

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 36-13-720								
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-50510			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		2626 FNL 762 FWL		SWNW		36		7.0 S		20.0 E		S		
Top of Uppermost Producing Zone		2640 FNL 460 FWL		SWNW		36		7.0 S		20.0 E		S		
At Total Depth		2640 FNL 460 FWL		SWNW		36		7.0 S		20.0 E		S		
21. COUNTY UINTAH			22. DISTANCE TO NEAREST LEASE LINE (Feet) 460			23. NUMBER OF ACRES IN DRILLING UNIT 40								
			25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 16			26. PROPOSED DEPTH MD: 9039 TVD: 9023								
27. ELEVATION - GROUND LEVEL 4929			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 - 925	32.0	J-55 LT&C	8.7	Premium Lite High Strength		75	2.97	11.5			
							Class G		115	1.16	15.8			
PROD	7.875	5.5	0 - 9039	17.0	N-80 LT&C	9.2	Premium Lite High Strength		580	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 05/23/2012				EMAIL starpoint@etv.net						
API NUMBER ASSIGNED 43047526990000				APPROVAL  Permit Manager										

DRILLING PLAN

Axia Energy, LLC
Three Rivers Project
Three Rivers #36-13-720
SWNW Sec 36 T7S R20E
Uintah County, Utah

1. ESTIMATED FORMATION TOPS

FORMATION	TOP (TVD)	COMMENTS
Uinta	Surface	Gas & Degraded Oil; Possible Brackish H ₂ O
Green River	3,224'	Oil & Associated Gas
Lower Green River*	5,214'	Oil & Associated Gas
Wasatch*	7,023'	Oil & Associated Gas
TD	9,039' (MD) 9,023' (TVD)	

NOTE: Datum, Ground Level (GL) Elevation: 4,929'; 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	925 ±	8 5/8	32.0	J-55	LTC	0.0609
PRODUCTION	7 7/8	9,039'	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: 75 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 – 2,700'
580 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 The State of Utah, Division of Oil, Gas and Mining 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 – 925 ±	11" Diverter with Rotating Head
925 ± – 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 – 925 ±	8.4 – 8.7 ppg	32	NC	Spud Mud
925 ± – 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 3,906 psi (normal pressure gradient: 0.433 psi/ft).
 - b) Estimated maximum surface pressure will be approximately 1,985 psi (estimated bottom hole minus pressure of partially evacuated hole (gradient: 0.220 psi/ft)).
- B) No hydrogen sulfide is anticipated.

INTERVAL	CONDITION
SURF – 925 ±	Lost Circulation Possible
925 ± – 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

T7S, R20E, S.L.B.&M.

AXIA ENERGY

Well location, THREE RIVERS #36-13-720, located as shown in the SW 1/4 NW 1/4 of Section 36, T7S, R20E, S.L.B.&M., Uintah County, Utah.

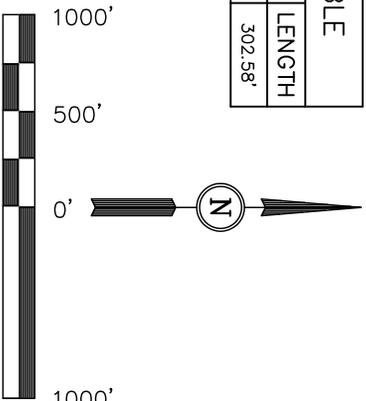
BASIS OF ELEVATION

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.

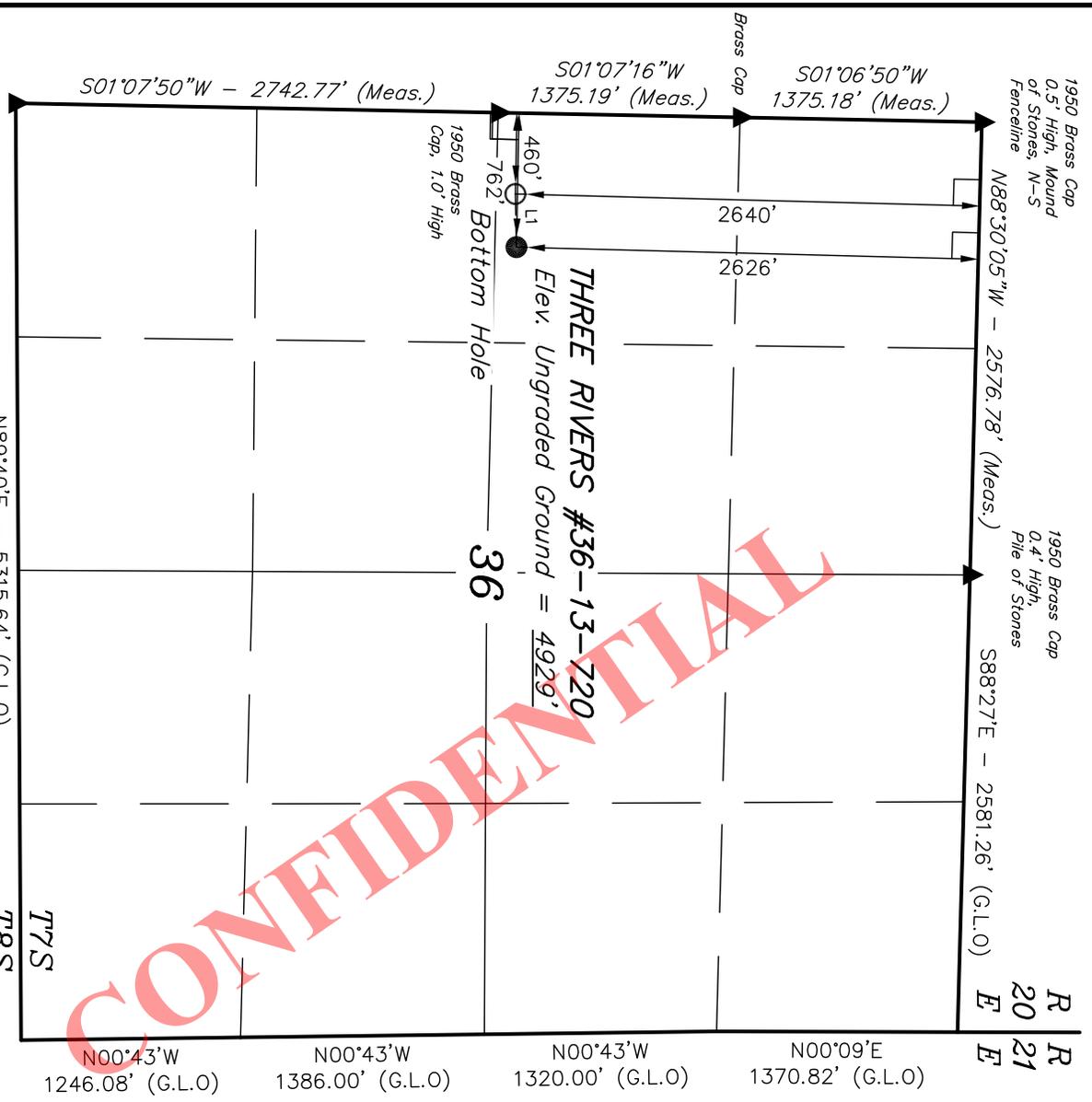
LINE	DIRECTION	LENGTH
L1	S88°52'01"W	302.58'



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.

KAY ROBERTS
 REGISTERED LAND SURVEYOR
 REGISTRATION NO. 161319
 STATE OF UTAH
 04-20-12



N89°40'E - 5315.64' (G.L.O) T7S
 T7S
 78S

LEGEND:

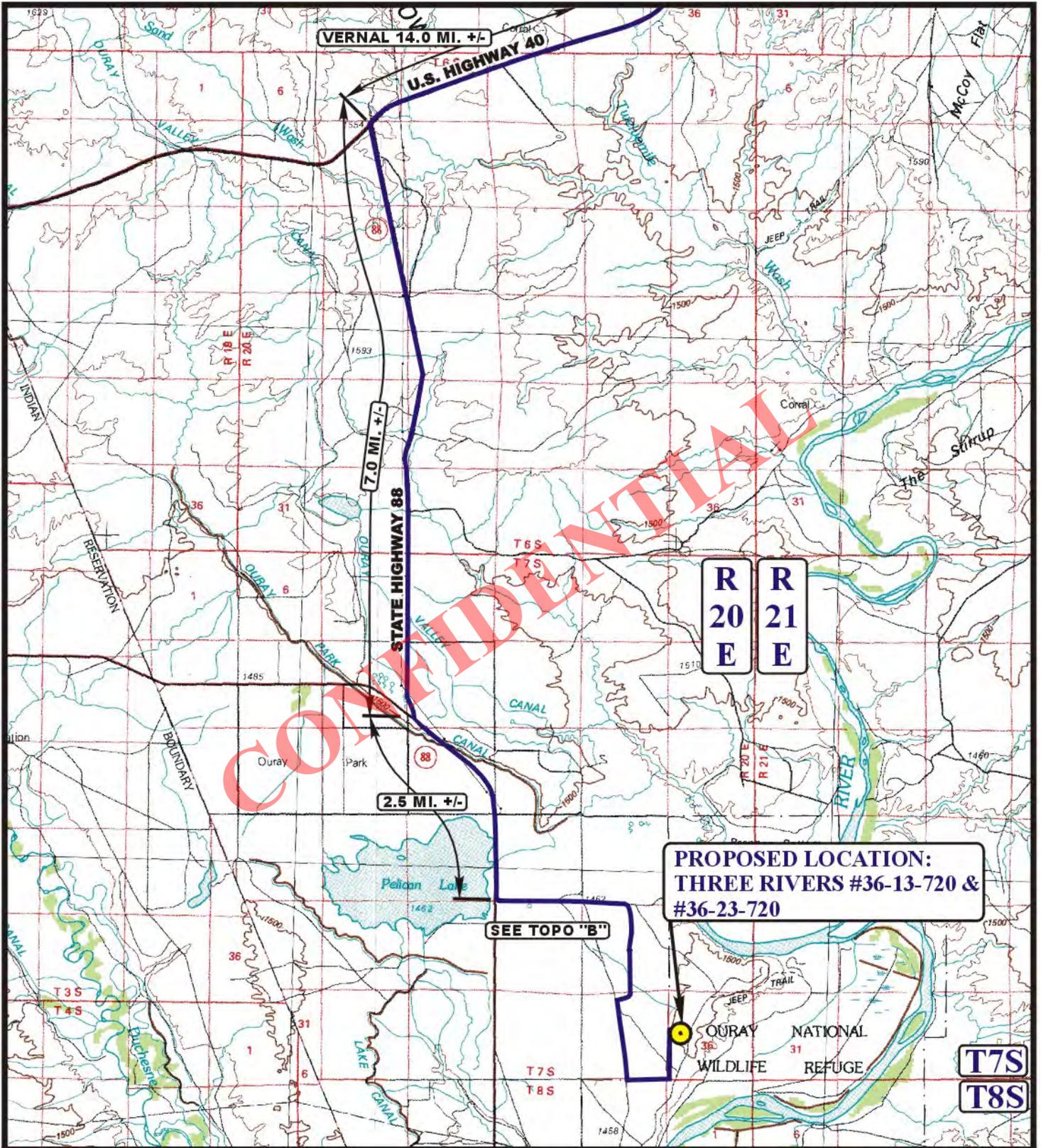
- = 90° SYMBOL
- = PROPOSED WELL HEAD.
- ▲ = SECTION CORNERS LOCATED

NAD 83 (TARGET BOTTOM HOLE)		NAD 83 (SURFACE LOCATION)	
LATITUDE = 40°10'01.19" (40.166697)	LONGITUDE = 109°37'28.86" (109.624683)	LATITUDE = 40°10'01.25" (40.167014)	LONGITUDE = 109°37'24.96" (109.623600)
NAD 27 (TARGET BOTTOM HOLE)		NAD 27 (SURFACE LOCATION)	
LATITUDE = 40°10'01.32" (40.167033)	LONGITUDE = 109°37'26.36" (109.623989)	LATITUDE = 40°10'01.38" (40.167050)	LONGITUDE = 109°37'22.47" (109.622908)

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

SCALE 1" = 1000'
 DATE SURVEYED: 03-28-12 DATE DRAWN: 04-03-12

PARTY B.H. A.S. R.L.L. REFERENCES G.L.O. PLAT
 WEATHER WARM FILE AXIA ENERGY



**PROPOSED LOCATION:
THREE RIVERS #36-13-720 &
#36-23-720**

SEE TOPO "B"

LEGEND:

PROPOSED LOCATION

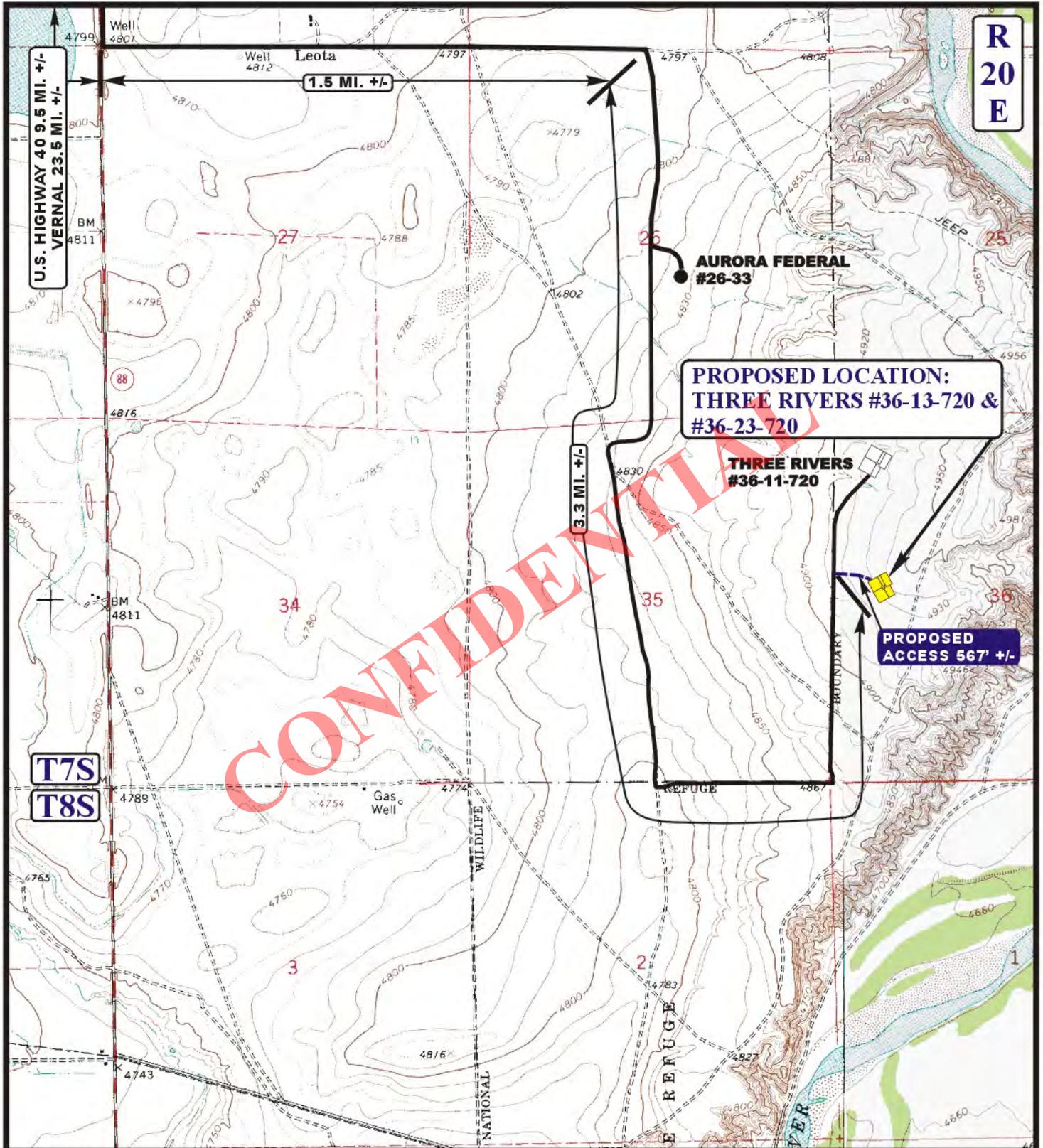


AXIA ENERGY

**THREE RIVERS #36-13-720 & #36-23-720
SECTION 36, T7S, R20E, S.L.B.&M.
SW 1/4 NW 1/4**

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

**ACCESS ROAD
MAP** **04 17 12**
MONTH DAY YEAR
SCALE: 1:100,000 DRAWN BY: C.I. REVISED: 00-00-00 **A TOPO**



**R
20
E**

**PROPOSED LOCATION:
THREE RIVERS #36-13-720 &
#36-23-720**

**THREE RIVERS
#36-11-720**

**PROPOSED
ACCESS 567' +/-**

CONFIDENTIAL

LEGEND:

-  EXISTING ROAD
-  PROPOSED ACCESS ROAD

AXIA ENERGY

**THREE RIVERS #36-13-720 & #36-23-720
SECTION 36, T7S, R20E, S.L.B.&M.
SW 1/4 NW 1/4**

U
E
S

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

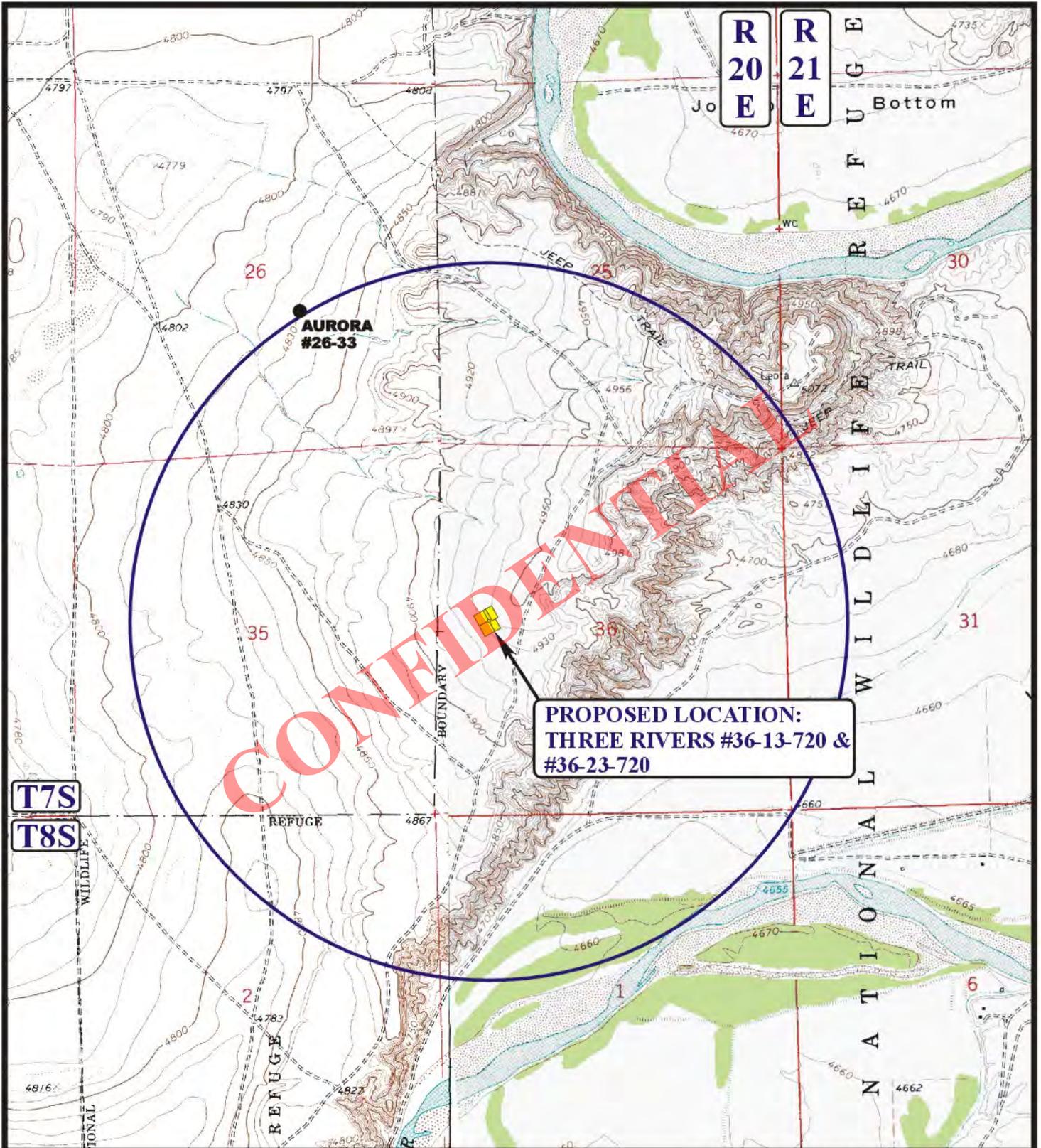


**ACCESS ROAD
MAP**

04 17 12
MONTH DAY YEAR

B
TOPO

SCALE: 1" = 2000' DRAWN BY: C.I. REVISED: 00-00-00



CONFIDENTIAL

**PROPOSED LOCATION:
THREE RIVERS #36-13-720 &
#36-23-720**

LEGEND:

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



AXIA ENERGY

**THREE RIVERS #36-13-720 & #36-23-720
SECTION 36, T7S, R20E, S.L.B.&M.
SW 1/4 NW 1/4**



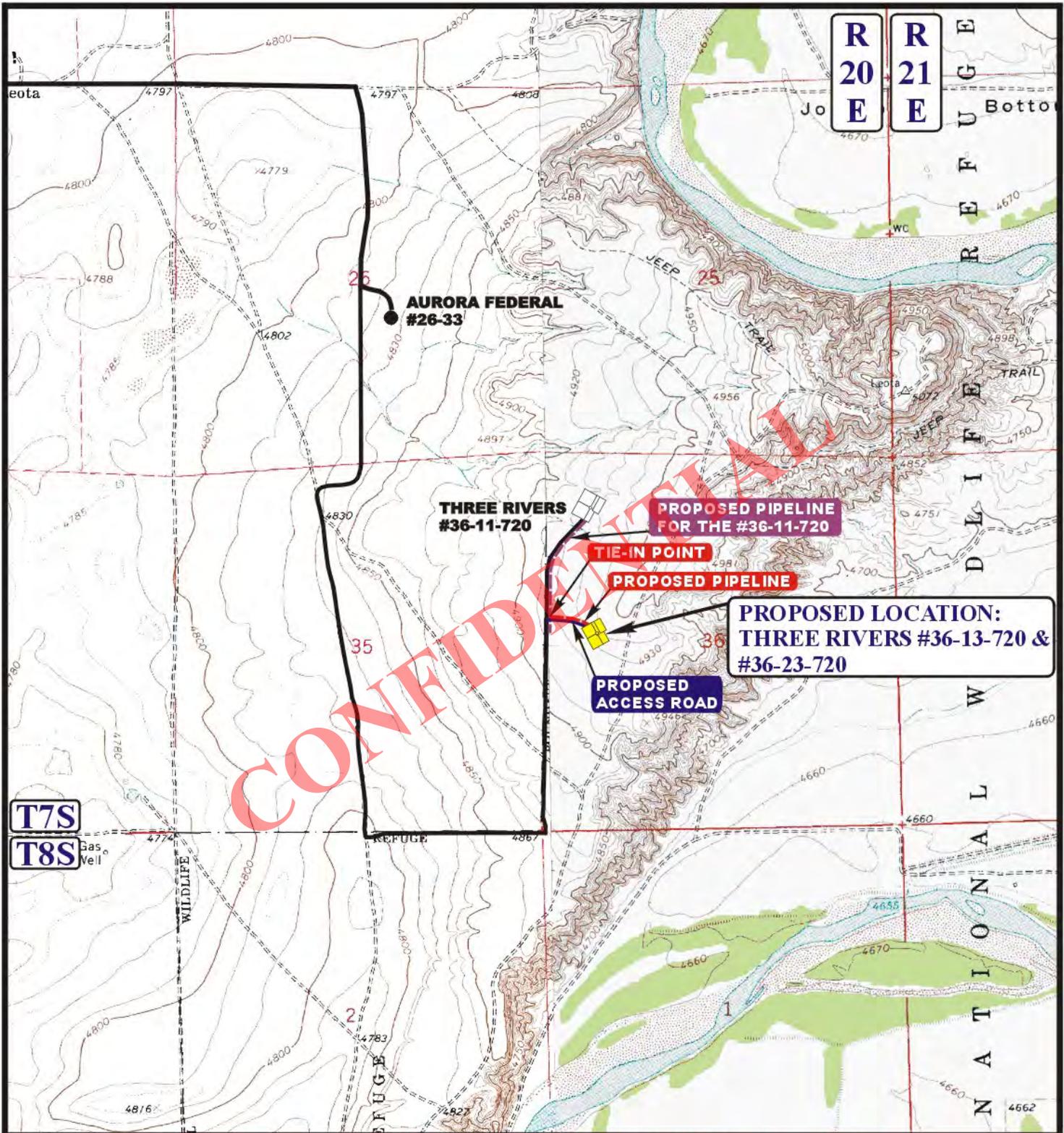
Utah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

**TOPOGRAPHIC
MAP**

04 17 12
MONTH DAY YEAR

SCALE: 1" = 2000' DRAWN BY: C.I. REVISED: 00-00-00





APPROXIMATE TOTAL PIPELINE DISTANCE = 575' +/-

LEGEND:

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



AXIA ENERGY

THREE RIVERS #36-13-720 & #36-23-720
SECTION 36, T7S, R20E, S.L.B.&M.
SW 1/4 NW 1/4



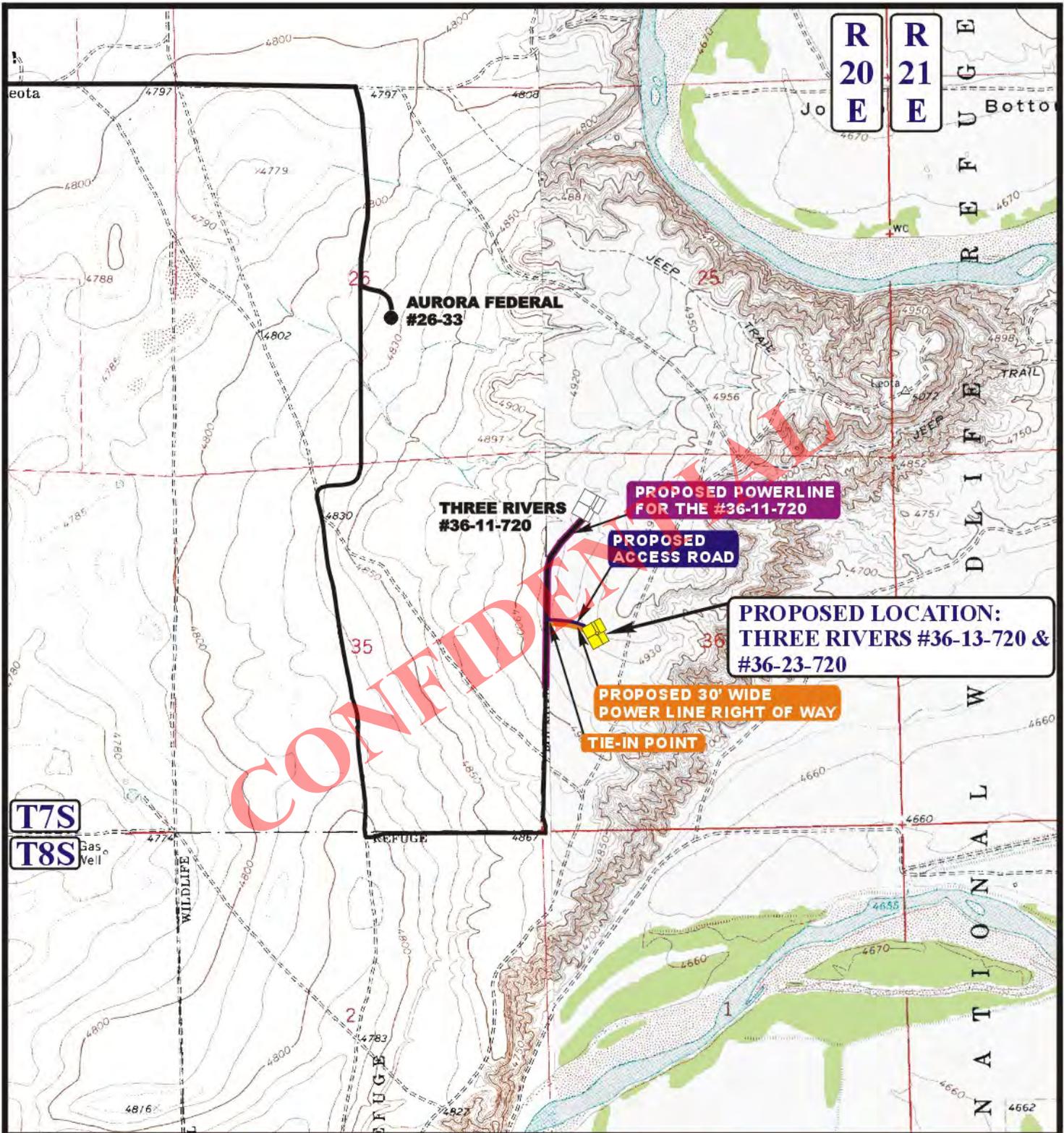
Utah Engineering & Land Surveying
 85 South 200 East Vernal, Utah 84078
 (435) 789-1017 * FAX (435) 789-1813

TOPOGRAPHIC
MAP

04 17 12
 MONTH DAY YEAR

SCALE: 1" = 1000' DRAWN BY: C.I. REVISED: 00-00-00

D
TOPO



APPROXIMATE TOTAL POWERLINE DISTANCE = 559' +/-

LEGEND:

- PROPOSED ACCESS ROAD
- PROPOSED POWER LINE
- - - EXISTING POWER LINE

AXIA ENERGY

THREE RIVERS #36-13-720 & #36-23-720
SECTION 36, T7S, R20E, S.L.B.&M.
SW 1/4 NW 1/4



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



TOPOGRAPHIC
MAP

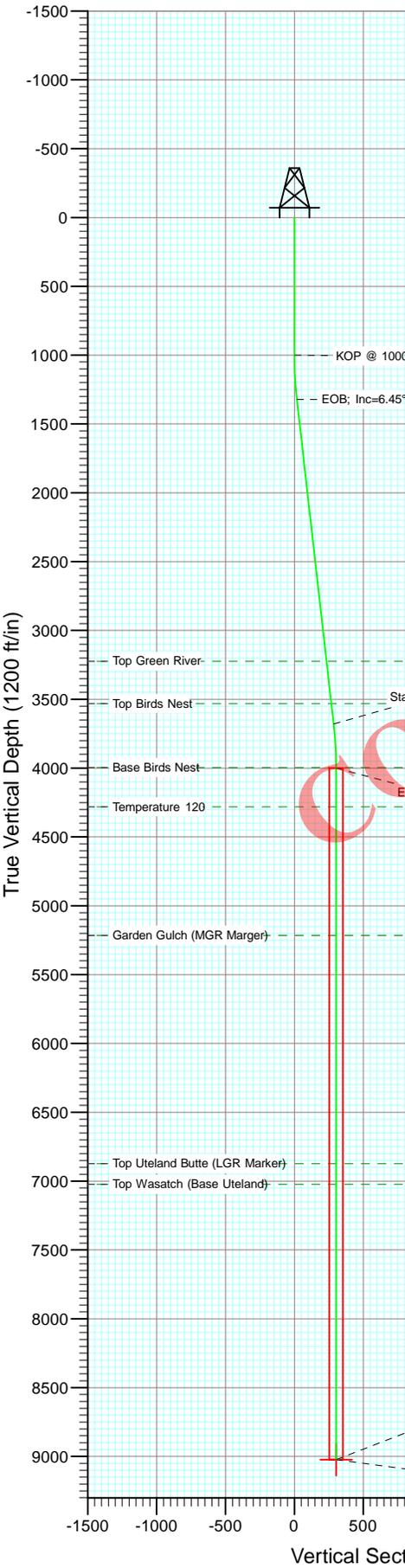
04 17 12
 MONTH DAY YEAR

SCALE: 1" = 1000' DRAWN BY: C.I. REVISED: 00-00-00

E
TOPO

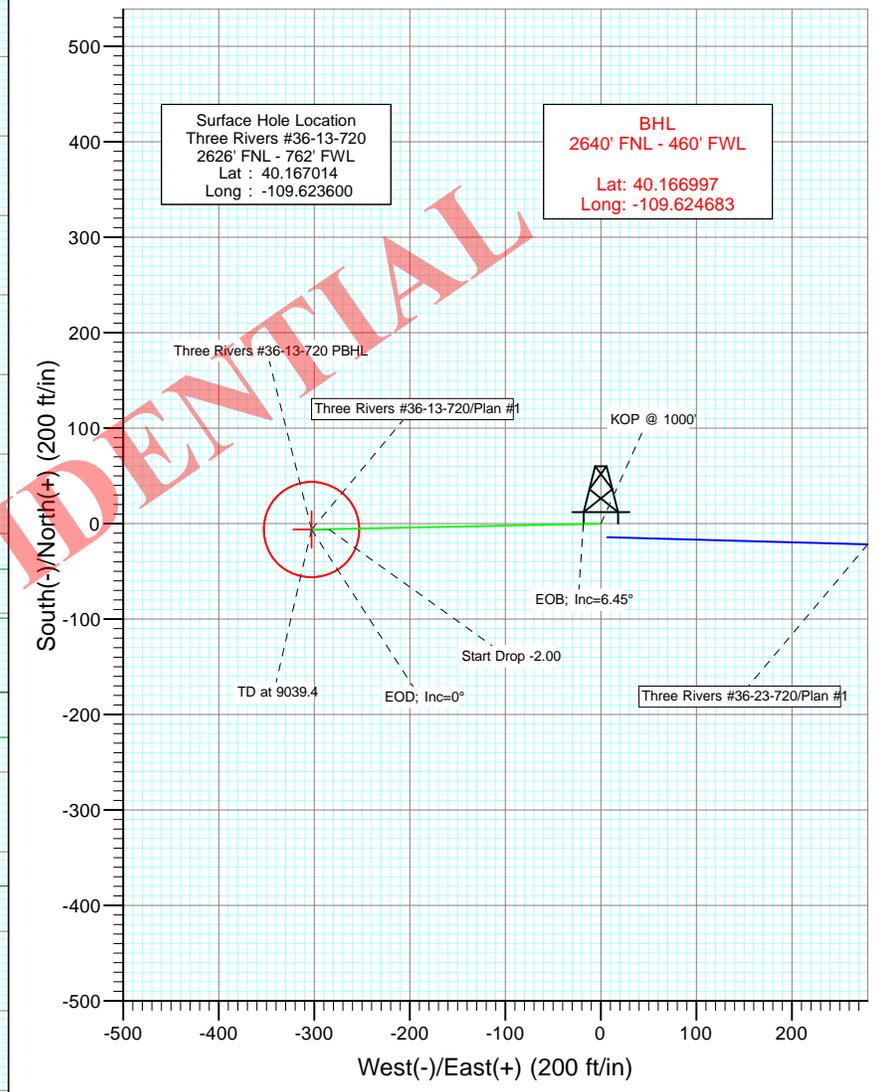
Axia Energy

Project: Uintah County, UT
 Site: SEC 36-T7S-R20E
 Well: Three Rivers #36-13-720
 Wellbore: DD
 Design: Plan #1



SECTION DETAILS

Sec	MD	Inc	Azi	TVD	+N/-S	+E/-W	Dleg	TFace	V Sect	Target
1	0.0	0.00	0.00	0.0	0.0	0.0	0.00	0.00	0.0	
2	1000.0	0.00	0.00	1000.0	0.0	0.0	0.00	0.00	0.0	
3	1322.6	6.45	268.83	1322.0	-0.4	-18.1	2.00	268.83	18.1	
4	3693.7	6.45	268.83	3678.0	-5.8	-284.6	0.00	0.00	284.6	
5	4016.4	0.00	0.00	4000.0	-6.2	-302.7	2.00	180.00	302.8	
6	9039.4	0.00	0.00	9023.0	-6.2	-302.7	0.00	0.00	302.8	Three Rivers #36-13-720 PBHL



T M
 Azimuths to True North
 Magnetic North: 11.03°
 Magnetic Field
 Strength: 52309.8snT
 Dip Angle: 65.96°
 Date: 5/22/2012
 Model: IGRF2010

FORMATION TOP DETAILS

TVDPath	MDPath	Formation
3224.0	3236.8	Top Green River
3531.0	3545.8	Top Birds Nest
3995.0	4011.4	Base Birds Nest
4281.0	4297.4	Temperature 120
5214.0	5230.4	Garden Gulch (MGR Marger)
6873.0	6889.4	Top Uteland Butte (LGR Marker)
7023.0	7039.4	Top Wasatch (Base Uteland)

Plan #1
 Three Rivers #36-13-720
 12000: LR
 KB-16' @ 4944.0ft (Original Well Elev)
 GL @ 4928.0
 North American Datum 1983
 Well Three Rivers #36-13-720, True North

Type	Target	Target	Target							
Three Rivers #36-13-720 PBHL	TVD	9023.0	+N/-S	-6.2	+E/-W	-302.7	Latitude	40.166997	Longitude	-109.624683

Cathedral Energy Services

Planning Report

Database:	USA EDM 5000 Multi Users DB	Local Co-ordinate Reference:	Well Three Rivers #36-13-720
Company:	Axia Energy	TVD Reference:	KB=16' @ 4944.0ft (Original Well Elev)
Project:	Uintah County, UT	MD Reference:	KB=16' @ 4944.0ft (Original Well Elev)
Site:	SEC 36-T7S-R20E	North Reference:	True
Well:	Three Rivers #36-13-720	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 36-T7S-R20E				
Site Position:		Northing:	3,227,982.67 ft	Latitude:	40.172647
From:	Lat/Long	Easting:	2,166,000.86 ft	Longitude:	-109.619378
Position Uncertainty:	0.0 ft	Slot Radius:	13.200 in	Grid Convergence:	1.24 °

Well	Three Rivers #36-13-720					
Well Position	+N/-S	0.0 ft	Northing:	3,225,905.26 ft	Latitude:	40.167014
	+E/-W	0.0 ft	Easting:	2,164,865.43 ft	Longitude:	-109.623600
Position Uncertainty		0.0 ft	Wellhead Elevation:	ft	Ground Level:	4,928.0 ft

Wellbore	DD				
Magnetics	Model Name	Sample Date	Declination	Dip Angle	Field Strength
			(°)	(°)	(nT)
	IGRF2010	5/22/2012	11.03	65.96	52,310

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	268.83

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	
1,322.6	6.45	268.83	1,322.0	-0.4	-18.1	2.00	2.00	0.00	268.83	
3,693.7	6.45	268.83	3,678.0	-5.8	-284.6	0.00	0.00	0.00	0.00	
4,016.4	0.00	0.00	4,000.0	-6.2	-302.7	2.00	-2.00	0.00	180.00	
9,039.4	0.00	0.00	9,023.0	-6.2	-302.7	0.00	0.00	0.00	0.00	Three Rivers #36-13-

Cathedral Energy Services

Planning Report

Database:	USA EDM 5000 Multi Users DB	Local Co-ordinate Reference:	Well Three Rivers #36-13-720
Company:	Axia Energy	TVD Reference:	KB=16' @ 4944.0ft (Original Well Elev)
Project:	Uintah County, UT	MD Reference:	KB=16' @ 4944.0ft (Original Well Elev)
Site:	SEC 36-T7S-R20E	North Reference:	True
Well:	Three Rivers #36-13-720	Survey Calculation Method:	Minimum Curvature
Wellbore:	DD		
Design:	Plan #1		

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	268.83	1,100.0	0.0	-1.7	1.7	2.00	2.00	
1,200.0	4.00	268.83	1,199.8	-0.1	-7.0	7.0	2.00	2.00	
1,300.0	6.00	268.83	1,299.5	-0.3	-15.7	15.7	2.00	2.00	
1,322.6	6.45	268.83	1,322.0	-0.4	-18.1	18.1	2.00	2.00	EOB; Inc=6.45°
1,400.0	6.45	268.83	1,398.8	-0.5	-26.8	26.8	0.00	0.00	
1,500.0	6.45	268.83	1,498.2	-0.8	-38.1	38.1	0.00	0.00	
1,600.0	6.45	268.83	1,597.6	-1.0	-49.3	49.3	0.00	0.00	
1,700.0	6.45	268.83	1,696.9	-1.2	-60.5	60.6	0.00	0.00	
1,800.0	6.45	268.83	1,796.3	-1.5	-71.8	71.8	0.00	0.00	
1,900.0	6.45	268.83	1,895.7	-1.7	-83.0	83.0	0.00	0.00	
2,000.0	6.45	268.83	1,995.0	-1.9	-94.3	94.3	0.00	0.00	
2,100.0	6.45	268.83	2,094.4	-2.2	-105.5	105.5	0.00	0.00	
2,200.0	6.45	268.83	2,193.8	-2.4	-116.7	116.8	0.00	0.00	
2,300.0	6.45	268.83	2,293.1	-2.6	-128.0	128.0	0.00	0.00	
2,400.0	6.45	268.83	2,392.5	-2.8	-139.2	139.2	0.00	0.00	
2,500.0	6.45	268.83	2,491.9	-3.1	-150.4	150.5	0.00	0.00	
2,600.0	6.45	268.83	2,591.2	-3.3	-161.7	161.7	0.00	0.00	
2,700.0	6.45	268.83	2,690.6	-3.5	-172.9	172.9	0.00	0.00	
2,800.0	6.45	268.83	2,790.0	-3.8	-184.1	184.2	0.00	0.00	
2,900.0	6.45	268.83	2,889.3	-4.0	-195.4	195.4	0.00	0.00	
3,000.0	6.45	268.83	2,988.7	-4.2	-206.6	206.7	0.00	0.00	
3,100.0	6.45	268.83	3,088.1	-4.4	-217.9	217.9	0.00	0.00	
3,200.0	6.45	268.83	3,187.4	-4.7	-229.1	229.1	0.00	0.00	
3,236.8	6.45	268.83	3,224.0	-4.8	-233.2	233.3	0.00	0.00	Top Green River
3,300.0	6.45	268.83	3,286.8	-4.9	-240.3	240.4	0.00	0.00	
3,400.0	6.45	268.83	3,386.2	-5.1	-251.6	251.6	0.00	0.00	
3,500.0	6.45	268.83	3,485.5	-5.4	-262.8	262.9	0.00	0.00	
3,545.8	6.45	268.83	3,531.0	-5.5	-267.9	268.0	0.00	0.00	Top Birds Nest
3,600.0	6.45	268.83	3,584.9	-5.6	-274.0	274.1	0.00	0.00	
3,693.7	6.45	268.83	3,678.0	-5.8	-284.6	284.6	0.00	0.00	Start Drop -2.00
3,700.0	6.33	268.83	3,684.3	-5.8	-285.3	285.3	2.00	-2.00	
3,800.0	4.33	268.83	3,783.8	-6.0	-294.6	294.6	2.00	-2.00	
3,900.0	2.33	268.83	3,883.7	-6.1	-300.4	300.4	2.00	-2.00	
4,000.0	0.33	268.83	3,983.6	-6.2	-302.7	302.7	2.00	-2.00	
4,011.4	0.10	268.83	3,995.0	-6.2	-302.7	302.8	2.00	-2.00	Base Birds Nest
4,016.4	0.00	0.00	4,000.0	-6.2	-302.7	302.8	2.00	-2.00	EOD; Inc=0°
4,100.0	0.00	0.00	4,083.6	-6.2	-302.7	302.8	0.00	0.00	
4,200.0	0.00	0.00	4,183.6	-6.2	-302.7	302.8	0.00	0.00	
4,297.4	0.00	0.00	4,281.0	-6.2	-302.7	302.8	0.00	0.00	Temperature 120
4,300.0	0.00	0.00	4,283.6	-6.2	-302.7	302.8	0.00	0.00	
4,400.0	0.00	0.00	4,383.6	-6.2	-302.7	302.8	0.00	0.00	

Cathedral Energy Services

Planning Report

Database:	USA EDM 5000 Multi Users DB	Local Co-ordinate Reference:	Well Three Rivers #36-13-720
Company:	Axia Energy	TVD Reference:	KB=16' @ 4944.0ft (Original Well Elev)
Project:	Uintah County, UT	MD Reference:	KB=16' @ 4944.0ft (Original Well Elev)
Site:	SEC 36-T7S-R20E	North Reference:	True
Well:	Three Rivers #36-13-720	Survey Calculation Method:	Minimum Curvature
Wellbore:	DD		
Design:	Plan #1		

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	4,483.6	-6.2	-302.7	302.8	0.00	0.00	
4,600.0	0.00	0.00	4,583.6	-6.2	-302.7	302.8	0.00	0.00	
4,700.0	0.00	0.00	4,683.6	-6.2	-302.7	302.8	0.00	0.00	
4,800.0	0.00	0.00	4,783.6	-6.2	-302.7	302.8	0.00	0.00	
4,900.0	0.00	0.00	4,883.6	-6.2	-302.7	302.8	0.00	0.00	
5,000.0	0.00	0.00	4,983.6	-6.2	-302.7	302.8	0.00	0.00	
5,100.0	0.00	0.00	5,083.6	-6.2	-302.7	302.8	0.00	0.00	
5,200.0	0.00	0.00	5,183.6	-6.2	-302.7	302.8	0.00	0.00	
5,230.4	0.00	0.00	5,214.0	-6.2	-302.7	302.8	0.00	0.00	Garden Gulch (MGR Marger)
5,300.0	0.00	0.00	5,283.6	-6.2	-302.7	302.8	0.00	0.00	
5,400.0	0.00	0.00	5,383.6	-6.2	-302.7	302.8	0.00	0.00	
5,500.0	0.00	0.00	5,483.6	-6.2	-302.7	302.8	0.00	0.00	
5,600.0	0.00	0.00	5,583.6	-6.2	-302.7	302.8	0.00	0.00	
5,700.0	0.00	0.00	5,683.6	-6.2	-302.7	302.8	0.00	0.00	
5,800.0	0.00	0.00	5,783.6	-6.2	-302.7	302.8	0.00	0.00	
5,900.0	0.00	0.00	5,883.6	-6.2	-302.7	302.8	0.00	0.00	
6,000.0	0.00	0.00	5,983.6	-6.2	-302.7	302.8	0.00	0.00	
6,100.0	0.00	0.00	6,083.6	-6.2	-302.7	302.8	0.00	0.00	
6,200.0	0.00	0.00	6,183.6	-6.2	-302.7	302.8	0.00	0.00	
6,300.0	0.00	0.00	6,283.6	-6.2	-302.7	302.8	0.00	0.00	
6,400.0	0.00	0.00	6,383.6	-6.2	-302.7	302.8	0.00	0.00	
6,500.0	0.00	0.00	6,483.6	-6.2	-302.7	302.8	0.00	0.00	
6,600.0	0.00	0.00	6,583.6	-6.2	-302.7	302.8	0.00	0.00	
6,700.0	0.00	0.00	6,683.6	-6.2	-302.7	302.8	0.00	0.00	
6,800.0	0.00	0.00	6,783.6	-6.2	-302.7	302.8	0.00	0.00	
6,889.4	0.00	0.00	6,873.0	-6.2	-302.7	302.8	0.00	0.00	Top Uteland Butte (LGR Marker)
6,900.0	0.00	0.00	6,883.6	-6.2	-302.7	302.8	0.00	0.00	
7,000.0	0.00	0.00	6,983.6	-6.2	-302.7	302.8	0.00	0.00	
7,039.4	0.00	0.00	7,023.0	-6.2	-302.7	302.8	0.00	0.00	Top Wasatch (Base Uteland)
7,100.0	0.00	0.00	7,083.6	-6.2	-302.7	302.8	0.00	0.00	
7,200.0	0.00	0.00	7,183.6	-6.2	-302.7	302.8	0.00	0.00	
7,300.0	0.00	0.00	7,283.6	-6.2	-302.7	302.8	0.00	0.00	
7,400.0	0.00	0.00	7,383.6	-6.2	-302.7	302.8	0.00	0.00	
7,500.0	0.00	0.00	7,483.6	-6.2	-302.7	302.8	0.00	0.00	
7,600.0	0.00	0.00	7,583.6	-6.2	-302.7	302.8	0.00	0.00	
7,700.0	0.00	0.00	7,683.6	-6.2	-302.7	302.8	0.00	0.00	
7,800.0	0.00	0.00	7,783.6	-6.2	-302.7	302.8	0.00	0.00	
7,900.0	0.00	0.00	7,883.6	-6.2	-302.7	302.8	0.00	0.00	
8,000.0	0.00	0.00	7,983.6	-6.2	-302.7	302.8	0.00	0.00	
8,100.0	0.00	0.00	8,083.6	-6.2	-302.7	302.8	0.00	0.00	
8,200.0	0.00	0.00	8,183.6	-6.2	-302.7	302.8	0.00	0.00	
8,300.0	0.00	0.00	8,283.6	-6.2	-302.7	302.8	0.00	0.00	
8,400.0	0.00	0.00	8,383.6	-6.2	-302.7	302.8	0.00	0.00	
8,500.0	0.00	0.00	8,483.6	-6.2	-302.7	302.8	0.00	0.00	
8,600.0	0.00	0.00	8,583.6	-6.2	-302.7	302.8	0.00	0.00	
8,700.0	0.00	0.00	8,683.6	-6.2	-302.7	302.8	0.00	0.00	
8,800.0	0.00	0.00	8,783.6	-6.2	-302.7	302.8	0.00	0.00	
8,900.0	0.00	0.00	8,883.6	-6.2	-302.7	302.8	0.00	0.00	
9,000.0	0.00	0.00	8,983.6	-6.2	-302.7	302.8	0.00	0.00	
9,039.4	0.00	0.00	9,023.0	-6.2	-302.7	302.8	0.00	0.00	TD at 9039.4 - Three Rivers #36-13-720 PBHL

Cathedral Energy Services

Planning Report

Database:	USA EDM 5000 Multi Users DB	Local Co-ordinate Reference:	Well Three Rivers #36-13-720
Company:	Axia Energy	TVD Reference:	KB=16' @ 4944.0ft (Original Well Elev)
Project:	Uintah County, UT	MD Reference:	KB=16' @ 4944.0ft (Original Well Elev)
Site:	SEC 36-T7S-R20E	North Reference:	True
Well:	Three Rivers #36-13-720	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 #36-13-720 - hit/miss target - Shape - plan hits target center - Circle (radius 50.0)	0.00	0.00	9,023.0	-6.2	-302.7	3,225,892.55	2,164,562.92	40.166997	-109.624683

Formations						
Measured Depth (ft)	Vertical Depth (ft)	Name	Lithology	Dip (°)	Dip Direction (°)	
3,236.8	3,224.0	Top Green River				
3,545.8	3,531.0	Top Birds Nest				
4,011.4	3,995.0	Base Birds Nest				
4,297.4	4,281.0	Temperature 120				
5,230.4	5,214.0	Garden Gulch (MGR Marger)				
6,889.4	6,873.0	Top Uteland Butte (LGR Marker)				
7,039.4	7,023.0	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'	
1,322.6	1,322.0	-0.4	-18.1	EOB; Inc=6.45°	
3,693.7	3,678.0	-5.8	-284.6	Start Drop -2.00	
4,016.4	4,000.0	-6.2	-302.7	EOD; Inc=0°	
9,039.4	9,023.0	-6.2	-302.7	TD at 9039.4	

Axia Energy

Uintah County, UT

SEC 36-T7S-R20E

Three Rivers #36-13-720

DD

Plan #1

Anticollision Report

22 May, 2012

CONFIDENTIAL

Cathedral Energy Services
Anticollision Report

Company:	Axia Energy	Local Co-ordinate Reference:	Well Three Rivers #36-13-720
Project:	Uintah County, UT	TVD Reference:	KB=16' @ 4944.0ft (Original Well Elev)
Reference Site:	SEC 36-T7S-R20E	MD Reference:	KB=16' @ 4944.0ft (Original Well Elev)
Site Error:	0.0ft	North Reference:	True
Reference Well:	Three Rivers #36-13-720	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 1,103.9ft
Warning Levels Evaluated at:	2.00 Sigma
Error Model:	ISCWSA
Scan Method:	Closest Approach 3D
Error Surface:	Elliptical Conic

Survey Tool Program	Date	5/22/2012			
From (ft)	To (ft)	Survey (Wellbore)	Tool Name	Description	
0.0	9,039.4	Plan #1 (DD)	MWD	Geolink MWD	

Summary						
Site Name	Reference Measured Depth (ft)	Offset Measured Depth (ft)	Distance		Separation Factor	Warning
Offset Well - Wellbore - Design			Between Centres (ft)	Between Ellipses (ft)		
SEC 36-T7S-R20E						
Three Rivers #36-23-720 - DD - Plan #1	1,000.0	1,000.0	15.8	12.4	4.610	CC, ES, SF

Cathedral Energy Services
Anticollision Report

Company:	Axia Energy	Local Co-ordinate Reference:	Well Three Rivers #36-13-720
Project:	Uintah County, UT	TVD Reference:	KB=16' @ 4944.0ft (Original Well Elev)
Reference Site:	SEC 36-T7S-R20E	MD Reference:	KB=16' @ 4944.0ft (Original Well Elev)
Site Error:	0.0ft	North Reference:	True
Reference Well:	Three Rivers #36-13-720	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													Offset Site Error:	0.0 ft	
Survey Program: 0-MWD													Offset Well Error:		0.0 ft
Reference													Warning		
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	153.81	-14.2	7.0	15.8						
100.0	100.0	100.0	100.0	0.1	0.1	153.81	-14.2	7.0	15.8	15.5	0.29	54.004			
200.0	200.0	200.0	200.0	0.3	0.3	153.81	-14.2	7.0	15.8	15.2	0.64	24.654			
300.0	300.0	300.0	300.0	0.5	0.5	153.81	-14.2	7.0	15.8	14.8	0.99	15.973			
400.0	400.0	400.0	400.0	0.7	0.7	153.81	-14.2	7.0	15.8	14.5	1.34	11.813			
500.0	500.0	500.0	500.0	0.8	0.8	153.81	-14.2	7.0	15.8	14.1	1.69	9.373			
600.0	600.0	600.0	600.0	1.0	1.0	153.81	-14.2	7.0	15.8	13.8	2.04	7.768			
700.0	700.0	700.0	700.0	1.2	1.2	153.81	-14.2	7.0	15.8	13.4	2.39	6.632			
800.0	800.0	800.0	800.0	1.4	1.4	153.81	-14.2	7.0	15.8	13.1	2.74	5.786			
900.0	900.0	900.0	900.0	1.5	1.5	153.81	-14.2	7.0	15.8	12.7	3.09	5.132			
1,000.0	1,000.0	1,000.0	1,000.0	1.7	1.7	153.81	-14.2	7.0	15.8	12.4	3.43	4.610	CC, ES, SF		
1,100.0	1,100.0	1,099.6	1,099.6	1.9	1.9	-125.13	-14.3	8.7	17.7	13.9	3.78	4.667			
1,200.0	1,199.8	1,198.5	1,198.4	2.1	2.1	-144.26	-14.4	13.9	25.3	21.2	4.13	6.122			
1,300.0	1,299.5	1,296.0	1,295.5	2.3	2.3	-157.85	-14.6	22.3	40.8	36.3	4.47	9.120			
1,400.0	1,398.8	1,391.7	1,390.4	2.5	2.5	-165.15	-14.9	33.7	62.8	58.0	4.80	13.069			
1,500.0	1,498.2	1,485.7	1,483.4	2.7	2.7	-168.97	-15.3	48.0	88.6	83.4	5.14	17.233			
1,600.0	1,597.6	1,578.0	1,574.1	2.9	3.0	-171.21	-15.8	65.1	117.7	112.2	5.47	21.505			
1,700.0	1,696.9	1,668.4	1,662.4	3.2	3.3	-172.66	-16.3	84.6	149.9	144.1	5.80	25.844			
1,800.0	1,796.3	1,761.5	1,752.9	3.4	3.6	-173.67	-16.9	106.5	184.2	178.0	6.14	30.020			
1,900.0	1,895.7	1,855.4	1,844.1	3.6	4.0	-174.37	-17.5	128.7	218.5	212.0	6.47	33.772			
2,000.0	1,995.0	1,949.4	1,935.4	3.9	4.4	-174.88	-18.1	150.9	252.8	246.0	6.80	37.158			
2,100.0	2,094.4	2,043.3	2,026.6	4.1	4.7	-175.27	-18.7	173.0	287.1	280.0	7.14	40.230			
2,200.0	2,193.8	2,137.2	2,117.9	4.4	5.1	-175.57	-19.3	195.2	321.5	314.0	7.47	43.029			
2,300.0	2,293.1	2,231.1	2,209.1	4.6	5.5	-175.82	-19.9	217.4	355.8	348.0	7.81	45.589			
2,400.0	2,392.5	2,325.0	2,300.4	4.9	5.9	-176.02	-20.5	239.5	390.2	382.1	8.14	47.940			
2,500.0	2,491.9	2,418.9	2,391.6	5.1	6.3	-176.19	-21.1	261.7	424.5	416.1	8.47	50.106			
2,600.0	2,591.2	2,512.8	2,482.9	5.4	6.7	-176.34	-21.7	283.9	458.9	450.1	8.81	52.109			
2,700.0	2,690.6	2,606.7	2,574.1	5.6	7.2	-176.46	-22.3	306.0	493.3	484.1	9.14	53.966			
2,800.0	2,790.0	2,700.6	2,665.4	5.9	7.6	-176.57	-22.9	328.2	527.6	518.2	9.47	55.692			
2,900.0	2,889.3	2,794.5	2,756.6	6.1	8.0	-176.67	-23.5	350.4	562.0	552.2	9.81	57.301			
3,000.0	2,988.7	2,888.4	2,847.9	6.4	8.4	-176.75	-24.1	372.6	596.4	586.2	10.14	58.805			
3,100.0	3,088.1	2,982.3	2,939.1	6.7	8.8	-176.83	-24.7	394.7	630.8	620.3	10.48	60.213			
3,200.0	3,187.4	3,076.2	3,030.4	6.9	9.2	-176.89	-25.4	416.9	665.1	654.3	10.81	61.534			
3,300.0	3,286.8	3,170.1	3,121.6	7.2	9.7	-176.95	-26.0	439.1	699.5	688.4	11.14	62.776			
3,400.0	3,386.2	3,264.0	3,212.8	7.4	10.1	-177.01	-26.6	461.2	733.9	722.4	11.48	63.947			
3,500.0	3,485.5	3,357.9	3,304.1	7.7	10.5	-177.06	-27.2	483.4	768.2	756.4	11.81	65.051			
3,600.0	3,584.9	3,480.6	3,423.7	7.9	11.0	-177.12	-27.9	510.6	801.3	789.1	12.19	65.722			
3,700.0	3,684.3	3,614.5	3,555.5	8.2	11.4	-177.18	-28.5	534.4	830.0	817.4	12.60	65.891			
3,800.0	3,783.8	3,752.5	3,692.3	8.4	11.8	-177.24	-29.0	552.5	852.3	839.3	13.05	65.331			
3,900.0	3,883.6	3,894.0	3,833.2	8.6	12.1	-177.28	-29.4	564.2	866.4	852.9	13.49	64.205			
4,000.0	3,983.6	4,037.3	3,976.4	8.8	12.3	-177.30	-29.5	569.0	872.0	858.1	13.94	62.571			
4,100.0	4,083.6	4,144.5	4,083.6	8.9	12.4	91.53	-29.5	569.1	872.1	857.8	14.30	60.986			
4,200.0	4,183.6	4,244.5	4,183.6	9.0	12.5	91.53	-29.5	569.1	872.1	857.5	14.65	59.529			
4,300.0	4,283.6	4,344.5	4,283.6	9.2	12.6	91.53	-29.5	569.1	872.1	857.1	15.00	58.141			
4,400.0	4,383.6	4,444.5	4,383.6	9.3	12.7	91.53	-29.5	569.1	872.1	856.8	15.35	56.816			
4,500.0	4,483.6	4,544.5	4,483.6	9.5	12.8	91.53	-29.5	569.1	872.1	856.4	15.70	55.550			
4,600.0	4,583.6	4,644.5	4,583.6	9.6	12.9	91.53	-29.5	569.1	872.1	856.1	16.05	54.340			
4,700.0	4,683.6	4,744.5	4,683.6	9.8	13.0	91.53	-29.5	569.1	872.1	855.7	16.40	53.181			
4,800.0	4,783.6	4,844.5	4,783.6	9.9	13.1	91.53	-29.5	569.1	872.1	855.4	16.75	52.071			
4,900.0	4,883.6	4,944.5	4,883.6	10.0	13.2	91.53	-29.5	569.1	872.1	855.0	17.10	51.006			
5,000.0	4,983.6	5,044.5	4,983.6	10.2	13.3	91.53	-29.5	569.1	872.1	854.7	17.45	49.984			
5,100.0	5,083.6	5,144.5	5,083.6	10.3	13.5	91.53	-29.5	569.1	872.1	854.3	17.80	49.002			

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 #36-13-720
Project:	Uintah County, UT	TVD Reference:	KB=16' @ 4944.0ft (Original Well Elev)
Reference Site:	SEC 36-T7S-R20E	MD Reference:	KB=16' @ 4944.0ft (Original Well Elev)
Site Error:	0.0ft	North Reference:	True
Reference Well:	Three Rivers #36-13-720	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 36-T7S-R20E - Three Rivers #36-23-720 - 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	5,183.6	5,244.5	5,183.6	10.5	13.6	91.53	-29.5	569.1	872.1	854.0	18.15	48.058			
5,300.0	5,283.6	5,344.5	5,283.6	10.6	13.7	91.53	-29.5	569.1	872.1	853.6	18.50	47.150			
5,400.0	5,383.6	5,444.5	5,383.6	10.8	13.8	91.53	-29.5	569.1	872.1	853.3	18.85	46.276			
5,500.0	5,483.6	5,544.5	5,483.6	10.9	13.9	91.53	-29.5	569.1	872.1	852.9	19.20	45.433			
5,600.0	5,583.6	5,644.5	5,583.6	11.1	14.0	91.53	-29.5	569.1	872.1	852.6	19.55	44.621			
5,700.0	5,683.6	5,744.5	5,683.6	11.3	14.2	91.53	-29.5	569.1	872.1	852.2	19.89	43.837			
5,800.0	5,783.6	5,844.5	5,783.6	11.4	14.3	91.53	-29.5	569.1	872.1	851.9	20.24	43.080			
5,900.0	5,883.6	5,944.5	5,883.6	11.6	14.4	91.53	-29.5	569.1	872.1	851.5	20.59	42.349			
6,000.0	5,983.6	6,044.5	5,983.6	11.7	14.5	91.53	-29.5	569.1	872.1	851.2	20.94	41.642			
6,100.0	6,083.6	6,144.5	6,083.6	11.9	14.7	91.53	-29.5	569.1	872.1	850.8	21.29	40.959			
6,200.0	6,183.6	6,244.5	6,183.6	12.0	14.8	91.53	-29.5	569.1	872.1	850.5	21.64	40.298			
6,300.0	6,283.6	6,344.5	6,283.6	12.2	14.9	91.53	-29.5	569.1	872.1	850.1	21.99	39.658			
6,400.0	6,383.6	6,444.5	6,383.6	12.3	15.1	91.53	-29.5	569.1	872.1	849.8	22.34	39.037			
6,500.0	6,483.6	6,544.5	6,483.6	12.5	15.2	91.53	-29.5	569.1	872.1	849.4	22.69	38.436			
6,600.0	6,583.6	6,644.5	6,583.6	12.7	15.3	91.53	-29.5	569.1	872.1	849.1	23.04	37.853			
6,700.0	6,683.6	6,744.5	6,683.6	12.8	15.5	91.53	-29.5	569.1	872.1	848.7	23.39	37.288			
6,800.0	6,783.6	6,844.5	6,783.6	13.0	15.6	91.53	-29.5	569.1	872.1	848.4	23.74	36.739			
6,900.0	6,883.6	6,944.5	6,883.6	13.1	15.7	91.53	-29.5	569.1	872.1	848.0	24.09	36.206			
7,000.0	6,983.6	7,044.5	6,983.6	13.3	15.9	91.53	-29.5	569.1	872.1	847.7	24.44	35.689			
7,100.0	7,083.6	7,144.5	7,083.6	13.5	16.0	91.53	-29.5	569.1	872.1	847.3	24.79	35.186			
7,200.0	7,183.6	7,244.5	7,183.6	13.6	16.1	91.53	-29.5	569.1	872.1	847.0	25.14	34.697			
7,300.0	7,283.6	7,344.5	7,283.6	13.8	16.3	91.53	-29.5	569.1	872.1	846.6	25.49	34.221			
7,400.0	7,383.6	7,444.5	7,383.6	13.9	16.4	91.53	-29.5	569.1	872.1	846.3	25.83	33.758			
7,500.0	7,483.6	7,544.5	7,483.6	14.1	16.5	91.53	-29.5	569.1	872.1	845.9	26.18	33.308			
7,600.0	7,583.6	7,644.5	7,583.6	14.3	16.7	91.53	-29.5	569.1	872.1	845.6	26.53	32.870			
7,700.0	7,683.6	7,744.5	7,683.6	14.4	16.8	91.53	-29.5	569.1	872.1	845.2	26.88	32.442			
7,800.0	7,783.6	7,844.5	7,783.6	14.6	17.0	91.53	-29.5	569.1	872.1	844.9	27.23	32.026			
7,900.0	7,883.6	7,944.5	7,883.6	14.8	17.1	91.53	-29.5	569.1	872.1	844.5	27.58	31.621			
8,000.0	7,983.6	8,044.5	7,983.6	14.9	17.2	91.53	-29.5	569.1	872.1	844.2	27.93	31.225			
8,100.0	8,083.6	8,144.5	8,083.6	15.1	17.4	91.53	-29.5	569.1	872.1	843.8	28.28	30.840			
8,200.0	8,183.6	8,244.5	8,183.6	15.2	17.5	91.53	-29.5	569.1	872.1	843.5	28.63	30.463			
8,300.0	8,283.6	8,344.5	8,283.6	15.4	17.7	91.53	-29.5	569.1	872.1	843.1	28.98	30.096			
8,400.0	8,383.6	8,444.5	8,383.6	15.6	17.8	91.53	-29.5	569.1	872.1	842.8	29.33	29.738			
8,500.0	8,483.6	8,544.5	8,483.6	15.7	18.0	91.53	-29.5	569.1	872.1	842.5	29.68	29.388			
8,600.0	8,583.6	8,644.5	8,583.6	15.9	18.1	91.53	-29.5	569.1	872.1	842.1	30.03	29.046			
8,700.0	8,683.6	8,744.5	8,683.6	16.1	18.2	91.53	-29.5	569.1	872.1	841.8	30.37	28.712			
8,800.0	8,783.6	8,844.5	8,783.6	16.2	18.4	91.53	-29.5	569.1	872.1	841.4	30.72	28.386			
8,900.0	8,883.6	8,944.5	8,883.6	16.4	18.5	91.53	-29.5	569.1	872.1	841.1	31.07	28.067			
9,000.0	8,983.6	9,044.5	8,983.6	16.6	18.7	91.53	-29.5	569.1	872.1	840.7	31.42	27.755			
9,021.2	9,004.8	9,065.6	9,004.8	16.6	18.7	91.53	-29.5	569.1	872.1	840.6	31.50	27.690			
9,039.4	9,023.0	9,072.8	9,012.0	16.6	18.7	91.53	-29.5	569.1	872.2	840.7	31.54	27.653			

Cathedral Energy Services
Anticollision Report

Company:	Axia Energy	Local Co-ordinate Reference:	Well Three Rivers #36-13-720
Project:	Uintah County, UT	TVD Reference:	KB=16' @ 4944.0ft (Original Well Elev)
Reference Site:	SEC 36-T7S-R20E	MD Reference:	KB=16' @ 4944.0ft (Original Well Elev)
Site Error:	0.0ft	North Reference:	True
Reference Well:	Three Rivers #36-13-720	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' @ 4944.0ft (Original Well Elev)	Coordinates are relative to: Three Rivers #36-13-720
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: 1.24°



BOP Equipment

3000psi WP

CONFIDENTIAL

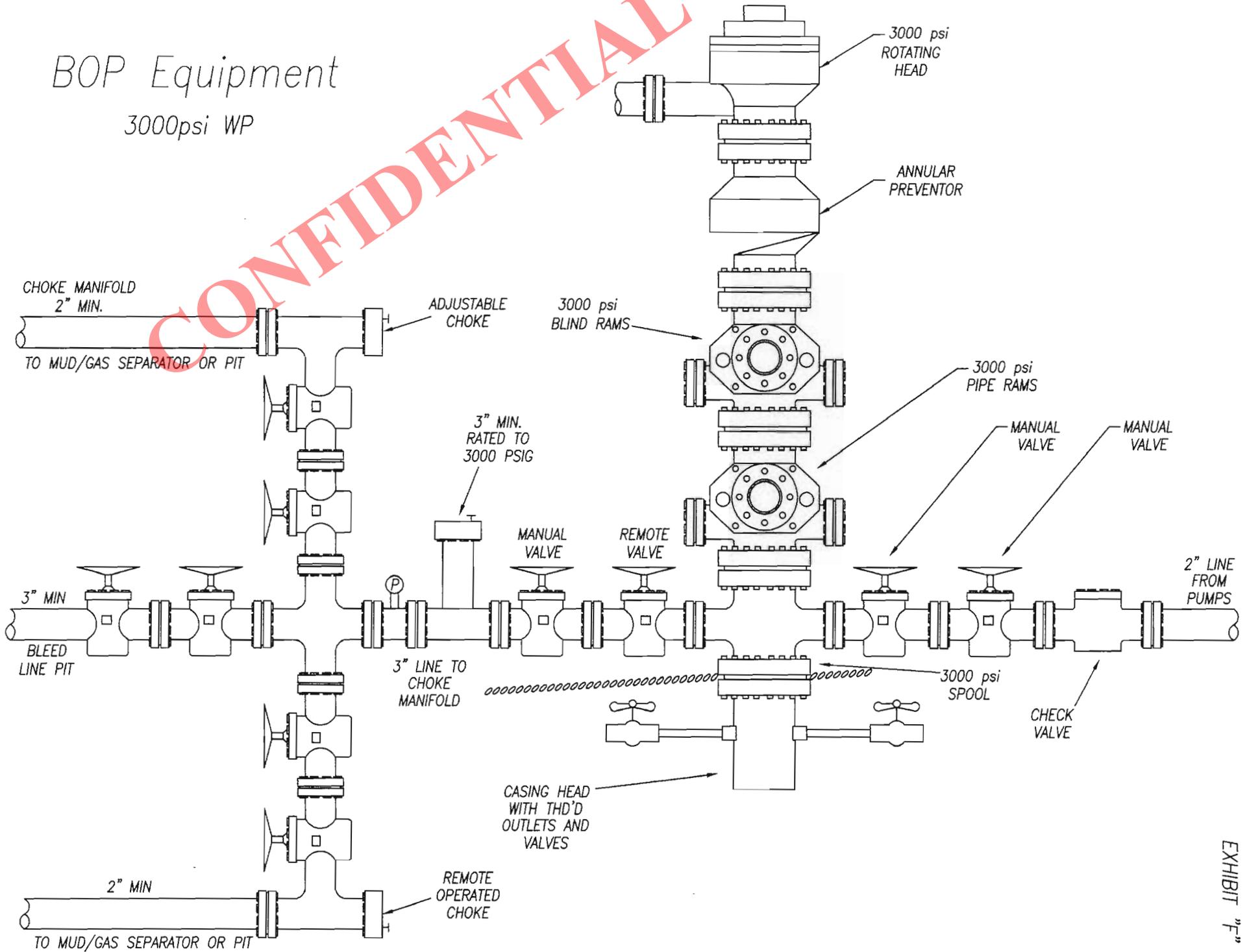


EXHIBIT "F"

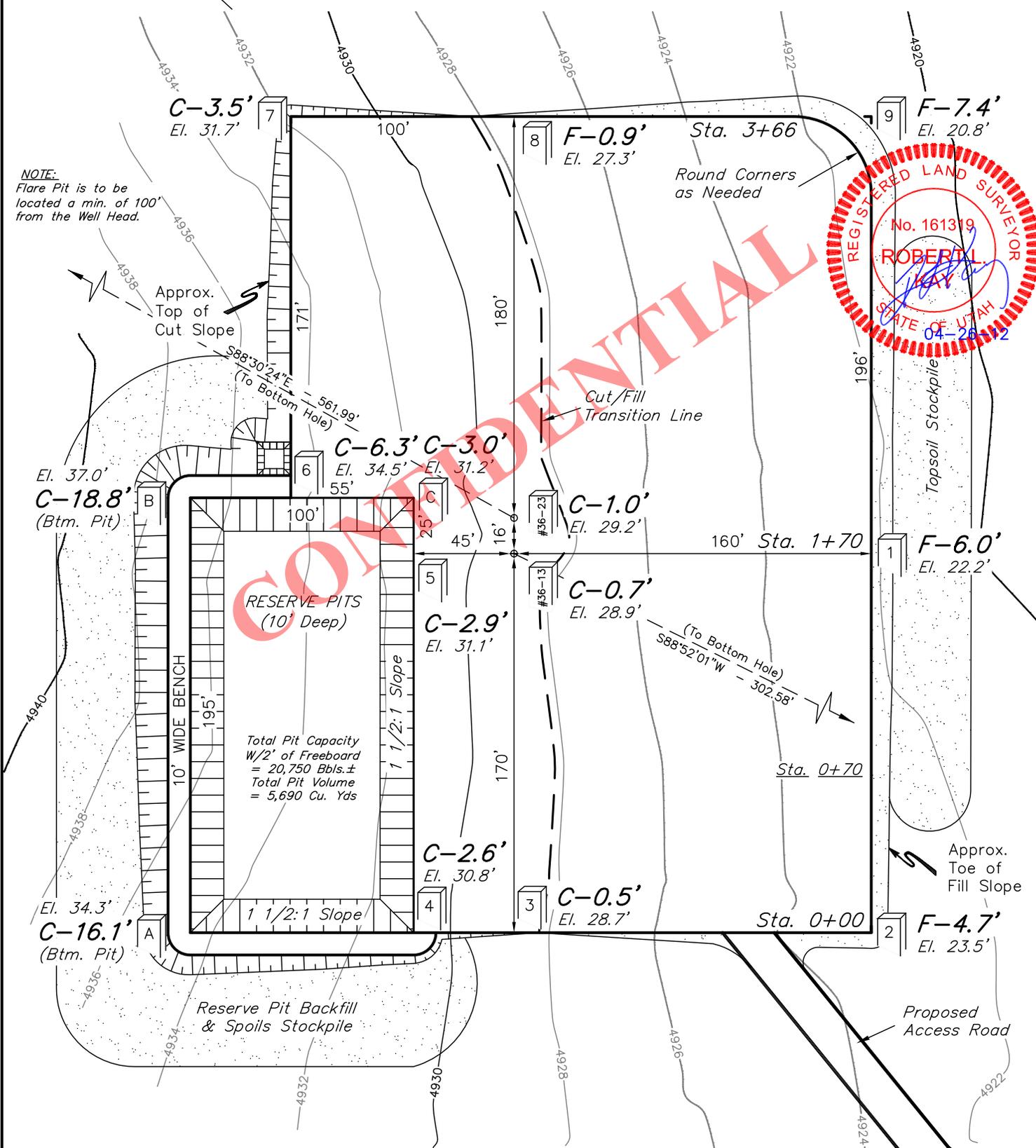
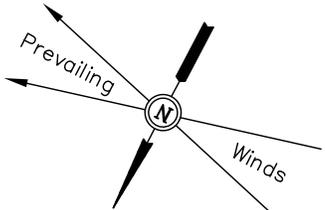
AXIA ENERGY

LOCATION LAYOUT FOR

THREE RIVERS #36-13-720 & #36-23-720
SECTION 36, T7S, R20E, S.L.B.&M.
SW1/4 NW1/4

FIGURE #1

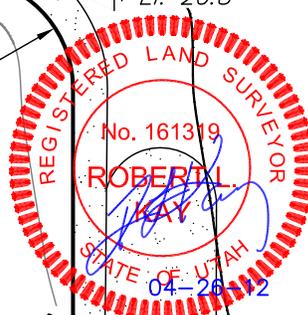
SCALE: 1" = 60'
DATE: 04-03-12
DRAWN BY: R.L.L.



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

RESERVE PITS (10' Deep)

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



CONFIDENTIAL

Elev. Ungraded Ground At #36-13-720 Loc. Stake = 4928.9'
FINISHED GRADE ELEV. AT #36-13-720LOC. STAKE = 4928.2'

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

RECEIVED: May 23, 2012

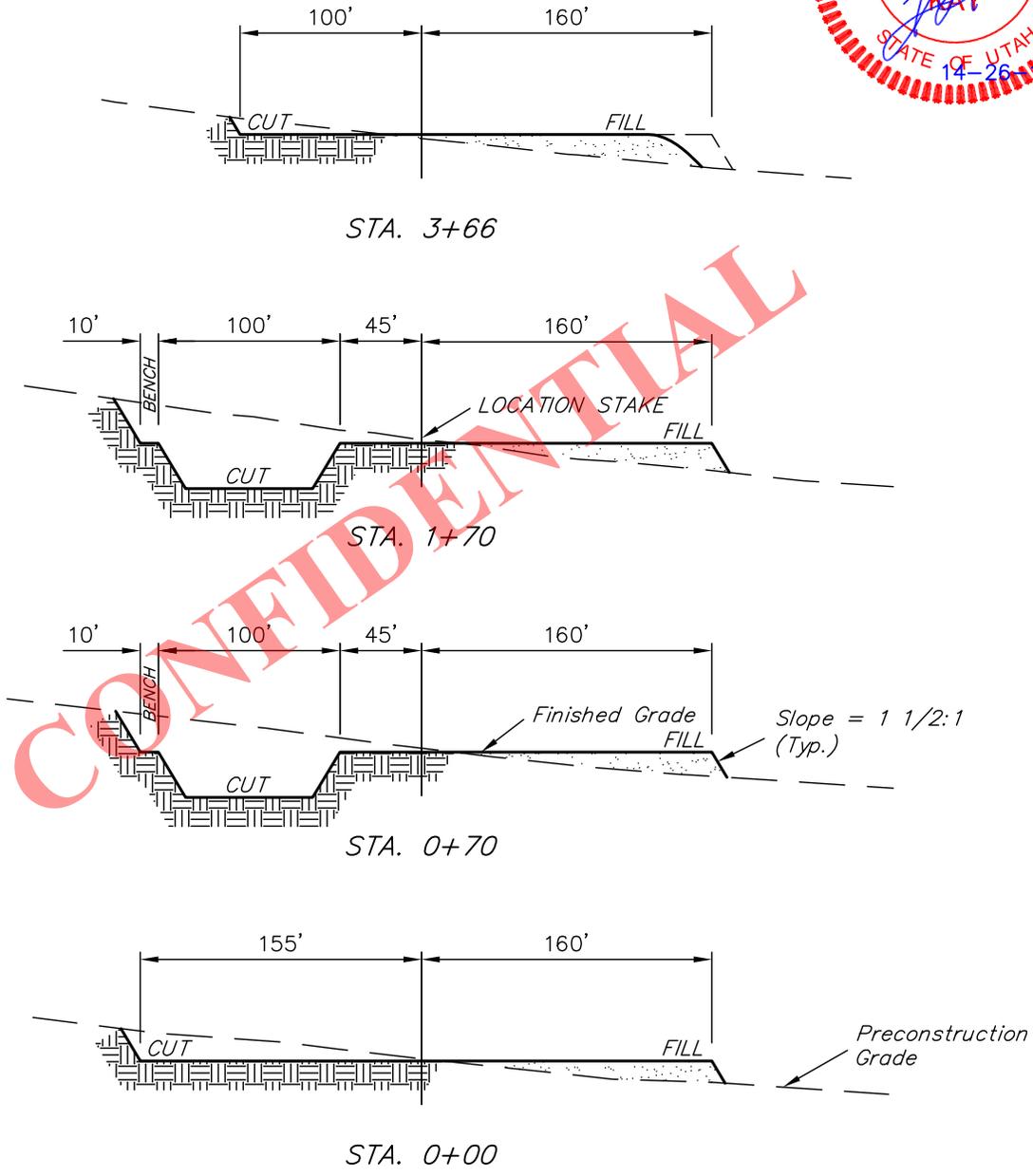
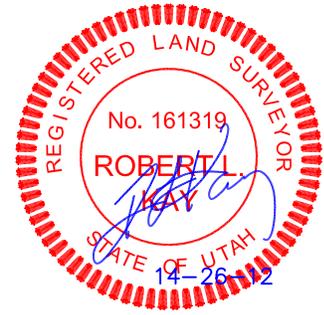
AXIA ENERGY

FIGURE #2

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

TYPICAL CROSS SECTIONS FOR
THREE RIVERS #36-13-720 & #36-23-720
SECTION 36, T7S, R20E, S.L.B.&M.
SW1/4 NW1/4

DATE: 04-03-12
DRAWN BY: R.L.L.



CONFIDENTIAL

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

APPROXIMATE ACREAGES
WELL SITE DISTURBANCE = ± 3.377 ACRES
ACCESS ROAD &
POWERLINE DISTURBANCE = ± 0.390 ACRES
PIPELINE DISTURBANCE = ± 0.396 ACRES
TOTAL = ± 4.163 ACRES

* NOTE:
FILL QUANTITY INCLUDES 5% FOR COMPACTION

APPROXIMATE YARDAGES

(6") Topsoil Stripping	=	2,200 Cu. Yds.
Remaining Location	=	13,020 Cu. Yds.
TOTAL CUT	=	15,220 CU. YDS.
FILL	=	8,530 CU. YDS.

EXCESS MATERIAL	=	6,690 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.)	=	5,050 Cu. Yds.
EXCESS UNBALANCE (After Interim Rehabilitation)	=	1,640 Cu. Yds.

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

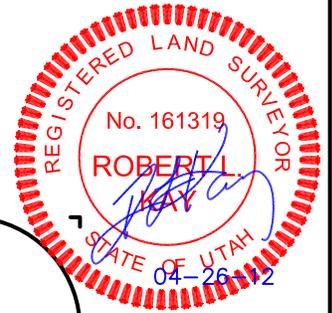
AXIA ENERGY

TYPICAL RIG LAYOUT FOR

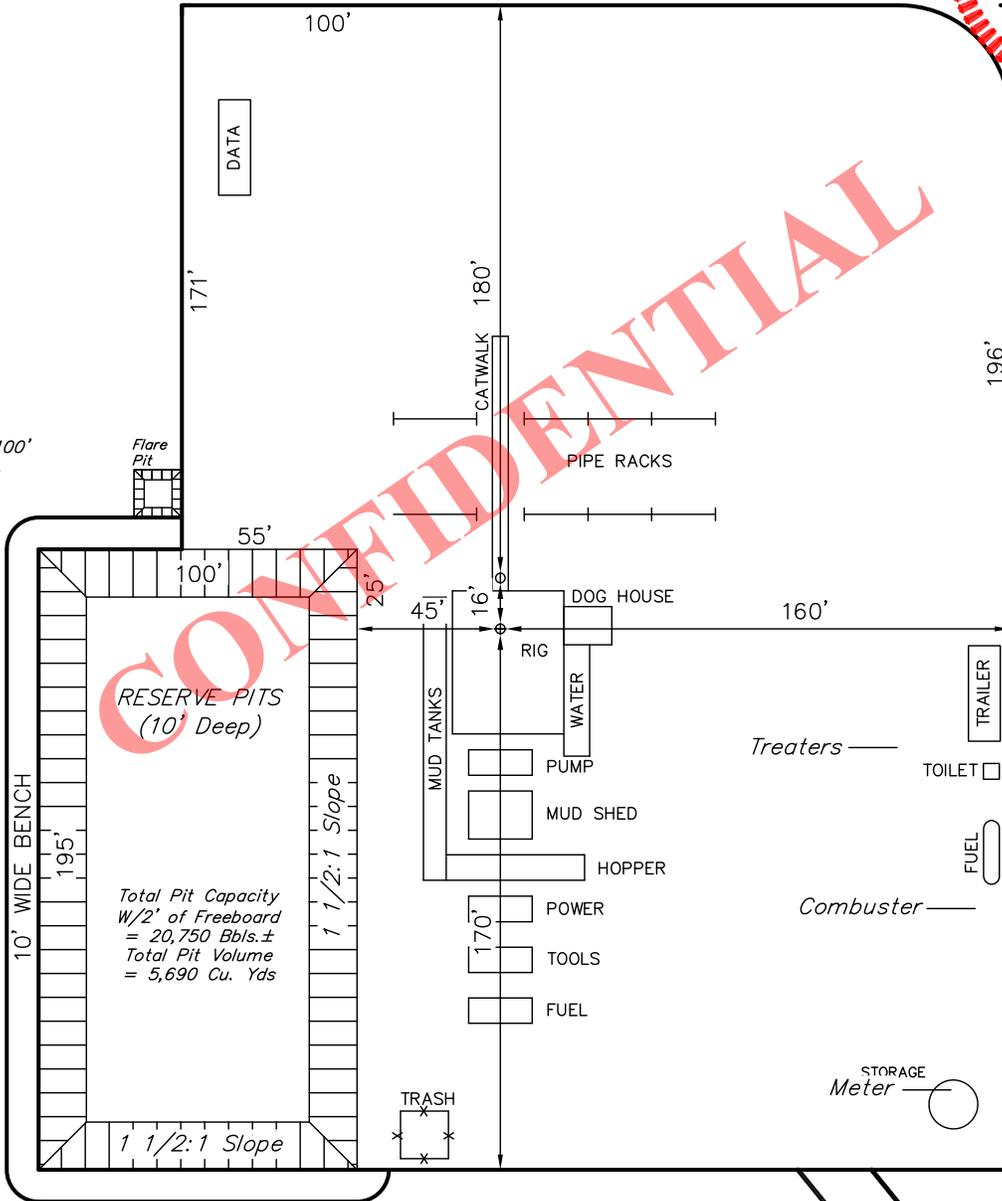
THREE RIVERS #36-13-720 & #36-23-720
SECTION 36, T7S, R20E, S.L.B.&M.
SW1/4 NW1/4

FIGURE #3

SCALE: 1" = 60'
DATE: 04-03-12
DRAWN BY: R.L.L.



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



CONFIDENTIAL

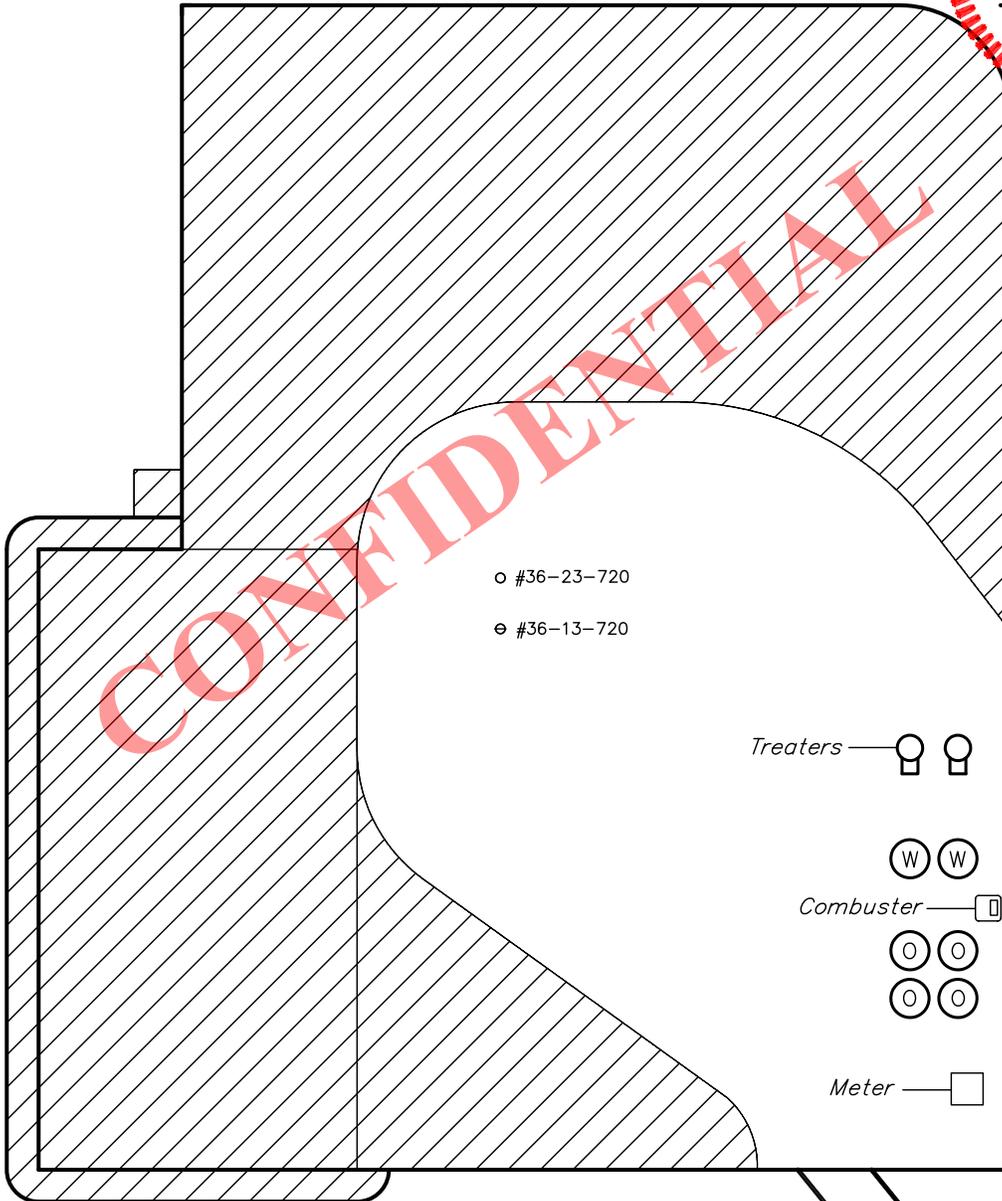
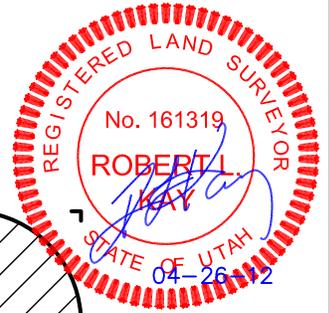
Proposed Access Road



AXIA ENERGY
INTERM RECLAMATION PLAN
THREE RIVERS #36-13-720 & #36-23-720
SECTION 36, T7S, R20E, S.L.B.&M.
SW1/4 NW1/4

FIGURE #4

SCALE: 1" = 60'
DATE: 04-03-12
DRAWN BY: R.L.L.



Treaters — [Symbol]

[Symbol] [Symbol]

Combuster — [Symbol]

[Symbol] [Symbol]

[Symbol] [Symbol]

Meter — [Symbol]

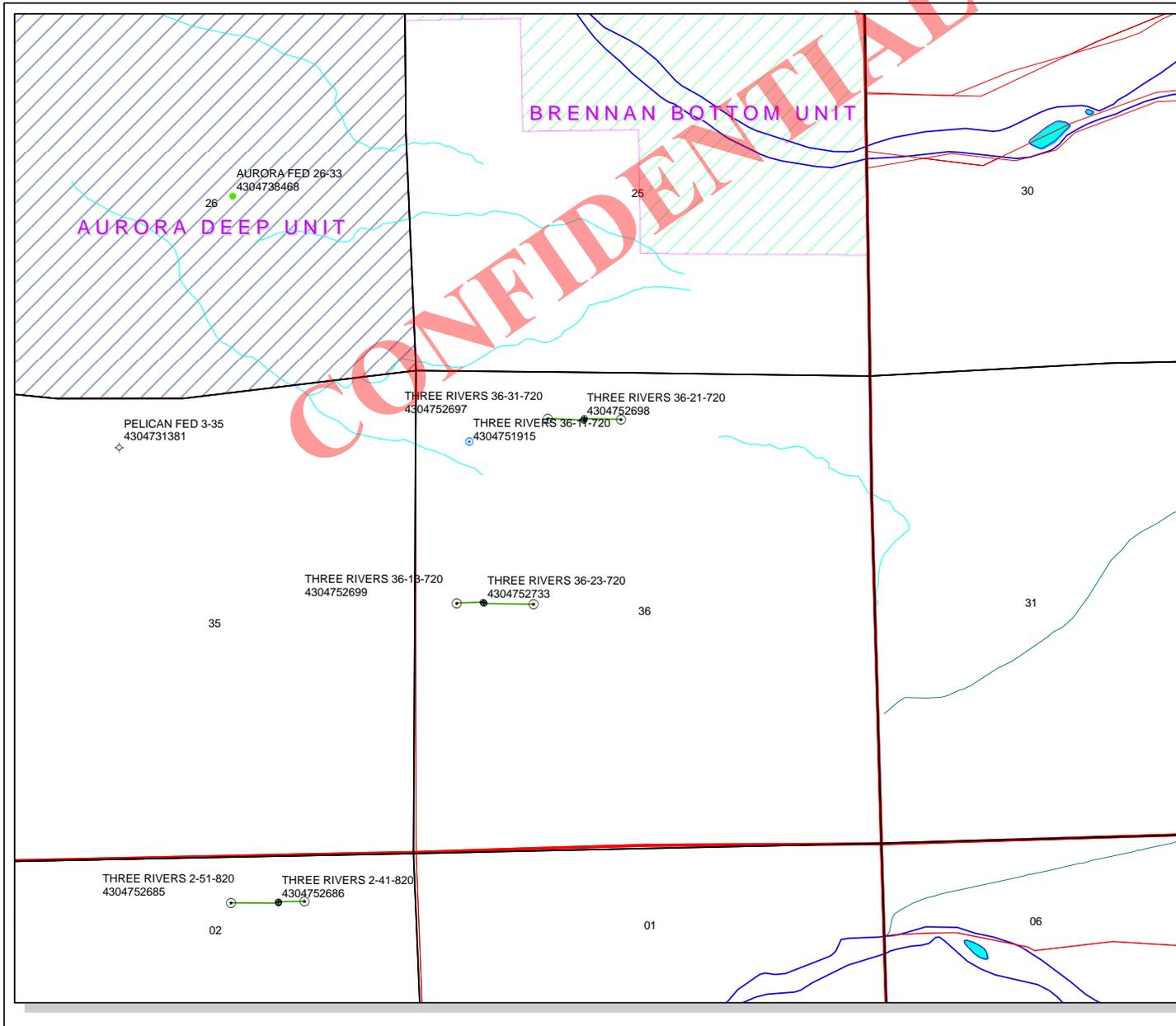
Access Road

[Symbol] RECLAIMED AREA

APPROXIMATE ACREAGES
UN-RECLAIMED = ± 0.892 ACRES

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

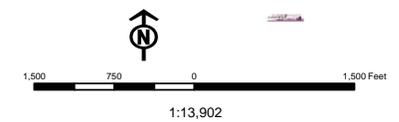
RECEIVED: May 23, 2012



API Number: 4304752699
Well Name: THREE RIVERS 36-13-720
Township T0.7 . Range R2.0 . Section 36
Meridian: SLBM
Operator: AXIA ENERGY LLC

Map Prepared:
 Map Produced by Diana Mason

- | Units | Wells Query |
|---------------|------------------------------------|
| STATUS | STATUS |
| ACTIVE | APD - Approved Permit |
| EXPLORATORY | DRL - Spudded (Drilling Commenced) |
| GAS STORAGE | GIW - Gas Injection |
| NF PP OIL | GS - Gas Storage |
| NF SECONDARY | LOC - New Location |
| PI OIL | OPS - Operation Suspended |
| PP GAS | PA - Plugged Abandoned |
| PP GEOTHERML | PGW - Producing Gas Well |
| PP OIL | POW - Producing Oil Well |
| SECONDARY | SGW - Shut-in Gas Well |
| TERMINATED | SOW - Shut-in Oil Well |
| Fields | TA - Temp. Abandoned |
| Unknown | TW - Test Well |
| ABANDONED | WDW - Water Disposal |
| ACTIVE | WIW - Water Injection Well |
| COMBINED | WSW - Water Supply Well |
| INACTIVE | |
| STORAGE | |
| 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 36-13-720 43047526990000			
String	SURF	PROD		
Casing Size(")	8.625	5.500		
Setting Depth (TVD)	925	9023		
Previous Shoe Setting Depth (TVD)	0	925		
Max Mud Weight (ppg)	8.7	9.2		
BOPE Proposed (psi)	1000	3000		
Casing Internal Yield (psi)	3930	7740		
Operators Max Anticipated Pressure (psi)	3906	8.3		

Calculations	SURF String	8.625	"	
Max BHP (psi)	.052*Setting Depth*MW=	418		
			BOPE Adequate For Drilling And Setting Casing at Depth?	
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	307	YES	diverter with rotating head
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	215	YES	OK
			*Can Full Expected Pressure Be Held At Previous Shoe?	
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	215	NO	OK
Required Casing/BOPE Test Pressure=		925	psi	
*Max Pressure Allowed @ Previous Casing Shoe=		0	psi *Assumes 1psi/ft frac gradient	

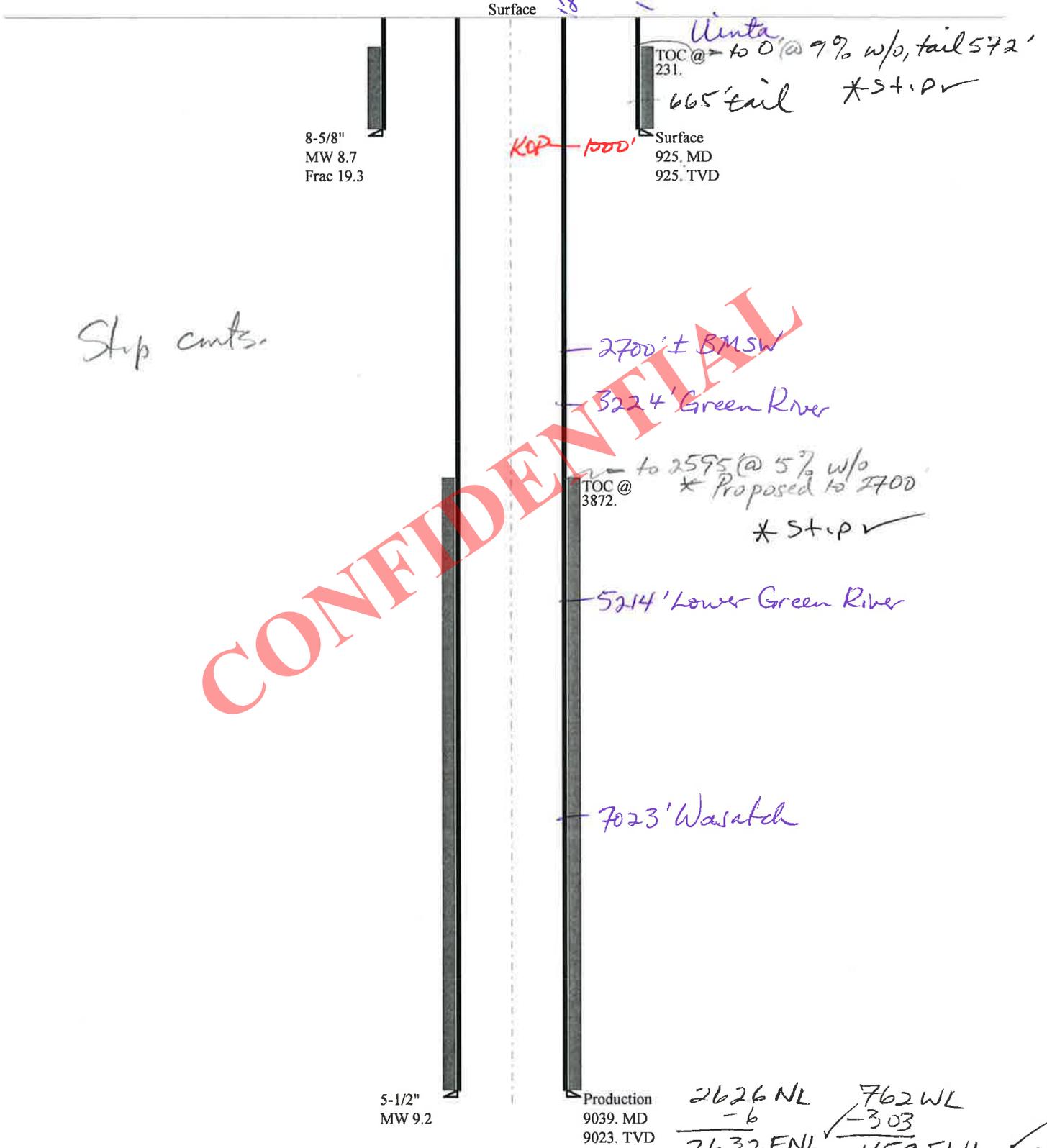
Calculations	PROD String	5.500	"	
Max BHP (psi)	.052*Setting Depth*MW=	4317		
			BOPE Adequate For Drilling And Setting Casing at Depth?	
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	3234	NO	
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	2332	YES	OK
			*Can Full Expected Pressure Be Held At Previous Shoe?	
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	2535	NO	Reasonable
Required Casing/BOPE Test Pressure=		3000	psi	
*Max Pressure Allowed @ Previous Casing Shoe=		925	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	

43047526990000 Three Rivers 36-13-720

Casing Schematic



Stop cuts

CONFIDENTIAL

$$\begin{array}{r} 2626 \text{ NL} \\ - 6 \\ \hline 2632 \text{ FNL} \end{array}$$

$$\begin{array}{r} 762 \text{ WL} \\ - 303 \\ \hline 459 \text{ FWL} \end{array}$$

SWNW Sec 36-75-20E

Well name:	43047526990000 Three Rivers 36-13-720	
Operator:	Axia Energy LLC	Project ID:
String type:	Surface	43-047-52699
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: 231 ft

Burst

Max anticipated surface pressure: 814 psi
 Internal gradient: 0.120 psi/ft
 Calculated BHP 925 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: 805 ft

Non-directional string.

Re subsequent strings:

Next setting depth: 9,023 ft
 Next mud weight: 9.200 ppg
 Next setting BHP: 4,312 psi
 Fracture mud wt: 19.250 ppg
 Fracture depth: 925 ft
 Injection pressure: 925 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	925	8.625	32.00	J-55	LT&C	925	925	7.875	7454
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	418	2530	6.052	925	3930	4.25	29.6	417	14.09 J

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

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

Date: August 10, 2012
 Salt Lake City, Utah

Remarks:

Collapse is based on a vertical depth of 925 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:	430475276990000 Three Rivers 36-13-720		
Operator:	Axia Energy LLC		
String type:	Production	Project ID:	43-047-52699
Location:	UINTAH COUNTY		

Design parameters:

Collapse

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

Burst

Max anticipated surface pressure: 2,327 psi
 Internal gradient: 0.220 psi/ft
 Calculated BHP: 4,312 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: 7,780 ft

Environment:

H2S considered? No
 Surface temperature: 74 °F
 Bottom hole temperature: 200 °F
 Temperature gradient: 1.40 °F/100ft
 Minimum section length: 100 ft

Cement top: 3,872 ft

Directional Info - Build & Drop

Kick-off point: 1000 ft
 Departure at shoe: 303 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	9039	5.5	17.00	N-80	LT&C	9023	9039	4.767	50947
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	4312	6290	1.459	4312	7740	1.79	153.4	348	2.27 J

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

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

Date: August 10, 2012
 Salt Lake City, Utah

Remarks:

Collapse is based on a vertical depth of 9023 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



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

August 21, 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 Federal 36-13-720**
Surface Location: 2626' FNL & 762' FWL, SW/4 NW/4, Section 36, T7S, R20E.
Target Location: 2640' FNL & 460' FWL, SW/4 NW/4, Section 36, T7S, 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,

Don Hamilton
Agent for Axia Energy, LLC

cc: Jess A. Peonio, Axia Energy, LLC

RECEIVED: August 28, 2012

ON-SITE PREDRILL EVALUATION

Utah Division of Oil, Gas and Mining

Operator AXIA ENERGY LLC
Well Name THREE RIVERS 36-13-720
API Number 43047526990000 **APD No** 6037 **Field/Unit** WILDCAT
Location: 1/4,1/4 SWNW **Sec** 36 **Tw** 7.0S **Rng** 20.0E 2626 FNL 762 FWL
GPS Coord (UTM) 617207 4447199 **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 miles south east of Pelican Lake and approximately 1 mile north of the Green River. The site is 10.5 miles south of the junction of Highways 40 and 88. The land around this location slopes 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 #####
0.11			

Ancillary Facilities N

Waste Management Plan Adequate? Y

Environmental Parameters

Affected Floodplains and/or Wetlands N

Flora / Fauna

Horse brush, galletta grass, spiny hopsage, russian thistle
Could support passing use by large grazing animals.

Soil Type and Characteristics

Sandy clay 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 for the Three Rivers 36-13-720 and 36-23-720

Richard Powell
Evaluator

6/13/2012
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
6037	43047526990000	LOCKED	OW	S	No
Operator	AXIA ENERGY LLC		Surface Owner-APD		
Well Name	THREE RIVERS 36-13-720		Unit		
Field	WILDCAT		Type of Work	DRILL	
Location	SWNW 36 7S 20E S 2626 FNL (UTM) 617210E 4447204N		762 FWL	GPS Coord	

Geologic Statement of Basis

Axia proposes to set 925 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 2,700 feet. A search of Division of Water Rights records shows 6 water wells within a 10,000 foot radius of the center of Section 36. Wells in the area are listed for EOR makeup water, and stock watering. Depths are listed for only 2 wells at 40 and 70 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 water uphole.

Brad Hill
APD Evaluator

7/10/2012
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 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 20 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: 5/23/2012

API NO. ASSIGNED: 43047526990000

WELL NAME: THREE RIVERS 36-13-720

OPERATOR: AXIA ENERGY LLC (N3765)

PHONE NUMBER: 435 719-2018

CONTACT: Don Hamilton

PROPOSED LOCATION: SWNW 36 070S 200E

Permit Tech Review:

SURFACE: 2626 FNL 0762 FWL

Engineering Review:

BOTTOM: 2640 FNL 0460 FWL

Geology Review:

COUNTY: UINTAH

LATITUDE: 40.16702

LONGITUDE: -109.62353

UTM SURF EASTINGS: 617210.00

NORTHINGS: 4447204.00

FIELD NAME: WILDCAT

LEASE TYPE: 3 - State

LEASE NUMBER: ML-50510

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:
- 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 - dmason
 5 - Statement of Basis - bhill
 10 - Cement Ground Water - hmadonald
 15 - Directional - dmason
 23 - Spacing - dmason
 25 - Surface Casing - hmadonald



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 36-13-720
API Well Number: 43047526990000
Lease Number: ML-50510
Surface Owner: STATE
Approval Date: 8/29/2012

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.

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 ±2500' 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

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-50510
1. TYPE OF WELL Oil Well	6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
2. NAME OF OPERATOR: AXIA ENERGY LLC	7. UNIT or CA AGREEMENT NAME:
3. ADDRESS OF OPERATOR: 1430 Larimer Ste 400 , Denver, CO, 80202	8. WELL NAME and NUMBER: THREE RIVERS 36-13-720
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2626 FNL 0762 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWNW Section: 36 Township: 07.0S Range: 20.0E Meridian: S	9. API NUMBER: 43047526990000
5. ADDRESS OF OPERATOR: 1430 Larimer Ste 400 , Denver, CO, 80202	9. FIELD and POOL or WILDCAT: WILDCAT
6. PHONE NUMBER: 720 746-5200 Ext	COUNTY: UINTAH
7. STATE: UTAH	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: 4/1/2013	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input 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.

Proposed BHL Change to: 1,910' FNL & 660' FWL Attached pdf file includes updated: GeoProg Directional Plan Plats Drilling Plan

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

Date: January 08, 2013

By: 

NAME (PLEASE PRINT) Cindy Turner	PHONE NUMBER 720 746-5209	TITLE Project Manager
SIGNATURE N/A	DATE 12/10/2012	



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 43047526990000

Cement volume for the 5 1/2" production string shall be determined from actual hole diameter in order to place cement from the pipe setting depth back to 1000' MD in order to adequately isolate the Base of Moderately Saline Groundwater.



December 17, 2012

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 36-13-720 (API # 43047526990000)
SWNW Sec 36-T7S-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.
- The bottom hole location proposed gives 952' of inter-well distance from existing wells.

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

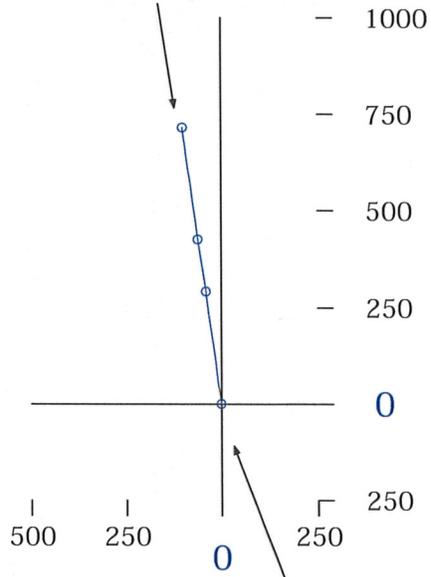
Jess Peonio
Senior Drilling Engineer & Regulatory Manager

Axia Energy
 Three Rivers 36-13-720
 Uintah County, Utah

Horizontal Plan
 1" = 500'



Vertical
 723.23' Displacement from S/L
 @ 351.89° Azimuth from S/L
 North-716' West-102' of S/L
 TVD-3500' MD-3661'
 Lat=40° 10' 01.25"
 Long=109° 37' 24.96"
 NAD83
 Y=7235775.9'
 X=2164646.8'
 NAD83
 1910' FNL, 660' FWL
Vertical
 TVD-7523' MD-7684'

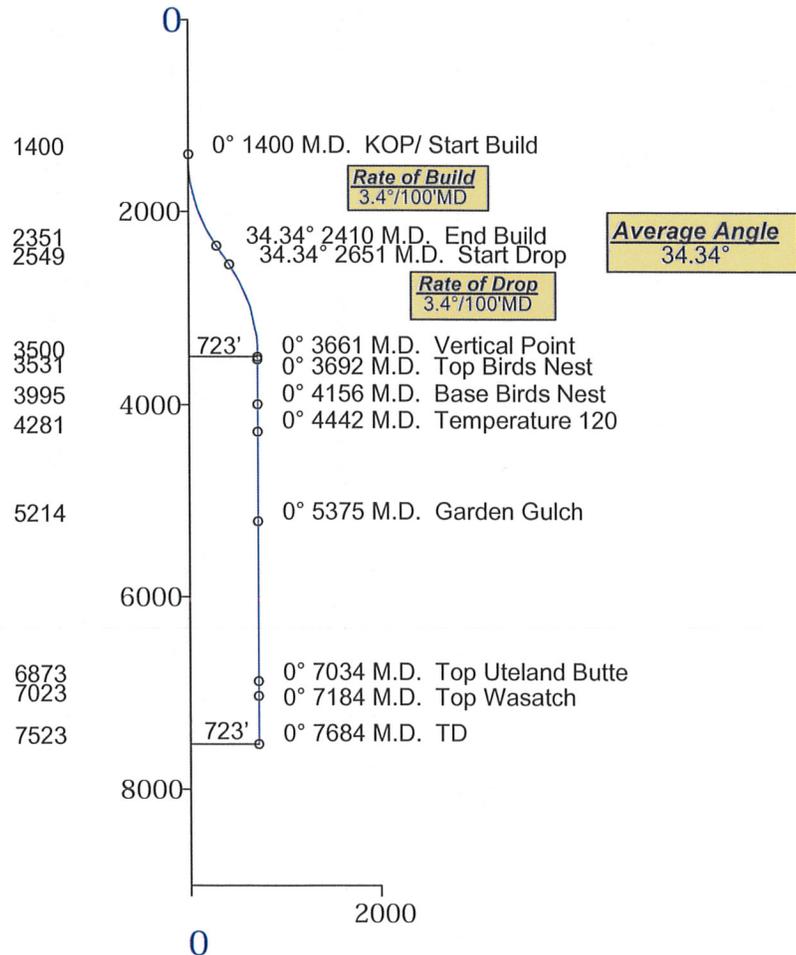


Surface Location
 Lat=40° 10' 01.25"
 Long=109° 37' 24.96"
 NAD83
 Y=7235059.884'
 X=2164748.811'
 NAD83
 2626' FNL, 762' FWL

Plane of Proposal
 351.89° Azimuth

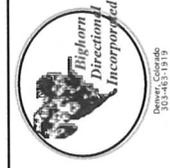
Vertical Section
 1" = 2000'

Lease Line



Denver, Colorado
 303-463-1919

Bighorn Directional, Inc.



Page: 1
Minimum of Curvature
Slot Location: 7235059.88', 2164748.81'
Plane of Vertical Section: 351.89°

Axia Energy
Three Rivers 36-13-720
Uintah County, Utah

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		
1400.00	0.00	0.00	1400.00	0.00	0.00	7235059.9	2164748.8	0.00	0.00	0.00	0.00	
KOP/ Start Build												
1500.00	3.40	351.89	1499.94	2.94	-0.42	7235062.8	2164748.4	2.97	2.97	351.89	3.40	
1600.00	6.80	351.89	1599.53	11.74	-1.67	7235071.6	2164747.1	11.85	11.85	351.89	3.40	
1700.00	10.20	351.89	1698.42	26.37	-3.76	7235086.3	2164745.1	26.63	26.63	351.89	3.40	
1800.00	13.60	351.89	1796.25	46.78	-6.66	7235106.7	2164742.1	47.25	47.25	351.89	3.40	
1900.00	17.00	351.89	1892.70	72.90	-10.39	7235132.8	2164738.4	73.63	73.63	351.89	3.40	
2000.00	20.40	351.89	1987.40	104.63	-14.91	7235164.5	2164733.9	105.69	105.69	351.89	3.40	
2100.00	23.80	351.89	2080.04	141.87	-20.21	7235201.8	2164728.6	143.31	143.31	351.89	3.40	
2200.00	27.20	351.89	2170.29	184.49	-26.28	7235244.4	2164722.5	186.35	186.35	351.89	3.40	
2300.00	30.60	351.89	2257.82	232.33	-33.10	7235292.2	2164715.7	234.67	234.67	351.89	3.40	
2400.00	34.00	351.89	2342.34	285.22	-40.63	7235345.1	2164708.2	288.10	288.10	351.89	3.40	
2409.94	34.34	351.89	2350.56	290.75	-41.42	7235350.6	2164707.4	293.69	293.69	351.89	3.40	
End Build												
2650.79	34.34	351.89	2549.44	425.25	-60.58	7235485.1	2164688.2	429.54	429.54	351.89	0.00	
Start Drop												
2750.79	30.94	351.89	2633.64	478.64	-68.19	7235538.5	2164680.6	483.47	483.47	351.89	3.40	
2850.79	27.54	351.89	2720.88	526.98	-75.08	7235586.9	2164673.7	532.30	532.30	351.89	3.40	
2950.79	24.14	351.89	2810.87	570.12	-81.22	7235630.0	2164667.6	575.88	575.88	351.89	3.40	
3050.79	20.74	351.89	2903.29	607.91	-86.60	7235667.8	2164662.2	614.04	614.04	351.89	3.40	
3150.79	17.34	351.89	2997.80	640.19	-91.20	7235700.1	2164657.6	646.66	646.66	351.89	3.40	
3250.79	13.94	351.89	3094.09	666.88	-95.01	7235726.8	2164653.8	673.61	673.61	351.89	3.40	
3350.79	10.54	351.89	3191.80	687.86	-97.99	7235747.7	2164650.8	694.80	694.80	351.89	3.40	
3450.79	7.14	351.89	3290.60	703.07	-100.16	7235763.0	2164648.6	710.17	710.17	351.89	3.40	
3550.79	3.74	351.89	3390.14	712.45	-101.50	7235772.3	2164647.3	719.64	719.64	351.89	3.40	
3650.79	0.34	351.89	3490.06	715.97	-102.00	7235775.9	2164646.8	723.20	723.20	351.89	3.40	
3660.74	0.00	351.89	3500.00	716.00	-102.00	7235775.9	2164646.8	723.23	723.23	351.89	3.40	

Vertical Point

Bighorn Directional, Inc.



Axia Energy
 Three Rivers 36-13-720
 Uintah County, Utah

Minimum of Curvature
 Slot Location: 7235059.88', 2164748.81'
 Plane of Vertical Section: 351.89°

Page: 2

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	
3691.74	0.00	351.89	3531.00	716.00	-102.00	7235775.9	2164646.8	723.23	723.23	351.89	0.00
4155.74	0.00	351.89	3995.00	716.00	-102.00	7235775.9	2164646.8	723.23	723.23	351.89	0.00
4441.74	0.00	351.89	4281.00	716.00	-102.00	7235775.9	2164646.8	723.23	723.23	351.89	0.00
5374.74	0.00	351.89	5214.00	716.00	-102.00	7235775.9	2164646.8	723.23	723.23	351.89	0.00
7033.74	0.00	351.89	6873.00	716.00	-102.00	7235775.9	2164646.8	723.23	723.23	351.89	0.00
7183.74	0.00	351.89	7023.00	716.00	-102.00	7235775.9	2164646.8	723.23	723.23	351.89	0.00
7683.74	0.00	351.89	7523.00	716.00	-102.00	7235775.9	2164646.8	723.23	723.23	351.89	0.00

TD
Final Station Closure Distance: 723.23' Direction: 351.89°

DRILLING PLAN

Axia Energy, LLC
Three Rivers Project
Three Rivers #36-13-720
SWNW Sec 36 T7S R20E
Uintah County, Utah

1. ESTIMATED FORMATION TOPS

FORMATION	TOP (TVD)	COMMENTS
Uinta	Surface	Gas & Degraded Oil; Possible Brackish H ₂ O
Green River	3,224'	Oil & Associated Gas
Lower Green River*	5,214'	Oil & Associated Gas
Wasatch*	7,023'	Oil & Associated Gas
TD	7,684' (MD) 7,523' (TVD)	

NOTE: Datum, Ground Level (GL) Elevation: 4,929'; 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	1000 ±	8 5/8	32.0	J-55	LTC	0.0609
PRODUCTION	7 7/8	7,684'	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: 75 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 – 2,700'
435 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 – 1000 ±	11" Diverter with Rotating Head
1000 ± – 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 – 1000 ±	8.4 – 8.7 ppg	32	NC	Spud Mud
1000 ± – 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 3,257 psi (normal pressure gradient: 0.433 psi/ft).
 - b) Estimated maximum surface pressure will be approximately 1,655 psi (estimated bottom hole minus pressure of partially evacuated hole (gradient: 0.220 psi/ft)).
- B)** No hydrogen sulfide is anticipated.

INTERVAL	CONDITION
SURF – 1000 ±	Lost Circulation Possible
1000 ± – 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.

AXIA ENERGY
THREE RIVERS #36-13-720 & #36-23-720
LOCATED IN UINTAH COUNTY, UTAH
SECTION 36, T7S, R20E, S.L.B.&M.



PHOTO: VIEW FROM CORNER #5 TO LOCATION STAKES

CAMERA ANGLE: SOUTHWESTERLY



PHOTO: VIEW FROM BEGINNING OF THE PROPOSED ACCESS

CAMERA ANGLE: EASTERLY



Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
435-789-1017 uels@uelsinc.com

LOCATION PHOTOS	04	17	12	PHOTO
	MONTH	DAY	YEAR	
TAKEN BY: B.H.	DRAWN BY: C.I.	REVISED: 00-00-00		

T7S, R20E, S.L.B.&M.

AXIA ENERGY

Well location, THREE RIVERS #36-13-720, located as shown in the SW 1/4 NW 1/4 of Section 36, T7S, 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.

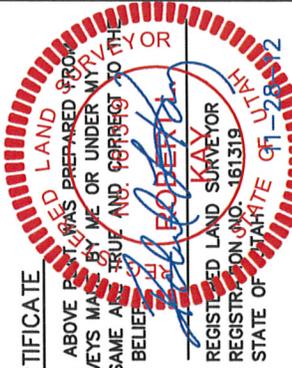
LINE TABLE		
LINE	DIRECTION	LENGTH
L1	N07°00'18"W	724.07'



SCALE

CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE PARTY HAS 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.



REGISTERED LAND SURVEYOR
REGISTRATION NO. 461319
STATE OF UTAH

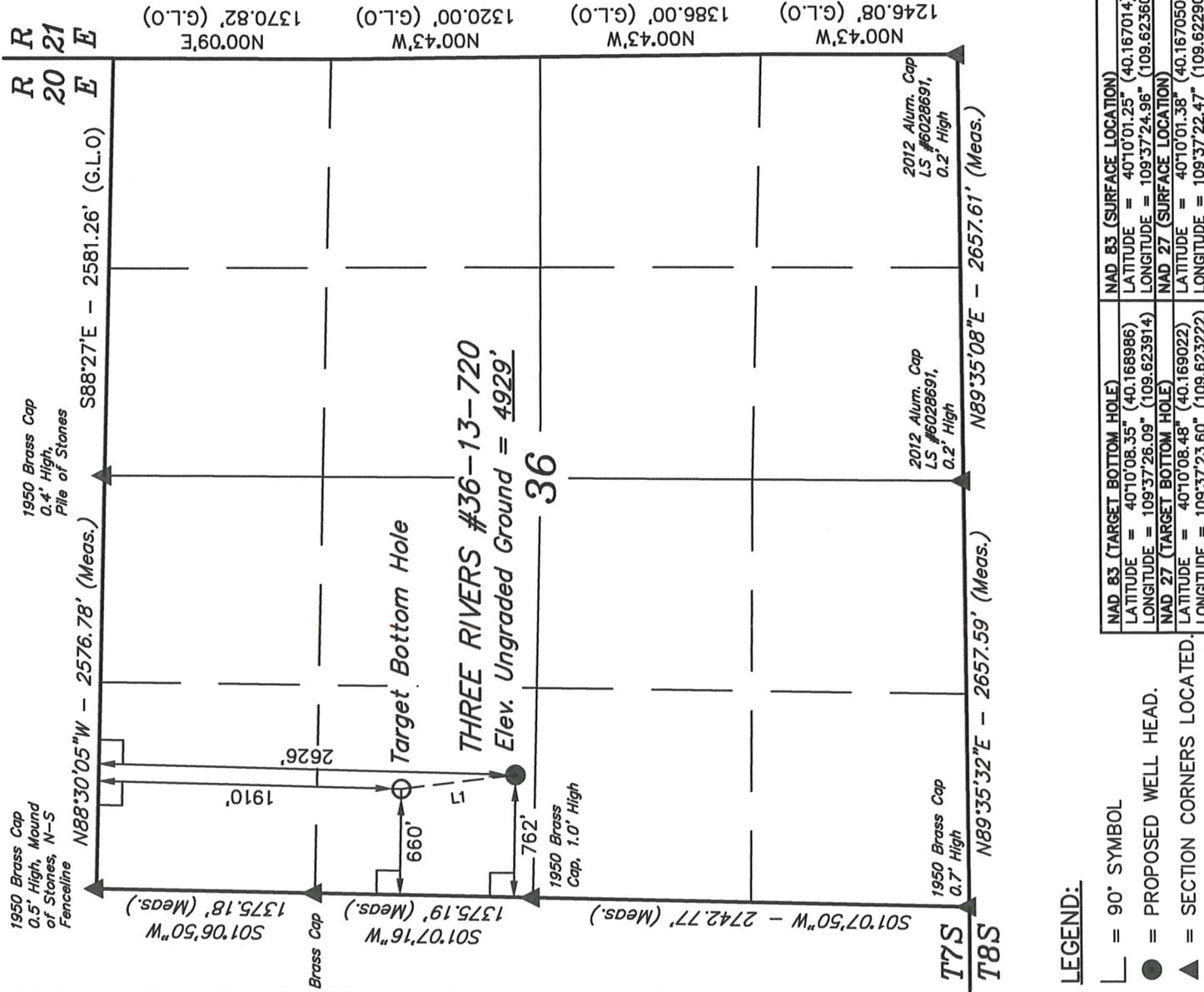
REVISED: 11-28-12 R.L.L.

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

SCALE 1" = 1000'
DATE SURVEYED: 03-28-12
DATE DRAWN: 04-03-12

PARTY B.H. A.S. R.L.L.
REFERENCES G.L.O. PLAT

WEATHER WARM
FILE AXIA ENERGY



LEGEND:

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

AXIA ENERGY

Well location, THREE RIVERS #36-23-720, located as shown in the SW 1/4 NW 1/4 of Section 36, T7S, R20E, S.L.B.&M., Uintah County, Utah.

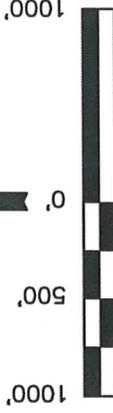
BASIS OF ELEVATION

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.

LINE TABLE		
LINE	DIRECTION	LENGTH
L1	S26°52'14"E	219.37'



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.

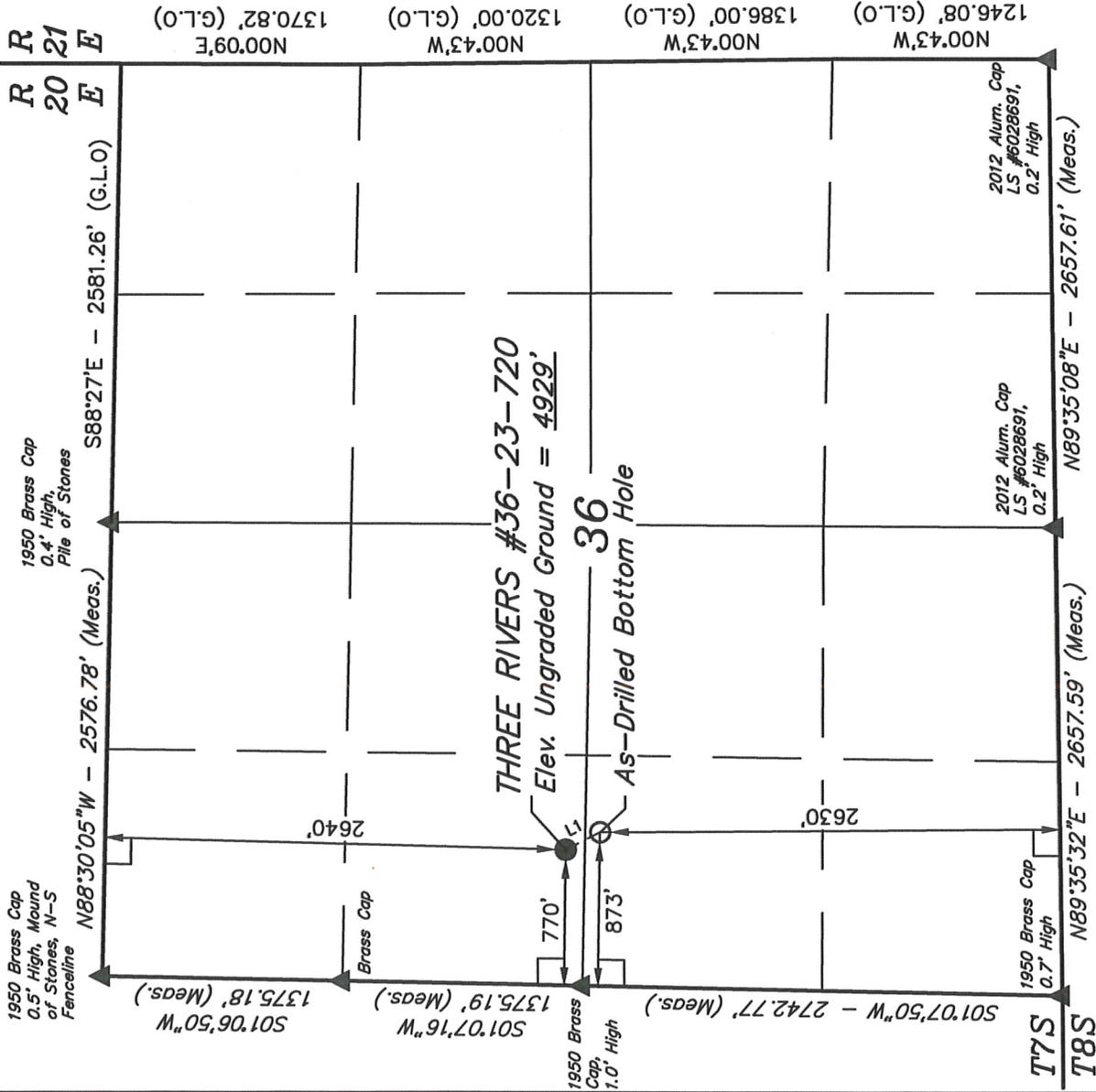
Robert K. ...
 REGISTERED LAND SURVEYOR
 REGISTRATION NO. 161319
 STATE OF UTAH

REVISED: 11-28-12 R.L.L.

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

SCALE	1" = 1000'	DATE SURVEYED:	03-28-12	DATE DRAWN:	04-03-12
PARTY	B.H. A.S. R.L.L.	REFERENCES	G.L.O. PLAT		
WEATHER	WARM	FILE	AXIA ENERGY		

T7S, R20E, S.L.B.&M.



LEGEND:

- = 90° SYMBOL
 - = PROPOSED WELL HEAD.
 - ▲ = SECTION CORNERS LOCATED.
- | Symbol | NAD 83 (AS-DRILLED BOTTOM HOLE) | NAD 83 (SURFACE LOCATION) |
|--------|---|---|
| ● | LATITUDE = 40°09'59.18" (40.166439)
LONGITUDE = 109°37'23.59" (109.623219) | LATITUDE = 40°10'01.11" (40.166975)
LONGITUDE = 109°37'24.87" (109.623575) |
| ▲ | LATITUDE = 40°09'59.31" (40.166475)
LONGITUDE = 109°37'21.10" (109.622528) | LATITUDE = 40°10'01.24" (40.167011)
LONGITUDE = 109°37'22.37" (109.622881) |

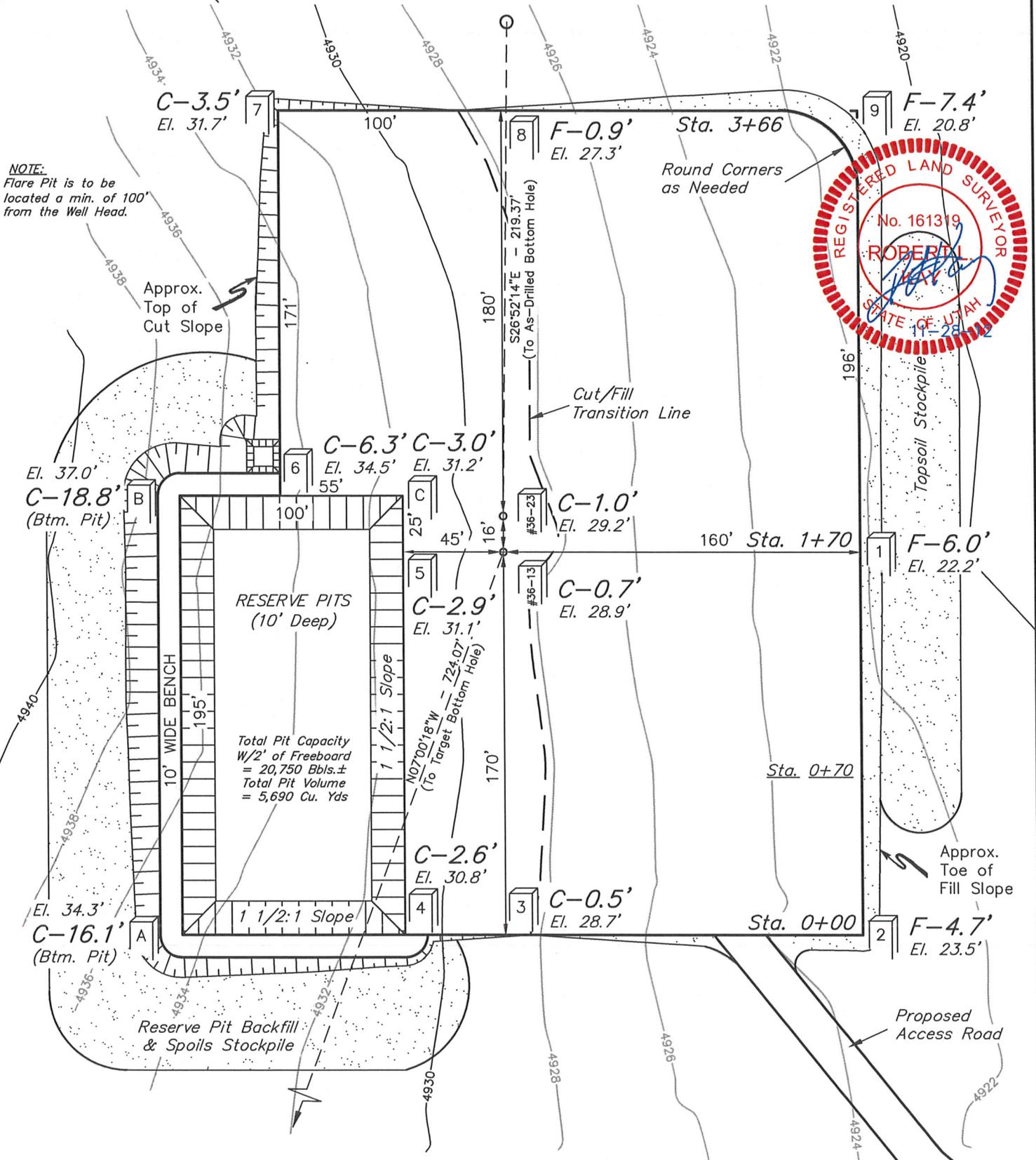
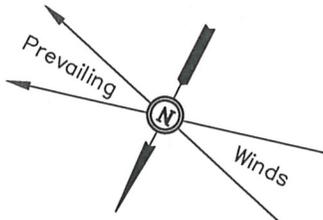
AXIA ENERGY

LOCATION LAYOUT FOR

THREE RIVERS #36-13-720 & #36-23-720
SECTION 36, T7S, R20E, S.L.B.&M.
SW1/4 NW1/4

FIGURE #1

SCALE: 1" = 60'
DATE: 04-03-12
DRAWN BY: R.L.L.
REV: 11-28-12



Elev. Ungraded Ground At #36-13-720 Loc. Stake = 4928.9'
FINISHED GRADE ELEV. AT #36-13-720LOC. STAKE = 4928.2'

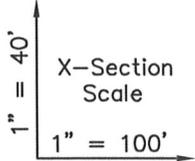
UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

AXIA ENERGY

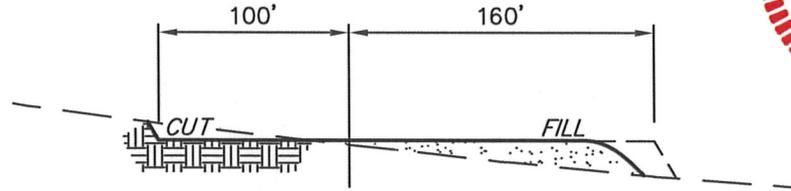
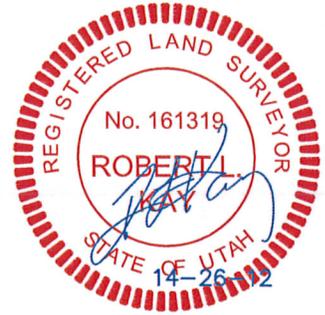
FIGURE #2

TYPICAL CROSS SECTIONS FOR

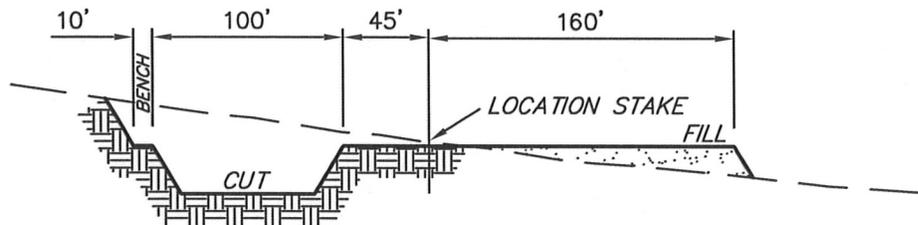
**THREE RIVERS #36-13-720 & #36-23-720
SECTION 36, T7S, R20E, S.L.B.&M.
SW1/4 NW1/4**



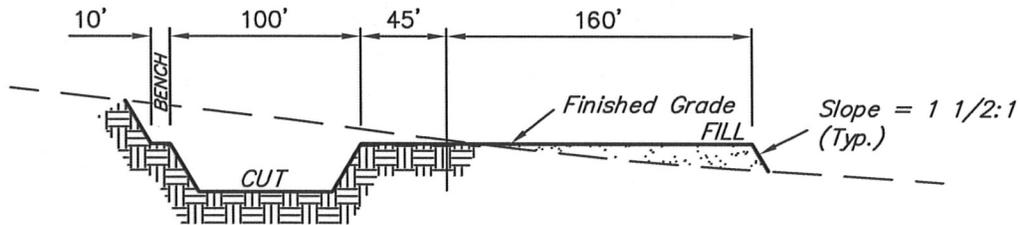
DATE: 04-03-12
DRAWN BY: R.L.L.



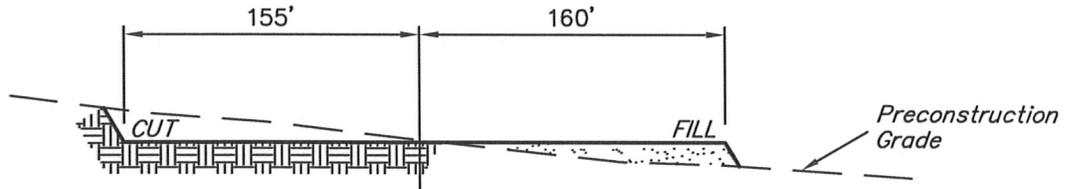
STA. 3+66



STA. 1+70



STA. 0+70



STA. 0+00

NOTE:

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

APPROXIMATE ACREAGES

WELL SITE DISTURBANCE = ± 3.377 ACRES
ACCESS ROAD &
POWERLINE DISTURBANCE = ± 0.390 ACRES
PIPELINE DISTURBANCE = ± 0.396 ACRES
TOTAL = ± 4.163 ACRES

* NOTE:
FILL QUANTITY INCLUDES
5% FOR COMPACTION

APPROXIMATE YARDAGES

(6") Topsoil Stripping = 2,200 Cu. Yds.
Remaining Location = 13,020 Cu. Yds.
TOTAL CUT = 15,220 CU. YDS.
FILL = 8,530 CU. YDS.

EXCESS MATERIAL = 6,690 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.) = 5,050 Cu. Yds.
EXCESS UNBALANCE (After Interim Rehabilitation) = 1,640 Cu. Yds.

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



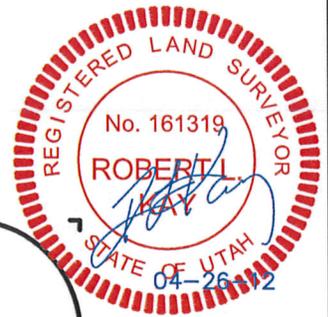
AXIA ENERGY

TYPICAL RIG LAYOUT FOR

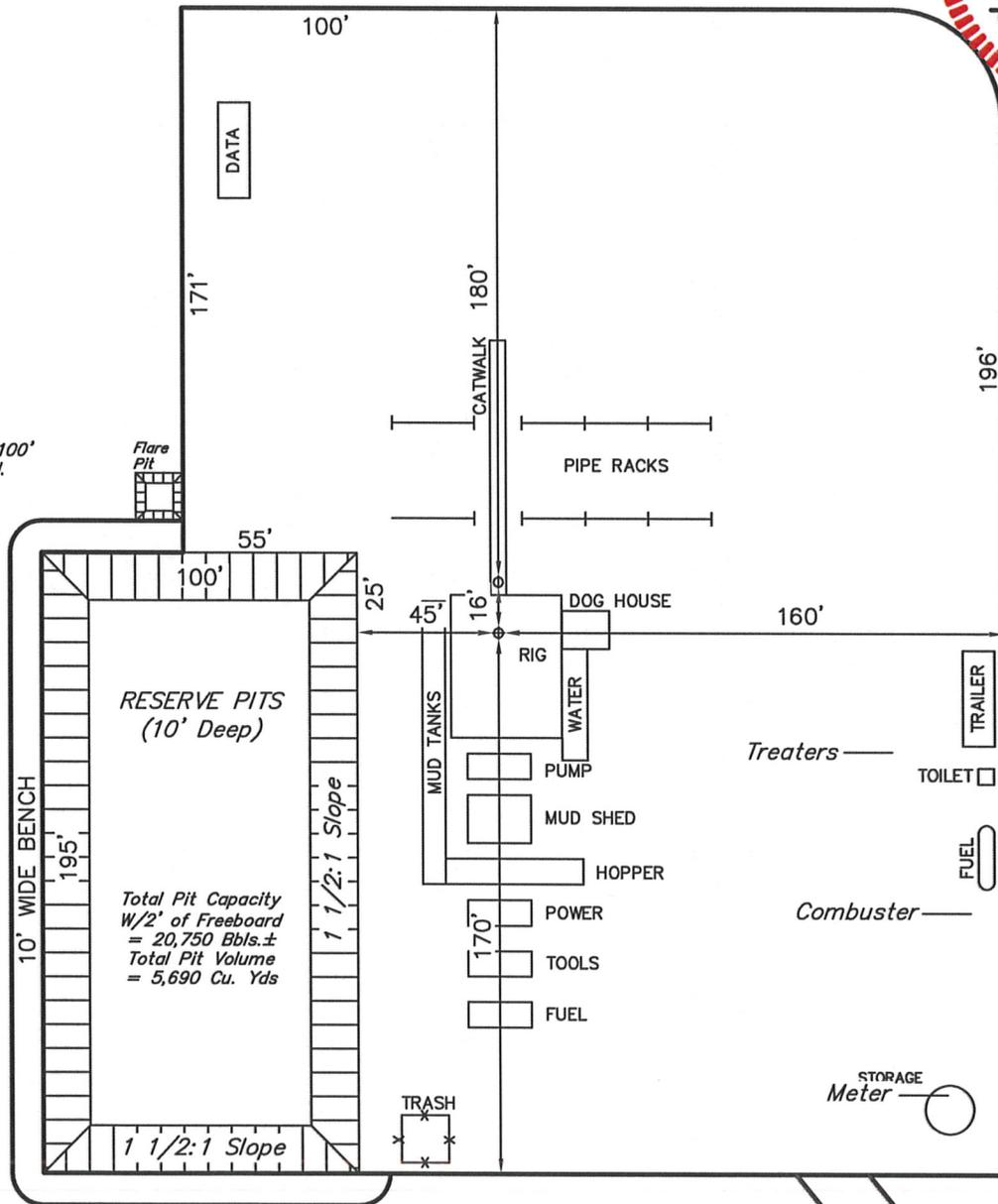
THREE RIVERS #36-13-720 & #36-23-720
SECTION 36, T7S, R20E, S.L.B.&M.
SW1/4 NW1/4

FIGURE #3

SCALE: 1" = 60'
DATE: 04-03-12
DRAWN BY: R.L.L.



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



**RESERVE PITS
(10' Deep)**

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



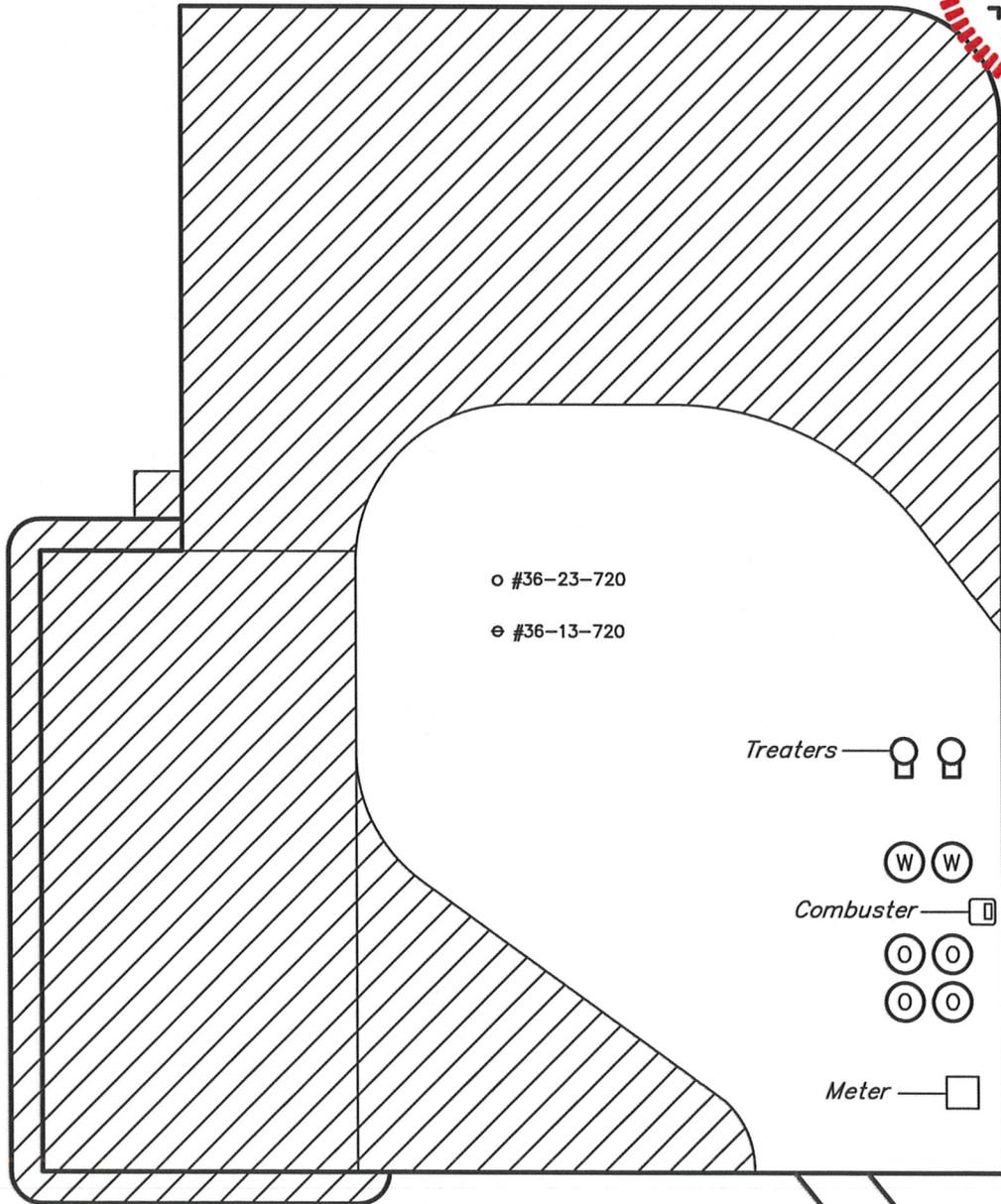
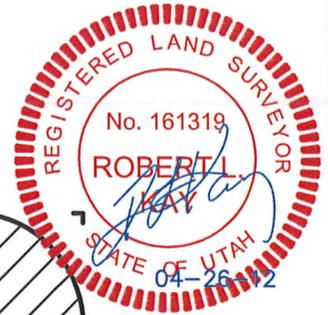
AXIA ENERGY

INTERM RECLAMATION PLAN

THREE RIVERS #36-13-720 & #36-23-720
SECTION 36, T7S, R20E, S.L.B.&M.
SW1/4 NW1/4

FIGURE #4

SCALE: 1" = 60'
DATE: 04-03-12
DRAWN BY: R.L.L.



 RECLAIMED AREA

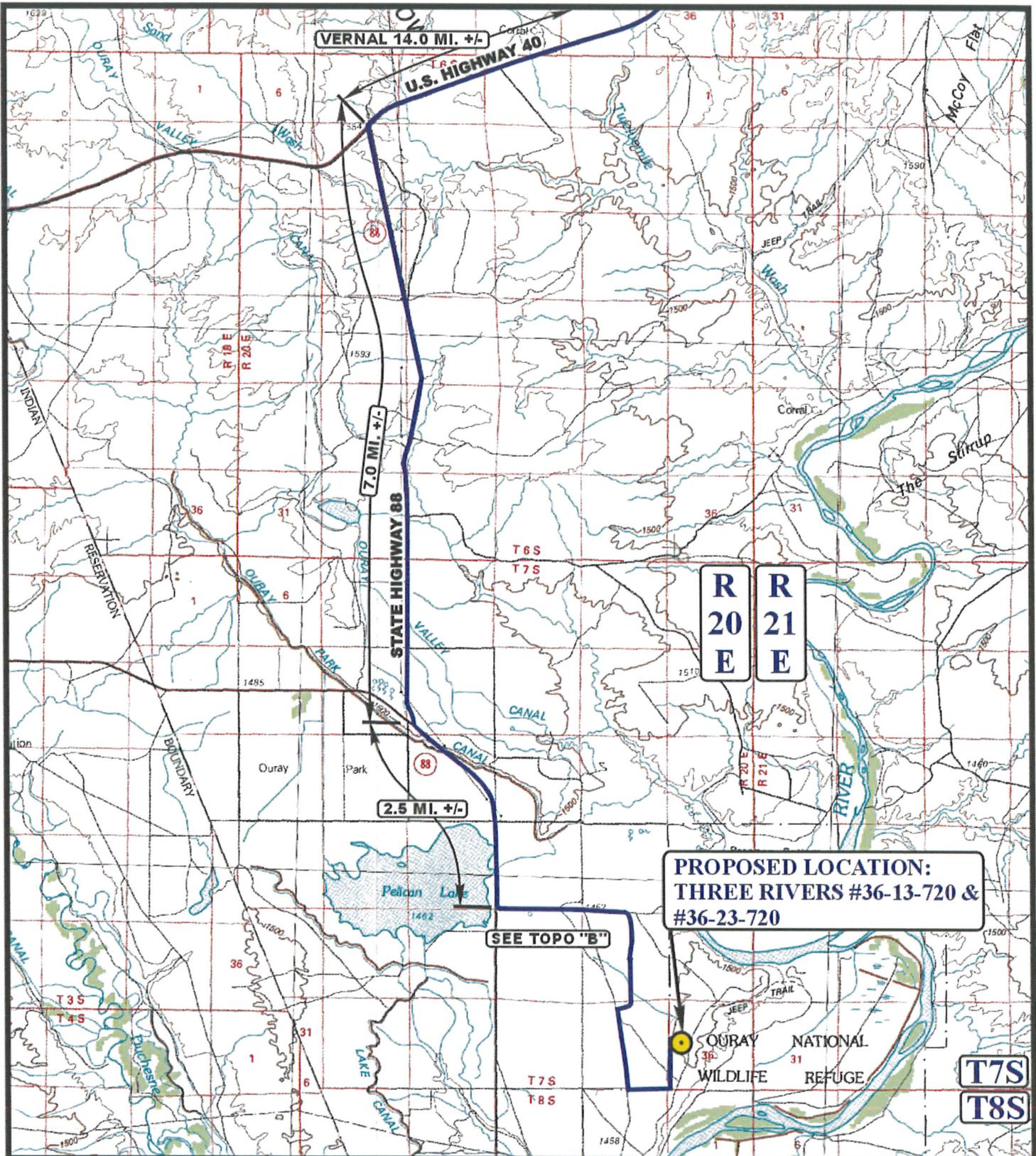
APPROXIMATE ACREAGES
UN-RECLAIMED = ± 0.892 ACRES

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

AXIA ENERGY
THREE RIVERS #36-13-720 & #36-23-720
SECTION 36, T7S, R20E, S.L.B.&M.

PROCEED IN A WESTERLY DIRECTION FROM VERNAL, UTAH ALONG U.S. HIGHWAY 40 APPROXIMATELY 14.0 MILES TO THE JUNCTION OF THIS ROAD AND STATE HIGHWAY 88; EXIT LEFT AND PROCEED IN A SOUTHERLY DIRECTION APPROXIMATELY 7.0 MILES TO THE JUNCTION OF THIS ROAD AND AN EXISTING ROAD TO THE SOUTHEAST; TURN LEFT AND PROCEED IN A SOUTHEASTERLY, THEN SOUTHERLY DIRECTION APPROXIMATELY 2.5 MILES TO THE JUNCTION OF THIS ROAD AND AN EXISTING ROAD TO THE EAST; TURN LEFT AND PROCEED IN AN EASTERLY DIRECTION APPROXIMATELY 1.5 MILES TO THE JUNCTION OF THIS ROAD AND AN EXISTING ROAD TO THE SOUTH; TURN RIGHT AND PROCEED IN A SOUTHERLY, THEN WESTERLY, THEN SOUTHERLY, THEN EASTERLY, THEN NORTHERLY DIRECTION APPROXIMATELY 3.3 MILES TO THE BEGINNING OF THE PROPOSED ACCESS ROAD TO THE EAST; FOLLOW ROAD FLAGS IN AN EASTERLY, THEN SOUTHEASTERLY DIRECTION APPROXIMATELY 567' TO THE PROPOSED LOCATION.

TOTAL DISTANCE FROM VERNAL, UTAH TO THE PROPOSED WELL LOCATION IS APPROXIMATELY 28.4 MILES.



**PROPOSED LOCATION:
THREE RIVERS #36-13-720 &
#36-23-720**

LEGEND:

PROPOSED LOCATION

AXIA ENERGY

**THREE RIVERS #36-13-720 & #36-23-720
SECTION 36, T7S, 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

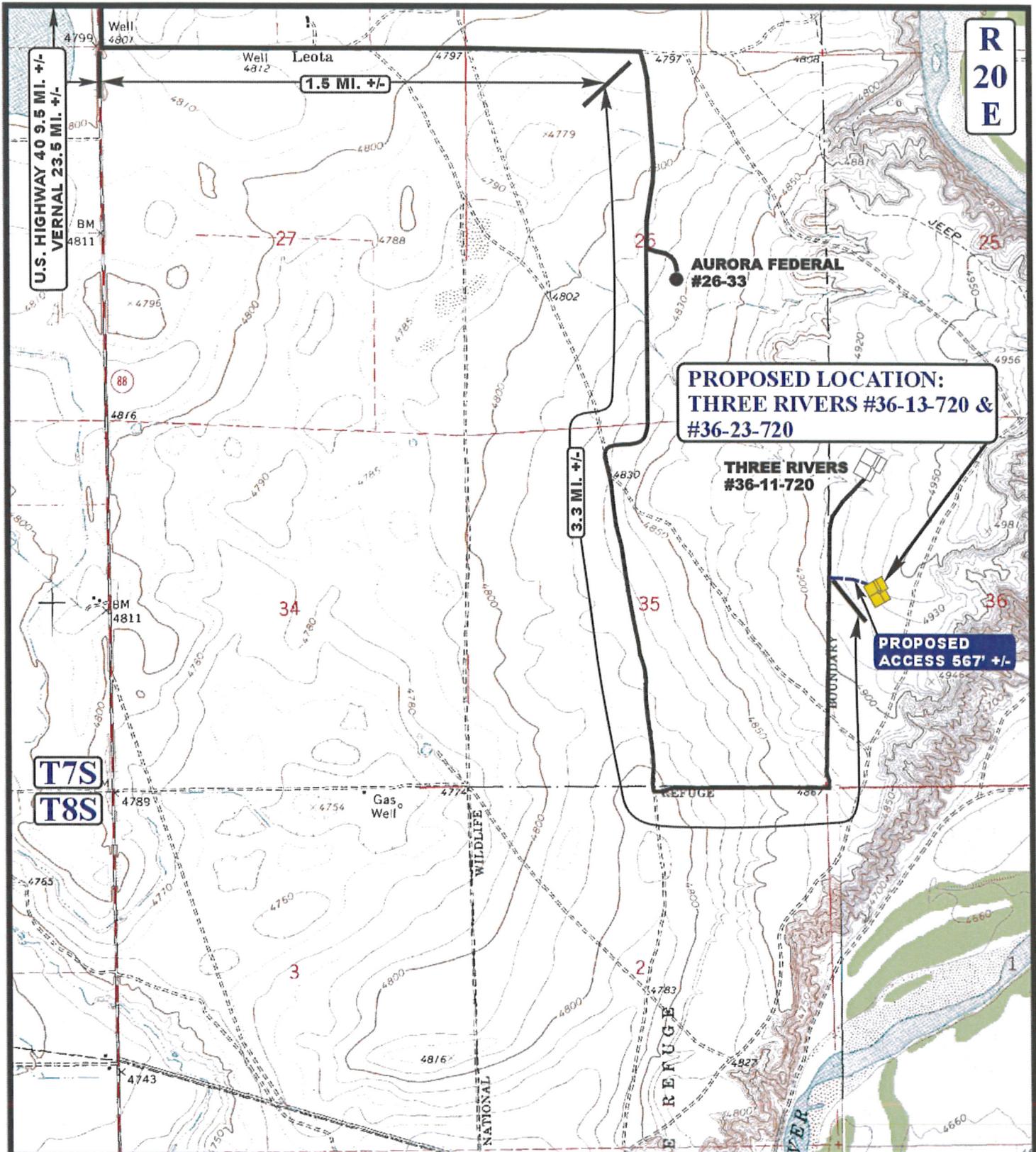


**ACCESS ROAD
MAP**

04 17 12
MONTH DAY YEAR

SCALE: 1:100,000 DRAWN BY: C.I. REVISED: 00-00-00





LEGEND:

-  EXISTING ROAD
-  PROPOSED ACCESS ROAD

AXIA ENERGY

THREE RIVERS #36-13-720 & #36-23-720
SECTION 36, T7S, 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

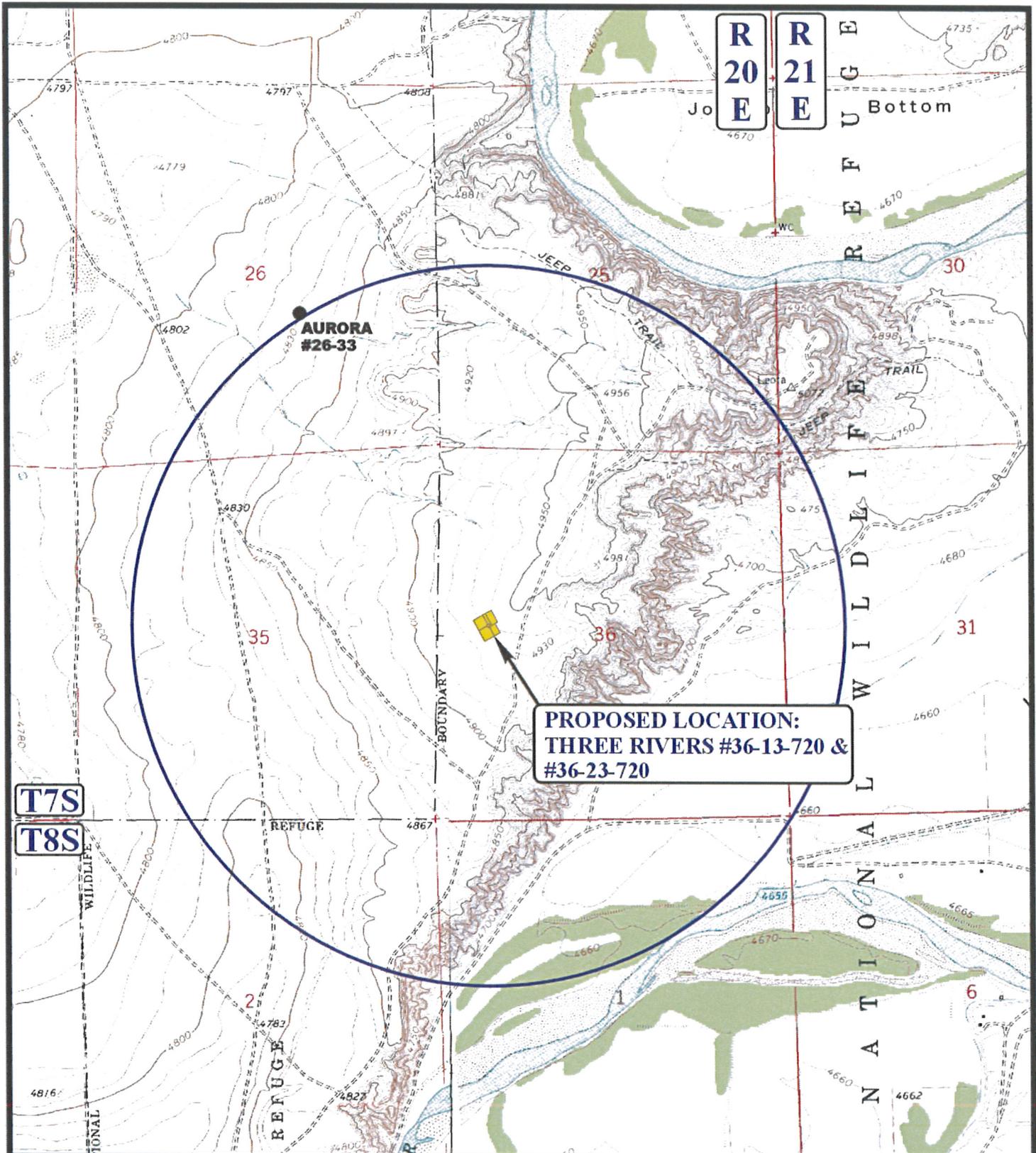


ACCESS ROAD
MAP

04	17	12
MONTH	DAY	YEAR

SCALE: 1" = 2000' DRAWN BY: C.I. REVISED: 00-00-00





**PROPOSED LOCATION:
THREE RIVERS #36-13-720 &
#36-23-720**

LEGEND:

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



AXIA ENERGY

**THREE RIVERS #36-13-720 & #36-23-720
SECTION 36, T7S, R20E, S.L.B.&M.
SW 1/4 NW 1/4**



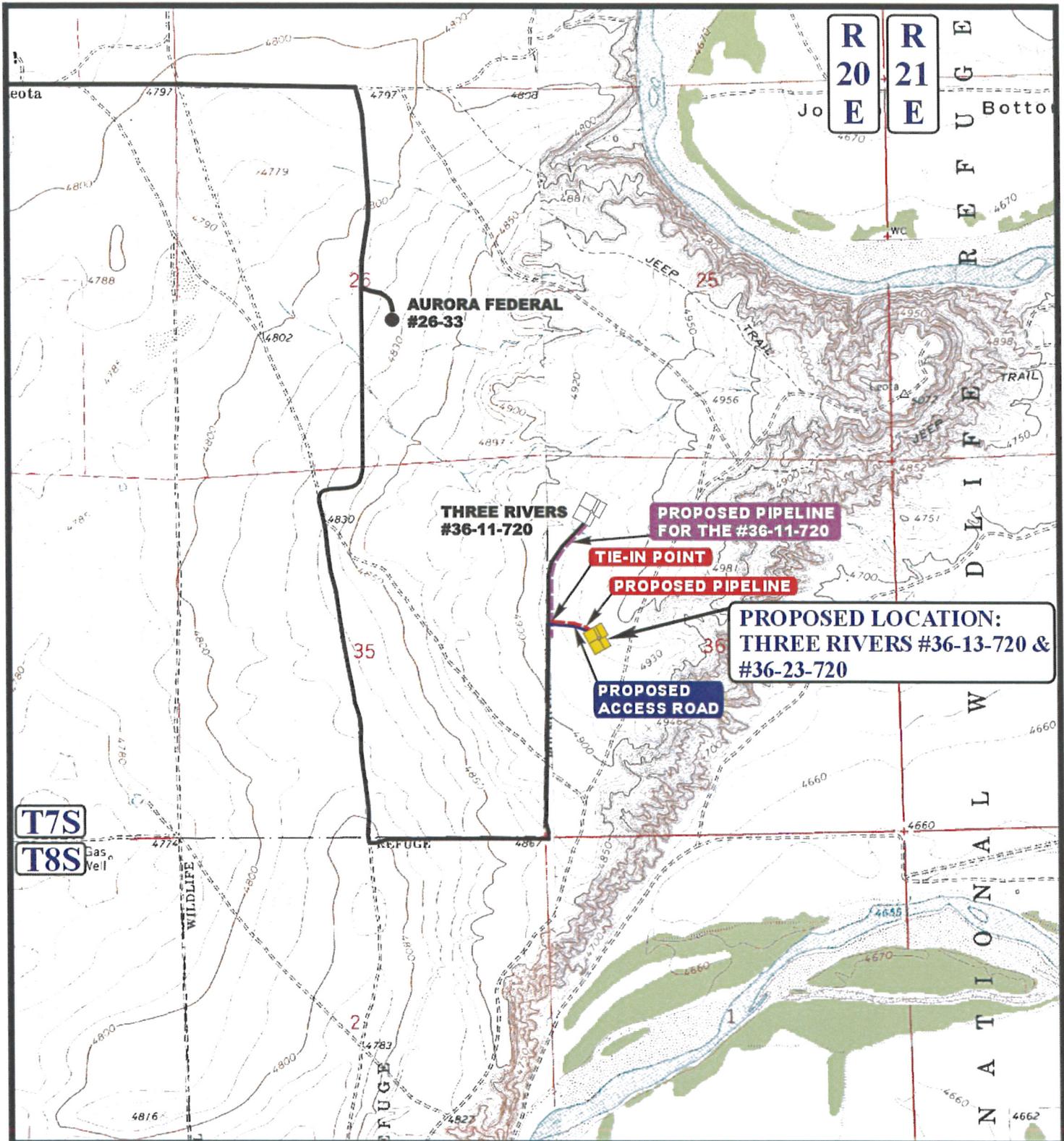
Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

**TOPOGRAPHIC
MAP**

04	17	12
MONTH	DAY	YEAR

SCALE: 1" = 2000' DRAWN BY: C.I. REVISED: 00-00-00





APPROXIMATE TOTAL PIPELINE DISTANCE = 575' +/-

LEGEND:

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

AXIA ENERGY

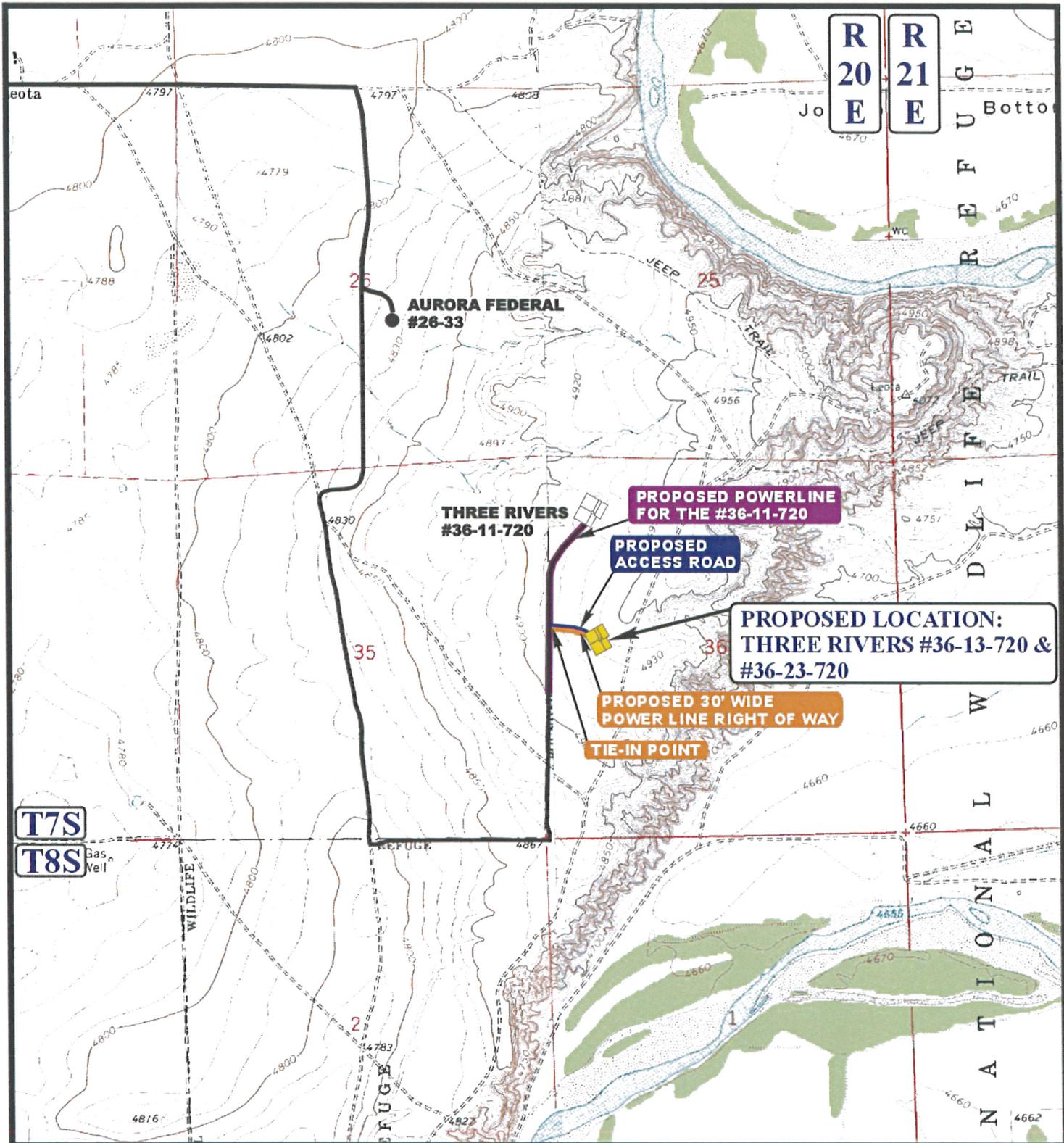
THREE RIVERS #36-13-720 & #36-23-720
SECTION 36, T7S, R20E, S.L.B.&M.
SW 1/4 NW 1/4

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



TOPOGRAPHIC 04 17 12
MAP MONTH DAY YEAR
 SCALE: 1" = 1000' DRAWN BY: C.I. REVISED: 00-00-00

D
TOPO



APPROXIMATE TOTAL POWERLINE DISTANCE = 559' +/-

LEGEND:

- PROPOSED ACCESS ROAD
- PROPOSED POWER LINE
- - - EXISTING POWER LINE



AXIA ENERGY

THREE RIVERS #36-13-720 & #36-23-720
SECTION 36, T7S, 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	17	12
MONTH	DAY	YEAR

SCALE: 1" = 1000' DRAWN BY: C.I. REVISED: 00-00-00



STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9 5.LEASE DESIGNATION AND SERIAL NUMBER: ML-50510
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 36-13-720	
2. NAME OF OPERATOR: AXIA ENERGY LLC	9. API NUMBER: 43047526990000	
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: 2626 FNL 0762 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWNW Section: 36 Township: 07.0S 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: 2/15/2014	<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 checked="" 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 a one year extension of the state drilling permit for the referenced well. This is the first extension that has been requested.

Approved by the Utah Division of Oil, Gas and Mining

Date: August 15, 2013
By:

NAME (PLEASE PRINT) Don Hamilton	PHONE NUMBER 435 719-2018	TITLE Permitting Agent (Buys & Associates, Inc)
SIGNATURE N/A	DATE 8/15/2013	



The Utah Division of Oil, Gas, and Mining

- State of Utah
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

Request for Permit Extension Validation Well Number 43047526990000

API: 43047526990000

Well Name: THREE RIVERS 36-13-720

Location: 2626 FNL 0762 FWL QTR SWNW SEC 36 TWNP 070S RNG 200E MER S

Company Permit Issued to: AXIA ENERGY LLC

Date Original Permit Issued: 8/29/2012

The undersigned as owner with legal rights to drill on the property as permitted above, 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.

- If located on private land, has the ownership changed, if so, has the surface agreement been updated? Yes No
- Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location? Yes No
- Has there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well? Yes No
- Have there been any changes to the access route including ownership, or rightof- way, which could affect the proposed location? Yes No
- Has the approved source of water for drilling changed? Yes No
- 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? Yes No
- Is bonding still in place, which covers this proposed well? Yes No

Signature: Don Hamilton

Date: 8/15/2013

Title: Permitting Agent (Buys & Associates, Inc) Representing: AXIA ENERGY LLC

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:

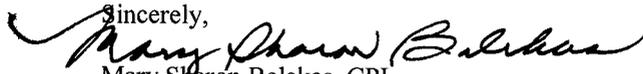
- 1) Request to Transfer Application or Permit to Drill for New, APD Approved & Drilled Wells
- 2) Request to Transfer Application or Permit to Drill – APD Pending
- 3) Two Completed Sundry Notice and Reports on Wells Form 9 regarding Change of Operator executed by Ultra Resources, Inc. and Axia Energy, 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

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 <input checked="" type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER _____		5. LEASE DESIGNATION AND SERIAL NUMBER: See Attached Well List
2. NAME OF OPERATOR: Axia Energy, LLC N37165		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
3. ADDRESS OF OPERATOR: 1430 Larimer Street, Ste 400 CITY Denver STATE CO ZIP 80202		7. UNIT or CA AGREEMENT NAME:
4. LOCATION OF WELL FOOTAGES AT SURFACE: See Attached		8. WELL NAME and NUMBER: See Attached Well List
PHONE NUMBER: (720) 746-5200		9. API NUMBER:
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:		10. FIELD AND POOL, OR 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 (Submit in Duplicate) Approximate date work will start: 10/1/2013	<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 022046298
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) Daniel G. Blanchard	TITLE President
SIGNATURE <i>D. G. Blanchard</i>	DATE 12/11/13

(This space for State use only)

APPROVED

JAN 16 2013

DIV. OIL GAS & MINING
BY: *D. G. Blanchard*

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	4304754270	19156	Federal	Federal	OW	DRL	P	90	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	110	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	FORM 9
5. LEASE DESIGNATION AND SERIAL NUMBER: ML-50510	
6. IF INDIAN, ALLOTTEE OR TRIBE NAME:	
7. UNIT or CA AGREEMENT NAME:	
8. WELL NAME and NUMBER: THREE RIVERS 36-13-720	
9. API NUMBER: 43047526990000	
9. FIELD and POOL or WILDCAT: THREE RIVERS	
COUNTY: UINTAH	
STATE: UTAH	

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	
2. NAME OF OPERATOR: ULTRA RESOURCES INC	
3. ADDRESS OF OPERATOR: 304 Inverness Way South #245 , Englewood, CO, 80112	PHONE NUMBER: 303 645-9810 Ext
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2613 FNL 0911 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWNW Section: 36 Township: 07.0S Range: 20.0E Meridian: S	

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: 7/1/2014	<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.

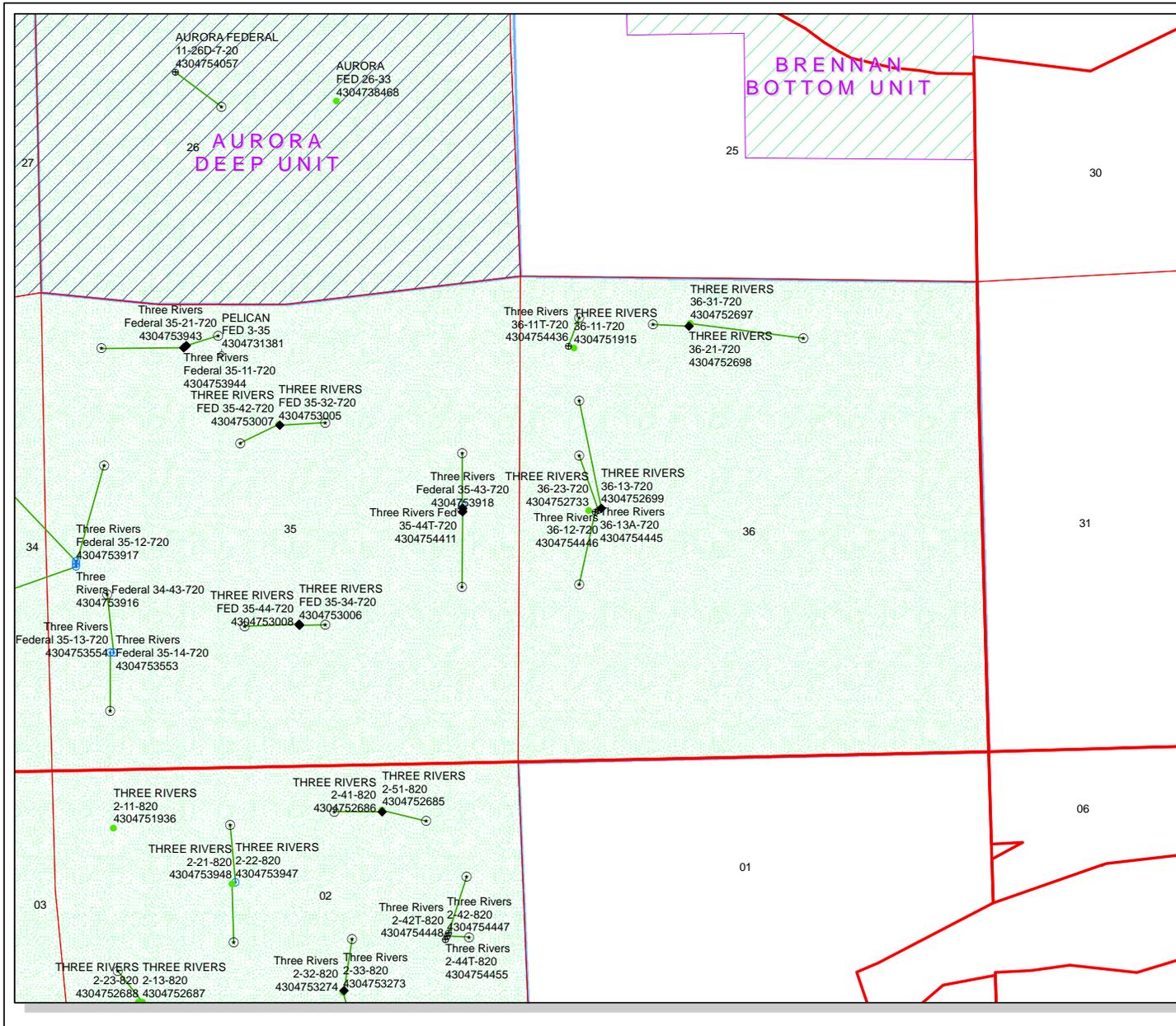
Ultra requests to change SHL, BHL, TD and guts per attached Plat, Drilling plan, Directional Plan, BOP and Exception Location Letter to the previously approved APD.

Approved by the Utah Division of Oil, Gas and Mining
 June 12, 2014

Date: _____

By: *D. K. Quist*

NAME (PLEASE PRINT) Katherine Skinner	PHONE NUMBER 303 645-9872	TITLE Permitting Assistant
SIGNATURE N/A	DATE 5/22/2014	

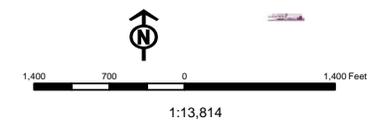


API Number: 4304752699
Well Name: THREE RIVERS 36-13-720

Township: T07.0S Range: R20.0E Section: 36 Meridian: S
 Operator: ULTRA RESOURCES INC

Map Prepared: 5/23/2014
 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	▨	PP OIL
⊗	OPS - Operation Suspended	▨	PP GAS
⊘	PA - Plugged Abandoned	▨	PP GEOTHERML
⊙	PGW - Producing Gas Well	▨	PP OIL
⊚	POW - Producing Oil Well	▨	SECONDARY
⊛	SGW - Shut-in Gas Well	▨	TERMINATED
⊜	SOW - Shut-in Oil Well		
⊝	TA - Temp. Abandoned		
⊞	TW - Test Well		
⊟	WDW - Water Disposal		
⊠	WW - Water Injection Well		
⊡	WSW - Water Supply Well		
Fields	STATUS		
▨	Unknown		
▨	ABANDONED		
▨	ACTIVE		
▨	COMBINED		
▨	INACTIVE		
▨	STORAGE		
▨	TERMINATED		



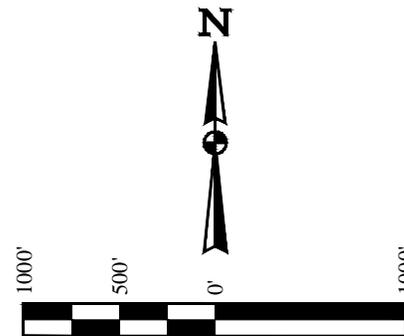
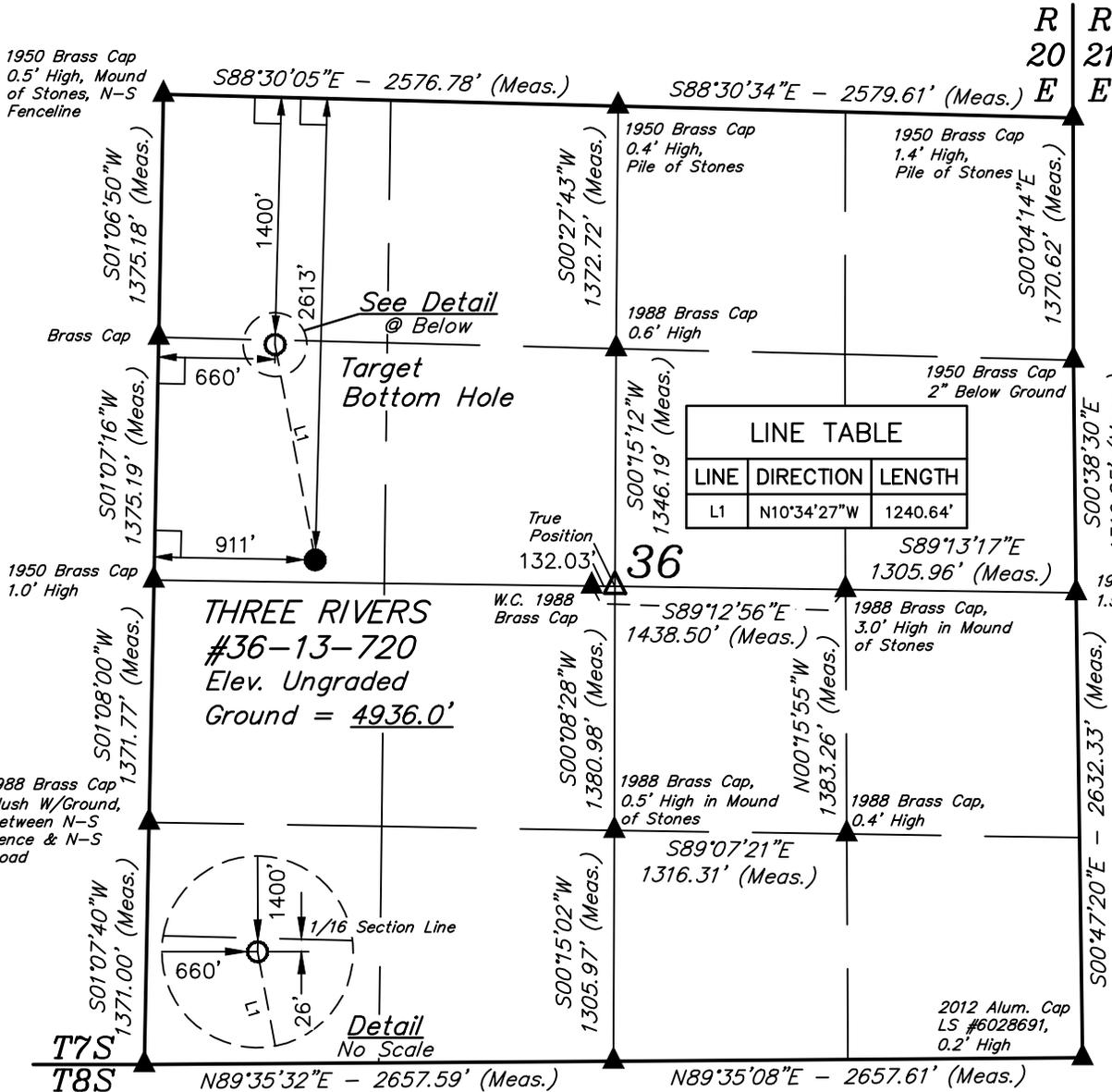
T7S, R20E, S.L.B.&M.

ULTRA RESOURCES, INC.

THREE RIVERS #36-13-720
SW 1/4 NW 1/4, SECTION 36, T7S, R20E, S.L.B.&M.
UINTAH COUNTY, UTAH

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



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.



- LEGEND:**
- └─┘ = 90° SYMBOL
 - = PROPOSED WELLHEAD.
 - = TARGET BOTTOM HOLE.
 - ▲ = SECTION CORNERS LOCATED.
 - △ = SECTION CORNERS RE-ESTABLISHED. (Not Set on Ground.)

NAD 83 (TARGET BOTTOM HOLE)	NAD 83 (SURFACE LOCATION)
LATITUDE = 40°10'13.35" (40.170375)	LATITUDE = 40°10'01.30" (40.167028)
LONGITUDE = 109°37'25.91" (109.623864)	LONGITUDE = 109°37'22.99" (109.623053)



UELS, LLC
 Corporate Office * 85 South 200 East
 Vernal, UT 84078 * (435) 789-1017

SURVEYED BY: M.P., T.P.	SURVEY DATE: 05-02-14
DRAWN BY: H.K.W.	DATE DRAWN: 05-14-14
SCALE: 1" = 1000'	REVISION: 00-00-00

WELL LOCATION PLAT

ULTRA RESOURCES, INC.

MASTER
8 - POINT DRILLING PROGRAM

Slim Hole Design
8 5/8" Surface & 5 1/2" Production Casing Design

DATED: 05-22-14

Directional Wells located on Ultra leases in
Three Rivers Project:

Three Rivers 36-13-720

SWNW Sec 36-T7S-R20E

Uintah, Utah

ONSHORE OIL & GAS ORDER NO. 1
Approval of Operations on Onshore
Federal and Indian Oil and Gas Leases

All lease and/or unit operations are to be conducted in such a manner that full compliance is made with the applicable laws, regulations (CFR 43, Part 3160) and the approved Application for Permit to Drill. The operator is considered fully responsible for the actions of his subcontractors. A copy of the approved APD must be on location during construction, drilling, and completion operations.

1. Formation Tops

The estimated tops of important geologic markers are as follows:

<u>Formation Top</u>	<u>Top (TVD)</u>	<u>Comments</u>
Uinta	Surface	
BMSW	2,820.44' MD / 2,750' TVD	
Green River	3,283.74' MD / 3,174' TVD	
Mahogany	4,768.98' MD / 4,549' TVD	
Garden Gulch	5,450.33' MD / 5,224' TVD	Oil & Associated Gas
Lower Green River*	5,625.33' MD / 5,399' TVD	Oil & Associated Gas
Wasatch	7,315.33' MD / 7,089' TVD	Oil & Associated Gas
TD	7,515.33' MD / 7,289' TVD	

Asterisks (*) denotes target pay intervals

All shows of fresh water and minerals will be reported and protected. A sample will be taken of any water flows and a water analysis furnished to the BLM. Oil and gas shows will be adequately tested for commercial possibilities, reported and protected by casing and cement.

2. BOP Equipment

- A) The BOPE shall be closed whenever the well is unattended. The Bureau of Land Management will be notified 24 hours prior to all BOPE pressure tests. 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.
- C) As per 43 CFR 3160, Onshore Oil and Gas Order No. 2, Drilling Operations, Part A:
- 1) All BOPE connections subjected to well pressure will be flanged, welded, or clamped.
 - 2) Choke Manifold
 - 3) Tee blocks or targeted 'T's will be used and anchored to prevent slip and reduce vibration.
 - 4) Two adjustable chokes will be used in the choke manifold.
 - 5) All valves (except chokes) in kill line choke manifold and choke line will not restrict the flow.
 - 6) Pressure gauges in the well control system will be designed for drilling fluid.
- D) BOPE Testing:
- 1) BOPE shall be pressure tested when initially installed, whenever any seal subject to pressure testing is broken, or after repairs.
 - 2) All BOP tests will be performed with a test plug in place.
 - 3) BOP will be tested to full stack working pressure and annular preventer to 50% stack working pressure.

INTERVAL

0 - 1,000' MD / 1,000' TVD
1,000' MD / 1,000' TVD – 7,515.33' MD / 7,289' TVD

BOP EQUIPMENT

11" Diverter with Rotating Head
3,000# Ram Double BOP & Annular with
Diverter & Rotating Head

NOTE: Drilling spool to accommodate choke and kill lines.

3. Casing and Float Equipment Program**CASING:**

Directional Well	Hole Size	OD	Depth MD/TVD	Wt.	Grade & Connection	Cond.
Surface	11"	8 5/8"	1,000' MD / 1,000' TVD	24.0 ppf	J-55, LTC	New
Production	7 7/8"	5 1/2"	7,515.33' MD / 7,289' TVD	17.0 ppf	J-55, LTC	New

CASING SPECIFICATIONS:

Directional Well	Casing OD	Casing ID / Drift ID	Collapse (psi)	Int. Yield (psi)	Ten. Yield (lb)	Jt. Strength (lb)
Surface	8 5/8"	8.097" / 7.972"	1,370	2,950	381,000	244,000
Production	5 1/2"	4.492" / 4.767"	4,910	5,320'	273,000	229,000

FLOAT EQUIPMENT:

SURFACE (8 5/8")

Float Shoe, 1 joint casing, float collar

Centralizers: 1 each 1st 4 Joints then every 4th joint to surface

PRODUCTION (5 1/2")

Float Shoe, 1 joint casing, float collar

Centralizers: 1 each 1st 4 Joints then every 3rd joint to 500' into surface casing**4. Cementing Programs****CONDUCTOR (13 3/8")**

Ready Mix – Cement to surface

SURFACE (8 5/8")

Surface – 500'

Cement Top - Surface

Lead: 80 sks, Premium Lightweight Cmt w/ additives, 11.5 ppg, 2,97 cf/sk 50% excess

500' – 1,000' MD / 1,000' TVD± Tail: 115 sks Glass G Cement w/ additives, 15.8 ppg, 1.16 cf/sx, 50% excess

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

PRODUCTION (5 1/2")

500' - 4,000' TVD ±

Cement Top – 500'

Lead: 225 sks – Econocem Cement w/ 0.25 lbm Poly-E-Flake, 1% Granulite TR 1/4, 5 lbm Kol-Seal; 11.0 ppg; 3.54 cf/sx; 15% excess

4,000' – 7,515.33' MD / 7,289' TVD Tail: 450 sks, Expandacem Cement w/ 0.25 lbm Poly-E-Flake, 1 lbm Granulite TR 1/4, 2 lbm Kol-Seal; 14.0 pp; 1.349 cf/sk; 15% excess

Note: Lead Cement will be brought to 4,000' which will give a minimum of 500' above Lower Green River.

- 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 Bureau of Land Management will be notified 24 hours prior to running casing and cementing.
- D) As per 43 CFR 3160, Onshore Oil and Gas Order No.2, Drilling Operations, Part B:
 - 1) All waiting on cement times shall be adequate to achieve a minimum of 500 psi compressive strength at the casing shoe (minimum of 8 hours) prior to drilling out.
 - 2) Prior to drilling out cement, casing will be pressure tested to 1500 psi. Pressure decline must not be greater than 10% (150 psi) in 30 minutes.
 - 3) Progress reports, Form 3160-5 "Sundry Notices and Reports on Wells", shall be filed with the Field Manager within 30 days after the work is completed.
 - 4) Setting of each string of casing, size, grade, weight of casing set, hole size, setting depth, amounts and type of cement used, whether cement circulated or the top of the cement behind the casing, depth of cementing tools used, casing test method and results, and the date work was done. Show the spud date on the first reports submitted.
 - 5) Temperature or bond logs must be submitted for each well where the casing cement was not circulated to the surface.

- 6) A pressure integrity test of each casing shoe shall be performed. Formation at the shoe shall be tested to a minimum of the mud weight equivalent anticipated to control the formation pressure to the next casing depth or at total depth of the well. This test shall be performed after drilling 5-10 feet of new hole.

5. Mud Program

The proposed circulating mediums to be employed in drilling are as follows:

Interval	Mud Type	Viscosity	Fluid Loss	pH	Mud Wt. (ppg)
0 – 1,000' MD / 1,000' TVD	Water/Spud Mud	32	No Control (NC)	7.0 -8.2	<8.8
1,000' MD / 1,000' TVD - 7,515.33' MD / 7,289' TVD	DAP System	40 - 60	10 - 18	7.0-8.2	<10.0

- A) For Surface Sufficient quantities of mud materials will be maintained or readily accessible for the purpose of assuring well control during the course of drilling operations. A mud test shall be performed every 24 hours after mudding up to determine, as applicable: density, viscosity, gel strength, filtration, and pH.
- B) The mud monitoring equipment on location will be installed by top of Green River and will be able to monitor at a minimum the pit volume totalizer (PVT), stroke counter, and flow sensor
- C) Flare line discharge will be located no less than 100 feet from the wellhead using straight or targeted 'T' and anchors.

6. Evaluation Program - Testing, Logging, and Coring

- 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: None anticipated.
- F) Formation to TD; record and monitor gas shows and record drill times (normal mud logging duties).

7. Anticipated Pressures and H.S.

- A) The expected bottom hole pressure is 3,500 – 3,650 psig. Normal pressures are anticipated from surface to approximately TD. These pressures will be controlled by a blowout preventer stack, annular BOP, choke manifold, mud/gas separator, surface equipment and drilling mud. A supply of barite to weight the mud to a balancing specific gravity, if necessary, will be on location.
- B) Maximum expected surface pressure will be based on the frac gradient of the casing shoe. The design of the casing assumes that the MASP will be the fracture pressure at the shoe less a column of gas.
- C) No hydrogen sulfide gas is anticipated, however if H₂S is encountered, the guidelines in Onshore Oil and Gas Order No. 6 will be complied with.

8. Other Information and Notification Requirements

- A) There shall be no deviation from the proposed drilling and/or workover program as approved. Any changes in operation must have prior approval from the *Utah Division of Oil, Gas and Mining*, and the BLM Vernal (when drilling on Federal leases).

Three Rivers 36-13-720

Page 5 of 5

- 1) Anticipated starting date will be upon approval. It is anticipated that completion operations will begin within 15 days after the well has been drilled.
 - 2) It is anticipated that the drilling and completion of this well will take approximately 90 days.
- B) Notification Requirements for *Utah Division of Oil, Gas and Mining*:**
- ***Within 24 hrs. of spud (Carol Daniels at 801/538-5284)***
 - ***24 hrs. prior to testing BOP equipment (Dan Jarvis 801/538-5338 or 231-8956)***
 - ***24 hrs. prior to cementing or testing casing (Dan Jarvis)***
 - ***Within 24 hrs. of making any emergency changes to APD (Dustin Doucet 801/538-5281 or 733-0983)***
- C) Notification Requirements BLM Vernal when drilling on Federal leases as follows: (Cade T Taylor @ cctaylor@blm.gov and Blm_ut_vn_opreport@blm.gov):**
- ***Within 24 hrs. of spud (Carol Daniels at 801/538-5284)***
 - ***24 hrs. prior to testing BOP equipment (Dan Jarvis 801/538-5338 or 231-8956)***
 - ***24 hrs. prior to cementing or testing casing (Dan Jarvis)***
 - ***Within 24 hrs. of making any emergency changes to APD (Dustin Doucet 801/538-5281 or 733-0983)***
- D) Any changes in the program must be approved by the *Utah Division of Oil, Gas and Mining* and or the BLM Vernal Office. "Sundry Notices and Reports on Wells" (form 3160-5) must be filed for all changes of plans. Emergency approval may be obtained orally, but such approval does not waive the written report requirement.**
- 1) Should the well be successfully completed for production, the BLM Pinedale Field Office must be notified when it is placed in a producing status. The notification shall provide, as a minimum, the following information items:
 - Operator name, address, and telephone number.
 - Well name and number.
 - Well location (1/4 1/4, Section, Township, Range and P.M.)
 - Date well was placed in a producing status (date of first production for which royalty will be paid).
 - The nature of the well's production, (i.e., crude oil, or crude oil and casing head gas, or natural gas and entrained liquid hydrocarbons).
 - The Federal or Indian lease prefix and number on which the well is located. As appropriate, the unit agreement name, number and participating area name. As appropriate, the communitization agreement number.



Planned Wellpath Report

Three Rivers 36-13-720 PWP

Page 1 of 5



REFERENCE WELLPATH IDENTIFICATION

Operator	ULTRA RESOURCES, INC	Slot	Three Rivers 36-13-720 (2613' FNL & 911' FWL)
Area	Three Rivers	Well	Three Rivers 36-13-720
Field	UINTAH COUNTY	Wellbore	Three Rivers 36-13-720 PWB
Facility	Sec.36-T7S-R20E		

REPORT SETUP INFORMATION

Projection System	NAD83 / Lambert Utah SP, Central Zone (4302), US feet	Software System	WellArchitect® 3.0.0
North Reference	True	User	Ewilliams
Scale	0.999916	Report Generated	5/21/2014 at 1:23:30 PM
Convergence at slot	n/a	Database/Source file	WellArchitectDB/Three_Rivers_36-13-720_PWB.xml

WELLPATH LOCATION

	Local coordinates		Grid coordinates		Geographic coordinates	
	North[ft]	East[ft]	Easting[US ft]	Northing[US ft]	Latitude	Longitude
Slot Location	-1816.43	273.97	2164901.60	7235068.15	40°10'01.300"N	109°37'22.990"W
Facility Reference Pt			2164589.62	7236878.28	40°10'19.250"N	109°37'26.519"W
Field Reference Pt			2156630.96	7236613.42	40°10'18.270"N	109°39'09.100"W

WELLPATH DATUM

Calculation method	Minimum curvature	Rig on Three Rivers 36-12-720 (2613' FNL & 911' FWL) (RT) to Facility Vertical Datum	49:
Horizontal Reference Pt	Slot	Rig on Three Rivers 36-12-720 (2613' FNL & 911' FWL) (RT) to Mean Sea Level	49:
Vertical Reference Pt	Rig on Three Rivers 36-12-720 (2613' FNL & 911' FWL) (RT)	Rig on Three Rivers 36-12-720 (2613' FNL & 911' FWL) (RT) to Mud Line at Slot (Three Rivers 36-13-720 (2613' FNL & 911' FWL))	49:
MD Reference Pt	Rig on Three Rivers 36-12-720 (2613' FNL & 911' FWL) (RT)	Section Origin	N (
Field Vertical Reference	Mean Sea Level	Section Azimuth	34



Planned Wellpath Report

Three Rivers 36-13-720 PWP
Page 2 of 5



REFERENCE WELLPATH IDENTIFICATION

Operator	ULTRA RESOURCES, INC	Slot	Three Rivers 36-13-720 (2613' FNL & 911' FWL)
Area	Three Rivers	Well	Three Rivers 36-13-720
Field	UINTAH COUNTY	Wellbore	Three Rivers 36-13-720 PWB
Facility	Sec.36-T7S-R20E		

WELLPATH DATA (89 stations) † = interpolated/extrapolated station

MD [ft]	Inclination [°]	Azimuth [°]	TVD [ft]	Vert Sect [ft]	North [ft]	East [ft]	Latitude	Longitude	DLS [°/100ft]	Comments
0.00†	0.000	349.469	0.00	0.00	0.00	0.00	40°10'01.300"N	109°37'22.990"W	0.00	
13.00	0.000	349.469	13.00	0.00	0.00	0.00	40°10'01.300"N	109°37'22.990"W	0.00	
113.00†	0.000	349.469	113.00	0.00	0.00	0.00	40°10'01.300"N	109°37'22.990"W	0.00	
120.00†	0.000	349.469	120.00	0.00	0.00	0.00	40°10'01.300"N	109°37'22.990"W	0.00	Base Gravel
213.00†	0.000	349.469	213.00	0.00	0.00	0.00	40°10'01.300"N	109°37'22.990"W	0.00	
313.00†	0.000	349.469	313.00	0.00	0.00	0.00	40°10'01.300"N	109°37'22.990"W	0.00	
413.00†	0.000	349.469	413.00	0.00	0.00	0.00	40°10'01.300"N	109°37'22.990"W	0.00	
513.00†	0.000	349.469	513.00	0.00	0.00	0.00	40°10'01.300"N	109°37'22.990"W	0.00	
613.00†	0.000	349.469	613.00	0.00	0.00	0.00	40°10'01.300"N	109°37'22.990"W	0.00	
713.00†	0.000	349.469	713.00	0.00	0.00	0.00	40°10'01.300"N	109°37'22.990"W	0.00	
813.00†	0.000	349.469	813.00	0.00	0.00	0.00	40°10'01.300"N	109°37'22.990"W	0.00	
913.00†	0.000	349.469	913.00	0.00	0.00	0.00	40°10'01.300"N	109°37'22.990"W	0.00	
1013.00†	0.000	349.469	1013.00	0.00	0.00	0.00	40°10'01.300"N	109°37'22.990"W	0.00	
1113.00†	0.000	349.469	1113.00	0.00	0.00	0.00	40°10'01.300"N	109°37'22.990"W	0.00	
1200.00	0.000	349.469	1200.00	0.00	0.00	0.00	40°10'01.300"N	109°37'22.990"W	0.00	
1213.00†	0.260	349.469	1213.00	0.03	0.03	-0.01	40°10'01.300"N	109°37'22.990"W	2.00	
1313.00†	2.260	349.469	1312.97	2.23	2.19	-0.41	40°10'01.322"N	109°37'22.995"W	2.00	
1413.00†	4.260	349.469	1412.80	7.91	7.78	-1.45	40°10'01.377"N	109°37'23.009"W	2.00	
1513.00†	6.260	349.469	1512.38	17.08	16.79	-3.12	40°10'01.466"N	109°37'23.030"W	2.00	
1613.00†	8.260	349.469	1611.57	29.72	29.22	-5.43	40°10'01.589"N	109°37'23.060"W	2.00	
1713.00†	10.260	349.469	1710.26	45.81	45.04	-8.37	40°10'01.745"N	109°37'23.098"W	2.00	
1813.00†	12.260	349.469	1808.33	65.33	64.23	-11.94	40°10'01.935"N	109°37'23.144"W	2.00	
1913.00†	14.260	349.469	1905.66	88.27	86.78	-16.13	40°10'02.158"N	109°37'23.198"W	2.00	
2013.00†	16.260	349.469	2002.13	114.59	112.66	-20.94	40°10'02.413"N	109°37'23.260"W	2.00	
2113.00†	18.260	349.469	2097.62	144.26	141.83	-26.37	40°10'02.702"N	109°37'23.330"W	2.00	
2213.00†	20.260	349.469	2192.02	177.24	174.26	-32.39	40°10'03.022"N	109°37'23.407"W	2.00	
2313.00†	22.260	349.469	2285.21	213.50	209.90	-39.02	40°10'03.374"N	109°37'23.493"W	2.00	
2388.45	23.769	349.469	2354.65	243.00	238.90	-44.41	40°10'03.661"N	109°37'23.562"W	2.00	
2413.00†	23.769	349.469	2377.12	252.89	248.63	-46.22	40°10'03.757"N	109°37'23.585"W	0.00	
2513.00†	23.769	349.469	2468.64	293.20	288.26	-53.59	40°10'04.149"N	109°37'23.680"W	0.00	
2613.00†	23.769	349.469	2560.16	333.50	327.89	-60.95	40°10'04.540"N	109°37'23.775"W	0.00	
2713.00†	23.769	349.469	2651.67	373.81	367.51	-68.32	40°10'04.932"N	109°37'23.870"W	0.00	
2813.00†	23.769	349.469	2743.19	414.11	407.14	-75.68	40°10'05.323"N	109°37'23.965"W	0.00	
2820.44†	23.769	349.469	2750.00	417.11	410.09	-76.23	40°10'05.352"N	109°37'23.972"W	0.00	GMSW
2913.00†	23.769	349.469	2834.71	454.42	446.76	-83.05	40°10'05.715"N	109°37'24.060"W	0.00	
3013.00†	23.769	349.469	2926.23	494.72	486.39	-90.42	40°10'06.107"N	109°37'24.155"W	0.00	
3113.00†	23.769	349.469	3017.75	535.03	526.02	-97.78	40°10'06.498"N	109°37'24.250"W	0.00	
3213.00†	23.769	349.469	3109.26	575.33	565.64	-105.15	40°10'06.890"N	109°37'24.344"W	0.00	
3283.74†	23.769	349.469	3174.00	603.84	593.67	-110.36	40°10'07.167"N	109°37'24.412"W	0.00	Green River Top
3313.00†	23.769	349.469	3200.78	615.64	605.27	-112.52	40°10'07.281"N	109°37'24.439"W	0.00	
3413.00†	23.769	349.469	3292.30	655.94	644.89	-119.88	40°10'07.673"N	109°37'24.534"W	0.00	
3513.00†	23.769	349.469	3383.82	696.25	684.52	-127.25	40°10'08.064"N	109°37'24.629"W	0.00	
3613.00†	23.769	349.469	3475.33	736.55	724.15	-134.62	40°10'08.456"N	109°37'24.724"W	0.00	
3713.00†	23.769	349.469	3566.85	776.86	763.77	-141.98	40°10'08.848"N	109°37'24.819"W	0.00	
3813.00†	23.769	349.469	3658.37	817.16	803.40	-149.35	40°10'09.239"N	109°37'24.914"W	0.00	



Planned Wellpath Report

Three Rivers 36-13-720 PWP

Page 3 of 5



REFERENCE WELLPATH IDENTIFICATION

Operator	ULTRA RESOURCES, INC	Slot	Three Rivers 36-13-720 (2613' FNL & 911' FWL)
Area	Three Rivers	Well	Three Rivers 36-13-720
Field	UINTAH COUNTY	Wellbore	Three Rivers 36-13-720 PWB
Facility	Sec.36-T7S-R20E		

WELLPATH DATA (89 stations) † = interpolated/extrapolated station

MD [ft]	Inclination [°]	Azimuth [°]	TVD [ft]	Vert Sect [ft]	North [ft]	East [ft]	Latitude	Longitude	DLS [°/100ft]	Comments
3913.00†	23.769	349.469	3749.89	857.47	843.03	-156.71	40°10'09.631"N	109°37'25.009"W	0.00	
4013.00†	23.769	349.469	3841.41	897.77	882.65	-164.08	40°10'10.022"N	109°37'25.104"W	0.00	
4113.00†	23.769	349.469	3932.92	938.08	922.28	-171.45	40°10'10.414"N	109°37'25.199"W	0.00	
4213.00†	23.769	349.469	4024.44	978.38	961.90	-178.81	40°10'10.806"N	109°37'25.293"W	0.00	
4259.88	23.769	349.469	4067.35	997.28	980.48	-182.27	40°10'10.989"N	109°37'25.338"W	0.00	
4313.00†	22.707	349.469	4116.15	1018.24	1001.09	-186.10	40°10'11.193"N	109°37'25.387"W	2.00	
4413.00†	20.707	349.469	4209.06	1055.22	1037.45	-192.86	40°10'11.552"N	109°37'25.474"W	2.00	
4513.00†	18.707	349.469	4303.20	1088.94	1070.60	-199.02	40°10'11.880"N	109°37'25.554"W	2.00	
4613.00†	16.707	349.469	4398.46	1119.35	1100.50	-204.58	40°10'12.175"N	109°37'25.625"W	2.00	
4713.00†	14.707	349.469	4494.72	1146.42	1127.11	-209.52	40°10'12.438"N	109°37'25.689"W	2.00	
4768.98†	13.587	349.469	4549.00	1160.10	1140.56	-212.03	40°10'12.571"N	109°37'25.721"W	2.00	Mahogany
4813.00†	12.707	349.469	4591.86	1170.11	1150.41	-213.86	40°10'12.668"N	109°37'25.745"W	2.00	
4913.00†	10.707	349.469	4689.78	1190.40	1170.35	-217.56	40°10'12.865"N	109°37'25.793"W	2.00	
5013.00†	8.707	349.469	4788.34	1207.26	1186.93	-220.64	40°10'13.029"N	109°37'25.832"W	2.00	
5113.00†	6.707	349.469	4887.43	1220.67	1200.11	-223.10	40°10'13.160"N	109°37'25.864"W	2.00	
5213.00†	4.707	349.469	4986.93	1230.62	1209.89	-224.91	40°10'13.256"N	109°37'25.887"W	2.00	
5313.00†	2.707	349.469	5086.72	1237.08	1216.24	-226.09	40°10'13.319"N	109°37'25.902"W	2.00	
5413.00†	0.707	349.469	5186.67	1240.06	1219.17	-226.64	40°10'13.348"N	109°37'25.909"W	2.00	
5448.33	0.000	349.469	5222.00†	1240.28	1219.39	-226.68	40°10'13.350"N	109°37'25.910"W	2.00	
5450.33†	0.000	349.469	5224.00	1240.28	1219.39	-226.68	40°10'13.350"N	109°37'25.910"W	0.00	Garden Gulch
5513.00†	0.000	349.469	5286.67	1240.28	1219.39	-226.68	40°10'13.350"N	109°37'25.910"W	0.00	
5613.00†	0.000	349.469	5386.67	1240.28	1219.39	-226.68	40°10'13.350"N	109°37'25.910"W	0.00	
5625.33†	0.000	349.469	5399.00	1240.28	1219.39	-226.68	40°10'13.350"N	109°37'25.910"W	0.00	Lower Green River
5713.00†	0.000	349.469	5486.67	1240.28	1219.39	-226.68	40°10'13.350"N	109°37'25.910"W	0.00	
5813.00†	0.000	349.469	5586.67	1240.28	1219.39	-226.68	40°10'13.350"N	109°37'25.910"W	0.00	
5913.00†	0.000	349.469	5686.67	1240.28	1219.39	-226.68	40°10'13.350"N	109°37'25.910"W	0.00	
6013.00†	0.000	349.469	5786.67	1240.28	1219.39	-226.68	40°10'13.350"N	109°37'25.910"W	0.00	
6113.00†	0.000	349.469	5886.67	1240.28	1219.39	-226.68	40°10'13.350"N	109°37'25.910"W	0.00	
6213.00†	0.000	349.469	5986.67	1240.28	1219.39	-226.68	40°10'13.350"N	109°37'25.910"W	0.00	
6313.00†	0.000	349.469	6086.67	1240.28	1219.39	-226.68	40°10'13.350"N	109°37'25.910"W	0.00	
6413.00†	0.000	349.469	6186.67	1240.28	1219.39	-226.68	40°10'13.350"N	109°37'25.910"W	0.00	
6513.00†	0.000	349.469	6286.67	1240.28	1219.39	-226.68	40°10'13.350"N	109°37'25.910"W	0.00	
6613.00†	0.000	349.469	6386.67	1240.28	1219.39	-226.68	40°10'13.350"N	109°37'25.910"W	0.00	
6713.00†	0.000	349.469	6486.67	1240.28	1219.39	-226.68	40°10'13.350"N	109°37'25.910"W	0.00	
6813.00†	0.000	349.469	6586.67	1240.28	1219.39	-226.68	40°10'13.350"N	109°37'25.910"W	0.00	
6913.00†	0.000	349.469	6686.67	1240.28	1219.39	-226.68	40°10'13.350"N	109°37'25.910"W	0.00	
7013.00†	0.000	349.469	6786.67	1240.28	1219.39	-226.68	40°10'13.350"N	109°37'25.910"W	0.00	
7113.00†	0.000	349.469	6886.67	1240.28	1219.39	-226.68	40°10'13.350"N	109°37'25.910"W	0.00	
7213.00†	0.000	349.469	6986.67	1240.28	1219.39	-226.68	40°10'13.350"N	109°37'25.910"W	0.00	
7313.00†	0.000	349.469	7086.67	1240.28	1219.39	-226.68	40°10'13.350"N	109°37'25.910"W	0.00	
7315.33†	0.000	349.469	7089.00	1240.28	1219.39	-226.68	40°10'13.350"N	109°37'25.910"W	0.00	Wasatch
7413.00†	0.000	349.469	7186.67	1240.28	1219.39	-226.68	40°10'13.350"N	109°37'25.910"W	0.00	
7513.00†	0.000	349.469	7286.67	1240.28	1219.39	-226.68	40°10'13.350"N	109°37'25.910"W	0.00	
7515.33	0.000	349.469	7289.00	1240.28	1219.39	-226.68	40°10'13.350"N	109°37'25.910"W	0.00	TD



Planned Wellpath Report

Three Rivers 36-13-720 PWP

Page 4 of 5



REFERENCE WELLPATH IDENTIFICATION

Operator	ULTRA RESOURCES, INC	Slot	Three Rivers 36-13-720 (2613' FNL & 911' FWL)
Area	Three Rivers	Well	Three Rivers 36-13-720
Field	UINTAH COUNTY	Wellbore	Three Rivers 36-13-720 PWB
Facility	Sec.36-T7S-R20E		

HOLE & CASING SECTIONS - Ref Wellbore: Three Rivers 36-13-720 PWB Ref Wellpath: Three Rivers 36-13-720 PWP

String/Diameter	Start MD [ft]	End MD [ft]	Interval [ft]	Start TVD [ft]	End TVD [ft]	Start N/S [ft]	Start E/W [ft]	End N/S [ft]	End E/W [ft]
16in Conductor	13.00	120.00	107.00	13.00	120.00	0.00	0.00	0.00	0.00
12.25in Open Hole	120.00	1000.00	880.00	120.00	1000.00	0.00	0.00	0.00	0.00
8.625in Casing Surface	13.00	1000.00	987.00	13.00	1000.00	0.00	0.00	0.00	0.00
7.875in Open Hole	1000.00	7515.33	6515.33	1000.00	7289.00	0.00	0.00	1219.39	-226.68
5.5in Casing Production	13.00	7515.33	7502.33	13.00	7289.00	0.00	0.00	1219.39	-226.68

TARGETS

Name	MD [ft]	TVD [ft]	North [ft]	East [ft]	Grid East [US ft]	Grid North [US ft]	Latitude	Longitude	Shape
1) Three Rivers 36-13-720 Target On Plat 1400' FNL & 660' FWL	5448.33	5222.00	1219.39	-226.68	2164649.40	7236282.41	40°10'13.350"N	109°37'25.910"W	point



Planned Wellpath Report

Three Rivers 36-13-720 PWP

Page 5 of 5



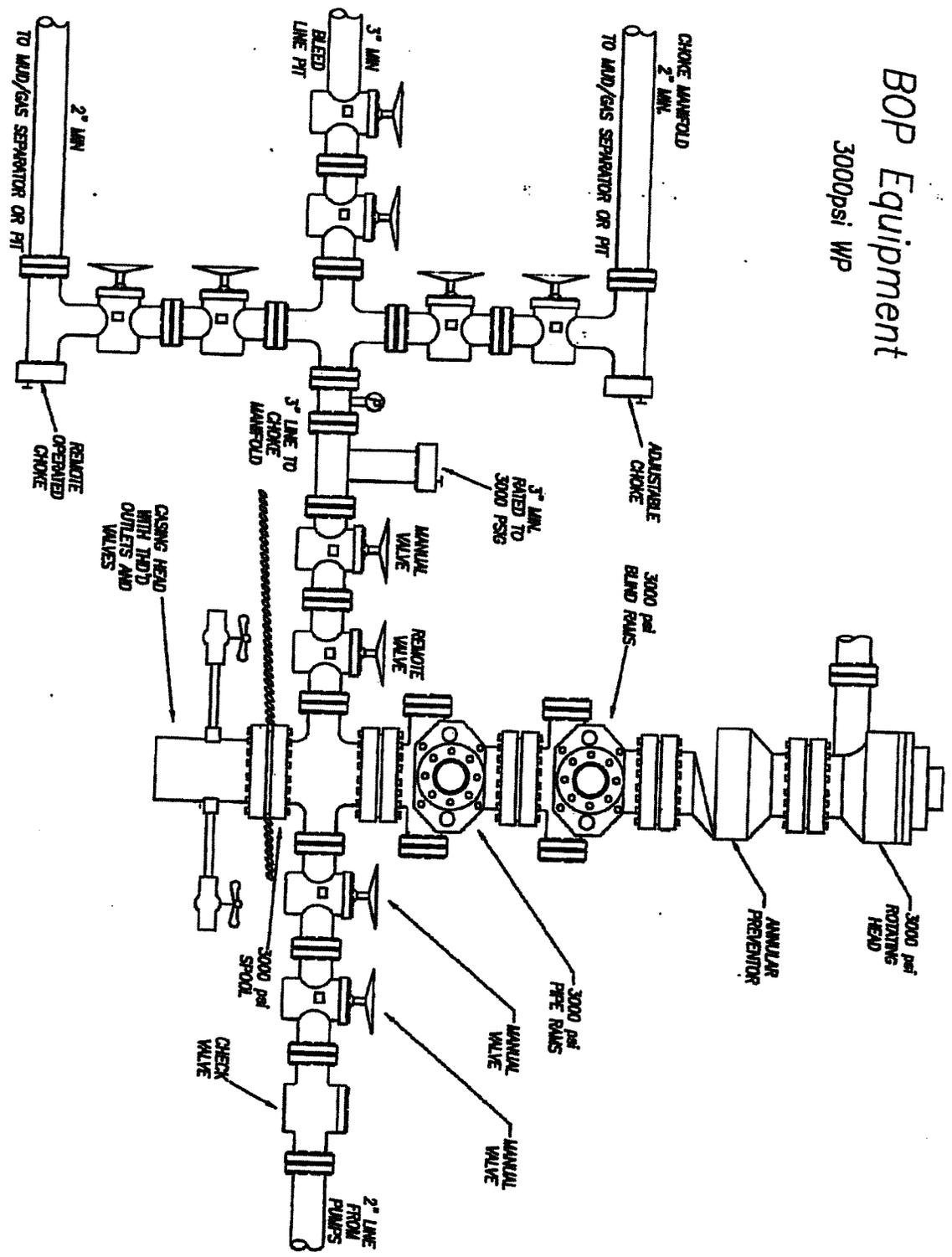
REFERENCE WELLPATH IDENTIFICATION

Operator	ULTRA RESOURCES, INC	Slot	Three Rivers 36-13-720 (2613' FNL & 911' FWL)
Area	Three Rivers	Well	Three Rivers 36-13-720
Field	UINTAH COUNTY	Wellbore	Three Rivers 36-13-720 PWB
Facility	Sec.36-T7S-R20E		

WELLPATH COMMENTS

MD [ft]	Inclination [°]	Azimuth [°]	TVD [ft]	Comment
120.00	0.000	349.469	120.00	Base Gravel
2820.44	23.769	349.469	2750.00	GMSW
3283.74	23.769	349.469	3174.00	Green River Top
4768.98	13.587	349.469	4549.00	Mahogany
5450.33	0.000	349.469	5224.00	Garden Gulch
5625.33	0.000	349.469	5399.00	Lower Green River
7315.33	0.000	349.469	7089.00	Wasatch
7515.33	0.000	349.469	7289.00	TD

BOP Equipment 3000psi WP





Ultra Resources, Inc.

June 9, 2014

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

RE: Request for Exception to Spacing
Three Rivers 36-13-720

Surface Location: 2613' FNL & 911' FWL, SWNW, Sec. 36, T7S, R20E
Target Location: 1400' FSL & 660' FEL, SWNW, Sec. 36, T7S, R20E
SLB&M, Uintah County, Utah

Dear Mr. Doucet:

Ultra Resources, Inc. ("Ultra") respectfully submits this request for exception to spacing (**Docket No. 2013-030 / Cause No. 270-02**) based on geology since the well is located less than 100 feet to the drilling unit boundary.

The adjacent drilling unit boundary is covered by the same lease and has the identical production interest owners in it.

Ultra owns 100% of the leasehold within 460 feet of the surface and target location as well as all points along the intended well bore path.

Thank you very much for your timely consideration of this application. Please feel free to contact me at 303-645-9810 should you have any questions or need additional information.

Sincerely,

Debbie Ghani
Sr. Permitting Specialist

/dg

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-50510
1. TYPE OF WELL Oil Well	6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
2. NAME OF OPERATOR: ULTRA RESOURCES INC	7. UNIT or CA AGREEMENT NAME:
3. ADDRESS OF OPERATOR: 304 Inverness Way South #295 , Englewood, CO, 80112	8. WELL NAME and NUMBER: THREE RIVERS 36-13-720
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2613 FNL 0911 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWNW Section: 36 Township: 07.0S Range: 20.0E Meridian: S	9. API NUMBER: 43047526990000
9. FIELD and POOL or WILDCAT: THREE RIVERS	COUNTY: Uintah
9. API NUMBER: 43047526990000	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: 8/25/2014	<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 checked="" 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 respectfully requests a one year extension on the state permit for the referenced well. This is the second extension that has been requested.

Approved by the
July 31, 2014
Oil, Gas and Mining

Date: _____
 By: 

NAME (PLEASE PRINT) Jenna Anderson	PHONE NUMBER 303 645-9804	TITLE Permitting Assistant
SIGNATURE N/A	DATE 7/25/2014	



The Utah Division of Oil, Gas, and Mining

- State of Utah
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

Request for Permit Extension Validation Well Number 43047526990000

API: 43047526990000

Well Name: THREE RIVERS 36-13-720

Location: 2613 FNL 0911 FWL QTR SWNW SEC 36 TWNP 070S RNG 200E MER S

Company Permit Issued to: ULTRA RESOURCES INC

Date Original Permit Issued: 8/29/2012

The undersigned as owner with legal rights to drill on the property as permitted above, 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.

- If located on private land, has the ownership changed, if so, has the surface agreement been updated? Yes No

- Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location? Yes No

- Has there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well? Yes No

- Have there been any changes to the access route including ownership, or rightof- way, which could affect the proposed location? Yes No

- Has the approved source of water for drilling changed? Yes No

- 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? Yes No

- Is bonding still in place, which covers this proposed well? Yes No

Signature: Jenna Anderson

Date: 7/25/2014

Title: Permitting Specialist Representing: ULTRA RESOURCES INC



GARY R. HERBERT
Governor

SPENCER J. COX
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

September 10, 2015

Ultra Resources Inc.
304 Inverness Way South #295
Englewood, CO 80112

Re: APD Rescinded – Three Rivers 36-13-720, Sec. 36 T.7S, R.20E,
Uintah County, Utah API No. 43-047-52699

Ladies and Gentlemen:

The Application for Permit to Drill (APD) for the subject well was approved by the Division of Oil, Gas and Mining (Division) on August 29, 2012. On August 15, 2013 and July 31, 2014, the Division granted a one-year APD extension. No drilling activity at this location has been reported to the Division. Therefore, approval to drill the well is hereby rescinded, effective September 10, 2015.

A new APD must be filed with this office for approval prior to the commencement of any future work on the subject location.

If any previously unreported operations have been performed on this well location, it is imperative that you notify the Division immediately.

Sincerely,


Diana Mason
Environmental Scientist

cc: Well File
SITLA, Ed Bonner

