

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

FORM 3

AMENDED REPORT

<b>APPLICATION FOR PERMIT TO DRILL</b>						<b>1. WELL NAME and NUMBER</b> THREE RIVERS 32-33-720					
<b>2. TYPE OF WORK</b> DRILL NEW WELL <input checked="" type="checkbox"/> REENTER P&A WELL <input type="checkbox"/> DEEPEN WELL <input type="checkbox"/>						<b>3. FIELD OR WILDCAT</b> WILDCAT					
<b>4. TYPE OF WELL</b> Oil Well <input type="checkbox"/> Coalbed Methane Well: NO <input type="checkbox"/>						<b>5. UNIT or COMMUNITIZATION AGREEMENT NAME</b>					
<b>6. NAME OF OPERATOR</b> AXIA ENERGY LLC						<b>7. OPERATOR PHONE</b> 720 746-5200					
<b>8. ADDRESS OF OPERATOR</b> 1430 Larimer Ste 400, Denver, CO, 80202						<b>9. OPERATOR E-MAIL</b> rsatre@axiaenergy.com					
<b>10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE)</b> FEE			<b>11. MINERAL OWNERSHIP</b> FEDERAL <input type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input checked="" type="checkbox"/>			<b>12. SURFACE OWNERSHIP</b> FEDERAL <input type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input checked="" type="checkbox"/>					
<b>13. NAME OF SURFACE OWNER (if box 12 = 'fee')</b> Kay Anderson						<b>14. SURFACE OWNER PHONE (if box 12 = 'fee')</b> 801-224-2907					
<b>15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee')</b> 683 W. 925 S., Orem, UT 84058						<b>16. SURFACE OWNER E-MAIL (if box 12 = 'fee')</b>					
<b>17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN')</b>			<b>18. INTEND TO COMMINGLE PRODUCTION FROM MULTIPLE FORMATIONS</b> YES <input type="checkbox"/> (Submit Commingling Application) NO <input checked="" type="checkbox"/>			<b>19. SLANT</b> VERTICAL <input type="checkbox"/> DIRECTIONAL <input checked="" type="checkbox"/> HORIZONTAL <input type="checkbox"/>					
<b>20. LOCATION OF WELL</b>		<b>FOOTAGES</b>		<b>QTR-QTR</b>	<b>SECTION</b>	<b>TOWNSHIP</b>	<b>RANGE</b>	<b>MERIDIAN</b>			
LOCATION AT SURFACE		1700 FSL 1880 FWL		NESW	32	7.0 S	20.0 E	S			
Top of Uppermost Producing Zone		2180 FSL 1980 FWL		NESW	32	7.0 S	20.0 E	S			
At Total Depth		2180 FSL 1980 FWL		NESW	32	7.0 S	20.0 E	S			
<b>21. COUNTY</b> UINTAH			<b>22. DISTANCE TO NEAREST LEASE LINE (Feet)</b> 1700			<b>23. NUMBER OF ACRES IN DRILLING UNIT</b> 40					
			<b>25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed)</b> 16			<b>26. PROPOSED DEPTH</b> MD: 9125 TVD: 9080					
<b>27. ELEVATION - GROUND LEVEL</b> 4794			<b>28. BOND NUMBER</b> LPM9046682			<b>29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE</b> 49-2262 - RNI at Green River					
<b>Hole, Casing, and Cement Information</b>											
String	Hole Size	Casing Size	Length	Weight	Grade & Thread	Max Mud Wt.	Cement	Sacks	Yield	Weight	
SURF	11	8.625	0 - 1200	32.0	J-55 LT&C	8.7	Premium Lite High Strength	125	2.97	11.5	
							Class G	115	1.16	15.8	
PROD	7.875	5.5	0 - 9125	17.0	N-80 LT&C	9.2	Premium Lite High Strength	575	2.31	12.0	
<b>ATTACHMENTS</b>											
<b>VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION GENERAL RULES</b>											
<input checked="" type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER					<input checked="" type="checkbox"/> COMPLETE DRILLING PLAN						
<input checked="" type="checkbox"/> AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)					<input type="checkbox"/> FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER						
<input checked="" type="checkbox"/> DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)					<input checked="" type="checkbox"/> TOPOGRAPHICAL MAP						
<b>NAME</b> Don Hamilton				<b>TITLE</b> Permitting Agent (Buys & Associates, Inc)				<b>PHONE</b> 435 719-2018			
<b>SIGNATURE</b>				<b>DATE</b> 05/23/2012				<b>EMAIL</b> starpoint@etv.net			
<b>API NUMBER ASSIGNED</b> 43047527340000				<b>APPROVAL</b>   Permit Manager							

**DRILLING PLAN**

**Axia Energy, LLC**  
**Three Rivers Project**  
**Three Rivers #32-33-720**  
**NESW Sec 32 T7S R20E**  
**Uintah County, Utah**

**1. ESTIMATED FORMATION TOPS**

FORMATION	TOP (TVD)	COMMENTS
Uinta	Surface	Gas & Degraded Oil; Possible Brackish H <sub>2</sub> O
Green River	3,168'	Oil & Associated Gas
Lower Green River*	5,188'	Oil & Associated Gas
Wasatch*	7,080'	Oil & Associated Gas
TD	9,125' (MD) 9,080' (TVD)	

NOTE: Datum, Ground Level (GL) Elevation: 4,794'; 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	1200 ±	8 5/8	32.0	J-55	LTC	0.0609
PRODUCTION	7 7/8	9,125'	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: 1<sup>st</sup> 4 Joints: every joint  
Remainder: every third joint

**PRODUCTION (5 1/2):** Float Shoe, 1 JNT Casing, Float Collar  
Centralizers: 1<sup>st</sup> 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: 125 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'  
575 sacks – Light Premium Cement w/ additives – 12.0 ppg, 2.31 ft<sup>3</sup>/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.

<b>INTERVAL</b>	<b>BOP EQUIPMENT</b>
0 – 1200 ±	11" Diverter with Rotating Head
1200 ± – 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.

<b>INTERVAL</b>	<b>MUD WGHT</b>	<b>VISC</b>	<b>FLUID LOSS</b>	<b>COMMENTS</b>
SURF – 1200 ±	8.4 – 8.7 ppg	32	NC	Spud Mud
1200 ± – 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 3,932 psi (normal pressure gradient: 0.433 psi/ft).
  - b) Estimated maximum surface pressure will be approximately 1,998 psi (estimated bottom hole minus pressure of partially evacuated hole (gradient: 0.220 psi/ft)).
- B)** No hydrogen sulfide is anticipated.

<b>INTERVAL</b>	<b>CONDITION</b>
SURF – 1200 ±	Lost Circulation Possible
1200 ± – 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**

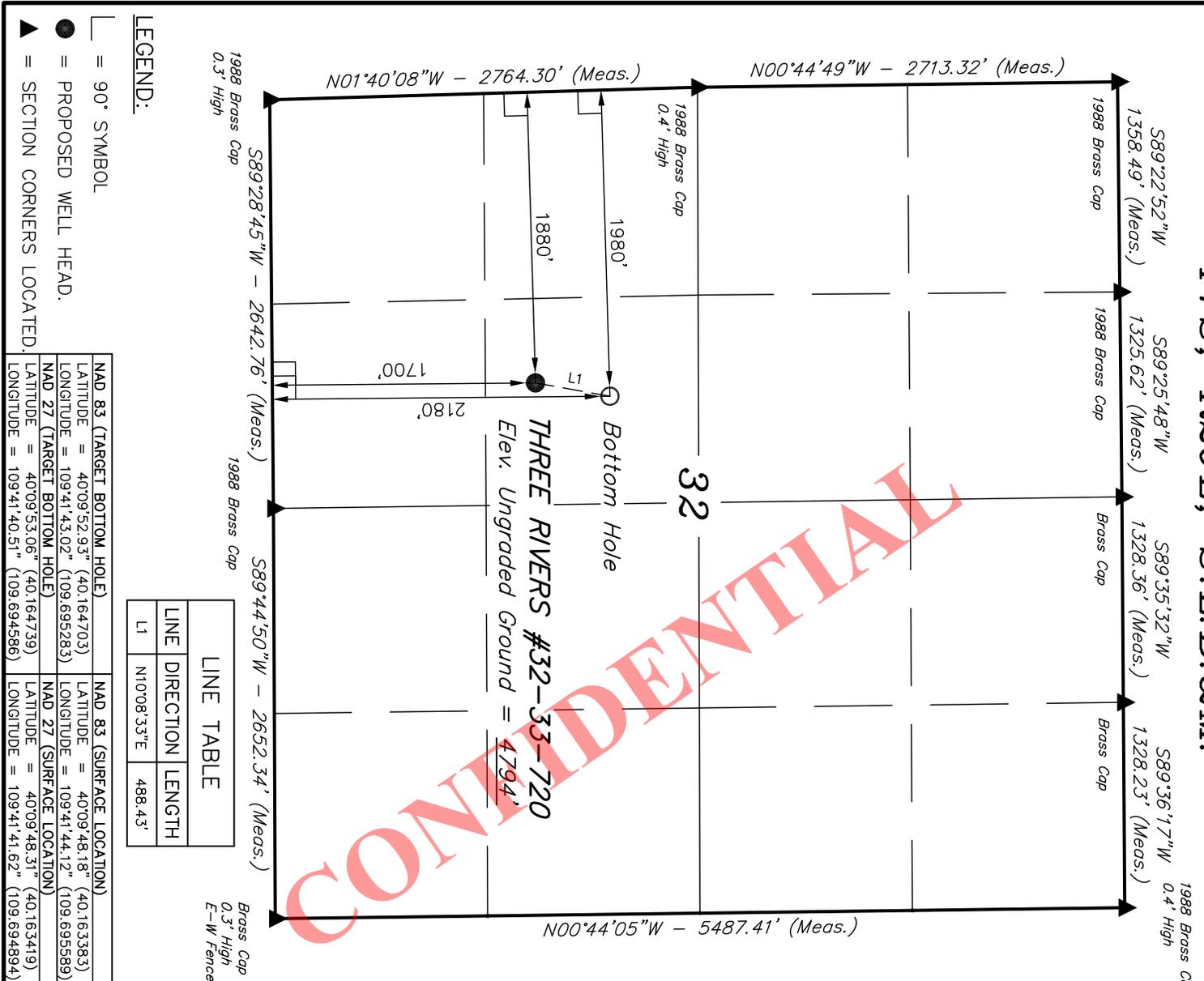
Well location, THREE RIVERS #32-33-720, located as shown in the NE 1/4 SW 1/4 of Section 32, T7S, R20E, S.L.B.&M., Uintah County, Utah.

**BASIS OF ELEVATION**

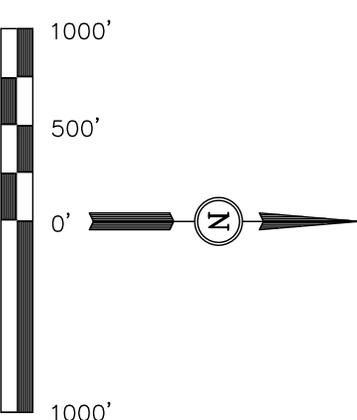
BENCH MARK (38EAM) LOCATED IN THE SW 1/4 OF SECTION 9, T7S, R20E, S.L.B.&M. TAKEN FROM THE PELICAN LAKE, QUADRANGLE, UTAH, UINTAH COUNTY, 7.5 MINUTE QUAD (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 4942 FEET.

**BASIS OF BEARINGS**

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



**THREE RIVERS #32-33-720**  
Elev. Ungraded Ground = 4794'



**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.

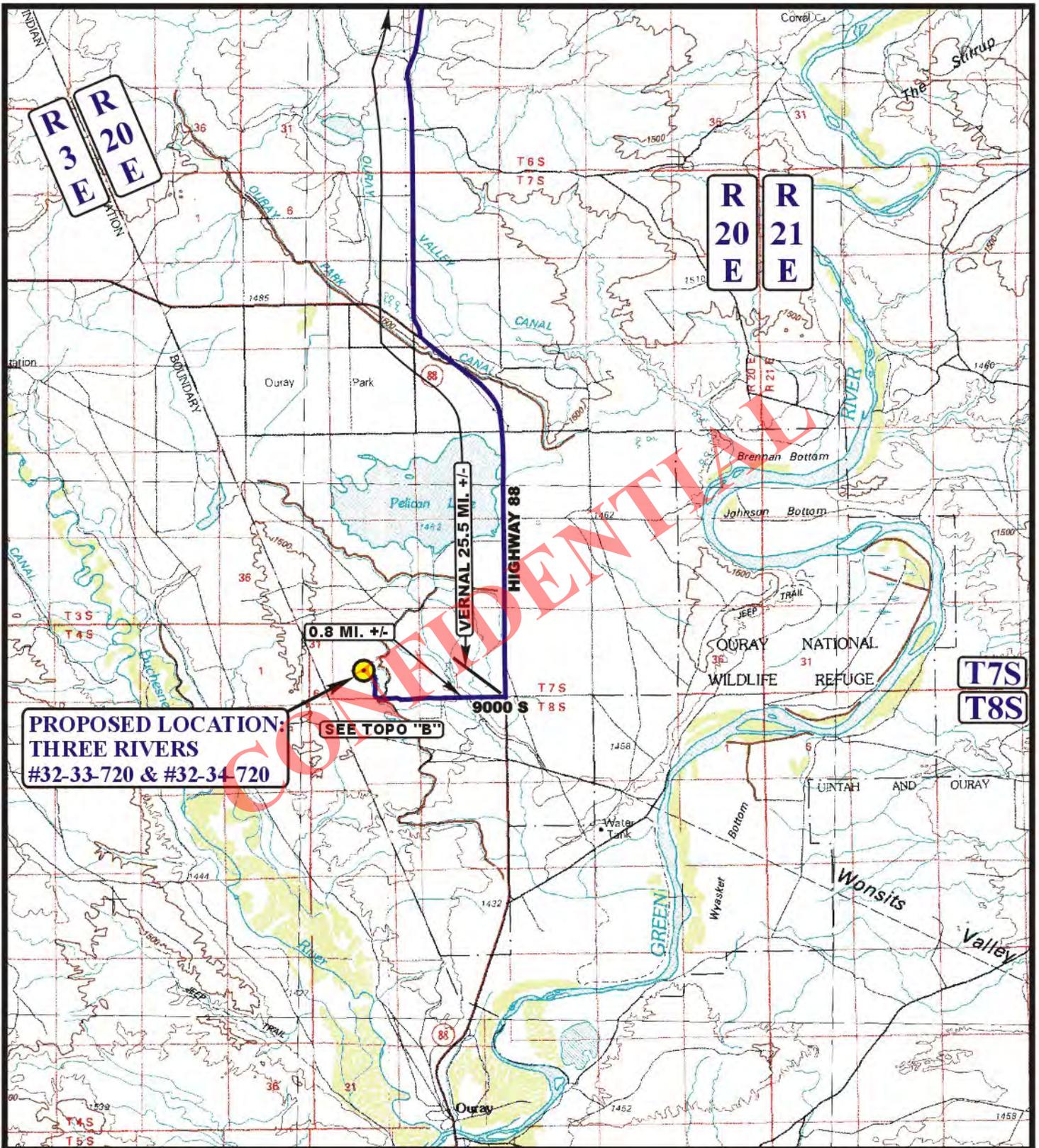
**KAY ROBERTS**  
REGISTERED LAND SURVEYOR  
REGISTRATION NO. 161319  
STATE OF UTAH  
05-03-12

LINE TABLE	
LINE	DIRECTION LENGTH
L1	N10°08'33"E 488.43'

NAD 83 (TARGET BOTTOM HOLE)		NAD 83 (SURFACE LOCATION)	
LATITUDE = 40°09'52.93" (40.164703)	LATITUDE = 40°09'48.18" (40.163383)	LATITUDE = 40°09'48.18" (40.163383)	LATITUDE = 40°09'48.31" (40.163419)
LONGITUDE = 109°41'43.02" (109.695283)	LONGITUDE = 109°41'44.12" (109.695589)	LONGITUDE = 109°41'44.12" (109.695589)	LONGITUDE = 109°41'41.62" (109.694894)

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

<b>UINTAH ENGINEERING &amp; LAND SURVEYING</b>	
85 SOUTH 200 EAST - VERNAL, UTAH 84078	
(435) 789-1017	
SCALE 1" = 1000'	DATE SURVEYED: 04-03-12
PARTY C.R. S.R. R.L.L.	DATE DRAWN: 04-19-12
WEATHER WARM	REFERENCES G.I.O. PLAT
	FILE AXIA ENERGY



**LEGEND:**

 PROPOSED LOCATION



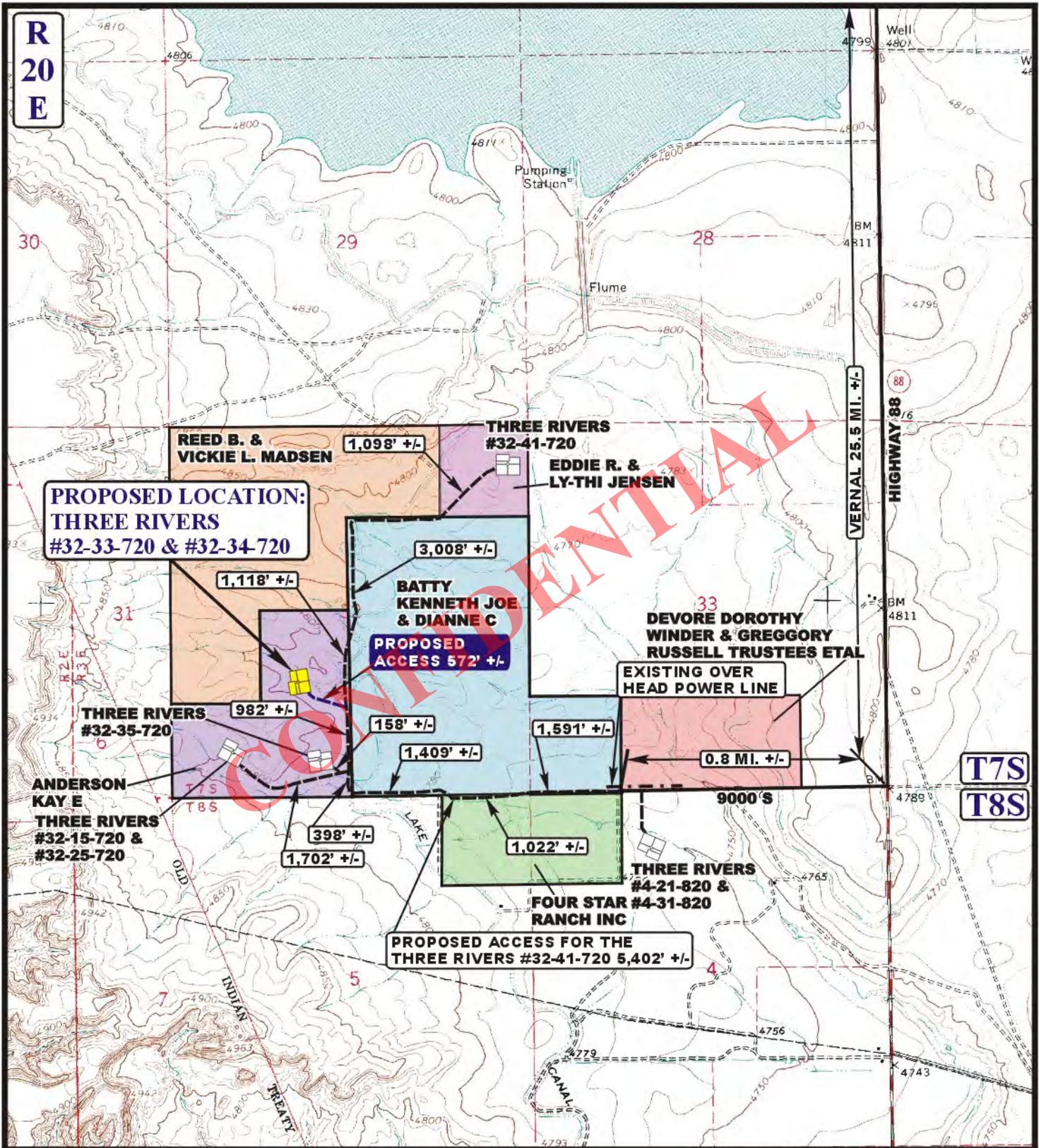
**AXIA ENERGY**

**THREE RIVERS #32-33-720 & #32-34-720**  
**SECTION 32, T7S, R20E, S.L.B.&M.**  
**NE 1/4 SW 1/4**



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

ACCESS ROAD MAP	04 27 12 MONTH DAY YEAR	
SCALE: 1:100,000	DRAWN BY: C.I. REVISED: 06-25-12	



**LEGEND:**

- EXISTING ROAD
- PROPOSED ACCESS ROAD
- EXISTING POWER LINE



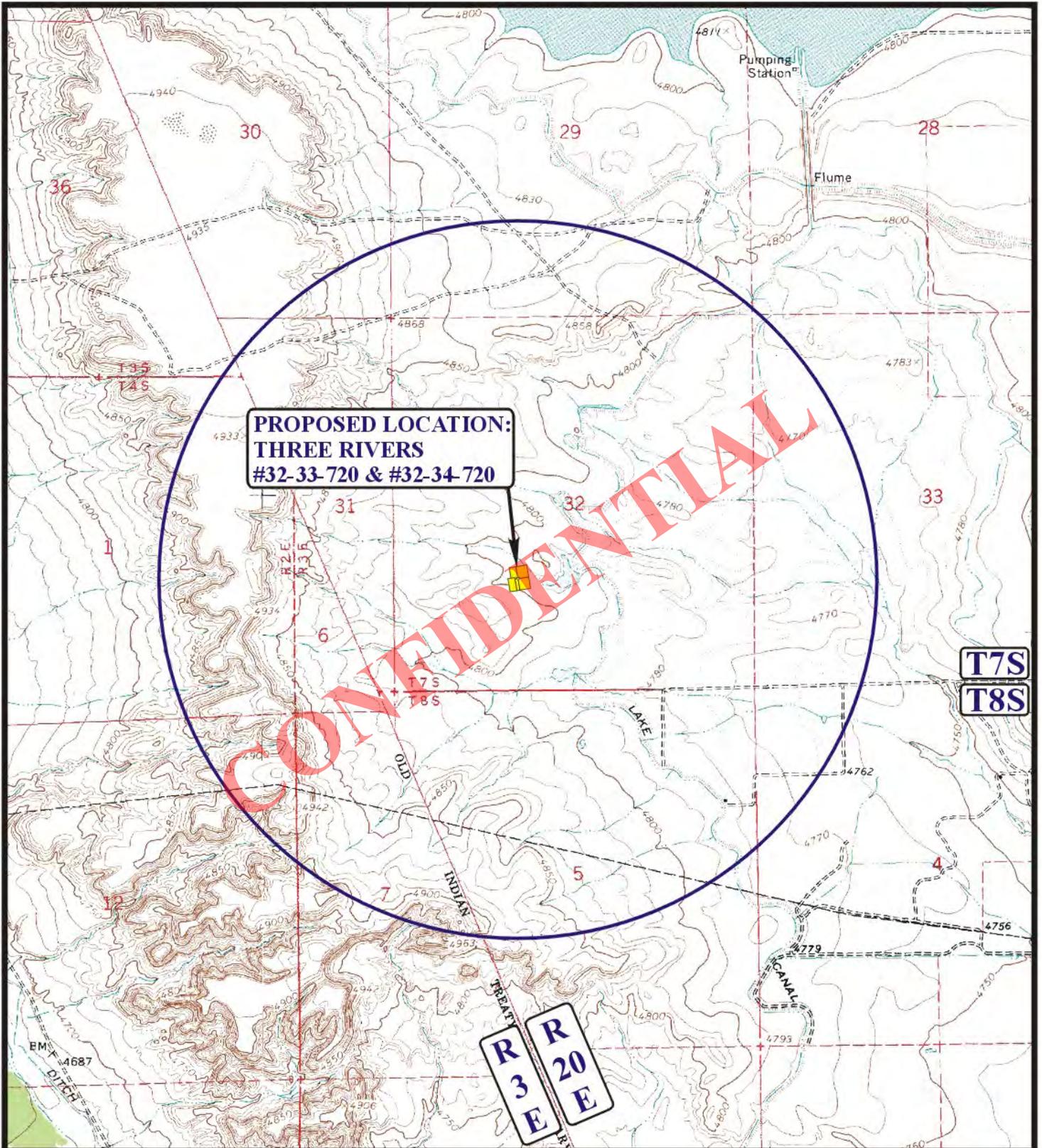
**AXIA ENERGY**

**THREE RIVERS #32-33-720 & #32-34-720**  
**SECTION 32, T7S, R20E, S.L.B.&M.**  
**NE 1/4 SW 1/4**



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ACCESS ROAD MAP	04	27	12	<b>B</b> TOPO
	MONTH	DAY	YEAR	
SCALE: 1" = 2000'	DRAWN BY: C.I.		REVISED: 06-25-12	



**PROPOSED LOCATION:  
THREE RIVERS  
#32-33-720 & #32-34-720**

**T7S  
T8S**

**R 3 E  
R 20 E**

**LEGEND:**

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

**AXIA ENERGY**

**THREE RIVERS #32-33-720 & #32-34-720  
SECTION 32, T7S, R20E, S.L.B.&M.  
NE 1/4 SW 1/4**



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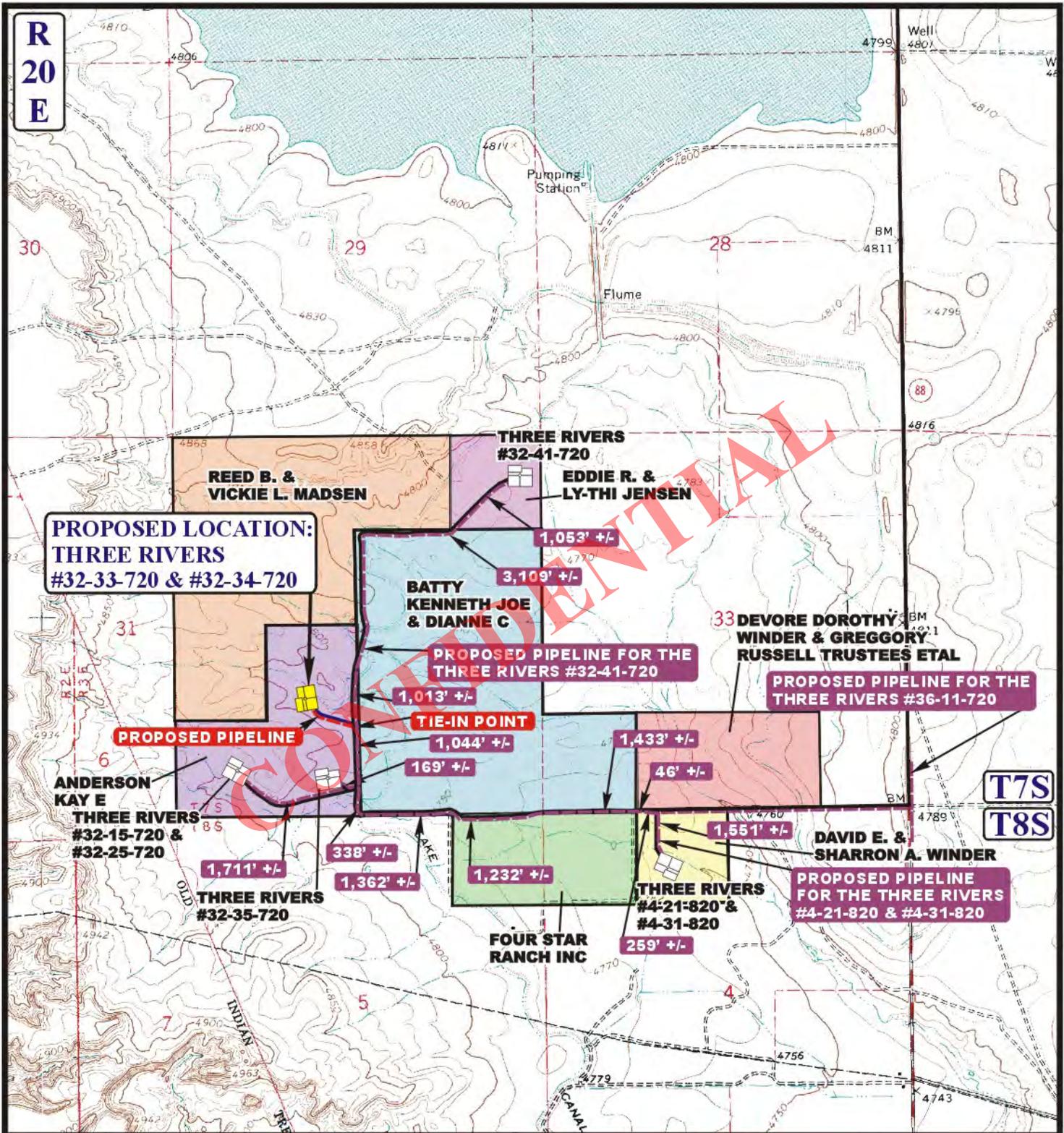


**TOPOGRAPHIC  
MAP**

**04 27 12**  
MONTH DAY YEAR

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





**APPROXIMATE TOTAL PIPELINE DISTANCE = 634' +/-**

**LEGEND:**

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



**AXIA ENERGY**

**THREE RIVERS #32-33-720 & #32-34-720**  
**SECTION 32, T7S, R20E, S.L.B.&M.**  
**NE 1/4 SW 1/4**



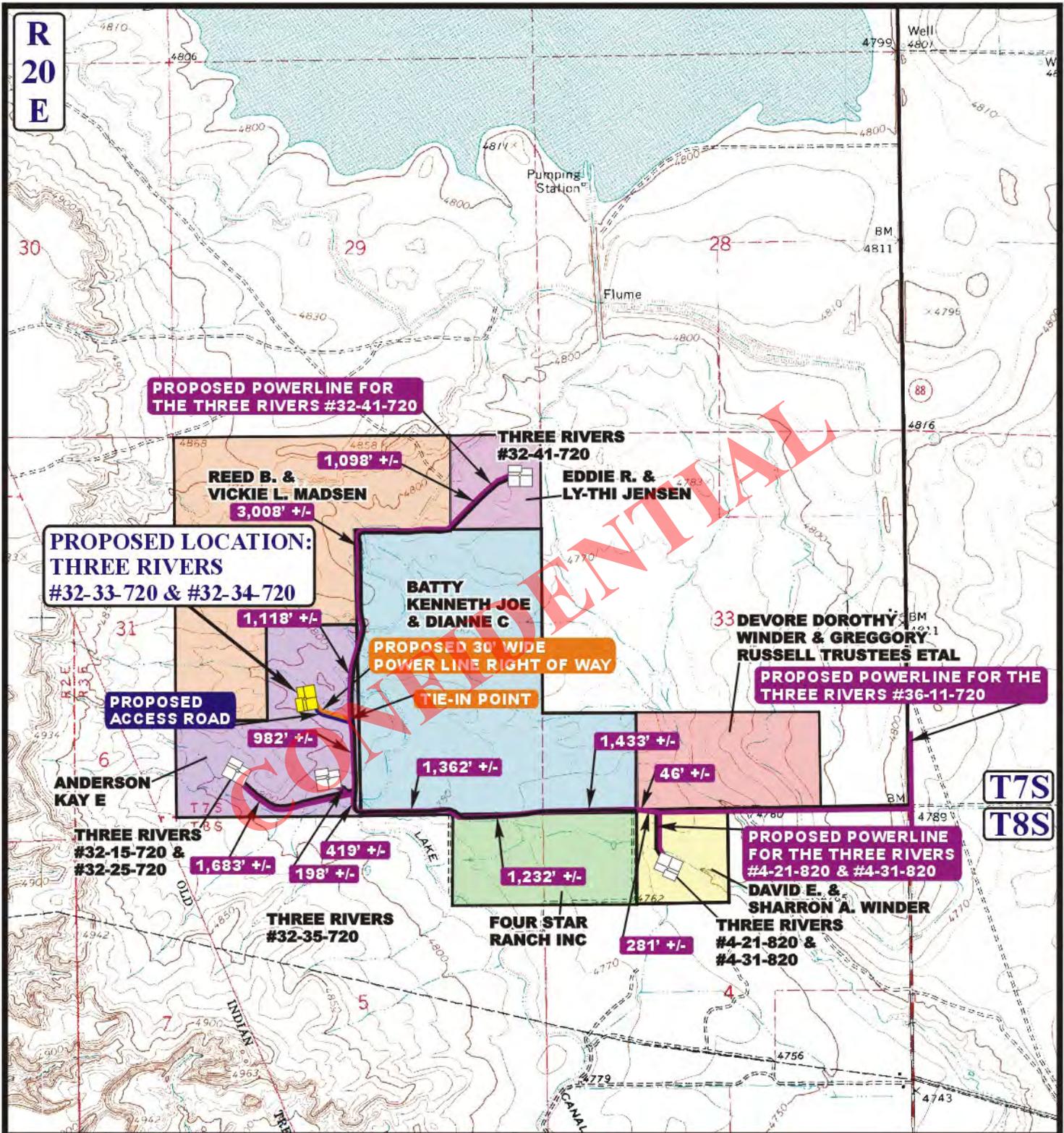
**Utah Engineering & Land Surveying**  
 85 South 200 East Vernal, Utah 84078  
 (435) 789-1017 \* FAX (435) 789-1813

**TOPOGRAPHIC**  
**MAP**

**04 27 12**  
 MONTH DAY YEAR

SCALE: 1" = 2000' DRAWN BY: C.I. REVISED: 06-25-12

**D**  
**TOPO**



**APPROXIMATE TOTAL POWER LINE DISTANCE = 493' +/-**

**LEGEND:**

- PROPOSED ACCESS ROAD
- PROPOSED POWER LINE
- PROPOSED POWER LINE (SERVICING OTHER WELL'S)



**AXIA ENERGY**

**THREE RIVERS #32-33-720 & #32-34-720**  
**SECTION 32, T7S, R20E, S.L.B.&M.**  
**NE 1/4 SW 1/4**



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**TOPOGRAPHIC**  
**MAP**

**04 27 12**  
 MONTH DAY YEAR

SCALE: 1" = 2000' DRAWN BY: C.I. REVISED: 06-25-12

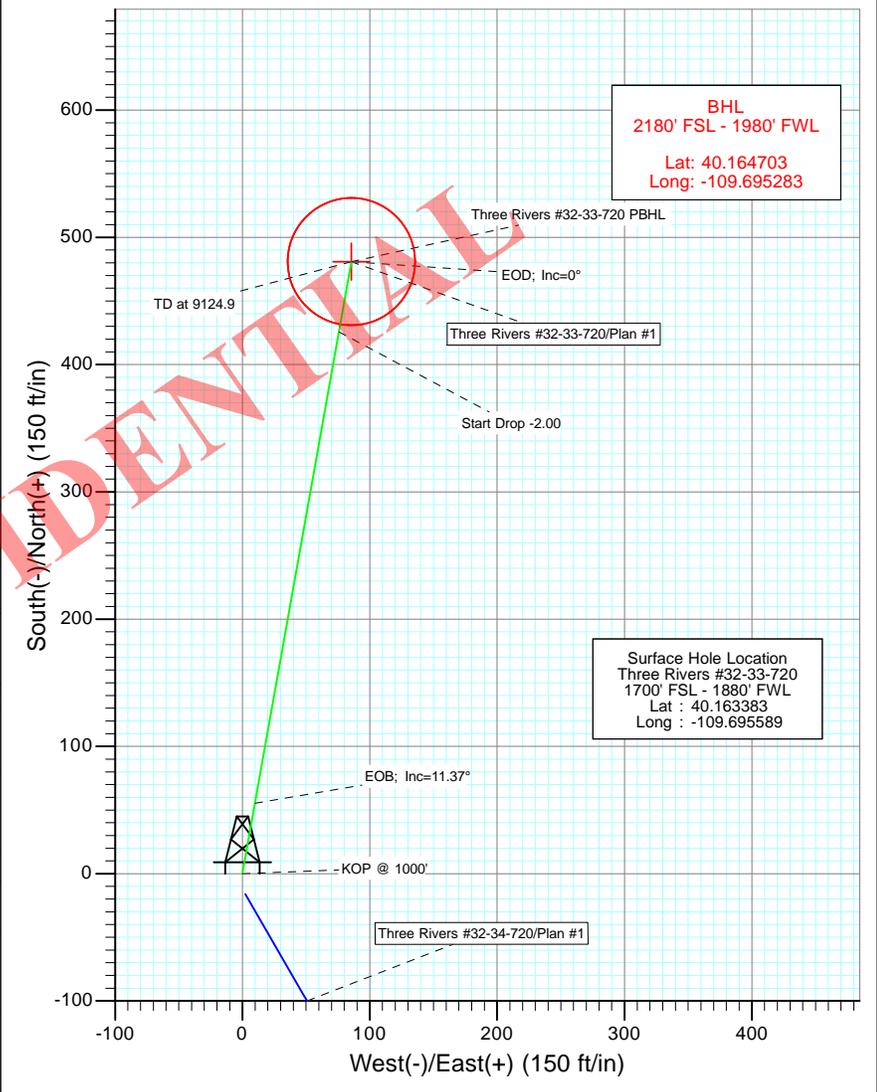
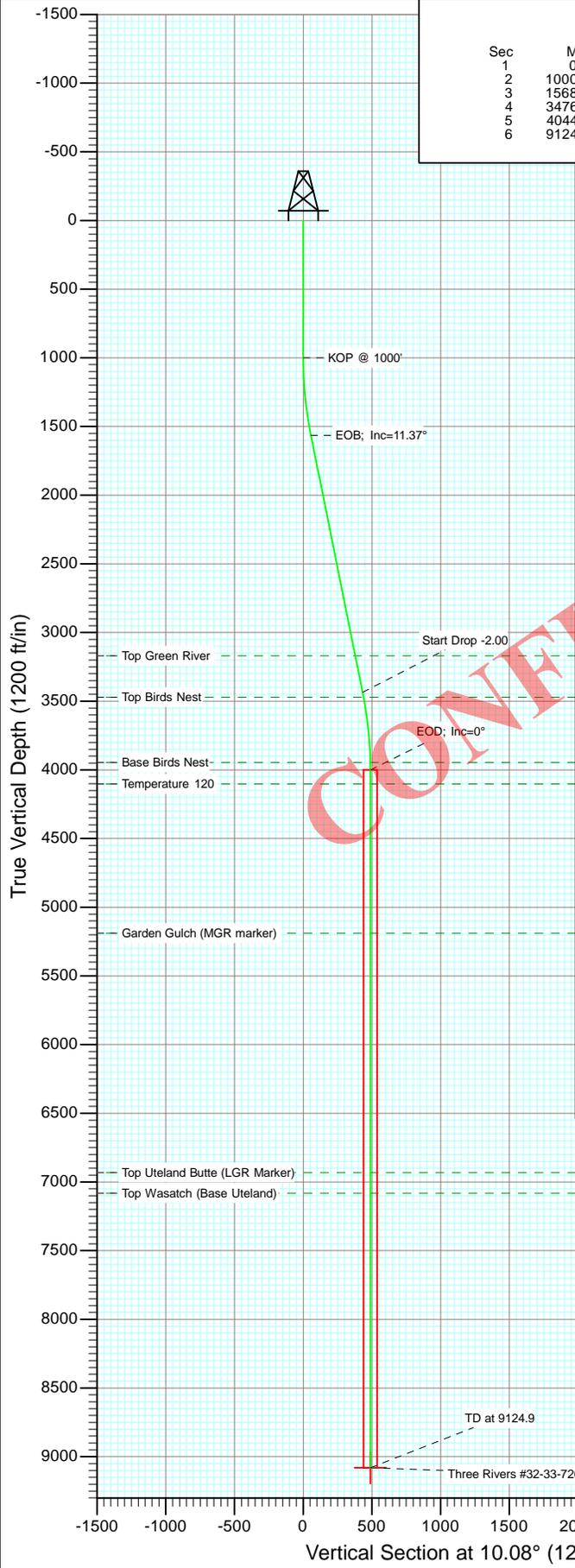
**E**  
**TOPO**

Axia Energy

Project: Uintah County, UT  
 Site: SEC 32-T7S-R20E  
 Well: Three Rivers #32-33-720  
 Wellbore: Hz  
 Design: Plan #1



SECTION DETAILS										
Sec	MD	Inc	Azi	TVD	+N/-S	+E/-W	Dleg	TFace	VSec	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	1568.4	11.37	10.08	1564.7	55.3	9.8	2.00	10.08	56.2	
4	3476.5	11.37	10.08	3435.3	425.6	75.7	0.00	0.00	432.3	
5	4044.9	0.00	0.00	4000.0	480.9	85.5	2.00	180.00	488.5	
6	9124.9	0.00	0.00	9080.0	480.9	85.5	0.00	0.00	488.5	Three Rivers #32-33-720 PBHL



**T M**  
 Azimuths to True North  
 Magnetic North: 11.06°  
 Magnetic Field  
 Strength: 52300.9snT  
 Dip Angle: 65.94°  
 Date: 5/15/2012  
 Model: IGRF2010

FORMATION TOP DETAILS		
TVDPath	MDPath	Formation
3168.0	3203.8	Top Green River
3471.0	3512.8	Top Birds Nest
3945.0	3989.9	Base Birds Nest
4102.0	4146.9	Temperature 120
5188.0	5232.9	Garden Gulch (MGR marker)
6930.0	6974.9	Top Uteland Butte (LGR Marker)
7080.0	7124.9	Top Wasatch (Base Uteland)

Type	Target	TVD	+N/-S	+E/-W	Latitude	Longitude
Three Rivers #32-33-720 PBHL	Three Rivers #32-33-720 PBHL	9080.0	480.9	85.5	40.164703	-109.695283

Planning Report

<b>Database:</b>	USA EDM 5000 Multi Users DB	<b>Local Co-ordinate Reference:</b>	Well Three Rivers #32-33-720
<b>Company:</b>	Axia Energy	<b>TVD Reference:</b>	KB=16' @ 4809.0ft (Original Well Elev)
<b>Project:</b>	Uintah County, UT	<b>MD Reference:</b>	KB=16' @ 4809.0ft (Original Well Elev)
<b>Site:</b>	SEC 32-T7S-R20E	<b>North Reference:</b>	True
<b>Well:</b>	Three Rivers #32-33-720	<b>Survey Calculation Method:</b>	Minimum Curvature
<b>Wellbore:</b>	Hz		
<b>Design:</b>	Plan #1		

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

<b>Site</b>	SEC 32-T7S-R20E				
<b>Site Position:</b>		<b>Northing:</b>	3,224,156.48 ft	<b>Latitude:</b>	40.163383
<b>From:</b>	Lat/Long	<b>Easting:</b>	2,144,775.24 ft	<b>Longitude:</b>	-109.695589
<b>Position Uncertainty:</b>	0.0 ft	<b>Slot Radius:</b>	13.200 in	<b>Grid Convergence:</b>	1.19 °

<b>Well</b>	Three Rivers #32-33-720					
<b>Well Position</b>	<b>+N/-S</b>	0.0 ft	<b>Northing:</b>	3,224,156.48 ft	<b>Latitude:</b>	40.163383
	<b>+E/-W</b>	0.0 ft	<b>Easting:</b>	2,144,775.24 ft	<b>Longitude:</b>	-109.695589
<b>Position Uncertainty</b>		0.0 ft	<b>Wellhead Elevation:</b>	ft	<b>Ground Level:</b>	4,793.0 ft

<b>Wellbore</b>	Hz				
<b>Magnetics</b>	<b>Model Name</b>	<b>Sample Date</b>	<b>Declination</b>	<b>Dip Angle</b>	<b>Field Strength</b>
			(°)	(°)	(nT)
	IGRF2010	5/15/2012	11.06	65.94	52,301

<b>Design</b>	Plan #1			
<b>Audit Notes:</b>				
<b>Version:</b>	<b>Phase:</b>	PLAN	<b>Tie On Depth:</b>	0.0
<b>Vertical Section:</b>	<b>Depth From (TVD)</b>	<b>+N/-S</b>	<b>+E/-W</b>	<b>Direction</b>
	(ft)	(ft)	(ft)	(°)
	0.0	0.0	0.0	10.08

<b>Plan Sections</b>										
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	
1,568.4	11.37	10.08	1,564.7	55.3	9.8	2.00	2.00	0.00	10.08	
3,476.5	11.37	10.08	3,435.3	425.6	75.7	0.00	0.00	0.00	0.00	
4,044.9	0.00	0.00	4,000.0	480.9	85.5	2.00	-2.00	0.00	180.00	
9,124.9	0.00	0.00	9,080.0	480.9	85.5	0.00	0.00	0.00	0.00	Three Rivers #32-33-

Planning Report

<b>Database:</b>	USA EDM 5000 Multi Users DB	<b>Local Co-ordinate Reference:</b>	Well Three Rivers #32-33-720
<b>Company:</b>	Axia Energy	<b>TVD Reference:</b>	KB=16' @ 4809.0ft (Original Well Elev)
<b>Project:</b>	Uintah County, UT	<b>MD Reference:</b>	KB=16' @ 4809.0ft (Original Well Elev)
<b>Site:</b>	SEC 32-T7S-R20E	<b>North Reference:</b>	True
<b>Well:</b>	Three Rivers #32-33-720	<b>Survey Calculation Method:</b>	Minimum Curvature
<b>Wellbore:</b>	Hz		
<b>Design:</b>	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	10.08	1,100.0	1.7	0.3	1.7	2.00	2.00	
1,200.0	4.00	10.08	1,199.8	6.9	1.2	7.0	2.00	2.00	
1,300.0	6.00	10.08	1,299.5	15.5	2.7	15.7	2.00	2.00	
1,400.0	8.00	10.08	1,398.7	27.4	4.9	27.9	2.00	2.00	
1,500.0	10.00	10.08	1,497.5	42.9	7.6	43.5	2.00	2.00	
1,568.4	11.37	10.08	1,564.7	55.3	9.8	56.2	2.00	2.00	EOB; Inc=11.37°
1,600.0	11.37	10.08	1,595.7	61.5	10.9	62.4	0.00	0.00	
1,700.0	11.37	10.08	1,693.7	80.9	14.4	82.1	0.00	0.00	
1,800.0	11.37	10.08	1,791.7	100.3	17.8	101.9	0.00	0.00	
1,900.0	11.37	10.08	1,889.8	119.7	21.3	121.6	0.00	0.00	
2,000.0	11.37	10.08	1,987.8	139.1	24.7	141.3	0.00	0.00	
2,100.0	11.37	10.08	2,085.8	158.5	28.2	161.0	0.00	0.00	
2,200.0	11.37	10.08	2,183.9	177.9	31.6	180.7	0.00	0.00	
2,300.0	11.37	10.08	2,281.9	197.3	35.1	200.4	0.00	0.00	
2,400.0	11.37	10.08	2,380.0	216.7	38.5	220.1	0.00	0.00	
2,500.0	11.37	10.08	2,478.0	236.1	42.0	239.8	0.00	0.00	
2,600.0	11.37	10.08	2,576.0	255.5	45.4	259.5	0.00	0.00	
2,700.0	11.37	10.08	2,674.1	274.9	48.9	279.2	0.00	0.00	
2,800.0	11.37	10.08	2,772.1	294.3	52.3	299.0	0.00	0.00	
2,900.0	11.37	10.08	2,870.2	313.7	55.8	318.7	0.00	0.00	
3,000.0	11.37	10.08	2,968.2	333.1	59.2	338.4	0.00	0.00	
3,100.0	11.37	10.08	3,066.2	352.5	62.7	358.1	0.00	0.00	
3,200.0	11.37	10.08	3,164.3	372.0	66.2	377.8	0.00	0.00	
3,203.8	11.37	10.08	3,168.0	372.7	66.3	378.5	0.00	0.00	Top Green River
3,300.0	11.37	10.08	3,262.3	391.4	69.6	397.5	0.00	0.00	
3,400.0	11.37	10.08	3,360.3	410.8	73.1	417.2	0.00	0.00	
3,476.5	11.37	10.08	3,435.3	425.6	75.7	432.3	0.00	0.00	Start Drop -2.00
3,500.0	10.90	10.08	3,458.4	430.1	76.5	436.8	2.00	-2.00	
3,512.8	10.64	10.08	3,471.0	432.4	76.9	439.2	2.00	-2.00	Top Birds Nest
3,600.0	8.90	10.08	3,556.9	447.0	79.5	454.0	2.00	-2.00	
3,700.0	6.90	10.08	3,656.0	460.5	81.9	467.8	2.00	-2.00	
3,800.0	4.90	10.08	3,755.4	470.6	83.7	478.0	2.00	-2.00	
3,900.0	2.90	10.08	3,855.2	477.3	84.9	484.8	2.00	-2.00	
3,989.9	1.10	10.08	3,945.0	480.4	85.4	488.0	2.00	-2.00	Base Birds Nest
4,000.0	0.90	10.08	3,955.1	480.6	85.5	488.1	2.00	-2.00	
4,044.9	0.00	0.00	4,000.0	480.9	85.5	488.5	2.00	-2.00	EOD; Inc=0°
4,100.0	0.00	0.00	4,055.1	480.9	85.5	488.5	0.00	0.00	
4,146.9	0.00	0.00	4,102.0	480.9	85.5	488.5	0.00	0.00	Temperature 120
4,200.0	0.00	0.00	4,155.1	480.9	85.5	488.5	0.00	0.00	
4,300.0	0.00	0.00	4,255.1	480.9	85.5	488.5	0.00	0.00	
4,400.0	0.00	0.00	4,355.1	480.9	85.5	488.5	0.00	0.00	

Planning Report

<b>Database:</b>	USA EDM 5000 Multi Users DB	<b>Local Co-ordinate Reference:</b>	Well Three Rivers #32-33-720
<b>Company:</b>	Axia Energy	<b>TVD Reference:</b>	KB=16' @ 4809.0ft (Original Well Elev)
<b>Project:</b>	Uintah County, UT	<b>MD Reference:</b>	KB=16' @ 4809.0ft (Original Well Elev)
<b>Site:</b>	SEC 32-T7S-R20E	<b>North Reference:</b>	True
<b>Well:</b>	Three Rivers #32-33-720	<b>Survey Calculation Method:</b>	Minimum Curvature
<b>Wellbore:</b>	Hz		
<b>Design:</b>	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	4,455.1	480.9	85.5	488.5	0.00	0.00	
4,600.0	0.00	0.00	4,555.1	480.9	85.5	488.5	0.00	0.00	
4,700.0	0.00	0.00	4,655.1	480.9	85.5	488.5	0.00	0.00	
4,800.0	0.00	0.00	4,755.1	480.9	85.5	488.5	0.00	0.00	
4,900.0	0.00	0.00	4,855.1	480.9	85.5	488.5	0.00	0.00	
5,000.0	0.00	0.00	4,955.1	480.9	85.5	488.5	0.00	0.00	
5,100.0	0.00	0.00	5,055.1	480.9	85.5	488.5	0.00	0.00	
5,200.0	0.00	0.00	5,155.1	480.9	85.5	488.5	0.00	0.00	
5,232.9	0.00	0.00	5,188.0	480.9	85.5	488.5	0.00	0.00	Garden Gulch (MGR marker)
5,300.0	0.00	0.00	5,255.1	480.9	85.5	488.5	0.00	0.00	
5,400.0	0.00	0.00	5,355.1	480.9	85.5	488.5	0.00	0.00	
5,500.0	0.00	0.00	5,455.1	480.9	85.5	488.5	0.00	0.00	
5,600.0	0.00	0.00	5,555.1	480.9	85.5	488.5	0.00	0.00	
5,700.0	0.00	0.00	5,655.1	480.9	85.5	488.5	0.00	0.00	
5,800.0	0.00	0.00	5,755.1	480.9	85.5	488.5	0.00	0.00	
5,900.0	0.00	0.00	5,855.1	480.9	85.5	488.5	0.00	0.00	
6,000.0	0.00	0.00	5,955.1	480.9	85.5	488.5	0.00	0.00	
6,100.0	0.00	0.00	6,055.1	480.9	85.5	488.5	0.00	0.00	
6,200.0	0.00	0.00	6,155.1	480.9	85.5	488.5	0.00	0.00	
6,300.0	0.00	0.00	6,255.1	480.9	85.5	488.5	0.00	0.00	
6,400.0	0.00	0.00	6,355.1	480.9	85.5	488.5	0.00	0.00	
6,500.0	0.00	0.00	6,455.1	480.9	85.5	488.5	0.00	0.00	
6,600.0	0.00	0.00	6,555.1	480.9	85.5	488.5	0.00	0.00	
6,700.0	0.00	0.00	6,655.1	480.9	85.5	488.5	0.00	0.00	
6,800.0	0.00	0.00	6,755.1	480.9	85.5	488.5	0.00	0.00	
6,900.0	0.00	0.00	6,855.1	480.9	85.5	488.5	0.00	0.00	
6,974.9	0.00	0.00	6,930.0	480.9	85.5	488.5	0.00	0.00	Top Uteland Butte (LGR Marker)
7,000.0	0.00	0.00	6,955.1	480.9	85.5	488.5	0.00	0.00	
7,100.0	0.00	0.00	7,055.1	480.9	85.5	488.5	0.00	0.00	
7,124.9	0.00	0.00	7,080.0	480.9	85.5	488.5	0.00	0.00	Top Wasatch (Base Uteland)
7,200.0	0.00	0.00	7,155.1	480.9	85.5	488.5	0.00	0.00	
7,300.0	0.00	0.00	7,255.1	480.9	85.5	488.5	0.00	0.00	
7,400.0	0.00	0.00	7,355.1	480.9	85.5	488.5	0.00	0.00	
7,500.0	0.00	0.00	7,455.1	480.9	85.5	488.5	0.00	0.00	
7,600.0	0.00	0.00	7,555.1	480.9	85.5	488.5	0.00	0.00	
7,700.0	0.00	0.00	7,655.1	480.9	85.5	488.5	0.00	0.00	
7,800.0	0.00	0.00	7,755.1	480.9	85.5	488.5	0.00	0.00	
7,900.0	0.00	0.00	7,855.1	480.9	85.5	488.5	0.00	0.00	
8,000.0	0.00	0.00	7,955.1	480.9	85.5	488.5	0.00	0.00	
8,100.0	0.00	0.00	8,055.1	480.9	85.5	488.5	0.00	0.00	
8,200.0	0.00	0.00	8,155.1	480.9	85.5	488.5	0.00	0.00	
8,300.0	0.00	0.00	8,255.1	480.9	85.5	488.5	0.00	0.00	
8,400.0	0.00	0.00	8,355.1	480.9	85.5	488.5	0.00	0.00	
8,500.0	0.00	0.00	8,455.1	480.9	85.5	488.5	0.00	0.00	
8,600.0	0.00	0.00	8,555.1	480.9	85.5	488.5	0.00	0.00	
8,700.0	0.00	0.00	8,655.1	480.9	85.5	488.5	0.00	0.00	
8,800.0	0.00	0.00	8,755.1	480.9	85.5	488.5	0.00	0.00	
8,900.0	0.00	0.00	8,855.1	480.9	85.5	488.5	0.00	0.00	
9,000.0	0.00	0.00	8,955.1	480.9	85.5	488.5	0.00	0.00	
9,100.0	0.00	0.00	9,055.1	480.9	85.5	488.5	0.00	0.00	
9,124.9	0.00	0.00	9,080.0	480.9	85.5	488.5	0.00	0.00	TD at 9124.9 - Three Rivers #32-33-720 PBHL

Planning Report

<b>Database:</b>	USA EDM 5000 Multi Users DB	<b>Local Co-ordinate Reference:</b>	Well Three Rivers #32-33-720
<b>Company:</b>	Axia Energy	<b>TVD Reference:</b>	KB=16' @ 4809.0ft (Original Well Elev)
<b>Project:</b>	Uintah County, UT	<b>MD Reference:</b>	KB=16' @ 4809.0ft (Original Well Elev)
<b>Site:</b>	SEC 32-T7S-R20E	<b>North Reference:</b>	True
<b>Well:</b>	Three Rivers #32-33-720	<b>Survey Calculation Method:</b>	Minimum Curvature
<b>Wellbore:</b>	Hz		
<b>Design:</b>	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 #32-33-720 - hit/miss target - Shape - plan hits target center - Circle (radius 50.0)	0.00	0.00	9,080.0	480.9	85.5	3,224,639.09	2,144,850.77	40.164703	-109.695283

Formations						
Measured Depth (ft)	Vertical Depth (ft)	Name	Lithology	Dip (°)	Dip Direction (°)	
3,203.8	3,168.0	Top Green River				
3,512.8	3,471.0	Top Birds Nest				
3,989.9	3,945.0	Base Birds Nest				
4,146.9	4,102.0	Temperature 120				
5,232.9	5,188.0	Garden Gulch (MGR marker)				
6,974.9	6,930.0	Top Uteland Butte (LGR Marker)				
7,124.9	7,080.0	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'	
1,568.4	1,564.7	55.3	9.8	EOB; Inc=11.37°	
3,476.5	3,435.3	425.6	75.7	Start Drop -2.00	
4,044.9	4,000.0	480.9	85.5	EOD; Inc=0°	
9,124.9	9,080.0	480.9	85.5	TD at 9124.9	

# **Axia Energy**

**Uintah County, UT**

**SEC 32-T7S-R20E**

**Three Rivers #32-33-720**

**Hz**

**Plan #1**

## **Anticollision Report**

**15 May, 2012**

**CONFIDENTIAL**

Anticollision Report

<b>Company:</b>	Axia Energy	<b>Local Co-ordinate Reference:</b>	Well Three Rivers #32-33-720
<b>Project:</b>	Uintah County, UT	<b>TVD Reference:</b>	KB=16' @ 4809.0ft (Original Well Elev)
<b>Reference Site:</b>	SEC 32-T7S-R20E	<b>MD Reference:</b>	KB=16' @ 4809.0ft (Original Well Elev)
<b>Site Error:</b>	0.0ft	<b>North Reference:</b>	True
<b>Reference Well:</b>	Three Rivers #32-33-720	<b>Survey Calculation Method:</b>	Minimum Curvature
<b>Well Error:</b>	0.0ft	<b>Output errors are at</b>	2.00 sigma
<b>Reference Wellbore</b>	Hz	<b>Database:</b>	USA EDM 5000 Multi Users DB
<b>Reference Design:</b>	Plan #1	<b>Offset TVD Reference:</b>	Offset Datum

<b>Reference</b>	Plan #1
<b>Filter type:</b>	GLOBAL FILTER APPLIED: All wellpaths within 200'+ 100/1000 of reference
<b>Interpolation Method:</b>	MD Interval 100.0ft
<b>Depth Range:</b>	Unlimited
<b>Results Limited by:</b>	Maximum center-center distance of 1,112.5ft
<b>Warning Levels Evaluated at:</b>	2.00 Sigma
<b>Error Model:</b>	ISCWSA
<b>Scan Method:</b>	Closest Approach 3D
<b>Error Surface:</b>	Elliptical Conic

<b>Survey Tool Program</b>	<b>Date</b>	5/15/2012			
<b>From (ft)</b>	<b>To (ft)</b>	<b>Survey (Wellbore)</b>	<b>Tool Name</b>	<b>Description</b>	
0.0	9,124.9	Plan #1 (Hz)	MWD	Geolink MWD	

<b>Summary</b>						
<b>Site Name</b>	<b>Reference Measured Depth (ft)</b>	<b>Offset Measured Depth (ft)</b>	<b>Distance</b>		<b>Separation Factor</b>	<b>Warning</b>
Offset Well - Wellbore - Design			<b>Between Centres (ft)</b>	<b>Between Ellipses (ft)</b>		
SEC 32-T7S-R20E						
Three Rivers #32-34-720 - DD - Plan #1	1,000.0	1,000.0	16.2	12.8	4.714	CC, ES, SF

Anticollision Report

<b>Company:</b>	Axia Energy	<b>Local Co-ordinate Reference:</b>	Well Three Rivers #32-33-720
<b>Project:</b>	Uintah County, UT	<b>TVD Reference:</b>	KB=16' @ 4809.0ft (Original Well Elev)
<b>Reference Site:</b>	SEC 32-T7S-R20E	<b>MD Reference:</b>	KB=16' @ 4809.0ft (Original Well Elev)
<b>Site Error:</b>	0.0ft	<b>North Reference:</b>	True
<b>Reference Well:</b>	Three Rivers #32-33-720	<b>Survey Calculation Method:</b>	Minimum Curvature
<b>Well Error:</b>	0.0ft	<b>Output errors are at</b>	2.00 sigma
<b>Reference Wellbore</b>	Hz	<b>Database:</b>	USA EDM 5000 Multi Users DB
<b>Reference Design:</b>	Plan #1	<b>Offset TVD Reference:</b>	Offset Datum

Offset Design													Offset Site Error:	0.0 ft
SEC 32-T7S-R20E - Three Rivers #32-34-720 - DD - Plan #1													Offset Well Error:	0.0 ft
Survey Program: O-MWD														
Reference		Offset		Semi Major Axis			Distance				Total	Separation	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)	Uncertainty Axis	Factor		
0.0	0.0	0.0	0.0	0.0	0.0	172.06	-16.0	2.2	16.2					
100.0	100.0	100.0	100.0	0.1	0.1	172.06	-16.0	2.2	16.2	15.9	0.29	55.217		
200.0	200.0	200.0	200.0	0.3	0.3	172.06	-16.0	2.2	16.2	15.5	0.64	25.208		
300.0	300.0	300.0	300.0	0.5	0.5	172.06	-16.0	2.2	16.2	15.2	0.99	16.332		
400.0	400.0	400.0	400.0	0.7	0.7	172.06	-16.0	2.2	16.2	14.9	1.34	12.079		
500.0	500.0	500.0	500.0	0.8	0.8	172.06	-16.0	2.2	16.2	14.5	1.69	9.583		
600.0	600.0	600.0	600.0	1.0	1.0	172.06	-16.0	2.2	16.2	14.2	2.04	7.942		
700.0	700.0	700.0	700.0	1.2	1.2	172.06	-16.0	2.2	16.2	13.8	2.39	6.781		
800.0	800.0	800.0	800.0	1.4	1.4	172.06	-16.0	2.2	16.2	13.5	2.74	5.916		
900.0	900.0	900.0	900.0	1.5	1.5	172.06	-16.0	2.2	16.2	13.1	3.09	5.247		
1,000.0	1,000.0	1,000.0	1,000.0	1.7	1.7	172.06	-16.0	2.2	16.2	12.8	3.43	4.714	CC, ES, SF	
1,100.0	1,100.0	1,099.4	1,099.4	1.9	1.9	161.63	-17.5	3.1	19.5	15.7	3.78	5.145		
1,200.0	1,199.8	1,198.1	1,198.0	2.1	2.1	161.04	-22.0	5.7	29.2	25.1	4.13	7.087		
1,300.0	1,299.5	1,295.6	1,295.1	2.3	2.3	160.59	-29.2	9.8	45.5	41.0	4.47	10.177		
1,400.0	1,398.7	1,391.3	1,390.0	2.5	2.5	160.28	-39.1	15.6	68.0	63.2	4.81	14.150		
1,500.0	1,497.5	1,485.0	1,482.7	2.7	2.7	160.04	-51.5	22.7	96.7	91.5	5.14	18.796		
1,600.0	1,595.7	1,579.5	1,575.9	3.0	3.0	160.21	-64.8	30.4	129.3	123.8	5.49	23.557		
1,700.0	1,693.7	1,673.8	1,668.9	3.3	3.2	160.51	-78.2	38.1	162.7	156.8	5.85	27.797		
1,800.0	1,791.7	1,768.0	1,761.9	3.7	3.5	160.70	-91.5	45.8	196.1	189.9	6.22	31.524		
1,900.0	1,889.8	1,862.3	1,854.9	4.0	3.8	160.84	-104.8	53.5	229.5	222.9	6.59	34.821		
2,000.0	1,987.8	1,956.6	1,947.9	4.3	4.0	160.95	-118.2	61.1	262.9	255.9	6.96	37.755		
2,100.0	2,085.8	2,050.8	2,040.9	4.7	4.3	161.03	-131.5	68.8	296.2	288.9	7.34	40.379		
2,200.0	2,183.9	2,145.1	2,133.9	5.1	4.6	161.09	-144.8	76.5	329.6	321.9	7.71	42.739		
2,300.0	2,281.9	2,239.3	2,226.9	5.4	4.9	161.14	-158.2	84.2	363.0	354.9	8.09	44.872		
2,400.0	2,380.0	2,333.6	2,319.9	5.8	5.2	161.19	-171.5	91.9	396.4	387.9	8.47	46.807		
2,500.0	2,478.0	2,427.9	2,412.9	6.1	5.5	161.22	-184.8	99.6	429.8	421.0	8.85	48.570		
2,600.0	2,576.0	2,522.1	2,505.9	6.5	5.8	161.25	-198.1	107.3	463.2	454.0	9.23	50.183		
2,700.0	2,674.1	2,616.4	2,598.9	6.9	6.1	161.28	-211.5	115.0	496.6	487.0	9.61	51.663		
2,800.0	2,772.1	2,710.6	2,691.9	7.3	6.4	161.31	-224.8	122.6	530.0	520.0	9.99	53.026		
2,900.0	2,870.2	2,804.9	2,784.9	7.6	6.7	161.33	-238.1	130.3	563.4	553.0	10.38	54.285		
3,000.0	2,968.2	2,899.2	2,877.9	8.0	7.0	161.35	-251.5	138.0	596.8	586.0	10.76	55.451		
3,100.0	3,066.2	2,993.4	2,970.9	8.4	7.3	161.36	-264.8	145.7	630.1	619.0	11.15	56.534		
3,200.0	3,164.3	3,087.7	3,063.9	8.8	7.6	161.38	-278.1	153.4	663.5	652.0	11.53	57.542		
3,300.0	3,262.3	3,181.9	3,156.9	9.1	7.9	161.39	-291.4	161.1	696.9	685.0	11.92	58.483		
3,400.0	3,360.3	3,276.2	3,249.9	9.5	8.2	161.40	-304.8	168.8	730.3	718.0	12.30	59.363		
3,500.0	3,458.4	3,370.5	3,342.9	9.9	8.6	161.46	-318.1	176.5	763.6	750.9	12.70	60.130		
3,600.0	3,556.9	3,465.5	3,436.7	10.2	8.9	161.62	-331.5	184.2	794.7	781.6	13.12	60.559		
3,700.0	3,656.0	3,561.5	3,531.4	10.5	9.2	161.67	-345.1	192.0	822.6	809.1	13.54	60.777		
3,800.0	3,755.4	3,694.6	3,663.1	10.7	9.6	161.63	-361.3	201.4	845.3	831.3	14.00	60.401		
3,900.0	3,855.2	3,831.2	3,799.1	10.9	9.8	161.60	-372.4	207.8	860.5	846.0	14.43	59.630		
4,000.0	3,955.1	3,969.8	3,937.5	11.0	10.1	161.59	-378.0	211.0	867.9	853.0	14.84	58.492		
4,100.0	4,055.1	4,087.4	4,055.1	11.1	10.2	171.67	-378.6	211.3	868.6	853.5	15.19	57.175		
4,200.0	4,155.1	4,187.4	4,155.1	11.2	10.3	171.67	-378.6	211.3	868.6	853.1	15.52	55.968		
4,300.0	4,255.1	4,287.4	4,255.1	11.3	10.5	171.67	-378.6	211.3	868.6	852.8	15.85	54.808		
4,400.0	4,355.1	4,387.4	4,355.1	11.5	10.6	171.67	-378.6	211.3	868.6	852.5	16.18	53.693		
4,500.0	4,455.1	4,487.4	4,455.1	11.6	10.7	171.67	-378.6	211.3	868.6	852.1	16.51	52.619		
4,600.0	4,555.1	4,587.4	4,555.1	11.7	10.8	171.67	-378.6	211.3	868.6	851.8	16.84	51.585		
4,700.0	4,655.1	4,687.4	4,655.1	11.8	11.0	171.67	-378.6	211.3	868.6	851.5	17.17	50.589		
4,800.0	4,755.1	4,787.4	4,755.1	11.9	11.1	171.67	-378.6	211.3	868.6	851.1	17.50	49.629		
4,900.0	4,855.1	4,887.4	4,855.1	12.1	11.2	171.67	-378.6	211.3	868.6	850.8	17.84	48.702		
5,000.0	4,955.1	4,987.4	4,955.1	12.2	11.4	171.67	-378.6	211.3	868.6	850.5	18.17	47.808		
5,100.0	5,055.1	5,087.4	5,055.1	12.3	11.5	171.67	-378.6	211.3	868.6	850.1	18.50	46.945		

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

Anticollision Report

<b>Company:</b>	Axia Energy	<b>Local Co-ordinate Reference:</b>	Well Three Rivers #32-33-720
<b>Project:</b>	Uintah County, UT	<b>TVD Reference:</b>	KB=16' @ 4809.0ft (Original Well Elev)
<b>Reference Site:</b>	SEC 32-T7S-R20E	<b>MD Reference:</b>	KB=16' @ 4809.0ft (Original Well Elev)
<b>Site Error:</b>	0.0ft	<b>North Reference:</b>	True
<b>Reference Well:</b>	Three Rivers #32-33-720	<b>Survey Calculation Method:</b>	Minimum Curvature
<b>Well Error:</b>	0.0ft	<b>Output errors are at</b>	2.00 sigma
<b>Reference Wellbore</b>	Hz	<b>Database:</b>	USA EDM 5000 Multi Users DB
<b>Reference Design:</b>	Plan #1	<b>Offset TVD Reference:</b>	Offset Datum

Offset Design												SEC 32-T7S-R20E - Three Rivers #32-34-720 - 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					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)	Total Uncertainty Axis		Separation Factor	
5,200.0	5,155.1	5,187.4	5,155.1	12.4	11.6	171.67	-378.6	211.3	868.6	849.8	18.84	46.111		
5,300.0	5,255.1	5,287.4	5,255.1	12.6	11.8	171.67	-378.6	211.3	868.6	849.5	19.17	45.305		
5,400.0	5,355.1	5,387.4	5,355.1	12.7	11.9	171.67	-378.6	211.3	868.6	849.1	19.51	44.526		
5,500.0	5,455.1	5,487.4	5,455.1	12.8	12.0	171.67	-378.6	211.3	868.6	848.8	19.85	43.772		
5,600.0	5,555.1	5,587.4	5,555.1	13.0	12.2	171.67	-378.6	211.3	868.6	848.5	20.18	43.042		
5,700.0	5,655.1	5,687.4	5,655.1	13.1	12.3	171.67	-378.6	211.3	868.6	848.1	20.52	42.335		
5,800.0	5,755.1	5,787.4	5,755.1	13.2	12.5	171.67	-378.6	211.3	868.6	847.8	20.86	41.650		
5,900.0	5,855.1	5,887.4	5,855.1	13.4	12.6	171.67	-378.6	211.3	868.6	847.5	21.19	40.986		
6,000.0	5,955.1	5,987.4	5,955.1	13.5	12.7	171.67	-378.6	211.3	868.6	847.1	21.53	40.343		
6,100.0	6,055.1	6,087.4	6,055.1	13.6	12.9	171.67	-378.6	211.3	868.6	846.8	21.87	39.718		
6,200.0	6,155.1	6,187.4	6,155.1	13.8	13.0	171.67	-378.6	211.3	868.6	846.4	22.21	39.113		
6,300.0	6,255.1	6,287.4	6,255.1	13.9	13.2	171.67	-378.6	211.3	868.6	846.1	22.55	38.524		
6,400.0	6,355.1	6,387.4	6,355.1	14.0	13.3	171.67	-378.6	211.3	868.6	845.8	22.89	37.953		
6,500.0	6,455.1	6,487.4	6,455.1	14.2	13.5	171.67	-378.6	211.3	868.6	845.4	23.23	37.398		
6,600.0	6,555.1	6,587.4	6,555.1	14.3	13.6	171.67	-378.6	211.3	868.6	845.1	23.57	36.859		
6,700.0	6,655.1	6,687.4	6,655.1	14.5	13.8	171.67	-378.6	211.3	868.6	844.7	23.91	36.334		
6,800.0	6,755.1	6,787.4	6,755.1	14.6	13.9	171.67	-378.6	211.3	868.6	844.4	24.25	35.824		
6,900.0	6,855.1	6,887.4	6,855.1	14.7	14.1	171.67	-378.6	211.3	868.6	844.1	24.59	35.328		
7,000.0	6,955.1	6,987.4	6,955.1	14.9	14.2	171.67	-378.6	211.3	868.6	843.7	24.93	34.844		
7,100.0	7,055.1	7,087.4	7,055.1	15.0	14.4	171.67	-378.6	211.3	868.6	843.4	25.27	34.374		
7,200.0	7,155.1	7,187.4	7,155.1	15.2	14.5	171.67	-378.6	211.3	868.6	843.0	25.61	33.916		
7,300.0	7,255.1	7,287.4	7,255.1	15.3	14.7	171.67	-378.6	211.3	868.6	842.7	25.95	33.470		
7,400.0	7,355.1	7,387.4	7,355.1	15.5	14.8	171.67	-378.6	211.3	868.6	842.4	26.30	33.034		
7,500.0	7,455.1	7,487.4	7,455.1	15.6	15.0	171.67	-378.6	211.3	868.6	842.0	26.64	32.610		
7,600.0	7,555.1	7,587.4	7,555.1	15.8	15.1	171.67	-378.6	211.3	868.6	841.7	26.98	32.197		
7,700.0	7,655.1	7,687.4	7,655.1	15.9	15.3	171.67	-378.6	211.3	868.6	841.3	27.32	31.793		
7,800.0	7,755.1	7,787.4	7,755.1	16.0	15.4	171.67	-378.6	211.3	868.6	841.0	27.66	31.400		
7,900.0	7,855.1	7,887.4	7,855.1	16.2	15.6	171.67	-378.6	211.3	868.6	840.6	28.01	31.016		
8,000.0	7,955.1	7,987.4	7,955.1	16.3	15.7	171.67	-378.6	211.3	868.6	840.3	28.35	30.641		
8,100.0	8,055.1	8,087.4	8,055.1	16.5	15.9	171.67	-378.6	211.3	868.6	840.0	28.69	30.274		
8,200.0	8,155.1	8,187.4	8,155.1	16.6	16.0	171.67	-378.6	211.3	868.6	839.6	29.04	29.917		
8,300.0	8,255.1	8,287.4	8,255.1	16.8	16.2	171.67	-378.6	211.3	868.6	839.3	29.38	29.567		
8,400.0	8,355.1	8,387.4	8,355.1	16.9	16.3	171.67	-378.6	211.3	868.6	838.9	29.72	29.226		
8,500.0	8,455.1	8,487.4	8,455.1	17.1	16.5	171.67	-378.6	211.3	868.6	838.6	30.07	28.892		
8,600.0	8,555.1	8,587.4	8,555.1	17.2	16.7	171.67	-378.6	211.3	868.6	838.2	30.41	28.565		
8,700.0	8,655.1	8,687.4	8,655.1	17.4	16.8	171.67	-378.6	211.3	868.6	837.9	30.75	28.246		
8,800.0	8,755.1	8,787.4	8,755.1	17.5	17.0	171.67	-378.6	211.3	868.6	837.6	31.10	27.933		
8,900.0	8,855.1	8,887.4	8,855.1	17.7	17.1	171.67	-378.6	211.3	868.6	837.2	31.44	27.628		
9,000.0	8,955.1	8,987.4	8,955.1	17.9	17.3	171.67	-378.6	211.3	868.6	836.9	31.79	27.329		
9,062.1	9,017.2	9,049.5	9,017.2	17.9	17.4	171.67	-378.6	211.3	868.6	836.7	32.00	27.146		
9,100.0	9,055.1	9,075.3	9,043.0	18.0	17.4	171.67	-378.6	211.3	868.7	836.6	32.11	27.056		
9,124.9	9,080.0	9,075.3	9,043.0	18.0	17.4	171.67	-378.6	211.3	869.4	837.3	32.15	27.042		

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

Anticollision Report

<b>Company:</b>	Axia Energy	<b>Local Co-ordinate Reference:</b>	Well Three Rivers #32-33-720
<b>Project:</b>	Uintah County, UT	<b>TVD Reference:</b>	KB=16' @ 4809.0ft (Original Well Elev)
<b>Reference Site:</b>	SEC 32-T7S-R20E	<b>MD Reference:</b>	KB=16' @ 4809.0ft (Original Well Elev)
<b>Site Error:</b>	0.0ft	<b>North Reference:</b>	True
<b>Reference Well:</b>	Three Rivers #32-33-720	<b>Survey Calculation Method:</b>	Minimum Curvature
<b>Well Error:</b>	0.0ft	<b>Output errors are at</b>	2.00 sigma
<b>Reference Wellbore</b>	Hz	<b>Database:</b>	USA EDM 5000 Multi Users DB
<b>Reference Design:</b>	Plan #1	<b>Offset TVD Reference:</b>	Offset Datum

Reference Depths are relative to KB=16' @ 4809.0ft (Original Well Elev)  
 Offset Depths are relative to Offset Datum  
 Central Meridian is -111.500000 °

Coordinates are relative to: Three Rivers #32-33-720  
 Coordinate System is US State Plane 1983, Utah Northern Zone  
 Grid Convergence at Surface is: 1.19°





# BOP Equipment

3000psi WP

**CONFIDENTIAL**

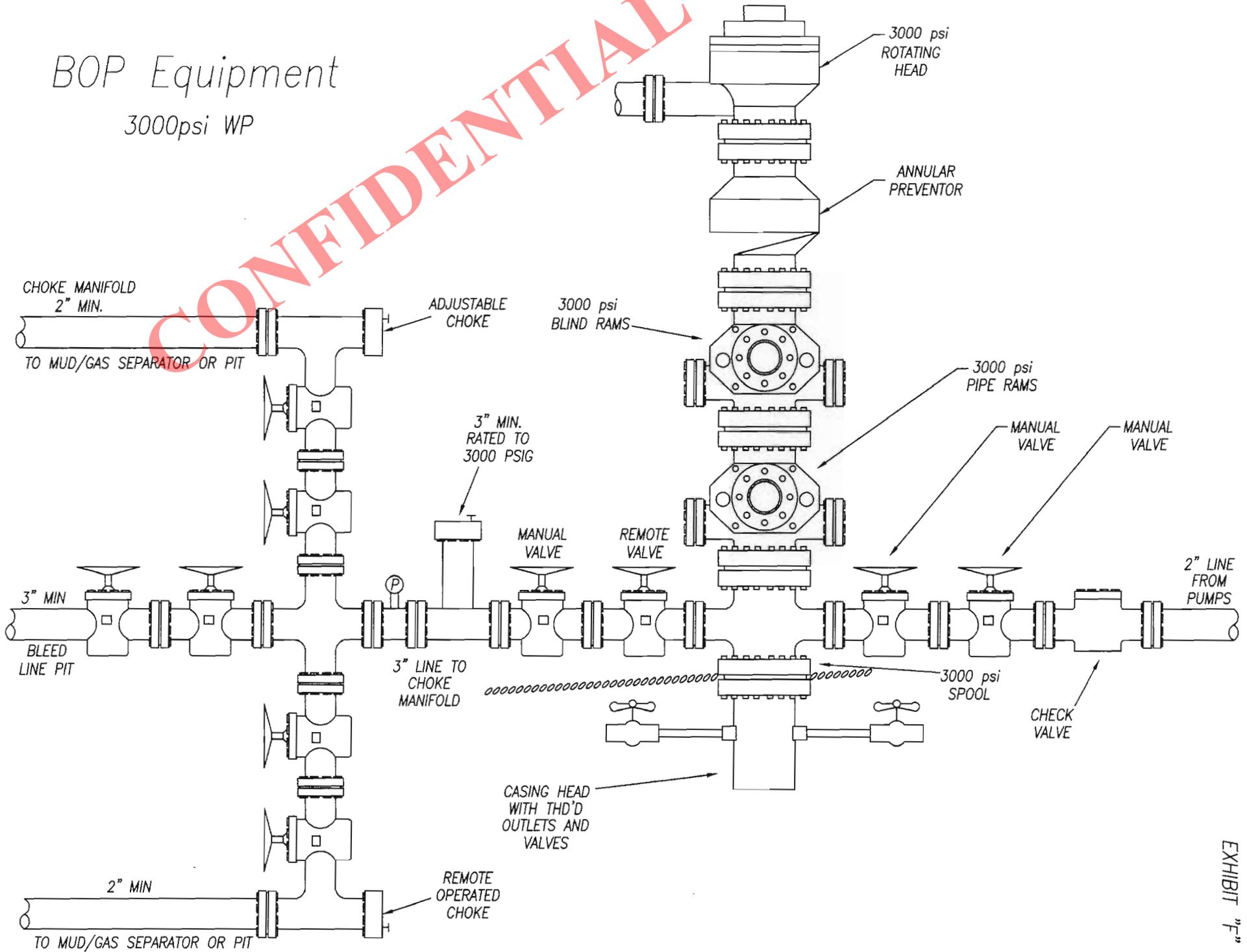


EXHIBIT "F"

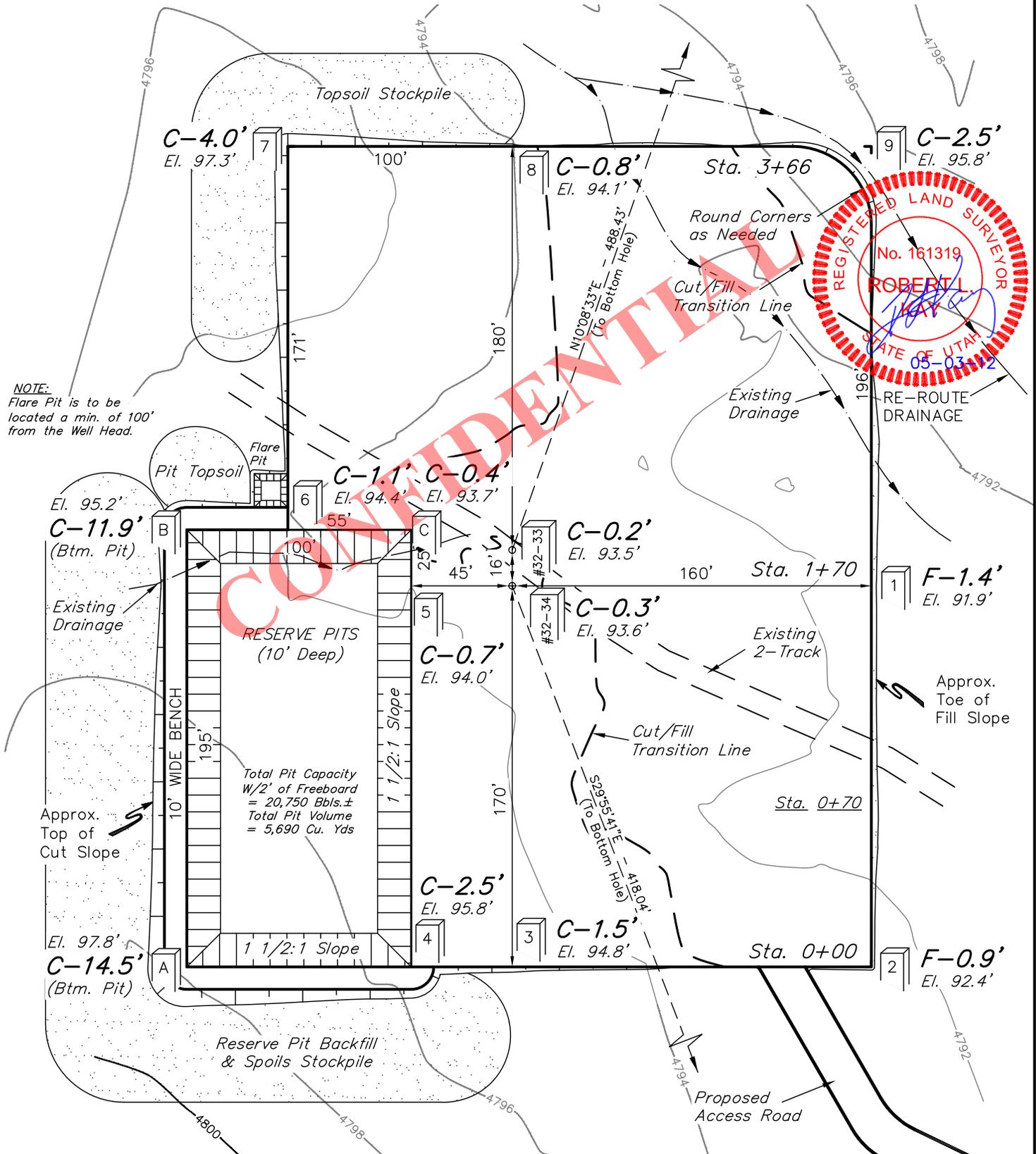
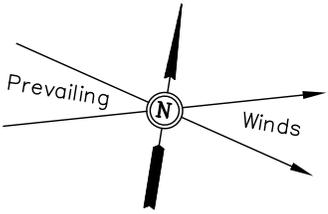
# AXIA ENERGY

## LOCATION LAYOUT FOR

THREE RIVERS #32-33-720 & #32-34-720  
SECTION 32, T7S, R20E, S.L.B.&M.  
NE1/4 SW1/4

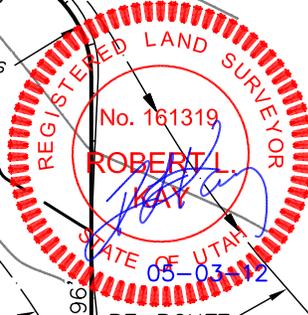
FIGURE #1

SCALE: 1" = 60'  
DATE: 04-20-12  
DRAWN BY: R.L.L.



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

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Elev. Ungraded Ground At #32-33 Loc. Stake = 4793.6'  
FINISHED GRADE ELEV. AT #32-33 LOC. STAKE = 4793.3'

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

RECEIVED: May 23, 2012

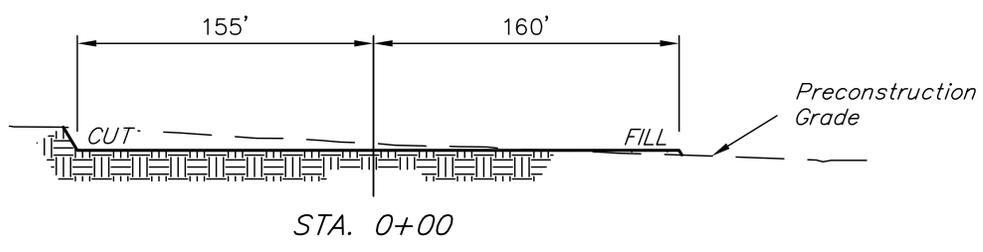
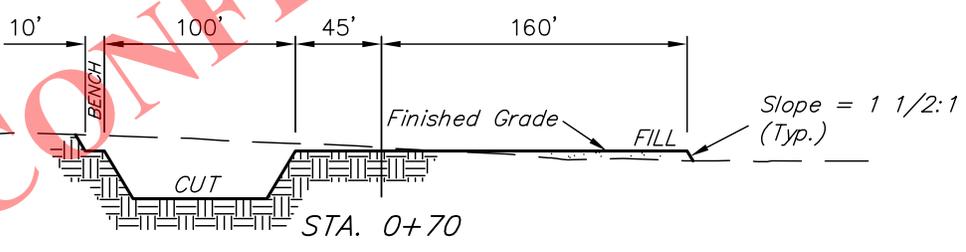
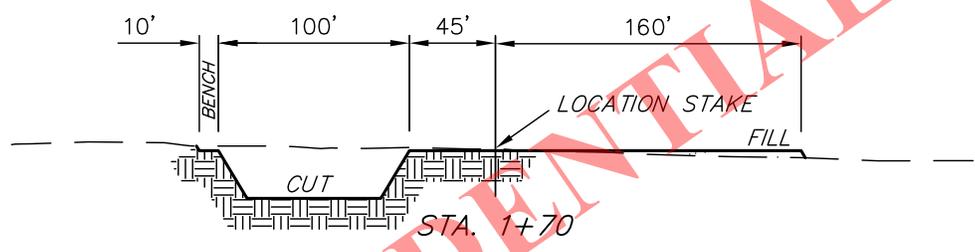
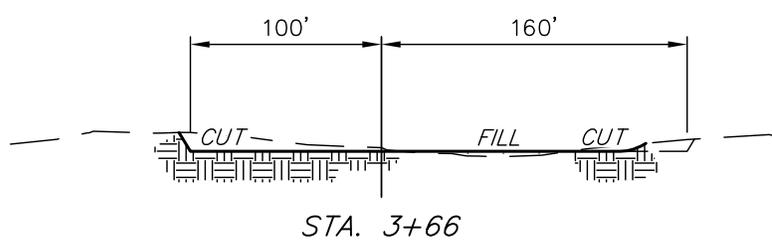
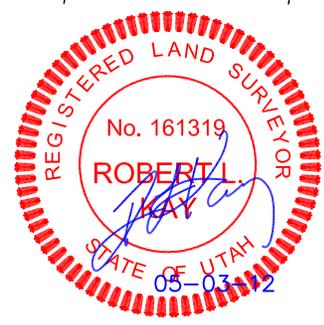
**AXIA ENERGY**

**FIGURE #2**

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

TYPICAL CROSS SECTIONS FOR  
THREE RIVERS #32-33-720 & #32-34-720  
SECTION 32, T7S, R20E, S.L.B.&M.  
NE1/4 SW1/4

DATE: 04-20-12  
DRAWN BY: R.L.L.



CONFIDENTIAL

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

APPROXIMATE ACREAGES

WELL SITE DISTURBANCE	= ± 3.570 ACRES
ACCESS ROAD DISTURBANCE	= ± 0.367 ACRES
PIPELINE DISTURBANCE	= ± 0.409 ACRES
POWERLINE DISTURBANCE	= ± 0.312 ACRES
<b>TOTAL</b>	<b>= ± 4.658 ACRES</b>

\* NOTE:  
FILL QUANTITY INCLUDES 5% FOR COMPACTION

APPROXIMATE YARDAGES

(6") Topsoil Stripping	= 2,070 Cu. Yds.
Remaining Location	= 8,120 Cu. Yds.
<b>TOTAL CUT</b>	<b>= 10,190 CU. YDS.</b>
<b>FILL</b>	<b>= 2,700 CU. YDS.</b>

EXCESS MATERIAL	= 7,490 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.)	= 4,920 Cu. Yds.
EXCESS UNBALANCE (After Interim Rehabilitation)	= 2,570 Cu. Yds.

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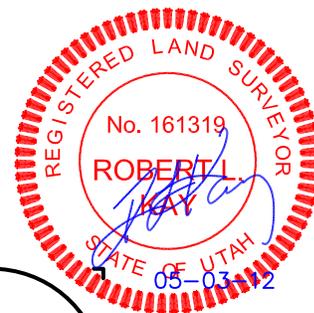
# AXIA ENERGY

## TYPICAL RIG LAYOUT FOR

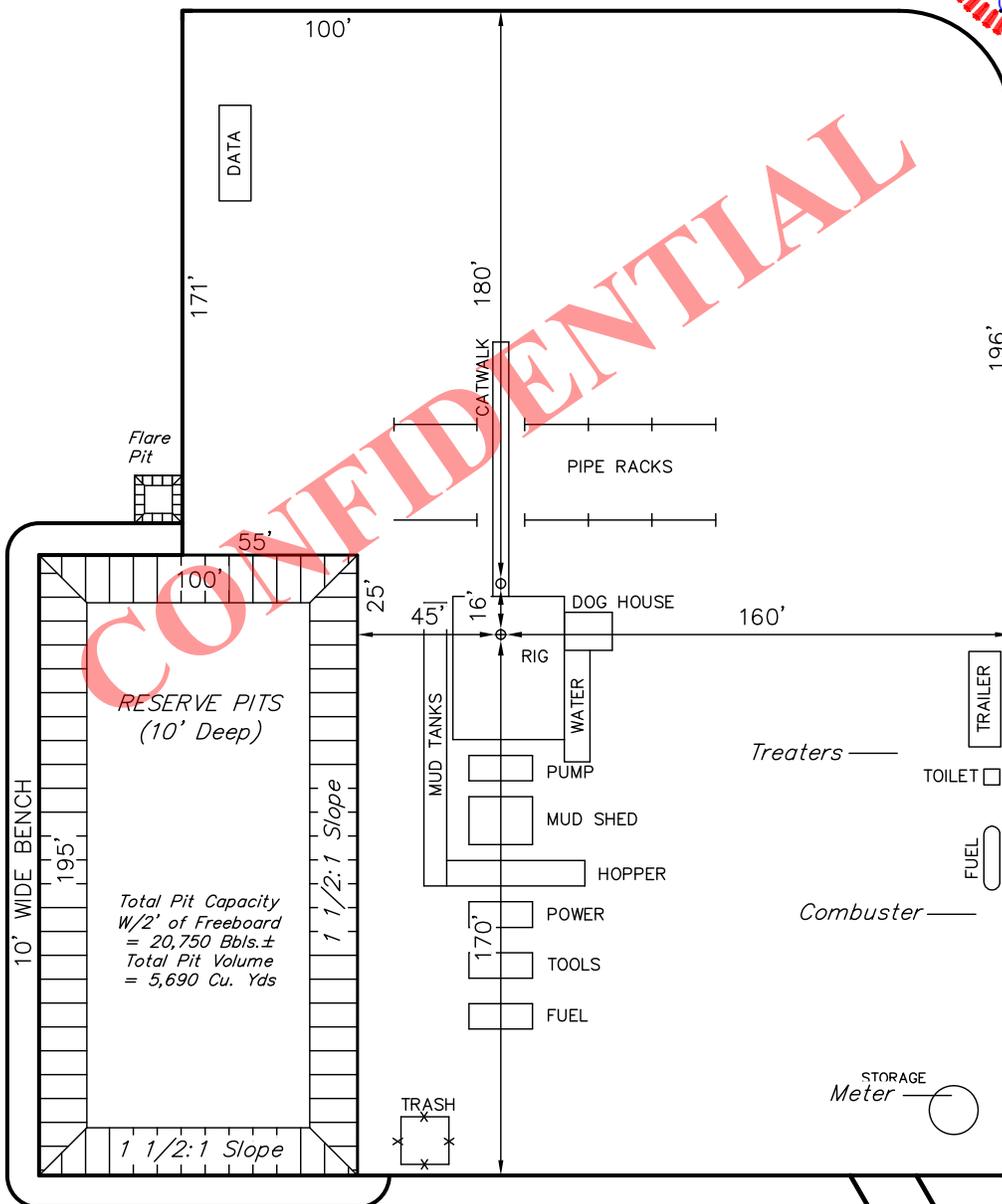
THREE RIVERS #32-33-720 & #32-34-720  
SECTION 32, T7S, R20E, S.L.B.&M.  
NE1/4 SW1/4

FIGURE #3

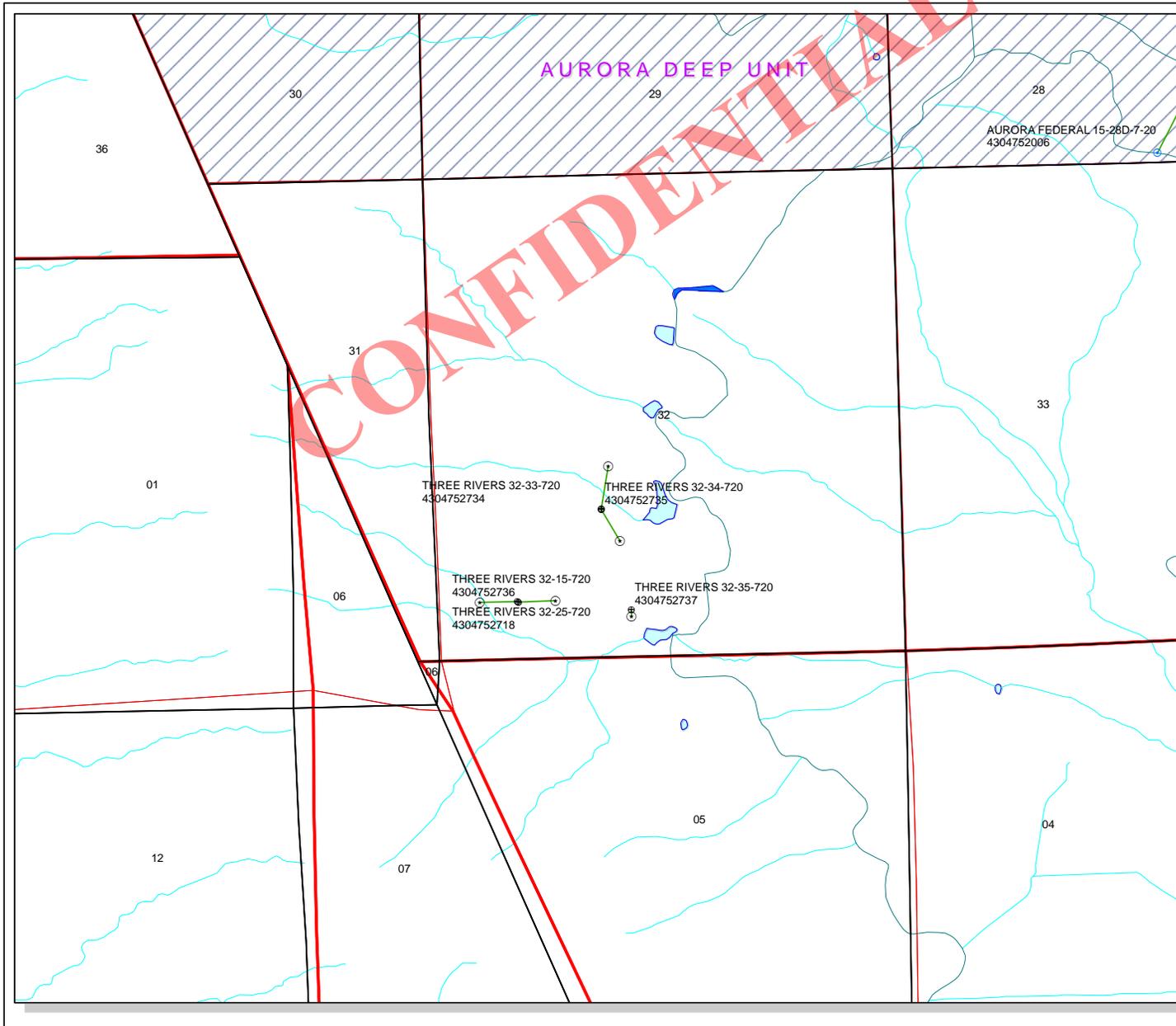
SCALE: 1" = 60'  
DATE: 04-20-12  
DRAWN BY: R.L.L.



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



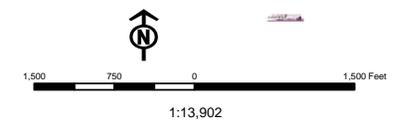
Proposed Access Road



**API Number: 4304752734**  
**Well Name: THREE RIVERS 32-33-720**  
**Township T0.7 . Range R2.0 . Section 32**  
**Meridian: SLBM**  
**Operator: AXIA ENERGY LLC**

Map Prepared:  
 Map Produced by Diana Mason

- |               |                                    |
|---------------|------------------------------------|
| <b>Units</b>  | <b>Wells Query</b>                 |
| <b>STATUS</b> | <b>STATUS</b>                      |
| 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             |
| <b>Fields</b> | TA - Temp. Abandoned               |
| Unknown       | TW - Test Well                     |
| ABANDONED     | WDW - Water Disposal               |
| ACTIVE        | WW - Water Injection Well          |
| COMBINED      | WSW - Water Supply Well            |
| INACTIVE      |                                    |
| STORAGE       |                                    |
| TERMINATED    |                                    |



Well Name	AXIA ENERGY LLC THREE RIVERS 32-33-720 43047527340000			
String	Surf	PROD		
Casing Size(")	8.625	5.500		
Setting Depth (TVD)	1200	9080		
Previous Shoe Setting Depth (TVD)	0	1200		
Max Mud Weight (ppg)	8.7	9.2		
BOPE Proposed (psi)	1000	3000		
Casing Internal Yield (psi)	3390	7740		
Operators Max Anticipated Pressure (psi)	3932	8.3		

Calculations	Surf String	8.625	"	
Max BHP (psi)	.052*Setting Depth*MW=	543		
			BOPE Adequate For Drilling And Setting Casing at Depth?	
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	399	YES	diverter with rotating head
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	279	YES	OK
			*Can Full Expected Pressure Be Held At Previous Shoe?	
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	279	NO	OK
Required Casing/BOPE Test Pressure=		1200	psi	
*Max Pressure Allowed @ Previous Casing Shoe=		0	psi *Assumes 1psi/ft frac gradient	

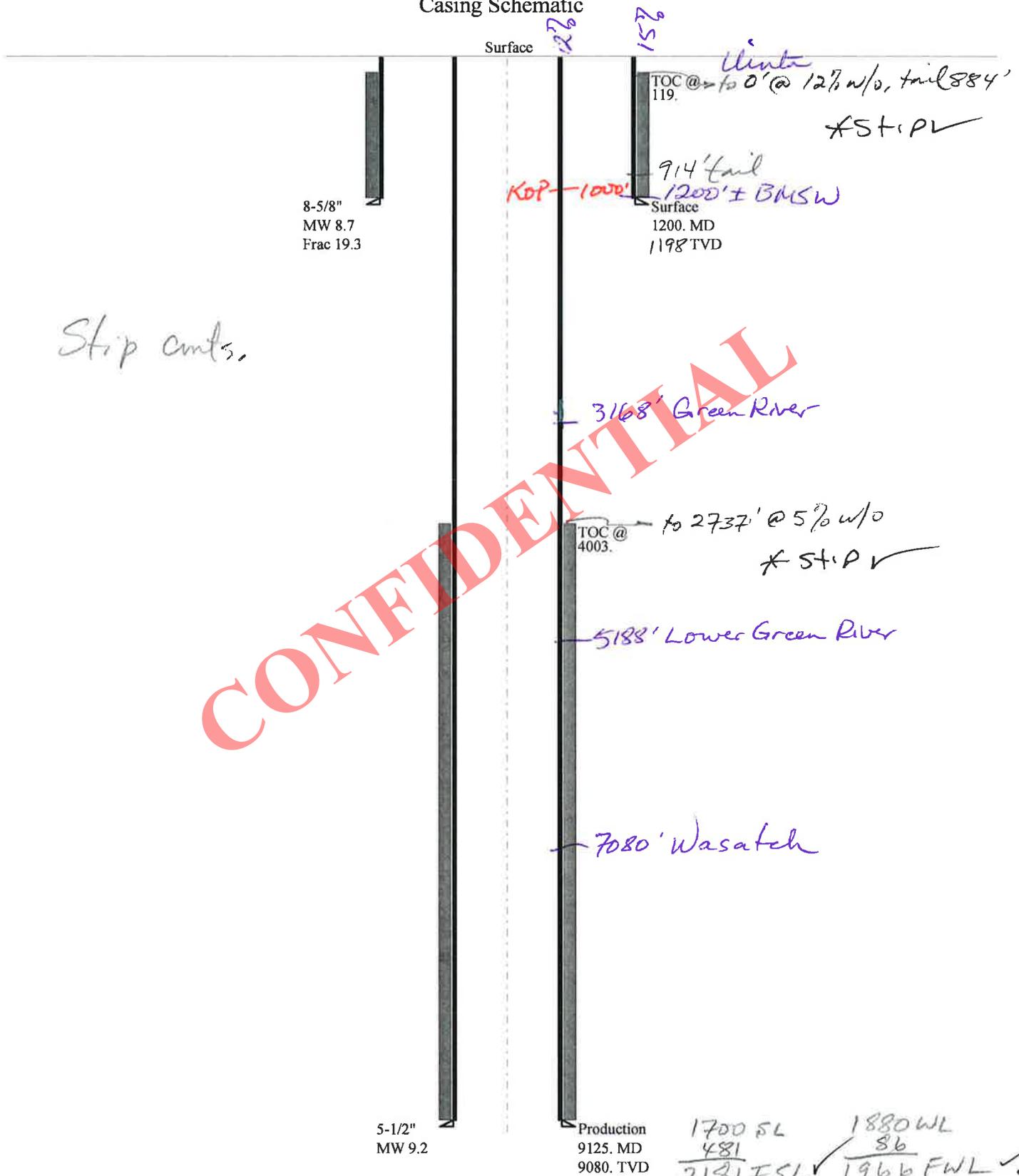
Calculations	PROD String	5.500	"	
Max BHP (psi)	.052*Setting Depth*MW=	4344		
			BOPE Adequate For Drilling And Setting Casing at Depth?	
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	3254	NO	
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	2346	YES	OK
			*Can Full Expected Pressure Be Held At Previous Shoe?	
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	2610	NO	REasonable
Required Casing/BOPE Test Pressure=		3000	psi	
*Max Pressure Allowed @ Previous Casing Shoe=		1200	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	

# 43047527340000 Three Rivers 32-33-720

## Casing Schematic



Strip cmts.

**CONFIDENTIAL**

1700 SL      1880 WL  
 481      86  
 2181 FSL ✓      1966 FWL ✓ OK  
 NE SW Sec 32-7S-20E

Well name:	<b>43047527340000 Three Rivers 32-33-720</b>	
Operator:	<b>Axia Energy LLC</b>	Project ID:
String type:	Surface	43-047-52734
Location:	UINTAH COUNTY	

**Design parameters:****Collapse**

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

**Burst**

Max anticipated surface pressure: 1,056 psi  
Internal gradient: 0.120 psi/ft  
Calculated BHP: 1,200 psi

No backup mud specified.

**Minimum design factors:****Collapse:**

Design factor: 1.125

**Burst:**

Design factor: 1.00

**Tension:**

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

Tension is based on air weight.  
Neutral point: 1,043 ft

**Environment:**

H2S considered? No  
Surface temperature: 74 °F  
Bottom hole temperature: 91 °F  
Temperature gradient: 1.40 °F/100ft  
Minimum section length: 100 ft

Cement top: 119 ft

**Directional Info - Build & Drop**

Kick-off point: 1000 ft  
Departure at shoe: 7 ft  
Maximum dogleg: 2 °/100ft  
Inclination at shoe: 4 °

**Re subsequent strings:**

Next setting depth: 9,080 ft  
Next mud weight: 9.200 ppg  
Next setting BHP: 4,340 psi  
Fracture mud wt: 19.250 ppg  
Fracture depth: 1,200 ft  
Injection pressure: 1,200 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	1200	8.625	24.00	J-55	ST&C	1200	1200	7.972	6178
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	542	1343	2.476	1200	2950	2.46	28.8	244	8.47 J

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

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

Date: August 9, 2012  
Salt Lake City, Utah

**Remarks:**

Collapse is based on a vertical depth of 1200 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.

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

Well name:	<b>43047527340000 Three Rivers 32-33-720</b>	
Operator:	<b>Axia Energy LLC</b>	Project ID:
String type:	Production	43-047-52734
Location:	UINTAH COUNTY	

**Design parameters:**

**Collapse**

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

**Minimum design factors:**

**Collapse:**

Design factor 1.125

**Burst:**

Design factor 1.00

**Environment:**

H2S considered? No  
 Surface temperature: 74 °F  
 Bottom hole temperature: 201 °F  
 Temperature gradient: 1.40 °F/100ft  
 Minimum section length: 100 ft  
 Cement top: 4,003 ft

**Burst**

Max anticipated surface pressure: 2,342 psi  
 Internal gradient: 0.220 psi/ft  
 Calculated BHP 4,340 psi

No backup mud specified.

**Tension:**

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

Tension is based on air weight.  
 Neutral point: 7,858 ft

**Directional Info - Build & Drop**

Kick-off point 1000 ft  
 Departure at shoe: 488 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	9125	5.5	17.00	N-80	LT&C	9080	9125	4.767	51432
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	4340	6290	1.449	4340	7740	1.78	154.4	348	2.25 J

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

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

Date: August 9, 2012  
 Salt Lake City, Utah

**Remarks:**

Collapse is based on a vertical depth of 9080 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 32-33-720**  
*Surface Location:* 1700' FSL & 1880' FWL, NE/4 SW/4, Section 32, T7S, R20E  
*Target Location:* 2180' FSL & 1980' FWL, NE/4 SW/4, Section 32, 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 32-33-720  
**API Number** 43047527340000      **APD No** 6049      **Field/Unit** WILDCAT  
**Location: 1/4,1/4** NESW      **Sec** 32      **Tw** 7.0S      **Rng** 20.0E      1700 FSL 1880 FWL  
**GPS Coord (UTM)** 611079 4446700      **Surface Owner** Kay Anderson

### Participants

Shane Wentzel (Axia), Brandon Bowthorpe (UELS), John Busch (dirt contractor), Don Hamilton (permit contractor)

### Regional/Local Setting & Topography

This proposed well site is approximately 1.25 miles south of Pelican Lake, but the land here slopes south away from the lake and toward the Green River. There is a small drainage which must be rerouted around the north side of the location.

### Surface Use Plan

#### **Current Surface Use**

Grazing

#### **New Road Miles**

0.1

#### **Well Pad**

**Width** 260      **Length** 350

#### **Src Const Material**

Onsite

#### **Surface Formation**

UNTA

**Ancillary Facilities** N

**Waste Management Plan Adequate?** Y

### Environmental Parameters

**Affected Floodplains and/or Wetlands** N

#### **Flora / Fauna**

Very sparse vegetation, little to no grass, some halogeton.

#### **Soil Type and Characteristics**

Sandy clay loam with some gravel on surface.

**Erosion Issues** N

**Sedimentation Issues** N

**Site Stability Issues** N

**Drainage Diversion Required?** Y

Small drainage must be diverted around north side

**Berm Required?** N

**Erosion Sedimentation Control Required?** N

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

**Reserve Pit****Site-Specific Factors****Site Ranking**

<b>Distance to Groundwater (feet)</b>	75 to 100	10
<b>Distance to Surface Water (feet)</b>	>1000	0
<b>Dist. Nearest Municipal Well (ft)</b>	>5280	0
<b>Distance to Other Wells (feet)</b>	>1320	0
<b>Native Soil Type</b>	Mod permeability	10
<b>Fluid Type</b>	TDS>5000 and	10
<b>Drill Cuttings</b>	Normal Rock	0
<b>Annual Precipitation (inches)</b>		0
<b>Affected Populations</b>		
<b>Presence Nearby Utility Conduits</b>	Not Present	0
<b>Final Score</b>		30    1 Sensitivity Level

**Characteristics / Requirements**

Reverve pit should be 195ft by 100ft by 10ft deep. Axia plans to use a 16 mil liner and felt subliner.

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

**Other Observations / Comments**

Richard Powell  
Evaluator

7/18/2012  
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
6049	43047527340000	LOCKED	OW	P	No
<b>Operator</b>	AXIA ENERGY LLC		<b>Surface Owner-APD</b>	Kay Anderson	
<b>Well Name</b>	THREE RIVERS 32-33-720		<b>Unit</b>		
<b>Field</b>	WILDCAT		<b>Type of Work</b>	DRILL	
<b>Location</b>	NESW 32 7S 20E S 1700 FSL (UTM) 611090E 4446706N		1880 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 1,200 feet. A search of Division of Water Rights records shows 2 water wells within a 10,000 foot radius of the center of Section 32. Both wells are over a mile from the proposed location. Well uses are listed for irrigation, domestic, and stock watering. Depth is listed for only 1 well at 150 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. Surface casing should be extended to cover the base of the moderately saline groundwater or the 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

7/31/2012  
Date / Time

### Surface Statement of Basis

This proposed well is on fee surface. It is proposed as a two well pad to be shared with the Three Rivers 32-34-720. Surface owner Kay Anderson was contacted and invited to the presite but chose not to attend. Mr. Anderson stated that he was satisfied with the placement of the well and made not requests. Shane Wentzel of Axia stated that a 16 mil liner would be used and this appears to be adequate for the site. Mr. Wentzel also stated that covert green paint color would be used for all tanks and equipment. This appears to be a good site for placement of this well.

Richard Powell  
Onsite Evaluator

7/18/2012  
Date / Time

### Conditions of Approval / Application for Permit to Drill

Category	Condition
Pits	A synthetic liner with a minimum thickness of 16 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.
Surface	Drainages adjacent to the proposed pad shall be diverted around the location.

## WORKSHEET APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 5/23/2012

API NO. ASSIGNED: 43047527340000

WELL NAME: THREE RIVERS 32-33-720

OPERATOR: AXIA ENERGY LLC (N3765)

PHONE NUMBER: 435 719-2018

CONTACT: Don Hamilton

PROPOSED LOCATION: NESW 32 070S 200E

Permit Tech Review: 

SURFACE: 1700 FSL 1880 FWL

Engineering Review: 

BOTTOM: 2180 FSL 1980 FWL

Geology Review: 

COUNTY: UINTAH

LATITUDE: 40.16338

LONGITUDE: -109.69548

UTM SURF EASTINGS: 611090.00

NORTHINGS: 4446706.00

FIELD NAME: WILDCAT

LEASE TYPE: 4 - Fee

LEASE NUMBER: FEE

PROPOSED PRODUCING FORMATION(S): WASATCH

SURFACE OWNER: 4 - Fee

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

Commingling Approved

## LOCATION AND SITING:

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

Comments: Presite Completed

Stipulations:

- 1 - Exception Location - bhill
- 5 - Statement of Basis - bhill
- 12 - Cement Volume (3) - hmacdonald
- 15 - Directional - dmason
- 23 - Spacing - dmason
- 25 - Surface Casing - hmacdonald



GARY R. HERBERT  
*Governor*

GREGORY S. BELL  
*Lieutenant Governor*

# State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER  
*Executive Director*

Division of Oil, Gas and Mining

JOHN R. BAZA  
*Division Director*

## Permit To Drill

\*\*\*\*\*

**Well Name:** THREE RIVERS 32-33-720  
**API Well Number:** 43047527340000  
**Lease Number:** FEE  
**Surface Owner:** FEE (PRIVATE)  
**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).

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 2700' MD as indicated in the submitted drilling plan.

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																														
<b>SUNDRY NOTICES AND REPORTS ON WELLS</b>		<b>5. LEASE DESIGNATION AND SERIAL NUMBER:</b> FEE																														
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.		<b>6. IF INDIAN, ALLOTTEE OR TRIBE NAME:</b>																														
		<b>7. UNIT or CA AGREEMENT NAME:</b>																														
<b>1. TYPE OF WELL</b> Oil Well		<b>8. WELL NAME and NUMBER:</b> THREE RIVERS 32-33-720																														
<b>2. NAME OF OPERATOR:</b> AXIA ENERGY LLC		<b>9. API NUMBER:</b> 43047527340000																														
<b>3. ADDRESS OF OPERATOR:</b> 1430 Larimer Ste 400 , Denver, CO, 80202	<b>PHONE NUMBER:</b> 720 746-5200 Ext	<b>9. FIELD and POOL or WILDCAT:</b> WILDCAT																														
<b>4. LOCATION OF WELL</b> <b>FOOTAGES AT SURFACE:</b> 1700 FSL 1880 FWL <b>QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:</b> Qtr/Qtr: NESW Section: 32 Township: 07.0S Range: 20.0E Meridian: S		<b>COUNTY:</b> UINTAH																														
		<b>STATE:</b> UTAH																														
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA																																
<b>TYPE OF SUBMISSION</b>	<b>TYPE OF ACTION</b>																															
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:  <input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:  <input checked="" type="checkbox"/> SPUD REPORT Date of Spud: 4/26/2013  <input type="checkbox"/> DRILLING REPORT Report Date:	<table style="width: 100%; border: none;"> <tr> <td style="width: 33%;"><input type="checkbox"/> ACIDIZE</td> <td style="width: 33%;"><input type="checkbox"/> ALTER CASING</td> <td style="width: 33%;"><input type="checkbox"/> CASING REPAIR</td> </tr> <tr> <td><input type="checkbox"/> CHANGE TO PREVIOUS PLANS</td> <td><input type="checkbox"/> CHANGE TUBING</td> <td><input type="checkbox"/> CHANGE WELL NAME</td> </tr> <tr> <td><input type="checkbox"/> CHANGE WELL STATUS</td> <td><input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS</td> <td><input type="checkbox"/> CONVERT WELL TYPE</td> </tr> <tr> <td><input type="checkbox"/> DEEPEN</td> <td><input type="checkbox"/> FRACTURE TREAT</td> <td><input type="checkbox"/> NEW CONSTRUCTION</td> </tr> <tr> <td><input type="checkbox"/> OPERATOR CHANGE</td> <td><input type="checkbox"/> PLUG AND ABANDON</td> <td><input type="checkbox"/> PLUG BACK</td> </tr> <tr> <td><input type="checkbox"/> PRODUCTION START OR RESUME</td> <td><input type="checkbox"/> RECLAMATION OF WELL SITE</td> <td><input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION</td> </tr> <tr> <td><input type="checkbox"/> REPERFORATE CURRENT FORMATION</td> <td><input type="checkbox"/> SIDETRACK TO REPAIR WELL</td> <td><input type="checkbox"/> TEMPORARY ABANDON</td> </tr> <tr> <td><input type="checkbox"/> TUBING REPAIR</td> <td><input type="checkbox"/> VENT OR FLARE</td> <td><input type="checkbox"/> WATER DISPOSAL</td> </tr> <tr> <td><input type="checkbox"/> WATER SHUTOFF</td> <td><input type="checkbox"/> SI TA STATUS EXTENSION</td> <td><input type="checkbox"/> APD EXTENSION</td> </tr> <tr> <td><input type="checkbox"/> WILDCAT WELL DETERMINATION</td> <td><input type="checkbox"/> OTHER</td> <td>OTHER: <input style="width: 100px;" type="text"/></td> </tr> </table>		<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input type="checkbox"/> APD EXTENSION	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: <input style="width: 100px;" type="text"/>
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12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.																																
MIRU Pete Martin Conductor Rig. Spud well 04-26-2013. Drilled to 112' and set 16' casing. Cemented to surface. Released conductor rig. Current Status: Wait on Surface Casing Rig.																																
<b>Accepted by the Utah Division of Oil, Gas and Mining</b> <b>FOR RECORD ONLY</b> May 01, 2013																																
<b>NAME (PLEASE PRINT)</b> Cindy Turner	<b>PHONE NUMBER</b> 720 746-5209	<b>TITLE</b> Project Manager																														
<b>SIGNATURE</b> N/A		<b>DATE</b> 4/30/2013																														

<b>STATE OF UTAH</b> DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	<b>FORM 9</b>
<b>SUNDRY NOTICES AND REPORTS ON WELLS</b>  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: FEE
	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 32-33-720
2. NAME OF OPERATOR: AXIA ENERGY LLC	9. API NUMBER: 43047527340000
3. ADDRESS OF OPERATOR: 1430 Larimer Ste 400 , Denver, CO, 80202	PHONE NUMBER: 720 746-5200 Ext
4. LOCATION OF WELL FOOTAGES AT SURFACE: 1700 FSL 1880 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NESW Section: 32 Township: 07.0S Range: 20.0E Meridian: S	9. FIELD and POOL or WILDCAT: WILDCAT
	COUNTY: UINTAH
	STATE: UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> <b>NOTICE OF INTENT</b> Approximate date work will start: <b>6/15/2013</b>	<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
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	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: <input style="width: 100px;" type="text"/>

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

Axia Energy, LLC respectfully requests changes to the previously approved APD as follows: Proposed depth from 9,125' TD to 7,429' TD.  
 Surface casing from 8.625 32# J-55 LT&C to 8.625 24# J-55 ST&C.  
 Production casing from 5.5 17# N-80 LT&C to 5.5 17# J-55 LT&C.  
 Cement requirements in approved ADP will be followed.

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

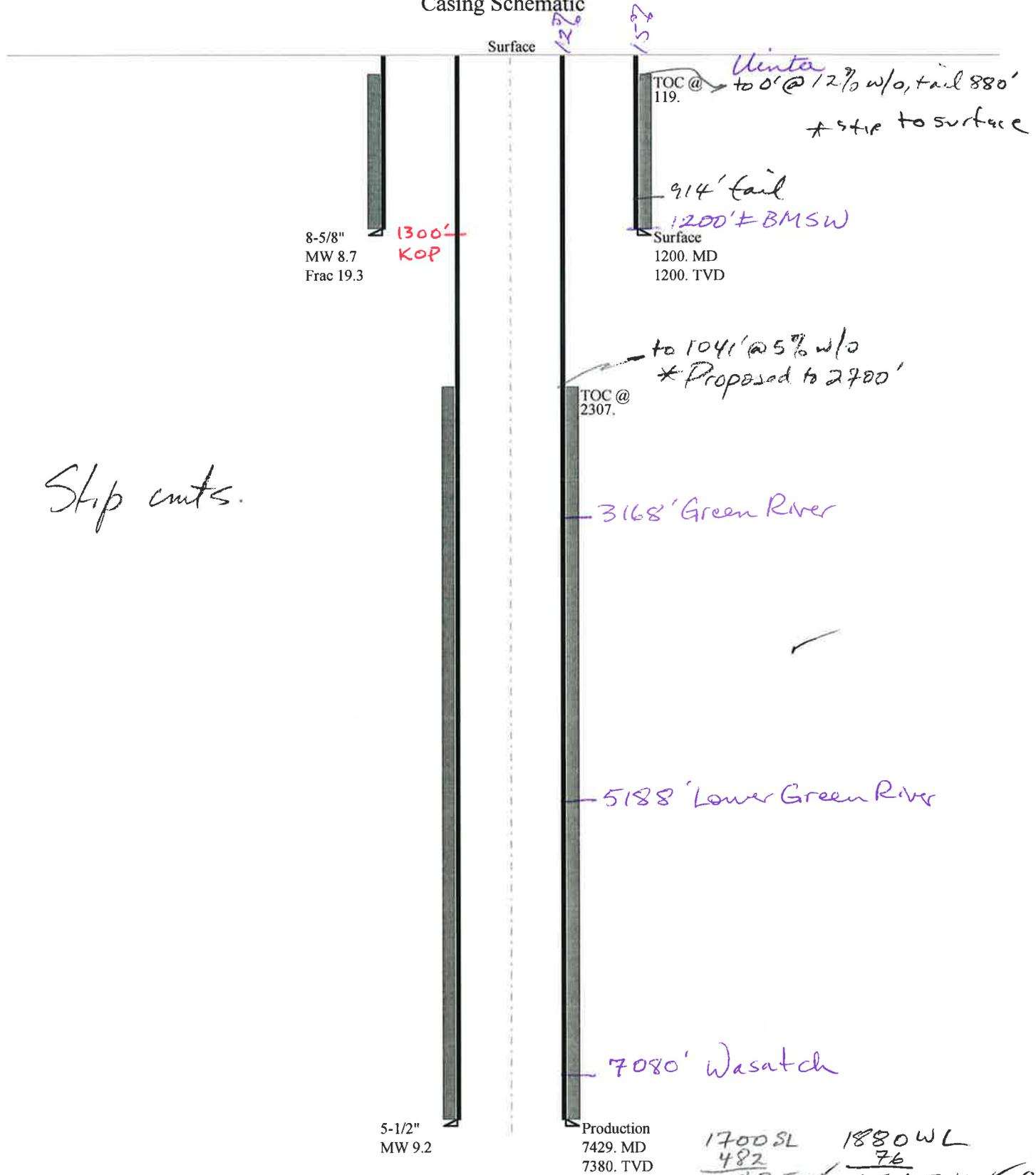
**Date:** May 09, 2013

**By:** 

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

# 43047527340000 Three Rivers 32-33-720rev

## Casing Schematic



Slip cuts.

1700 SL	1880 WL	
482	76	
2182 FSL	1956 FWL	✓ O.K.

NE SW Sec 32-7S-20E

Well name:	<b>43047527340000 Three Rivers 32-33-720rev</b>		
Operator:	<b>Axia Energy LLC</b>		
String type:	Surface	Project ID:	43-047-52734
Location:	UINTAH COUNTY		

**Design parameters:****Collapse**

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

**Burst**

Max anticipated surface pressure: 1,056 psi  
Internal gradient: 0.120 psi/ft  
Calculated BHP: 1,200 psi

No backup mud specified.

**Minimum design factors:****Collapse:**

Design factor: 1.125

**Burst:**

Design factor: 1.00

**Tension:**

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

Tension is based on air weight.

Neutral point: 1,045 ft

**Environment:**

H2S considered? No  
Surface temperature: 74 °F  
Bottom hole temperature: 91 °F  
Temperature gradient: 1.40 °F/100ft  
Minimum section length: 100 ft

Cement top: 119 ft

**Non-directional string.****Re subsequent strings:**

Next setting depth: 7,380 ft  
Next mud weight: 9.200 ppg  
Next setting BHP: 3,527 psi  
Fracture mud wt: 19.250 ppg  
Fracture depth: 1,200 ft  
Injection pressure: 1,200 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	1200	8.625	32.00	J-55	ST&C	1200	1200	7.875	9574
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	542	2530	4.665	1200	3930	3.28	38.4	372	9.69 J

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

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

Date: May 2, 2013  
Salt Lake City, Utah

**Remarks:**

Collapse is based on a vertical depth of 1200 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.

*Engineering responsibility for use of this design will be that of the purchaser.*

Well name:	<b>43047527340000 Three Rivers 32-33-720rev</b>		
Operator:	<b>Axia Energy LLC</b>		Project ID:
String type:	Production		43-047-52734
Location:	UINTAH COUNTY		

**Design parameters:**

**Collapse**

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

**Burst**

Max anticipated surface pressure: 1,903 psi  
 Internal gradient: 0.220 psi/ft  
 Calculated BHP: 3,527 psi  
  
 No backup mud specified.

**Minimum design factors:**

**Collapse:**

Design factor: 1.125

**Burst:**

Design factor: 1.00

**Tension:**

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

Tension is based on air weight.  
 Neutral point: 6,399 ft

**Environment:**

H2S considered? No  
 Surface temperature: 74 °F  
 Bottom hole temperature: 177 °F  
 Temperature gradient: 1.40 °F/100ft  
 Minimum section length: 100 ft  
  
 Cement top: 2,307 ft

**Directional Info - Build & Drop**

Kick-off point: 1300 ft  
 Departure at shoe: 488 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	7429	5.5	17.00	J-55	LT&C	7380	7429	4.767	28781
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	3527	4910	1.392	3527	5320	1.51	125.5	247	1.97 J

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

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

Date: May 2, 2013  
 Salt Lake City, Utah

**Remarks:**

Collapse is based on a vertical depth of 7380 ft, a mud weight of 9.2 ppg. The casing is considered to be evacuated for collapse purposes. Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

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

**BOPE REVIEW** **Axia Energy LLC Three Rivers 32-33-720rev**

Axia Energy LLC Three Rivers 32-33-720rev	
String 1	String 2
8 5/8	5 1/2
1200	7380
40.5	1200
8.7	9.2
0	3000
3930	5350
Operators Max Anticipated Pressure (psi) 8.3 ppg	

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

String 1		String 2	
8 5/8 "		8 5/8 "	
Max BHP [psi]	.052*Setting Depth*MW =	543	
BOPE Adequate For Drilling And Setting Casing at Depth?		NO	spud mud
MAASP (Gas) [psi]	Max BHP-(0.12*Setting Depth) =	399	NO
MAASP (Gas/Mud) [psi]	Max BHP-(0.22*Setting Depth) =	279	NO
*Can Full Expected Pressure Be Held At Previous Shoe?		NO	
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth) =	288	OK
Required Casing/BOPE Test Pressure		1200 psi	
*Max Pressure Allowed @ Previous Casing Shoe =		41 psi	*Assumes 1psi/ft frac gradient

String 2		String 1	
5 1/2 "		5 1/2 "	
Max BHP [psi]	.052*Setting Depth*MW =	3531	
BOPE Adequate For Drilling And Setting Casing at Depth?		YES	DAP gel
MAASP (Gas) [psi]	Max BHP-(0.12*Setting Depth) =	2645	YES
MAASP (Gas/Mud) [psi]	Max BHP-(0.22*Setting Depth) =	1907	YES
*Can Full Expected Pressure Be Held At Previous Shoe?		NO	OK
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth) =	2171	OK
Required Casing/BOPE Test Pressure		3000 psi	
*Max Pressure Allowed @ Previous Casing Shoe =		1200 psi	*Assumes 1psi/ft frac gradient

**Calculations**  
 Max BHP [psi]  
 MAASP (Gas) [psi]  
 MAASP (Gas/Mud) [psi]  
 Pressure At Previous Shoe  
 Required Casing/BOPE Test Pressure  
 \*Max Pressure Allowed @ Previous Casing Shoe =

# Axia Energy

## Three Rivers 32-33-720 Uintah County, Utah

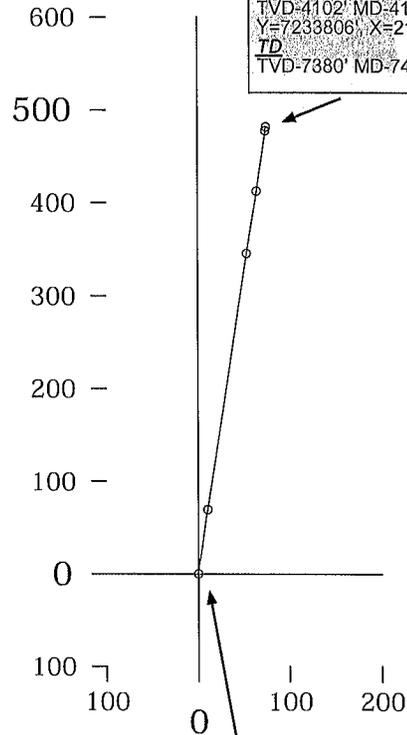
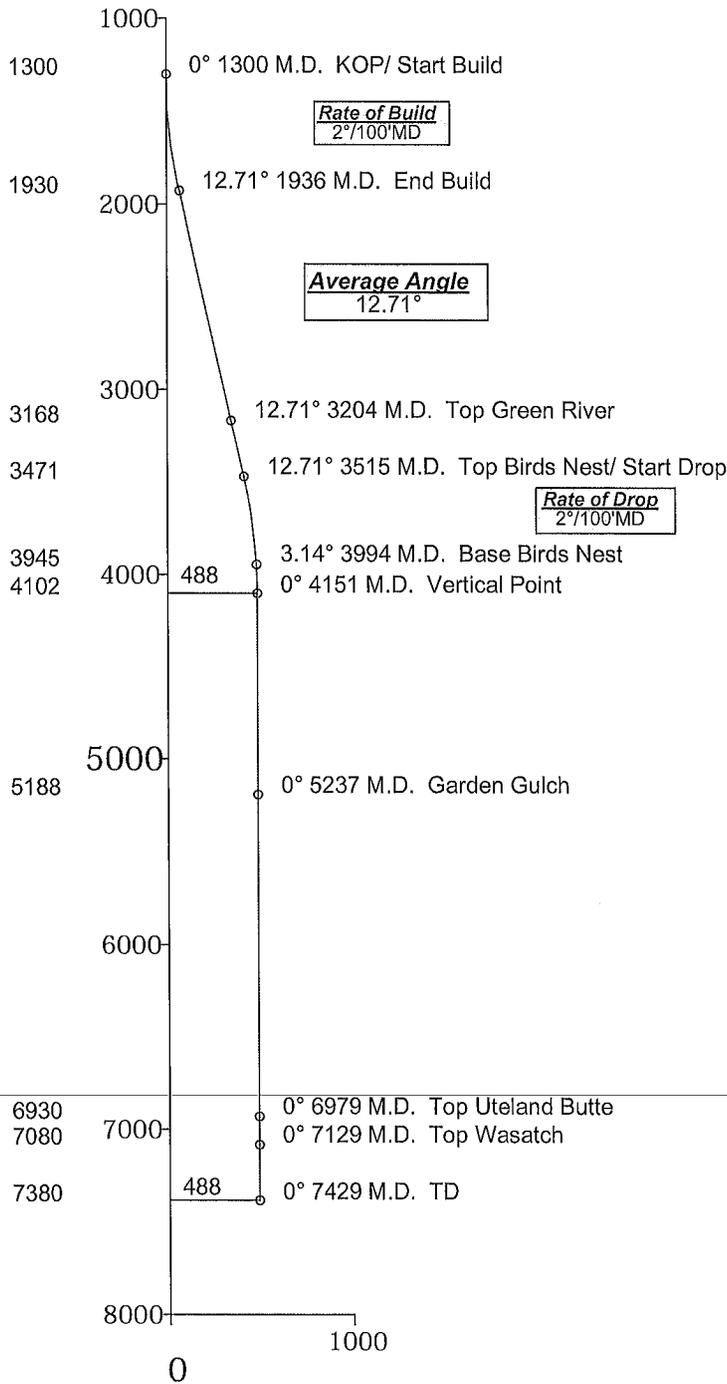
**Plane of Proposal**  
8.92° Azimuth

**Vertical Section**  
1" = 1000'

**Horizontal Plan**  
1" = 200'



**Vertical Point**  
488.16' Displacement from S/L  
@ 8.92° Azimuth from S/L  
North-482.26' East-75.68' of S/L  
TVD-4102' MD-4151'  
Y=7233806' X=2144737.7'  
TD  
TVD-7380' MD-7429'

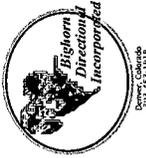


**Surface Location**  
Y=7233323.76'  
X=2144662.04'

Top Green River	3168' TVD
Top Birds Nest	3471' TVD
Base Birds Nest	3945' TVD
Garden Gulch	5188' TVD
Top Uteland Butte	6930' TVD
Top Wasatch	7080' TVD



# Bighorn Directional, Inc.



Axia Energy  
 Three Rivers 32-33-720  
 Uintah County, Utah

Slot Location: 7233323.75', 2144662.04'  
 Plane of Vertical Section: 8.92°

Page: 1

Measured Depth Feet	BORE Inc Degrees	HOLE Direction Degrees	True Vertical Depth Feet	RECTANGULAR COORDINATES		LAMBERT COORDINATES		Vertical Section Feet	CLOSURES		Dogleg Severity Deg/100'	
				North(-South) Feet	East(-West) Feet	Y Feet	X Feet		Distance Feet	Direction Deg		
1300.00	0.00		1300.00	0.00	0.00	7233323.8	2144662.0	0.00	0.00	0.00	0.00	
KOP/ Start Build												
1400.00	2.00	8.92	1399.98	1.72	0.27	7233325.5	2144662.3	1.75	1.75	8.92	2.00	
1500.00	4.00	8.92	1499.84	6.89	1.08	7233330.6	2144663.1	6.98	6.98	8.92	2.00	
1600.00	6.00	8.92	1599.45	15.50	2.43	7233339.3	2144664.5	15.69	15.69	8.92	2.00	
1700.00	8.00	8.92	1698.70	27.54	4.32	7233351.3	2144666.4	27.88	27.88	8.92	2.00	
1800.00	10.00	8.92	1797.47	43.00	6.75	7233366.7	2144668.8	43.52	43.52	8.92	2.00	
1900.00	12.00	8.92	1895.62	61.85	9.71	7233385.6	2144671.8	62.60	62.60	8.92	2.00	
1935.69	12.71	8.92	1930.48	69.39	10.89	7233393.1	2144672.9	70.24	70.24	8.92	2.00	
End Build												
2435.69	12.71	8.92	2418.22	178.10	27.95	7233501.9	2144690.0	180.28	180.28	8.92	0.00	
2935.69	12.71	8.92	2905.96	286.81	45.01	7233610.6	2144707.1	290.32	290.32	8.92	0.00	
3204.31	12.71	8.92	3168.00	345.22	54.18	7233669.0	2144716.2	349.44	349.44	8.92	0.00	
Top Green River												
3435.69	12.71	8.92	3393.70	395.53	62.07	7233719.3	2144724.1	400.37	400.37	8.92	0.00	
3514.93	12.71	8.92	3471.00	412.75	64.78	7233736.5	2144726.8	417.81	417.81	8.92	0.00	
Top Birds Nest												
3515.45	12.71	8.92	3471.51	412.87	64.79	7233736.6	2144726.8	417.92	417.92	8.92	0.00	
Start Drop												
3615.45	10.71	8.92	3569.43	432.92	67.94	7233756.7	2144730.0	438.22	438.22	8.92	2.00	
3715.45	8.71	8.92	3667.99	449.59	70.56	7233773.3	2144732.6	455.10	455.10	8.92	2.00	
3815.45	6.71	8.92	3767.08	462.85	72.64	7233786.6	2144734.7	468.52	468.52	8.92	2.00	
3915.45	4.71	8.92	3866.58	472.69	74.18	7233796.4	2144736.2	478.47	478.47	8.92	2.00	
3994.06	3.14	8.92	3945.00	478.01	75.02	7233801.8	2144737.1	483.86	483.86	8.92	2.00	
Base Birds Nest												
4015.45	2.71	8.92	3966.36	479.09	75.19	7233802.8	2144737.2	484.95	484.95	8.92	2.00	
4115.45	0.71	8.92	4066.31	482.04	75.65	7233805.8	2144737.7	487.94	487.94	8.92	2.00	

# Bighorn Directional, Inc.

Axia Energy Three Rivers 32-33-720 Uintah County, Utah		Page: 2  Minimum of Curvature Slot Location: 7233323.75', 2144662.04' Plane of Vertical Section: 8.92°
--------------------------------------------------------------	------------------------------------------------------------------------------------	--------------------------------------------------------------------------------------------------------------------

	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	
Measured Depth Feet	0.00	8.92	4102.00	482.26	75.68	7233806.0	2144737.7	488.16	488.16	8.92	2.00
Vertical Point											
5237.14	0.00	8.92	5188.00	482.26	75.68	7233806.0	2144737.7	488.16	488.16	8.92	0.00
Garden Gulch											
6979.14	0.00	8.92	6930.00	482.26	75.68	7233806.0	2144737.7	488.16	488.16	8.92	0.00
Top Uteland Butte											
7129.14	0.00	8.92	7080.00	482.26	75.68	7233806.0	2144737.7	488.16	488.16	8.92	0.00
Top Wasatch											
7429.14	0.00	8.92	7380.00	482.26	75.68	7233806.0	2144737.7	488.16	488.16	8.92	0.00
TD											

Final Station Closure Distance: 488.16' Direction: 8.92°



S-32 TONS RAOE 4304752734

Caroldaniels@utah.gov

**Spud Notice**

**CONFIDENTIAL**

**Cordell Wold** <cwold@axiaenergy.com>

Fri, Apr 26, 2013 at 9:26 AM

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

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

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

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

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

Any questions;

Cordell Wold

Axia Energy

701-570-5540

**RECEIVED**

**APR 26 2013**

**DIV. OF OIL, GAS & MINING**

**CONFIDENTIAL**

Carol Daniels &lt;caroldaniels@utah.gov&gt;

TOPS R20E S-32 4304752734

**Spud Notice**

1 message

**Cordell Wold** <cwold@axiaenergy.com>

Sat, May 4, 2013 at 7:45 AM

To: "richardpowell@utah.gov" &lt;richardpowell@utah.gov&gt;, "caroldaniels@utah.gov" &lt;caroldaniels@utah.gov&gt;

Cc: Cindy Turner &lt;cturner@axiaenergy.com&gt;, Bryce Holder &lt;bholder@axiaenergy.com&gt;, klbascom &lt;klbascom@ubtanet.com&gt;, Jess Peonio &lt;jpeonio@axiaenergy.com&gt;

We are moving in Pro Petro to drill surface and run surface casing and cement on the Three Rivers 32-33-720.

We will be running casing and cementing on 05-05-2013.

Any questions;

Cordell Wold

Axia Energy

701-570-5540

**RECEIVED****MAY 04 2013****DIV. OF OIL, GAS & MINING**



CONFIDENTIAL

S-32 T09S R20E N35W 4304752 734

**Subject:Aztec Well Service Rig #222-Axia Energy-Three Rivers 32-33-720-Bop Test and Spud Notice.**

Oracio Sanchez <obsanchez1949@gmail.com>

Tue, May 7, 2013 at 9:44 PM

To: "To: Carol Daniels" <caroldaniels@utah.gov>, Dan Jarvis <danjarvis@utah.gov>, Richard Powell <richardpowell@utah.gov>, Cade Taylor <cctaylor@blm.gov>, Cordell Wold <cwold@axiaenergy.com>

Aztec rig #222 moving in for Axia Energy on the Three Rivers 32-33-720 -(5-8-2013)-test TEST BOPE (5-9-2013) drill out early (5-10-2013) . Any questions, contact OB Sanchez @ 575-202-3191

Thank you  
OBSanchez

RECEIVED  
MAY 14 2013  
DIV. OF OIL, GAS & MIN.

CONFIDENTIAL



NEWS sec 32 TORS R 20E

**cementing 5 5 Production**

**Oracio Sanchez** <obsanchez1949@gmail.com>

Fri, May 17, 2013 at 3:23 PM

To: "o: Carol Daniels" <caroldaniels@utah.gov>, Dan Jarvis <danjarvis@utah.gov>, Richard Powell <richardpowell@utah.gov>, Cordell Wold <cwold@axiaenergy.com>, jpeonio@axiaenergy.com

Axia Energy on the Three Rivers # 32-33-720 (API # 43-047-52734) will be cementing 5.5 production casing on 05-18-2013 then moving Aztec Drilling Company rig # 222 to the three Three Rivers # 32-25-720 (API #43-047-52718). Will rig up Aztec Rig # 222 and nipple up & test bop & casing (05-19-2013) and drill out (05-20-2013). Any Questions, please contact OB Sanchez @ 575-202-3191.

**RECEIVED**

**MAY 17 2013**

**DIV. OF OIL, GAS & MINING**

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9																														
<b>SUNDRY NOTICES AND REPORTS ON WELLS</b>		<b>5. LEASE DESIGNATION AND SERIAL NUMBER:</b> FEE																														
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.		<b>6. IF INDIAN, ALLOTTEE OR TRIBE NAME:</b>																														
		<b>7. UNIT or CA AGREEMENT NAME:</b>																														
<b>1. TYPE OF WELL</b> Oil Well	<b>8. WELL NAME and NUMBER:</b> THREE RIVERS 32-33-720																															
<b>2. NAME OF OPERATOR:</b> AXIA ENERGY LLC	<b>9. API NUMBER:</b> 43047527340000																															
<b>3. ADDRESS OF OPERATOR:</b> 1430 Larimer Ste 400 , Denver, CO, 80202	<b>PHONE NUMBER:</b> 720 746-5200 Ext	<b>9. FIELD and POOL or WILDCAT:</b> WILDCAT																														
<b>4. LOCATION OF WELL</b> <b>FOOTAGES AT SURFACE:</b> 1700 FSL 1880 FWL <b>QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:</b> Qtr/Qtr: NESW Section: 32 Township: 07.0S Range: 20.0E Meridian: S	<b>COUNTY:</b> UINTAH																															
	<b>STATE:</b> UTAH																															
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA																																
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<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:  <input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:  <input type="checkbox"/> SPUD REPORT Date of Spud:  <input checked="" type="checkbox"/> DRILLING REPORT Report Date: 9/19/2013	<table style="width: 100%; border: none;"> <tr> <td style="width: 33%;"><input type="checkbox"/> ACIDIZE</td> <td style="width: 33%;"><input type="checkbox"/> ALTER CASING</td> <td style="width: 33%;"><input type="checkbox"/> CASING REPAIR</td> </tr> <tr> <td><input type="checkbox"/> CHANGE TO PREVIOUS PLANS</td> <td><input type="checkbox"/> CHANGE TUBING</td> <td><input type="checkbox"/> CHANGE WELL NAME</td> </tr> <tr> <td><input type="checkbox"/> CHANGE WELL STATUS</td> <td><input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS</td> <td><input type="checkbox"/> CONVERT WELL TYPE</td> </tr> <tr> <td><input type="checkbox"/> DEEPEN</td> <td><input type="checkbox"/> FRACTURE TREAT</td> <td><input type="checkbox"/> NEW CONSTRUCTION</td> </tr> <tr> <td><input type="checkbox"/> OPERATOR CHANGE</td> <td><input type="checkbox"/> PLUG AND ABANDON</td> <td><input type="checkbox"/> PLUG BACK</td> </tr> <tr> <td><input checked="" type="checkbox"/> PRODUCTION START OR RESUME</td> <td><input type="checkbox"/> RECLAMATION OF WELL SITE</td> <td><input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION</td> </tr> <tr> <td><input type="checkbox"/> REPERFORATE CURRENT FORMATION</td> <td><input type="checkbox"/> SIDETRACK TO REPAIR WELL</td> <td><input type="checkbox"/> TEMPORARY ABANDON</td> </tr> <tr> <td><input type="checkbox"/> TUBING REPAIR</td> <td><input type="checkbox"/> VENT OR FLARE</td> <td><input type="checkbox"/> WATER DISPOSAL</td> </tr> <tr> <td><input type="checkbox"/> WATER SHUTOFF</td> <td><input type="checkbox"/> SI TA STATUS EXTENSION</td> <td><input type="checkbox"/> APD EXTENSION</td> </tr> <tr> <td><input type="checkbox"/> WILDCAT WELL DETERMINATION</td> <td><input type="checkbox"/> OTHER</td> <td>OTHER: <input style="width: 100px;" type="text"/></td> </tr> </table>		<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK	<input checked="" 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"/>
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12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.																																
SPUD 04/26/13: MIRU Pete Martin. Drilled and set 112' conductor csg. Cemented to surface. SET SURF CSG 05/05/13: MIRU Pro-Petro. Drilled and set 1240' 8-5/8" surf csg. Cemented to surface. RESUMED DRILLING OPS 05/08/13: MIRU Aztec Drilling. Drilled to TD. Set and cemented 7,311' 5-1/2" prod csg. DATE TD REACHED: 05/17/13 DRLG RIG RELEASED: 05/19/13 TMD: 7,325' TVD: 7,285' COMP START DATE: 06/08/13 1ST PROD DATE: 06/21/13 FORMATION: GR-WS		<p style="margin: 0;"><b>Accepted by the Utah Division of Oil, Gas and Mining</b></p> <p style="margin: 0;"><b>FOR RECORD ONLY</b></p> <p style="margin: 0;">September 19, 2013</p>																														
<b>NAME (PLEASE PRINT)</b> Cindy Turner	<b>PHONE NUMBER</b> 720 746-5209	<b>TITLE</b> Project Manager																														
<b>SIGNATURE</b> N/A	<b>DATE</b> 9/18/2013																															

<b>STATE OF UTAH</b> DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	<b>FORM 9</b>
<b>SUNDRY NOTICES AND REPORTS ON WELLS</b>  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: FEE
	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 32-33-720
2. NAME OF OPERATOR: AXIA ENERGY LLC	9. API NUMBER: 43047527340000
3. ADDRESS OF OPERATOR: 1430 Larimer Ste 400 , Denver, CO, 80202	PHONE NUMBER: 720 746-5200 Ext
4. LOCATION OF WELL FOOTAGES AT SURFACE: 1700 FSL 1880 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NESW Section: 32 Township: 07.0S Range: 20.0E Meridian: S	9. FIELD and POOL or WILDCAT: WILDCAT
	COUNTY: UINTAH
	STATE: UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> <b>NOTICE OF INTENT</b> Approximate date work will start: 10/1/2013	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> <b>SUBSEQUENT REPORT</b> 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"/> <b>SPUD REPORT</b> Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input type="checkbox"/> <b>DRILLING REPORT</b> 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
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	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input checked="" type="checkbox"/> OTHER	OTHER: <input type="text" value="Central Tank Facility"/>

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

NEW CENTRAL TANK FACILITY: Three Rivers CTB 32-7-20-01 See Attached for Proposal and Allocation Diagram

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

Date: October 08, 2013

By: *D. K. Duff*

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

AXIA THREE RIVERS CENTRAL TANK FACILITY

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

Allocation Proposal:

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

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

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

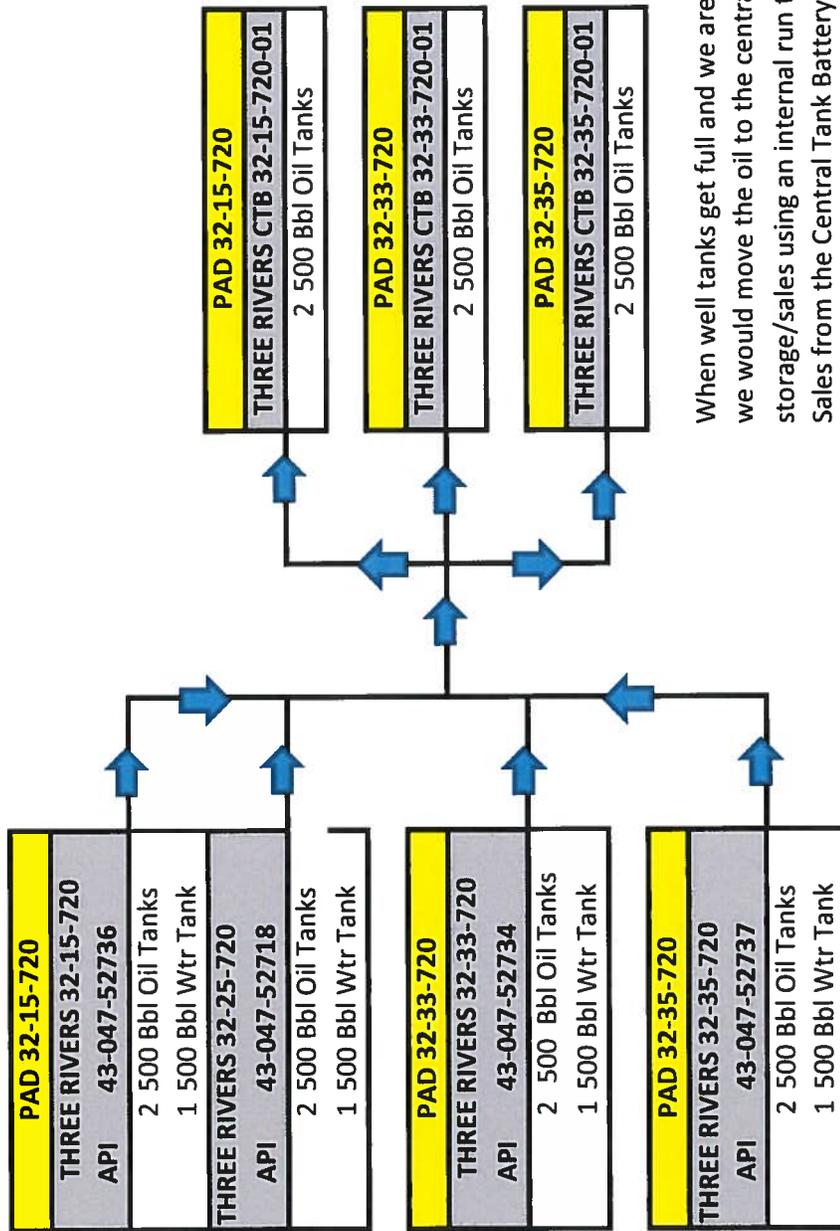
Proposed centralized storage facilities are set up by State or Federal lease number, or in the case of Fee wells, by common interest.

Reporting Requirements:

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

EFFECTIVE DATE: October 1, 2013

**FACILITY:** THREE RIVERS CTB 32-7-20-01  
**DESC:** THREE RIVERS WELLS IN SECTION 32 OF TOWNSHIP 75-RING 20E THAT CAN FLOW TO CENTRAL TANK BATTERY  
**LEASE:** BASED ON COMMON INTEREST/LEASE NO FEE PRIVATE



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

<b>STATE OF UTAH</b> DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		<b>FORM 9</b>
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<b>1. TYPE OF WELL</b> Oil Well	<b>8. WELL NAME and NUMBER:</b> THREE RIVERS 32-33-720	
<b>2. NAME OF OPERATOR:</b> AXIA ENERGY LLC	<b>9. API NUMBER:</b> 43047527340000	
<b>3. ADDRESS OF OPERATOR:</b> 1430 Larimer Ste 400 , Denver, CO, 80202	<b>PHONE NUMBER:</b> 720 746-5200 Ext	<b>9. FIELD and POOL or WILDCAT:</b> WILDCAT
<b>4. LOCATION OF WELL</b> <b>FOOTAGES AT SURFACE:</b> 1700 FSL 1880 FWL <b>QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:</b> Qtr/Qtr: NESW Section: 32 Township: 07.0S Range: 20.0E Meridian: S		<b>COUNTY:</b> UINTAH
		<b>STATE:</b> UTAH

11.

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TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input checked="" type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: 6/8/2013	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input checked="" type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
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	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: <input type="text"/>

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

Axia Energy, LLC received APD approval on 08-29-12 to complete the WASATCH formation. However, there was a change in plans and we respectfully request permission to complete the Green River formation and then commingle with the Upper Wasatch formation. Attached is information per R649-3-22.

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

**Date:** October 09, 2013

**By:** 

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



Attachment to Sundry Notice Form 9

Three Rivers 32-33-820

API: 43047527340000

Notice of intent – commingle Wasatch and Green formations

---

- 1.1 Exhibit A showing location of the well.
- 1.2 Method of Completion: the pools will be completed from the lower portion of the well (Wasatch) to the upper portion of the well (Green River) in succession. Intervals will be selectively perforated and fracture stimulated starting in the lower portion of the well. A composite bridge plug will be set to isolate the previously perforated/stimulated interval, and additional perforations will be added and fracture stimulated. Perforating/Stimulation will occur in this manner through the Wasatch and Green River formations in 8-10 stages. Once all desired intervals have been perforated, stimulated and isolated, all composite plugs will be drilled out. A tubing string with rod pump will be run to produce Wasatch and Green River oil in a commingled fashion.
- 2 Allocation should never be necessary due to equal mineral ownership in all pools. However, if it ever became necessary, allocation would be based on individual formation production percentages developed during the initial testing of the well.
- 3 Affidavit of Lease Ownership - Acknowledgement that Axia Energy, LLC provided a copy of this application to contiguous leasehold and unleased mineral owners of NESW Section 32-T7S-R20E



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3. ADDRESS OF OPERATOR: 1430 Larimer Ste 400 , Denver, CO, 80202	PHONE NUMBER: 720 746-5200 Ext
4. LOCATION OF WELL FOOTAGES AT SURFACE: 1683 FSL 1872 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NESW Section: 32 Township: 07.0S Range: 20.0E Meridian: S	9. FIELD and POOL or WILDCAT: THREE RIVERS
	COUNTY: UINTAH
	STATE: UTAH

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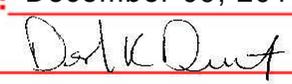
TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input checked="" type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: 4/26/2013	<input checked="" type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
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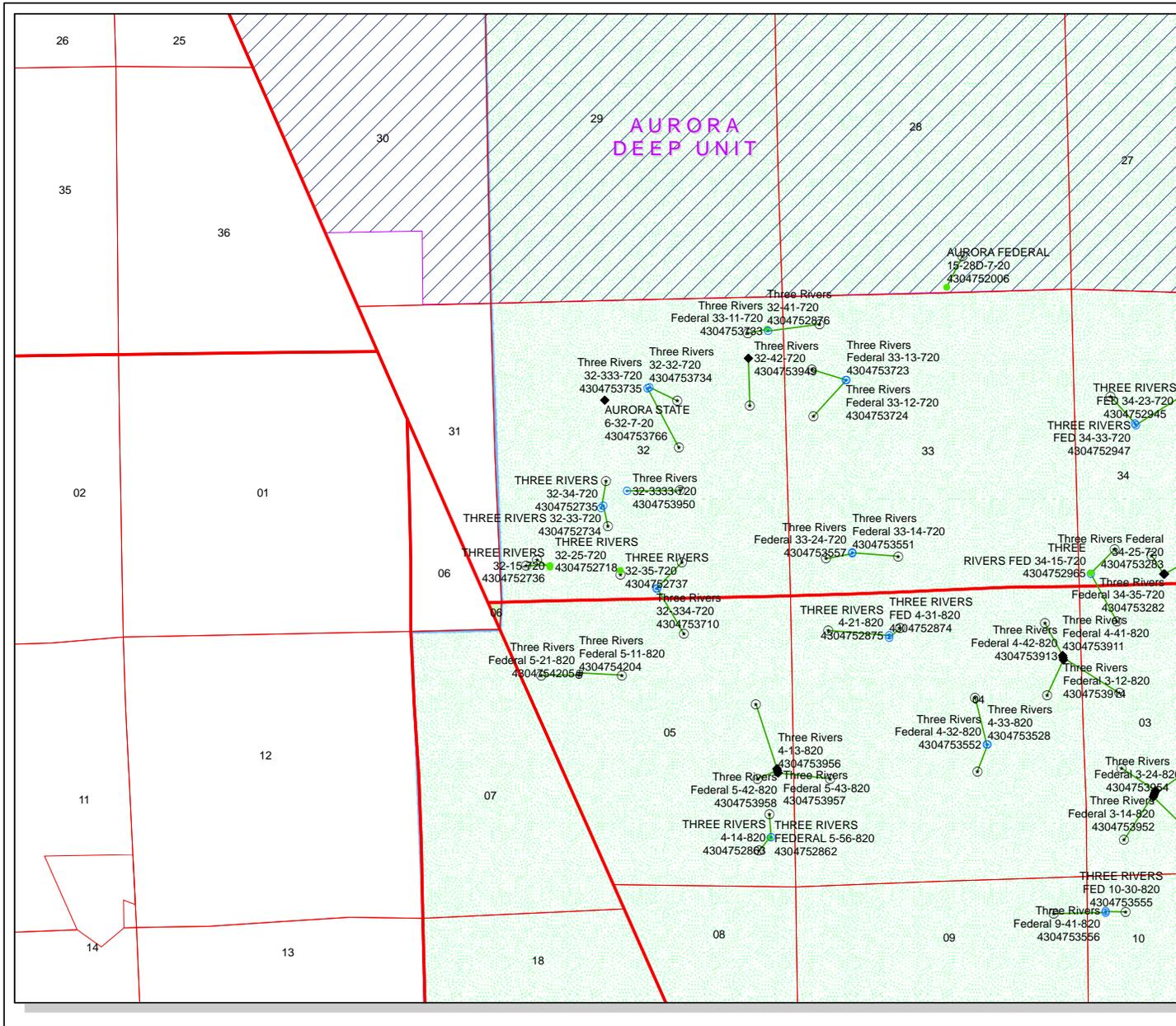
Axia Energy respectfully requests changes to surface hole location per attached revised plat dated 04-26-13. REQUESTED NEW SHL: 1683' FSL & 1872' FWL

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

**Date:** December 09, 2013

**By:** 

<b>NAME (PLEASE PRINT)</b> Cindy Turner	<b>PHONE NUMBER</b> 720 746-5209	<b>TITLE</b> Project Manager
<b>SIGNATURE</b> N/A	<b>DATE</b> 12/3/2013	



API Number: 4304752734

Well Name: THREE RIVERS 32-33-720

Township: T07.0S Range: R20.0E Section: 32 Meridian: S

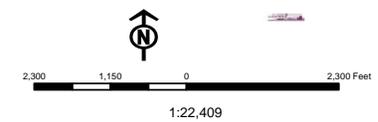
Operator: AXIA ENERGY LLC

Map Prepared: 12/4/2013  
Map Produced by Diana Mason

Wells Query		Units STATUS	
◆	APD - Approved Permit	□	ACTIVE
○	DRL - Spudded (Drilling Commenced)	□	EXPLORATORY
⚡	GIW - Gas Injection	□	GAS STORAGE
⊕	GS - Gas Storage	□	NF PP OIL
⊖	LOC - New Location	□	NF SECONDARY
⊗	OPS - Operation Suspended	□	PI OIL
⊘	PA - Plugged Abandoned	□	PP GAS
⊙	PGW - Producing Gas Well	□	PP GEOTHERM
⊚	POW - Producing Oil Well	□	PP OIL
⊛	SGW - Shut-in Gas Well	□	SECONDARY
⊜	SGW - Shut-in Oil Well	□	TERMINATED
⊝	TA - Temp. Abandoned	□	
○	TW - Test Well	□	
⊞	WDD - Water Disposal	□	
⊟	WW - Water Injection Well	□	
●	WSW - Water Supply Well	□	

Fields STATUS	
□	Unknown
□	ABANDONED
□	ACTIVE
□	COMBINED
□	INACTIVE
□	STORAGE
□	TERMINATED



**AXIA ENERGY**

Well location, **THREE RIVERS #32-33-720**, located as shown in the NE 1/4 SW 1/4 of Section 32, T7S, R20E, S.L.B.&M., Uintah County, Utah.

**BASIS OF ELEVATION**

BENCH MARK (3BEAM) 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.



**CERTIFICATE**

THIS IS TO CERTIFY THAT THE ABOVE BEARINGS 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  
STATE OF UTAH  
REGISTRATION NO. 181319  
DATE OF EXPIRATION 05-06-13

REV: 04-26-13 S.F.

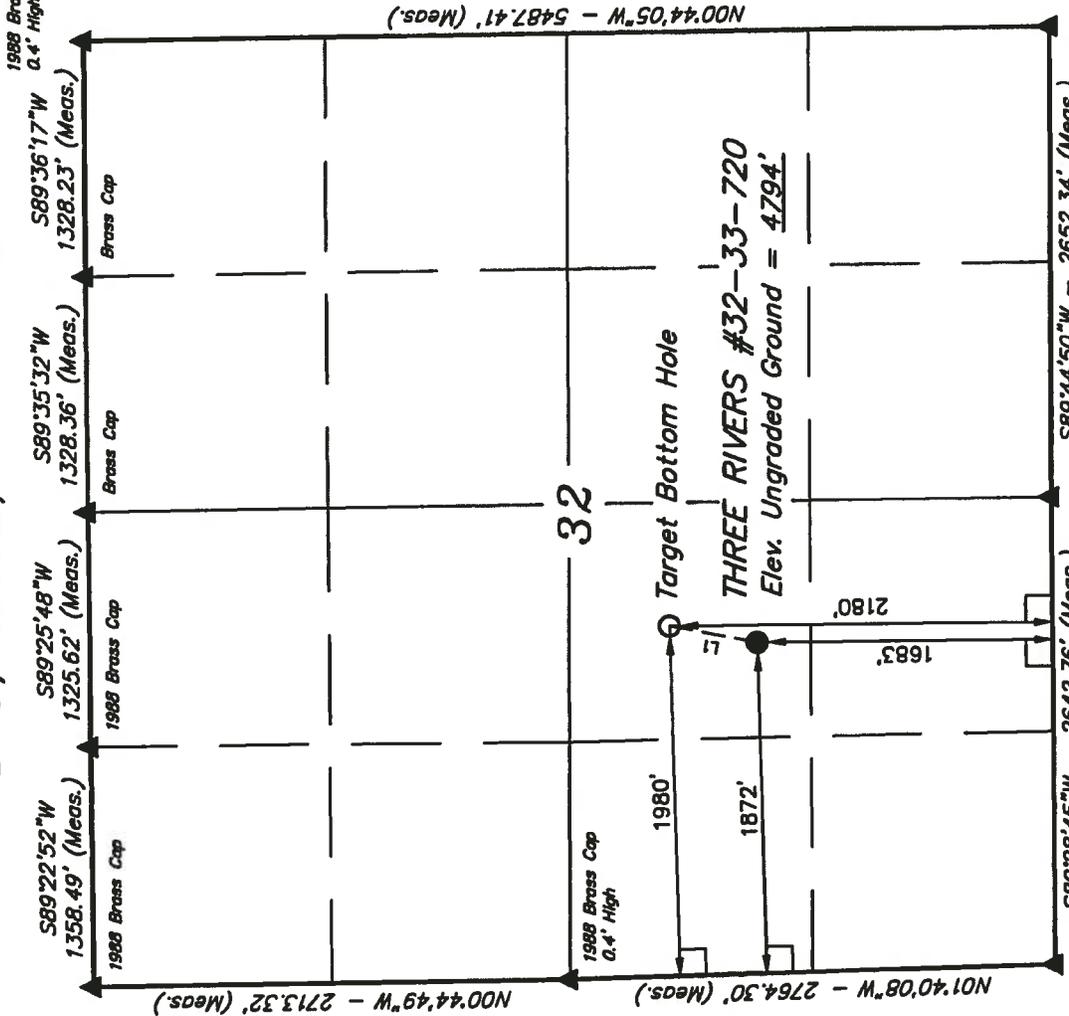
**UNTAH ENGINEERING & LAND SURVEYING**  
85 SOUTH 200 EAST - VERNAL, UTAH 84078  
(435) 789-1017

SCALE 1" = 1000'  
DATE SURVEYED: 04-03-12  
DATE DRAWN: 04-19-12

PARTY C.R. S.R. R.L.L.  
REFERENCES G.L.O. PLAT

WEATHER WARM  
FILE AXIA ENERGY

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



LINE TABLE

LINE	DIRECTION	LENGTH
L1	M10°36'58"E	506.85'

NAD 83 (TARGET BOTTOM HOLE)		NAD 83 (SURFACE LOCATION)	
LATITUDE = 40°09'52.95"	(40.164703)	LATITUDE = 40°09'48.01"	(40.163336)
LONGITUDE = 109°41'43.02"	(109.695283)	LONGITUDE = 109°41'44.22"	(109.695617)
NAD 27 (TARGET BOTTOM HOLE)		NAD 27 (SURFACE LOCATION)	
LATITUDE = 40°09'53.06"	(40.164739)	LATITUDE = 40°09'48.14"	(40.163372)
LONGITUDE = 109°41'40.51"	(109.694586)	LONGITUDE = 109°41'41.71"	(109.694819)

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



December 3, 2013

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

RE: **Directional Drilling – R649-3-11**  
Three Rivers 32-33-720 (API #430475273400)  
NESW Sec 32-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 private mineral ownership is also consistent throughout the wellbore path.
- The directional drilling of the well is proposed to limit surface disturbance in consideration of the surface owner.
- The bottom hole location gives 826' of inter-well distance from the nearest proposed well.

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

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

Sincerely,  
AXIA ENERGY, LLC

Jess Peonio  
Senior Drilling Engineer & Regulatory Manager

**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)

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

Check one	Desired Action:
<input type="checkbox"/>	<b>Transfer pending (unapproved) Application for Permit to Drill to new operator</b>
	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"/>	<b>Transfer approved Application for Permit to Drill to new operator</b>
	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.	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.

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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:

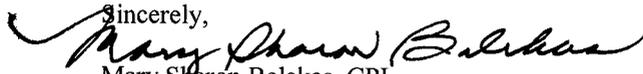
- 1) Request to Transfer Application or Permit to Drill for New, APD Approved & Drilled Wells
- 2) Request to Transfer Application or Permit to Drill – APD Pending
- 3) Two Completed Sundry Notice and Reports on Wells Form 9 regarding Change of Operator executed by Ultra Resources, Inc. and Axia Energy,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

<b>SUNDRY NOTICES AND REPORTS ON WELLS</b>		5. LEASE DESIGNATION AND SERIAL NUMBER: <b>See Attached Well List</b>
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: <b>Ultra Resources, Inc. N4045</b>		8. WELL NAME and NUMBER: <b>See Attached Well List</b>
3. ADDRESS OF OPERATOR: 304 Inverness Way South CITY Englewood STATE CO ZIP 80112		9. API NUMBER:
4. LOCATION OF WELL FOOTAGES AT SURFACE: <b>See Attached</b>		10. FIELD AND POOL, OR WILDCAT:
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:		COUNTY: <b>Uintah</b>
		STATE: <b>UTAH</b>

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 35-44-720	Three Rivers Fed 35-44-720	35	070S	200E	4304753919		Federal	Federal	OW	APD	APRVD		08/01/13
THREE RIVERS FED 35-44-720	Three Rivers Fed 35-44-720	35	070S	200E	4304753008		Federal	Federal	OW	APD	APRVD		02/22/13
Three Rivers Fed 03-34-820	Three Rivers Fed 03-34-820	3	080S	200E			Federal		NA	SUB		12/10/13	
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

<b>SUNDRY NOTICES AND REPORTS ON WELLS</b>		5. LEASE DESIGNATION AND SERIAL NUMBER: See Attached Well List
		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
		7. UNIT or CA AGREEMENT NAME:
Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		8. WELL NAME and NUMBER: See Attached Well List
1. TYPE OF WELL OIL WELL <input checked="" type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER _____		9. API NUMBER:
2. NAME OF OPERATOR: Axia Energy, LLC <i>N37105</i>		10. FIELD AND POOL, OR WILDCAT:
3. ADDRESS OF OPERATOR: 1430 Larimer Street, Ste 400 CITY Denver STATE CO ZIP 80202		PHONE NUMBER: (720) 746-5200
4. LOCATION OF WELL FOOTAGES AT SURFACE: See Attached		COUNTY: Uintah
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:		STATE: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA			
TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate)  Approximate date work will start: <u>10/1/2013</u>  <input type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only)  Date of work completion: _____	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
	<input type="checkbox"/> CASING REPAIR	<input type="checkbox"/> NEW CONSTRUCTION	<input type="checkbox"/> TEMPORARILY ABANDON
	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input checked="" type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> TUBING REPAIR
	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> VENT OR FLARE
	<input type="checkbox"/> CHANGE WELL NAME	<input type="checkbox"/> PLUG BACK	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> PRODUCTION (START/RESUME)	<input type="checkbox"/> WATER SHUT-OFF
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> OTHER: _____
	<input type="checkbox"/> CONVERT WELL TYPE	<input type="checkbox"/> RECOMPLETE - DIFFERENT FORMATION	

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

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

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

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

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

(This space for State use only)

**APPROVED**

JAN 16 2013

DIV. OIL GAS & MINING  
 BY: *[Signature]*

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	4304753620		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	4304753621		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	9	02/22/13
THREE RIVERS FEDERAL 8-53-820	Three Rivers Fed 08-53-820	8	080S	200E	4304752771	18992	Federal	Federal	OW	P	P		
Three Rivers Federal 9-41-820	Three Rivers Fed 09-41-820	10	080S	200E	4304753556	19170	Federal	Federal	OW	DRL	P		08/20/13
THREE RIVERS FED 10-30-820	Three Rivers Fed 10-30-820	10	080S	200E	4304753555	19169	Federal	Federal	OW	DRL	P		08/20/13
Three Rivers Federal 10-31-820	Three Rivers Fed 10-31-820	10	080S	200E	4304753437		Federal	Federal	OW	APD	CCS		08/21/13
Three Rivers Federal 10-32-820	Three Rivers Fed 10-32-820	10	080S	200E	4304753415		Federal	Federal	OW	APD	CCS		08/21/13
THREE RIVERS FED 10-41-820	Three Rivers Fed 10-41-820	10	080S	200E	4304752948	19137	Federal	Federal	OW	DRL	P		02/22/13
THREE RIVERS FED 10-42-820	Three Rivers Fed 10-42-820	10	080S	200E	4304752949		Federal	Federal	OW	APD	APRVD		02/22/13
Three Rivers Federal 33-11-720	Three Rivers Fed 33-11-720	32	070S	200E	4304753733	19109	Federal	Fee	OW	DRL	P		07/17/13
Three Rivers Federal 33-12-720	Three Rivers Fed 33-12-720	33	070S	200E	4304753724	19250	Federal	Fee	OW	DRL	WOC		09/16/13
Three Rivers Federal 33-13-720	Three Rivers Fed 33-13-720	33	070S	200E	4304753723	19222	Federal	Fee	OW	DRL	WOC		09/16/13
Three Rivers Federal 33-14-720	Three Rivers Fed 33-14-720	33	070S	200E	4304753551	19107	Federal	Fee	OW	DRL	P		09/16/13
Three Rivers Federal 33-24-720	Three Rivers Fed 33-24-720	33	070S	200E	4304753557	19108	Federal	Fee	OW	DRL	P		07/09/13
THREE RIVERS FED 34-15-720	Three Rivers Fed 34-15-720	34	070S	200E	4304752965	18960	Federal	Fee	OW	P	P		
THREE RIVERS FED 34-23-720	Three Rivers Fed 34-23-720	34	070S	200E	4304752945	19049	Federal	Fee	OW	DRL	P		02/12/13
Three Rivers Federal 34-25-720	Three Rivers Fed 34-25-720	34	070S	200E	4304753283		Federal	Fee	OW	APD	APRVD		06/10/13
THREE RIVERS FED 34-33-720	Three Rivers Fed 34-33-720	34	070S	200E	4304752947	19050	Federal	Fee	OW	DRL	P		02/22/13
Three Rivers Federal 34-35-720	Three Rivers Fed 34-35-720	34	070S	200E	4304753282		Federal	Fee	OW	APD	APRVD		06/10/13
Three Rivers Federal 34-42-720	Three Rivers Fed 34-42-720	35	070S	200E	4304753915		Federal	Federal	OW	APD	APRVD		08/01/13
Three Rivers Federal 34-43-720	Three Rivers Fed 34-43-720	35	070S	200E	4304753916		Federal	Federal	OW	APD	APRVD		08/01/13
Three Rivers Federal 35-11-720	Three Rivers Fed 35-11-720	35	070S	200E	4304753944		Federal	Federal	OW	APD	PERPEND	07/25/13	100
Three Rivers Federal 35-12-720	Three Rivers Fed 35-12-720	35	070S	200E	4304753917		Federal	Federal	OW	APD	APRVD		08/01/13
Three Rivers Federal 35-13-720	Three Rivers Fed 35-13-720	35	070S	200E	4304753554		Federal	Federal	OW	APD	APRVD		08/20/13
Three Rivers Federal 35-14-720	Three Rivers Fed 35-14-720	35	070S	200E	4304753553		Federal	Federal	OW	APD	APRVD		08/22/13
Three Rivers Federal 35-21-720	Three Rivers Fed 35-21-720	35	070S	200E	4304753943		Federal	Federal	OW	APD	PERPEND	07/25/13	4
THREE RIVERS FED 35-32-720	Three Rivers Fed 35-32-720	35	070S	200E	4304753005	19138	Federal	Federal	OW	DRL	APRVD		02/22/13
THREE RIVERS FED 35-34-720	Three Rivers Fed 35-34-720	35	070S	200E	4304753006		Federal	Federal	OW	APD	APRVD		02/22/13
THREE RIVERS FED 35-42-720	Three Rivers Fed 35-42-720	35	070S	200E	4304753007		Federal	Federal	OW	APD	APRVD		02/22/13
Three Rivers Federal 35-43-720	Three Rivers Fed 35-43-720	35	070S	200E	4304753918		Federal	Federal	OW	APD	APRVD		08/01/13
Three Rivers Federal 35-44-720	Three Rivers Fed 35-44-720	35	070S	200E	4304753919		Federal	Federal	OW	APD	APRVD		08/01/13
THREE RIVERS FED 35-44-720	Three Rivers Fed 35-44-720	35	070S	200E	4304753008		Federal	Federal	OW	APD	APRVD	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

AMENDED REPORT  FORM 8  
(highlight changes)

**WELL COMPLETION OR RECOMPLETION REPORT AND LOG**

1a. TYPE OF WELL: OIL WELL <input checked="" type="checkbox"/> GAS WELL <input type="checkbox"/> DRY <input type="checkbox"/> OTHER _____		7. UNIT or CA AGREEMENT NAME	
b. TYPE OF WORK: NEW WELL <input checked="" type="checkbox"/> HORIZ LATS. <input type="checkbox"/> DEEP-EN <input type="checkbox"/> RE-ENTRY <input type="checkbox"/> DIFF RESVR <input type="checkbox"/> OTHER _____		8. WELL NAME and NUMBER: <b>Three Rivers 32-33-820</b>	
2. NAME OF OPERATOR: <b>Axia Energy, LLC.</b>		9. API NUMBER: <b>4304752734</b>	
3. ADDRESS OF OPERATOR: <b>1430 Larimer St, Ste 400 CITY Denver STATE CO ZIP 50202</b>		10. FIELD AND POOL, OR WILDCAT <b>WILDCAT</b>	
4. LOCATION OF WELL (FOOTAGES) AT SURFACE: <b>NESW 1683' FSL &amp; 1872' FWL</b>  AT TOP PRODUCING INTERVAL REPORTED BELOW: <b>NESW 2194' FSL &amp; 1951' FWL</b>  AT TOTAL DEPTH: <b>NESW 2182' FSL &amp; 1953' FWL</b>		11. QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN <b>NESW 32 07S 20E S</b>	
14. DATE SPUDDED: <b>4/26/13</b>		15. DATE T.D. REACHED: <b>5/17/13</b>	
16. DATE COMPLETED: <b>6/21/13</b>		17. ELEVATIONS (DF, RKB, RT, GL): <b>4794' GL / 4807' KB</b>	
18. TOTAL DEPTH: MD <b>7325</b> TVD <b>7285</b>		19. PLUG BACK T.D.: MD <b>7,264</b> TVD <b>7,224</b>	
22. TYPE ELECTRIC AND OTHER MECHANICAL LOGS RUN (Submit copy of each) <b>CBL, MUD, SD-DSN-ACTR</b>		23. WAS WELL CORED? NO <input checked="" type="checkbox"/> YES <input type="checkbox"/> (Submit analysis) WAS DST RUN? NO <input checked="" type="checkbox"/> YES <input type="checkbox"/> (Submit report) DIRECTIONAL SURVEY? NO <input type="checkbox"/> YES <input checked="" type="checkbox"/> (Submit copy)	

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

HOLE SIZE	SIZE/GRADE	WEIGHT (#/ft.)	TOP (MD)	BOTTOM (MD)	STAGE CEMENTER DEPTH	CEMENT TYPE & NO. OF SACKS	SLURRY VOLUME (BBL)	CEMENT TOP **	AMOUNT PULLED
24	16		0	112		G 400	145	0	
12-1/4	8-5/8 J-55	24	0	1240		G 805	165	0 CIR	
7-3/4	5-1/2 J-55	17	0	7,311		G 515	206	3584 CBL	

25. TUBING-RECORD

SIZE	DEPTH SET (MD)	PACKER SET (MD)	SIZE	DEPTH SET (MD)	PACKER SET (MD)	SIZE	DEPTH SET (MD)	PACKER SET (MD)
2-7/8	4585							

26. PRODUCING INTERVALS					27. PERFORATION RECORD				
FORMATION NAME	TOP (MD)	BOTTOM (MD)	TOP (TVD)	BOTTOM (TVD)	INTERVAL (Top/Bot - MD)	SIZE	NO HOLES	PERFORATION STATUS	
(A) Green River	3082	6985	3,062	6,945	5255 6985	.35	213	Open <input checked="" type="checkbox"/>	Squeezed <input type="checkbox"/>
(B)								Open <input type="checkbox"/>	Squeezed <input type="checkbox"/>
(C)								Open <input type="checkbox"/>	Squeezed <input type="checkbox"/>
(D)								Open <input type="checkbox"/>	Squeezed <input type="checkbox"/>

28. ACID, FRACTURE, TREATMENT, CEMENT SQUEEZE, ETC.

WAS WELL HYDRAULICALLY FRACTURED? YES  NO  IF YES - DATE FRACTURED: **6/10/2013**

DEPTH INTERVAL	AMOUNT AND TYPE OF MATERIAL
<b>5255' TO 6985'</b>	<b>Green River Hybrid Frac - 29,531 bbls, 1,156,592 gal fluid, 914,300# 20/40 Premium White</b>

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

31. INITIAL PRODUCTION

INTERVAL A (As shown in item #26)

DATE FIRST PRODUCED 6/21/2013		TEST DATE 7/24/2013		HOURS TESTED 24		TEST PRODUCTION RATES →		OIL - BBL 181	GAS - MCF 66	WATER - BBL 180	PROD METHOD Pumping
CHOKE SIZE 40	TBG PRESS 38	CSG PRESS 38	API GRAVITY 31.00	BTU - GAS	GAS/OIL RATIO 365	24 HR PRODUCTION RATES →		OIL - BBL 181	GAS - MCF 66	WATER - BBL 180	INTERVAL STATUS Open

INTERVAL B (As shown in item #26)

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

INTERVAL C (As shown in item #26)

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

INTERVAL D (As shown in item #26)

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

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

Used/Flared

33. SUMMARY OF POROUS ZONES (Include Aquifers):

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

34. FORMATION (Log) MARKERS:

Formation	Top (MD)	Bottom (MD)	Descriptions, Contents, etc.	Name	Top (Measured Depth)
				Green River	3.082
				Garden Gluch	5.082
				Uteland Butte	6.812
				Wasatch	6.958

35. ADDITIONAL REMARKS (Include plugging procedure)

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

NAME (PLEASE PRINT) Cindy Turner TITLE Project Manager  
 SIGNATURE *Cindy Turner* DATE 12/8/2013

This report must be submitted within 30 days of

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

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

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

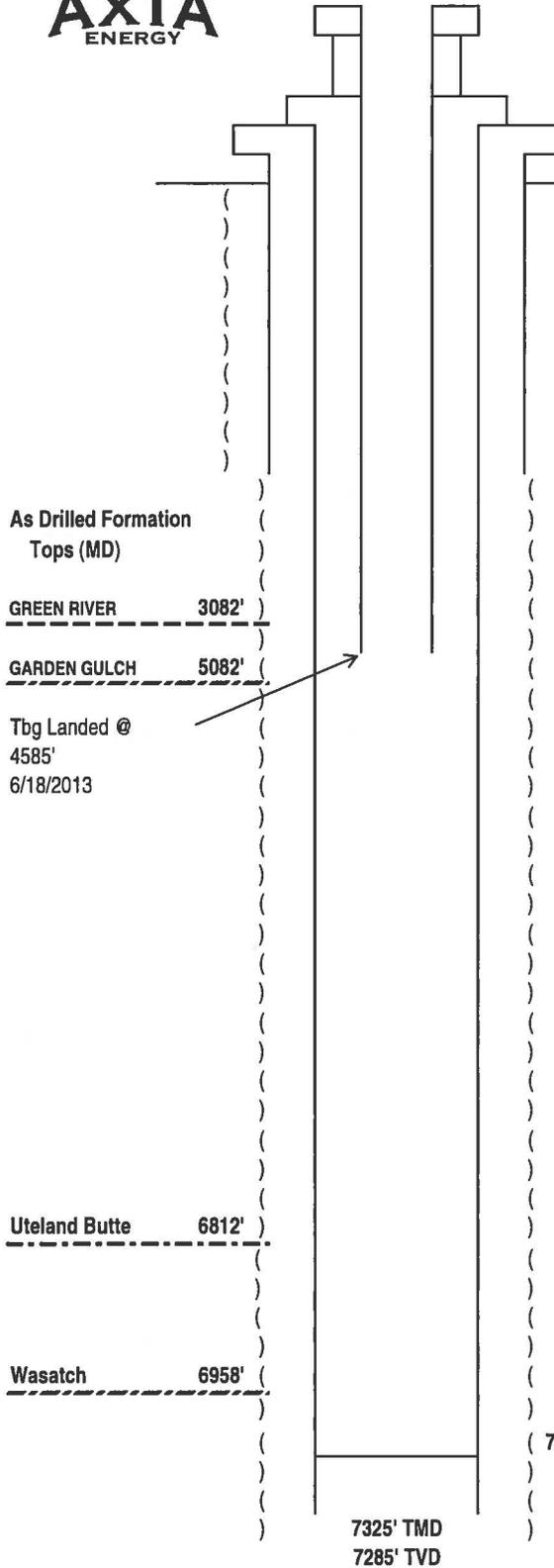
Send to: Utah Division of Oil, Gas and Mining  
 1594 West North Temple, Suite 1210  
 Box 145801  
 Salt Lake City, Utah 84114-5801

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

**WELLBORE DIAGRAM (after completion)**



Company: Axia Energy, LLC
Lease Name: Three Rivers 32-33-820
Surface Location: NESW Sec 32-T7S-R20E, 1683' FSL & 1872' FWL
Bottom Hole Location: NESW Sec 32-T7S-R20E, 2182' FSL & 1953' FWL
County: Uintah, UT
Date: 12/5/2013



KB 4807'  
GL 4794'

DRILLED 24" HOLE TO 112' - SET 16" CONDUCTOR  
Cemented with 400 sxs to surface on 4/26/2013

DRILLED 12-1/4" HOLE 5/5/2013  
1240' SURF CSG - 8-5/8" 24# J-55 ST&C (28 jts) 5/5/2013  
Cement: 805 sxs to surface

TOC: 3,584'

GREEN RIVER 6 STAGE HYBRID FRAC				
5255	6985	Green River	3 spf	213 Holes
29,531 bbls slurry, 1,156,592 gal fluid & 914,300# 20/40 Premium White				

DRILLED 7-3/4" HOLE TO 7325' TMD  
7,311' PROD CSG - 5 1/2" 17# J-55 LT&C (166 jts) Set @ 7,311' (05/19/13)  
Cemented with 515 sxs Premium Lite



Job Number: AX3R3233  
 Company: AXIA ENERGY  
 Lease/Well: THREE RIVERS 32-33-720  
 Location: UINTAH COUNTY  
 Rig Name: AZTEC 222  
 RKB: 13' ABOVE GROUND LEVEL  
 G.L. or M.S.L.: 4793.3'

State/Country: UTAH, USA  
 Declination: 10.96 EAST TO TRUE  
 Grid: □  
 File name: C:\WINSERVE\AX3R3233.SVY  
 Date/Time: 17-May-13 / 16:30  
 Curve Name: THREE RIVERS 32-33-720

**Bighorn Directional Incorporated**

WINSERVE SURVEY CALCULATIONS  
 Minimum Curvature Method  
 Vertical Section Plane 9.44  
 Vertical Section Referenced to Wellhead  
 Rectangular Coordinates Referenced to Wellhead

Measured Depth FT	Incl Angle Deg	Drift Direction Deg	True Vertical Depth	N-S FT	E-W FT	Vertical Section FT	CLOSURE Distance FT	Direction Deg	Dogleg Severity Deg/100
<b>ASSUME VERTICAL TO SURFACE SHOE.</b>									
1254.00	.00	.00	1254.00	.00	.00	.00	.00	.00	.00
1283.00	.20	167.70	1283.00	-.05	.01	-.05	.05	167.69	.69
1346.00	.90	16.10	1346.00	.32	.17	.34	.36	28.29	1.71
1377.00	.90	17.70	1376.99	.78	.31	.83	.84	21.75	.08
1440.00	3.00	17.60	1439.95	2.83	.96	2.95	2.99	18.79	3.33
1502.00	4.00	21.50	1501.84	6.39	2.25	6.67	6.77	19.37	1.66
1564.00	5.40	18.00	1563.63	11.17	3.94	11.67	11.85	19.42	2.30
1626.00	6.50	8.20	1625.29	17.42	5.34	18.06	18.22	17.05	2.41
1689.00	7.50	7.40	1687.82	25.03	6.38	25.74	25.83	14.30	1.59
1752.00	8.60	9.20	1750.20	33.76	7.66	34.56	34.61	12.79	1.79
1815.00	9.90	10.90	1812.38	43.72	9.44	44.68	44.73	12.18	2.11
1877.00	10.30	7.60	1873.42	54.45	11.18	55.55	55.59	11.60	1.13
1940.00	10.20	5.20	1935.42	65.59	12.43	66.74	66.76	10.73	.70
2002.00	9.50	7.00	1996.50	76.14	13.55	77.33	77.33	10.09	1.23
2065.00	8.90	6.10	2058.69	86.14	14.70	87.39	87.39	9.69	.98
2127.00	8.50	5.90	2119.98	95.47	15.68	96.75	96.75	9.33	.65
2190.00	9.50	12.00	2182.20	105.19	17.24	106.59	106.59	9.31	2.19
2253.00	9.80	12.70	2244.31	115.50	19.50	117.14	117.14	9.58	.51
2315.00	9.90	9.90	2305.40	125.90	21.58	127.73	127.74	9.73	.79
2376.00	9.80	9.80	2365.50	136.18	23.36	138.17	138.17	9.74	.17
2438.00	9.40	7.20	2426.63	146.40	24.90	148.50	148.51	9.65	.95
2501.00	9.50	4.70	2488.78	156.69	25.97	158.83	158.83	9.41	.67
2564.00	9.30	4.30	2550.93	166.95	26.78	169.08	169.08	9.11	.33
2626.00	9.00	9.30	2612.14	176.73	27.94	178.92	178.92	8.98	1.37

Measured Depth FT	Incl Angle Deg	Drift Direction Deg	True Vertical Depth	N-S FT	E-W FT	Vertical Section FT	C L O S U R E		Dogleg Severity Deg/100
							Distance FT	Direction Deg	
2689.00	9.20	11.90	2674.35	186.52	29.77	188.88	188.88	9.07	.73
2751.00	9.30	11.00	2735.54	196.29	31.75	198.84	198.84	9.19	.28
2814.00	9.30	11.30	2797.71	206.28	33.72	209.01	209.01	9.28	.08
2876.00	9.20	12.40	2858.91	216.03	35.76	218.97	218.97	9.40	.33
2938.00	9.00	9.90	2920.13	225.65	37.66	228.77	228.77	9.48	.71
3000.00	8.10	8.30	2981.44	234.75	39.13	237.98	237.98	9.46	1.50
3063.00	8.30	9.80	3043.79	243.62	40.54	246.97	246.97	9.45	.46
3125.00	8.50	11.10	3105.13	252.53	42.18	256.02	256.02	9.48	.44
3187.00	8.90	11.80	3166.42	261.72	44.05	265.40	265.40	9.55	.67
3249.00	9.40	10.40	3227.63	271.39	45.94	275.25	275.25	9.61	.88
3311.00	9.40	11.10	3288.79	281.34	47.83	285.37	285.38	9.65	.18
3373.00	10.70	6.80	3349.84	292.02	49.49	296.19	296.19	9.62	2.42
3435.00	10.90	4.00	3410.75	303.59	50.58	307.77	307.77	9.46	.91
3497.00	11.20	3.70	3471.60	315.44	51.37	319.60	319.60	9.25	.49
3559.00	10.20	4.10	3532.52	326.93	52.16	331.05	331.06	9.06	1.62
3621.00	9.70	6.50	3593.58	337.59	53.14	341.74	341.75	8.95	1.05
3683.00	9.80	12.30	3654.69	347.94	54.85	352.22	352.24	8.96	1.59
3744.00	10.30	12.40	3714.75	358.34	57.13	362.85	362.86	9.06	.82
3807.00	10.20	11.30	3776.75	369.31	59.43	374.05	374.06	9.14	.35
3869.00	10.10	9.20	3837.78	380.06	61.38	384.98	384.98	9.17	.62
3932.00	9.90	8.10	3899.82	390.87	63.03	395.92	395.92	9.16	.44
3994.00	9.30	7.60	3960.95	401.11	64.44	406.25	406.26	9.13	.98
4056.00	8.30	4.30	4022.22	410.54	65.44	415.72	415.73	9.06	1.81
4119.00	8.30	6.20	4084.56	419.60	66.27	424.78	424.80	8.97	.44
4182.00	8.20	10.40	4146.91	428.54	67.57	433.82	433.83	8.96	.97
4244.00	7.90	11.50	4208.30	437.06	69.22	442.50	442.51	9.00	.54
4307.00	8.30	12.90	4270.67	445.74	71.10	451.36	451.37	9.06	.71
4369.00	7.60	10.80	4332.08	454.13	72.86	459.93	459.93	9.12	1.22
4431.00	6.90	8.00	4393.58	461.84	74.15	467.75	467.76	9.12	1.26
4494.00	6.10	5.50	4456.17	468.92	75.00	474.87	474.88	9.09	1.35
4557.00	6.00	8.40	4518.82	475.51	75.80	481.50	481.51	9.06	.51
4619.00	5.00	355.20	4580.54	481.41	76.05	487.36	487.38	8.98	2.59
4682.00	4.70	351.80	4643.31	486.70	75.45	492.48	492.51	8.81	.66
4744.00	4.30	5.90	4705.13	491.53	75.33	497.22	497.26	8.71	1.89
4807.00	5.00	14.80	4767.92	496.53	76.27	502.32	502.35	8.73	1.59
4869.00	3.70	13.40	4829.74	501.09	77.42	507.00	507.03	8.78	2.10
4932.00	2.30	15.70	4892.65	504.28	78.24	510.29	510.32	8.82	2.23
4994.00	1.80	6.90	4954.61	506.45	78.69	512.50	512.52	8.83	.95
5056.00	1.30	8.30	5016.59	508.11	78.91	514.17	514.20	8.83	.81
5120.00	1.00	13.40	5080.58	509.37	79.14	515.45	515.48	8.83	.49
5182.00	.70	352.10	5142.57	510.27	79.22	516.36	516.39	8.82	.69
5245.00	.40	345.50	5205.57	510.87	79.11	516.92	516.96	8.80	.49
5307.00	.00	209.60	5267.57	511.08	79.06	517.12	517.15	8.79	.65
5370.00	.40	172.00	5330.56	510.86	79.09	516.91	516.94	8.80	.63
5433.00	.60	202.70	5393.56	510.34	78.99	516.38	516.41	8.80	.52

Measured Depth FT	Incl Angle Deg	Drift Direction Deg	True Vertical Depth	N-S FT	E-W FT	Vertical Section FT	CLOSURE		Dogleg Severity Deg/100
							Distance FT	Direction Deg	
5495.00	1.00	202.60	5455.56	509.54	78.66	515.54	515.57	8.78	.65
5558.00	.70	173.30	5518.55	508.65	78.49	514.63	514.67	8.77	.82
5621.00	.10	70.50	5581.55	508.28	78.59	514.29	514.32	8.79	1.16
5684.00	.30	243.50	5644.55	508.23	78.49	514.22	514.25	8.78	.63
5746.00	.60	228.60	5706.55	507.94	78.10	513.87	513.91	8.74	.52
5809.00	.90	222.30	5769.54	507.36	77.52	513.20	513.25	8.69	.49
5871.00	.50	82.50	5831.54	507.03	77.46	512.87	512.92	8.69	2.13
5934.00	.90	111.20	5894.53	506.89	78.20	512.85	512.89	8.77	.83
5997.00	.40	322.60	5957.53	506.89	78.52	512.90	512.93	8.81	2.00
6059.00	.40	318.40	6019.53	507.22	78.25	513.18	513.22	8.77	.05
6121.00	.10	38.90	6081.53	507.42	78.14	513.37	513.40	8.75	.64
6184.00	.40	161.20	6144.53	507.26	78.24	513.22	513.26	8.77	.73
6246.00	.70	148.70	6206.53	506.73	78.51	512.74	512.78	8.81	.52
6309.00	1.00	154.20	6269.52	505.91	78.95	512.00	512.03	8.87	.49
6371.00	.40	143.00	6331.51	505.25	79.32	511.41	511.43	8.92	.99
6434.00	.50	165.40	6394.51	504.80	79.52	511.01	511.03	8.95	.32
6496.00	1.00	178.90	6456.51	504.00	79.60	510.23	510.25	8.97	.85
6558.00	.80	168.50	6518.50	503.04	79.69	509.29	509.31	9.00	.42
6622.00	.30	148.40	6582.50	502.46	79.87	508.75	508.76	9.03	.83
6685.00	.50	194.10	6645.49	502.05	79.89	508.35	508.36	9.04	.57
6747.00	.60	192.20	6707.49	501.47	79.75	507.76	507.77	9.04	.16
6810.00	1.00	182.70	6770.49	500.60	79.66	506.88	506.90	9.04	.67
6873.00	.30	182.30	6833.48	499.88	79.63	506.17	506.19	9.05	1.11
6936.00	.40	133.10	6896.48	499.57	79.78	505.89	505.90	9.07	.48
6998.00	.40	151.50	6958.48	499.23	80.04	505.60	505.61	9.11	.21
7061.00	.30	57.20	7021.48	499.13	80.28	505.53	505.54	9.14	.82
7124.00	.10	92.60	7084.48	499.21	80.48	505.65	505.66	9.16	.36
7187.00	.10	116.40	7147.48	499.19	80.58	505.64	505.65	9.17	.07
7250.00	.20	183.30	7210.48	499.05	80.63	505.52	505.52	9.18	.29
7273.00	.10	194.80	7233.48	498.99	80.62	505.46	505.46	9.18	.45

<b>STRAIGHT LINE PROJECTION TO TD.</b>									
7325.00	.10	194.80	7285.48	498.90	80.59	505.37	505.37	9.18	.00