
100.0	100.0	100.0	100.0	0.1	0.1	-144.07	-13.1	-9.5	16.2	15.9	0.29	55.245			
200.0	200.0	200.0	200.0	0.3	0.3	-144.07	-13.1	-9.5	16.2	15.6	0.64	25.221			
300.0	300.0	300.0	300.0	0.5	0.5	-144.07	-13.1	-9.5	16.2	15.2	0.99	16.340			
400.0	400.0	400.0	400.0	0.7	0.7	-144.07	-13.1	-9.5	16.2	14.9	1.34	12.085			
500.0	500.0	500.0	500.0	0.8	0.8	-144.07	-13.1	-9.5	16.2	14.5	1.69	9.588			
600.0	600.0	600.0	600.0	1.0	1.0	-144.07	-13.1	-9.5	16.2	14.2	2.04	7.946			
700.0	700.0	700.0	700.0	1.2	1.2	-144.07	-13.1	-9.5	16.2	13.8	2.39	6.785			
800.0	800.0	800.0	800.0	1.4	1.4	-144.07	-13.1	-9.5	16.2	13.5	2.74	5.919			
900.0	900.0	900.0	900.0	1.5	1.5	-144.07	-13.1	-9.5	16.2	13.1	3.09	5.250			
1,000.0	1,000.0	1,000.0	1,000.0	1.7	1.7	-144.07	-13.1	-9.5	16.2	12.8	3.43	4.716	CC, ES, SF		
1,100.0	1,100.0	1,099.5	1,099.5	1.9	1.9	133.13	-13.1	-11.2	18.4	14.6	3.78	4.870			
1,200.0	1,199.8	1,198.4	1,198.2	2.1	2.1	149.21	-13.1	-16.4	26.7	22.6	4.13	6.476			
1,300.0	1,299.5	1,295.8	1,295.3	2.3	2.3	160.65	-13.2	-24.8	42.6	38.1	4.47	9.540			
1,400.0	1,398.7	1,391.1	1,389.9	2.5	2.5	167.07	-13.2	-36.2	65.8	61.0	4.79	13.732			
1,500.0	1,497.5	1,483.8	1,481.5	2.7	2.7	170.70	-13.2	-50.3	95.8	90.7	5.11	18.744			
1,600.0	1,596.1	1,577.7	1,574.0	3.0	3.0	172.86	-13.3	-66.4	129.0	123.5	5.45	23.681			
1,700.0	1,694.7	1,672.0	1,666.9	3.3	3.2	174.14	-13.3	-82.5	162.2	156.4	5.78	28.064			
1,800.0	1,793.2	1,766.2	1,759.7	3.6	3.5	174.99	-13.3	-98.7	195.5	189.4	6.11	31.975			
1,900.0	1,891.8	1,860.5	1,852.6	3.9	3.8	175.59	-13.4	-114.9	228.9	222.4	6.45	35.484			
2,000.0	1,990.4	1,954.7	1,945.4	4.2	4.1	176.03	-13.4	-131.1	262.2	255.4	6.78	38.650			
2,100.0	2,089.0	2,049.0	2,038.3	4.5	4.4	176.38	-13.5	-147.3	295.6	288.4	7.12	41.520			
2,200.0	2,187.6	2,143.2	2,131.2	4.8	4.7	176.66	-13.5	-163.4	328.9	321.5	7.45	44.133			
2,300.0	2,286.2	2,237.5	2,224.0	5.2	5.0	176.88	-13.5	-179.6	362.3	354.5	7.79	46.523			
2,400.0	2,384.8	2,331.8	2,316.9	5.5	5.3	177.07	-13.6	-195.8	395.7	387.6	8.12	48.716			
2,500.0	2,483.4	2,426.0	2,409.7	5.8	5.6	177.23	-13.6	-212.0	429.1	420.6	8.46	50.737			
2,600.0	2,582.0	2,520.3	2,502.6	6.1	5.9	177.36	-13.7	-228.2	462.5	453.7	8.79	52.605			
2,700.0	2,680.6	2,614.5	2,595.5	6.5	6.3	177.48	-13.7	-244.4	495.8	486.7	9.13	54.335			
2,800.0	2,779.2	2,708.8	2,688.3	6.8	6.6	177.58	-13.7	-260.5	529.2	519.8	9.46	55.944			
2,900.0	2,877.8	2,803.1	2,781.2	7.1	6.9	177.67	-13.8	-276.7	562.6	552.8	9.79	57.443			
3,000.0	2,976.3	2,897.3	2,874.0	7.5	7.2	177.75	-13.8	-292.9	596.0	585.9	10.13	58.844			
3,100.0	3,074.9	2,991.6	2,966.9	7.8	7.5	177.82	-13.9	-309.1	629.4	618.9	10.46	60.155			
3,200.0	3,173.5	3,085.8	3,059.7	8.1	7.8	177.89	-13.9	-325.3	662.8	652.0	10.80	61.385			
3,300.0	3,272.1	3,180.1	3,152.6	8.5	8.2	177.95	-13.9	-341.4	696.2	685.1	11.13	62.542			
3,400.0	3,370.7	3,274.3	3,245.5	8.8	8.5	178.00	-14.0	-357.6	729.6	718.1	11.47	63.631			
3,500.0	3,469.3	3,368.6	3,338.3	9.1	8.8	178.05	-14.0	-373.8	763.0	751.2	11.80	64.658			
3,600.0	3,568.0	3,463.0	3,431.3	9.5	9.1	178.10	-14.1	-390.0	796.0	783.8	12.16	65.484			
3,700.0	3,667.1	3,565.3	3,532.1	9.7	9.5	178.16	-14.1	-407.5	826.1	813.5	12.54	65.866			
3,800.0	3,766.6	3,702.6	3,668.1	10.0	9.9	178.20	-14.1	-426.6	849.8	836.8	12.98	65.464			
3,900.0	3,866.3	3,843.7	3,808.5	10.1	10.2	178.23	-14.2	-439.5	865.3	851.8	13.42	64.482			
4,000.0	3,966.3	3,986.8	3,951.5	10.3	10.4	178.24	-14.2	-445.5	872.4	858.5	13.85	62.977			
4,100.0	4,066.3	4,101.6	4,066.3	10.4	10.5	-90.14	-14.2	-445.9	872.9	858.6	14.23	61.346			
4,200.0	4,166.3	4,201.6	4,166.3	10.5	10.6	-90.14	-14.2	-445.9	872.9	858.3	14.58	59.874			
4,300.0	4,266.3	4,301.6	4,266.3	10.6	10.8	-90.14	-14.2	-445.9	872.9	857.9	14.93	58.471			
4,400.0	4,366.3	4,401.6	4,366.3	10.8	10.9	-90.14	-14.2	-445.9	872.9	857.6	15.28	57.133			
4,500.0	4,466.3	4,501.6	4,466.3	10.9	11.0	-90.14	-14.2	-445.9	872.9	857.2	15.63	55.854			
4,600.0	4,566.3	4,601.6	4,566.3	11.0	11.1	-90.14	-14.2	-445.9	872.9	856.9	15.98	54.632			
4,700.0	4,666.3	4,701.6	4,666.3	11.1	11.3	-90.14	-14.2	-445.9	872.9	856.5	16.33	53.462			
4,800.0	4,766.3	4,801.6	4,766.3	11.3	11.4	-90.14	-14.2	-445.9	872.9	856.2	16.68	52.341			
4,900.0	4,866.3	4,901.6	4,866.3	11.4	11.5	-90.14	-14.2	-445.9	872.9	855.8	17.03	51.266			
5,000.0	4,966.3	5,001.6	4,966.3	11.5	11.6	-90.14	-14.2	-445.9	872.9	855.5	17.38	50.235			
5,100.0	5,066.3	5,101.6	5,066.3	11.7	11.8	-90.14	-14.2	-445.9	872.9	855.1	17.72	49.244			

CC - Min centre to center distance or convergent point, SF - min separation factor, ES - min ellipse separation

Cathedral Energy Services
Anticollision Report

Company:	Axia Energy	Local Co-ordinate Reference:	Well Three Rivers #2-23-820
Project:	Uintah County, UT	TVD Reference:	KB=16' @ 4824.0ft (Original Well Elev)
Reference Site:	SEC 2-T8S-R20E	MD Reference:	KB=16' @ 4824.0ft (Original Well Elev)
Site Error:	0.0ft	North Reference:	True
Reference Well:	Three Rivers #2-23-820	Survey Calculation Method:	Minimum Curvature
Well Error:	0.0ft	Output errors are at	2.00 sigma
Reference Wellbore	DD	Database:	USA EDM 5000 Multi Users DB
Reference Design:	Plan #1	Offset TVD Reference:	Offset Datum

Offset Design													SEC 2-T8S-R20E - Three Rivers #2-13-820 - DD - Plan #1	Offset Site Error:	0.0 ft
Survey Program: 0-MWD														Offset Well Error:	0.0 ft
Reference		Offset		Semi Major Axis			Distance				Total Uncertainty Axis	Separation Factor	Warning		
Measured Depth (ft)	Vertical Depth (ft)	Measured Depth (ft)	Vertical Depth (ft)	Reference (ft)	Offset (ft)	Highside Toolface (°)	Offset Wellbore Centre +N/-S (ft)	+E/-W (ft)	Between Centres (ft)	Between Ellipses (ft)					
5,200.0	5,166.3	5,201.6	5,166.3	11.8	11.9	-90.14	-14.2	-445.9	872.9	854.8	18.07	48.292			
5,300.0	5,266.3	5,301.6	5,266.3	11.9	12.0	-90.14	-14.2	-445.9	872.9	854.4	18.42	47.376			
5,400.0	5,366.3	5,401.6	5,366.3	12.1	12.2	-90.14	-14.2	-445.9	872.9	854.1	18.77	46.494			
5,500.0	5,466.3	5,501.6	5,466.3	12.2	12.3	-90.14	-14.2	-445.9	872.9	853.7	19.12	45.644			
5,600.0	5,566.3	5,601.6	5,566.3	12.3	12.4	-90.14	-14.2	-445.9	872.9	853.4	19.47	44.825			
5,700.0	5,666.3	5,701.6	5,666.3	12.5	12.6	-90.14	-14.2	-445.9	872.9	853.0	19.82	44.035			
5,800.0	5,766.3	5,801.6	5,766.3	12.6	12.7	-90.14	-14.2	-445.9	872.9	852.7	20.17	43.272			
5,900.0	5,866.3	5,901.6	5,866.3	12.7	12.9	-90.14	-14.2	-445.9	872.9	852.3	20.52	42.535			
6,000.0	5,966.3	6,001.6	5,966.3	12.9	13.0	-90.14	-14.2	-445.9	872.9	852.0	20.87	41.823			
6,100.0	6,066.3	6,101.6	6,066.3	13.0	13.1	-90.14	-14.2	-445.9	872.9	851.6	21.22	41.134			
6,200.0	6,166.3	6,201.6	6,166.3	13.2	13.3	-90.14	-14.2	-445.9	872.9	851.3	21.57	40.468			
6,300.0	6,266.3	6,301.6	6,266.3	13.3	13.4	-90.14	-14.2	-445.9	872.9	850.9	21.92	39.823			
6,400.0	6,366.3	6,401.6	6,366.3	13.5	13.6	-90.14	-14.2	-445.9	872.9	850.6	22.27	39.198			
6,500.0	6,466.3	6,501.6	6,466.3	13.6	13.7	-90.14	-14.2	-445.9	872.9	850.2	22.62	38.593			
6,600.0	6,566.3	6,601.6	6,566.3	13.8	13.9	-90.14	-14.2	-445.9	872.9	849.9	22.97	38.005			
6,700.0	6,666.3	6,701.6	6,666.3	13.9	14.0	-90.14	-14.2	-445.9	872.9	849.5	23.32	37.436			
6,800.0	6,766.3	6,801.6	6,766.3	14.0	14.1	-90.14	-14.2	-445.9	872.9	849.2	23.67	36.883			
6,900.0	6,866.3	6,901.6	6,866.3	14.2	14.3	-90.14	-14.2	-445.9	872.9	848.8	24.01	36.347			
7,000.0	6,966.3	7,001.6	6,966.3	14.3	14.4	-90.14	-14.2	-445.9	872.9	848.5	24.36	35.826			
7,100.0	7,066.3	7,101.6	7,066.3	14.5	14.6	-90.14	-14.2	-445.9	872.9	848.1	24.71	35.319			
7,200.0	7,166.3	7,201.6	7,166.3	14.6	14.7	-90.14	-14.2	-445.9	872.9	847.8	25.06	34.827			
7,300.0	7,266.3	7,301.6	7,266.3	14.8	14.9	-90.14	-14.2	-445.9	872.9	847.4	25.41	34.348			
7,400.0	7,366.3	7,401.6	7,366.3	14.9	15.0	-90.14	-14.2	-445.9	872.9	847.1	25.76	33.883			
7,500.0	7,466.3	7,501.6	7,466.3	15.1	15.2	-90.14	-14.2	-445.9	872.9	846.7	26.11	33.429			
7,600.0	7,566.3	7,601.6	7,566.3	15.2	15.3	-90.14	-14.2	-445.9	872.9	846.4	26.46	32.988			
7,700.0	7,666.3	7,701.6	7,666.3	15.4	15.5	-90.14	-14.2	-445.9	872.9	846.0	26.81	32.558			
7,800.0	7,766.3	7,801.6	7,766.3	15.5	15.6	-90.14	-14.2	-445.9	872.9	845.7	27.16	32.140			
7,900.0	7,866.3	7,901.6	7,866.3	15.7	15.8	-90.14	-14.2	-445.9	872.9	845.3	27.51	31.732			
8,000.0	7,966.3	8,001.6	7,966.3	15.9	15.9	-90.14	-14.2	-445.9	872.9	845.0	27.86	31.334			
8,100.0	8,066.3	8,101.6	8,066.3	16.0	16.1	-90.14	-14.2	-445.9	872.9	844.6	28.21	30.946			
8,200.0	8,166.3	8,201.6	8,166.3	16.2	16.2	-90.14	-14.2	-445.9	872.9	844.3	28.56	30.567			
8,300.0	8,266.3	8,301.6	8,266.3	16.3	16.4	-90.14	-14.2	-445.9	872.9	843.9	28.90	30.198			
8,400.0	8,366.3	8,401.6	8,366.3	16.5	16.6	-90.14	-14.2	-445.9	872.9	843.6	29.25	29.837			
8,500.0	8,466.3	8,501.6	8,466.3	16.6	16.7	-90.14	-14.2	-445.9	872.9	843.3	29.60	29.485			
8,600.0	8,566.3	8,601.6	8,566.3	16.8	16.9	-90.14	-14.2	-445.9	872.9	842.9	29.95	29.142			
8,700.0	8,666.3	8,701.6	8,666.3	16.9	17.0	-90.14	-14.2	-445.9	872.9	842.6	30.30	28.806			
8,786.7	8,753.0	8,788.3	8,753.0	17.1	17.2	-90.14	-14.2	-445.9	872.9	842.2	30.60	28.521			

Cathedral Energy Services
Anticollision Report

Company:	Axia Energy	Local Co-ordinate Reference:	Well Three Rivers #2-23-820
Project:	Uintah County, UT	TVD Reference:	KB=16' @ 4824.0ft (Original Well Elev)
Reference Site:	SEC 2-T8S-R20E	MD Reference:	KB=16' @ 4824.0ft (Original Well Elev)
Site Error:	0.0ft	North Reference:	True
Reference Well:	Three Rivers #2-23-820	Survey Calculation Method:	Minimum Curvature
Well Error:	0.0ft	Output errors are at	2.00 sigma
Reference Wellbore	DD	Database:	USA EDM 5000 Multi Users DB
Reference Design:	Plan #1	Offset TVD Reference:	Offset Datum

Reference Depths are relative to KB=16' @ 4824.0ft (Original Well Elev) Coordinates are relative to: Three Rivers #2-23-820
 Offset Depths are relative to Offset Datum Coordinate System is US State Plane 1983, Utah Northern Zone
 Central Meridian is -111.500000° Grid Convergence at Surface is: 1.23°



BOP Equipment

3000psi WP

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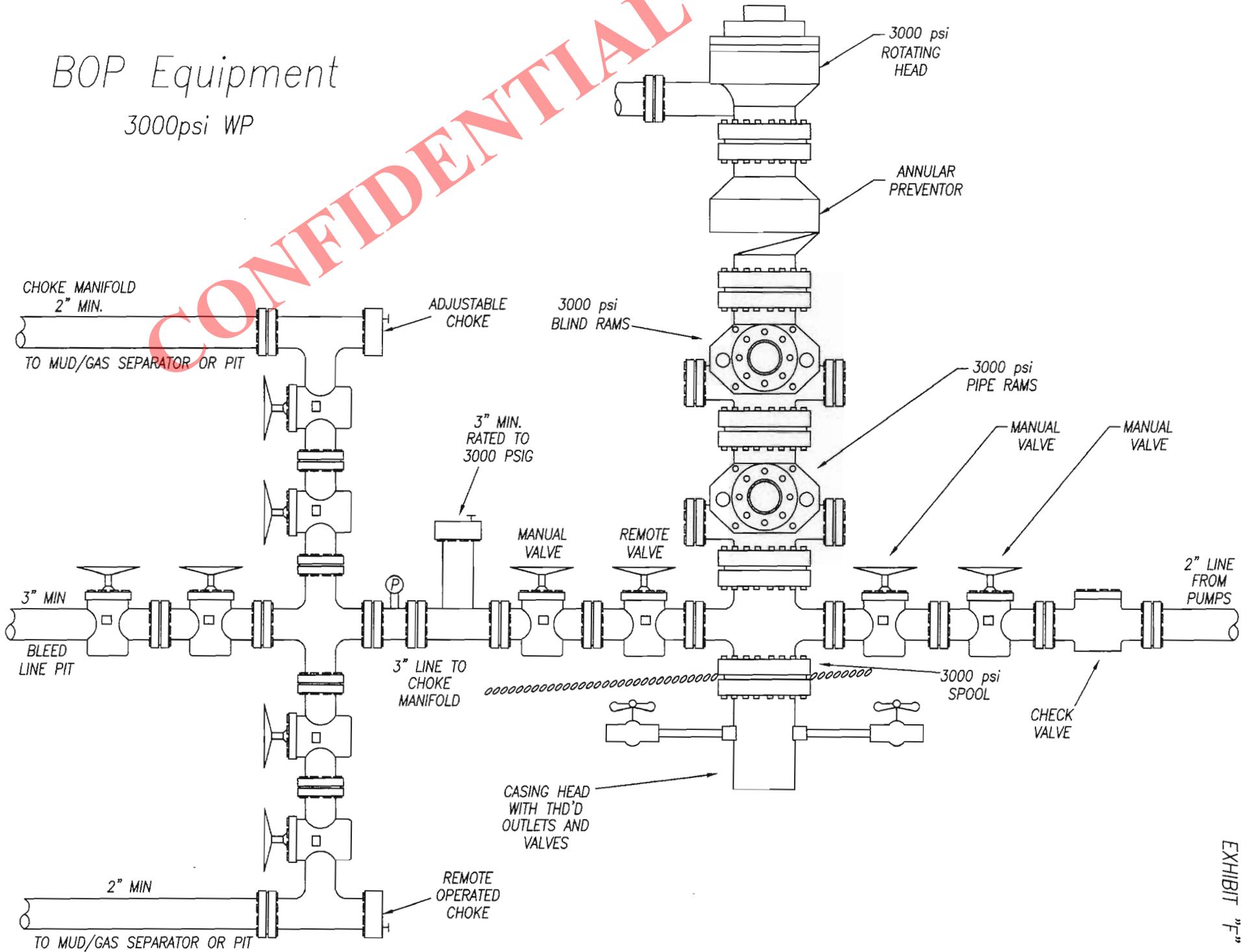


EXHIBIT "F"



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

May 16, 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 – Axia Energy, LLC – **Three Rivers 2-23-820**
Surface Location: 2,627' FNL & 906' FWL, SW/4 NW/4, Section 2, T8S, R20E, SLB&M
Target Location: 2,640' FNL & 1332' FWL, SE/4 NW/4, Section 2, T8S, R20E, SLB&M
Uintah County, Utah

Dear Diana:

Axia Energy, LLC respectfully submits this request for exception to spacing (R649-3-11) based on geology since the well is located less than 460 feet to the drilling unit boundary. Axia Energy, LLC 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 Jess A. Peonio of Axia Energy, LLC at 720-746-5212 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 Axia Energy, LLC

cc: Jess A. Peonio, Axia Energy, LLC

RECEIVED: May 16, 2012

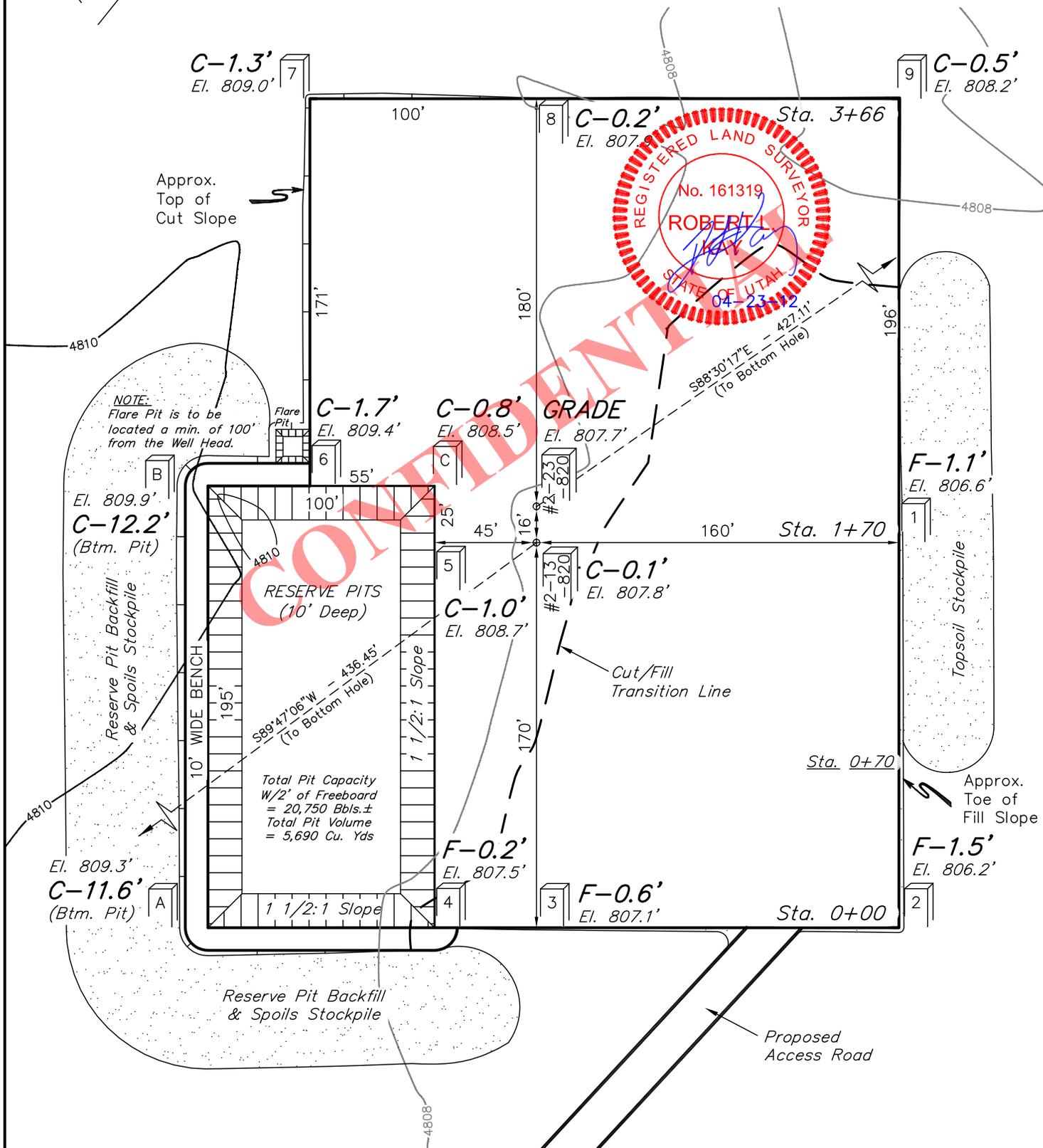
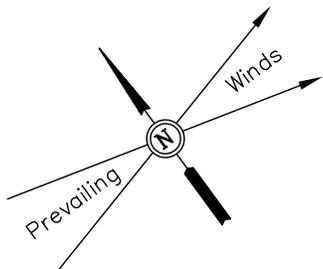
AXIA ENERGY

LOCATION LAYOUT FOR

THREE RIVERS #2-13-820 & #2-23-820
SECTION 2, T8S, R20E, S.L.B.&M.
SW 1/4 NW 1/4

FIGURE #1

SCALE: 1" = 60'
DATE: 04-05-12
DRAWN BY: N.S.



NOTE:
Flare Pit is to be located a min. of 100' from the Well Head.

Total Pit Capacity
W/2' of Freeboard
= 20,750 Bbls.±
Total Pit Volume
= 5,690 Cu. Yds

Elev. Ungraded Ground At #2-13-820 Stake = 4807.8'
FINISHED GRADE ELEV. AT #2-13-820 STAKE = 4807.7'

UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

RECEIVED: May 16, 2012

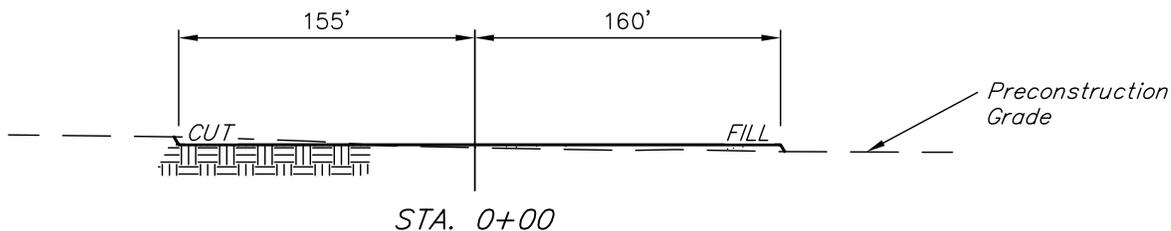
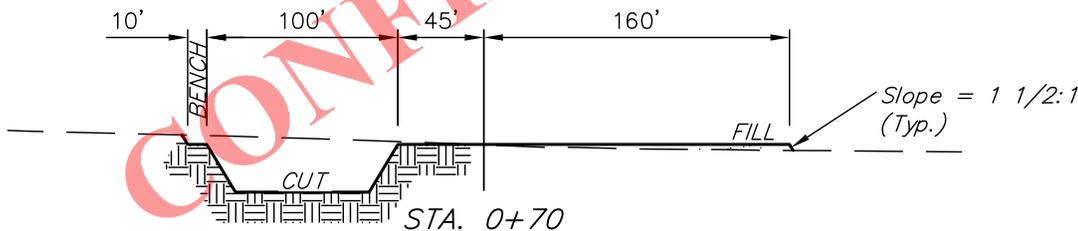
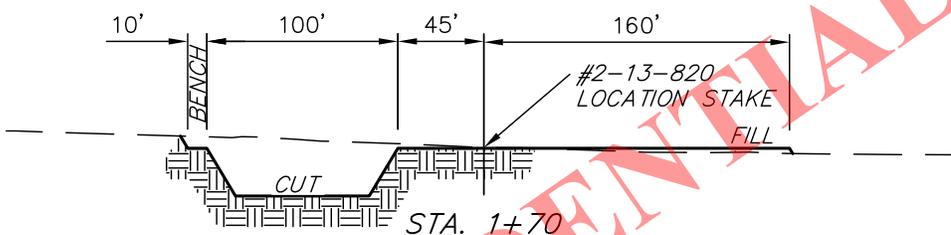
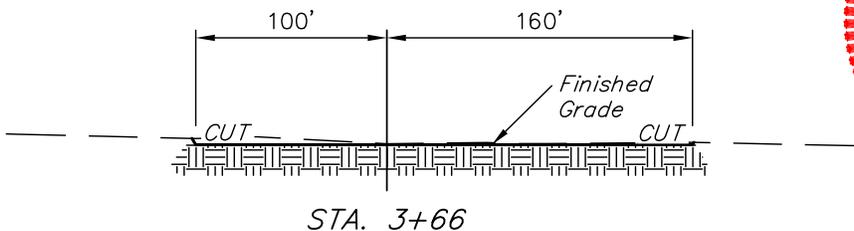
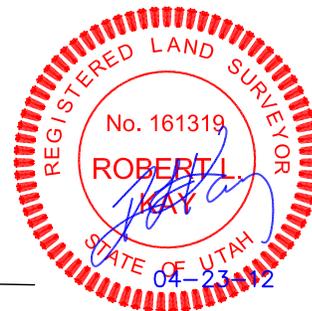
AXIA ENERGY

FIGURE #2

X-Section Scale
1" = 100'
1" = 40'

TYPICAL CROSS SECTIONS FOR
THREE RIVERS #2-13-820 & #2-23-820
SECTION 2, T8S, R20E, S.L.B.&M.
SW 1/4 NW 1/4

DATE: 04-05-12
DRAWN BY: N.S.



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NOTE:

Topsoil should not be Stripped Below Finished Grade on Substructure Area.

APPROXIMATE ACREAGES

WELL SITE DISTURBANCE = ± 4.344 ACRES
ACCESS ROAD DISTURBANCE = ± 0.532 ACRES
PIPELINE DISTURBANCE = ± 0.498 ACRES
POWER LINE DISTURBANCE = ± 0.561 ACRES
TOTAL = ± 5.935 ACRES

* NOTE:
FILL QUANTITY INCLUDES 5% FOR COMPACTION

APPROXIMATE YARDAGES

(6") Topsoil Stripping = 2,000 Cu. Yds.
Remaining Location = 7,070 Cu. Yds.
TOTAL CUT = 9,070 CU.YDS.
FILL = 2,140 CU.YDS.

EXCESS MATERIAL = 6,930 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.) = 4,850 Cu. Yds.
EXCESS UNBALANCE (After Interim Rehabilitation) = 2080 Cu. Yds.

UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

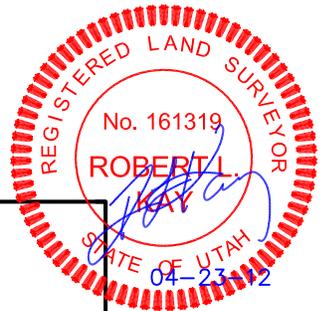
AXIA ENERGY

TYPICAL RIG LAYOUT FOR

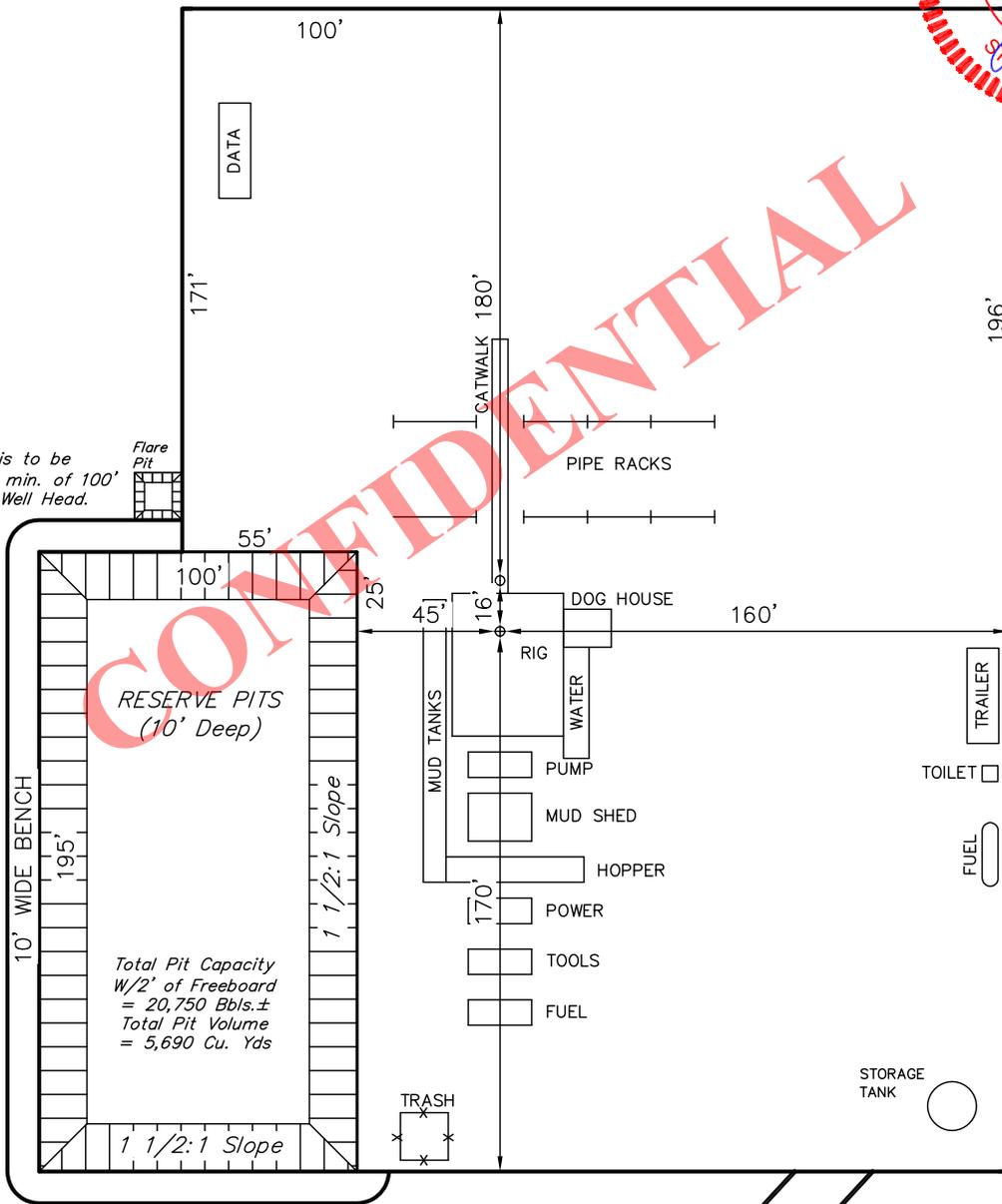
THREE RIVERS #2-13-820 & #2-23-820
SECTION 2, T8S, R20E, S.L.B.&M.
SW 1/4 NW 1/4

FIGURE #3

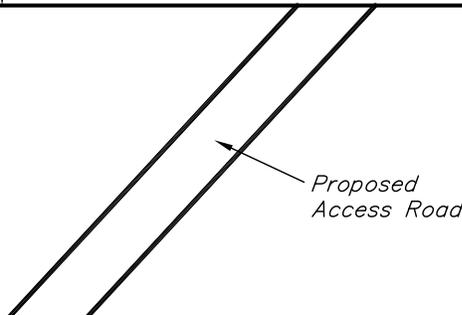
SCALE: 1" = 60'
DATE: 04-05-12
DRAWN BY: N.S.



NOTE:
Flare Pit is to be located a min. of 100' from the Well Head.



CONFIDENTIAL



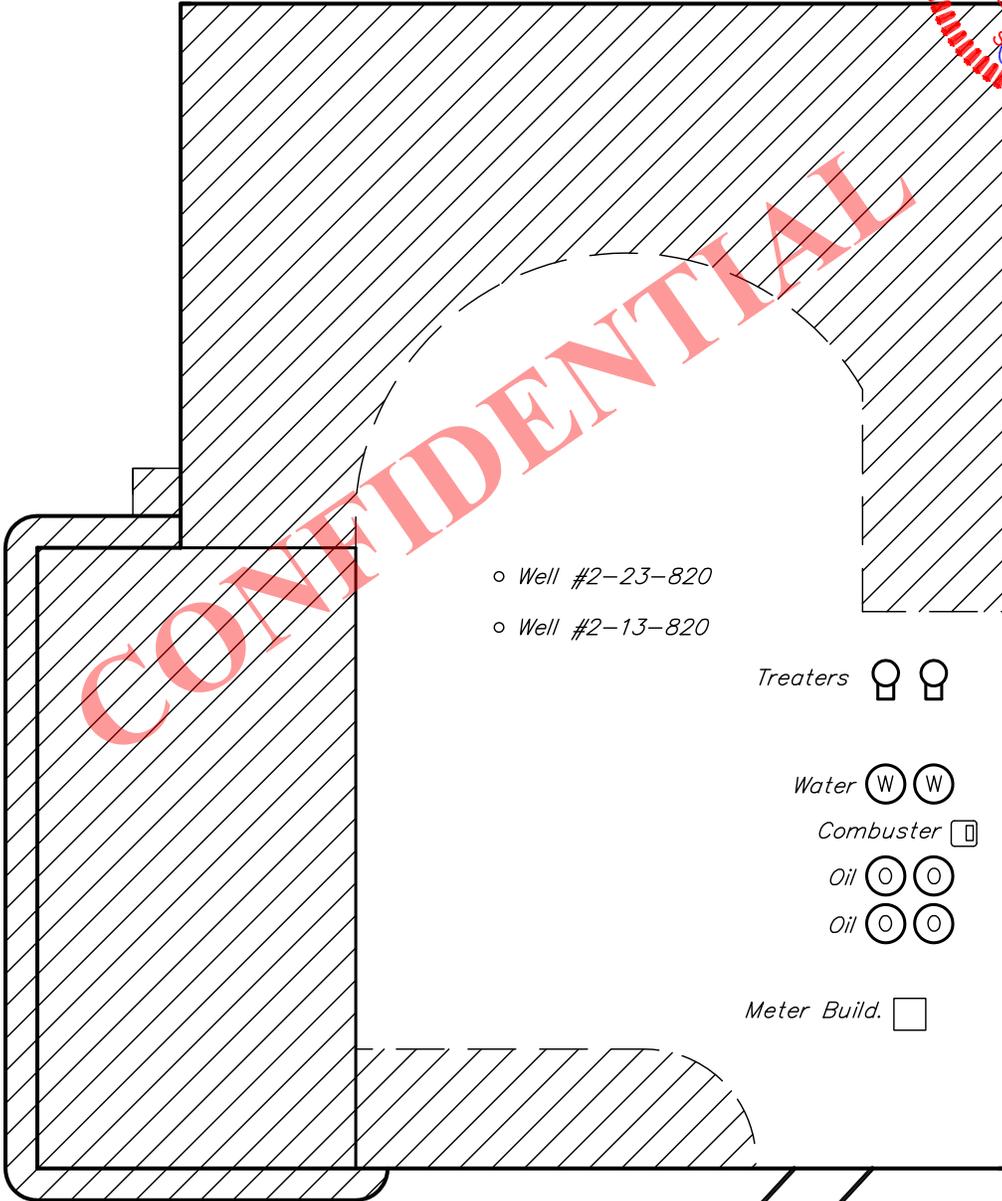
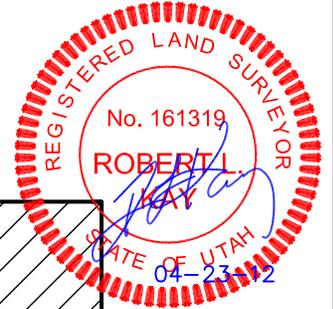
Proposed Access Road

AXIA ENERGY

INTERIM RECLAMATION PLAN FOR
THREE RIVERS #2-13-820 & #2-23-820
SECTION 2, T8S, R20E, S.L.B.&M.
SW 1/4 NW 1/4

FIGURE #4

SCALE: 1" = 60'
DATE: 04-05-12
DRAWN BY: N.S.



- o Well #2-23-820
- o Well #2-13-820

Treaters

Water

Combuster

Oil

Oil

Meter Build.

Access Road

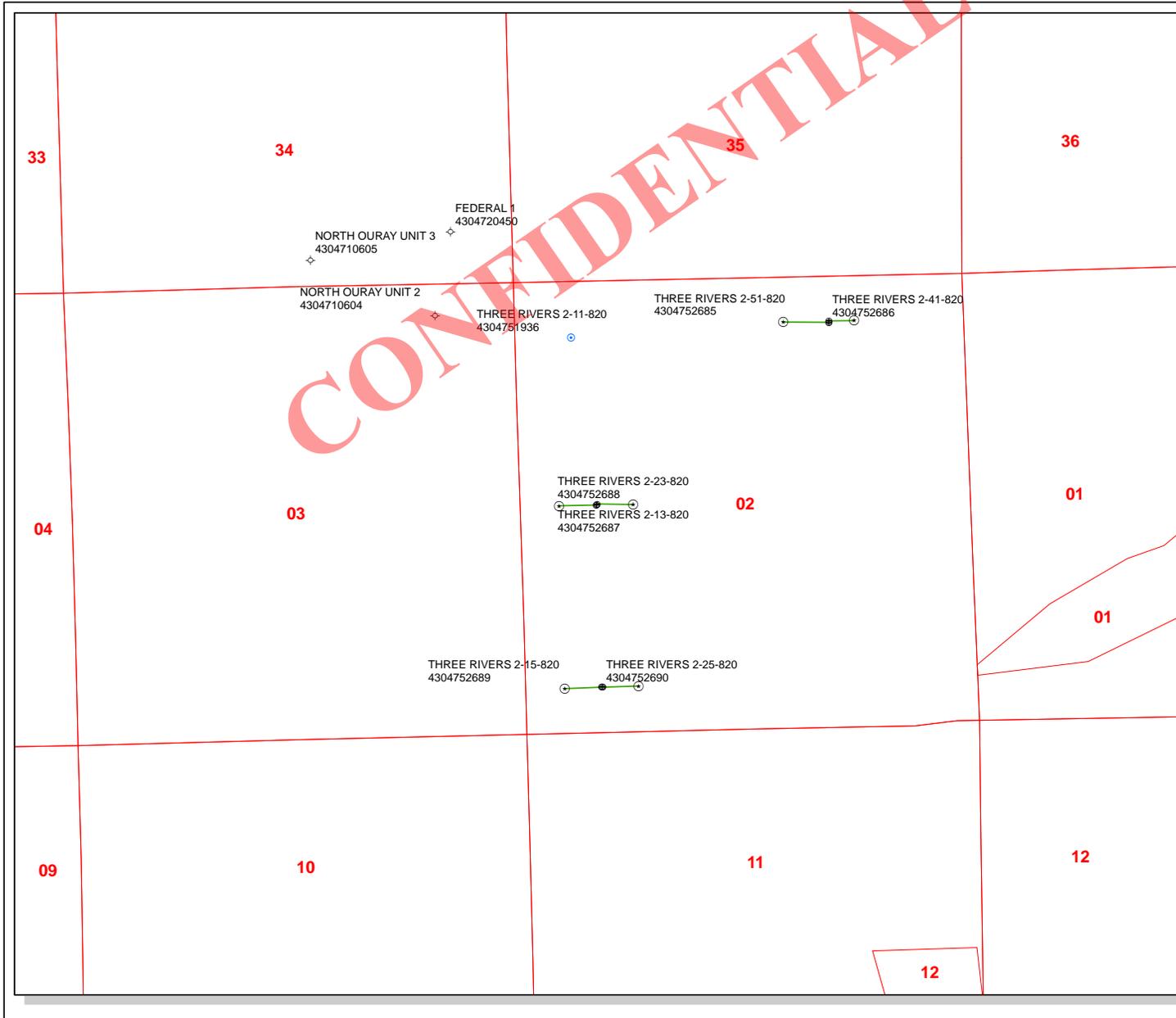
RECLAIMED AREA

APPROXIMATE ACREAGES
UN-RECLAIMED = ± 1.076 ACRES

UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

RECEIVED: May 16, 2012

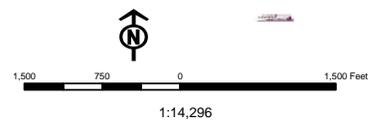
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API Number: 4304752688
Well Name: THREE RIVERS 2-23-820
Township T0.8 . Range R2.0 . Section 02
Meridian: SLBM
 Operator: AXIA ENERGY LLC

Map Prepared:
 Map Produced by Diana Mason

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



From: Jim Davis
To: Hill, Brad; Mason, Diana
CC: Bonner, Ed; Davis, Jim; Garrison, LaVonne; Jess Peonio <jpeonio@axiae...>
Date: 8/17/2012 9:44 AM
Subject: APD approvals 10 for Axia

The following APDs have been approved by SITLA including arch clearance. The paleo reports made some fairly specific recommendations on these pads. I've summarized those recommendations here. Axia should know that all the recommendations in the paleo reports are now made conditions of SITLA's approval of these APDs. If there are any questions about what the recommendations mean, please contact me before construction.

THREE RIVERS 2-23-820 (4304752688)
THREE RIVERS 2-13-820 (4304752687)
Paleo condition: No recommendations unless Uintah Fm is impacted.

THREE RIVERS 2-41-820, (4304752686)
THREE RIVERS 2-51-820, (4304752685)
Paleo condition: Spot-check during pit const. Upgrade to full-time monitoring if bedrock is impacted.

THREE RIVERS 2-15-820, (4304752689)
THREE RIVERS 2-25-820, (4304752690)
Paleo condition: No recommendations unless Uintah Fm is impacted.

THREE RIVERS 36-31-720, (4304752697)
THREE RIVERS 36-21-720, (4304752698)
Paleo condition: Full-time monitoring during construction

THREE RIVERS 36-13-720, (4304752699)
THREE RIVERS 36-23-720, (4304752733)
Paleo condition: Spot check during construction. Upgrade to full-time monitoring if Duchesne River Fm is impacted.

Thanks.
-Jim

Jim Davis
Utah Trust Lands Administration
jimdavis1@utah.gov
Phone: (801) 538-5156

Well Name	AXIA ENERGY LLC THREE RIVERS 2-23-820 43047526880000			
String	SURF	PROD		
Casing Size(")	8.625	5.500		
Setting Depth (TVD)	900	8753		
Previous Shoe Setting Depth (TVD)	0	900		
Max Mud Weight (ppg)	8.7	9.2		
BOPE Proposed (psi)	1000	3000		
Casing Internal Yield (psi)	3930	7740		
Operators Max Anticipated Pressure (psi)	3790	8.3		

Calculations	SURF String	8.625	"	
Max BHP (psi)	.052*Setting Depth*MW=	407		
			BOPE Adequate For Drilling And Setting Casing at Depth?	
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	299	YES	diverter with rotating head
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	209	YES	OK
			*Can Full Expected Pressure Be Held At Previous Shoe?	
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	209	NO	OK
Required Casing/BOPE Test Pressure=		900	psi	
*Max Pressure Allowed @ Previous Casing Shoe=		0	psi *Assumes 1psi/ft frac gradient	

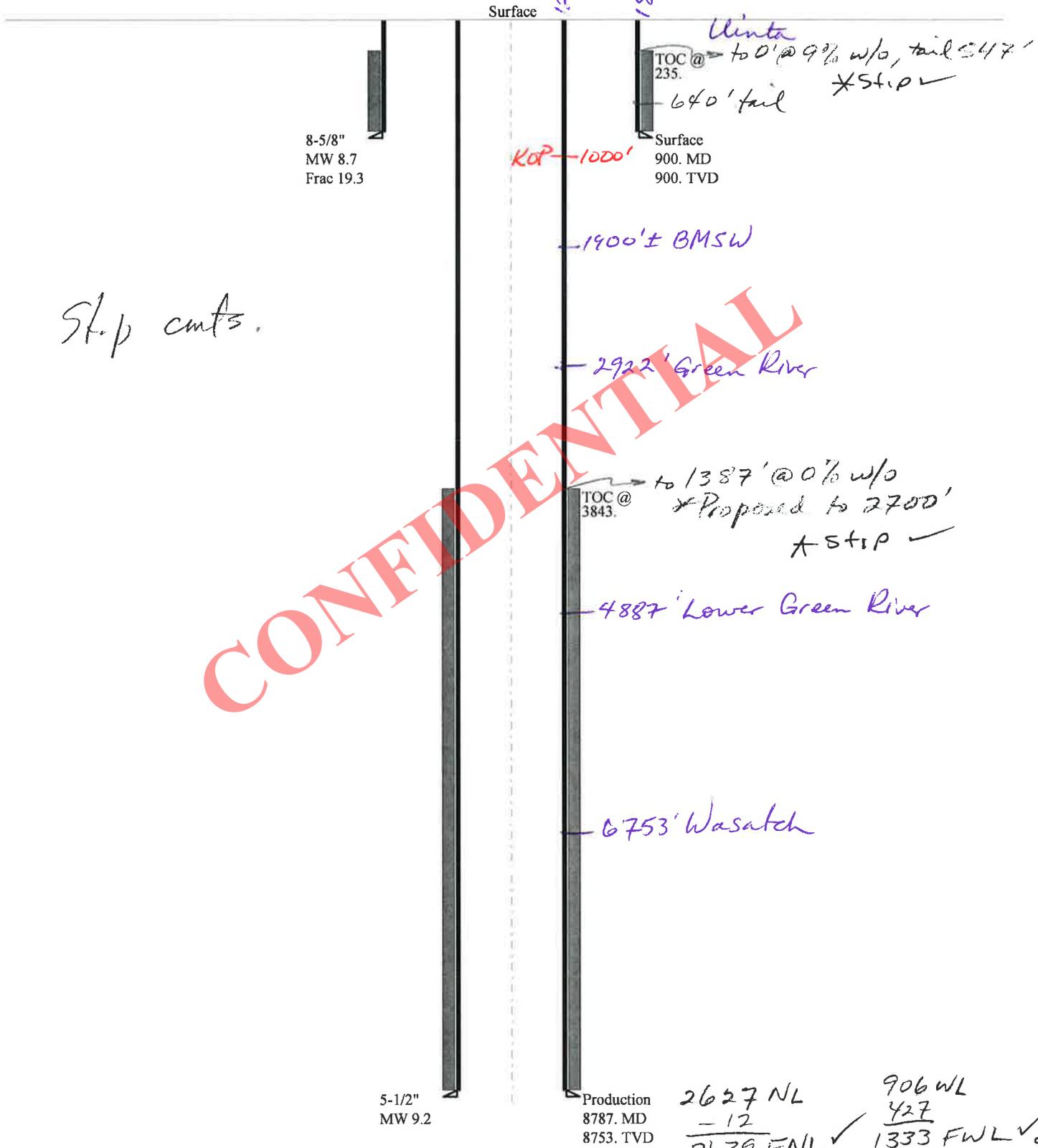
Calculations	PROD String	5.500	"	
Max BHP (psi)	.052*Setting Depth*MW=	4187		
			BOPE Adequate For Drilling And Setting Casing at Depth?	
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	3137	NO	
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	2261	YES	OK
			*Can Full Expected Pressure Be Held At Previous Shoe?	
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	2459	NO	Reasonable
Required Casing/BOPE Test Pressure=		3000	psi	
*Max Pressure Allowed @ Previous Casing Shoe=		900	psi *Assumes 1psi/ft frac gradient	

Calculations	String		"	
Max BHP (psi)	.052*Setting Depth*MW=			
			BOPE Adequate For Drilling And Setting Casing at Depth?	
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=		NO	
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=		NO	
			*Can Full Expected Pressure Be Held At Previous Shoe?	
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=		NO	
Required Casing/BOPE Test Pressure=			psi	
*Max Pressure Allowed @ Previous Casing Shoe=			psi *Assumes 1psi/ft frac gradient	

Calculations	String		"	
Max BHP (psi)	.052*Setting Depth*MW=			
			BOPE Adequate For Drilling And Setting Casing at Depth?	
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=		NO	
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=		NO	
			*Can Full Expected Pressure Be Held At Previous Shoe?	
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=		NO	
Required Casing/BOPE Test Pressure=			psi	
*Max Pressure Allowed @ Previous Casing Shoe=			psi *Assumes 1psi/ft frac gradient	

43047526880000 Three Rivers 2-23-820

Casing Schematic



Stip cmts.

CONFIDENTIAL

SE NW Sec 2-85-20E

Well name:	43047526880000 Three Rivers 2-23-820		
Operator:	Axia Energy LLC	Project ID:	43-047-52688
String type:	Surface		
Location:	UINTAH COUNTY		

Design parameters:

Collapse

Mud weight: 8.700 ppg
 Design is based on evacuated pipe.

Minimum design factors:

Collapse:

Design factor 1.125

Burst:

Design factor 1.00

Environment:

H2S considered? No
 Surface temperature: 74 °F
 Bottom hole temperature: 87 °F
 Temperature gradient: 1.40 °F/100ft
 Minimum section length: 100 ft
 Cement top: 235 ft

Burst

Max anticipated surface pressure: 792 psi
 Internal gradient: 0.120 psi/ft
 Calculated BHP 900 psi

No backup mud specified.

Tension:

8 Round STC: 1.80 (J)
 8 Round LTC: 1.70 (J)
 Buttress: 1.60 (J)
 Premium: 1.50 (J)
 Body yield: 1.50 (B)

Tension is based on air weight.
 Neutral point: 783 ft

Non-directional string.

Re subsequent strings:

Next setting depth: 8,753 ft
 Next mud weight: 9.200 ppg
 Next setting BHP: 4,183 psi
 Fracture mud wt: 19.250 ppg
 Fracture depth: 900 ft
 Injection pressure: 900 psi

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost (\$)
1	900	8.625	36.00	J-55	LT&C	900	900	7.7	7347
Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Design Factor
1	407	3450	8.483	900	4460	4.96	32.4	486	15.00 J

Prepared by: Helen Sadik-Macdonald
 Div of Oil, Gas & Mining

Phone: 801 538-5357
 FAX: 801-359-3940

Date: August 3, 2012
 Salt Lake City, Utah

Remarks:

Collapse is based on a vertical depth of 900 ft, a mud weight of 8.7 ppg. The casing is considered to be evacuated for collapse purposes. Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

Well name:	43047526880000 Three Rivers 2-23-820		
Operator:	Axia Energy LLC		Project ID:
String type:	Production		43-047-52688
Location:	UINTAH COUNTY		

Design parameters:

Collapse

Mud weight: 9.200 ppg
 Design is based on evacuated pipe.

Minimum design factors:

Collapse:

Design factor 1.125

Burst:

Design factor 1.00

Environment:

H2S considered? No
 Surface temperature: 74 °F
 Bottom hole temperature: 197 °F
 Temperature gradient: 1.40 °F/100ft
 Minimum section length: 100 ft

Cement top: 3,843 ft

Burst

Max anticipated surface pressure: 2,258 psi
 Internal gradient: 0.220 psi/ft
 Calculated BHP 4,183 psi

No backup mud specified.

Tension:

8 Round STC: 1.80 (J)
 8 Round LTC: 1.80 (J)
 Buttress: 1.60 (J)
 Premium: 1.50 (J)
 Body yield: 1.60 (B)

Tension is based on air weight.
 Neutral point: 7,566 ft

Directional Info - Build & Drop

Kick-off point 1000 ft
 Departure at shoe: 427 ft
 Maximum dogleg: 2 °/100ft
 Inclination at shoe: 0 °

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost (\$)
1	8787	5.5	17.00	N-80	LT&C	8753	8787	4.767	49527
Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Design Factor
1	4183	6290	1.504	4183	7740	1.85	148.8	348	2.34 J

Prepared by: Helen Sadik-Macdonald
 Div of Oil, Gas & Mining

Phone: 801 538-5357
 FAX: 801-359-3940

Date: August 3, 2012
 Salt Lake City, Utah

Remarks:

Collapse is based on a vertical depth of 8753 ft, a mud weight of 9.2 ppg. The casing is considered to be evacuated for collapse purposes. Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

Collapse strength is (biaxially) derated for doglegs in directional wells by multiplying the tensile stress by the cross section area to calculate a

ON-SITE PREDRILL EVALUATION

Utah Division of Oil, Gas and Mining

Operator AXIA ENERGY LLC
Well Name THREE RIVERS 2-23-820
API Number 43047526880000 **APD No** 5953 **Field/Unit** WILDCAT
Location: 1/4,1/4 SWNW **Sec** 2 **Tw** 8.0S **Rng** 20.0E 2627 FNL 906 FWL
GPS Coord (UTM) 615689 4445509 **Surface Owner**

Participants

Cody Rich (UELS), Dan Schaad (USF&W), Ben Williams (DWR), Don Hamilton (Starpoint), Jerry Holder (Axia), Jim Davis (SITLA), Richard Powell (DOGM)

Regional/Local Setting & Topography

This location sits approximately 2.5 miles south east of Pelican Lake and approximately .8 mile north west of the Green River. Ouray , Utah is approximately 4.5 miles to the south south east. The land around this location is quite flat but drains gradually west and north toward Pelican Lake.

Surface Use Plan

Current Surface Use
Wildlfe Habitat

New Road Miles	Well Pad Width 260 Length 366	Src Const Material Onsite	Surface Formation #####
0.16			

Ancillary Facilities N

Waste Management Plan Adequate? Y

Environmental Parameters

Affected Floodplains and/or Wetlands N

Flora / Fauna

Could support passing use by large grazing animals.
Horse brush, rabbit brush, various grasses, globe mallow

Soil Type and Characteristics

Sandy soil

Erosion Issues N

Sedimentation Issues N

Site Stability Issues N

Drainage Diverson Required? N

Berm Required? N

Erosion Sedimentation Control Required? N**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)		20
Native Soil Type	High permeability	20
Fluid Type	TDS>5000 and	10
Drill Cuttings	Normal Rock	0
Annual Precipitation (inches)		0
Affected Populations		
Presence Nearby Utility Conduits	Not Present	0
Final Score		55 1 Sensitivity Level

Characteristics / Requirements

The reserve pit at proposed is 195' x 100' x 10' deep. A 20 mil liner will be used as discussed during the presite due to the permeable soil. The pit is placed in a cut stable position.

Closed Loop Mud Required? N Liner Required? Y Liner Thickness 20 Pit Underlayment Required? Y**Other Observations / Comments**

This is a 2 well pad with the three Rivers 2-13-820 and 2-23-820

Richard Powell
Evaluator6/13/2012
Date / Time

**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
5953	43047526880000	LOCKED	OW	S	No
Operator	AXIA ENERGY LLC		Surface Owner-APD		
Well Name	THREE RIVERS 2-23-820		Unit		
Field	WILDCAT		Type of Work	DRILL	
Location	SWNW 2 8S 20E S 2627 FNL (UTM) 615670E 4445510N		906 FWL	GPS Coord	

Geologic Statement of Basis

Axia proposes to set 900 feet of surface pipe, cemented to surface. The depth to the base of the moderately saline water at this location is estimated to be at approximately 1,900 feet. A search of Division of Water Rights records shows 9 water wells within a 10,000 foot radius of the center of Section 2. Wells in the area are listed for domestic use, irrigation, industrial, oil field use and stock watering. Depths of the wells ranges from 40 to 300 feet. Listed wells probably produce from the Uinta Formation. The surface formation at this site is the Uinta Formation. The Uinta Formation is made up of interbedded shales and sandstones. The sandstones are mostly lenticular and discontinuous and should not be a significant source of useable ground water. Production casing cement should be brought up to or above the base of the moderately saline ground water in order to isolate it from fresher waters uphole.

Brad Hill
APD Evaluator

7/11/2012
Date / Time

Surface Statement of Basis

This well is on SITLA owned surface but with a lease agreement with the US Fish and Wildlife Service which places the land under wildlife refuge management. SITLA land owner representative Jim Davis and USFW representative Dan Schaad were both in attendance of this onsite inspection and both representatives stated that they were satisfied with the placement of this well and had no particular concerns with the location. The access road will be adjusted to avoid crossing a culinary water line but this does not affect the location itself.

The well sits on very permeable sandy soil and use of a 20 mil liner was agreed to. Paint color of tanks, and production equipment was discussed and Mr. Jerry Holder of Axia agreed to make sure all paint colors matched and the color Covert Green which is a common oil field equipment paint finish was agreed to.

Richard Powell
Onsite Evaluator

6/13/2012
Date / Time

Conditions of Approval / Application for Permit to Drill

Category	Condition
Pits	A synthetic liner with a minimum thickness of 2016 mils with a felt subliner shall be properly installed and maintained in the reserve pit.
Surface	The reserve pit shall be fenced upon completion of drilling operations.

WORKSHEET APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 5/16/2012

API NO. ASSIGNED: 43047526880000

WELL NAME: THREE RIVERS 2-23-820

OPERATOR: AXIA ENERGY LLC (N3765)

PHONE NUMBER: 435 719-2018

CONTACT: Don Hamilton

PROPOSED LOCATION: SWNW 02 080S 200E

Permit Tech Review:

SURFACE: 2627 FNL 0906 FWL

Engineering Review:

BOTTOM: 2640 FNL 1332 FWL

Geology Review:

COUNTY: UINTAH

LATITUDE: 40.15198

LONGITUDE: -109.64192

UTM SURF EASTINGS: 615670.00

NORTHINGS: 4445510.00

FIELD NAME: WILDCAT

LEASE TYPE: 3 - State

LEASE NUMBER: ML-49318

PROPOSED PRODUCING FORMATION(S): WASATCH

SURFACE OWNER: 3 - State

COALBED METHANE: NO

RECEIVED AND/OR REVIEWED:

- PLAT
- Bond: STATE - LPM9046682
- Potash
- Oil Shale 190-5
- Oil Shale 190-3
- Oil Shale 190-13
- Water Permit: 49-2262 - RNI at Green River
- RDCC Review: 2012-08-21 00:00:00.0
- 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: R649-3-11
- Effective Date:
- Siting:
- R649-3-11. Directional Drill

Comments: Presite Completed

Stipulations:

- 1 - Exception Location - bhill
- 5 - Statement of Basis - bhill
- 10 - Cement Ground Water - ddoucet
- 15 - Directional - dmason
- 21 - RDCC - dmason
- 23 - Spacing - dmason
- 25 - Surface Casing - hmacdonald



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: THREE RIVERS 2-23-820
API Well Number: 43047526880000
Lease Number: ML-49318
Surface Owner: STATE
Approval Date: 8/27/2012

Issued to:

AXIA ENERGY LLC, 1430 Larimer Ste 400, Denver, CO 80202

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 R649-3-11. 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:

In accordance with Utah Admin. R.649-3-11, Directional Drilling, the operator shall submit a complete angular deviation and directional survey report to the Division within 30 days following completion of the well.

The Application for Permit to Drill has been forwarded to the Resource Development Coordinating Committee for review of this action. The operator will be required to comply with any applicable recommendations resulting from this review. (See attached)

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).

The 5 ½" casing string cement shall be brought back to 900' to isolate base of moderately saline ground water.

Surface casing shall be cemented to the surface.

Additional Approvals:

The operator is required to obtain approval from the Division of Oil, Gas and mining before performing any of the following actions during the drilling of this well:

- Any changes to the approved drilling plan - contact Dustin Doucet
- Significant plug back of the well - contact Dustin Doucet
- Plug and abandonment of the well - contact Dustin Doucet

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
OR
submit an electronic sundry notice (pre-registration required) via the Utah Oil & Gas website
at <http://oilgas.ogm.utah.gov>
- 24 hours prior to testing blowout prevention equipment - contact Dan Jarvis
- 24 hours prior to cementing or testing casing - contact Dan Jarvis
- Within 24 hours of making any emergency changes to the approved drilling program
- contact Dustin Doucet
- 24 hours prior to commencing operations to plug and abandon the well - contact Dan Jarvis

Contact Information:

The following are Division of Oil, Gas and Mining contacts and their telephone numbers (please leave a voicemail message if the person is not available to take the call):

- Carol Daniels 801-538-5284 - office
- Dustin Doucet 801-538-5281 - office
801-733-0983 - after office hours
- Dan Jarvis 801-538-5338 - office
801-231-8956 - after office hours

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:

A handwritten signature in black ink, appearing to read "John Rogers", written in a cursive style.

For John Rogers
Associate Director, Oil & Gas



S-02 TOSS R 20E 4304752688

Spud Notice**CONFIDENTIAL**

Cordell Wold <cwold@axiaenergy.com>

Fri, Apr 26, 2013 at 9:26 AM

To: "caroldaniels@utah.gov" <caroldaniels@utah.gov>

Cc: Cindy Turner <cturner@axiaenergy.com>, Jess Peonio <jpeonio@axiaenergy.com>

We are moving in on Three Rivers 32-33-720 w/ a spud rig and setting conductor on 04/26/2013

Then moving to Three Rivers 2-13-820 and setting conductor on 04/27/2013 and

Moving to Three Rivers 2-23-820 and setting conductor on 04/28/2013

Any questions;

Cordell Wold

Axia Energy

701-570-5540

RECEIVED**APR 26 2013****DIV. OF OIL, GAS & MINING**

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
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.		5. LEASE DESIGNATION AND SERIAL NUMBER: ML-49318
1. TYPE OF WELL Oil Well		6. IF INDIAN, ALLOTTEE OR TRIBE NAME: 7. UNIT or CA AGREEMENT NAME:
2. NAME OF OPERATOR: AXIA ENERGY LLC		8. WELL NAME and NUMBER: THREE RIVERS 2-23-820
3. ADDRESS OF OPERATOR: 1430 Larimer Ste 400 , Denver, CO, 80202		9. API NUMBER: 43047526880000
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2659 FNL 0896 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWNW Section: 02 Township: 08.0S Range: 20.0E Meridian: S		9. FIELD and POOL or WILDCAT: WILDCAT
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2659 FNL 0896 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWNW Section: 02 Township: 08.0S Range: 20.0E Meridian: S		COUNTY: UINTAH
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2659 FNL 0896 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWNW Section: 02 Township: 08.0S Range: 20.0E Meridian: S		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"/> ACIDIZE	
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> ALTER CASING	
<input checked="" type="checkbox"/> SPUD REPORT Date of Spud: 4/27/2013	<input type="checkbox"/> CASING REPAIR	
<input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	
	<input type="checkbox"/> CHANGE WELL STATUS	
	<input type="checkbox"/> CHANGE WELL NAME	
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	
	<input type="checkbox"/> CONVERT WELL TYPE	
	<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"/> WILDCAT WELL DETERMINATION	
	<input type="checkbox"/> OTHER: <input style="width: 100px;" type="text"/>	
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc. MIRU Pete Martin spud rig. Spud 04-27-13. Drill to 150' set 16" casing and cement to surface/ Release rig. Status: Wait on drilling rig to resume operations.		
Accepted by the Utah Division of Oil, Gas and Mining FOR RECORD ONLY May 13, 2013		
NAME (PLEASE PRINT) Cindy Turner	PHONE NUMBER 720 746-5209	TITLE Project Manager
SIGNATURE N/A	DATE 5/13/2013	

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9 5. LEASE DESIGNATION AND SERIAL NUMBER: ML-49318
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: THREE RIVERS 2-23-820
2. NAME OF OPERATOR: AXIA ENERGY LLC	9. API NUMBER: 43047526880000
3. ADDRESS OF OPERATOR: 1430 Larimer Ste 400 , Denver, CO, 80202	PHONE NUMBER: 720 746-5200 Ext
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2659 FNL 0896 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWNW Section: 02 Township: 08.0S Range: 20.0E Meridian: S	9. FIELD and POOL or WILDCAT: WILDCAT 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: 6/15/2013	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input checked="" 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 type="checkbox"/> DRILLING REPORT Report Date:	<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.

Axia Energy, LLC respectfully requests changes to the previously approved APD as follows: Surface hole location from 2627' FNL and 906' FWL to 2659' FSL and 896' FWL. Bottom hole location from 2640' FNL and 1332' FWL to 2207' FSL and 510' FWL. Proposed depth from 8787' TD to 7044' TD. Surface casing from 8.625 32# J-55 LT&C to 8.625 24# J-55 ST&C. Production casing from 5.5 17# N-80 LT&C to 5.5 17# J-55 LT&C. Cement requirements in approved ADP will be followed.

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

Date: May 14, 2013

By: 

NAME (PLEASE PRINT) Cindy Turner	PHONE NUMBER 720 746-5209	TITLE Project Manager
SIGNATURE N/A	DATE 4/30/2013	



The Utah Division of Oil, Gas, and Mining

- State of Utah
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

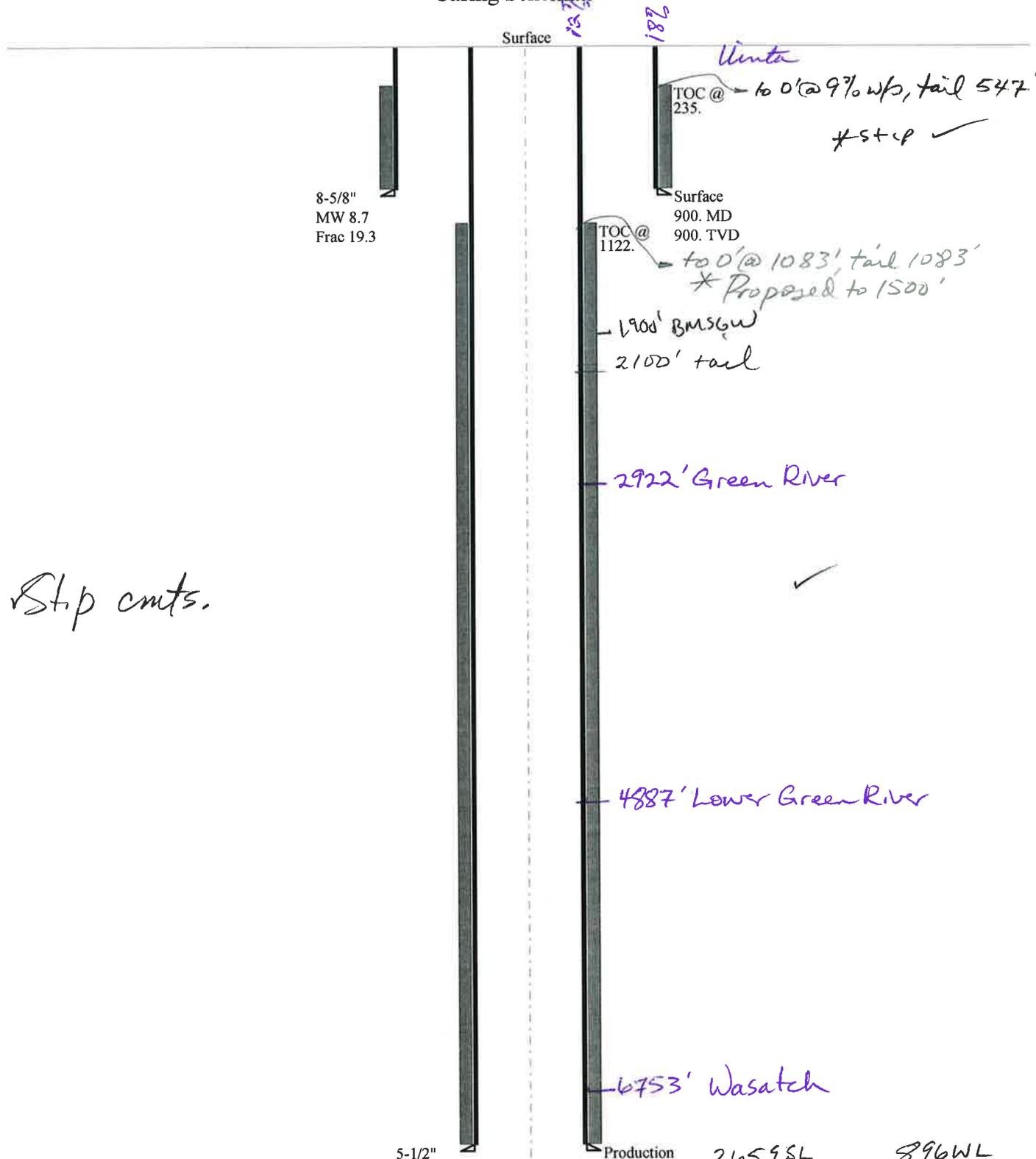
Sundry Conditions of Approval Well Number 43047526880000

The 5 ½” casing string cement shall be brought back to 900’ to isolate base of moderately saline ground water.

Surface casing shall be cemented to the surface.

43047526880000 Three Rivers 2-23-820rev

Casing Schematic



Stop cmts.

Production	2659 SL	896 WL
7044. MD	- 458	- 372
6984. TVD	<u>2201 FSL ✓</u>	<u>524 FWL ✓</u>

to 2207 SL 510 WL

Well name:	43047526880000 Three Rivers 2-23-820rev		
Operator:	Axia Energy LLC		Project ID:
String type:	Surface		43-047-52688
Location:	UINTAH COUNTY		

Design parameters:

Collapse

Mud weight: 8.700 ppg
 Design is based on evacuated pipe.

Burst

Max anticipated surface pressure: 792 psi
 Internal gradient: 0.120 psi/ft
 Calculated BHP: 900 psi

 No backup mud specified.

Minimum design factors:

Collapse:

Design factor: 1.125

Burst:

Design factor: 1.00

Tension:

8 Round STC: 1.80 (J)
 8 Round LTC: 1.70 (J)
 Buttress: 1.60 (J)
 Premium: 1.50 (J)
 Body yield: 1.50 (B)

Tension is based on air weight.
 Neutral point: 782 ft

Environment:

H2S considered? No
 Surface temperature: 74 °F
 Bottom hole temperature: 87 °F
 Temperature gradient: 1.40 °F/100ft
 Minimum section length: 100 ft

Cement top: 235 ft

Non-directional string.

Re subsequent strings:

Next setting depth: 6,984 ft
 Next mud weight: 9.200 ppg
 Next setting BHP: 3,338 psi
 Fracture mud wt: 19.250 ppg
 Fracture depth: 900 ft
 Injection pressure: 900 psi

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost (\$)
1	900	8.625	24.00	J-55	ST&C	900	900	7.972	4633
Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Design Factor
1	407	1370	3.369	900	2950	3.28	21.6	244	11.30 J

Prepared by: Helen Sadik-Macdonald
 Div of Oil, Gas & Mining

Phone: 801-538-5357
 FAX: 801-359-3940

Date: May 14, 2013
 Salt Lake City, Utah

Remarks:

Collapse is based on a vertical depth of 900 ft, a mud weight of 8.7 ppg. The casing is considered to be evacuated for collapse purposes. Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

Well name:	43047526880000 Three Rivers 2-23-820rev		
Operator:	Axia Energy LLC		Project ID:
String type:	Production		43-047-52688
Location:	UINTAH COUNTY		

Design parameters:

Collapse

Mud weight: 9.200 ppg
 Design is based on evacuated pipe.

Burst

Max anticipated surface pressure: 1,801 psi
 Internal gradient: 0.220 psi/ft
 Calculated BHP: 3,338 psi
 No backup mud specified.

Minimum design factors:

Collapse:

Design factor: 1.125

Burst:

Design factor: 1.00

Tension:

8 Round STC: 1.80 (J)
 8 Round LTC: 1.80 (J)
 Buttress: 1.60 (J)
 Premium: 1.50 (J)
 Body yield: 1.60 (B)

Tension is based on air weight.
 Neutral point: 6,070 ft

Environment:

H2S considered? No
 Surface temperature: 74 °F
 Bottom hole temperature: 172 °F
 Temperature gradient: 1.40 °F/100ft
 Minimum section length: 100 ft
 Cement top: 1,122 ft

Directional Info - Build & Drop

Kick-off point: 1300 ft
 Departure at shoe: 590 ft
 Maximum dogleg: 2 °/100ft
 Inclination at shoe: 0 °

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost (\$)
1	7044	5.5	17.00	J-55	LT&C	6984	7044	4.767	27290
Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Design Factor
1	3338	4910	1.471	3338	5320	1.59	118.7	247	2.08 J

Prepared by: Helen Sadik-Macdonald
 Div of Oil, Gas & Mining

Phone: 801 538-5357
 FAX: 801-359-3940

Date: May 13, 2013
 Salt Lake City, Utah

Remarks:

Collapse is based on a vertical depth of 6984 ft, a mud weight of 9.2 ppg. The casing is considered to be evacuated for collapse purposes. Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

Collapse strength is (biaxially) derated for doglegs in directional wells by multiplying the tensile stress by the cross section area to calculate a

BOPE REVIEW

Axia Three Rivers 2-23-820rev

INPUT

Well Name
 Casing Size (")
 Setting Depth (TVD)
 Previous Shoe Setting Depth (TVD)
 Max Mud Weight (ppg)
 BOPE Proposed (psi)
 Casing Internal Yield (psi)
 Operators Max Anticipated Pressure (psi)

Axia Three Rivers 2-23-820rev	
String 1	String 2
8 5/8	5 1/2
900	6984
75	900
8.4	9.2
500	3000
2950	5320
1083	3.0 ppg

Calculations

String 1 8 5/8 "

Max BHP [psi] .052*Setting Depth*MW = 393
 BOPE Adequate For Drilling And Setting Casing at Depth?
 MASP (Gas) [psi] Max BHP-(0.12*Setting Depth) = 285 YES diverter w/rotating head
 MASP (Gas/Mud) [psi] Max BHP-(0.22*Setting Depth) = 195 YES *OK*
 Pressure At Previous Shoe Max BHP-.22*(Setting Depth - Previous Shoe Depth) = 212 NO
 Required Casing/BOPE Test Pressure 900 psi
 *Max Pressure Allowed @ Previous Casing Shoe = 75 psi *Assumes 1psi/ft frac gradient

Calculations

String 2 5 1/2 "

Max BHP [psi] .052*Setting Depth*MW = 3341
 BOPE Adequate For Drilling And Setting Casing at Depth?
 MASP (Gas) [psi] Max BHP-(0.12*Setting Depth) = 2503 YES
 MASP (Gas/Mud) [psi] Max BHP-(0.22*Setting Depth) = 1805 YES *OK* 3M dbi & annular w/diverter & rotating head
 Pressure At Previous Shoe Max BHP-.22*(Setting Depth - Previous Shoe Depth) = 2003 NO
 Required Casing/BOPE Test Pressure 3000 psi
 *Max Pressure Allowed @ Previous Casing Shoe = 900 psi *Assumes 1psi/ft frac gradient

April 30 , 2013

Mr. Dustin Doucet
Utah Division of Oil, Gas & Mining
1594 West North Temple
Salt Lake City, Utah 84116

RE: **Directional Drilling – R649-3-11**
Three Rivers 02-23-820 (API # 43047526880000)
SWNW Sec 02-T8S-R20E
Uintah County, UT

Mr. Doucet:

In accordance with our recent correspondence with your office, Axia Energy respectfully submits the below specifics concerning the proposed directional drilling of the subject well.

- Axia Energy, LLC is the sole owner of 100% of the leasehold rights within 460' around proposed wellbore and bottom hole location of the captioned well.
- In addition, the State mineral ownership is also consistent throughout the wellbore path.
- The directional drilling of the well is proposed to limit surface disturbance within the Ouray National Wildlife Refuge and utilize an existing pad.

Therefore, based on the above stated information, Axia Energy requests the permit be granted pursuant to R649-3-11.

Thank you in advance for your consideration. Please feel free to contact me at 720-746-5212 if you have any questions or comments.

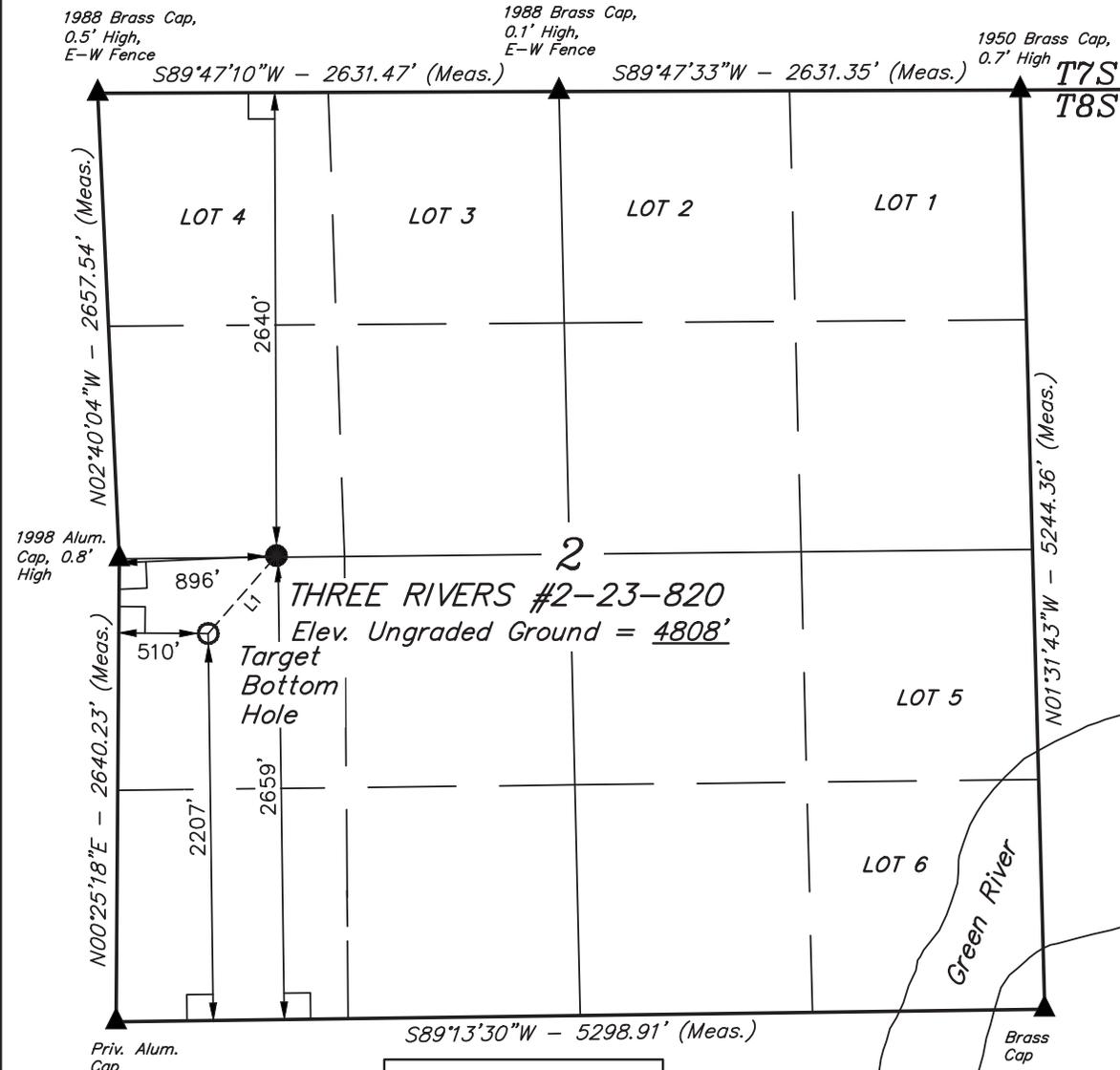
Sincerely,
AXIA ENERGY, LLC

Jess Peonio
Senior Drilling Engineer & Regulatory Manager

T8S, R20E, S.L.B.&M.

AXIA ENERGY

Well location, THREE RIVERS #2-23-820, located as shown in the SW 1/4 NW 1/4 of Section 2, T8S, R20E, S.L.B.&M., UTAH County, Utah.

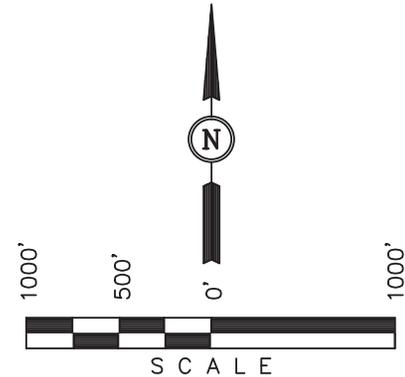


BASIS OF ELEVATION

BENCH MARK (38EAM) LOCATED IN THE SW 1/4 OF SECTION 9, T7S, R20E, S.L.B.&M. TAKEN FROM THE PELICAN LAKE, QUADRANGLE, UTAH, UTAH COUNTY, 7.5 MINUTE QUAD (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 4942 FEET.

BASIS OF BEARINGS

BASIS OF BEARINGS IS A G.P.S. OBSERVATION.



CERTIFICATE

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.

ROBERT KAY
 REGISTERED LAND SURVEYOR
 REGISTRATION NO. 161319
 STATE OF UTAH
 04-15-13

REV: 04-15-13 S.F.

UNTAH ENGINEERING & LAND SURVEYING
 85 SOUTH 200 EAST - VERNAL, UTAH 84078
 (435) 789-1017

LINE TABLE		
LINE	DIRECTION	LENGTH
L1	S41°13'22"W	590.72'

LEGEND:

- └─┘ = 90° SYMBOL
- = PROPOSED WELL HEAD.
- ▲ = SECTION CORNERS LOCATED.

NAD 83 (TARGET BOTTOM HOLE)		NAD 83 (SURFACE LOCATION)	
LATITUDE = 40°09'02.53"	(40.150703)	LATITUDE = 40°09'06.92"	(40.151922)
LONGITUDE = 109°38'35.19"	(109.643108)	LONGITUDE = 109°38'30.18"	(109.641717)
NAD 27 (TARGET BOTTOM HOLE)		NAD 27 (SURFACE LOCATION)	
LATITUDE = 40°09'02.66"	(40.150739)	LATITUDE = 40°09'07.05"	(40.151958)
LONGITUDE = 109°38'32.70"	(109.642417)	LONGITUDE = 109°38'27.68"	(109.641022)

SCALE 1" = 1000'	DATE SURVEYED: 03-29-12	DATE DRAWN: 04-04-12
PARTY B.H. N.F. N.S.	REFERENCES G.L.O. PLAT	
WEATHER WARM	FILE AXIA ENERGY	

Axia Energy

Three Rivers 2-23-820
 Uintah County, Utah

Revision #1

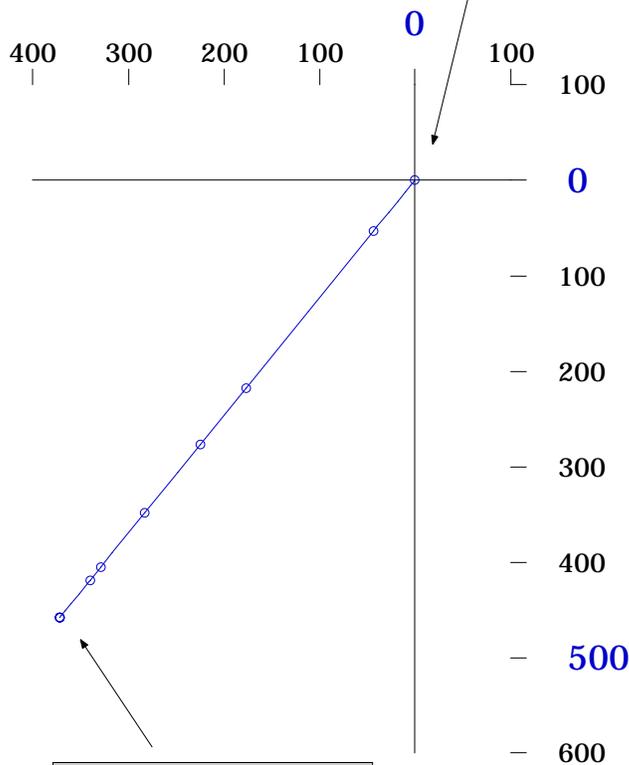
Horizontal Plan
 1" = 200'



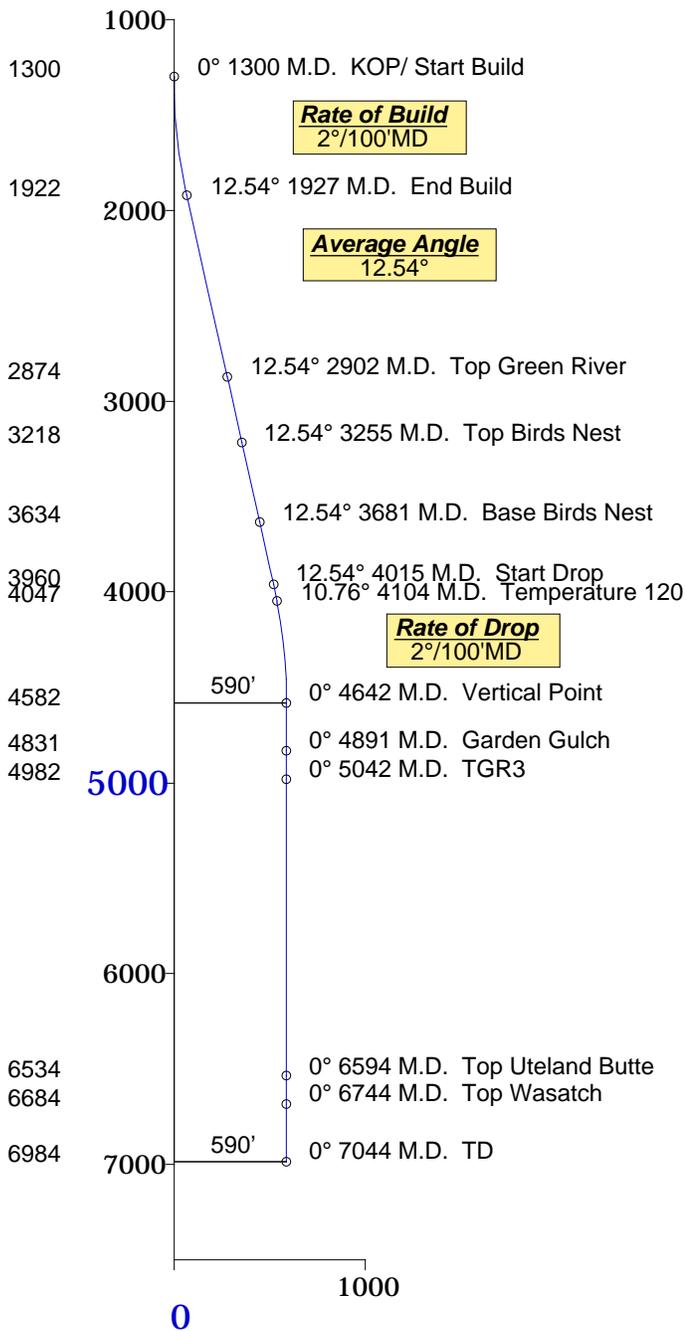
Surface Location
 Y=7229463.92'
 X=2159793.43'
 NAD83

Plane of Proposal
 219.06° Azimuth

Vertical Section
 1" = 1000'



Vertical Point
 589.98' Displacement from S/L
 @ 219.06° Azimuth from S/L
 South-458.09' West-371.8' of S/L
 TVD-4582' MD-4642'
 Y=7229005.8', X=2159421.6'
TD
 TVD-6984' MD-7044'



Rate of Build
 2°/100'MD

Average Angle
 12.54°

Rate of Drop
 2°/100'MD

Top Green River	2874' TVD
Top Birds Nest	3218' TVD
Base Birds Nest	3634' TVD
Garden Gulch	4831' TVD
TGR 3	4982' TVD
Top Uteland Butte	6534' TVD
Top Wasatch	6684' TVD



Denver, Colorado
 303-463-1919

04-26-2013

Bighorn Directional, Inc.

Axia Energy
 Three Rivers 2-23-820
 Uintah County, Utah
 Revision #1



Minimum of Curvature
 Slot Location: 7229463.92', 2159793.43'
 Plane of Vertical Section: 219.06'

Measured Depth Feet	BORE Inc Degrees	HOLE Direction Degrees	True Vertical Depth Feet	RECTANGULAR COORDINATES		LAMBERT COORDINATES		Vertical Section Feet	CLOSURES		Dogleg Severity Deg/100'
				North(-South) Feet	East(-West) Feet	Y Feet	X Feet		Distance Feet	Direction Deg	
1300.00	0.00	0.00	1300.00	0.00	0.00	7229463.9	2159793.4	0.00	0.00	0.00	0.00
KOP/ Start Build											
1400.00	2.00	219.06	1399.98	-1.36	-1.10	7229462.6	2159792.3	1.75	1.75	219.06	2.00
1500.00	4.00	219.06	1499.84	-5.42	-4.40	7229458.5	2159789.0	6.98	6.98	219.06	2.00
1600.00	6.00	219.06	1599.45	-12.19	-9.89	7229451.7	2159783.5	15.69	15.69	219.06	2.00
1700.00	8.00	219.06	1698.70	-21.65	-17.57	7229442.3	2159775.9	27.88	27.88	219.06	2.00
1800.00	10.00	219.06	1797.47	-33.79	-27.43	7229430.1	2159766.0	43.52	43.52	219.06	2.00
1900.00	12.00	219.06	1895.62	-48.61	-39.45	7229415.3	2159754.0	62.60	62.60	219.06	2.00
1927.00	12.54	219.06	1922.01	-53.06	-43.07	7229410.9	2159750.4	68.34	68.34	219.06	2.00
End Build											
2427.00	12.54	219.06	2410.08	-137.35	-111.48	7229326.6	2159681.9	176.90	176.90	219.06	0.00
2902.26	12.54	219.06	2874.00	-217.47	-176.51	7229246.4	2159616.9	280.09	280.09	219.06	0.00
Top Green River											
2927.00	12.54	219.06	2898.15	-221.64	-179.89	7229242.3	2159613.5	285.46	285.46	219.06	0.00
3254.67	12.54	219.06	3218.00	-276.88	-224.73	7229187.0	2159568.7	356.60	356.60	219.06	0.00
Top Birds Nest											
3427.00	12.54	219.06	3386.22	-305.94	-248.31	7229158.0	2159545.1	394.02	394.02	219.06	0.00
3680.83	12.54	219.06	3634.00	-348.73	-283.04	7229115.2	2159510.4	449.13	449.13	219.06	0.00
Base Birds Nest											
3927.00	12.54	219.06	3874.30	-390.23	-316.72	7229073.7	2159476.7	502.58	502.58	219.06	0.00
4014.79	12.54	219.06	3959.99	-405.03	-328.73	7229058.9	2159464.7	521.64	521.64	219.06	0.00
Start Drop											
4103.63	10.76	219.06	4047.00	-418.96	-340.04	7229045.0	2159453.4	539.59	539.59	219.06	2.00
Temperature 120											
4114.79	10.54	219.06	4057.97	-420.56	-341.34	7229043.4	2159452.1	541.65	541.65	219.06	2.00
4214.79	8.54	219.06	4156.58	-433.43	-351.78	7229030.5	2159441.6	558.22	558.22	219.06	2.00
4314.79	6.54	219.06	4255.71	-443.61	-360.05	7229020.3	2159433.4	571.34	571.34	219.06	2.00
4414.79	4.54	219.06	4355.24	-451.11	-366.14	7229012.8	2159427.3	581.00	581.00	219.06	2.00

Bighorn Directional, Inc.

Axia Energy
 Three Rivers 2-23-820
 Uintah County, Utah
 Revision #1



Minimum of Curvature
 Slot Location: 7229463.92', 2159793.43'
 Plane of Vertical Section: 219.06°

Measured Depth Feet	BORE Inc Degrees	HOLE Direction Degrees	True Vertical Depth Feet	RECTANGULAR COORDINATES		LAMBERT COORDINATES		Vertical Section Feet	CLOSURES		Dogleg Severity Deg/100'
				North(-South) Feet	East(-West) Feet	Y Feet	X Feet		Distance Feet	Direction Deg	
4514.79	2.54	219.06	4455.04	-455.90	-370.03	7229008.0	2159423.4	587.17	587.17	219.06	2.00
4614.79	0.54	219.06	4555.00	-457.99	-371.72	7229005.9	2159421.7	589.86	589.86	219.06	2.00
4641.79	0.00	219.06	4582.00	-458.09	-371.80	7229005.8	2159421.6	589.98	589.98	219.06	2.00
Vertical Point											
4890.79	0.00	219.06	4831.00	-458.09	-371.80	7229005.8	2159421.6	589.98	589.98	219.06	0.00
Garden Gulch											
5041.79	0.00	219.06	4982.00	-458.09	-371.80	7229005.8	2159421.6	589.98	589.98	219.06	0.00
TGR3											
6593.79	0.00	219.06	6534.00	-458.09	-371.80	7229005.8	2159421.6	589.98	589.98	219.06	0.00
Top Uteland Butte											
6743.79	0.00	219.06	6684.00	-458.09	-371.80	7229005.8	2159421.6	589.98	589.98	219.06	0.00
Top Wasatch											
7043.79	0.00	219.06	6984.00	-458.09	-371.80	7229005.8	2159421.6	589.98	589.98	219.06	0.00
TD											
Final Station Closure Distance: 589.98' Direction: 219.06°											



4304752688
SWNW 5-02 T08S R20E

CONFIDENTIAL

ProPetro Rig 10, Axia Energy, Spud surface Three Rivers 2-13-820 & 2-23-820

klbascom <klbascom@ubtanet.com>

Mon, May 13, 2013 at 7:10 AM

To: Carol Daniels <caroldaniels@utah.gov>, Dan Jarvis <danjarvis@utah.gov>, Richard Powell <richardpowell@utah.gov>

Cc: Cordell Wold <cwold@axiaenergy.com>

ProPetro Rig 10 Drlg Axia Energy's Three Rivers 2-13-820 should spud @ 10:00 5/13/13 & run 8 5/8" surface casing & cement around midnite. Move over & spud **Three Rivers 2-23-820** on same pad Tuesday morning, run & cement casing Tuesday nite. Any questions, contact Kenny Bascom @ 435-828-0697.

RECEIVED

MAY 13 2013

DIV. OF OIL, GAS & MINING

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9
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.	
5. LEASE DESIGNATION AND SERIAL NUMBER: ML-49318	
6. IF INDIAN, ALLOTTEE OR TRIBE NAME:	
7. UNIT or CA AGREEMENT NAME:	
1. TYPE OF WELL Oil Well	8. WELL NAME and NUMBER: THREE RIVERS 2-23-820
2. NAME OF OPERATOR: AXIA ENERGY LLC	9. API NUMBER: 43047526880000
3. ADDRESS OF OPERATOR: 1430 Larimer Ste 400 , Denver, CO, 80202	PHONE NUMBER: 720 746-5200 Ext
9. FIELD and POOL or WILDCAT: WILDCAT	
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2659 FNL 0896 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWNW Section: 02 Township: 08.0S Range: 20.0E Meridian: S	
COUNTY: UINTAH	
STATE: UTAH	

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

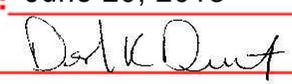
TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 6/30/2013	<input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> 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 checked="" 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: 50px;" type="text"/>
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:			
<input type="checkbox"/> SPUD REPORT Date of Spud:			
<input type="checkbox"/> DRILLING REPORT Report Date:			

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

APD to drill and complete a WASATCH well was approved on 08/27/2012. Axia Energy, LLC. respectfully requests your permission to complete the Green River formation and then commingle the Wasatch and Green River formations. Attached is the information per R649-3-22.

Approved by the Utah Division of Oil, Gas and Mining

Date: June 20, 2013

By: 

NAME (PLEASE PRINT) Cindy Turner	PHONE NUMBER 720 746-5209	TITLE Project Manager
SIGNATURE N/A	DATE 6/3/2013	

AFFIDAVIT OF LEASE OWNERSHIP

I, Tab McGinley, Affiant, being duly sworn depose and say:

THAT, I am the Vice President of Land for Axia energy, LLC, a Delaware limited liability company authorized to do business in Colorado (hereinafter referred to as "Axia"), 1430 Larimer Street, Suite 400, Denver, CO 80202. Axia owns, operates and manages oil and gas interests in the State of Utah including the lands described below located in Uintah County, Utah.

WHEREAS, Axia Energy, LLC is the owner of 100% of the contiguous oil and gas leases in NWSW Section 2-T8S-R20E of Uintah County, Utah, per attached Exhibit.

Further Affiant sayeth not.

Subscribed and sworn to before me this 3rd day of June, 2013.



Tab McGinley
Vice President, Land

STATE OF COLORADO)

} ss

COUNTY OF DENVER)

The foregoing instrument was acknowledged before me by Tab McGinley, Vice President of Land, this 3rd day of June, 2013.



Notary Public

Notary seal:

Cindy J. Turner
Notary Public
State of Colorado
My Commission Expires 06.

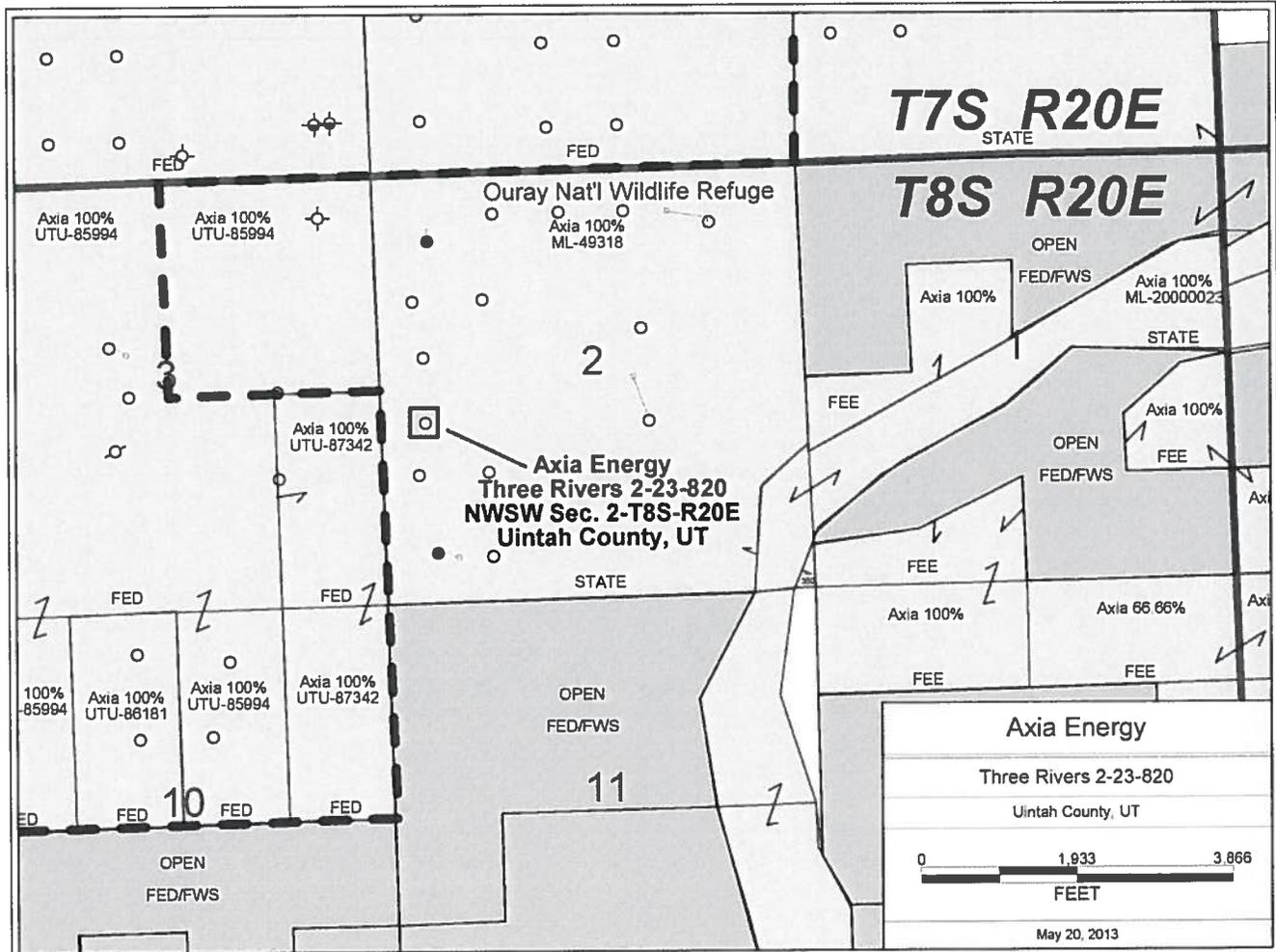
Attachment to Sundry Notice Form 9

Three Rivers 2-23-820

API: 43047526880000

Notice of intent – commingle Wasatch and Green formations

- 1.1 Exhibit A showing location of the well.
- 1.2 Method of Completion: the pools will be completed from the lower portion of the well (Wasatch) to the upper portion of the well (Green River) in succession. Intervals will be selectively perforated and fracture stimulated starting in the lower portion of the well. A composite bridge plug will be set to isolate the previously perforated/stimulated interval, and additional perforations will be added and fracture stimulated. Perforating/Stimulation will occur in this manner through the Wasatch and Green River formations in 6-8 stages. Once all desired intervals have been perforated, stimulated and isolated, all composite plugs will be drilled out. A tubing string with rod pump will be run to produce Wasatch and Green River oil in a commingled fashion.
- 2 Allocation should never be necessary due to equal mineral ownership in all pools. However, if it ever became necessary, allocation would be based on individual formation production percentages developed during the initial testing of the well.
- 3 Affidavit of Lease Ownership - Acknowledgement that Axia Energy, LLC is 100% owner of contiguous oil and gas leases in NWSW Section 2-T8S-R20E





SWNW 502 TORS R 200

CONFIDENTIAL

Capstar 321, Axia Energy, Three Rivers 2-23-820 Prod casing/Cement

klbascom <klbascom@ubtanet.com>

Thu, Jun 20, 2013 at 5:21 AM

To: Carol Daniels <caroldaniels@utah.gov>, Dan Jarvis <danjarvis@utah.gov>, Richard Powell <richardpowell@utah.gov>

Cc: Cordell Wold <cwold@axiaenergy.com>, jpeonio@axiaenergy.com, cturmer@axiaenergy.com, Bryce Holder <bholder@axiaenergy.com>

Capstar 321 reached Production TD 7027', 6/29/13 @ 05:30 on Axia Energy's Three Rivers 2-23-820, API# 43-047-52688, plan to run & cement 5.5" production casing Thursday 6/20/13. Any questions contact Kenny Bascom @ 435-828-0697.

Thank You
Kenny Bascom

RECEIVED
JUN 20 2013
DIV. OF OIL, GAS & MINING



T08S R20E S-02 SWNW

CONFIDENTIAL

Capstar 321, Axia Energy, Three Rivers 2-23-820, BOP Test & Spud notice

klbascom <klbascom@ubtanet.com>

Fri, Jun 14, 2013 at 10:25 AM

To: Carol Daniels <caroldaniels@utah.gov>, Dan Jarvis <danjarvis@utah.gov>, Richard Powell <richardpowell@utah.gov>

Cc: ">" <cwold@axiaenergy.com>, cturner@axiaenergy.com, bholder@axiaenergy.com, jpeonio@axiaenergy.com

Capstar #321 moving from Axia energys Three Rivers 16-23-820 Friday 6/14/13 to Three Rivers 2-23-820, API# 43-047-52688, rig up & test BOP Saturday morning 6/15/13 & drill out Saturday morning. Any Questions, contact Kenny Bascom @ 435-828-0697.

RECEIVED

JUN 14 2013

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: ML-49318	
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: THREE RIVERS 2-23-820
2. NAME OF OPERATOR: AXIA ENERGY LLC	9. API NUMBER: 43047526880000
3. ADDRESS OF OPERATOR: 1430 Larimer Ste 400 , Denver, CO, 80202	PHONE NUMBER: 720 746-5200 Ext
9. FIELD and POOL or WILDCAT: WILDCAT	4. LOCATION OF WELL FOOTAGES AT SURFACE: 2659 FNL 0896 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWNW Section: 02 Township: 08.0S Range: 20.0E Meridian: S
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: 6/1/2013	<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 type="checkbox"/> DRILLING REPORT Report Date:	<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 checked="" type="checkbox"/> OTHER	OTHER: <input type="text" value="Exception Location"/>

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

Per conversations with your office, Axia Energy, LLC respectfully requests an Exception Location for the subject well per the attached letter.

Approved by the Utah Division of Oil, Gas and Mining
Date: July 23, 2013
By: *Derek Duff*

NAME (PLEASE PRINT) Cindy Turner	PHONE NUMBER 720 746-5209	TITLE Project Manager
SIGNATURE N/A	DATE 5/23/2013	



May 22, 2013

Mr. Dustin Doucet
Utah Division of Oil, Gas & Mining
1594 West North Temple
Salt Lake City, Utah 84116

RE: **Request for Exception Location**
Three Rivers 2-23-820 (API # 43047526880000)
NWSW Sec 2-T8S-R20E
Uintah County, UT

Mr. Doucet:

In accordance with our recent correspondence with your office, Axia Energy respectfully requests an exception location for the above referenced well.

Axia Energy, LLC is the sole owner of 100% of the leasehold rights within 460' around the wellbore of the captioned well. In addition, the State mineral ownership is also consistent.

The request is necessary for optimal well placement and to maximize the number of potential wells to be drilled from a single surface disturbance within the Ouray National Wildlife Refuge when considering directional drilling constraints. The proposed BHL of 2207' FSL & 510' FWL of Section 2, T8S/R20E gives an inter-well distance of 829' to the nearest proposed well.

We shall therefore appreciate your granting Axia's exception location request.

Thank you in advance for your consideration. Please feel free to contact me at 720-746-5212 if you have any questions or comments.

Sincerely,
AXIA ENERGY, LLC

A handwritten signature in black ink that reads "Jess Peonio".

Jess Peonio
Senior Drilling Engineer & Regulatory Manager

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: ML-49318
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: THREE RIVERS 2-23-820	
2. NAME OF OPERATOR: AXIA ENERGY LLC	9. API NUMBER: 43047526880000	
3. ADDRESS OF OPERATOR: 1430 Larimer Ste 400 , Denver, CO, 80202	PHONE NUMBER: 720 746-5200 Ext	9. FIELD and POOL or WILDCAT: WILDCAT
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2659 FNL 0896 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWNW Section: 02 Township: 08.0S Range: 20.0E Meridian: S	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: 9/19/2013	<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 checked="" 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.		
<p>SPUD 04/27/13: MIRU Pete Martin. Drilled 150' and set conductor csg. Cemented to surface. SET SURF CSG 05/14/13: MIRU Pro-Petro. Drilled and Set 938' 8-5/8" csg. Cemented to surface. RESUMED DRILLING OPS 06/15/13: MIRU Capstar Drilling. Drilled to TD. Ran and cemented 7,005' 5-1/2" prod csg. DATE TD REACHED: 06/19/13 DRLG RIG RELEASED: 06/21/13 TMD: 7,027' TVD: 6,983' COMP START DATE: 08/10/13 FIRST PROD: 08/15/13 FORMATION: GRRV</p>		
<p>Accepted by the Utah Division of Oil, Gas and Mining FOR RECORD ONLY September 18, 2013</p>		
NAME (PLEASE PRINT) Cindy Turner	PHONE NUMBER 720 746-5209	TITLE Project Manager
SIGNATURE N/A	DATE 9/18/2013	

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
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.		5. LEASE DESIGNATION AND SERIAL NUMBER: ML-49318
		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
1. TYPE OF WELL Oil Well		7. UNIT or CA AGREEMENT NAME:
2. NAME OF OPERATOR: AXIA ENERGY LLC		8. WELL NAME and NUMBER: THREE RIVERS 2-23-820
3. ADDRESS OF OPERATOR: 1430 Larimer Ste 400 , Denver, CO, 80202		9. API NUMBER: 43047526880000
PHONE NUMBER: 720 746-5200 Ext		9. FIELD and POOL or WILDCAT: WILDCAT
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2659 FNL 0896 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWNW Section: 02 Township: 08.0S Range: 20.0E Meridian: S		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"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input checked="" type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: 7/4/2013	<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 type="checkbox"/> DRILLING REPORT Report Date:	<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 checked="" type="checkbox"/> OTHER	OTHER: <input type="text" value="Prod gas into pipeline"/>

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

In an effort to minimize gas flaring and venting within the Ouray National Wildlife Refuge, Axia Energy, LLC requests permission to tie in associated gas produced from oil production into a completed pipeline and use the gas between wells with common mineral ownership, to run production equipment and well facilities. With approval, this will minimize the gas flaring/venting within the Refuge (although the wells are within allowable limits of flaring/venting per UDOGM regulations.)

The SITLA mineral leases that are affected are ML-50510 and ML-49318. They share the same mineral owner (SITLA) and the gas will not be used off leases.

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

Date: October 07, 2013By: *D. K. Quist*

NAME (PLEASE PRINT) Cindy Turner	PHONE NUMBER 720 746-5209	TITLE Project Manager
SIGNATURE N/A	DATE 7/3/2013	



Dustin Doucet <dustindoucet@utah.gov>

RE: FW: Utah Sundries - Produce and Use Gas

1 message

Jess Peonio <jpeonio@axiaenergy.com>

Wed, Aug 28, 2013 at 2:39 PM

To: Dustin Doucet <dustindoucet@utah.gov>

Cc: Taryn Frenzel <tfrenzel@axiaenergy.com>, Rick Satre <rsatre@axiaenergy.com>, Cindy Turner <cturner@axiaenergy.com>

Dustin:

To address Randy and your questions:

Currently, Axia Energy is not selling the gas, but rather flaring at well sites. To minimize the flaring, Axia proposes to utilize as much of the gas as possible with "use".

To address the gas measurement question:

Axia does meter and record individual gas from the wells. Usage is estimated based on manufacturer specs for use. The remainder is flared at a smokeless flare/combustor site. All leases in question produce more than the usage number, therefore there is no royalties to be paid at the current time as the leases state that royalties are to be paid if gas is used off lease.

Once QEP has tied into Axia's internal infrastructure, we will continue to measure individual well locations via meter, and also meter the inlet and outlet of our compression into QEP. Production will be allocated to the wells based on the well meters and royalties paid accordingly.

I hope this addresses your questions. Let me know if further clarification is necessary.

Thanks.

Jess A. Peonio

Sr. Drilling Engineer/Regulatory Manager

Axia Energy

1430 Larimer, Suite #400; Denver, CO 80202

O: 720-746-5212; C: 303-349-6026

F: 720-746-5201; jpeonio@axiaenergy.com

From: Gxwlg#Grxfhw#p dbr=gxwlggrxfhwC xwdk#jry #
Sent: Wkxugd | /#Dxjxw#55/#5346#<=73#DP
To: Mhvv#Shrq#r
Subject: Iz g=#IZ #K wdk#N xggulhv#0 Surgx fh#dgg#K vh#J dv

Jess,

Not sure if I ever sent these questions our auditor had about your sundries you submitted on July 3rd or not. I went on vacation that day and I think I may have dropped the ball on getting these questions to you. Anyway we need to address these questions and then depending on the answers update the sundries. Probably the main issue is are these wells being metered separately before going into the common line and if not how is allocation done back to the each well. Also are there different royalty owners etc. in the two leases? See Randy's questions below and let me know. Thanks.

Dustin

----- Forwarded message -----
From: **Randy Thackeray** <randythackeray@utah.gov>
Date: Tue, Jul 2, 2013 at 6:58 AM
Subject: Re: FW: Utah Sundries - Produce and Use Gas
To: Dustin Doucet <dustindoucet@utah.gov>

If the gas is used across all well sites, how is the gas measured for production, used, transported, flared, etc? Is an estimated volume used for each well? Is there an allocation method used in reporting? Do they have a schematic of the system, tie-in points, sales points, flare points, etc.? A main concern is how they know how much each well site is using and if we should require a method similar to Newfield's for correct volume of gas transported off site.

On Mon, Jul 1, 2013 at 2:46 PM, Dustin Doucet <dustindoucet@utah.gov> wrote:

Any issue with this? We discussed this last week I think. Take a look and let me know what you think.

----- Forwarded message -----
From: **Jess Peonio** <jpeonio@axiaenergy.com>
Date: Mon, Jul 1, 2013 at 12:45 PM
Subject: FW: Utah Sundries - Produce and Use Gas
To: "Dustin Doucet (dustindoucet@utah.gov)" <dustindoucet@utah.gov>
Cc: Cindy Turner <cturner@axiaenergy.com>

Dustin:

Please take a look at the attached. Is this what you were looking for concerning tying in wells with the same mineral owner and utilizing that gas on lease?

The second page will have which wells are affected and list them and their API #'s.

Just want to make sure this is what you were requesting prior to submitting electronically.

Thanks,

Jess

Jess A. Peonio

Sr. Drilling Engineer/Regulatory Manager

Axia Energy

1430 Larimer, Suite #400; Denver, CO 80202

O: 720-746-5212; C: 303-349-6026

F: 720-746-5201; jpeonio@axiaenergy.com

From: Fhg|#Wxqhu#
Sent: Z hgqhvqd|#Mxqh#59/#5346#; =89#DP
To: Mvv#ShrqLr
Cc: Eu|fh#Krgju
Subject: Xwdk#Vxqguhv#0 Surgxfh#lqg#Kvh#Jdv
Importance: Kijk

Jess, If this looks ok, we will send to the State Today.

Anyway, let me know. Do I need to send a copy of the sundries to Lavonne Garrison @ SITLA.

Thanks,

Cindy Turner

AXIA ENERGY, LLC

1430 Larimer Street

Suite 400

Denver, CO 80202

Phone: 720-746-5209

Cell: 303-328-8613

cturner@axiaenergy.com

From: Mxv#Shrq|r#
Sent: Wxhvgd|/Mxqh#58/#5346#7=49#SP
To: Eujfh#K r@jhu>#F lq| #Wxuqhu
Subject: Xwdk#v xqgu|

Need to submit a sundry to the State of Utah with the following fields:

1. Oil Well
 4. NA
 5. ML-50510 & ML-49318
 8. See below
 9. See below
 11. Other – see below

12. Axia Energy, LLC, in an effort to minimize gas flaring and venting within the Ouray National Wildlife Refuge, requests permission to tie in associated gas produced from oil production on the below wells into a completed pipeline and utilize the gas between wells to run production equipment and well facilities. With approval, this will minimize gas flaring/venting within the Refuge (although the wells are within allowable limits of flaring/venting per UDOGM regulations). The SITLA mineral leases that are affected are ML-50510 & ML-49318, share the same mineral owner (SITLA) and the gas will not be utilized off lease.

Three Rivers #36-31-720 (API #.....)
Three Rivers #36-11-720 (API #....)
Three Rivers #36-23-720 (API #.....)
Three Rivers #2-51-820 (API #.....)
Three Rivers #2-33-820 (API #.....)
Three Rivers #2-11-820 (API #.....)
Three Rivers #2-13-820 (API #.....)
Three Rivers #2-23-820 (API #.....)
Three Rivers #2-15-820 (API #.....)

Bryce – add the API #'s above for each well.

Please send to me for review prior to sending to the State.

Thanks.

Jess A. Peonio

Sr. Drilling Engineer/Regulatory Manager

Axia Energy

1430 Larimer, Suite #400; Denver, CO 80202

O: [720-746-5212](tel:720-746-5212); C: [303-349-6026](tel:303-349-6026)

F: [720-746-5201](tel:720-746-5201); jpeonio@axiaenergy.com

--

Dustin K. Doucet

Petroleum Engineer

Division of Oil, Gas and Mining

1594 West North Temple, Ste 1210

Salt Lake City, Utah 84116

801.538.5281 (ofc)

801.359.3940 (fax)

web: www.ogm.utah.gov

--

Dustin K. Doucet

Petroleum Engineer

Division of Oil, Gas and Mining

1594 West North Temple, Ste 1210

Salt Lake City, Utah 84116

801.538.5281 (ofc)

801.359.3940 (fax)

web: www.ogm.utah.gov

Attachment to Sundry for Ouray Refuge
LEASES ML-50510 & ML-49318

WELL NAME	API NUMBER
Three Rivers 36-31-720	430475269700
Three Rivers 36-11-720	430475191500
Three Rivers 36-23-720	430475273300
Three Rivers 02-51-820	430475268500
Three Rivers 02-33-820	430475327300
Three Rivers 02-11-820	430475193600
Three Rivers 02-13-820	430475268700
Three Rivers 02-23-820	430475268800
Three Rivers 02-15-820	430475268900

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9
5. LEASE DESIGNATION AND SERIAL NUMBER: ML-49318	
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: THREE RIVERS 2-23-820
2. NAME OF OPERATOR: AXIA ENERGY LLC	9. API NUMBER: 43047526880000
3. ADDRESS OF OPERATOR: 1430 Larimer Ste 400 , Denver, CO, 80202	PHONE NUMBER: 720 746-5200 Ext
9. FIELD and POOL or WILDCAT: WILDCAT	
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2659 FNL 0896 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWNW Section: 02 Township: 08.0S Range: 20.0E Meridian: S	
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: 10/1/2013	<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 type="checkbox"/> DRILLING REPORT Report Date:	<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 checked="" type="checkbox"/> OTHER	OTHER: <input type="text" value="Central Tank Facility"/>

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

NEW CENTRAL TANK FACILITY: Three Rivers CTB ST ML-49318 See Attached for Proposal and Allocation Diagram

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

Date: October 08, 2013

By: *D. K. Quist*

NAME (PLEASE PRINT) Cindy Turner	PHONE NUMBER 720 746-5209	TITLE Project Manager
SIGNATURE N/A	DATE 9/11/2013	

AXIA THREE RIVERS CENTRAL TANK FACILITY

Axia Energy, LLC submits the following documentation as follow-up to verbal and email approval to commingle certain wells with common interests per attached diagram.

Allocation Proposal:

Each well that comes on will be set-up and plumbed individually with (2) 500 bbl oil tanks and (1) 500 bbl water tank for each producing well.

When production on a well basis exceeds current individual well storage, production would be gauged and an internal run ticket would be generated. The oil would then be shipped to the centralized tank facilities per attached allocation diagram.

Oil Sales from Centralized Storage Facility would be allocated back to the applicable well on a first in-first out basis and quantity would be based on the run ticket generated when the oil is sold to oil purchaser.

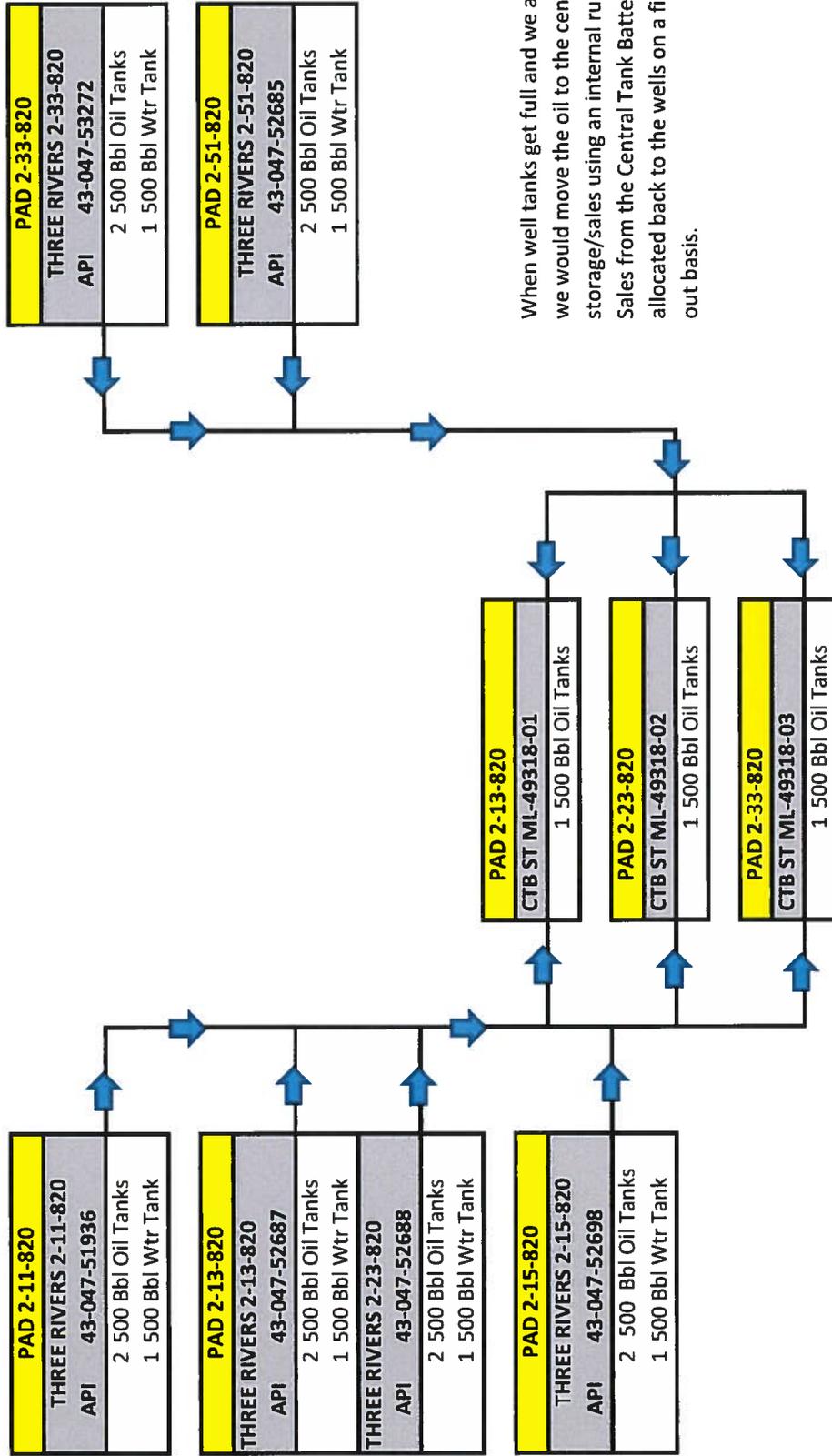
Proposed centralized storage facilities are set up by State or Federal lease number, or in the case of Fee wells, by common interest.

Reporting Requirements:

- When oil is transferred to the central tank battery from a well location, the volume will appear on Form 11 (Monthly Disposition Report) as transported volume for the applicable entity location.
- A Form 12 (Transfer of Oil) for the volume going to the CTB will be prepared with any applicable internal run tickets attached.

EFFECTIVE DATE: October 1, 2013

NAME: THREE RIVERS CTB ST ML-49318
DESC: THREE RIVERS WELLS IN SECTION 2 OF TOWNSHIP 8S-RNG 20E THAT CAN FLOW TO CENTRAL TANK BATTERY
LEASE: BASED ON COMMON INTEREST/LEASE NO STATE LEASE ML-49318



When well tanks get full and we are unable to sell,
 we would move the oil to the central facility for
 storage/sales using an internal run ticket.
 Sales from the Central Tank Battery would be
 allocated back to the wells on a first in - first
 out basis.

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: ML-49318
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:
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1. TYPE OF WELL Oil Well	8. WELL NAME and NUMBER: THREE RIVERS 2-23-820	
2. NAME OF OPERATOR: AXIA ENERGY LLC	9. API NUMBER: 43047526880000	
3. ADDRESS OF OPERATOR: 1430 Larimer Ste 400 , Denver, CO, 80202	PHONE NUMBER: 720 746-5200 Ext	9. FIELD and POOL or WILDCAT: WILDCAT
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2659 FNL 0896 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWNW Section: 02 Township: 08.0S Range: 20.0E Meridian: S		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"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input checked="" type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: 8/10/2013	<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 checked="" type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input type="checkbox"/> DRILLING REPORT Report Date:	<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.

Axia Energy previously submitted a request to commingle the Wasatch and Green River formations. However, there was a change in plans and we only completed the Green River. Bottom Perf: 6697'. Top of Wasatch: 6715'. PLEASE UPDATE ENTITY ACTION NUMBER 19015 TO GRRV.

**Accepted by the
Utah Division of
Oil, Gas and Mining
FOR RECORD ONLY
October 21, 2013**

NAME (PLEASE PRINT) Cindy Turner	PHONE NUMBER 720 746-5209	TITLE Project Manager
SIGNATURE N/A	DATE 9/17/2013	

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9
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.	
1. TYPE OF WELL Oil Well	5. LEASE DESIGNATION AND SERIAL NUMBER: ML-49318
2. NAME OF OPERATOR: AXIA ENERGY LLC	6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
3. ADDRESS OF OPERATOR: 1430 Larimer Ste 400 , Denver, CO, 80202	7. UNIT or CA AGREEMENT NAME:
PHONE NUMBER: 720 746-5200 Ext	8. WELL NAME and NUMBER: THREE RIVERS 2-23-820
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2634 FNL 0888 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWNW Section: 02 Township: 08.0S Range: 20.0E Meridian: S	9. API NUMBER: 43047526880000
	9. FIELD and POOL or WILDCAT: THREE RIVERS
	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"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input checked="" type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: 6/11/2013	<input checked="" 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 type="checkbox"/> DRILLING REPORT Report Date:	<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.

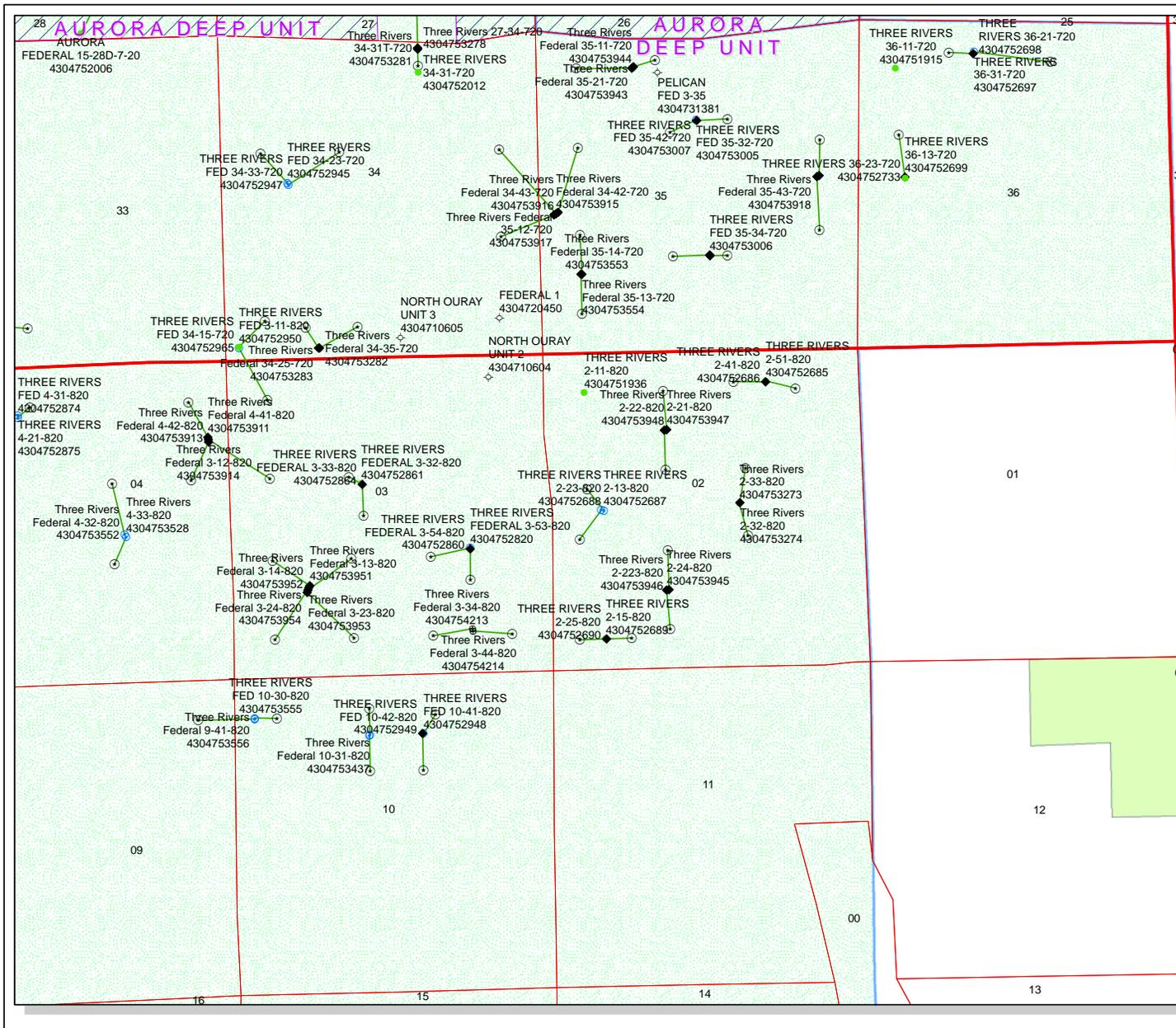
Axia Energy respectfully requests changes to surface hole location per attached revised plat dated 06/11/2013. REQUESTED NEW SHL: 2634' FNL & 888' FWL

Approved by the Utah Division of Oil, Gas and Mining

Date: December 11, 2013

By:

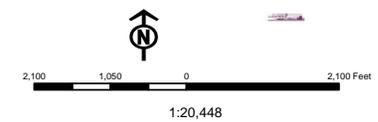
NAME (PLEASE PRINT) Cindy Turner	PHONE NUMBER 720 746-5209	TITLE Project Manager
SIGNATURE N/A	DATE 12/10/2013	



API Number: 4304752688
Well Name: THREE RIVERS 2-23-820
 Township: T08.0S Range: R20.0E Section: 02 Meridian: S
 Operator: AXIA ENERGY LLC

Map Prepared: 12/11/2013
 Map Produced by Diana Mason

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



T8S, R20E, S.L.B.&M.

AXIA ENERGY

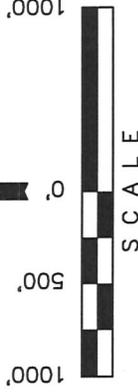
Well location, THREE RIVERS #2-23-820, located as shown in the SW 1/4 NW 1/4 of Section 2, T8S, R20E, S.L.B.&M., Uintah County, Utah.

BASIS OF ELEVATION

BENCH MARK (38EAM) LOCATED IN THE SW 1/4 OF SECTION 9, T7S, R20E, S.L.B.&M. TAKEN FROM THE PELICAN LAKE, QUADRANGLE, UTAH, UINTAH COUNTY, 7.5 MINUTE QUAD (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 4942 FEET.

BASIS OF BEARINGS

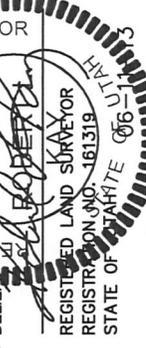
BASIS OF BEARINGS IS A G.P.S. OBSERVATION.



SCALE

CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE PROPERTY 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.



REV: 06-11-13 B.D.H.
 REV: 06-10-13 B.D.H.
 REV: 04-22-13 B.D.H.
 REV: 04-15-13 S.F.

UINTAH ENGINEERING & LAND SURVEYING

85 SOUTH 200 EAST - VERNAL, UTAH 84078
 (435) 789-1017

SCALE	1" = 1000'	DATE SURVEYED:	03-29-12	DATE DRAWN:	04-04-12
PARTY	B.H. N.F. N.S.	REFERENCES	G.L.O. PLAT		
WEATHER	WARM	FILE	AXIA ENERGY		



LINE TABLE	
LINE	DIRECTION LENGTH
L1	S28°24'42"W 502.85'
NAD 83 (TARGET BOTTOM HOLE)	LATITUDE = 40°09'02.55" (40.150708) LONGITUDE = 109°38'33.28" (109.642572)
NAD 27 (TARGET BOTTOM HOLE)	LATITUDE = 40°09'02.68" (40.150744) LONGITUDE = 109°38'30.77" (109.641881)
NAD 83 (SURFACE LOCATION)	LATITUDE = 40°09'06.98" (40.151939) LONGITUDE = 109°38'30.28" (109.641744)
NAD 27 (SURFACE LOCATION)	LATITUDE = 40°09'07.11" (40.151975) LONGITUDE = 109°38'27.79" (109.641053)

- LEGEND:
- = 90° SYMBOL
 - = PROPOSED WELL HEAD.
 - ▲ = SECTION CORNERS LOCATED.



December 8, 2013

Mr. Dustin Doucet
Utah Division of Oil, Gas & Mining
1594 West North Temple
Salt Lake City, Utah 84116

RE: **Directional Drilling – R649-3-11**
Three Rivers 02-23-820 (API #430475268800)
SWNW Sec 02-T8S-R20E
Uintah County, UT

Mr. Doucet:

In accordance with our recent correspondence with your office, Axia Energy respectfully submits the below specifics concerning the proposed directional drilling of the subject well.

- Axia Energy, LLC is the sole owner of 100% of the leasehold rights within 460' around proposed wellbore and bottom hole location of the captioned well.
- In addition, the SITLA mineral ownership is also consistent throughout the wellbore path.
- The directional drilling of the well is proposed to limit surface disturbance in consideration of the surface owner and Ouray National Wildlife Refuge.
- The bottom hole location gives 824' of inter-well distance from the nearest existing well.

Therefore, based on the above stated information, Axia Energy requests the permit be granted pursuant to R649-3-11.

Thank you in advance for your consideration. Please feel free to contact me at 720-746-5212 if you have any questions or comments.

Sincerely,
AXIA ENERGY, LLC

A handwritten signature in black ink that reads "Jess Peonio".

Jess Peonio
Senior Drilling Engineer & Regulatory Manager

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9	
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.		5. LEASE DESIGNATION AND SERIAL NUMBER: ML-49318	
		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:	
1. TYPE OF WELL Oil Well		7. UNIT or CA AGREEMENT NAME:	
2. NAME OF OPERATOR: AXIA ENERGY LLC		8. WELL NAME and NUMBER: THREE RIVERS 2-23-820	
3. ADDRESS OF OPERATOR: 1430 Larimer Ste 400 , Denver, CO, 80202		9. API NUMBER: 43047526880000	
PHONE NUMBER: 720 746-5200 Ext		9. FIELD and POOL or WILDCAT: THREE RIVERS	
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2634 FNL 0888 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWNW Section: 02 Township: 08.0S Range: 20.0E Meridian: S		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: 10/1/2013 <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: <input type="text" value="Variance Request"/>
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.			
Please see attachment.			
Approved by the Utah Division of Oil, Gas and Mining Date: <u>December 16, 2013</u> By: <u></u>			
NAME (PLEASE PRINT) Cindy Turner		PHONE NUMBER 720 746-5209	TITLE Project Manager
SIGNATURE N/A		DATE 12/12/2013	

Three Rivers #2-23-820

Notice of Intent start: Oct 1, 2013

Axia Energy, LLC respectfully requests a variance to the 1800 MCF/MO limit of flaring oil production associated gas on the subject well to the next Utah Board of Oil, Gas and Mining Hearing considering the next filing date. Axia Energy has constructed gas gathering infrastructure within the field and the subject well has been tied into the system but is awaiting gas gatherer construction completion which has commenced. Axia Energy is requesting the variance to the next available Utah Board Hearing so that: a) production rates can be evaluated to properly size production equipment on the subject well and future wells, b) a decline curve can be evaluated for EUR determination and future planning of drill schedule and capital, and c) production will not be curtailed and EUR decreased due to the shut-in and potential damage to the reservoir (analogous projects operated by Axia Energy have shown a production and EUR decrease due to lengthy shut-ins). The last (Nov., '13) monthly flaring volume for the subject well was 1,938 MCF/MO and efforts will be made to minimize flaring by maximizing fuel usage until the hearing.

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

Request to Transfer Application or Permit to Drill

(This form should accompany a Sundry Notice, Form 9, requesting APD transfer)

Well name:	See Attached List
API number:	
Location:	Qtr-Qtr: Section: Township: Range:
Company that filed original application:	Don Hamilton - Star Point Enterprises for Axia Energy, LLC
Date original permit was issued:	
Company that permit was issued to:	Axia Energy, LLC

Check one	Desired Action:
	Transfer pending (unapproved) Application for Permit to Drill to new operator
	The undersigned as owner with legal rights to drill on the property, hereby verifies that the information as submitted in the pending Application for Permit to Drill, remains valid and does not require revision. The new owner of the application accepts and agrees to the information and procedures as stated in the application.
<input checked="" type="checkbox"/>	Transfer approved Application for Permit to Drill to new operator
	The undersigned as owner with legal rights to drill on the property as permitted, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision.

Following is a checklist of some items related to the application, which should be verified.	Yes	No
If located on private land, has the ownership changed?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
If so, has the surface agreement been updated?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Have there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Have there been any changes to the access route including ownership or right-of-way, which could affect the proposed location?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Has the approved source of water for drilling changed?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Is bonding still in place, which covers this proposed well? Bond No. _____	<input type="checkbox"/>	<input checked="" type="checkbox"/>

Any desired or necessary changes to either a pending or approved Application for Permit to Drill that is being transferred, should be filed on a Sundry Notice, Form 9, or amended Application for Permit to Drill, Form 3, as appropriate, with necessary supporting information as required.

RECEIVED
DEC 16 2013

Name (please print) Mary Sharon Balakas Title Attorney in Fact
 Signature *Mary Sharon Balakas* Date 12/11/13
 Representing (company name) Ultra Resources

DIV. OF OIL, GAS & MINING

The person signing this form must have legal authority to represent the company or individual(s) to be listed as the new operator on the Application for Permit to Drill.

Division of Oil, Gas and Mining
OPERATOR CHANGE WORKSHEET (for state use only)

ROUTING
 CDW

X - Change of Operator (Well Sold)

Operator Name Change/Merger

The operator of the well(s) listed below has changed, effective:

10/1/2013

FROM: (Old Operator):
 N3765-Axia Energy, LLC
 1430 Larimer Street, Suite 400
 Denver, CO 80202
 Phone: 1 (720) 746-5200

TO: (New Operator):
 N4045-Ultra Resources, Inc.
 304 Inverness Way South, Suite 295
 Englewood, CO 80112
 Phone: 1 (303) 645-9810

WELL NAME		CA No.	Unit:	N/A	SEC TWN RNG	API NO	ENTITY NO	LEASE TYPE	WELL TYPE	WELL STATUS
See Attached List										

OPERATOR CHANGES DOCUMENTATION

Enter date after each listed item is completed

- (R649-8-10) Sundry or legal documentation was received from the **FORMER** operator on: 12/16/2013
- (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 12/16/2013
- The new company was checked on the **Department of Commerce, Division of Corporations Database** on: 1/14/2014
- Is the new operator registered in the State of Utah: Business Number: 8861713-0143
- (R649-9-2) Waste Management Plan has been received on: N/A
- Inspections of LA PA state/fee well sites complete on: N/A
- Reports current for Production/Disposition & Sundries on: 1/14/2014
- Federal and Indian Lease Wells:** The BLM and or the BIA has approved the merger, name change, or operator change for all wells listed on Federal or Indian leases on: BLM Not Yet BIA
- Federal and Indian Units:**
 The BLM or BIA has approved the successor of unit operator for wells listed on: N/A
- Federal and Indian Communization Agreements ("CA"):**
 The BLM or BIA has approved the operator for all wells listed within a CA on: N/A
- Underground Injection Control ("UIC")** Division has approved UIC Form 5 Transfer of Authority to Inject, for the enhanced/secondary recovery unit/project for the water disposal well(s) listed on: N/A

DATA ENTRY:

- Changes entered in the **Oil and Gas Database** on: 1/14/2014
- Changes have been entered on the **Monthly Operator Change Spread Sheet** on: 1/14/2014
- Bond information entered in RBDMS on: 1/14/2014
- Fee/State wells attached to bond in RBDMS on: 1/14/2014
- Injection Projects to new operator in RBDMS on: N/A
- Receipt of Acceptance of Drilling Procedures for APD/New on: 1/14/2014
- Surface Agreement Sundry from **NEW** operator on Fee Surface wells received on: Yes

BOND VERIFICATION:

- Federal well(s) covered by Bond Number: 22046400
- Indian well(s) covered by Bond Number: 22046400
- (R649-3-1) The **NEW** operator of any state/fee well(s) listed covered by Bond Number 22046398
- The **FORMER** operator has requested a release of liability from their bond on: Not Yet

LEASE INTEREST OWNER NOTIFICATION:

- (R649-2-10) The **NEW** operator of the fee wells has been contacted and informed by a letter from the Division of their responsibility to notify all interest owners of this change on: 1/14/2014

COMMENTS:

Axia Energy, LLC (N3765) to Ultra Resources, Inc. (N4045) Effective 10/1/2013

Well Name	Sec	TWN	RNG	API Number	Entity	Mineral Lease	Well Type	Well Status
THREE RIVERS 2-41-820	2	080S	200E	4304752686		State	OW	APD
THREE RIVERS 2-25-820	2	080S	200E	4304752690		State	OW	APD
THREE RIVERS 36-21-720	36	070S	200E	4304752698		State	OW	APD
THREE RIVERS 36-13-720	36	070S	200E	4304752699		State	OW	APD
THREE RIVERS FEDERAL 3-54-820	3	080S	200E	4304752860		Federal	OW	APD
THREE RIVERS FEDERAL 3-33-820	3	080S	200E	4304752864		Federal	OW	APD
THREE RIVERS FED 35-34-720	35	070S	200E	4304753006		Federal	OW	APD
THREE RIVERS FED 35-42-720	35	070S	200E	4304753007		Federal	OW	APD
THREE RIVERS FED 35-44-720	35	070S	200E	4304753008		Federal	OW	APD
Three Rivers 2-32-820	2	080S	200E	4304753274		State	OW	APD
Three Rivers 18-21-821	18	080S	210E	4304753276		Fee	OW	APD
Three Rivers 18-31-821	18	080S	210E	4304753277		Fee	OW	APD
Three Rivers 27-34-720	34	070S	200E	4304753278		Fee	OW	APD
Three Rivers 34-31T-720	34	070S	200E	4304753281		Fee	OW	APD
Three Rivers Federal 35-14-720	35	070S	200E	4304753553		Federal	OW	APD
Three Rivers Federal 35-13-720	35	070S	200E	4304753554		Federal	OW	APD
Three Rivers 7-34-821	7	080S	210E	4304753558		Fee	OW	APD
Three Rivers 7-23-821	7	080S	210E	4304753559		Fee	OW	APD
Three Rivers 7-21-821	7	080S	210E	4304753560		Fee	OW	APD
Three Rivers 7-22-821	7	080S	210E	4304753561		Fee	OW	APD
Three Rivers 7-12-821	7	080S	210E	4304753562		Fee	OW	APD
Three Rivers 18-22-821	18	080S	210E	4304753620		Fee	OW	APD
Three Rivers 18-32-821	18	080S	210E	4304753621		Fee	OW	APD
Three Rivers D	16	080S	200E	4304753702		State	WD	APD
Three Rivers Federal 4-41-820	4	080S	200E	4304753911		Federal	OW	APD
Three Rivers Federal 4-42-820	4	080S	200E	4304753913		Federal	OW	APD
Three Rivers Federal 3-12-820	4	080S	200E	4304753914		Federal	OW	APD
Three Rivers Federal 34-42-720	35	070S	200E	4304753915		Federal	OW	APD
Three Rivers Federal 34-43-720	35	070S	200E	4304753916		Federal	OW	APD
Three Rivers Federal 35-12-720	35	070S	200E	4304753917		Federal	OW	APD
Three Rivers Federal 35-43-720	35	070S	200E	4304753918		Federal	OW	APD
Three Rivers Federal 35-442-720	35	070S	200E	4304753919		Federal	OW	APD
Three Rivers Federal 35-21-720	35	070S	200E	4304753943		Federal	OW	APD
Three Rivers Federal 35-11-720	35	070S	200E	4304753944		Federal	OW	APD
Three Rivers 2-24-820	2	080S	200E	4304753945		State	OW	APD
Three Rivers 2-223-820	2	080S	200E	4304753946		State	OW	APD
Three Rivers 2-21-820	2	080S	200E	4304753947		State	OW	APD
Three Rivers 2-22-820	2	080S	200E	4304753948		State	OW	APD
Three Rivers 32-42-720	32	070S	200E	4304753949		Fee	OW	APD
Three Rivers Federal 3-13-820	3	080S	200E	4304753951		Federal	OW	APD
Three Rivers Federal 3-14-820	3	080S	200E	4304753952		Federal	OW	APD
Three Rivers Federal 3-23-820	3	080S	200E	4304753953		Federal	OW	APD
Three Rivers Federal 3-24-820	3	080S	200E	4304753954		Federal	OW	APD
Three Rivers 4-13-820	5	080S	200E	4304753956		Federal	OW	APD
Three Rivers Federal 5-43-820	5	080S	200E	4304753957		Federal	OW	APD
Three Rivers Federal 5-42-820	5	080S	200E	4304753958		Federal	OW	APD
Three Rivers Federal 5-11-820	5	080S	200E	4304754204		Federal	OW	APD
Three Rivers Federal 5-21-820	5	080S	200E	4304754205		Federal	OW	APD
Three Rivers Federal 8-31-820	8	080S	200E	4304754211		Federal	OW	APD
Three Rivers Federal 8-41-820	8	080S	200E	4304754212		Federal	OW	APD
Three Rivers Federal 3-34-820	3	080S	200E	4304754213		Federal	OW	APD
Three Rivers Federal 3-44-820	3	080S	200E	4304754214		Federal	OW	APD
THREE RIVERS 32-34-720	32	070S	200E	4304752735	19249	Fee	OW	DRL
THREE RIVERS FEDERAL 8-52-820	8	080S	200E	4304752770	19156	Federal	OW	DRL
THREE RIVERS 4-14-820	5	080S	200E	4304752863	19183	Fee	OW	DRL
THREE RIVERS FED 10-42-820	10	080S	200E	4304752949	19310	Federal	OW	DRL
THREE RIVERS FED 3-11-820	34	070S	200E	4304752950	19184	Federal	OW	DRL
Three Rivers 16-21-820	16	080S	200E	4304753229	19024	State	OW	DRL
Three Rivers 16-22-820	16	080S	200E	4304753230	18961	State	OW	DRL

Axia Energy, LLC (N3765) to Ultra Resources, Inc. (N4045) Effective 10/1/2013

Three Rivers Federal 34-35-720	34	070S	200E	4304753282	19287	Federal	OW	DRL
Three Rivers Federal 34-25-720	34	070S	200E	4304753283	19288	Federal	OW	DRL
Three Rivers Federal 10-32-820	10	080S	200E	4304753415	19275	Federal	OW	DRL
Three Rivers Federal 10-31-820	10	080S	200E	4304753437	19276	Federal	OW	DRL
Three Rivers 16-34-820	16	080S	200E	4304753472	19278	State	OW	DRL
Three Rivers 16-44-820	16	080S	200E	4304753473	19268	State	OW	DRL
Three Rivers 16-11-820	16	080S	200E	4304753474	19262	State	OW	DRL
Three Rivers 16-12-820	16	080S	200E	4304753475	19263	State	OW	DRL
Three Rivers 16-32-820	16	080S	200E	4304753494	19185	State	OW	DRL
Three Rivers 16-31-820	16	080S	200E	4304753495	19269	State	OW	DRL
Three Rivers 16-33-820	16	080S	200E	4304753496	19161	State	OW	DRL
THREE RIVERS FED 10-30-820	10	080S	200E	4304753555	19169	Federal	OW	DRL
Three Rivers Federal 9-41-820	10	080S	200E	4304753556	19170	Federal	OW	DRL
Three Rivers Federal 33-13-720	33	070S	200E	4304753723	19222	Federal	OW	DRL
Three Rivers Federal 33-12-720	33	070S	200E	4304753724	19250	Federal	OW	DRL
Three Rivers 32-3333-720	32	070S	200E	4304753950	19251	Fee	OW	DRL
THREE RIVERS 36-11-720	36	070S	200E	4304751915	18355	State	OW	P
THREE RIVERS 2-11-820	2	080S	200E	4304751936	18354	State	OW	P
THREE RIVERS 34-31-720	34	070S	200E	4304752012	18326	Fee	OW	P
THREE RIVERS 16-42-820	16	080S	200E	4304752056	18682	State	OW	P
THREE RIVERS 16-43-820	16	080S	200E	4304752057	18683	State	OW	P
THREE RIVERS 16-41-820	16	080S	200E	4304752110	18356	State	OW	P
THREE RIVERS 2-51-820	2	080S	200E	4304752685	18941	State	OW	P
THREE RIVERS 2-13-820	2	080S	200E	4304752687	19014	State	OW	P
THREE RIVERS 2-23-820	2	080S	200E	4304752688	19015	State	OW	P
THREE RIVERS 2-15-820	2	080S	200E	4304752689	18770	State	OW	P
THREE RIVERS 36-31-720	36	070S	200E	4304752697	19086	State	OW	P
THREE RIVERS 32-25-720	32	070S	200E	4304752718	19033	Fee	OW	P
THREE RIVERS 36-23-720	36	070S	200E	4304752733	18769	State	OW	P
THREE RIVERS 32-33-720	32	070S	200E	4304752734	19016	Fee	OW	P
THREE RIVERS 32-15-720	32	070S	200E	4304752736	18767	Fee	OW	P
THREE RIVERS 32-35-720	32	070S	200E	4304752737	18766	Fee	OW	P
THREE RIVERS FEDERAL 8-53-820	8	080S	200E	4304752771	18992	Federal	OW	P
THREE RIVERS FEDERAL 3-53-820	3	080S	200E	4304752820	19104	Federal	OW	P
THREE RIVERS FEDERAL 3-32-820	3	080S	200E	4304752861	18942	Federal	OW	P
THREE RIVERS FEDERAL 5-56-820	5	080S	200E	4304752862	18993	Federal	OW	P
THREE RIVERS FED 4-31-820	4	080S	200E	4304752874	19023	Federal	OW	P
THREE RIVERS 4-21-820	4	080S	200E	4304752875	19048	Federal	OW	P
THREE RIVERS FED 34-23-720	34	070S	200E	4304752945	19049	Federal	OW	P
THREE RIVERS FED 34-33-720	34	070S	200E	4304752947	19050	Federal	OW	P
THREE RIVERS FED 10-41-820	10	080S	200E	4304752948	19137	Federal	OW	P
THREE RIVERS FED 34-15-720	34	070S	200E	4304752965	18960	Federal	OW	P
THREE RIVERS FED 35-32-720	35	070S	200E	4304753005	19138	Federal	OW	P
Three Rivers 16-23-820	16	080S	200E	4304753231	19037	State	OW	P
Three Rivers 16-24-820	16	080S	200E	4304753232	19038	State	OW	P
Three Rivers 2-33-820	2	080S	200E	4304753273	18943	State	OW	P
Three Rivers 4-33-820	4	080S	200E	4304753528	19167	Fee	OW	P
Three Rivers Federal 33-14-720	33	070S	200E	4304753551	19107	Federal	OW	P
Three Rivers Federal 4-32-820	4	080S	200E	4304753552	19168	Federal	OW	P
Three Rivers Federal 33-24-720	33	070S	200E	4304753557	19108	Federal	OW	P
Three Rivers 32-334-720	32	070S	200E	4304753710	19067	Fee	OW	P
Three Rivers 5-31-820	32	070S	200E	4304753711	19068	Fee	OW	P
Three Rivers Federal 33-11-720	32	070S	200E	4304753733	19109	Federal	OW	P
Three Rivers 32-32-720	32	070S	200E	4304753734	19087	Fee	OW	P
Three Rivers 32-333-720	32	070S	200E	4304753735	19088	Fee	OW	P



Ultra Resources, Inc.

December 13, 2013

RECEIVED
DEC 16 2013
DIV. OF OIL, GAS & MINING

Division of Oil, Gas, and Mining
1594 West North Temple
Salt Lake City, UT 84116
Attn: Rachel Medina

Re: Transfer of Operator
Three Rivers Project Area
Uintah County, Utah

Dear Ms. Medina:

Pursuant to Purchase and Sale Agreement dated effective October 1, 2013 Ultra Resources, Inc. ("Ultra") assumed the operations of Axia Energy, LLC ("Axia") in the Three Rivers Area, Uintah County, Utah.

Accordingly, Ultra is submitting the following documents for your review and approval:

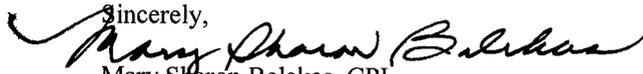
- 1) Request to Transfer Application or Permit to Drill for New, APD Approved & Drilled Wells
- 2) Request to Transfer Application or Permit to Drill – APD Pending
- 3) Two Completed Sundry Notice and Reports on Wells Form 9 regarding Change of Operator executed by Ultra Resources, Inc. and Axia Energy, LLC
- 4) Statewide Surety Bond in the amount of \$120,000

As to all wells located on Fee Surface there are surface agreements in place. Ultra presently does not anticipate making any change in the drilling plans submitted by Axia.

Ultra has also submitted a Statewide Bond to the Bureau of Land Management. As soon as we receive the acknowledgement and approval by the BLM we will forward same to you for your files. A copy of our transfer letter and bond is attached for your reference.

Should you need any further information at this time, please call me direct at (303) 645-9865 or email msbalakas@ultrapetroleum.com.

Sincerely,


Mary Sharon Balakas, CPL
Director of Land

cc: Cindy Turner, Axia Energy, LLC

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: See Attached Well List
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:
1. TYPE OF WELL OIL WELL <input checked="" type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER _____		7. UNIT or CA AGREEMENT NAME:
2. NAME OF OPERATOR: Ultra Resources, Inc. N4045		8. WELL NAME and NUMBER: See Attached Well List
3. ADDRESS OF OPERATOR: 304 Inverness Way South CITY Englewood STATE CO ZIP 80112		9. API NUMBER:
4. LOCATION OF WELL FOOTAGES AT SURFACE: See Attached		10. FIELD AND POOL, OR WILDCAT:
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:		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 (Submit in Duplicate) Approximate date work will start: <u>10/1/2013</u>	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
<input type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion:	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
	<input type="checkbox"/> CASING REPAIR	<input type="checkbox"/> NEW CONSTRUCTION	<input type="checkbox"/> TEMPORARILY ABANDON
	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input checked="" type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> TUBING REPAIR
	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> VENT OR FLARE
	<input type="checkbox"/> CHANGE WELL NAME	<input type="checkbox"/> PLUG BACK	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> PRODUCTION (START/RESUME)	<input type="checkbox"/> WATER SHUT-OFF
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> OTHER: _____
	<input type="checkbox"/> CONVERT WELL TYPE	<input type="checkbox"/> RECOMPLETE - DIFFERENT FORMATION	

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

EFFECTIVE DATE: October 1, 2013
FROM:
Axia Energy, LLC
1430 Larimer Street
Suite 400
Denver, CO 80202
Bond Number: Blanket Statewide UT State/Fee Bond LPM9046682
TO:
Ultra Resources, Inc.
304 Inverness Way South
Englewood, CO 80112
Bond Number: DOGm-022046398
BLM 022046400

Ultra Resources, Inc. will be responsible under the terms and conditions of the leases/wells for the operations conducted on the leased lands.

RECEIVED
DEC 16 2013
DIV. OF OIL, GAS & MINING

NAME (PLEASE PRINT) Mary Sharon Balakas TITLE Attorney in Fact
SIGNATURE Mary Sharon Balakas DATE 12/11/13

APPROVED

JAN 16 2013

DIV. OIL GAS & MINING
BY: Rachel Medina

(This space for State use only)

ATTACHMENT TO FORM 9 CHANGE OF OPERATOR
 AXIA ENERGY TO ULTRA RESOURCES EFFECTIVE 10-01-2013

State Well Name List downloaded 12-10-13	Axia Well Name (for database sort and consistency)	Sec	TWN	RNG	API Number	Entity	Mineral Lease	Surface Lease	Well Type	State Well Status	Actual Status @ 12/12/13	Submitted	Date Apprvd DOGM
THREE RIVERS 2-11-820	Three Rivers 02-11-820	2	080S	200E	4304751936	18354	State	State	OW	P	P		
THREE RIVERS 2-13-820	Three Rivers 02-13-820	2	080S	200E	4304752687	19014	State	State	OW	DRL	P		08/27/12
THREE RIVERS 2-15-820	Three Rivers 02-15-820	2	080S	200E	4304752689	18770	State	State	OW	P	P		
Three Rivers 2-21-820	Three Rivers 02-21-820	2	080S	200E	4304753947		State	State	OW	APD	APRVD		10/15/13
Three Rivers 2-223-820	Three Rivers 02-223-820	2	080S	200E	4304753946		State	State	OW	APD	APRVD		10/15/13
Three Rivers 2-22-820	Three Rivers 02-22-820	2	080S	200E	4304753948		State	State	OW	APD	APRVD		10/15/13
THREE RIVERS 2-23-820	Three Rivers 02-23-820	2	080S	200E	4304752688	19015	State	State	OW	DRL	P		08/27/12
Three Rivers 2-24-820	Three Rivers 02-24-820	2	080S	200E	4304753945		State	State	OW	APD	APRVD		10/15/13
THREE RIVERS 2-25-820	Three Rivers 02-25-820	2	080S	200E	4304752690		State	State	OW	APD	APRVD		08/27/12
Three Rivers 2-32-820	Three Rivers 02-32-820	2	080S	200E	4304753274		State	State	OW	APD	APRVD		12/11/12
Three Rivers 2-33-820	Three Rivers 02-33-820	2	080S	200E	4304753273	18943	State	State	OW	P	P		
THREE RIVERS 2-41-820	Three Rivers 02-41-820	2	080S	200E	4304752686		State	State	OW	APD	APRVD		08/27/12
THREE RIVERS 2-51-820	Three Rivers 02-51-820	2	080S	200E	4304752685	18941	State	State	OW	P	P		
Three Rivers 4-13-820	Three Rivers 04-13-820	5	080S	200E	4304753956		Fee	Federal	OW	APD	PERPEND	08/19/13	
THREE RIVERS 4-14-820	Three Rivers 04-14-820	5	080S	200E	4304752863	19183	Fee	Federal	OW	DRL	P		
Three Rivers 4-33-820	Three Rivers 04-33-820	4	080S	200E	4304753528	19167	Fee	Fee	OW	DRL	P		
Three Rivers 5-31-820	Three Rivers 05-31-820	32	070S	200E	4304753711	19068	Fee	Fee	OW	DRL	P		
Three Rivers 7-12-821	Three Rivers 07-12-821	7	080S	210E	4304753562		Fee	Fee	OW	APD	PERPEND	04/15/13	
Three Rivers 7-21-821	Three Rivers 07-21-821	7	080S	210E	4304753560		Fee	Fee	OW	APD	PERPEND	04/15/13	
Three Rivers 7-22-821	Three Rivers 07-22-821	7	080S	210E	4304753561		Fee	Fee	OW	APD	PERPEND	04/15/13	
Three Rivers 7-23-821	Three Rivers 07-23-821	7	080S	210E	4304753559		Fee	Fee	OW	APD	PERPEND	04/15/13	
Three Rivers 7-34-821	Three Rivers 07-34-821	7	080S	210E	4304753558		Fee	Fee	OW	APD	PERPEND	04/15/13	
Three Rivers 16-11-820	Three Rivers 16-11-820	16	080S	200E	4304753474	19262	State	State	OW	DRL	SCS		03/12/13
Three Rivers 16-12-820	Three Rivers 16-12-820	16	080S	200E	4304753475	19263	State	State	OW	DRL	SCS		03/12/13
Three Rivers 16-21-820	Three Rivers 16-21-820	16	080S	200E	4304753229	19024	State	State	OW	DRL	P		12/11/12
Three Rivers 16-22-820	Three Rivers 16-22-820	16	080S	200E	4304753230	18961	State	State	OW	DRL	P		12/11/12
Three Rivers 16-23-820	Three Rivers 16-23-820	16	080S	200E	4304753231	19037	State	State	OW	DRL	P		12/11/12
Three Rivers 16-24-820	Three Rivers 16-24-820	16	080S	200E	4304753232	19038	State	State	OW	P	P		
Three Rivers 16-31-820	Three Rivers 16-31-820	16	080S	200E	4304753495		State	State	OW	APD	CCS		03/12/13
Three Rivers 16-32-820	Three Rivers 16-32-820	16	080S	200E	4304753494	19185	State	State	OW	DRL	WOC		03/12/13
Three Rivers 16-33-820	Three Rivers 16-33-820	16	080S	200E	4304753496	19161	State	State	OW	DRL	WOC		03/12/13
Three Rivers 16-34-820	Three Rivers 16-34-820	16	080S	200E	4304753472		State	State	OW	APD	CCS		03/12/13
THREE RIVERS 16-41-820	Three Rivers 16-41-820	16	080S	200E	4304752110	18356	State	State	OW	P	P		
THREE RIVERS 16-42-820	Three Rivers 16-42-820	16	080S	200E	4304752056	18682	State	State	OW	P	P		
THREE RIVERS 16-43-820	Three Rivers 16-43-820	16	080S	200E	4304752057	18683	State	State	OW	P	P		
Three Rivers 16-44-820	Three Rivers 16-44-820	16	080S	200E	4304753473		State	State	OW	APD	CCS		03/12/13
Three Rivers 18-21-821	Three Rivers 18-21-821	18	080S	210E	4304753276		Fee	Fee	OW	APD	PERPEND	12/17/12	
Three Rivers 18-22-821	Three Rivers 18-22-821	18	080S	210E	4304753620		Fee	Fee	OW	APD	PERPEND	04/15/13	
Three Rivers 18-31-821	Three Rivers 18-31-821	18	080S	210E	4304753277		Fee	Fee	OW	APD	PERPEND	12/19/12	
Three Rivers 18-32-821	Three Rivers 18-32-821	18	080S	210E	4304753621		Fee	Fee	OW	APD	PERPEND	04/15/13	
Three Rivers 27-34-720	Three Rivers 27-34-720	34	070S	200E	4304753278		Fee	Fee	OW	APD	PERPEND	12/19/12	
THREE RIVERS 32-15-720	Three Rivers 32-15-720	32	070S	200E	4304752736	18767	Fee	Fee	OW	P	P		
THREE RIVERS 32-25-720	Three Rivers 32-25-720	32	070S	200E	4304752718	19033	Fee	Fee	OW	P	P		
Three Rivers 32-32-720	Three Rivers 32-32-720	32	070S	200E	4304753734	19087	Fee	Fee	OW	DRL	P		06/12/13
Three Rivers 32-3333-720	Three Rivers 32-3333-720	32	070S	200E	4304753950	19251	Fee	Fee	OW	DRL	SCS		10/15/13
Three Rivers 32-333-720	Three Rivers 32-333-720	32	070S	200E	4304753735	19088	Fee	Fee	OW	DRL	P		06/12/13
Three Rivers 32-334-720	Three Rivers 32-334-720	32	070S	200E	4304753710	19067	Fee	Fee	OW	DRL	P		05/22/13
THREE RIVERS 32-33-720	Three Rivers 32-33-720	32	070S	200E	4304752734	19016	Fee	Fee	OW	DRL	P		08/29/12
THREE RIVERS 32-34-720	Three Rivers 32-34-720	32	070S	200E	4304752735	19249	Fee	Fee	OW	DRL	DRLG		08/29/12
THREE RIVERS 32-35-720	Three Rivers 32-35-720	32	070S	200E	4304752737	18766	Fee	Fee	OW	P	P		
Three Rivers 32-42-720	Three Rivers 32-42-720	32	070S	200E	4304753949		Fee	Fee	OW	APD	APRVD		10/15/13
THREE RIVERS 34-31-720	Three Rivers 34-31-720	34	070S	200E	4304752012	18326	Fee	Fee	OW	P	P		
Three Rivers 34-31T-720	Three Rivers 34-31T-720	34	070S	200E	4304753281		Fee	Fee	OW	APD	APRVD		12/11/12
THREE RIVERS 36-11-720	Three Rivers 36-11-720	36	070S	200E	4304751915	18355	State	State	OW	P	P		
THREE RIVERS 36-13-720	Three Rivers 36-13-720	36	070S	200E	4304752699		State	State	OW	APD	APRVD		08/29/12
THREE RIVERS 36-21-720	Three Rivers 36-21-720	36	070S	200E	4304752698		State	State	OW	APD	APRVD		08/29/12
THREE RIVERS 36-23-720	Three Rivers 36-23-720	36	070S	200E	4304752733	18769	State	State	OW	P	P		
THREE RIVERS 36-31-720	Three Rivers 36-31-720	36	070S	200E	4304752697	19086	State	State	OW	DRL	P		08/29/12
Three Rivers D	Three Rivers D	16	080S	200E	4304753702		State	State	WD	APD	APRVD		07/15/13
THREE RIVERS FED 3-11-820	Three Rivers Fed 03-11-820	34	070S	200E	4304752950	19184	Federal	Fee	OW	DRL	WOC		02/22/13
Three Rivers Federal 3-12-820	Three Rivers Fed 03-12-820	4	080S	200E	4304753914		Federal	Federal	OW	APD	APRVD		08/01/13
Three Rivers Federal 3-13-820	Three Rivers Fed 03-13-820	3	080S	200E	4304753951		Federal	Federal	OW	APD	PERPEND	08/12/13	
Three Rivers Federal 3-14-820	Three Rivers Fed 03-14-820	3	080S	200E	4304753952		Federal	Federal	OW	APD	PERPEND	08/12/13	
Three Rivers Federal 3-23-820	Three Rivers Fed 03-23-820	3	080S	200E	4304753953		Federal	Federal	OW	APD	PERPEND	08/12/13	
Three Rivers Federal 3-24-820	Three Rivers Fed 03-24-820	3	080S	200E	4304753954		Federal	Federal	OW	APD	PERPEND	08/12/13	
THREE RIVERS FEDERAL 3-32-820	Three Rivers Fed 03-32-820	3	080S	200E	4304752861	18942	Federal	Federal	OW	P	P		
THREE RIVERS FEDERAL 3-33-820	Three Rivers Fed 03-33-820	3	080S	200E	4304752864		Federal	Federal	OW	APD	APRVD		12/24/12
THREE RIVERS FEDERAL 3-53-820	Three Rivers Fed 03-53-820	3	080S	200E	4304752820	19104	Federal	Federal	OW	DRL	P		12/24/12
THREE RIVERS FEDERAL 3-54-820	Three Rivers Fed 03-54-820	3	080S	200E	4304752860		Federal	Federal	OW	APD	APRVD		12/24/12

ATTACHMENT TO FORM 9 CHANGE OF OPERATOR
 AXIA ENERGY TO ULTRA RESOURCES EFFECTIVE 10-01-2013

State Well Name List downloaded 12-10-13	Axia Well Name (for database sort and consistency)	Sec	TWN	RNG	API Number	Entity	Mineral Lease	Surface Lease	Well Type	State Well Status	Actual Status @ 12/12/13	Submitted	Date Apprvd DOGM
THREE RIVERS 4-21-820	Three Rivers Fed 04-21-820	4	080S	200E	4304752875	19048	Federal	Fee	OW	DRL	P		02/22/13
THREE RIVERS FED 4-31-820	Three Rivers Fed 04-31-820	4	080S	200E	4304752874	19023	Federal	Fee	OW	DRL	P		02/22/13
Three Rivers Federal 4-32-820	Three Rivers Fed 04-32-820	4	080S	200E	4304753552	19168	Federal	Fee	OW	DRL	P		08/26/13
Three Rivers Federal 4-41-820	Three Rivers Fed 04-41-820	4	080S	200E	4304753911		Federal	Federal	OW	APD	APRVD		08/01/13
Three Rivers Federal 4-42-820	Three Rivers Fed 04-42-820	4	080S	200E	4304753913		Federal	Federal	OW	APD	APRVD		08/01/13
Three Rivers Federal 5-11-820	Three Rivers Fed 05-11-820	5	080S	200E	4304754204		Federal	Federal	OW	NEW	PERPEND	12/03/13	
Three Rivers Federal 5-21-820	Three Rivers Fed 05-21-820	5	080S	200E	4304754205		Federal	Federal	OW	NEW	PERPEND	12/03/13	
Three Rivers Federal 5-42-820	Three Rivers Fed 05-42-820	5	080S	200E	4304753958		Federal	Federal	OW	APD	PERPEND	08/19/13	
Three Rivers Federal 5-43-820	Three Rivers Fed 05-43-820	5	080S	200E	4304753957		Federal	Federal	OW	APD	PERPEND	08/19/13	
THREE RIVERS FEDERAL 5-56-820	Three Rivers Fed 05-56-820	5	080S	200E	4304752862	18993	Federal	Federal	OW	P	P		
THREE RIVERS FEDERAL 8-52-820	Three Rivers Fed 08-52-820	8	080S	200E	4304752770	19156	Federal	Federal	OW	DRL	P		02/22/13
THREE RIVERS FEDERAL 8-53-820	Three Rivers Fed 08-53-820	8	080S	200E	4304752771	18992	Federal	Federal	OW	P	P		
Three Rivers Federal 9-41-820	Three Rivers Fed 09-41-820	10	080S	200E	4304753556	19170	Federal	Federal	OW	DRL	P		08/20/13
THREE RIVERS FED 10-30-820	Three Rivers Fed 10-30-820	10	080S	200E	4304753555	19169	Federal	Federal	OW	DRL	P		08/20/13
Three Rivers Federal 10-31-820	Three Rivers Fed 10-31-820	10	080S	200E	4304753437		Federal	Federal	OW	APD	CCS		08/21/13
Three Rivers Federal 10-32-820	Three Rivers Fed 10-32-820	10	080S	200E	4304753415		Federal	Federal	OW	APD	CCS		08/21/13
THREE RIVERS FED 10-41-820	Three Rivers Fed 10-41-820	10	080S	200E	4304752948	19137	Federal	Federal	OW	DRL	P		02/22/13
THREE RIVERS FED 10-42-820	Three Rivers Fed 10-42-820	10	080S	200E	4304752949		Federal	Federal	OW	APD	APRVD		02/22/13
Three Rivers Federal 33-11-720	Three Rivers Fed 33-11-720	32	070S	200E	4304753733	19109	Federal	Fee	OW	DRL	P		07/17/13
Three Rivers Federal 33-12-720	Three Rivers Fed 33-12-720	33	070S	200E	4304753724	19250	Federal	Fee	OW	DRL	WOC		09/16/13
Three Rivers Federal 33-13-720	Three Rivers Fed 33-13-720	33	070S	200E	4304753723	19222	Federal	Fee	OW	DRL	WOC		09/16/13
Three Rivers Federal 33-14-720	Three Rivers Fed 33-14-720	33	070S	200E	4304753551	19107	Federal	Fee	OW	DRL	P		09/16/13
Three Rivers Federal 33-24-720	Three Rivers Fed 33-24-720	33	070S	200E	4304753557	19108	Federal	Fee	OW	DRL	P		07/09/13
THREE RIVERS FED 34-15-720	Three Rivers Fed 34-15-720	34	070S	200E	4304752965	18960	Federal	Fee	OW	P	P		
THREE RIVERS FED 34-23-720	Three Rivers Fed 34-23-720	34	070S	200E	4304752945	19049	Federal	Fee	OW	DRL	P		02/12/13
Three Rivers Federal 34-25-720	Three Rivers Fed 34-25-720	34	070S	200E	4304753283		Federal	Fee	OW	APD	APRVD		06/10/13
THREE RIVERS FED 34-33-720	Three Rivers Fed 34-33-720	34	070S	200E	4304752947	19050	Federal	Fee	OW	DRL	P		02/22/13
Three Rivers Federal 34-35-720	Three Rivers Fed 34-35-720	34	070S	200E	4304753282		Federal	Fee	OW	APD	APRVD		06/10/13
Three Rivers Federal 34-42-720	Three Rivers Fed 34-42-720	35	070S	200E	4304753915		Federal	Federal	OW	APD	APRVD		08/01/13
Three Rivers Federal 34-43-720	Three Rivers Fed 34-43-720	35	070S	200E	4304753916		Federal	Federal	OW	APD	APRVD		08/01/13
Three Rivers Federal 35-11-720	Three Rivers Fed 35-11-720	35	070S	200E	4304753944		Federal	Federal	OW	APD	PERPEND	07/25/13	
Three Rivers Federal 35-12-720	Three Rivers Fed 35-12-720	35	070S	200E	4304753917		Federal	Federal	OW	APD	APRVD		08/01/13
Three Rivers Federal 35-13-720	Three Rivers Fed 35-13-720	35	070S	200E	4304753554		Federal	Federal	OW	APD	APRVD		08/20/13
Three Rivers Federal 35-14-720	Three Rivers Fed 35-14-720	35	070S	200E	4304753553		Federal	Federal	OW	APD	APRVD		08/22/13
Three Rivers Federal 35-21-720	Three Rivers Fed 35-21-720	35	070S	200E	4304753943		Federal	Federal	OW	APD	PERPEND	07/25/13	
THREE RIVERS FED 35-32-720	Three Rivers Fed 35-32-720	35	070S	200E	4304753005	19138	Federal	Federal	OW	DRL	APRVD		02/22/13
THREE RIVERS FED 35-34-720	Three Rivers Fed 35-34-720	35	070S	200E	4304753006		Federal	Federal	OW	APD	APRVD		02/22/13
THREE RIVERS FED 35-42-720	Three Rivers Fed 35-42-720	35	070S	200E	4304753007		Federal	Federal	OW	APD	APRVD		02/22/13
Three Rivers Federal 35-43-720	Three Rivers Fed 35-43-720	35	070S	200E	4304753918		Federal	Federal	OW	APD	APRVD		08/01/13
Three Rivers Federal 35-442-720	Three Rivers Fed 35-442-720	35	070S	200E	4304753919		Federal	Federal	OW	APD	APRVD		08/01/13
THREE RIVERS FED 35-44-720	Three Rivers Fed 35-44-720	35	070S	200E	4304753008		Federal	Federal	OW	APD	APRVD		02/22/13
Three Rivers Fed 03-34-820	Three Rivers Fed 03-34-820	3	080S	200E			Federal		NA	SUB		12/10/13	
Three Rivers Fed 03-44-820	Three Rivers Fed 03-44-820	3	080S	200E			Federal		NA	SUB		12/10/13	
Three Rivers Fed 08-31-820	Three Rivers Fed 08-31-820	8	080S	200E			Federal		NA	SUB		12/07/13	
Three Rivers Fed 08-41-820	Three Rivers Fed 08-41-820	9	080S	200E			Federal		NA	SUB		12/07/13	

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: See Attached Well List
		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
		7. UNIT or CA AGREEMENT NAME:
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.		8. WELL NAME and NUMBER: See Attached Well List
1. TYPE OF WELL OIL WELL <input checked="" type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER _____		9. API NUMBER:
2. NAME OF OPERATOR: Axia Energy, LLC N37165		10. FIELD AND POOL, OR WILDCAT:
3. ADDRESS OF OPERATOR: 1430 Larimer Street, Ste 400 CITY Denver STATE CO ZIP 80202		PHONE NUMBER: (720) 746-5200
4. LOCATION OF WELL FOOTAGES AT SURFACE: See Attached		COUNTY: Uintah
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:		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 (Submit in Duplicate) Approximate date work will start: <u>10/1/2013</u> <input type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion: _____	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
	<input type="checkbox"/> CASING REPAIR	<input type="checkbox"/> NEW CONSTRUCTION	<input type="checkbox"/> TEMPORARILY ABANDON
	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input checked="" type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> TUBING REPAIR
	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> VENT OR FLARE
	<input type="checkbox"/> CHANGE WELL NAME	<input type="checkbox"/> PLUG BACK	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> PRODUCTION (START/RESUME)	<input type="checkbox"/> WATER SHUT-OFF
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> OTHER: _____
	<input type="checkbox"/> CONVERT WELL TYPE	<input type="checkbox"/> RECOMPLETE - DIFFERENT FORMATION	

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

EFFECTIVE DATE: October 1, 2013
 FROM:
 Axia Energy, LLC
 1430 Larimer Street
 Suite 400
 Denver, CO 80202
 Bond Number: Blanket Statewide UT State/Fee Bond LPM9046682
 TO:
 Ultra Resources, Inc.
 304 Inverness Way South
 Englewood, CO 80112
 Bond Number: DOGm 022046298
BLM 022046400

RECEIVED
 DEC 16 2013
 DIV. OF OIL, GAS & MINING

Ultra Resources, Inc. will be responsible under the terms and conditions of the leases/wells for the operations conducted on the leased lands.

NAME (PLEASE PRINT) <u>Daniel G. Blanchard</u>	TITLE <u>President</u>
SIGNATURE <u><i>D. Blanchard</i></u>	DATE <u>12/11/13</u>

(This space for State use only)

APPROVED

JAN 16 2013

DIV. OIL GAS & MINING
 BY: Daniel M. ...

ATTACHMENT TO FORM 9 CHANGE OF OPERATOR
 AXIA ENERGY TO ULTRA RESOURCES EFFECTIVE 10-01-2013

State Well Name List downloaded 12-10-13	Axia Well Name (for database sort and consistency)	Sec	TWN	RNG	API Number	Entity	Mineral Lease	Surface Lease	Well Type	State Well Status	Actual Status @ 12/12/13	Submitted	Date Apprvd DOGM
THREE RIVERS 2-11-820	Three Rivers 02-11-820	2	080S	200E	4304751936	18354	State	State	OW	P	P	1	
THREE RIVERS 2-13-820	Three Rivers 02-13-820	2	080S	200E	4304752687	19014	State	State	OW	DRL	P	2	08/27/12
THREE RIVERS 2-15-820	Three Rivers 02-15-820	2	080S	200E	4304752689	18770	State	State	OW	P	P	3	
Three Rivers 2-21-820	Three Rivers 02-21-820	2	080S	200E	4304753947		State	State	OW	APD	APRVD	4	10/15/13
Three Rivers 2-223-820	Three Rivers 02-223-820	2	080S	200E	4304753946		State	State	OW	APD	APRVD	5	10/15/13
Three Rivers 2-22-820	Three Rivers 02-22-820	2	080S	200E	4304753948		State	State	OW	APD	APRVD	6	10/15/13
THREE RIVERS 2-23-820	Three Rivers 02-23-820	2	080S	200E	4304752688	19015	State	State	OW	DRL	P	7	08/27/12
Three Rivers 2-24-820	Three Rivers 02-24-820	2	080S	200E	4304753945		State	State	OW	APD	APRVD	8	10/15/13
THREE RIVERS 2-25-820	Three Rivers 02-25-820	2	080S	200E	4304752690		State	State	OW	APD	APRVD	9	08/27/12
Three Rivers 2-32-820	Three Rivers 02-32-820	2	080S	200E	4304753274		State	State	OW	APD	APRVD	10	12/11/12
Three Rivers 2-33-820	Three Rivers 02-33-820	2	080S	200E	4304753273	18943	State	State	OW	P	P	1	
THREE RIVERS 2-41-820	Three Rivers 02-41-820	2	080S	200E	4304752686		State	State	OW	APD	APRVD	2	08/27/12
THREE RIVERS 2-51-820	Three Rivers 02-51-820	2	080S	200E	4304752685	18941	State	State	OW	P	P	3	
Three Rivers 4-13-820	Three Rivers 04-13-820	5	080S	200E	4304753956		Fee	Federal	OW	APD	PERPEND	08/19/13	
THREE RIVERS 4-14-820	Three Rivers 04-14-820	5	080S	200E	4304752863	19183	Fee	Federal	OW	DRL	P	5	
Three Rivers 4-33-820	Three Rivers 04-33-820	4	080S	200E	4304753528	19167	Fee	Fee	OW	DRL	P	6	
Three Rivers 5-31-820	Three Rivers 05-31-820	32	070S	200E	4304753711	19068	Fee	Fee	OW	DRL	P	7	
Three Rivers 7-12-821	Three Rivers 07-12-821	7	080S	210E	4304753562		Fee	Fee	OW	APD	PERPEND	04/15/13	8
Three Rivers 7-21-821	Three Rivers 07-21-821	7	080S	210E	4304753560		Fee	Fee	OW	APD	PERPEND	04/15/13	9
Three Rivers 7-22-821	Three Rivers 07-22-821	7	080S	210E	4304753561		Fee	Fee	OW	APD	PERPEND	04/15/13	20
Three Rivers 7-23-821	Three Rivers 07-23-821	7	080S	210E	4304753559		Fee	Fee	OW	APD	PERPEND	04/15/13	1
Three Rivers 7-34-821	Three Rivers 07-34-821	7	080S	210E	4304753558		Fee	Fee	OW	APD	PERPEND	04/15/13	2
Three Rivers 16-11-820	Three Rivers 16-11-820	16	080S	200E	4304753474	19262	State	State	OW	DRL	SCS	3	03/12/13
Three Rivers 16-12-820	Three Rivers 16-12-820	16	080S	200E	4304753475	19263	State	State	OW	DRL	SCS	4	03/12/13
Three Rivers 16-21-820	Three Rivers 16-21-820	16	080S	200E	4304753229	19024	State	State	OW	DRL	P	5	12/11/12
Three Rivers 16-22-820	Three Rivers 16-22-820	16	080S	200E	4304753230	18961	State	State	OW	DRL	P	6	12/11/12
Three Rivers 16-23-820	Three Rivers 16-23-820	16	080S	200E	4304753231	19037	State	State	OW	DRL	P	7	12/11/12
Three Rivers 16-24-820	Three Rivers 16-24-820	16	080S	200E	4304753232	19038	State	State	OW	P	P	8	
Three Rivers 16-31-820	Three Rivers 16-31-820	16	080S	200E	4304753495		State	State	OW	APD	CCS	9	03/12/13
Three Rivers 16-32-820	Three Rivers 16-32-820	16	080S	200E	4304753494	19185	State	State	OW	DRL	WOC	30	03/12/13
Three Rivers 16-33-820	Three Rivers 16-33-820	16	080S	200E	4304753496	19161	State	State	OW	DRL	WOC	1	03/12/13
Three Rivers 16-34-820	Three Rivers 16-34-820	16	080S	200E	4304753472		State	State	OW	APD	CCS	2	03/12/13
THREE RIVERS 16-41-820	Three Rivers 16-41-820	16	080S	200E	4304752110	18356	State	State	OW	P	P	3	
THREE RIVERS 16-42-820	Three Rivers 16-42-820	16	080S	200E	4304752056	18682	State	State	OW	P	P	4	
THREE RIVERS 16-43-820	Three Rivers 16-43-820	16	080S	200E	4304752057	18683	State	State	OW	P	P	5	
Three Rivers 16-44-820	Three Rivers 16-44-820	16	080S	200E	4304753473		State	State	OW	APD	CCS	6	03/12/13
Three Rivers 18-21-821	Three Rivers 18-21-821	18	080S	210E	4304753276		Fee	Fee	OW	APD	PERPEND	12/17/12	7
Three Rivers 18-22-821	Three Rivers 18-22-821	18	080S	210E	4304753260		Fee	Fee	OW	APD	PERPEND	04/15/13	8
Three Rivers 18-31-821	Three Rivers 18-31-821	18	080S	210E	4304753277		Fee	Fee	OW	APD	PERPEND	12/19/12	9
Three Rivers 18-32-821	Three Rivers 18-32-821	18	080S	210E	4304753261		Fee	Fee	OW	APD	PERPEND	04/15/13	40
Three Rivers 27-34-720	Three Rivers 27-34-720	34	070S	200E	4304753278		Fee	Fee	OW	APD	PERPEND	12/19/12	1
THREE RIVERS 32-15-720	Three Rivers 32-15-720	32	070S	200E	4304752736	18767	Fee	Fee	OW	P	P	2	
THREE RIVERS 32-25-720	Three Rivers 32-25-720	32	070S	200E	4304752718	19033	Fee	Fee	OW	P	P	3	
Three Rivers 32-32-720	Three Rivers 32-32-720	32	070S	200E	4304753734	19087	Fee	Fee	OW	DRL	P	4	06/12/13
Three Rivers 32-3333-720	Three Rivers 32-3333-720	32	070S	200E	4304753950	19251	Fee	Fee	OW	DRL	SCS	5	10/15/13
Three Rivers 32-333-720	Three Rivers 32-333-720	32	070S	200E	4304753735	19088	Fee	Fee	OW	DRL	P	6	06/12/13
Three Rivers 32-334-720	Three Rivers 32-334-720	32	070S	200E	4304753710	19067	Fee	Fee	OW	DRL	P	7	05/22/13
THREE RIVERS 32-33-720	Three Rivers 32-33-720	32	070S	200E	4304752734	19016	Fee	Fee	OW	DRL	P	8	08/29/12
THREE RIVERS 32-34-720	Three Rivers 32-34-720	32	070S	200E	4304752735	19249	Fee	Fee	OW	DRL	DRLG	9	08/29/12
THREE RIVERS 32-35-720	Three Rivers 32-35-720	32	070S	200E	4304752737	18766	Fee	Fee	OW	P	P	50	
Three Rivers 32-42-720	Three Rivers 32-42-720	32	070S	200E	4304753949		Fee	Fee	OW	APD	APRVD	1	10/15/13
THREE RIVERS 34-31-720	Three Rivers 34-31-720	34	070S	200E	4304752012	18326	Fee	Fee	OW	P	P	2	
Three Rivers 34-31T-720	Three Rivers 34-31T-720	34	070S	200E	4304753281		Fee	Fee	OW	APD	APRVD	3	12/11/12
THREE RIVERS 36-11-720	Three Rivers 36-11-720	36	070S	200E	4304751915	18355	State	State	OW	P	P	4	
THREE RIVERS 36-13-720	Three Rivers 36-13-720	36	070S	200E	4304752699		State	State	OW	APD	APRVD	5	08/29/12
THREE RIVERS 36-21-720	Three Rivers 36-21-720	36	070S	200E	4304752698		State	State	OW	APD	APRVD	6	08/29/12
THREE RIVERS 36-23-720	Three Rivers 36-23-720	36	070S	200E	4304752733	18769	State	State	OW	P	P	7	
THREE RIVERS 36-31-720	Three Rivers 36-31-720	36	070S	200E	4304752697	19086	State	State	OW	DRL	P	8	08/29/12
Three Rivers D	Three Rivers D	16	080S	200E	4304753702		State	State	WD	APD	APRVD	9	07/15/13
THREE RIVERS FED 3-11-820	Three Rivers Fed 03-11-820	34	070S	200E	4304752950	19184	Federal	Fee	OW	DRL	WOC	60	02/22/13
Three Rivers Federal 3-12-820	Three Rivers Fed 03-12-820	4	080S	200E	4304753914		Federal	Federal	OW	APD	APRVD	1	08/01/13
Three Rivers Federal 3-13-820	Three Rivers Fed 03-13-820	3	080S	200E	4304753951		Federal	Federal	OW	APD	PERPEND	08/12/13	2
Three Rivers Federal 3-14-820	Three Rivers Fed 03-14-820	3	080S	200E	4304753952		Federal	Federal	OW	APD	PERPEND	08/12/13	3
Three Rivers Federal 3-23-820	Three Rivers Fed 03-23-820	3	080S	200E	4304753953		Federal	Federal	OW	APD	PERPEND	08/12/13	4
Three Rivers Federal 3-24-820	Three Rivers Fed 03-24-820	3	080S	200E	4304753954		Federal	Federal	OW	APD	PERPEND	08/12/13	5
THREE RIVERS FEDERAL 3-32-820	Three Rivers Fed 03-32-820	3	080S	200E	4304752861	18942	Federal	Federal	OW	P	P	6	
THREE RIVERS FEDERAL 3-33-820	Three Rivers Fed 03-33-820	3	080S	200E	4304752864		Federal	Federal	OW	APD	APRVD	7	12/24/12
THREE RIVERS FEDERAL 3-53-820	Three Rivers Fed 03-53-820	3	080S	200E	4304752820	19104	Federal	Federal	OW	DRL	P	8	12/24/12
THREE RIVERS FEDERAL 3-54-820	Three Rivers Fed 03-54-820	3	080S	200E	4304752860		Federal	Federal	OW	APD	APRVD	9	12/24/12

ATTACHMENT TO FORM 9 CHANGE OF OPERATOR
 AXIA ENERGY TO ULTRA RESOURCES EFFECTIVE 10-01-2013

State Well Name List downloaded 12-10-13	Axia Well Name (for database sort and consistency)	Sec	TWN	RNG	API Number	Entity	Mineral Lease	Surface Lease	Well Type	State Well Status	Actual Status @ 12/12/13	Submitted	Date Apprvd DOGM
THREE RIVERS 4-21-820	Three Rivers Fed 04-21-820	4	080S	200E	4304752875	19048	Federal	Fee	OW	DRL	P	70	02/22/13
THREE RIVERS FED 4-31-820	Three Rivers Fed 04-31-820	4	080S	200E	4304752874	19023	Federal	Fee	OW	DRL	P	1	02/22/13
Three Rivers Federal 4-32-820	Three Rivers Fed 04-32-820	4	080S	200E	4304753552	19168	Federal	Fee	OW	DRL	P	2	08/26/13
Three Rivers Federal 4-41-820	Three Rivers Fed 04-41-820	4	080S	200E	4304753911		Federal	Federal	OW	APD	APRVD	3	08/01/13
Three Rivers Federal 4-42-820	Three Rivers Fed 04-42-820	4	080S	200E	4304753913		Federal	Federal	OW	APD	APRVD	4	08/01/13
Three Rivers Federal 5-11-820	Three Rivers Fed 05-11-820	5	080S	200E	4304754204		Federal	Federal	OW	NEW	PERPEND	12/03/13	5
Three Rivers Federal 5-21-820	Three Rivers Fed 05-21-820	5	080S	200E	4304754205		Federal	Federal	OW	NEW	PERPEND	12/03/13	6
Three Rivers Federal 5-42-820	Three Rivers Fed 05-42-820	5	080S	200E	4304753958		Federal	Federal	OW	APD	PERPEND	08/19/13	7
Three Rivers Federal 5-43-820	Three Rivers Fed 05-43-820	5	080S	200E	4304753957		Federal	Federal	OW	APD	PERPEND	08/19/13	8
THREE RIVERS FEDERAL 5-56-820	Three Rivers Fed 05-56-820	5	080S	200E	4304752862	18993	Federal	Federal	OW	P	P		
THREE RIVERS FEDERAL 8-52-820	Three Rivers Fed 08-52-820	8	080S	200E	4304752770	19156	Federal	Federal	OW	DRL	P	9	02/22/13
THREE RIVERS FEDERAL 8-53-820	Three Rivers Fed 08-53-820	8	080S	200E	4304752771	18992	Federal	Federal	OW	P	P		
Three Rivers Federal 9-41-820	Three Rivers Fed 09-41-820	10	080S	200E	4304753556	19170	Federal	Federal	OW	DRL	P		08/20/13
THREE RIVERS FED 10-30-820	Three Rivers Fed 10-30-820	10	080S	200E	4304753555	19169	Federal	Federal	OW	DRL	P		08/20/13
Three Rivers Federal 10-31-820	Three Rivers Fed 10-31-820	10	080S	200E	4304753437		Federal	Federal	OW	APD	CCS		08/21/13
Three Rivers Federal 10-32-820	Three Rivers Fed 10-32-820	10	080S	200E	4304753415		Federal	Federal	OW	APD	CCS		08/21/13
THREE RIVERS FED 10-41-820	Three Rivers Fed 10-41-820	10	080S	200E	4304752948	19137	Federal	Federal	OW	DRL	P		02/22/13
THREE RIVERS FED 10-42-820	Three Rivers Fed 10-42-820	10	080S	200E	4304752949		Federal	Federal	OW	APD	APRVD		02/22/13
Three Rivers Federal 33-11-720	Three Rivers Fed 33-11-720	32	070S	200E	4304753733	19109	Federal	Fee	OW	DRL	P		07/17/13
Three Rivers Federal 33-12-720	Three Rivers Fed 33-12-720	33	070S	200E	4304753724	19250	Federal	Fee	OW	DRL	WOC		09/16/13
Three Rivers Federal 33-13-720	Three Rivers Fed 33-13-720	33	070S	200E	4304753723	19222	Federal	Fee	OW	DRL	WOC		09/16/13
Three Rivers Federal 33-14-720	Three Rivers Fed 33-14-720	33	070S	200E	4304753551	19107	Federal	Fee	OW	DRL	P		09/16/13
Three Rivers Federal 33-24-720	Three Rivers Fed 33-24-720	33	070S	200E	4304753557	19108	Federal	Fee	OW	DRL	P		07/09/13
THREE RIVERS FED 34-15-720	Three Rivers Fed 34-15-720	34	070S	200E	4304752965	18960	Federal	Fee	OW	P	P		
THREE RIVERS FED 34-23-720	Three Rivers Fed 34-23-720	34	070S	200E	4304752945	19049	Federal	Fee	OW	DRL	P		02/12/13
Three Rivers Federal 34-25-720	Three Rivers Fed 34-25-720	34	070S	200E	4304753283		Federal	Fee	OW	APD	APRVD		06/10/13
THREE RIVERS FED 34-33-720	Three Rivers Fed 34-33-720	34	070S	200E	4304752947	19050	Federal	Fee	OW	DRL	P		02/22/13
Three Rivers Federal 34-35-720	Three Rivers Fed 34-35-720	34	070S	200E	4304753282		Federal	Fee	OW	APD	APRVD		06/10/13
Three Rivers Federal 34-42-720	Three Rivers Fed 34-42-720	35	070S	200E	4304753915		Federal	Federal	OW	APD	APRVD		08/01/13
Three Rivers Federal 34-43-720	Three Rivers Fed 34-43-720	35	070S	200E	4304753916		Federal	Federal	OW	APD	APRVD		08/01/13
Three Rivers Federal 35-11-720	Three Rivers Fed 35-11-720	35	070S	200E	4304753944		Federal	Federal	OW	APD	PERPEND	07/25/13	100
Three Rivers Federal 35-12-720	Three Rivers Fed 35-12-720	35	070S	200E	4304753917		Federal	Federal	OW	APD	APRVD		08/01/13
Three Rivers Federal 35-13-720	Three Rivers Fed 35-13-720	35	070S	200E	4304753554		Federal	Federal	OW	APD	APRVD		08/20/13
Three Rivers Federal 35-14-720	Three Rivers Fed 35-14-720	35	070S	200E	4304753553		Federal	Federal	OW	APD	APRVD		08/22/13
Three Rivers Federal 35-21-720	Three Rivers Fed 35-21-720	35	070S	200E	4304753943		Federal	Federal	OW	APD	PERPEND	07/25/13	4
THREE RIVERS FED 35-32-720	Three Rivers Fed 35-32-720	35	070S	200E	4304753005	19138	Federal	Federal	OW	DRL	APRVD		02/22/13
THREE RIVERS FED 35-34-720	Three Rivers Fed 35-34-720	35	070S	200E	4304753006		Federal	Federal	OW	APD	APRVD		02/22/13
THREE RIVERS FED 35-42-720	Three Rivers Fed 35-42-720	35	070S	200E	4304753007		Federal	Federal	OW	APD	APRVD		02/22/13
Three Rivers Federal 35-43-720	Three Rivers Fed 35-43-720	35	070S	200E	4304753918		Federal	Federal	OW	APD	APRVD		08/01/13
Three Rivers Federal 35-44-720	Three Rivers Fed 35-44-720	35	070S	200E	4304753919		Federal	Federal	OW	APD	APRVD		08/01/13
THREE RIVERS FED 35-44-720	Three Rivers Fed 35-44-720	35	070S	200E	4304753008		Federal	Federal	OW	APD	APRVD		02/22/13
Three Rivers Fed 03-34-820	Three Rivers Fed 03-34-820	3	080S	200E			Federal		NA	SUB		12/10/13	1
Three Rivers Fed 03-44-820	Three Rivers Fed 03-44-820	3	080S	200E			Federal		NA	SUB		12/10/13	2
Three Rivers Fed 08-31-820	Three Rivers Fed 08-31-820	8	080S	200E			Federal		NA	SUB		12/07/13	3
Three Rivers Fed 08-41-820	Three Rivers Fed 08-41-820	9	080S	200E			Federal		NA	SUB		12/07/13	4

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

AMENDED REPORT FORM 8
(highlight changes)

WELL COMPLETION OR RECOMPLETION REPORT AND LOG

<p>1a TYPE OF WELL: OIL WELL <input checked="" type="checkbox"/> GAS WELL <input type="checkbox"/> DRY <input type="checkbox"/> OTHER _____</p> <p>b TYPE OF WORK: NEW WELL <input checked="" type="checkbox"/> HORIZ LATS <input type="checkbox"/> DEEP-EN <input type="checkbox"/> RE-ENTRY <input type="checkbox"/> DIFF RESVR <input type="checkbox"/> OTHER _____</p>	<p>5 LEASE DESIGNATION AND SERIAL NUMBER ML-49318</p> <p>6 IF INDIAN, ALLOTTEE OR TRIBE NAME</p> <p>7 UNIT or CA AGREEMENT NAME</p> <p>8 WELL NAME and NUMBER Three Rivers 2-23-820</p>
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<p>2 NAME OF OPERATOR Axia Energy, LLC.</p>	<p>9 API NUMBER 4304752688</p>
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<p>3 ADDRESS OF OPERATOR 1430 Larimer St, Ste 400 CITY Denver STATE CO ZIP 50202</p>	<p>PHONE NUMBER: (720) 746-5200</p>	<p>10 FIELD AND POOL, OR WILDCAT Wildcat</p>
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<p>4 LOCATION OF WELL (FOOTAGES) AT SURFACE: SWNW 2634' FNL & 888' FWL AT TOP PRODUCING INTERVAL REPORTED BELOW: NWSW 2216' FSL & 676' FWL AT TOTAL DEPTH: NWSW 2152' FSL & 682' FWL</p>	<p>11 QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN SWNW 2 T8S 20E S</p> <p>12 COUNTY Uintah</p> <p>13 STATE UTAH</p>
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<p>14 DATE SPUDDED 4/27/2013</p>	<p>15 DATE T.D. REACHED 6/20/2013</p>	<p>16 DATE COMPLETED 9/5/2013</p>	<p>ABANDONED <input type="checkbox"/> READY TO PRODUCE <input checked="" type="checkbox"/></p>	<p>17 ELEVATIONS (DF, RKB, RT, GL) 4808 GL / 4825 KB</p>
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<p>18 TOTAL DEPTH MD 7,027 TVD 6,983</p>	<p>19 PLUG BACK T.D. MD 6,958 TVD 6,914</p>	<p>20 IF MULTIPLE COMPLETIONS, HOW MANY? *</p>	<p>21 DEPTH BRIDGE MD PLUG SET. TVD</p>
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22 TYPE ELECTRIC AND OTHER MECHANICAL LOGS RUN (Submit copy of each)
SD-DSN-ACTR, Mud Log, CBL

23
 WAS WELL CORED? NO YES (Submit analysis)
 WAS DST RUN? NO YES (Submit report)
 DIRECTIONAL SURVEY? NO YES (Submit copy)

24. CASING AND LINER RECORD (Report all strings set in well)

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
24	16		0	150		G 625	128	0	
12-1/4	8-5/8 J-55	24	0	960		G 640	131	0 CIR	
7-3/4	5-1/2 J-55	17	0	7,005		G 485	231	1000' CBL	

25. TUBING RECORD

SIZE	DEPTH SET (MD)	PACKER SET (MD)	SIZE	DEPTH SET (MD)	PACKER SET (MD)	SIZE	DEPTH SET (MD)	PACKER SET (MD)
2-7/8	4,666							

26. PRODUCING INTERVALS

FORMATION NAME	TOP (MD)	BOTTOM (MD)	TOP (TVD)	BOTTOM (TVD)	INTERVAL (Top/Bot - MD)	SIZE	NO HOLES	PERFORATION STATUS	
(A) GREEN RIVER	2,876	6,715	2,845	6,671	5,005 6,697	.35	216	Open <input checked="" type="checkbox"/>	Squeezed <input type="checkbox"/>
(B)								Open <input type="checkbox"/>	Squeezed <input type="checkbox"/>
(C)								Open <input type="checkbox"/>	Squeezed <input type="checkbox"/>
(D)								Open <input type="checkbox"/>	Squeezed <input type="checkbox"/>

27. PERFORATION RECORD

28. ACID, FRACTURE, TREATMENT, CEMENT SQUEEZE, ETC.
 WAS WELL HYDRAULICALLY FRACTURED? YES NO IF YES - DATE FRACTURED: **8/1/2013**

DEPTH INTERVAL	AMOUNT AND TYPE OF MATERIAL
5,005' TO 6,732'	Green River Hybrid Frac - 33,475 bbls slurry, 1,362,511 gal fluid & 959,220# 20/40 Premium White

<p>29. ENCLOSED ATTACHMENTS:</p> <p><input checked="" type="checkbox"/> ELECTRICAL/MECHANICAL LOGS <input type="checkbox"/> GEOLOGIC REPORT <input type="checkbox"/> DST REPORT <input checked="" type="checkbox"/> DIRECTIONAL SURVEY</p> <p><input type="checkbox"/> SUNDRY NOTICE FOR PLUGGING AND CEMENT VERIFICATION <input type="checkbox"/> CORE ANALYSIS <input type="checkbox"/> OTHER: <u>Wellbore Diaagra</u></p>	<p>30. WELL STATUS: Prod</p>
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31. INITIAL PRODUCTION

INTERVAL A (As shown in item #26)

DATE FIRST PRODUCED: 8/15/2013		TEST DATE: 9/13/2013		HOURS TESTED: 24		TEST PRODUCTION RATES →		OIL - BBL: 170	GAS - MCF: 87	WATER - BBL: 176	PROD. METHOD: Pumping
CHOKE SIZE: 40	TBG PRESS: 38	CSG. PRESS: 38	API GRAVITY: 31.00	BTU - GAS	GAS/OIL RATIO: 512	24 HR PRODUCTION RATES →	OIL - BBL: 170	GAS - MCF: 87	WATER - BBL: 176	INTERVAL STATUS: Open	

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.)

Used/Flared

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	2.876
				Garden Gluch	4.822
				Uteland Butte	6.523
				Wasatch	6.715

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) Cindy Turner TITLE Project Manager
 SIGNATURE *Cindy Turner* DATE 12/11/2013

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)).

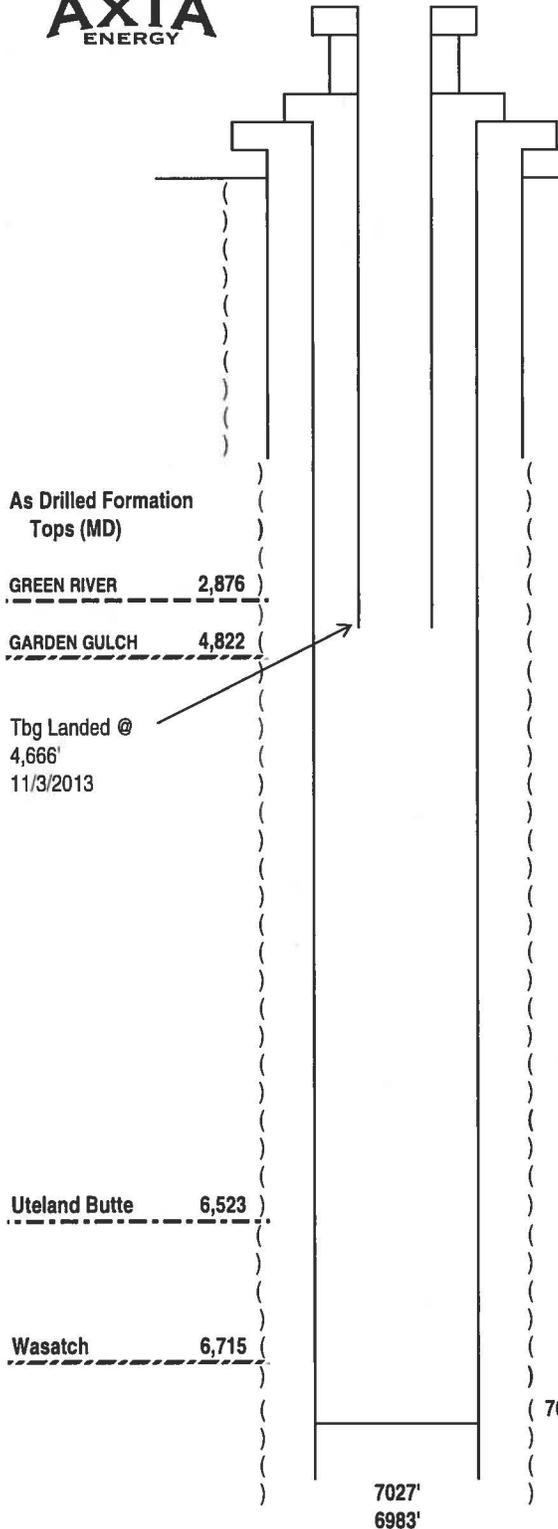
Send to: Utah Division of Oil, Gas and Mining
 1594 West North Temple, Suite 1210
 Box 145801
 Salt Lake City, Utah 84114-5801

Phone: 801-538-5340
 Fax: 801-359-3940

WELLBORE DIAGRAM (after completion)



Company: Axia Energy, LLC
Lease Name: Three Rivers 02-23-820
Surface Location: SWNW Sec 02-T8S-R20E 2634' FNL & 888' FWL
Bottom Hole Location: SWNW Sec 02-T8S-R20E 2152' FSL & 682' FWL
County: Uintah, UT
Date: 12/11/2013



KB 4,825

GL 4,808

DRILLED 26" HOLE TO 150' - SET 16" CONDUCTOR
Cemented with 625 sxs to surface on 4/27/2013

DRILLED 12-1/4" HOLE 960'
(960' SURF CSG - 8-5/8" 24# J-55 ST&C (21 jts)
Cement: 640 sxs to surface on 5/14/2013

TOC: 1,000'

As Drilled Formation
Tops (MD)

GREEN RIVER 2,876

GARDEN GULCH 4,822

Tbg Landed @
4,666'
11/3/2013

Uteland Butte 6,523

Wasatch 6,715

7027'
6983'

6 STAGE GREEN RIVER HYBRID FRAC				
5005	6697	Green River	3 spf	216 Holes
Frac - Hybrid (slickwater/gel)				
33,475 bbls slurry, 1,362,511 gal fluid & 959,220# 20/40 Premium White				

DRILLED 7-3/4" HOLE TO 7027' TMD
PROD CSG - 5 1/2" 17# J-55 LT&C (159 jts) Set @ 7005' 06/20/2013
Cemented with 485 sxs Premium Lite

(7005'



Job Number: 6142013
Company: Axia Energy
Lease/Well: Three Rivers 2-23-820
Location: Vernal
Rig Name: Super Single Capstar 321
State/County: Utah/ Uintah
Country: USA
API Number:

Elevation : 4942.00 ft
RKB: 0.00 ft
Projection System: US State Plane 1983
Projection Group: Utah Central Zone
Projection Datum: GRS80
Mag. Declination: 10.90°
Grid Convergence: 1.19019 E
Date: Wednesday, June 19, 2013

Calculated by HawkEye Software
 Minimum Curvature Method
 Vertical Section Plane 206.11°
 Northing (US ft): 7229463.96 Easting (US ft): 2159793.55
 Latitude: 40°09'6.9804" N Longitude: -109°38'30.2784" W
 Direction Reference: True North

Measured Depth (Ft)	INC Deg	AZM Deg	TVD (Ft)	NS (Ft)	EW (Ft)	VS (Ft)	DLS */100Ft
0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
1038.00	0.80	206.80	1037.97	-6.47	-3.27	7.25	0.08
1124.00	1.70	200.30	1123.94	-8.20	-3.98	9.12	1.06
1209.00	2.80	212.40	1208.88	-11.14	-5.53	12.43	1.40
1295.00	4.00	210.80	1294.73	-15.49	-8.19	17.51	1.40
1380.00	5.10	206.10	1379.46	-21.43	-11.37	24.24	1.37
1465.00	6.50	209.00	1464.02	-29.03	-15.37	32.83	1.68
1551.00	8.80	202.80	1549.25	-39.35	-20.28	44.26	2.84
1636.00	10.10	201.00	1633.09	-52.30	-25.47	58.17	1.57
1722.00	11.20	202.50	1717.61	-67.06	-31.37	74.02	1.32
1807.00	12.00	205.70	1800.88	-82.65	-38.36	91.10	1.21
1892.00	12.50	208.00	1883.94	-98.73	-46.51	109.13	0.82
1978.00	12.50	208.40	1967.90	-115.14	-55.30	127.73	0.10
2063.00	12.60	209.40	2050.87	-131.31	-64.23	146.17	0.28
2149.00	12.30	209.50	2134.85	-147.45	-73.35	164.68	0.35
2234.00	13.40	209.00	2217.72	-163.95	-82.58	183.56	1.30
2320.00	13.20	207.60	2301.41	-181.36	-91.96	203.33	0.44
2405.00	13.40	207.30	2384.13	-198.72	-100.97	222.88	0.25
2491.00	13.10	208.40	2467.84	-216.14	-110.18	242.58	0.46
2576.00	12.70	208.30	2550.70	-232.84	-119.19	261.54	0.47
2661.00	12.30	208.90	2633.68	-249.00	-128.00	279.92	0.49
2747.00	12.30	208.40	2717.71	-265.07	-136.78	298.22	0.12
2832.00	11.30	205.50	2800.91	-280.56	-144.67	315.59	1.37
2918.00	9.80	204.20	2885.46	-294.84	-151.30	331.34	1.77
3003.00	9.60	210.50	2969.24	-307.54	-157.86	345.63	1.27
3089.00	8.60	206.60	3054.16	-319.47	-164.38	359.21	1.37
3174.00	8.30	202.70	3138.24	-330.81	-169.59	371.69	0.76
3259.00	8.60	204.70	3222.32	-342.25	-174.62	384.17	0.49
3345.00	8.50	200.30	3307.36	-354.05	-179.51	396.92	0.77
3430.00	8.30	201.00	3391.45	-365.67	-183.89	409.28	0.26
3516.00	7.90	192.50	3476.59	-377.24	-187.39	421.21	1.47
3601.00	7.80	190.20	3560.80	-388.62	-189.68	432.43	0.39
3687.00	7.40	197.90	3646.04	-399.63	-192.41	443.53	1.27
3772.00	6.00	201.90	3730.46	-408.96	-195.75	453.38	1.74
3858.00	5.10	200.10	3816.06	-416.72	-198.74	461.66	1.07
3943.00	3.60	213.00	3900.81	-422.51	-201.49	468.07	2.10
4028.00	2.50	219.90	3985.69	-426.17	-204.14	472.52	1.36
4114.00	1.90	204.80	4071.63	-428.90	-205.94	475.76	0.96
4199.00	1.80	209.00	4156.58	-431.35	-207.18	478.51	0.20
4285.00	1.10	188.40	4242.56	-433.35	-207.95	480.64	1.00
4370.00	1.80	178.90	4327.53	-435.49	-208.05	482.61	0.87
4455.00	2.20	191.60	4412.48	-438.42	-208.35	485.37	0.70
4541.00	1.30	222.90	4498.44	-440.75	-209.34	487.91	1.49
4626.00	1.50	180.50	4583.42	-442.57	-210.01	489.83	1.21

Measured Depth (Ft)	INC Deg	AZM Deg	TVD (Ft)	NS (Ft)	EW (Ft)	VS (Ft)	DLS %/100Ft
4712.00	0.90	236.00	4669.40	-444.07	-210.58	491.43	1.44
4797.00	0.60	193.90	4754.39	-444.88	-211.24	492.45	0.71
4883.00	1.50	198.90	4840.38	-446.38	-211.71	494.00	1.05
4968.00	1.10	201.50	4925.35	-448.19	-212.37	495.92	0.48
5054.00	1.50	219.50	5011.33	-449.83	-213.39	497.84	0.66
5139.00	1.30	201.60	5096.31	-451.58	-214.45	499.88	0.56
5224.00	2.30	207.60	5181.26	-453.99	-215.60	502.55	1.20
5310.00	1.80	206.10	5267.21	-456.74	-216.99	505.62	0.58
5395.00	0.50	282.40	5352.19	-457.85	-217.94	507.05	2.06
5480.00	1.30	185.80	5437.19	-458.73	-218.40	508.04	1.70
5566.00	1.80	155.30	5523.16	-460.93	-217.94	509.81	1.10
5651.00	2.40	169.40	5608.10	-463.89	-217.05	512.08	0.93
5736.00	2.20	174.40	5693.03	-467.27	-216.56	514.89	0.33
5822.00	1.70	166.20	5778.98	-470.15	-216.10	517.27	0.66
5907.00	1.40	148.80	5863.95	-472.26	-215.26	518.80	0.65
5993.00	1.70	173.00	5949.92	-474.43	-214.56	520.44	0.83
6078.00	1.30	164.00	6034.89	-476.60	-214.14	522.21	0.54
6164.00	1.70	169.80	6120.86	-478.80	-213.65	523.96	0.50
6249.00	2.50	172.80	6205.80	-481.88	-213.19	526.53	0.95
6335.00	2.00	166.30	6291.74	-485.20	-212.60	529.25	0.65
6420.00	2.50	169.90	6376.67	-488.46	-211.92	531.88	0.61
6506.00	2.20	165.80	6462.60	-491.91	-211.19	534.65	0.40
6591.00	2.10	155.60	6547.54	-494.91	-210.15	536.89	0.46
6676.00	2.10	169.10	6632.48	-497.86	-209.21	539.12	0.58
6762.00	2.60	164.10	6718.41	-501.28	-208.38	541.83	0.63
6847.00	2.10	160.20	6803.34	-504.60	-207.32	544.35	0.62
6931.00	2.50	172.70	6887.27	-507.87	-206.57	546.95	0.76
6974.00	2.70	172.70	6930.23	-509.80	-206.32	548.58	0.47
PROJECTION TO TD 7027.00	2.70	172.70	6983.17	-512.28	-206.00	550.66	0.00

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
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.		5. LEASE DESIGNATION AND SERIAL NUMBER: ML-49318
		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
1. TYPE OF WELL Oil Well		7. UNIT or CA AGREEMENT NAME:
2. NAME OF OPERATOR: ULTRA RESOURCES INC		8. WELL NAME and NUMBER: THREE RIVERS 2-23-820
3. ADDRESS OF OPERATOR: 304 Inverness Way South #245 , Englewood, CO, 80112		9. API NUMBER: 43047526880000
PHONE NUMBER: 303 645-9810 Ext		9. FIELD and POOL or WILDCAT: THREE RIVERS
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2634 FNL 0888 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWNW Section: 02 Township: 08.0S Range: 20.0E Meridian: S		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"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input checked="" type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: 4/27/2013	<input checked="" 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 type="checkbox"/> DRILLING REPORT Report Date:	<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.

Ultra requests to update the SHL per As-Drilled plat attached.

**Accepted by the
Utah Division of
Oil, Gas and Mining
FOR RECORD ONLY
March 27, 2014**

NAME (PLEASE PRINT) Jenna Anderson	PHONE NUMBER 303 645-9804	TITLE Permitting Assistant
SIGNATURE N/A	DATE 3/7/2014	

T8S, R20E, S.L.B.&M.

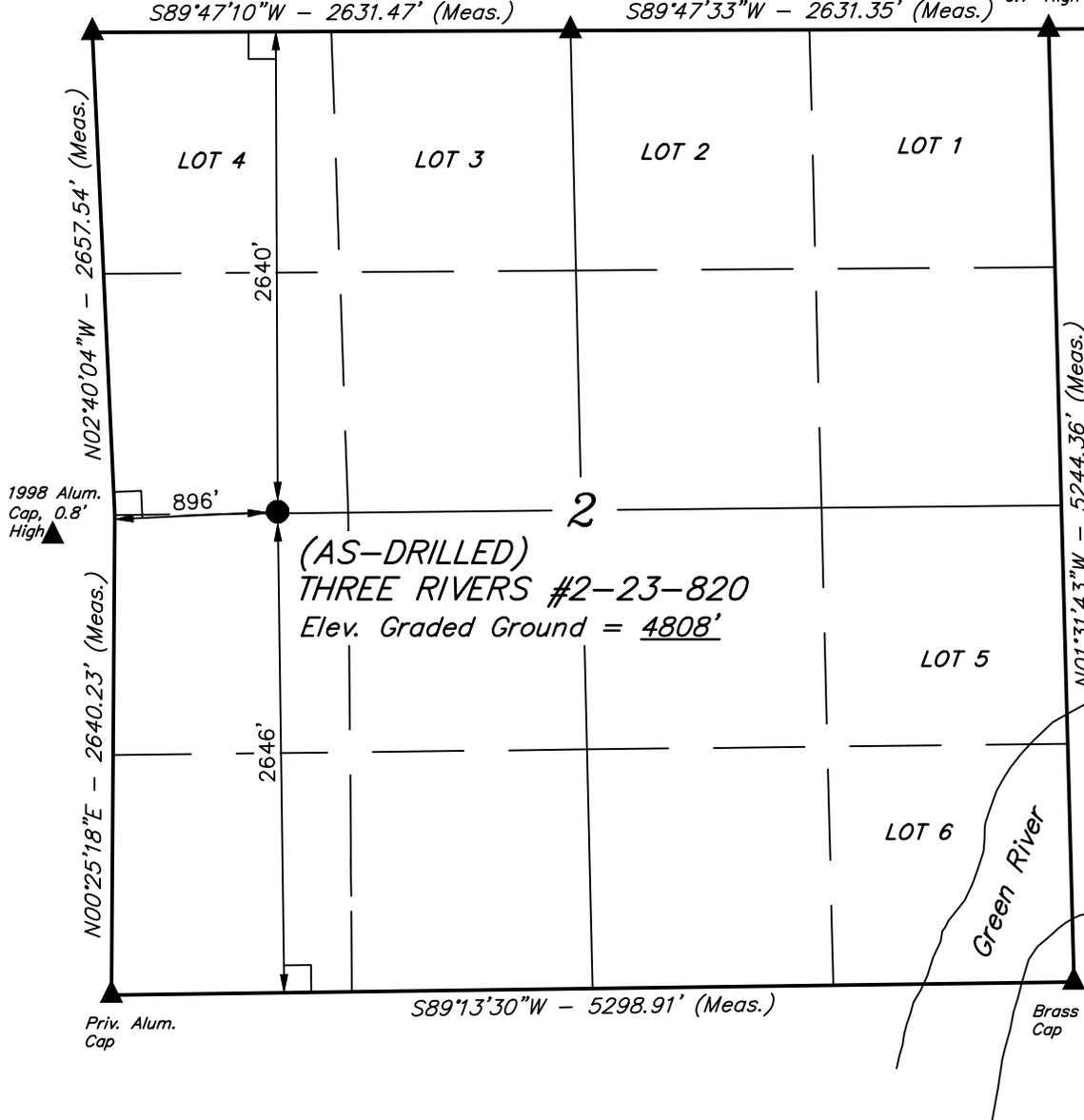
ULTRA RESOURCES, INC.

1988 Brass Cap,
0.5' High,
E-W Fence

1988 Brass Cap,
0.1' High,
E-W Fence

1950 Brass Cap,
0.7' High

Well location, (AS-DRILLED) THREE RIVERS #2-23-820, located as shown in the SW 1/4 NW 1/4 of Section 2, T8S, R20E, S.L.B.&M., UTAH County, Utah.

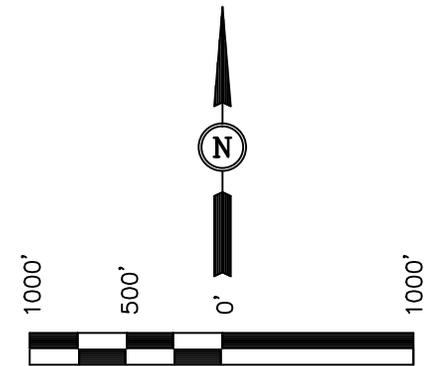


BASIS OF ELEVATION

BENCH MARK (38EAM) LOCATED IN THE SW 1/4 OF SECTION 9, T7S, R20E, S.L.B.&M. TAKEN FROM THE PELICAN LAKE, QUADRANGLE, UTAH, UTAH COUNTY, 7.5 MINUTE QUAD (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 4942 FEET.

BASIS OF BEARINGS

BASIS OF BEARINGS IS A G.P.S. OBSERVATION.



SCALE

CERTIFICATE

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.

[Signature]
REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH
03-05-14

UINTAH ENGINEERING & LAND SURVEYING
85 SOUTH 200 EAST - VERNAL, UTAH 84078
(435) 789-1017

LEGEND:

- └─┘ = 90° SYMBOL
- = AS-DRILLED WELL HEAD.
- ▲ = SECTION CORNERS LOCATED.

NAD 83 (AS-DRILLED SURFACE LOCATION)
LATITUDE = 40°09'06.88" (40.151911)
LONGITUDE = 109°38'30.13" (109.641703)

SCALE 1" = 1000'	DATE SURVEYED: 2-26-14	DATE DRAWN: 02-28-14
PARTY C.A. M.P. S.S.	REFERENCES G.L.O. PLAT	
WEATHER COOL	FILE ULTRA RESOURCES, INC.	

ULTRA RESOURCES, INC.

AS-BUILT SITE PLAN FOR

THREE RIVERS #2-13-820 & #2-23-820

SECTION 2, T8S, R20E, S.L.B.&M.

SW 1/4 NW 1/4

FIGURE #1

SCALE: 1" = 50'

DATE: 02-28-14

DRAWN BY: S.S.

