

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

FORM 3

AMENDED REPORT

APPLICATION FOR PERMIT TO DRILL						1. WELL NAME and NUMBER THREE RIVERS FEDERAL 3-32-820								
2. TYPE OF WORK DRILL NEW WELL <input checked="" type="checkbox"/> REENTER P&A WELL <input type="checkbox"/> DEEPEN WELL <input type="checkbox"/>						3. FIELD OR WILDCAT WILDCAT								
4. TYPE OF WELL Oil Well Coalbed Methane Well: NO						5. UNIT or COMMUNITIZATION AGREEMENT NAME								
6. NAME OF OPERATOR AXIA ENERGY LLC						7. OPERATOR PHONE 720 746-5200								
8. ADDRESS OF OPERATOR 1430 Larimer Ste 400, Denver, CO, 80202						9. OPERATOR E-MAIL rsatre@axiaenergy.com								
10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE) UTU85994			11. MINERAL OWNERSHIP FEDERAL <input checked="" type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input type="checkbox"/>			12. SURFACE OWNERSHIP FEDERAL <input checked="" type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input type="checkbox"/>								
13. NAME OF SURFACE OWNER (if box 12 = 'fee')						14. SURFACE OWNER PHONE (if box 12 = 'fee')								
15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee')						16. SURFACE OWNER E-MAIL (if box 12 = 'fee')								
17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN')			18. INTEND TO COMMINGLE PRODUCTION FROM MULTIPLE FORMATIONS YES <input type="checkbox"/> (Submit Commingling Application) NO <input checked="" type="checkbox"/>			19. SLANT VERTICAL <input type="checkbox"/> DIRECTIONAL <input checked="" type="checkbox"/> HORIZONTAL <input type="checkbox"/>								
20. LOCATION OF WELL		FOOTAGES		QTR-QTR		SECTION		TOWNSHIP		RANGE		MERIDIAN		
LOCATION AT SURFACE		2112 FNL 2184 FWL		SE NW		3		8.0 S		20.0 E		S		
Top of Uppermost Producing Zone		1584 FNL 2204 FWL		SE NW		3		8.0 S		20.0 E		S		
At Total Depth		1584 FNL 2204 FWL		SE NW		3		8.0 S		20.0 E		S		
21. COUNTY UINTAH			22. DISTANCE TO NEAREST LEASE LINE (Feet) 2112			23. NUMBER OF ACRES IN DRILLING UNIT 40								
			25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 16			26. PROPOSED DEPTH MD: 8931 TVD: 8860								
27. ELEVATION - GROUND LEVEL 4760			28. BOND NUMBER LPM9046683			29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE 49-2262 - RNI at Green River								
Hole, Casing, and Cement Information														
String	Hole Size	Casing Size	Length	Weight	Grade & Thread	Max Mud Wt.	Cement		Sacks	Yield	Weight			
SURF	11	8.625	0 - 900	32.0	J-55 LT&C	8.7	Premium Lite High Strength		70	2.97	11.5			
							Class G		115	1.16	15.8			
PROD	7.875	5.5	0 - 8931	17.0	N-80 LT&C	9.2	Premium Lite High Strength		825	2.31	12.0			
ATTACHMENTS														
VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION GENERAL RULES														
<input checked="" type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER						<input checked="" type="checkbox"/> COMPLETE DRILLING PLAN								
<input type="checkbox"/> AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)						<input type="checkbox"/> FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER								
<input checked="" type="checkbox"/> DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)						<input checked="" type="checkbox"/> TOPOGRAPHICAL MAP								
NAME Don Hamilton				TITLE Permitting Agent (Buys & Associates, Inc)				PHONE 435 719-2018						
SIGNATURE				DATE 06/01/2012				EMAIL starpoint@etv.net						
API NUMBER ASSIGNED 43047528610000				APPROVAL  Permit Manager										

DRILLING PLAN

Axia Energy, LLC
Three Rivers Project
Three Rivers Federal #3-32-820
SENW Sec 3 T8S R20E
Uintah County, Utah

1. ESTIMATED FORMATION TOPS

FORMATION	TOP (TVD)	COMMENTS
Uinta	Surface	Gas & Degraded Oil; Possible Brackish H ₂ O
Green River	2,965'	Oil & Associated Gas
Lower Green River*	4,868'	Oil & Associated Gas
Wasatch*	6,803'	Oil & Associated Gas
TD	8,931' (MD) 8,860' (TVD)	

NOTE: Datum, Ground Level (GL) Elevation: 4,802'; Asterisks (*) denotes target pay intervals

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

2. CASING PROGRAM

CASING	HOLE SIZE	DEPTH SET (MD)	CSG SIZE	WGHT	GRD	THRD	CAPACITY (bbl/ft)
CONDUCTOR		50-75	13 3/8				
SURFACE	11	900 ±	8 5/8	32.0	J-55	LTC	0.0609
PRODUCTION	7 7/8	8,931'	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

A) The Bureau of Land Management will be notified 24 hours prior to running casing, cementing, and BOPE testing

B) As per 43 CFR 3160, Onshore Oil and Gas Order No. 2, Drilling Operations, Part B.1 h:

- a) Prior to drilling out cement, all casing strings will be pressure tested to 0.22 psi/ft of casing length or 1500 psi, whichever is greater, but not to exceed 70% of minimum internal yield. Pressure decline must not be greater than 10% in 30 minutes.

FLOAT EQUIPMENT

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

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

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

3. CEMENT PROGRAM

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

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

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

PRODUCTION (5 1/2): Cement Top: 2,700'
 825 sacks – Light Premium Cement w/ additives – 12.0 ppg, 2.31 ft3/sk – 20% excess

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

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

- A)** For Surface casing, if cement falls or does not circulate to surface, cement will be topped off.
- B)** Cement will not be placed down annulus with a 1" pipe unless BLM is contacted.
- C)** The Bureau of Land Management will be notified 24 hours prior to running casing and cementing.
- D)** As per 43 CFR 3160, Onshore Oil and Gas Order No.2, Drilling Operations, Part B:
 - a) All waiting on cement times shall be adequate to achieve a minimum of 500 psi compressive strength at the casing shoe (minimum of 8 hours) prior to drilling out.
 - b) Prior to drilling out cement, casing will be pressure tested to 1500 psi. Pressure decline must not be greater than 10% (150 psi) in 30 minutes.

4. PRESSURE CONTROL EQUIPMENT

- A)** The Bureau of Land Management will be notified 24 hours prior to all BOPE pressure tests. The State of Utah, Division of Oil, Gas and Mining will be notified 24 hours prior to all BOPE pressure tests.
- B)** The BOPE shall be closed whenever the well is unattended.
- C)** As per 43 CFR 3160, Onshore Oil and Gas Order No. 2, Drilling Operations, Part A:
- 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.
- D)** BOPE Testing:
- a) BOPE shall be pressure tested when initially installed, whenever any seal subject to pressure testing is broken, or after repairs.
 - b) All BOP tests will be performed with a test plug in place.
 - c) BOP will be tested to full stack working pressure and annular preventer to 50% stack working pressure.

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

NOTE: Drilling spool to accommodate choke and kill lines.

5. MUD PROGRAM

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

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

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

6. ABNORMAL CONDITIONS

- A)** No abnormal pressures or temperatures are anticipated.
- a) Estimated bottom hole pressure at TD will be approximately 3,836 psi (normal pressure gradient: 0.433 psi/ft).
 - b) Estimated maximum surface pressure will be approximately 1,949 psi (estimated bottom hole minus pressure of partially evacuated hole (gradient: 0.220 psi/ft)).
- B)** No hydrogen sulfide is anticipated.

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

7. AUXILIARY EQUIPMENT

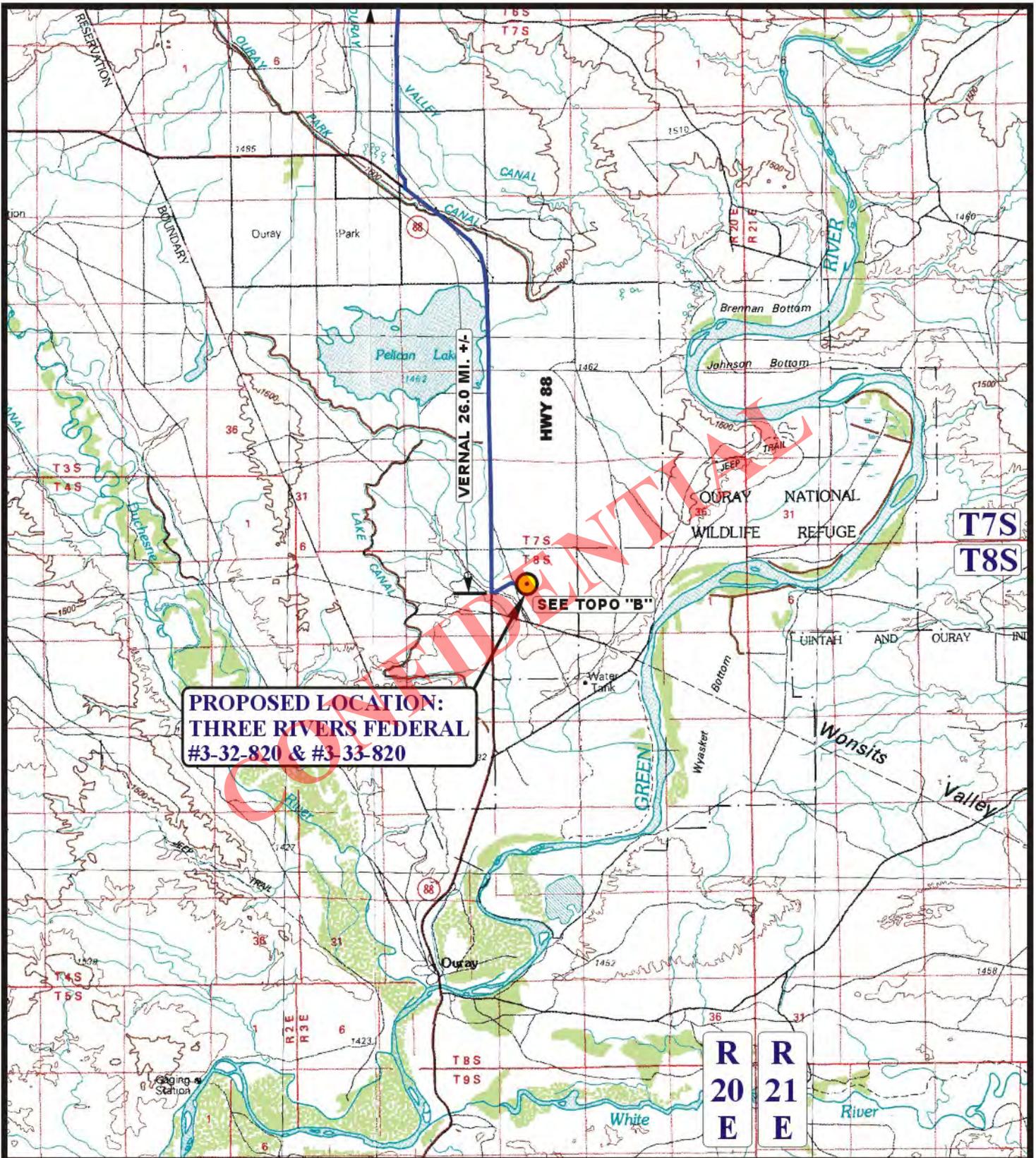
- A) Choke Manifold
- B) Upper and lower kelly cock with handle available
- C) Stabbing valve
- D) Safety valve and subs to fit all string connections in use

8. SURVEY & LOGGING PROGRAMS

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

9. HAZARDOUS MATERIALS

In accordance with Superfund Amendments and Reauthorization Act of 1986 (SARA) Title III, no chemicals subject to reporting in an amount equal to or greater than 10,000 pounds will be used, produced, stored, transported, or disposed of annually in association with the drilling of this well. Furthermore, no extremely hazardous substances, as defined in 40 CFR 355, in threshold planning quantities (TPQ), will be used, produced, stored, transported, or disposed of in association with the drilling of this well.



**PROPOSED LOCATION:
THREE RIVERS FEDERAL
#3-32-820 & #3-33-820**

SEE TOPO "B"

LEGEND:

 PROPOSED LOCATION

AXIA ENERGY

**THREE RIVERS FEDERAL #3-32-820 & #3-33-820
SECTION 3, T8S, R20E, S.L.B.&M.
SE 1/4 NW 1/4**

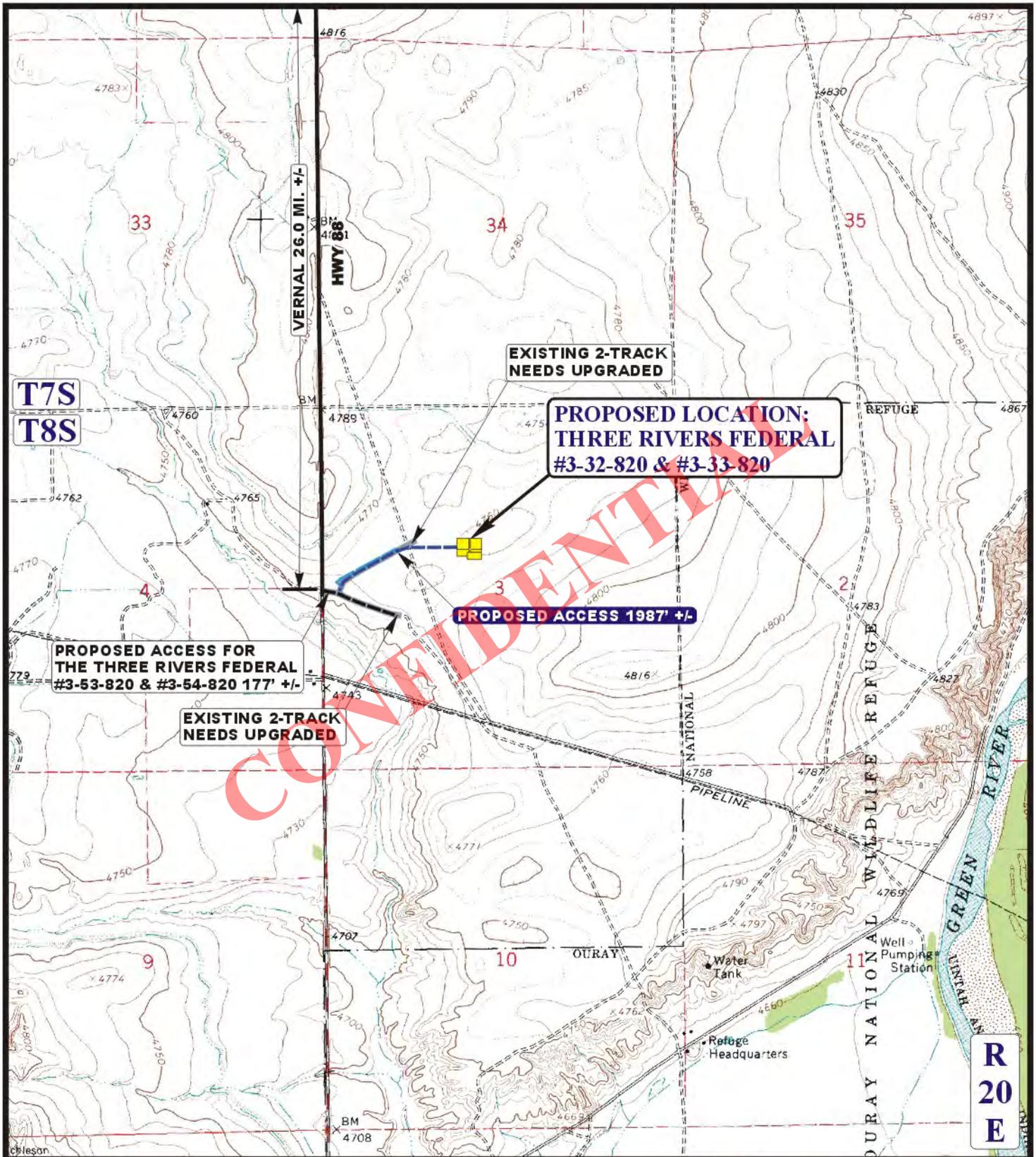
U&L S
 Uintah Engineering & Land Surveying
 85 South 200 East Vernal, Utah 84078
 (435) 789-1017 * FAX (435) 789-1813

**ACCESS ROAD
MAP**

12	19	11
MONTH	DAY	YEAR

SCALE: 1:100,000 DRAWN BY: J.L.H. REVISED: 00-00-00

**A
TOPO**



LEGEND:

- EXISTING ROAD
- PROPOSED ACCESS ROAD
- EXISTING 2-TRACK NEEDS UPGRADED
- EXISTING BURIED IRRIGATION PIPELINE

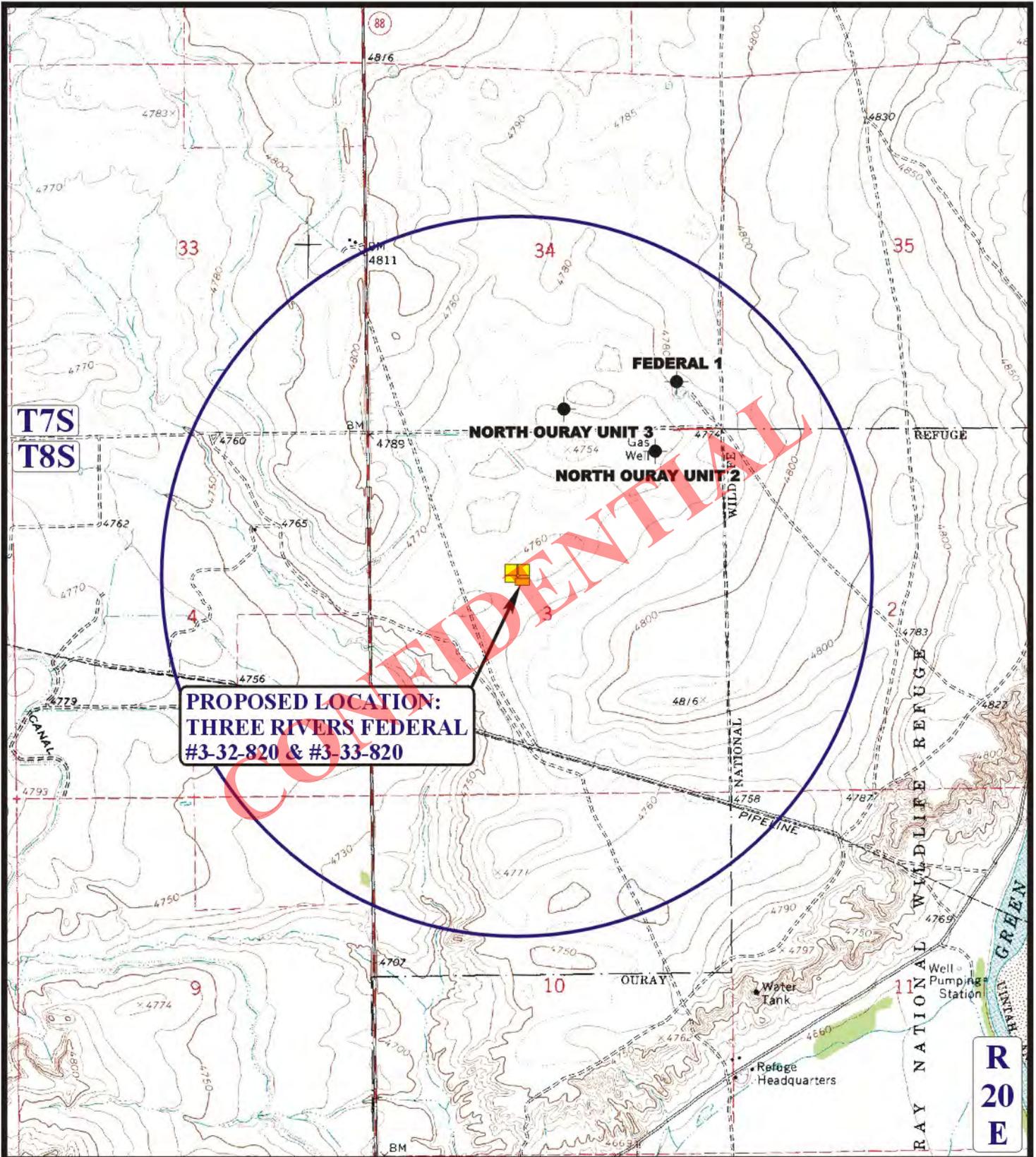


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AXIA ENERGY
THREE RIVERS FEDERAL #3-32-820 & #3-33-820
SECTION 3, T8S, R20E, S.L.B.&M.
SE 1/4 NW 1/4

ACCESS ROAD MAP	12 MONTH	19 DAY	11 YEAR	B TOPO
SCALE: 1" = 2000'	DRAWN BY: J.L.H.		REVISED: 00-00-00	



**PROPOSED LOCATION:
THREE RIVERS FEDERAL
#3-32-820 & #3-33-820**

LEGEND:

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



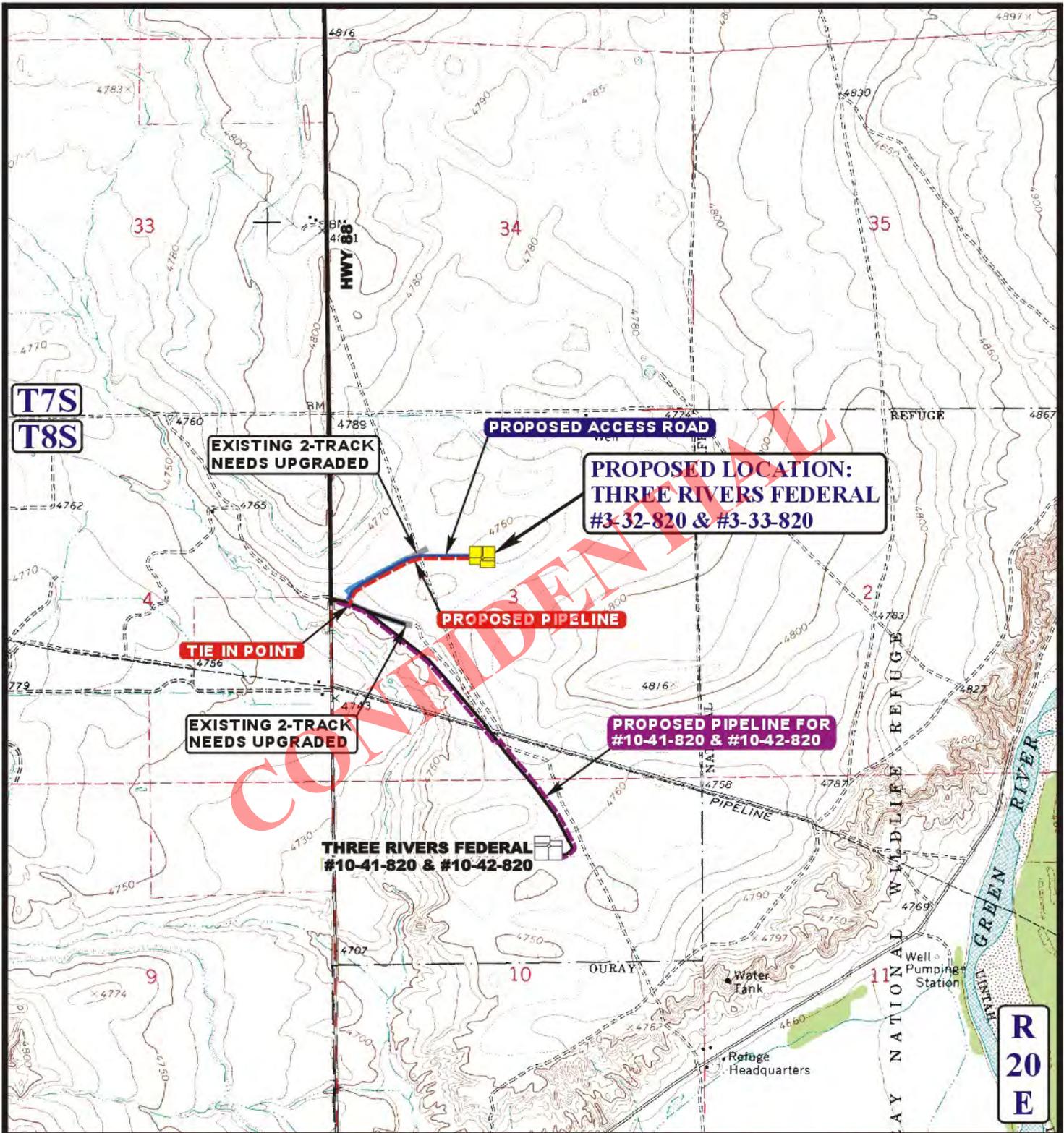
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AXIA ENERGY
THREE RIVERS FEDERAL #3-32-820 & #3-33-820
SECTION 3, T8S, R20E, S.L.B.&M.
SE 1/4 NW 1/4

TOPOGRAPHIC MAP 12 19 11
MONTH DAY YEAR
SCALE: 1" = 2000' DRAWN BY: J.L.H. REVISED: 00-00-00





APPROXIMATE TOTAL PIPELINE DISTANCE = 1,988' +/-

LEGEND:

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



AXIA ENERGY

THREE RIVERS FEDERAL #3-32-820 & #3-33-820
SECTION 3, T8S, R20E, S.L.B.&M.
SE 1/4 NW 1/4



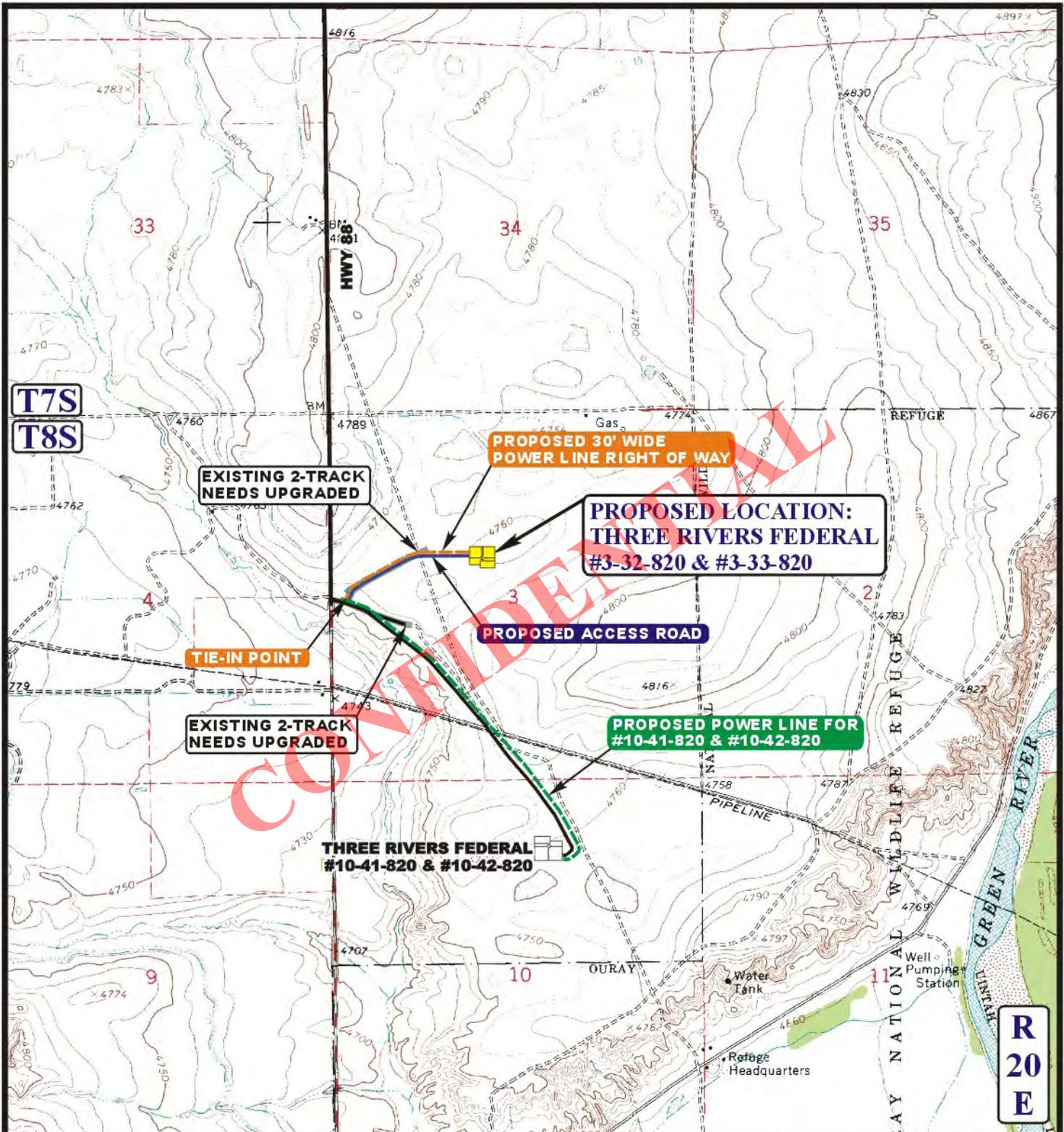
Utah Engineering & Land Surveying
 85 South 200 East Vernal, Utah 84078
 (435) 789-1017 * FAX (435) 789-1813

TOPOGRAPHIC
MAP

05 16 12
 MONTH DAY YEAR

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

D
TOPO



APPROXIMATE TOTAL POWER LINE DISTANCE = 1,987' +/-

LEGEND:

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



AXIA ENERGY

THREE RIVERS FEDERAL #3-32-820 & #3-33-820
SECTION 3, T8S, R20E, S.L.B.&M.
SE 1/4 NW 1/4



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

TOPOGRAPHIC
MAP

05 16 12
 MONTH DAY YEAR



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

Well Planning Proposal FOR

Axia Energy
Three Rivers #3-32-820
Uintah Co., UT

Well File: Design #1 (2/21/12)

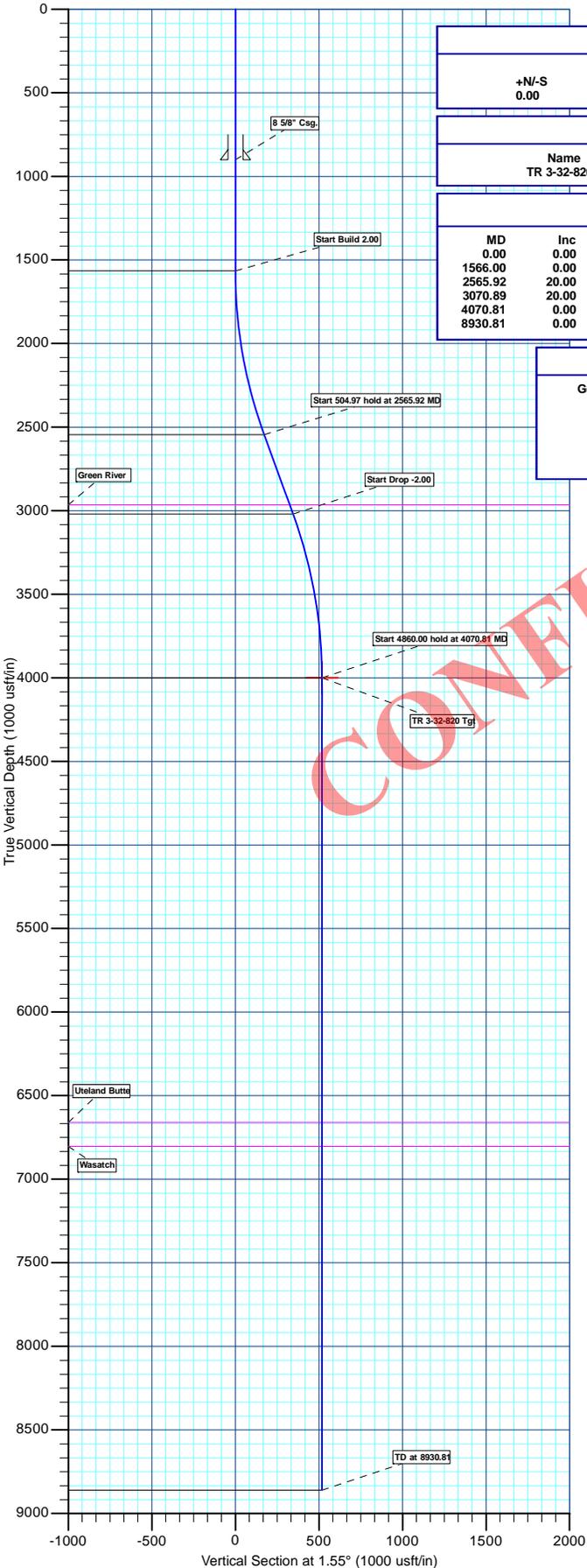
Presented By:

Pat Rasmussen
Regional Manager

Bret Wolford
Well Planner



Axia Energy
 Project: Uintah Co., UT
 Site: Sec.3-T8S-R20E
 Well: Three Rivers #3-32-820
 Wellbore: Wellbore #1
 Design: Design #1
 Latitude: 40° 9' 11.880 N
 Longitude: 109° 39' 22.990 W
 Ground Level: 4759.00
 WELL @ 4775.00usft



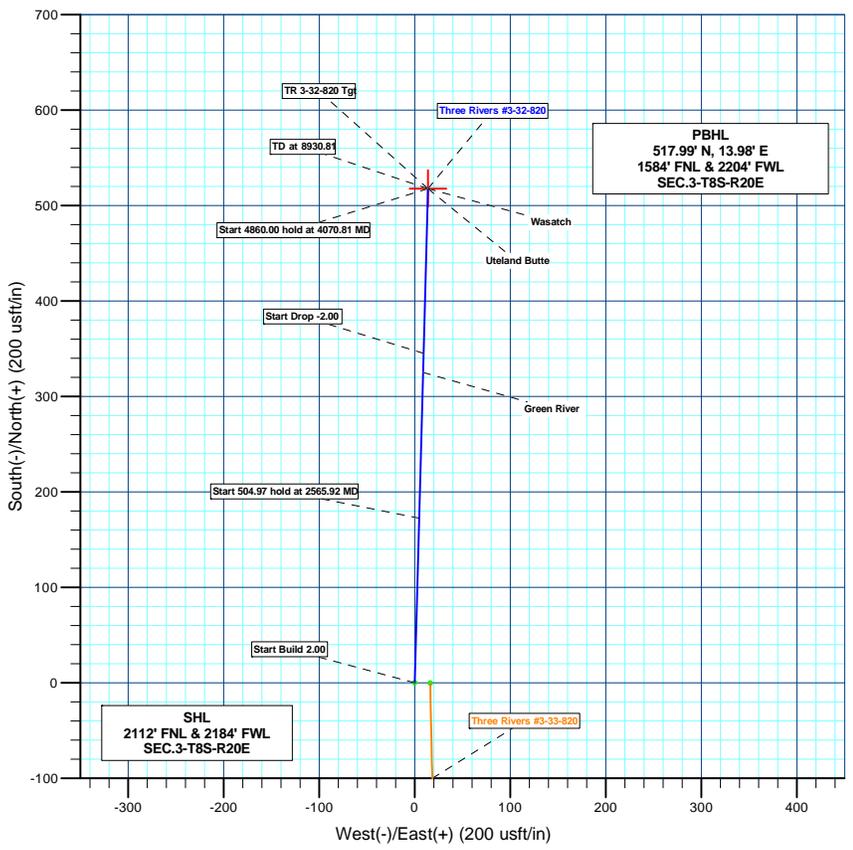
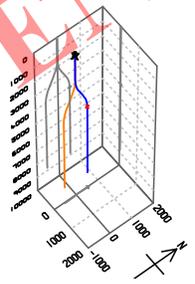
WELL DETAILS: Three Rivers #3-32-820										
+N/-S	+E/-W	Northing	Easting	Ground Level:	Latitude	Longitude	Slot			
0.00	0.00	7229874.931	2155691.519	4759.00	40° 9' 11.880 N	109° 39' 22.990 W				
WELLBORE TARGET DETAILS (MAP CO-ORDINATES AND LAT/LONG)										
Name	TVD	+N/-S	+E/-W	Latitude	Longitude	Shape	Point			
TR 3-32-820 Tgt	4000.00	517.99	13.98	40° 9' 16.999 N	109° 39' 22.810 W					
SECTION DETAILS										
MD	Inc	Azi	TVD	+N/-S	+E/-W	Dleg	TFace	V Sect	Annotation	
0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
1566.00	0.00	0.00	1566.00	0.00	0.00	0.00	0.00	0.00	Start Build 2.00	
2565.92	20.00	1.55	2545.74	172.68	4.66	2.00	1.55	172.74	Start 504.97 hold at 2565.92 MD	
3070.89	20.00	1.55	3020.26	345.31	9.32	0.00	0.00	345.44	Start Drop -2.00	
4070.81	0.00	0.00	4000.00	517.99	13.98	2.00	180.00	518.18	Start 4860.00 hold at 4070.81 MD	
8930.81	0.00	0.00	8860.00	517.99	13.98	0.00	0.00	518.18	TD at 8930.81	

PROJECT DETAILS: Uintah Co., UT
 Geodetic System: US State Plane 1983
 Datum: North American Datum 1983
 Ellipsoid: GRS 1980
 Zone: Utah Central Zone
 System Datum: Mean Sea Level

REFERENCE INFORMATION
 Co-ordinate (N/E) Reference: Well Three Rivers #3-32-820, True North
 Vertical (TVD) Reference: WELL @ 4775.00usft
 Section (VS) Reference: Slot - (0.00N, 0.00E)
 Measured Depth Reference: WELL @ 4775.00usft
 Calculation Method: Minimum Curvature

FORMATION TOP DETAILS		
TVDPath	MDPath	Formation
2965.00	3012.08	Green River
6660.00	6730.81	Uteland Butte
6803.00	6873.81	Wasatch

Azimuths to True North
 Magnetic North: 11.07°
 Magnetic Field Strength: 52324.2snT
 Dip Angle: 65.95°
 Date: 02/20/2012
 Model: IGRF2010



Plan: Design #1 (Three Rivers #3-32-820/Wellbore #1)
 Created By: BRET WOLFORD Date: 13:46, February 21 2012

Axia Energy

Uintah Co., UT
Sec.3-T8S-R20E
Three Rivers #3-32-820

Wellbore #1

Plan: Design #1

Standard Planning Report

21 February, 2012

CONFIDENTIAL





Database:	EDM 5000.1 Single User Db	Local Co-ordinate Reference:	Well Three Rivers #3-32-820
Company:	Axia Energy	TVD Reference:	WELL @ 4775.00usft
Project:	Uintah Co., UT	MD Reference:	WELL @ 4775.00usft
Site:	Sec.3-T8S-R20E	North Reference:	True
Well:	Three Rivers #3-32-820	Survey Calculation Method:	Minimum Curvature
Wellbore:	Wellbore #1		
Design:	Design #1		

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

Site	Sec.3-T8S-R20E				
Site Position:		Northing:	7,229,874.935 usft	Latitude:	40° 9' 11.880 N
From:	Lat/Long	Easting:	2,155,691.519 usft	Longitude:	109° 39' 22.990 W
Position Uncertainty:	0.00 usft	Slot Radius:	13-3/16"	Grid Convergence:	1.18 °

Well	Three Rivers #3-32-820					
Well Position	+N/-S	0.00 usft	Northing:	7,229,874.931 usft	Latitude:	40° 9' 11.880 N
	+E/-W	0.00 usft	Easting:	2,155,691.519 usft	Longitude:	109° 39' 22.990 W
Position Uncertainty		0.00 usft	Wellhead Elevation:	usft	Ground Level:	4,759.00 usft

Wellbore	Wellbore #1				
Magnetics	Model Name	Sample Date	Declination	Dip Angle	Field Strength
	IGRF2010	02/20/12	(°)	(°)	(nT)
			11.08	65.95	52,324

Design	Design #1			
Audit Notes:				
Version:	Phase:	PLAN	Tie On Depth:	0.00
Vertical Section:	Depth From (TVD)	+N/-S	+E/-W	Direction
	(usft)	(usft)	(usft)	(°)
	0.00	0.00	0.00	1.55

Plan Sections										
Measured Depth (usft)	Inclination (°)	Azimuth (°)	Vertical Depth (usft)	+N/-S (usft)	+E/-W (usft)	Dogleg Rate (°/100usft)	Build Rate (°/100usft)	Turn Rate (°/100usft)	TFO (°)	Target
0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
1,566.00	0.00	0.00	1,566.00	0.00	0.00	0.00	0.00	0.00	0.00	
2,565.92	20.00	1.55	2,545.74	172.68	4.66	2.00	2.00	0.00	1.55	
3,070.89	20.00	1.55	3,020.26	345.31	9.32	0.00	0.00	0.00	0.00	
4,070.81	0.00	0.00	4,000.00	517.99	13.98	2.00	-2.00	0.00	180.00	TR 3-32-820 Tgt
8,930.81	0.00	0.00	8,860.00	517.99	13.98	0.00	0.00	0.00	0.00	

Sharewell Energy Services, LP
Planning Report



Database:	EDM 5000.1 Single User Db	Local Co-ordinate Reference:	Well Three Rivers #3-32-820
Company:	Axia Energy	TVD Reference:	WELL @ 4775.00usft
Project:	Uintah Co., UT	MD Reference:	WELL @ 4775.00usft
Site:	Sec.3-T8S-R20E	North Reference:	True
Well:	Three Rivers #3-32-820	Survey Calculation Method:	Minimum Curvature
Wellbore:	Wellbore #1		
Design:	Design #1		

Planned Survey										
Measured Depth (usft)	Inclination (°)	Azimuth (°)	Vertical Depth (usft)	+N/-S (usft)	+E/-W (usft)	Vertical Section (usft)	Dogleg Rate (°/100usft)	Build Rate (°/100usft)	Turn Rate (°/100usft)	
0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
100.00	0.00	0.00	100.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
200.00	0.00	0.00	200.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
300.00	0.00	0.00	300.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
400.00	0.00	0.00	400.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
500.00	0.00	0.00	500.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
600.00	0.00	0.00	600.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
700.00	0.00	0.00	700.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
800.00	0.00	0.00	800.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
8 5/8" Csg.										
900.00	0.00	0.00	900.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
1,000.00	0.00	0.00	1,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
1,100.00	0.00	0.00	1,100.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
1,200.00	0.00	0.00	1,200.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
1,300.00	0.00	0.00	1,300.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
1,400.00	0.00	0.00	1,400.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
1,500.00	0.00	0.00	1,500.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Start Build 2.00										
1,566.00	0.00	0.00	1,566.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
1,600.00	0.68	1.55	1,600.00	0.20	0.01	0.20	2.00	2.00	2.00	0.00
1,700.00	2.68	1.55	1,699.95	3.13	0.08	3.13	2.00	2.00	2.00	0.00
1,800.00	4.68	1.55	1,799.74	9.55	0.26	9.55	2.00	2.00	2.00	0.00
1,900.00	6.68	1.55	1,899.24	19.44	0.52	19.45	2.00	2.00	2.00	0.00
2,000.00	8.68	1.55	1,998.34	32.80	0.88	32.81	2.00	2.00	2.00	0.00
2,100.00	10.68	1.55	2,096.91	49.61	1.34	49.63	2.00	2.00	2.00	0.00
2,200.00	12.68	1.55	2,194.84	69.84	1.88	69.87	2.00	2.00	2.00	0.00
2,300.00	14.68	1.55	2,292.00	93.48	2.52	93.52	2.00	2.00	2.00	0.00
2,400.00	16.68	1.55	2,388.27	120.50	3.25	120.54	2.00	2.00	2.00	0.00
2,500.00	18.68	1.55	2,483.54	150.86	4.07	150.91	2.00	2.00	2.00	0.00
Start 504.97 hold at 2565.92 MD										
2,565.92	20.00	1.55	2,545.74	172.68	4.66	172.74	2.00	2.00	2.00	0.00
2,600.00	20.00	1.55	2,577.77	184.33	4.97	184.40	0.00	0.00	0.00	0.00
2,700.00	20.00	1.55	2,671.74	218.52	5.90	218.60	0.00	0.00	0.00	0.00
2,800.00	20.00	1.55	2,765.71	252.70	6.82	252.79	0.00	0.00	0.00	0.00
2,900.00	20.00	1.55	2,859.68	286.89	7.74	286.99	0.00	0.00	0.00	0.00
3,000.00	20.00	1.55	2,953.65	321.08	8.66	321.19	0.00	0.00	0.00	0.00
Green River										
3,012.08	20.00	1.55	2,965.00	325.21	8.77	325.33	0.00	0.00	0.00	0.00
Start Drop -2.00										
3,070.89	20.00	1.55	3,020.26	345.31	9.32	345.44	0.00	0.00	0.00	0.00
3,100.00	19.42	1.55	3,047.67	355.12	9.58	355.25	2.00	-2.00	0.00	0.00
3,200.00	17.42	1.55	3,142.54	386.70	10.43	386.84	2.00	-2.00	0.00	0.00
3,300.00	15.42	1.55	3,238.46	414.95	11.20	415.10	2.00	-2.00	0.00	0.00
3,400.00	13.42	1.55	3,335.31	439.84	11.87	440.00	2.00	-2.00	0.00	0.00
3,500.00	11.42	1.55	3,432.96	461.33	12.45	461.50	2.00	-2.00	0.00	0.00
3,600.00	9.42	1.55	3,531.31	479.40	12.93	479.58	2.00	-2.00	0.00	0.00
3,700.00	7.42	1.55	3,630.23	494.03	13.33	494.21	2.00	-2.00	0.00	0.00
3,800.00	5.42	1.55	3,729.60	505.20	13.63	505.39	2.00	-2.00	0.00	0.00
3,900.00	3.42	1.55	3,829.29	512.90	13.84	513.09	2.00	-2.00	0.00	0.00
4,000.00	1.42	1.55	3,929.20	517.11	13.95	517.30	2.00	-2.00	0.00	0.00
Start 4860.00 hold at 4070.81 MD - TR 3-32-820 Tgt										
4,070.81	0.00	0.00	4,000.00	517.99	13.98	518.18	2.00	-2.00	0.00	0.00
4,100.00	0.00	0.00	4,029.19	517.99	13.98	518.18	0.00	0.00	0.00	0.00



Database:	EDM 5000.1 Single User Db	Local Co-ordinate Reference:	Well Three Rivers #3-32-820
Company:	Axia Energy	TVD Reference:	WELL @ 4775.00usft
Project:	Uintah Co., UT	MD Reference:	WELL @ 4775.00usft
Site:	Sec.3-T8S-R20E	North Reference:	True
Well:	Three Rivers #3-32-820	Survey Calculation Method:	Minimum Curvature
Wellbore:	Wellbore #1		
Design:	Design #1		

Planned Survey									
Measured Depth (usft)	Inclination (°)	Azimuth (°)	Vertical Depth (usft)	+N/-S (usft)	+E/-W (usft)	Vertical Section (usft)	Dogleg Rate (°/100usft)	Build Rate (°/100usft)	Turn Rate (°/100usft)
4,200.00	0.00	0.00	4,129.19	517.99	13.98	518.18	0.00	0.00	0.00
4,300.00	0.00	0.00	4,229.19	517.99	13.98	518.18	0.00	0.00	0.00
4,400.00	0.00	0.00	4,329.19	517.99	13.98	518.18	0.00	0.00	0.00
4,500.00	0.00	0.00	4,429.19	517.99	13.98	518.18	0.00	0.00	0.00
4,600.00	0.00	0.00	4,529.19	517.99	13.98	518.18	0.00	0.00	0.00
4,700.00	0.00	0.00	4,629.19	517.99	13.98	518.18	0.00	0.00	0.00
4,800.00	0.00	0.00	4,729.19	517.99	13.98	518.18	0.00	0.00	0.00
4,900.00	0.00	0.00	4,829.19	517.99	13.98	518.18	0.00	0.00	0.00
5,000.00	0.00	0.00	4,929.19	517.99	13.98	518.18	0.00	0.00	0.00
5,100.00	0.00	0.00	5,029.19	517.99	13.98	518.18	0.00	0.00	0.00
5,200.00	0.00	0.00	5,129.19	517.99	13.98	518.18	0.00	0.00	0.00
5,300.00	0.00	0.00	5,229.19	517.99	13.98	518.18	0.00	0.00	0.00
5,400.00	0.00	0.00	5,329.19	517.99	13.98	518.18	0.00	0.00	0.00
5,500.00	0.00	0.00	5,429.19	517.99	13.98	518.18	0.00	0.00	0.00
5,600.00	0.00	0.00	5,529.19	517.99	13.98	518.18	0.00	0.00	0.00
5,700.00	0.00	0.00	5,629.19	517.99	13.98	518.18	0.00	0.00	0.00
5,800.00	0.00	0.00	5,729.19	517.99	13.98	518.18	0.00	0.00	0.00
5,900.00	0.00	0.00	5,829.19	517.99	13.98	518.18	0.00	0.00	0.00
6,000.00	0.00	0.00	5,929.19	517.99	13.98	518.18	0.00	0.00	0.00
6,100.00	0.00	0.00	6,029.19	517.99	13.98	518.18	0.00	0.00	0.00
6,200.00	0.00	0.00	6,129.19	517.99	13.98	518.18	0.00	0.00	0.00
6,300.00	0.00	0.00	6,229.19	517.99	13.98	518.18	0.00	0.00	0.00
6,400.00	0.00	0.00	6,329.19	517.99	13.98	518.18	0.00	0.00	0.00
6,500.00	0.00	0.00	6,429.19	517.99	13.98	518.18	0.00	0.00	0.00
6,600.00	0.00	0.00	6,529.19	517.99	13.98	518.18	0.00	0.00	0.00
6,700.00	0.00	0.00	6,629.19	517.99	13.98	518.18	0.00	0.00	0.00
Uteland Butte									
6,730.81	0.00	0.00	6,660.00	517.99	13.98	518.18	0.00	0.00	0.00
6,800.00	0.00	0.00	6,729.19	517.99	13.98	518.18	0.00	0.00	0.00
Wasatch									
6,873.81	0.00	0.00	6,803.00	517.99	13.98	518.18	0.00	0.00	0.00
6,900.00	0.00	0.00	6,829.19	517.99	13.98	518.18	0.00	0.00	0.00
7,000.00	0.00	0.00	6,929.19	517.99	13.98	518.18	0.00	0.00	0.00
7,100.00	0.00	0.00	7,029.19	517.99	13.98	518.18	0.00	0.00	0.00
7,200.00	0.00	0.00	7,129.19	517.99	13.98	518.18	0.00	0.00	0.00
7,300.00	0.00	0.00	7,229.19	517.99	13.98	518.18	0.00	0.00	0.00
7,400.00	0.00	0.00	7,329.19	517.99	13.98	518.18	0.00	0.00	0.00
7,500.00	0.00	0.00	7,429.19	517.99	13.98	518.18	0.00	0.00	0.00
7,600.00	0.00	0.00	7,529.19	517.99	13.98	518.18	0.00	0.00	0.00
7,700.00	0.00	0.00	7,629.19	517.99	13.98	518.18	0.00	0.00	0.00
7,800.00	0.00	0.00	7,729.19	517.99	13.98	518.18	0.00	0.00	0.00
7,900.00	0.00	0.00	7,829.19	517.99	13.98	518.18	0.00	0.00	0.00
8,000.00	0.00	0.00	7,929.19	517.99	13.98	518.18	0.00	0.00	0.00
8,100.00	0.00	0.00	8,029.19	517.99	13.98	518.18	0.00	0.00	0.00
8,200.00	0.00	0.00	8,129.19	517.99	13.98	518.18	0.00	0.00	0.00
8,300.00	0.00	0.00	8,229.19	517.99	13.98	518.18	0.00	0.00	0.00
8,400.00	0.00	0.00	8,329.19	517.99	13.98	518.18	0.00	0.00	0.00
8,500.00	0.00	0.00	8,429.19	517.99	13.98	518.18	0.00	0.00	0.00
8,600.00	0.00	0.00	8,529.19	517.99	13.98	518.18	0.00	0.00	0.00
8,700.00	0.00	0.00	8,629.19	517.99	13.98	518.18	0.00	0.00	0.00
8,800.00	0.00	0.00	8,729.19	517.99	13.98	518.18	0.00	0.00	0.00
8,900.00	0.00	0.00	8,829.19	517.99	13.98	518.18	0.00	0.00	0.00
TD at 8930.81									



Database:	EDM 5000.1 Single User Db	Local Co-ordinate Reference:	Well Three Rivers #3-32-820
Company:	Axia Energy	TVD Reference:	WELL @ 4775.00usft
Project:	Uintah Co., UT	MD Reference:	WELL @ 4775.00usft
Site:	Sec.3-T8S-R20E	North Reference:	True
Well:	Three Rivers #3-32-820	Survey Calculation Method:	Minimum Curvature
Wellbore:	Wellbore #1		
Design:	Design #1		

Planned Survey									
Measured Depth (usft)	Inclination (°)	Azimuth (°)	Vertical Depth (usft)	+N/-S (usft)	+E/-W (usft)	Vertical Section (usft)	Dogleg Rate (°/100usft)	Build Rate (°/100usft)	Turn Rate (°/100usft)
8,930.81	0.00	0.00	8,860.00	517.99	13.98	518.18	0.00	0.00	0.00

Design Targets									
Target Name	Dip Angle (°)	Dip Dir. (°)	TVD (usft)	+N/-S (usft)	+E/-W (usft)	Northing (usft)	Easting (usft)	Latitude	Longitude
TR 3-32-820 Tgt - hit/miss target - Shape - Point	0.00	0.00	4,000.00	517.99	13.98	7,230,393.098	2,155,694.815	40° 9' 16.999 N	109° 39' 22.810 W

Casing Points					
Measured Depth (usft)	Vertical Depth (usft)	Name	Casing Diameter (")	Hole Diameter (")	
900.00	900.00	8 5/8" Csg.	8-5/8	12-1/4	

Formations					
Measured Depth (usft)	Vertical Depth (usft)	Name	Lithology	Dip (°)	Dip Direction (°)
3,012.08	2,965.00	Green River		0.00	
6,730.81	6,660.00	Uteland Butte		0.00	
6,873.81	6,803.00	Wasatch		0.00	

Plan Annotations					
Measured Depth (usft)	Vertical Depth (usft)	Local Coordinates		Comment	
		+N/-S (usft)	+E/-W (usft)		
1,566.00	1,566.00	0.00	0.00	Start Build 2.00	
2,565.92	2,545.74	172.68	4.66	Start 504.97 hold at 2565.92 MD	
3,070.89	3,020.26	345.31	9.32	Start Drop -2.00	
4,070.81	4,000.00	517.99	13.98	Start 4860.00 hold at 4070.81 MD	
8,930.81	8,860.00	517.99	13.98	TD at 8930.81	

Axia Energy

Uintah Co., UT
Sec.3-T8S-R20E
Three Rivers #3-32-820

Wellbore #1
Design #1

Anticollision Report

21 February, 2012

CONFIDENTIAL



Sharewell Energy Services, LP
Anticollision Report



Company:	Axia Energy	Local Co-ordinate Reference:	Well Three Rivers #3-32-820
Project:	Uintah Co., UT	TVD Reference:	WELL @ 4775.00usft
Reference Site:	Sec.3-T8S-R20E	MD Reference:	WELL @ 4775.00usft
Site Error:	0.00 usft	North Reference:	True
Reference Well:	Three Rivers #3-32-820	Survey Calculation Method:	Minimum Curvature
Well Error:	0.00 usft	Output errors are at	2.00 sigma
Reference Wellbore	Wellbore #1	Database:	EDM 5000.1 Single User Db
Reference Design:	Design #1	Offset TVD Reference:	Reference Datum

Reference	Design #1		
Filter type:	NO GLOBAL FILTER: Using user defined selection & filtering criteria		
Interpolation Method:	Stations	Error Model:	ISCWSA
Depth Range:	Unlimited	Scan Method:	Closest Approach 3D
Results Limited by:	Maximum center-center distance of 9,999.98 usft	Error Surface:	Elliptical Conic
Warning Levels Evaluated at:	2.00 Sigma	Casing Method:	Not applied

Survey Tool Program	Date	02/21/12		
From (usft)	To (usft)	Survey (Wellbore)	Tool Name	Description
0.00	8,930.81	Design #1 (Wellbore #1)	MWD	MWD - Standard

Summary						
Site Name	Reference Measured Depth (usft)	Offset Measured Depth (usft)	Distance Between Centres (usft)	Distance Between Ellipses (usft)	Separation Factor	Warning
Offset Well - Wellbore - Design						
Sec.3-T8S-R20E						
Three Rivers #3-33-820 - Wellbore #1 - Design #1	1,508.25	1,508.25	16.21	9.69	2.487	CC
Three Rivers #3-33-820 - Wellbore #1 - Design #1	1,600.00	1,599.95	16.31	9.41	2.363	ES, SF

Offset Design													Offset Site Error:	0.00 usft	
Survey Program: 0-MWD													Offset Well Error:		0.00 usft
Sec.3-T8S-R20E - Three Rivers #3-33-820 - Wellbore #1 - Design #1															
Reference		Offset		Semi Major Axis			Distance						Warning		
Measured Depth (usft)	Vertical Depth (usft)	Measured Depth (usft)	Vertical Depth (usft)	Reference (usft)	Offset (usft)	Azimuth from North (°)	Offset Wellbore Centre +N/-S (usft)	+E/-W (usft)	Between Centres (usft)	Between Ellipses (usft)	Minimum Separation (usft)	Separation Factor			
0.00	0.00	0.00	0.00	0.00	0.00	90.01	0.00	16.21	16.21						
100.00	100.00	100.00	100.00	0.09	0.09	90.01	0.00	16.21	16.21	16.02	0.19	85.865			
200.00	200.00	200.00	200.00	0.32	0.32	90.01	0.00	16.21	16.21	15.57	0.64	25.397			
300.00	300.00	300.00	300.00	0.54	0.54	90.01	0.00	16.21	16.21	15.12	1.09	14.902			
400.00	400.00	400.00	400.00	0.77	0.77	90.01	0.00	16.21	16.21	14.67	1.54	10.545			
500.00	500.00	500.00	500.00	0.99	0.99	90.01	0.00	16.21	16.21	14.22	1.99	8.159			
600.00	600.00	600.00	600.00	1.22	1.22	90.01	0.00	16.21	16.21	13.78	2.44	6.654			
700.00	700.00	700.00	700.00	1.44	1.44	90.01	0.00	16.21	16.21	13.33	2.89	5.617			
800.00	800.00	800.00	800.00	1.67	1.67	90.01	0.00	16.21	16.21	12.88	3.34	4.860			
900.00	900.00	900.00	900.00	1.89	1.89	90.01	0.00	16.21	16.21	12.43	3.79	4.283			
1,000.00	1,000.00	1,000.00	1,000.00	2.12	2.12	90.01	0.00	16.21	16.21	11.98	4.23	3.828			
1,100.00	1,100.00	1,100.00	1,100.00	2.34	2.34	90.01	0.00	16.21	16.21	11.53	4.68	3.461			
1,200.00	1,200.00	1,200.00	1,200.00	2.57	2.57	90.01	0.00	16.21	16.21	11.08	5.13	3.158			
1,300.00	1,300.00	1,300.00	1,300.00	2.79	2.79	90.01	0.00	16.21	16.21	10.63	5.58	2.904			
1,400.00	1,400.00	1,400.00	1,400.00	3.02	3.02	90.01	0.00	16.21	16.21	10.18	6.03	2.687			
1,500.00	1,500.00	1,500.00	1,500.00	3.24	3.24	90.01	0.00	16.21	16.21	9.73	6.48	2.501			
1,508.25	1,508.25	1,508.25	1,508.25	3.26	3.26	90.01	0.00	16.21	16.21	9.69	6.52	2.487	CC		
1,566.00	1,566.00	1,565.99	1,565.98	3.39	3.37	91.93	-0.55	16.22	16.23	9.47	6.76	2.400			
1,600.00	1,600.00	1,599.95	1,599.94	3.47	3.44	95.66	-1.41	16.24	16.31	9.41	6.90	2.363	ES, SF		
1,700.00	1,699.95	1,699.45	1,699.31	3.69	3.61	119.98	-6.24	16.34	18.78	11.48	7.30	2.573			
1,800.00	1,799.74	1,797.78	1,797.29	3.92	3.79	145.86	-14.41	16.50	29.05	21.36	7.70	3.775			
1,900.00	1,899.24	1,894.26	1,893.12	4.15	3.98	160.25	-25.69	16.73	48.34	40.25	8.09	5.975			
2,000.00	1,998.34	1,988.28	1,986.07	4.38	4.18	167.47	-39.78	17.02	75.36	66.88	8.48	8.890			
2,100.00	2,096.91	2,079.27	2,075.54	4.64	4.41	171.40	-56.31	17.35	109.23	100.38	8.85	12.339			
2,200.00	2,194.84	2,166.75	2,161.02	4.93	4.67	173.75	-74.87	17.73	149.46	140.24	9.22	16.216			

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

Sharewell Energy Services, LP
Anticollision Report



Company:	Axia Energy	Local Co-ordinate Reference:	Well Three Rivers #3-32-820
Project:	Uintah Co., UT	TVD Reference:	WELL @ 4775.00usft
Reference Site:	Sec.3-T8S-R20E	MD Reference:	WELL @ 4775.00usft
Site Error:	0.00 usft	North Reference:	True
Reference Well:	Three Rivers #3-32-820	Survey Calculation Method:	Minimum Curvature
Well Error:	0.00 usft	Output errors are at	2.00 sigma
Reference Wellbore	Wellbore #1	Database:	EDM 5000.1 Single User Db
Reference Design:	Design #1	Offset TVD Reference:	Reference Datum

Offset Design													Offset Site Error:	0.00 usft
Survey Program: 0-MWD													Offset Well Error:	0.00 usft
Reference		Offset		Semi Major Axis			Distance						Warning	
Measured Depth (usft)	Vertical Depth (usft)	Measured Depth (usft)	Vertical Depth (usft)	Reference (usft)	Offset (usft)	Azimuth from North (°)	Offset Wellbore Centre +N/-S (usft)	+E/-W (usft)	Between Centres (usft)	Between Ellipses (usft)	Minimum Separation (usft)	Separation Factor		
2,300.00	2,292.00	2,250.32	2,242.11	5.26	4.94	175.27	-95.03	18.14	195.63	186.06	9.57	20.446		
2,400.00	2,388.27	2,329.66	2,318.54	5.63	5.23	176.30	-116.36	18.57	247.38	237.48	9.91	24.975		
2,500.00	2,483.54	2,400.00	2,385.77	6.06	5.52	177.03	-137.02	18.99	304.40	294.18	10.22	29.783		
2,565.92	2,545.74	2,451.43	2,434.59	6.37	5.76	177.43	-153.17	19.31	344.60	334.16	10.44	33.007		
2,600.00	2,577.77	2,474.98	2,456.85	6.53	5.87	177.60	-160.86	19.47	366.04	355.47	10.56	34.608		
2,700.00	2,671.74	2,547.07	2,524.67	7.05	6.23	178.00	-185.31	19.96	430.00	419.01	10.99	39.130		
2,800.00	2,765.71	2,623.69	2,596.66	7.59	6.64	178.31	-211.51	20.49	494.23	482.82	11.41	43.331		
2,900.00	2,859.68	2,700.30	2,668.66	8.15	7.06	178.55	-237.71	21.03	558.46	546.63	11.83	47.203		
3,000.00	2,953.65	2,776.92	2,740.65	8.72	7.49	178.74	-263.92	21.56	622.69	610.43	12.27	50.765		
3,070.89	3,020.26	2,831.23	2,791.69	9.14	7.81	178.85	-282.49	21.93	668.23	655.66	12.58	53.125		
3,100.00	3,047.67	2,853.63	2,812.74	9.29	7.94	178.89	-290.15	22.09	686.82	674.09	12.73	53.938		
3,200.00	3,142.54	2,931.99	2,886.37	9.75	8.41	179.01	-316.95	22.63	748.93	735.69	13.24	56.559		
3,300.00	3,238.46	3,012.47	2,961.99	10.19	8.89	179.10	-344.47	23.19	808.27	794.52	13.75	58.783		
3,400.00	3,335.31	3,103.90	3,047.96	10.60	9.43	179.16	-375.59	23.82	864.66	850.38	14.28	60.568		
3,500.00	3,432.96	3,228.82	3,166.65	10.98	10.01	179.20	-414.52	24.61	915.52	900.65	14.87	61.579		
3,600.00	3,531.31	3,362.43	3,295.34	11.32	10.60	179.24	-450.38	25.33	959.34	943.87	15.47	62.027		
3,700.00	3,630.23	3,503.92	3,433.29	11.63	11.16	179.26	-481.78	25.97	995.57	979.50	16.07	61.959		
3,800.00	3,729.60	3,652.11	3,579.25	11.89	11.67	179.27	-507.32	26.48	1,023.70	1,007.04	16.66	61.448		
3,900.00	3,829.29	3,805.51	3,731.52	12.11	12.11	179.28	-525.77	26.86	1,043.35	1,026.11	17.23	60.551		
4,000.00	3,929.20	3,962.34	3,887.98	12.29	12.45	179.29	-536.19	27.07	1,054.19	1,036.42	17.77	59.335		
4,070.81	4,000.00	4,074.39	4,000.00	12.40	12.63	179.29	-538.38	27.11	1,056.45	1,038.33	18.12	58.314		
4,100.00	4,029.19	4,103.59	4,029.19	12.44	12.67	179.29	-538.38	27.11	1,056.45	1,038.22	18.23	57.962		
4,200.00	4,129.19	4,203.59	4,129.19	12.59	12.81	179.29	-538.38	27.11	1,056.45	1,037.82	18.62	56.723		
4,300.00	4,229.19	4,303.59	4,229.19	12.74	12.96	179.29	-538.38	27.11	1,056.45	1,037.42	19.03	55.529		
4,400.00	4,329.19	4,403.59	4,329.19	12.89	13.10	179.29	-538.38	27.11	1,056.45	1,037.02	19.43	54.378		
4,500.00	4,429.19	4,503.59	4,429.19	13.05	13.25	179.29	-538.38	27.11	1,056.45	1,036.62	19.83	53.269		
4,600.00	4,529.19	4,603.59	4,529.19	13.21	13.40	179.29	-538.38	27.11	1,056.45	1,036.21	20.24	52.199		
4,700.00	4,629.19	4,703.59	4,629.19	13.37	13.55	179.29	-538.38	27.11	1,056.45	1,035.80	20.65	51.167		
4,800.00	4,729.19	4,803.59	4,729.19	13.53	13.71	179.29	-538.38	27.11	1,056.45	1,035.39	21.06	50.171		
4,900.00	4,829.19	4,903.59	4,829.19	13.69	13.86	179.29	-538.38	27.11	1,056.45	1,034.98	21.47	49.209		
5,000.00	4,929.19	5,003.59	4,929.19	13.86	14.02	179.29	-538.38	27.11	1,056.45	1,034.57	21.88	48.280		
5,100.00	5,029.19	5,103.59	5,029.19	14.03	14.18	179.29	-538.38	27.11	1,056.45	1,034.15	22.30	47.383		
5,200.00	5,129.19	5,203.59	5,129.19	14.19	14.34	179.29	-538.38	27.11	1,056.45	1,033.74	22.71	46.515		
5,300.00	5,229.19	5,303.59	5,229.19	14.36	14.50	179.29	-538.38	27.11	1,056.45	1,033.32	23.13	45.676		
5,400.00	5,329.19	5,403.59	5,329.19	14.54	14.67	179.29	-538.38	27.11	1,056.45	1,032.90	23.55	44.865		
5,500.00	5,429.19	5,503.59	5,429.19	14.71	14.84	179.29	-538.38	27.11	1,056.45	1,032.48	23.97	44.080		
5,600.00	5,529.19	5,603.59	5,529.19	14.88	15.00	179.29	-538.38	27.11	1,056.45	1,032.06	24.39	43.320		
5,700.00	5,629.19	5,703.59	5,629.19	15.06	15.17	179.29	-538.38	27.11	1,056.45	1,031.64	24.81	42.584		
5,800.00	5,729.19	5,803.59	5,729.19	15.24	15.34	179.29	-538.38	27.11	1,056.45	1,031.22	25.23	41.871		
5,900.00	5,829.19	5,903.59	5,829.19	15.41	15.52	179.29	-538.38	27.11	1,056.45	1,030.79	25.65	41.180		
6,000.00	5,929.19	6,003.59	5,929.19	15.59	15.69	179.29	-538.38	27.11	1,056.45	1,030.37	26.08	40.510		
6,100.00	6,029.19	6,103.59	6,029.19	15.77	15.87	179.29	-538.38	27.11	1,056.45	1,029.95	26.50	39.860		
6,200.00	6,129.19	6,203.59	6,129.19	15.96	16.04	179.29	-538.38	27.11	1,056.45	1,029.52	26.93	39.230		
6,300.00	6,229.19	6,303.59	6,229.19	16.14	16.22	179.29	-538.38	27.11	1,056.45	1,029.09	27.36	38.618		
6,400.00	6,329.19	6,403.59	6,329.19	16.32	16.40	179.29	-538.38	27.11	1,056.45	1,028.67	27.78	38.024		
6,500.00	6,429.19	6,503.59	6,429.19	16.51	16.58	179.29	-538.38	27.11	1,056.45	1,028.24	28.21	37.447		
6,600.00	6,529.19	6,603.59	6,529.19	16.69	16.76	179.29	-538.38	27.11	1,056.45	1,027.81	28.64	36.887		
6,700.00	6,629.19	6,703.59	6,629.19	16.88	16.94	179.29	-538.38	27.11	1,056.45	1,027.38	29.07	36.342		
6,800.00	6,729.19	6,803.59	6,729.19	17.07	17.12	179.29	-538.38	27.11	1,056.45	1,026.95	29.50	35.812		
6,900.00	6,829.19	6,903.59	6,829.19	17.26	17.31	179.29	-538.38	27.11	1,056.45	1,026.52	29.93	35.297		
7,000.00	6,929.19	7,003.59	6,929.19	17.45	17.49	179.29	-538.38	27.11	1,056.45	1,026.09	30.36	34.796		
7,100.00	7,029.19	7,103.59	7,029.19	17.64	17.68	179.29	-538.38	27.11	1,056.45	1,025.66	30.79	34.308		

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

Sharewell Energy Services, LP
Anticollision Report



Company:	Axia Energy	Local Co-ordinate Reference:	Well Three Rivers #3-32-820
Project:	Uintah Co., UT	TVD Reference:	WELL @ 4775.00usft
Reference Site:	Sec.3-T8S-R20E	MD Reference:	WELL @ 4775.00usft
Site Error:	0.00 usft	North Reference:	True
Reference Well:	Three Rivers #3-32-820	Survey Calculation Method:	Minimum Curvature
Well Error:	0.00 usft	Output errors are at	2.00 sigma
Reference Wellbore	Wellbore #1	Database:	EDM 5000.1 Single User Db
Reference Design:	Design #1	Offset TVD Reference:	Reference Datum

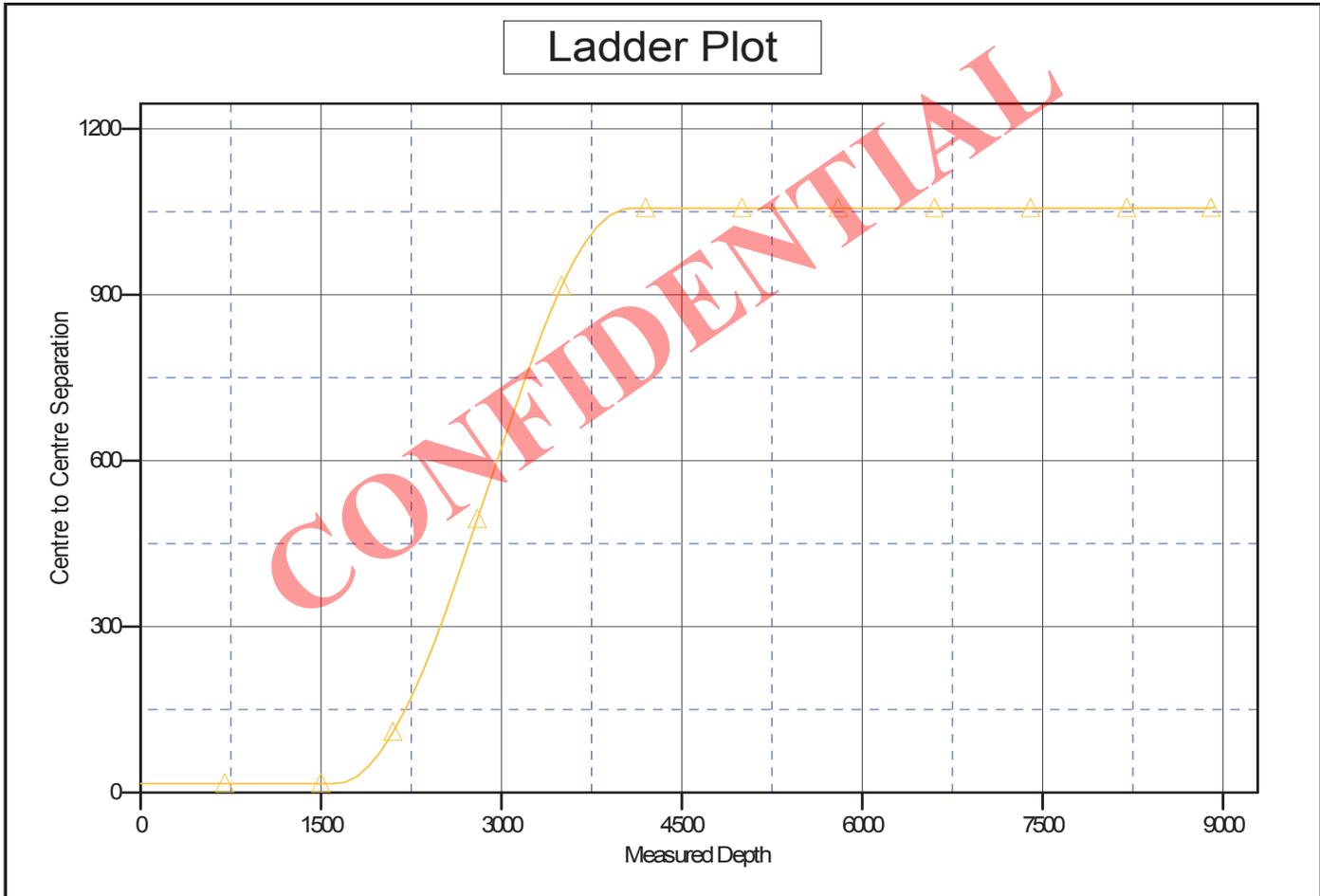
Offset Design													Offset Site Error:	0.00 usft
Survey Program: 0-MWD													Offset Well Error:	0.00 usft
Reference		Offset		Semi Major Axis			Distance						Warning	
Measured Depth (usft)	Vertical Depth (usft)	Measured Depth (usft)	Vertical Depth (usft)	Reference (usft)	Offset (usft)	Azimuth from North (°)	Offset Wellbore Centre +N/-S (usft)	+E/-W (usft)	Between Centres (usft)	Between Ellipses (usft)	Minimum Separation (usft)	Separation Factor		
7,200.00	7,129.19	7,203.59	7,129.19	17.83	17.86	179.29	-538.38	27.11	1,056.45	1,025.22	31.22	33.834		
7,300.00	7,229.19	7,303.59	7,229.19	18.02	18.05	179.29	-538.38	27.11	1,056.45	1,024.79	31.66	33.371		
7,400.00	7,329.19	7,403.59	7,329.19	18.21	18.24	179.29	-538.38	27.11	1,056.45	1,024.36	32.09	32.921		
7,500.00	7,429.19	7,503.59	7,429.19	18.41	18.43	179.29	-538.38	27.11	1,056.45	1,023.92	32.52	32.482		
7,600.00	7,529.19	7,603.59	7,529.19	18.60	18.62	179.29	-538.38	27.11	1,056.45	1,023.49	32.96	32.055		
7,700.00	7,629.19	7,703.59	7,629.19	18.80	18.81	179.29	-538.38	27.11	1,056.45	1,023.06	33.39	31.638		
7,800.00	7,729.19	7,803.59	7,729.19	18.99	19.00	179.29	-538.38	27.11	1,056.45	1,022.62	33.83	31.231		
7,900.00	7,829.19	7,903.59	7,829.19	19.19	19.19	179.29	-538.38	27.11	1,056.45	1,022.19	34.26	30.834		
8,000.00	7,929.19	8,003.59	7,929.19	19.38	19.38	179.29	-538.38	27.11	1,056.45	1,021.75	34.70	30.447		
8,100.00	8,029.19	8,103.59	8,029.19	19.58	19.58	179.29	-538.38	27.11	1,056.45	1,021.32	35.13	30.070		
8,200.00	8,129.19	8,203.59	8,129.19	19.78	19.77	179.29	-538.38	27.11	1,056.45	1,020.88	35.57	29.701		
8,300.00	8,229.19	8,303.59	8,229.19	19.98	19.97	179.29	-538.38	27.11	1,056.45	1,020.44	36.01	29.341		
8,400.00	8,329.19	8,403.59	8,329.19	20.18	20.16	179.29	-538.38	27.11	1,056.45	1,020.01	36.44	28.989		
8,500.00	8,429.19	8,503.59	8,429.19	20.38	20.36	179.29	-538.38	27.11	1,056.45	1,019.57	36.88	28.646		
8,600.00	8,529.19	8,603.59	8,529.19	20.58	20.55	179.29	-538.38	27.11	1,056.45	1,019.13	37.32	28.310		
8,700.00	8,629.19	8,703.59	8,629.19	20.78	20.75	179.29	-538.38	27.11	1,056.45	1,018.69	37.76	27.982		
8,800.00	8,729.19	8,803.59	8,729.19	20.98	20.95	179.29	-538.38	27.11	1,056.45	1,018.26	38.19	27.661		
8,853.32	8,782.51	8,856.90	8,782.51	21.09	21.05	179.29	-538.38	27.11	1,056.45	1,018.02	38.43	27.493		
8,900.00	8,829.19	8,874.99	8,800.60	21.18	21.09	179.29	-538.38	27.11	1,056.84	1,018.27	38.57	27.402		
8,930.81	8,860.00	8,874.99	8,800.60	21.24	21.09	179.29	-538.38	27.11	1,058.12	1,019.48	38.64	27.387		

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

Company:	Axia Energy	Local Co-ordinate Reference:	Well Three Rivers #3-32-820
Project:	Uintah Co., UT	TVD Reference:	WELL @ 4775.00usft
Reference Site:	Sec.3-T8S-R20E	MD Reference:	WELL @ 4775.00usft
Site Error:	0.00 usft	North Reference:	True
Reference Well:	Three Rivers #3-32-820	Survey Calculation Method:	Minimum Curvature
Well Error:	0.00 usft	Output errors are at	2.00 sigma
Reference Wellbore	Wellbore #1	Database:	EDM 5000.1 Single User Db
Reference Design:	Design #1	Offset TVD Reference:	Reference Datum

Reference Depths are relative to WELL @ 4775.00usft
 Offset Depths are relative to Offset Datum
 Central Meridian is 111° 30' 0.000 W

Coordinates are relative to: Three Rivers #3-32-820
 Coordinate System is US State Plane 1983, Utah Central Zone
 Grid Convergence at Surface is: 1.18°



LEGEND

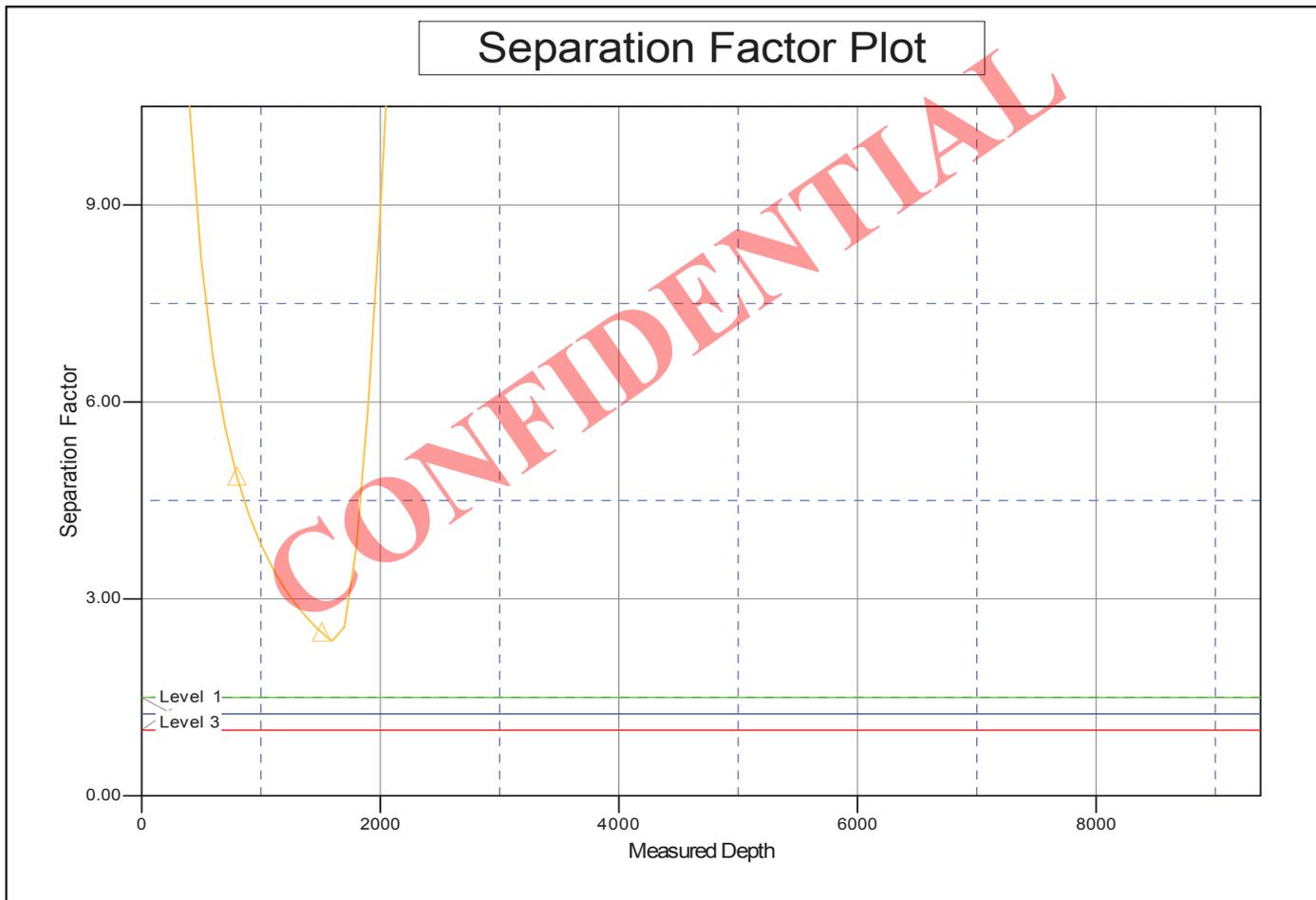
Three Rivers#3-33-820, Wellbore #1, Design #1 V0



Company:	Axia Energy	Local Co-ordinate Reference:	Well Three Rivers #3-32-820
Project:	Uintah Co., UT	TVD Reference:	WELL @ 4775.00usft
Reference Site:	Sec.3-T8S-R20E	MD Reference:	WELL @ 4775.00usft
Site Error:	0.00 usft	North Reference:	True
Reference Well:	Three Rivers #3-32-820	Survey Calculation Method:	Minimum Curvature
Well Error:	0.00 usft	Output errors are at	2.00 sigma
Reference Wellbore	Wellbore #1	Database:	EDM 5000.1 Single User Db
Reference Design:	Design #1	Offset TVD Reference:	Reference Datum

Reference Depths are relative to WELL @ 4775.00usft
Offset Depths are relative to Offset Datum
Central Meridian is 111° 30' 0.000 W

Coordinates are relative to: Three Rivers #3-32-820
Coordinate System is US State Plane 1983, Utah Central Zone
Grid Convergence at Surface is: 1.18°



LEGEND

Three Rivers#3-33-820, Wellbore #1, Design #1 V0

BOP Equipment

3000psi WP

CONFIDENTIAL

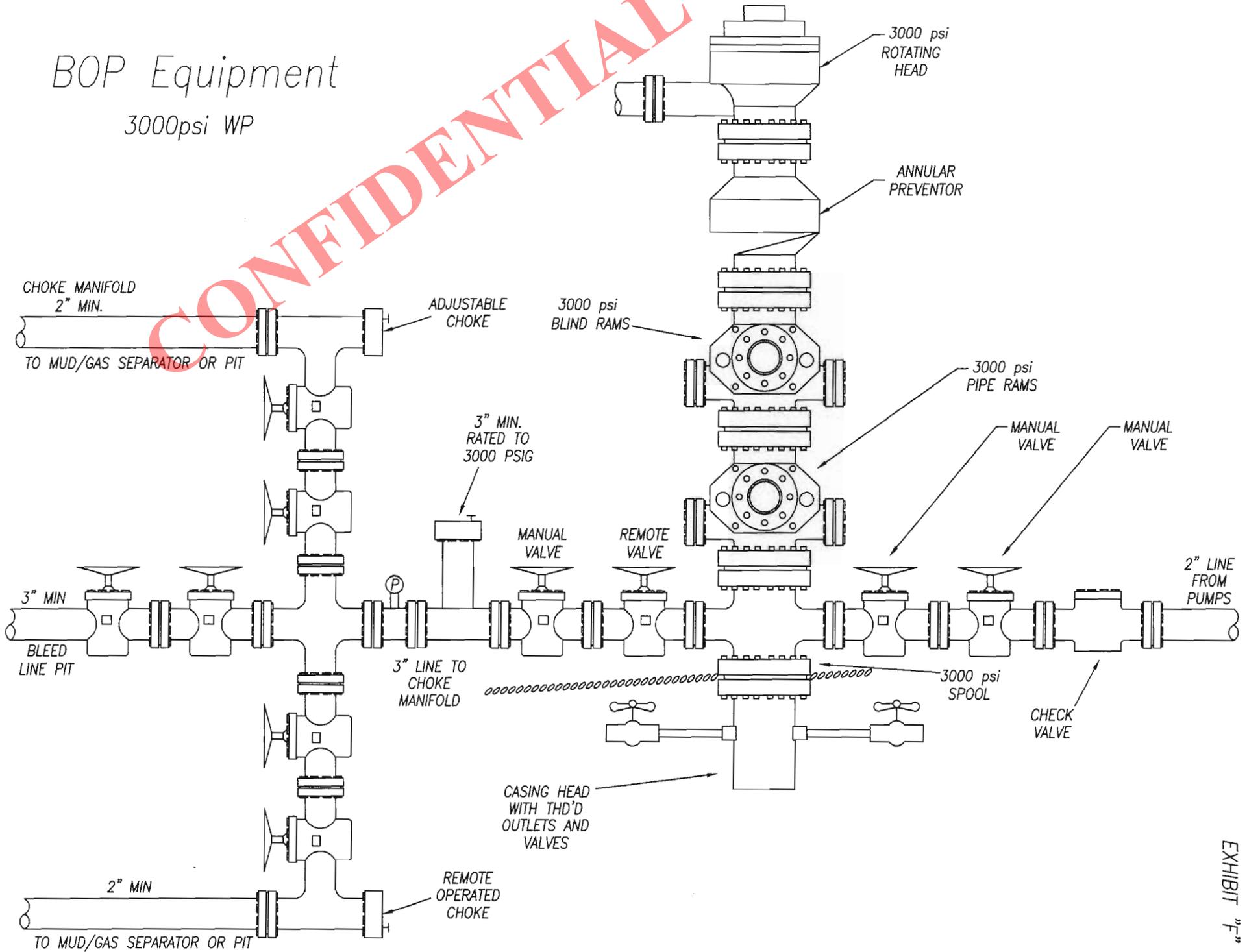


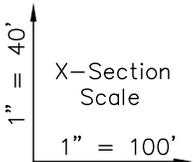
EXHIBIT "F"

AXIA ENERGY

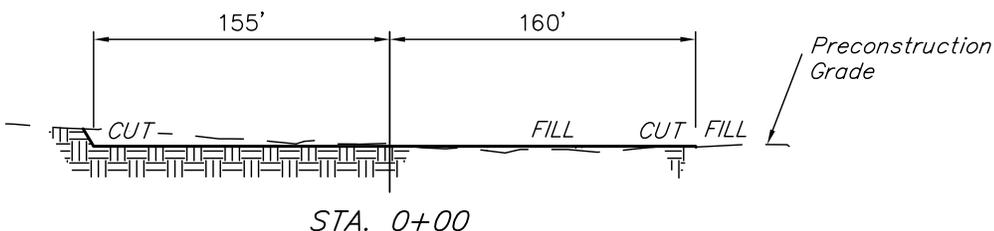
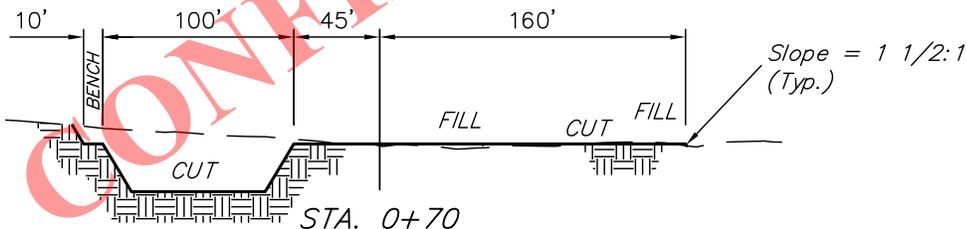
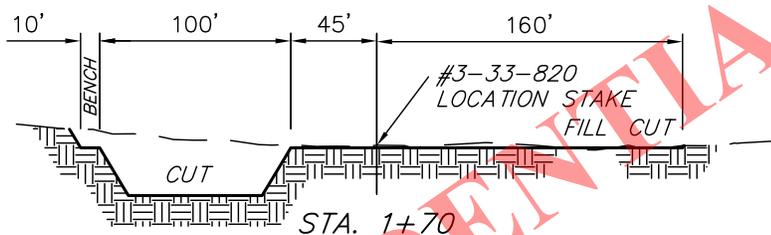
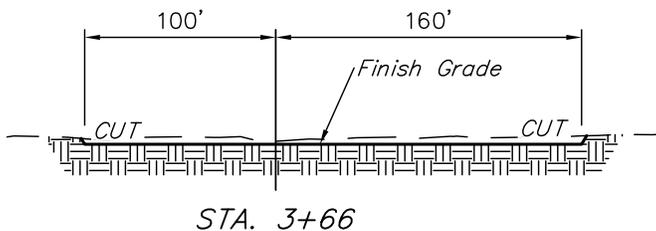
FIGURE #2

TYPICAL CROSS SECTIONS FOR

**THREE RIVERS FEDERAL #3-32-820 & #3-33-820
SECTION 3, T8S, R20E, S.L.B.&M.
SE 1/4 NW 1/4**



DATE: 12-29-11
DRAWN BY: V.H.
REV: 05-17-12 S.F.



NOTE:

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

APPROXIMATE ACREAGES

WELL SITE DISTURBANCE = ± 3.360 ACRES
ACCESS ROAD DISTURBANCE = ± 1.368 ACRES
PIPELINE DISTURBANCE = ± 1.369 ACRES
TOTAL = ± 6.097 ACRES

* NOTE:
FILL QUANTITY INCLUDES 5% FOR COMPACTION

APPROXIMATE YARDAGES

(6") Topsoil Stripping = 2,110 Cu. Yds.
Remaining Location = 9,790 Cu. Yds.
TOTAL CUT = 11,900 CU.YDS.
FILL = 370 CU.YDS.

EXCESS MATERIAL = 11,530 Cu. Yds.
Topsoil & Pit Backfill = 5,210 Cu. Yds.
(1/2 Pit Vol.)
EXCESS UNBALANCE = 6,320 Cu. Yds.
(After Interim Rehabilitation)

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

AXIA ENERGY

TYPICAL RIG LAYOUT FOR

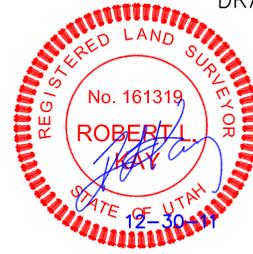
THREE RIVERS FEDERAL #3-32-820 & #3-33-820
SECTION 3, T8S, R20E, S.L.B. & M.
SE 1/4 NW 1/4

FIGURE #3

SCALE: 1" = 60'

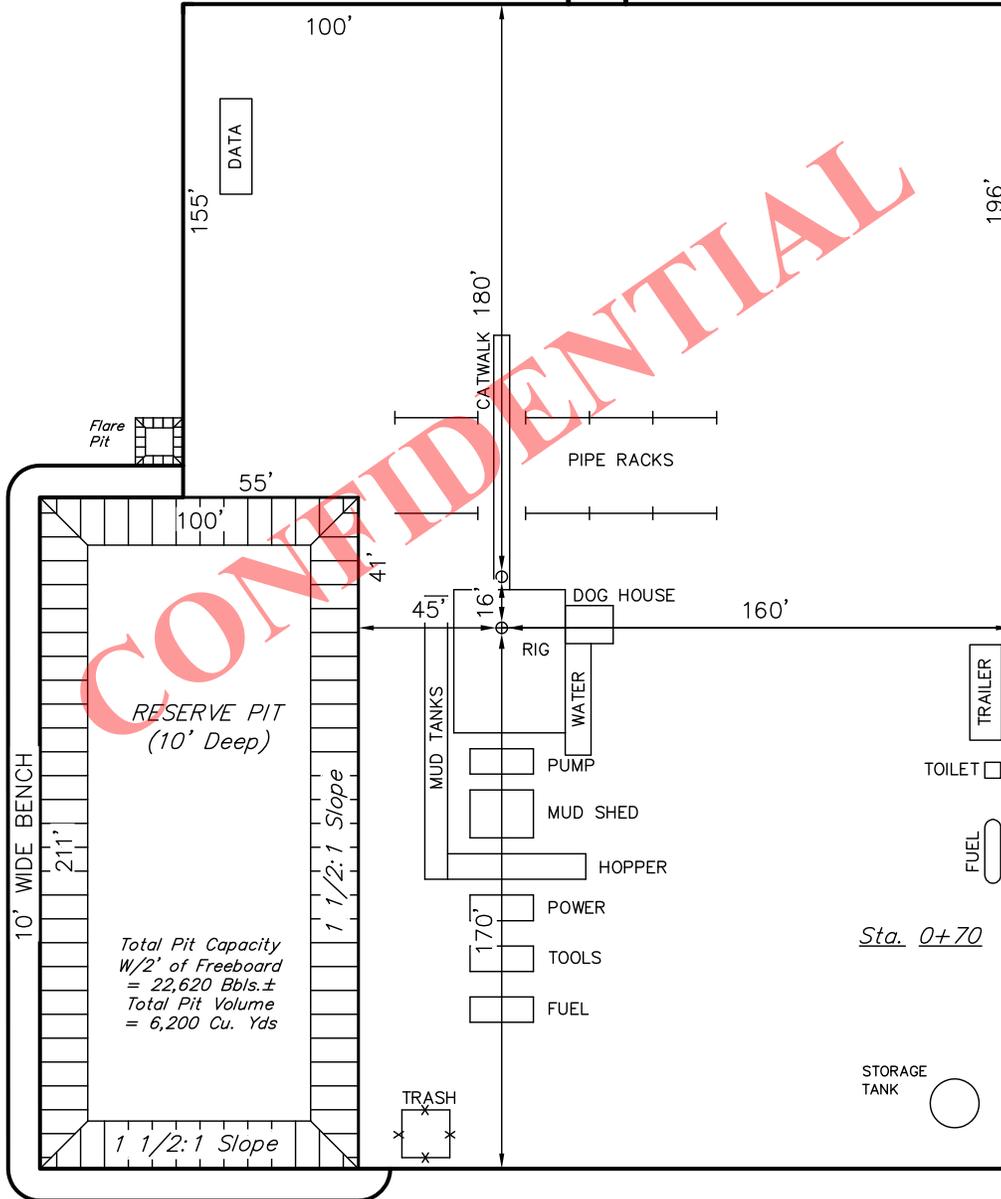
DATE: 12-29-11

DRAWN BY: V.H.



Proposed Access Road

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



CONFIDENTIAL

AXIA ENERGY

INTERIM RECLAMATION FOR

THREE RIVERS FEDERAL #3-32-820 & #3-33-820
SECTION 3, T8S, R20E, S.L.B.&M.
SE 1/4 NW 1/4

FIGURE #4

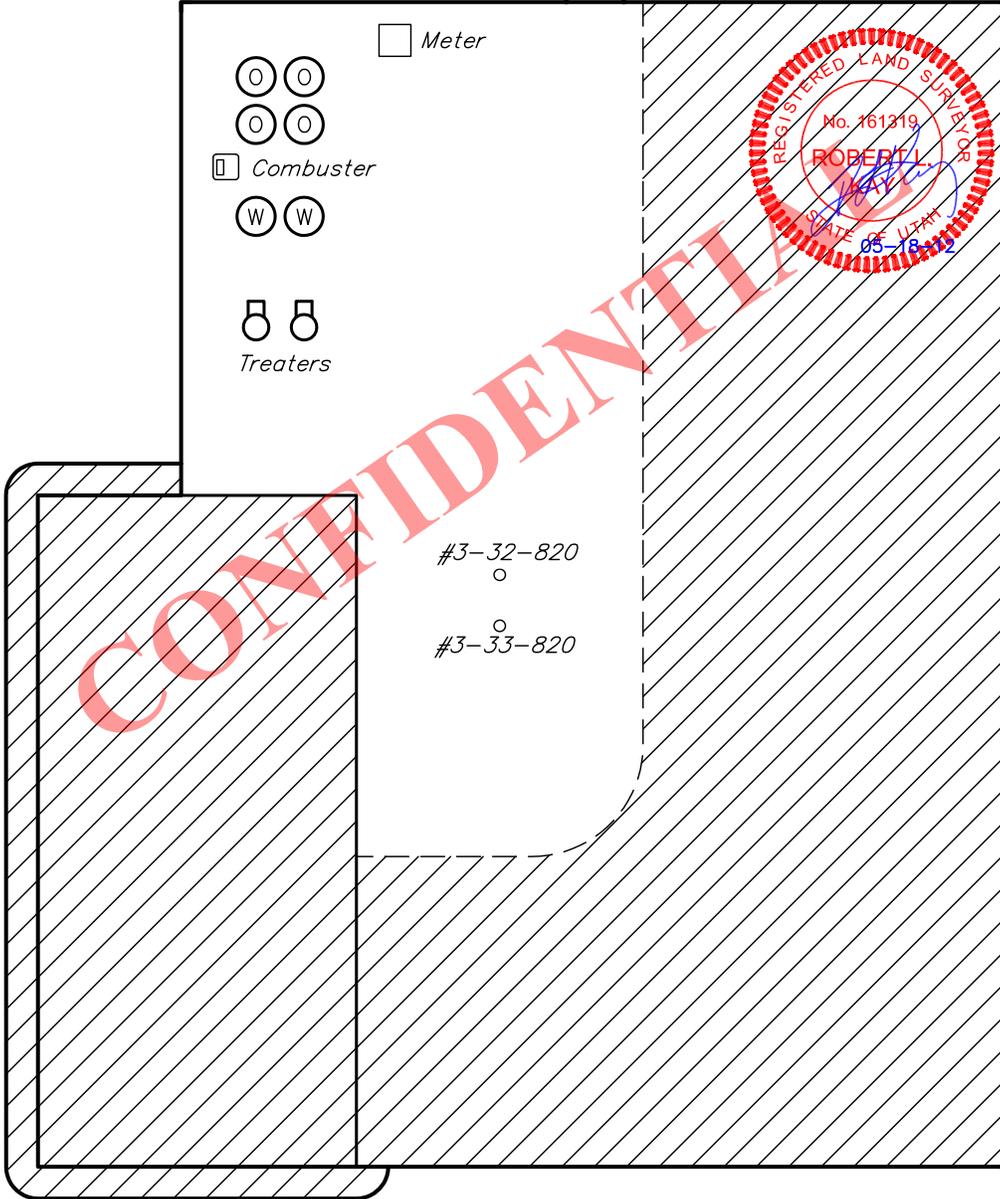
SCALE: 1" = 60'

DATE: 05-17-12

DRAWN BY: S.F.



Access Road



APPROXIMATE ACREAGES
UN-RECLAIMED = ± 0.744 ACRES

 RECLAIMED AREA

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

RECEIVED: June 01, 2012



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

June 7, 2012

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

RE: Application for Permit to Drill – Axia Energy, LLC – **Three Rivers Federal 3-32-820**
Surface Location: 2112' FNL & 2184' FWL, SE/4 NW/4, Section 3, T8S, R20E,
Target Location: 1584' FNL & 2204' FWL, SE/4 NW/4, Section 3, T8S, R20E,
SLB&M, Uintah County, Utah

Dear Diana:

Axia Energy, LLC respectfully submits this request for exception to spacing (R649-3-11) based on geology since the well is located less than 460 feet to the drilling unit boundary. Axia Energy, LLC is the only owner and operator within 460 feet of the surface and target location as well as all points along the intended well bore path and are not within 460 feet of any uncommitted tracts or a unit boundary.

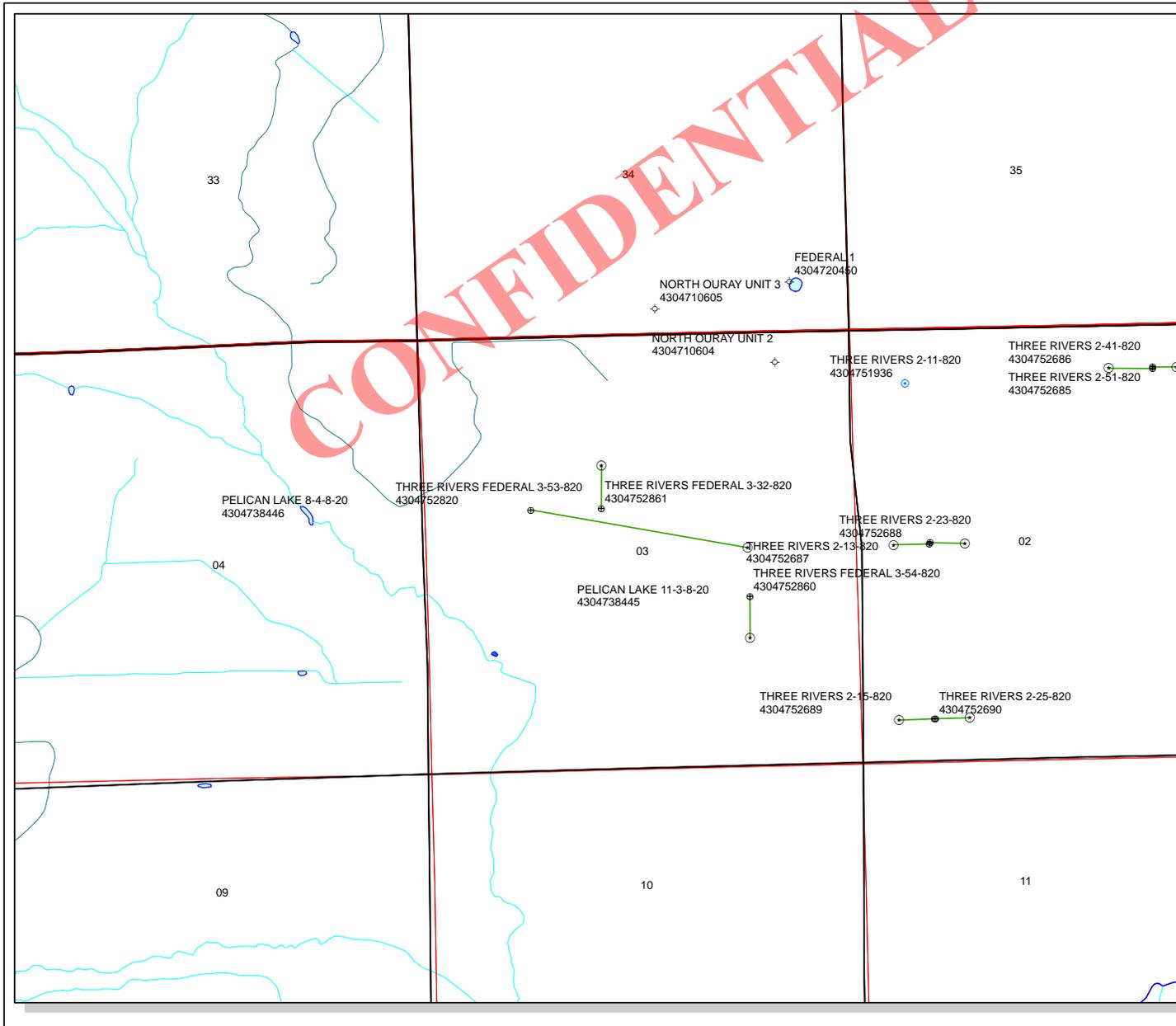
Thank you very much for your timely consideration of this application. Please feel free to contact Jess A. Peonio of Axia Energy, LLC at 720-746-5212 or myself should you have any questions or need additional information.

Sincerely,

Don Hamilton
Agent for Axia Energy, LLC

cc: Jess A. Peonio, Axia Energy, LLC

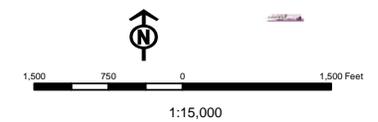
RECEIVED: June 07, 2012



API Number: 4304752861
Well Name: THREE RIVERS FEDERAL 3-32-820
Township T0.8 . Range R2.0 . Section 03
Meridian: SLBM
Operator: AXIA ENERGY LLC

Map Prepared:
 Map Produced by Diana Mason

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



WORKSHEET APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 6/1/2012

API NO. ASSIGNED: 43047528610000

WELL NAME: THREE RIVERS FEDERAL 3-32-820

OPERATOR: AXIA ENERGY LLC (N3765)

PHONE NUMBER: 435 719-2018

CONTACT: Don Hamilton

PROPOSED LOCATION: SENW 03 080S 200E

Permit Tech Review:

SURFACE: 2112 FNL 2184 FWL

Engineering Review:

BOTTOM: 1584 FNL 2204 FWL

Geology Review:

COUNTY: UINTAH

LATITUDE: 40.15331

LONGITUDE: -109.65630

UTM SURF EASTINGS: 614442.00

NORTHINGS: 4445639.00

FIELD NAME: WILDCAT

LEASE TYPE: 1 - Federal

LEASE NUMBER: UTU85994

PROPOSED PRODUCING FORMATION(S): WASATCH

SURFACE OWNER: 1 - Federal

COALBED METHANE: NO

RECEIVED AND/OR REVIEWED:

- PLAT
- Bond: FEDERAL - LPM9046683
- Potash
- Oil Shale 190-5
- Oil Shale 190-3
- Oil Shale 190-13
- Water Permit: 49-2262 - RNI at Green River
- RDCC Review:
- Fee Surface Agreement
- Intent to Commingle

Commingle Approved

LOCATION AND SITING:

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

Comments: Presite Completed

Stipulations: 1 - Exception Location - dmason
4 - Federal Approval - dmason
15 - Directional - dmason
23 - Spacing - dmason



GARY R. HERBERT
Governor

GREGORY S. BELL
Lieutenant Governor

State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Oil, Gas and Mining

JOHN R. BAZA
Division Director

Permit To Drill

Well Name: THREE RIVERS FEDERAL 3-32-820
API Well Number: 43047528610000
Lease Number: UTU85994
Surface Owner: FEDERAL
Approval Date: 6/28/2012

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:

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

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.

Notification Requirements:

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

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

(please leave a voicemail message if not available)

OR

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

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

Reporting Requirements:

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

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

Approved By:



For John Rogers
Associate Director, Oil & Gas

RECEIVED

Form 3160-3
(August 2007)

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

JUN 05 2012

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

BLM

APPLICATION FOR PERMIT TO DRILL OR REENTER

1a. Type of Work: <input checked="" type="checkbox"/> DRILL <input type="checkbox"/> REENTER		CONFIDENTIAL		5. Lease Serial No. UTU85994
1b. Type of Well: <input checked="" type="checkbox"/> Oil Well <input type="checkbox"/> Gas Well <input type="checkbox"/> Other <input type="checkbox"/> Single Zone <input checked="" type="checkbox"/> Multiple Zone				6. If Indian, Allottee or Tribe Name
2. Name of Operator AXIA ENERGY LLC		Contact: DON S HAMILTON E-Mail: starpoint@etv.net		7. If Unit or CA Agreement, Name and No.
3a. Address 1430 LARIMER STREET SUITE #400 DENVER, CO 80202		3b. Phone No. (include area code) Ph: 435-719-2018 Fx: 435-719-2019		8. Lease Name and Well No. THREE RIVERS FEDERAL 3-32-820
4. Location of Well (Report location clearly and in accordance with any State requirements.)* At surface SENW 2112FNL 2184FWL 40.153300 N Lat, 109.656386 W Lon At proposed prod. zone SENW 1584FNL 2204FWL 40.154722 N Lat, 109.656336 W Lon		14. Distance in miles and direction from nearest town or post office* 26.4 MILES SOUTHWEST OF VERNAL, UTAH		9. API Well No. 43-047-528601
15. Distance from proposed location to nearest property or lease line, ft. (Also to nearest drig. unit line, if any) 2112		16. No. of Acres in Lease 1817.57		10. Field and Pool, or Exploratory UNDESIGNATED
18. Distance from proposed location to nearest well, drilling, completed, applied for, on this lease, ft. 16		19. Proposed Depth 8931 MD 8860 TVD		11. Sec., T., R., M., or Blk. and Survey or Area Sec 3 T8S R20E Mer SLB SME: BLM
21. Elevations (Show whether DF, KB, RT, GL, etc.) 4760 GL		22. Approximate date work will start 08/01/2012		12. County or Parish UINTAH
				13. State UT
				17. Spacing Unit dedicated to this well 40.00
				20. BLM/BIA Bond No. on file UTB000464
				23. Estimated duration 60 DAYS

24. Attachments

RECEIVED
DEC 18 2012

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

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

DIV. OF OIL, GAS & MINING

25. Signature (Electronic Submission)	Name (Printed/Typed) DON S HAMILTON Ph: 435-719-2018	Date 05/28/2012
--	---	--------------------

Title PERMITTING AGENT	Approved by (Signature) 	Name (Printed/Typed) Jerry Kenczka	Date DEC 11 2012
Title VERNAL FIELD OFFICE	Office Assistant Field Manager Lands & Mineral Resources		

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

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

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

Additional Operator Remarks (see next page)

Electronic Submission #139059 verified by the BLM Well Information System
For AXIA ENERGY LLC, sent to the Vernal
Committed to AFMSS for processing by LESLIE ROBINSON on 06/08/2012 (12LBR068/AE)

NOTICE OF APPROVAL

UDOGM

** BLM REVISED **

12SXSO298AE NO8-3/15/12.



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

170 South 500 East

VERNAL, UT 84078

(435) 781-4400



CONDITIONS OF APPROVAL FOR APPLICATION FOR PERMIT TO DRILL

Company: Axia Energy LLC
Well No: Three Rivers Federal 3-32-820
API No: 43-047-52861

Location: SENW, Sec. 3, T8S, R20E
Lease No: UTU-85994
Agreement:

OFFICE NUMBER: (435) 781-4400

OFFICE FAX NUMBER: (435) 781-3420

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

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

NOTIFICATION REQUIREMENTS

Location Construction (Notify Environmental Scientist)	- Forty-Eight (48) hours prior to construction of location and access roads.
Location Completion (Notify Environmental Scientist)	- Prior to moving on the drilling rig.
Spud Notice (Notify Petroleum Engineer)	- Twenty-Four (24) hours prior to spudding the well.
Casing String & Cementing (Notify Supv. Petroleum Tech.)	- Twenty-Four (24) hours prior to running casing and cementing all casing strings to: blm_ut_vn_opreport@blm.gov
BOP & Related Equipment Tests (Notify Supv. Petroleum Tech.)	- Twenty-Four (24) hours prior to initiating pressure tests.
First Production Notice (Notify Petroleum Engineer)	- Within Five (5) business days after new well begins or production resumes after well has been off production for more than ninety (90) days.

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

- All new and replacement internal combustion gas field engines of less than or equal to 300 design-rated horsepower must not emit more than 2 gms of NO_x per horsepower-hour. This requirement does not apply to gas field engines of less than or equal to 40 design-rated horsepower.
- All and replacement internal combustion gas field engines of greater than 300 design rated horsepower must not emit more than 1.0 gms of NO_x per horsepower-hour.
- If there is an active Gilsonite mining operation within 2 miles of the well location, operator shall notify the Gilsonite operator at least 48 hours prior to any blasting during construction.
- If paleontological materials are uncovered during construction, the operator is to immediately stop work and contact the Authorized Officer (AO). A determination will be made by the AO as to what mitigation may be necessary for the discovered paleontologic material before construction can continue.
- The following would be used as standard operating procedures: Green completion or controlled VOC emissions methods with 90% efficiency for Oil or Gas Atmospheric Storage Tanks, VOC Venting controls or flaring, Glycol Dehydration and Amine Unites, Well Completion, Re-Completion, Venting, and Planned Blowdown Emissions.
- A minimum distance of 5° between the pipes at the point of crossing.
- Notification to the Ouray National Wildlife Refuge (435)-545-2522 14 days prior to construction so that they can have an inspector present on site during actual construction of the crossings.
- All reclamation activities will comply with the Green River Reclamation Guidelines
- All vehicles and equipment shall be cleaned either through power-washing, or other approved method, if the vehicles or equipment were previously operated outside the Uinta Basin, to prevent weed seed introduction.
- All disturbance areas shall be monitored for noxious weeds annually, for a minimum of three growing seasons following completion of project or until desirable vegetation is established
- Noxious and invasive weeds will be controlled by the proponent throughout the area of project disturbance.
- Noxious weeds will be inventoried and reported to BLM in the annual reclamation report. Where an integrated pest management program is applicable, coordination has been undertaken with the state and local management program (if existing). A copy of the pest management plan will be submitted for each project.
- A pesticide use proposal (PUP) will be obtained for the project, by the proponent if applicable.

To maintain compliance with current cactus survey protocols, the following measures will be required

1. If construction does not occur within 4 years of the original survey date, new 100% clearance surveys will be required.

2. Prior to construction within 4 years of the original survey date, a spot check survey will be required during the year of construction. Axia and their respective 3rd party surveyor will refer to the current *Sclerocactus* Spot Check Survey Methods, to determine site specific survey distances and intensity levels.
3. Spot check reports will be reported to the BLM and the US Fish and Wildlife Service.
4. Construction will not commence until written approval is received from the BLM

Discovery Stipulation: Reinitiation of section 7 consultation with the USFWS will be sought immediately if any loss of plants or occupied habitat for Uinta Basin hookless cactus is anticipated as a result of project activities.

- The best method to avoid entrainment is to pump from an off-channel location – one that does not connect to the river during high spring flows. An infiltration gallery constructed in a BLM and Service approved location is best.
- If the pump head is located in the river channel where larval fish are known to occur, the following measures apply:
 - a. do not situate the pump in a low-flow or no-flow area as these habitats tend to concentrate larval fishes;
 - b. limit the amount of pumping, to the greatest extent possible, during that period of the year when larval fish may be present (April 1 to August 31); and
 - c. limit the amount of pumping, to the greatest extent possible, during the pre-dawn hours as larval drift studies indicate that this is a period of greatest daily activity.
- Screen all pump intakes with 3/32 inch mesh material.
- Approach velocities for intake structures will follow the National Marine Fisheries Service's document "Fish Screening Criteria for Anadromous Salmonids". For projects with an in-stream intake that operate in stream reaches where larval fish may be present, the approach velocity will not exceed 0.33 feet per second (ft/s).
- Report any fish impinged on the intake screen to the Service (801.975.3330) and the Utah Division of Wildlife Resources:
 - Northeastern Region
 - 152 East 100 North, Vernal, UT 84078
 - Phone: (435) 781-9453
- Axia can only use the following water source:
Permit # 49-2357 R.N.I Industries.

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

SITE SPECIFIC DOWNHOLE COAs:

- Additional cement required, for Cementing Program covering Surface Casing strings. Surface casing cement shall be brought to surface.
- Surface casing cement shall be brought to surface.
- Production casing cement shall be brought up and into the surface.

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

DRILLING/COMPLETION/PRODUCING OPERATING STANDARDS

- The spud date and time shall be reported orally to Vernal Field Office within 24 hours of spudding.
- Notify Vernal Field Office Supervisory Petroleum Engineering Technician at least 24 hours in advance of casing cementing operations and BOPE & casing pressure tests.
- All requirements listed in Onshore Order #2 III. E. Special Drilling Operations are applicable for air drilling of surface hole.
- Blowout prevention equipment (BOPE) shall remain in use until the well is completed or abandoned. Closing unit controls shall remain unobstructed and readily accessible at all times. Choke manifolds shall be located outside of the rig substructure.
- All BOPE components shall be inspected daily and those inspections shall be recorded in the daily drilling report. Components shall be operated and tested as required by Onshore Oil & Gas Order No. 2 to insure good mechanical working order. All BOPE pressure tests shall be performed by a test pump with a chart recorder and **NOT** by the rig pumps. Test shall be reported in the driller's log.
- BOP drills shall be initially conducted by each drilling crew within 24 hours of drilling out from under the surface casing and weekly thereafter as specified in Onshore Oil & Gas Order No. 2.
- Casing pressure tests are required before drilling out from under all casing strings set and cemented in place.
- No aggressive/fresh hard-banded drill pipe shall be used within casing.
- **Cement baskets shall not be run on surface casing.**
- The operator must report all shows of water or water-bearing sands to the BLM. If flowing water is encountered it must be sampled, analyzed, and a copy of the analyses submitted to the BLM Vernal Field Office.
- The operator must report encounters of all non oil & gas mineral resources (such as Gilsonite, tar sands, oil shale, trona, etc.) to the Vernal Field Office, in writing, within 5 working days of each

encounter. Each report shall include the well name/number, well location, date and depth (from KB or GL) of encounter, vertical footage of the encounter and, the name of the person making the report (along with a telephone number) should the BLM need to obtain additional information.

- A complete set of angular deviation and directional surveys of a directional well will be submitted to the Vernal BLM office engineer within 30 days of the completion of the well.
- While actively drilling, chronologic drilling progress reports shall be filed directly with the BLM, Vernal Field Office on a weekly basis in sundry, letter format or e-mail to the Petroleum Engineers until the well is completed.
- A cement bond log (CBL) will be run from the production casing shoe to the top of cement and shall be utilized to determine the bond quality for the production casing. Submit a field copy of the CBL to this office.
- **Please submit an electronic copy of all other logs run on this well by CD (compact disc). This submission will supersede the requirement for submittal of paper logs to the BLM.**
- There shall be no deviation from the proposed drilling, completion, and/or workover program as approved. Safe drilling and operating practices must be observed. Any changes in operation must have prior approval from the BLM Vernal Field Office.

OPERATING REQUIREMENT REMINDERS:

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

core data, drill stem test data, and results of production tests if performed. Samples (cuttings, fluid, and/or gas) shall be submitted only when requested by the BLM, Vernal Field Office.

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

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9 5. LEASE DESIGNATION AND SERIAL NUMBER: UTU85994
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.	6. IF INDIAN, ALLOTTEE OR TRIBE NAME: 7. UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL Oil Well	8. WELL NAME and NUMBER: THREE RIVERS FEDERAL 3-32-820
2. NAME OF OPERATOR: AXIA ENERGY LLC	9. API NUMBER: 43047528610000
3. ADDRESS OF OPERATOR: 1430 Larimer Ste 400 , Denver, CO, 80202	PHONE NUMBER: 720 746-5200 Ext
9. FIELD and POOL or WILDCAT: WILDCAT	
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2112 FNL 2184 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SENW Section: 03 Township: 08.0S Range: 20.0E Meridian: S	COUNTY: UINTAH STATE: UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 4/1/2013 <input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: <input type="checkbox"/> SPUD REPORT Date of Spud: <input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> ACIDIZE <input checked="" type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION OTHER: <input style="width: 100px;" type="text"/>

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

AXIA ENERGY, LLC RESPECTFULLY REQUESTS YOUR PERMISSION TO CHANGE THE FOLLOWING: PROPOSED DEPTH: FROM: 8,931' TMD TO: 7,300' TMD SURFACE CASING: FROM: 8-5/8" 32.00# J-55 STC TO: 8-5/8" 24.00# J-55 STC PRODUCTION CASING: FROM: 5-1/2" 17.00# N-80 LTC TO: 5-1/2" 17.00# J-55 LTC CEMENT VOLUMES WILL BE ALTERED TO INSURE PREVIOUSLY APPROVED TOP OF CEMENT

Accepted by the Utah Division of Oil, Gas and Mining

Date: February 26, 2013

By: *Derek Quist*

NAME (PLEASE PRINT) Cindy Turner	PHONE NUMBER 720 746-5209	TITLE Project Manager
SIGNATURE N/A	DATE 2/11/2013	

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: UTU85994
1. TYPE OF WELL Oil Well		6. IF INDIAN, ALLOTTEE OR TRIBE NAME: 7. UNIT or CA AGREEMENT NAME:
2. NAME OF OPERATOR: AXIA ENERGY LLC		8. WELL NAME and NUMBER: THREE RIVERS FEDERAL 3-32-820
3. ADDRESS OF OPERATOR: 1430 Larimer Ste 400 , Denver, CO, 80202		9. API NUMBER: 43047528610000
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2112 FNL 2184 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SENW Section: 03 Township: 08.0S Range: 20.0E Meridian: S		9. FIELD and POOL or WILDCAT: WILDCAT
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2112 FNL 2184 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SENW Section: 03 Township: 08.0S Range: 20.0E Meridian: S		COUNTY: UINTAH
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2112 FNL 2184 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SENW Section: 03 Township: 08.0S Range: 20.0E Meridian: S		STATE: UTAH
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA		
TYPE OF SUBMISSION	TYPE OF ACTION	
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE	
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> ALTER CASING	
<input checked="" type="checkbox"/> SPUD REPORT Date of Spud: 2/27/2013	<input type="checkbox"/> CASING REPAIR	
<input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	
	<input type="checkbox"/> CHANGE TUBING	
	<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"/> WILDCAT WELL DETERMINATION	
	<input type="checkbox"/> OTHER: <input style="width: 100px;" type="text"/>	
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc. MIRU Pete Martin Drilling. Spud well 02-27-2013 and drill to 77'. Set and cement 16" conductor casing to surface. Release Pete Martin Spud rig. CURRENT STATUS: Wait on Drilling Rig.		
Accepted by the Utah Division of Oil, Gas and Mining FOR RECORD ONLY March 01, 2013		
NAME (PLEASE PRINT) Cindy Turner	PHONE NUMBER 720 746-5209	TITLE Project Manager
SIGNATURE N/A	DATE 2/28/2013	

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9 5. LEASE DESIGNATION AND SERIAL NUMBER: UTU85994
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.	6. IF INDIAN, ALLOTTEE OR TRIBE NAME: 7. UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL Oil Well	8. WELL NAME and NUMBER: THREE RIVERS FEDERAL 3-32-820
2. NAME OF OPERATOR: AXIA ENERGY LLC	9. API NUMBER: 43047528610000
3. ADDRESS OF OPERATOR: 1430 Larimer Ste 400 , Denver, CO, 80202	PHONE NUMBER: 720 746-5200 Ext
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2102 FNL 2184 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SENW Section: 03 Township: 08.0S Range: 20.0E Meridian: S	9. FIELD and POOL or WILDCAT: WILDCAT COUNTY: UINTAH STATE: UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 4/15/2013 <input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: <input type="checkbox"/> SPUD REPORT Date of Spud: <input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> ACIDIZE <input checked="" type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION OTHER: <input style="width: 100px;" type="text"/>

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

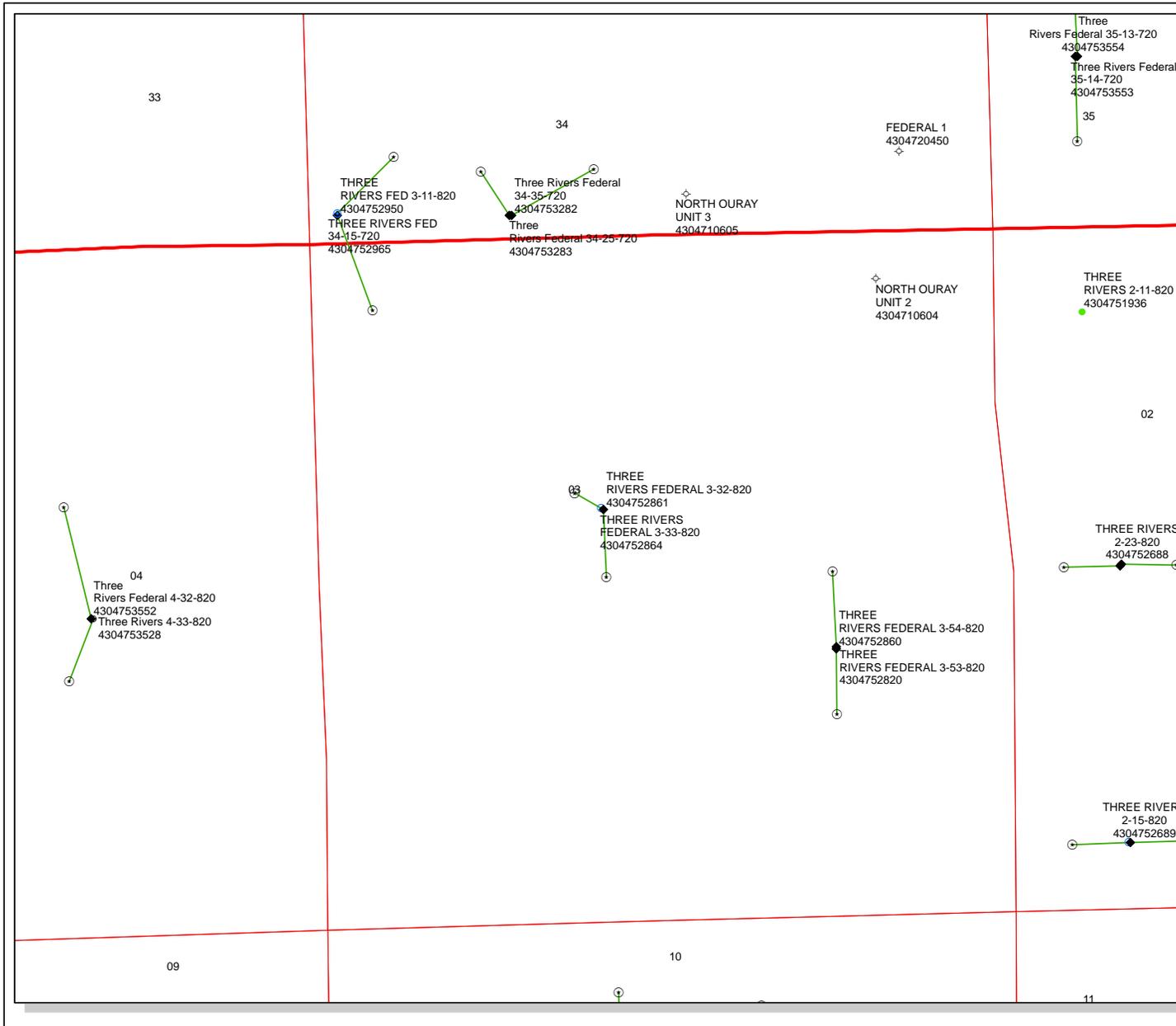
AXIA ENERGY, LLC RESPECTFULLY REQUESTS YOUR PERMISSION TO CHANGE THE FOLLOWING: SURFACE HOLE LOCATION (See Attached Plat & Directional Plan) FROM: 2112' FNL & 2184' FWL SENW Sec 03-T8S-R20E TO: 2102' FNL & 2184' FWL SENW Sec 03-T8S-R20E BOTTOM HOLE LOCATION (See Attached Plat & Directional Plan) FROM: 1584' FNL & 2204' FWL SENW Sec 03, T8S-R20E TO: 1980' FNL & 1980' FWL SENW Sec 03, T8S-R20E PROPOSED DEPTH: FROM: 7,300' TMD TO: 7,112' TMD / 7,103' TVD CEMENT REQUIREMENTS WILL BE FOLLOWED PER APPROVED PERMIT.

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

Date: April 01, 2013

By:

NAME (PLEASE PRINT) Cindy Turner	PHONE NUMBER 720 746-5209	TITLE Project Manager
SIGNATURE N/A	DATE 3/23/2013	

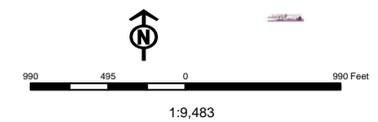


API Number: 4304752861
Well Name: THREE RIVERS FEDERAL 3-32-820
Township T08.0S Range R20.0E Section 03
Meridian: SLBM
Operator: AXIA ENERGY LLC

Map Prepared:
 Map Produced by Diana Mason

- Units**
- ACTIVE
 - EXPLORATORY
 - GAS STORAGE
 - NF PP OIL
 - NF SECONDARY
 - PI OIL
 - PP GAS
 - PP GEOTHERMAL
 - PP OIL
 - SECONDARY
 - TERMINATED

- Fields**
- Unknown
 - ABANDONED
 - ACTIVE
 - COMBINED
 - INACTIVE
 - STORAGE
 - TERMINATED



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

AXIA ENERGY

Well location, THREE RIVERS FEDERAL #3-32-820, located as shown in SE 1/4 NW 1/4 of Section 3, T8S, R20E, S.L.B.&M., Uintah County, Utah.

Found Spindle S89°49'34"W - 2631.48' (Meas.)

Found Rebar

S89°17'56"W - 2661.97' (Meas.)

1988 Brass Cap,
0.5" High
E-W Fence

T7S
T8S

N02°40'04"W - 2657.54' (Meas.)

Lot 1

Lot 2

Lot 3

Lot 4

Target Bottom Hole

THREE RIVERS #3-32-820
Elev. Ungraded Ground = 4760'

Found Nail

S00°27'22"E - 2652.40' (Meas.)

N00°25'18"E - 2640.23' (Meas.)

1998 Priv.
Alum. Cap.
0.8' High

S89°17'29"W - 5341.90' (Meas.)

Priv.
Alum. Cap

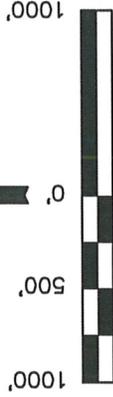
BASIS OF ELEVATION

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

BASIS OF BEARINGS

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

LINE TABLE		
LINE	DIRECTION	LENGTH
L1	N59°30'11"W	238.58'



SCALE

CERTIFICATE

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



REV: 02-22-13 K.O.

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

SCALE	DATE SURVEYED:	DATE DRAWN:
1" = 1000'	12-14-11	12-29-11
PARTY	REFERENCES	
C.R. S.R. V.H.	G.L.O. PLAT	
WEATHER	FILE	
COLD	AXIA ENERGY	

LEGEND:

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

NAD 83 (TARGET BOTTOM HOLE)	NAD 83 (SURFACE LOCATION)
LATITUDE = 40°09'13.08" (40.153633)	LATITUDE = 40°09'11.88" (40.153300)
LONGITUDE = 109°39'25.63" (109.657119)	LONGITUDE = 109°39'22.99" (109.656386)
NAD 27 (TARGET BOTTOM HOLE)	NAD 27 (SURFACE LOCATION)
LATITUDE = 40°09'13.21" (40.153669)	LATITUDE = 40°09'12.01" (40.153336)
LONGITUDE = 109°39'23.13" (109.656425)	LONGITUDE = 109°39'20.49" (109.655692)

Axia Energy

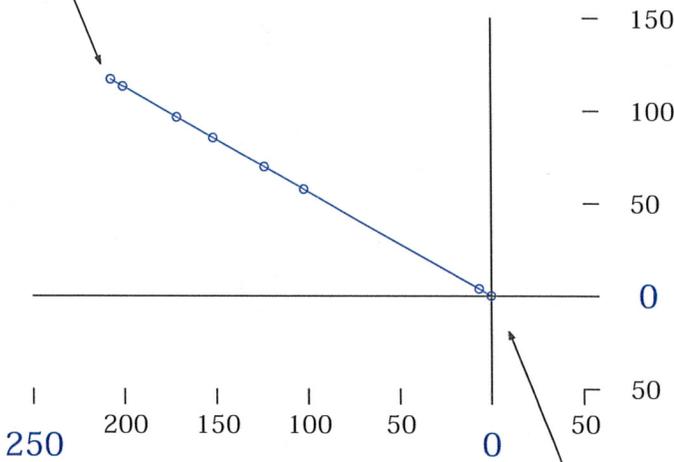
Three Rivers 3-32-820
 Uintah County, Utah

Revision #1

Horizontal Plan
 1" = 100'

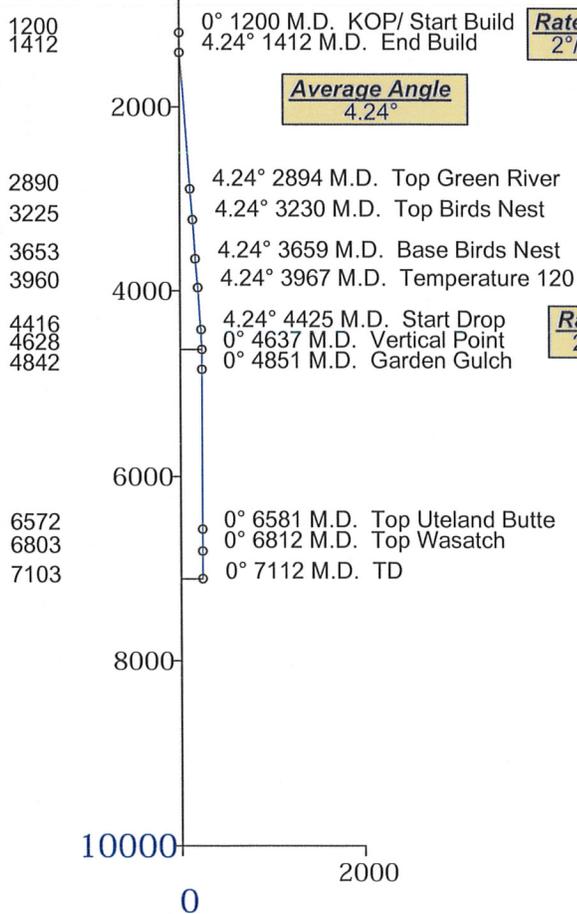


Vertical Point
 238.26' Displacement from S/L
 @ 299.46° Azimuth from S/L
 North-117.19' West-207.45' of S/L
 TVD-4628' MD-4637'
 Y=7229992.1', X=2155484'
TD
 TVD-7103' MD-7112'



Plane of Proposal
 299.46° Azimuth

Vertical Section
 1" = 2000'



Rate of Build
 2°/100' MD

Average Angle
 4.24°

Rate of Drop
 2°/100' MD

Surface Location
 Lat 40° 09' 11.88"
 Long 109° 39' 22.99"
 Y=7229874.94'
 X=2155691.49'
 NAD83



Denver, Colorado
 303-463-1919

03-13-2013

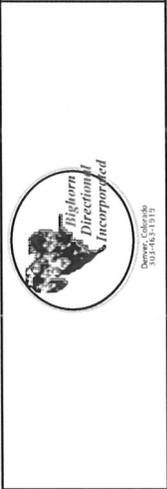
Bighorn Directional, Inc.

Axia Energy Three Rivers 3-32-820 Uintah County, Utah Rev. 1	 <p style="font-size: 8px;">Denver, Colorado 901-443-1919</p>	Page: 1 Minimum of Curvature Slot Location: 7229874.93', 2155691.49' Plane of Vertical Section: 299.46°
---	---	--

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		
1200.00	0.00	0.00	1200.00	0.00	0.00	7229874.9	2155691.5	0.00	0.00	0.00	0.00	
KOP/ Start Build												
1300.00	2.00	299.46	1299.98	0.86	-1.52	7229875.8	2155690.0	1.75	1.75	299.46	2.00	
1400.00	4.00	299.46	1399.84	3.43	-6.08	7229878.4	2155685.4	6.98	6.98	299.46	2.00	
1411.84	4.24	299.46	1411.65	3.85	-6.82	7229878.8	2155684.7	7.83	7.83	299.46	2.00	
End Build												
1911.84	4.24	299.46	1910.28	22.02	-38.98	7229897.0	2155652.5	44.77	44.77	299.46	0.00	
2411.84	4.24	299.46	2408.91	40.19	-71.15	7229915.1	2155620.3	81.71	81.71	299.46	0.00	
2894.24	4.24	299.46	2890.00	57.72	-102.18	7229932.7	2155589.3	117.35	117.35	299.46	0.00	
Top Green River												
2911.84	4.24	299.46	2907.55	58.36	-103.31	7229933.3	2155588.2	118.65	118.65	299.46	0.00	
3230.16	4.24	299.46	3225.00	69.92	-123.79	7229944.9	2155567.7	142.17	142.17	299.46	0.00	
Top Birds Nest												
3411.84	4.24	299.46	3406.18	76.53	-135.47	7229951.5	2155556.0	155.59	155.59	299.46	0.00	
3659.34	4.24	299.46	3653.00	85.52	-151.39	7229960.5	2155540.1	173.88	173.88	299.46	0.00	
Base Birds Nest												
3911.84	4.24	299.46	3904.81	94.69	-167.64	7229969.6	2155523.9	192.53	192.53	299.46	0.00	
3967.18	4.24	299.46	3960.00	96.71	-171.20	7229971.6	2155520.3	196.62	196.62	299.46	0.00	
Temperature 120												
4411.84	4.24	299.46	4403.45	112.86	-199.80	7229987.8	2155491.7	229.48	229.48	299.46	0.00	
4424.81	4.24	299.46	4416.38	113.33	-200.64	7229988.3	2155490.9	230.43	230.43	299.46	0.00	
Start Drop												
4524.81	2.24	299.46	4516.21	116.11	-205.55	7229991.0	2155485.9	236.08	236.08	299.46	2.00	
4624.81	0.24	299.46	4616.19	117.17	-207.43	7229992.1	2155484.1	238.24	238.24	299.46	2.00	
4636.65	0.00	299.46	4628.03	117.19	-207.45	7229992.1	2155484.0	238.26	238.26	299.46	2.00	
Vertical Point												
4850.62	0.00	299.46	4842.00	117.19	-207.45	7229992.1	2155484.0	238.26	238.26	299.46	0.00	
Garden Gulch												

Bighorn Directional, Inc.

Axia Energy
Three Rivers 3-32-820
Uintah County, Utah
Rev. 1



Page: 2

Minimum of Curvature
 Slot Location: 7229874.93', 2155691.49'
 Plane of Vertical Section: 299.46°

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	
6580.62	0.00	299.46	6572.00	117.19	-207.45	7229992.1	2155484.0	238.26	238.26	299.46	0.00
Top Uteland Butte 6811.62	0.00	299.46	6803.00	117.19	-207.45	7229992.1	2155484.0	238.26	238.26	299.46	0.00
Top Wasatch 7112.00	0.00	299.46	7103.38	117.19	-207.45	7229992.1	2155484.0	238.26	238.26	299.46	0.00

TD
 Final Station Closure Distance: 238.26' Direction: 299.46°

SE NW 5-03 TOSS R20E

CONFIDENTIAL

Mail

Five empty rectangular boxes for navigation or status.

COMPOSE

Capstar 321, Axia Energy, Three Rivers Fed 3-32-820, BOP Test & Spud notice Inbox x

Inbox (43)

- Starred
- Important
- Sent Mail
- Drafts (1)**
- Cabinet
- Follow up
- Misc
- Notes
- Priority
- More

klbascom <klbascom@ubtanet.com>

Apr 20 (3 days ago) ★

to the Eng. Robert G. M. Utah County

Capstar #321 moving from Axia energys Three Rivers Fed 34-15-720 to Three Rivers Fed 3-32-820, API# 43-047-52861, rig up & test BOP 4/21/13 Monday night & drill on Tuesday morning. Any Questions, contact Kenny Bascom @ 435-828-0697.

Two empty square boxes.

Search people...

- Don Staley
- alexishuefner
- Diana Mason
- alexisheufner
- barbara_nicol
- Brady Riley Inv...
- Cordell Wold
- Dan Jarvis
- Dustin Doucet
- Pro Petro Rig 10

 [Click here to Reply, Reply to all, or Forward](#)

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Last account activity: 4 days 

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RECEIVED

APR 20 2013

DIV. OF OIL, GAS & MINING

Empty square box.



Carol Daniels <caroldaniels@utah.gov>

Fwd: Capstar 321, Axia Energy, Three Rivers Fed 3-32-820 Prod casing/Cement

S-03-7085R20E

CONFIDENTIAL

klbascom <klbascom@ubtanet.com>

Mon, Apr 29, 2013 at 1:46 PM

To: Carol Daniels <caroldaniels@utah.gov>, Dan Jarvis <danjarvis@utah.gov>, Richard Powell <richardpowell@utah.gov>, BLM <blm_ut_wn_opreport@blm.gov>, Cade Taylor <cctaylor@blm.gov>

Cc: Cordell Wold <cwold@axiaenergy.com>, Cindy Turner <cturner@axiaenergy.com>

Capstar 321 reached 7055' Production TD Monday 4/29/13 @ 14:00 on Axia Energy's Three Rivers Fed 3-32-820, API# 43-047-52861, plan to run & cement 5.5" production casing late Tuesday night 4/30/13. Any questions contact Kenny Bascom @ 435-828-0697.

Thank You
Kenny Bascom

RECEIVED

APR 29 2013

DIV. OF OIL, GAS & MINING

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9 5. LEASE DESIGNATION AND SERIAL NUMBER: UTU85994
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.	6. IF INDIAN, ALLOTTEE OR TRIBE NAME: 7. UNIT or CA AGREEMENT NAME:
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2. NAME OF OPERATOR: AXIA ENERGY LLC	9. API NUMBER: 43047528610000
3. ADDRESS OF OPERATOR: 1430 Larimer Ste 400 , Denver, CO, 80202	PHONE NUMBER: 720 746-5200 Ext
9. FIELD and POOL or WILDCAT: WILDCAT	
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2102 FNL 2184 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SENW Section: 03 Township: 08.0S Range: 20.0E Meridian: S	COUNTY: UINTAH STATE: UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 5/15/2013 <input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: <input type="checkbox"/> SPUD REPORT Date of Spud: <input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input checked="" type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION OTHER: <input style="width: 100px;" type="text"/>

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

APD to drill and complete a WASATCH well was approved on 06/28/2012. Axia Energy LLC respectfully requests your permission to complete the Green River formation and then commingle the Wasatch and the Green River formations. Attached is information per R649-3-22.

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

Date: May 13, 2013

By: *Derek Quist*

NAME (PLEASE PRINT) Cindy Turner	PHONE NUMBER 720 746-5209	TITLE Project Manager
SIGNATURE N/A	DATE 4/18/2013	

AFFIDAVIT OF LEASE OWNERSHIP

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

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

WHEREAS, Axia Energy, LLC is the owner of 100% of the contiguous oil and gas leases in Section 3-T8S-R20E of Uintah County, Utah, per attached Exhibit.

Further Affiant sayeth not.

Subscribed and sworn to before me this 18th day of April, 2013.



Tab McGinley
Vice President, Land

STATE OF COLORADO)

} ss

COUNTY OF DENVER)

The foregoing instrument was acknowledged before me by Tab McGinley, Vice President of Land, this 18th day of April, 2013.

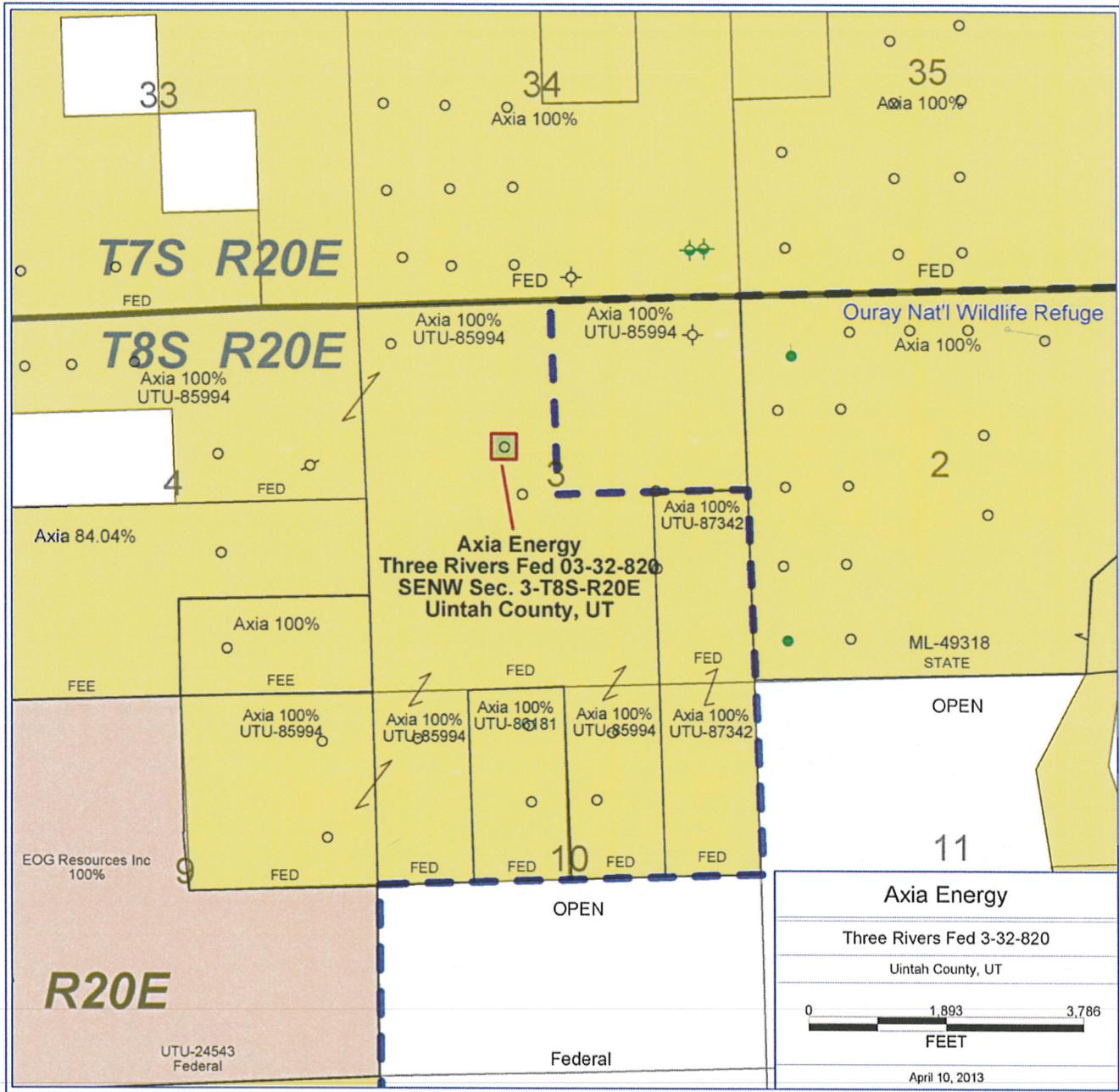


Notary Public

Notary seal

Cindy J. Turner
Notary Public
State of Colorado

My Commission Expires 06/04/2013



Attachment to Sundry Notice Form 9

Three Rivers Fed 03-32-820

API: 43047528610000

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 is 100% owner of contiguous oil and gas leases in Section 3-T8S-R20E

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9 5.LEASE DESIGNATION AND SERIAL NUMBER: UTU85994
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.	6. IF INDIAN, ALLOTTEE OR TRIBE NAME: 7.UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL Oil Well	8. WELL NAME and NUMBER: THREE RIVERS FEDERAL 3-32-820
2. NAME OF OPERATOR: AXIA ENERGY LLC	9. API NUMBER: 43047528610000
3. ADDRESS OF OPERATOR: 1430 Larimer Ste 400 , Denver, CO, 80202	PHONE NUMBER: 720 746-5200 Ext
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2102 FNL 2184 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SENW Section: 03 Township: 08.0S Range: 20.0E Meridian: S	9. FIELD and POOL or WILDCAT: WILDCAT COUNTY: UINTAH STATE: UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input checked="" type="checkbox"/> DRILLING REPORT Report Date: 6/25/2013	<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"/>

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

SPUD: 02/27/13 - MIRU Pete Martin. Drilled and Set 80' Cond Csg SET
 SURF CSG: 04/01/13 - MIRU Pro-Petro. Drilled and Set 906' Surf Csg.
 RESUMED DRLG OPS: 04/25/13 MIRU Capstar Drilling. Drilled to TD. Set
 Prod Csg DATE TD REACHED: 04/29/13 DRLG RIG RELEASE: 05/03/13
 TMD: 7,055' TVD: 7,044' COMP START DATE: 05/24/2013 FIRST PROD
 DATE: 06/06/13 FORMATION: Green River

Accepted by the
Utah Division of
Oil, Gas and Mining
FOR RECORD ONLY
 June 26, 2013

NAME (PLEASE PRINT) Cindy Turner	PHONE NUMBER 720 746-5209	TITLE Project Manager
SIGNATURE N/A	DATE 6/25/2013	

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9 5. LEASE DESIGNATION AND SERIAL NUMBER: UTU85994
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SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.	6. IF INDIAN, ALLOTTEE OR TRIBE NAME: 7. UNIT or CA AGREEMENT NAME:
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1. TYPE OF WELL Oil Well	8. WELL NAME and NUMBER: THREE RIVERS FEDERAL 3-32-820
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2. NAME OF OPERATOR: AXIA ENERGY LLC	9. API NUMBER: 43047528610000
---	----------------------------------

3. ADDRESS OF OPERATOR: 1430 Larimer Ste 400 , Denver, CO, 80202	PHONE NUMBER: 720 746-5200 Ext	9. FIELD and POOL or WILDCAT: WILDCAT
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4. LOCATION OF WELL FOOTAGES AT SURFACE: 2102 FNL 2184 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SENW Section: 03 Township: 08.0S Range: 20.0E Meridian: S	COUNTY: UINTAH STATE: UTAH
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11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 6/5/2013 <input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: <input type="checkbox"/> SPUD REPORT Date of Spud: <input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> ACIDIZE <input checked="" type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION OTHER: <input style="width: 100px;" type="text"/>

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

We received approval to commingle the Wasatch and the Green River formations. However, we have had a change in plans and will complete/produce in the Green River formation only. Top Perf: 6,641'
 Top Wasatch: 6,662'

Accepted by the Utah Division of Oil, Gas and Mining

Date: July 03, 2013

By: *Derek Quist*

NAME (PLEASE PRINT) Cindy Turner	PHONE NUMBER 720 746-5209	TITLE Project Manager
SIGNATURE N/A	DATE 6/25/2013	

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9 5. LEASE DESIGNATION AND SERIAL NUMBER: UTU85994
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.	6. IF INDIAN, ALLOTTEE OR TRIBE NAME: 7. UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL Oil Well	8. WELL NAME and NUMBER: THREE RIVERS FEDERAL 3-32-820
2. NAME OF OPERATOR: AXIA ENERGY LLC	9. API NUMBER: 43047528610000
3. ADDRESS OF OPERATOR: 1430 Larimer Ste 400 , Denver, CO, 80202	PHONE NUMBER: 720 746-5200 Ext
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2102 FNL 2184 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SENW Section: 03 Township: 08.0S Range: 20.0E Meridian: S	9. FIELD and POOL or WILDCAT: WILDCAT COUNTY: UINTAH STATE: UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 10/1/2013 <input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: <input type="checkbox"/> SPUD REPORT Date of Spud: <input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input checked="" type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION OTHER: <input type="text" value="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 Fed UTU-85994 See Attached for Proposal and Allocation Diagram

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

Date: October 08, 2013

By: *Derek Quist*

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

AXIA THREE RIVERS CENTRAL TANK FACILITY

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

Allocation Proposal:

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

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

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

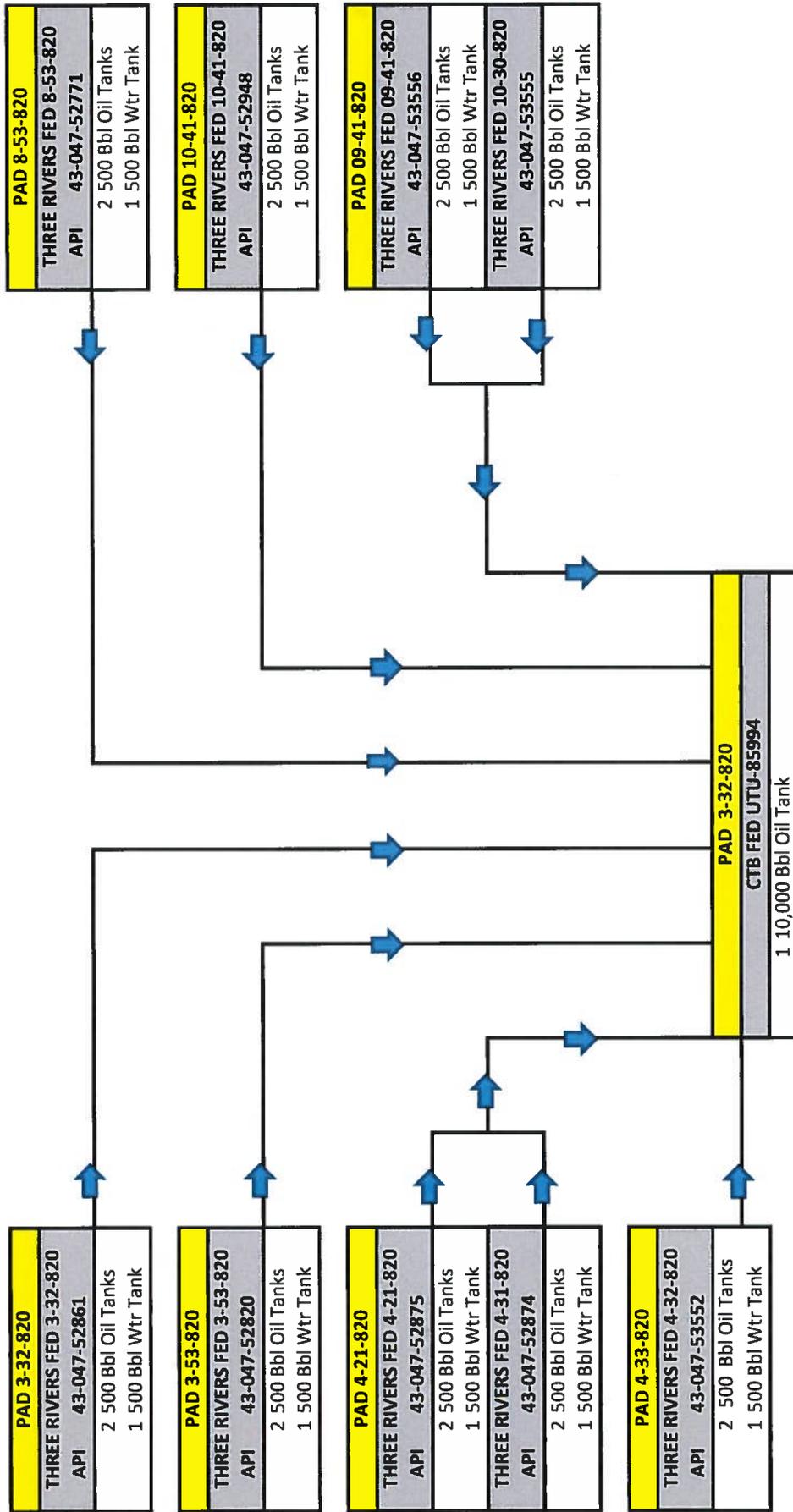
Proposed centralized storage facilities are set up by State or Federal lease number, or in the case of Fee wells, by common interest.

Reporting Requirements:

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

EFFECTIVE DATE: October 1, 2013

NAME: THREE RIVERS CTB FED UTU-85994
DESC: THREE RIVERS FED WELLS IN SEC 3, 4, 8 & 10 OF TWNSHP 8S-RNG 20E THAT CAN FLOW TO CENTRAL TANK BATTERY
LEASE: BASED ON COMMON INTEREST/LEASE NO
 FED UTU-85994



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

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9 5.LEASE DESIGNATION AND SERIAL NUMBER: UTU85994
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SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.	6. IF INDIAN, ALLOTTEE OR TRIBE NAME: 7.UNIT or CA AGREEMENT NAME:
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1. TYPE OF WELL Oil Well	8. WELL NAME and NUMBER: THREE RIVERS FEDERAL 3-32-820
------------------------------------	--

2. NAME OF OPERATOR: AXIA ENERGY LLC	9. API NUMBER: 43047528610000
--	---

3. ADDRESS OF OPERATOR: 1430 Larimer Ste 400 , Denver, CO, 80202	PHONE NUMBER: 720 746-5200 Ext	9. FIELD and POOL or WILDCAT: WILDCAT
--	--	---

4. LOCATION OF WELL FOOTAGES AT SURFACE: 2102 FNL 2184 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SENW Section: 03 Township: 08.0S Range: 20.0E Meridian: S	COUNTY: UINTAH STATE: UTAH
---	---

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 12/1/2013 <input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: <input type="checkbox"/> SPUD REPORT Date of Spud: <input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input checked="" type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION OTHER: <input type="text" value="Variance Request"/>

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

See Attached

Accepted by the Utah Division of Oil, Gas and Mining

Date: November 07, 2013

By: *Derek Quist*

NAME (PLEASE PRINT) Cindy Turner	PHONE NUMBER 720 746-5209	TITLE Project Manager
SIGNATURE N/A	DATE 10/16/2013	

Three Rivers Fed #3-32-820 – amend sundry dated 9/12/13 that was filed previously
Notice of Intent start: Oct 1, 2013

Axia Energy, LLC respectfully requests a variance to the 1800 MCF/MO limit of flaring oil production associated gas on the subject well to the next Utah Board of Oil, Gas and Mining Hearing considering the next filing date. Axia Energy has constructed gas gathering infrastructure within the field and the subject well has been tied into the system but is awaiting gas gatherer ROW approval and construction to send the gas to sales. Axia Energy is requesting the variance to the next available Utah Board Hearing so that: a) production rates can be evaluated to properly size production equipment on the subject well and future wells, b) a decline curve can be evaluated for EUR determination and future planning of drill schedule and capital, and c) production will not be curtailed and EUR decreased due to the shut-in and potential damage to the reservoir (analogous projects operated by Axia Energy have shown a production and EUR decrease due to lengthy shut-ins). The last (Oct., '13) monthly flaring volume for the subject well was 2,394 MCF/MO and efforts will be made to minimize flaring by maximizing fuel usage until the hearing.

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

AMENDED REPORT FORM 8
(highlight changes)

5. LEASE DESIGNATION AND SERIAL NUMBER:
UTU85994

WELL COMPLETION OR RECOMPLETION REPORT AND LOG

6. IF INDIAN, ALLOTTEE OR TRIBE NAME

7. UNIT or CA AGREEMENT NAME

8. WELL NAME and NUMBER:
Three Rivers Fed 3-32-820

9. API NUMBER:
4304752861

10. FIELD AND POOL, OR WILDCAT
Wildcat

11. QTR/OTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
SENW 3 08S 20E S

12. COUNTY **UNITAH** 13. STATE **UTAH**

14. DATE SPUNDED: **2/27/2013** 15. DATE T.D. REACHED: **4/30/2013** 16. DATE COMPLETED: **6/6/2013** ABANDONED READY TO PRODUCE 17. ELEVATIONS (DF, RKB, RT, GL): **4760' GL / 4777' KB**

18. TOTAL DEPTH: MD **7,055** 19. PLUG BACK T.D.: MD **6,984** 20. IF MULTIPLE COMPLETIONS, HOW MANY? * **1** 21. DEPTH BRIDGE MD **6,981** TVD **6,973** PLUG SET: TVD

22. TYPE ELECTRIC AND OTHER MECHANICAL LOGS RUN (Submit copy of each)
SD-DSN-ACTR, Mud Log, CBL

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

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

HOLE SIZE	SIZE/GRADE	WEIGHT (#/ft.)	TOP (MD)	BOTTOM (MD)	STAGE CEMENTER DEPTH	CEMENT TYPE & NO. OF SACKS	SLURRY VOLUME (BBL)	CEMENT TOP **	AMOUNT PULLED
24	16		0	78		G 320	65	0	
12-1/4	8-5/8 J-55	24	0	906		G 640	131	0 CIR	
7-3/4	5-1/2 J-55	17	0	7,030		G 480	235	1405 CBL	

25. TUBING RECORD

SIZE	DEPTH SET (MD)	PACKER SET (MD)	SIZE	DEPTH SET (MD)	PACKER SET (MD)	SIZE	DEPTH SET (MD)	PACKER SET (MD)
2-7/8	4,594							

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	2,850	6,662	2,845	6,651	4,983 6,641	.35	171	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: **5/28/2013**

DEPTH INTERVAL	AMOUNT AND TYPE OF MATERIAL
4,983' TO 6,641'	Green River Hybrid Frac - 24,395 bbls slurry, 975,903 gal fluid, & 671,680# 20/40 Premium White

29. ENCLOSED ATTACHMENTS: ELECTRICAL/MECHANICAL LOGS GEOLOGIC REPORT DST REPORT DIRECTIONAL SURVEY
 SUNDRY NOTICE FOR PLUGGING AND CEMENT VERIFICATION CORE ANALYSIS OTHER: Wellbore Dia

30. WELL STATUS: **PROD**

31. INITIAL PRODUCTION

INTERVAL A (As shown in Item #26)

DATE FIRST PRODUCED: 6/5/2013	TEST DATE: 7/10/2013	HOURS TESTED: 24	TEST PRODUCTION RATES: →	OIL - BBL: 261	GAS - MCF: 80	WATER - BBL: 102	PROD. METHOD: Pump			
CHOKE SIZE: 40	TBG. PRESS. 45	CSG. PRESS. 45	API GRAVITY 31.00	BTU - GAS	GAS/OIL RATIO 307	24 HR PRODUCTION RATES: →	OIL - BBL: 261	GAS - MCF: 80	WATER - BBL: 102	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.)
Vented

33. SUMMARY OF POROUS ZONES (Include Aquifers):

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

34. FORMATION (Log) MARKERS:

Formation	Top (MD)	Bottom (MD)	Descriptions, Contents, etc.	Name	Top (Measured Depth)
				Green River	2.850
				Garden Gulch	4.806
				Uteland Butte	6.498
				Wasatch	6.662

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 9-10-13

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.

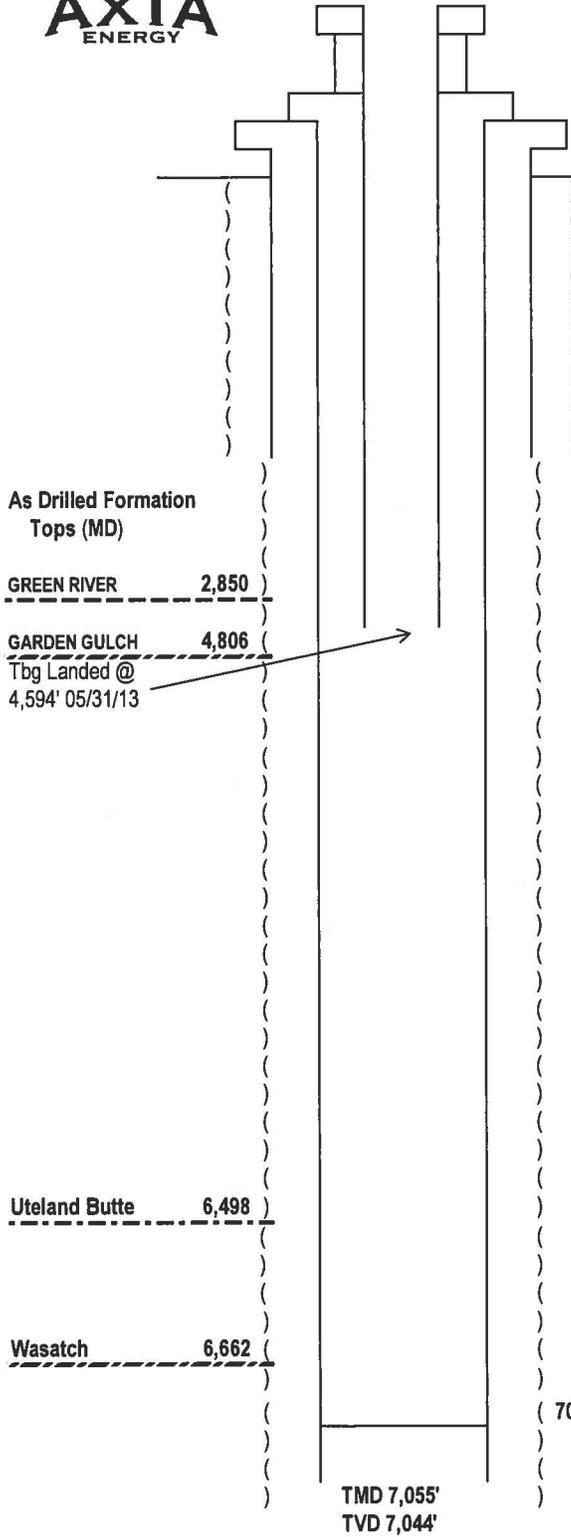
** ITEM 24: Cement Top -- Show how reported top(s) of cement were determined (circulated (CIR), calculated (CAL), cement bond log (CBL), temperature survey (TS)).

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 Fed 03-32-820
Surface Location:	SENW Sec 03-T08S-R20E, 2102' FNL & 2184' FWL
Bottom Hole Location:	SENW Sec 03-T08S-R20E, 2020' FNL & 1983' FWL
County:	Uintah, UT
Date:	9/10/2013



KB 4,777'

GL 4,760'

DRILLED 24" HOLE TO 78' - SET 16" CONDUCTOR
Cemented with 320 sxs to surface 02/27/2013

DRILLED 12-1/4" HOLE TO 906'
906' SURF CSG - 8-5/8" 24# J-55 ST&C (22 jts) Set 03/12/2013
Cement: 640 sxs Class "G" to surface

TOC 1405'

6 Stage Green River Hybrid Frac				
4983	6641	Green River	3 spf	171 Holes
Frac - Hybrid (slickwater/gel)				
24,395 bbls slurry, 975,903 gal fluid & 671,680# 20/40 Premium White				

DRILLED 7-3/4" HOLE TO 7,055' TMD
PROD CSG - 5 1/2" 17# J-55 LT&C (160 jts) Set @ 7030' 05/02/2013
Cemented with 480 sxs Premium Lite



Job Number: 4222013
Company: Axia Energy
Lease/Well: Three Rivers 3-32-820
Location: Vernal
Rig Name: Super Single
State/County: Utah/ Uintah
Country: USA
API Number: 43-047-52965

Elevation (To MSL): 0.00 ft
RKB: 0.00 ft
Projection System: US State Plane 1983
Projection Group: Utah Central Zone
Projection Datum: GRS80
Magnetic Declination: 10.93
Grid Convergence: 1.18081 E
Date: Monday, April 29, 2013

Calculated by HawkEye Software
 Minimum Curvature Method
 Vertical Section Plane 299.46°
 Northing (US ft): 7229874.93 Easting (US ft): 2155691.49
 Latitude: 40°09'11.8800" N Longitude: -109°39'22.9900" W
 Well Location: 2102 FNL, 2184 FWL, Section 3, T8S, R20E, Meridian 26, Uintah County, UT
 Direction Reference: True North

Measured Depth (Ft)	INC Deg	AZM Deg	TVD (Ft)	NS (Ft)	EW (Ft)	VS (Ft)	DLS °/100Ft
0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
1078.00	0.40	196.70	1077.99	-3.60	-1.08	-0.83	0.04
1121.00	0.10	300.20	1120.99	-3.73	-1.16	-0.83	1.01
1164.00	0.00	180.30	1163.99	-3.71	-1.19	-0.79	0.23
1207.00	0.40	180.00	1206.99	-3.86	-1.19	-0.86	0.93
1249.00	1.00	314.90	1248.99	-3.75	-1.45	-0.58	3.13
1292.00	0.70	310.60	1291.98	-3.31	-1.91	0.04	0.71
1335.00	1.20	321.00	1334.98	-2.79	-2.40	0.71	1.23
1377.00	1.60	306.80	1376.97	-2.10	-3.14	1.70	1.25
1420.00	2.50	314.40	1419.94	-1.08	-4.29	3.21	2.18
1463.00	2.40	308.80	1462.90	0.14	-5.67	5.00	0.60
1506.00	3.20	314.70	1505.85	1.55	-7.22	7.05	1.98
1548.00	3.40	310.60	1547.78	3.18	-9.00	9.40	0.74
1591.00	4.70	311.40	1590.67	5.18	-11.29	12.37	3.03
1634.00	4.30	310.80	1633.54	7.39	-13.83	15.68	0.94
1676.00	4.60	306.80	1675.41	9.43	-16.37	18.89	1.03
1719.00	4.00	305.40	1718.29	11.33	-18.97	22.09	1.42
1762.00	4.70	304.70	1761.16	13.20	-21.65	25.34	1.63
1804.00	5.10	312.10	1803.01	15.44	-24.45	28.88	1.78
1847.00	5.30	309.90	1845.83	17.99	-27.39	32.69	0.66
1890.00	4.80	310.30	1888.67	20.43	-30.28	36.41	1.17
1932.00	4.70	307.20	1930.52	22.61	-32.99	39.84	0.66
1975.00	4.90	308.40	1973.37	24.81	-35.84	43.40	0.52
2018.00	4.70	303.70	2016.22	26.93	-38.74	46.98	1.03
2060.00	4.50	300.10	2058.09	28.71	-41.60	50.34	0.84
2103.00	4.60	298.40	2100.95	30.38	-44.57	53.75	0.39
2146.00	4.70	299.30	2143.81	32.06	-47.63	57.24	0.29
2189.00	5.20	306.10	2186.65	34.07	-50.74	60.93	1.79
2231.00	4.80	303.40	2228.49	36.16	-53.74	64.58	1.10
2274.00	4.80	301.90	2271.34	38.10	-56.77	68.17	0.29
2317.00	5.10	304.80	2314.18	40.14	-59.87	71.87	0.91
2359.00	5.70	311.00	2355.99	42.57	-62.98	75.77	1.99
2402.00	5.60	309.50	2398.78	45.31	-66.21	79.93	0.41
2445.00	5.80	308.20	2441.57	47.99	-69.53	84.14	0.55
2488.00	5.60	306.30	2484.36	50.57	-72.93	88.37	0.64
2530.00	5.70	303.40	2526.15	52.93	-76.32	92.49	0.72
2573.00	5.40	304.10	2568.95	55.24	-79.78	96.64	0.72
2616.00	5.30	303.60	2611.76	57.48	-83.11	100.63	0.26
2658.00	5.40	298.00	2653.58	59.48	-86.47	104.54	1.27
2701.00	5.10	300.50	2696.40	61.40	-89.91	108.48	0.88
2744.00	4.60	307.00	2739.25	63.41	-92.93	112.10	1.73
2787.00	4.40	301.40	2782.12	65.30	-95.71	115.46	1.12

Measured Depth (Ft)	INC Deg	AZM Deg	TVD (Ft)	NS (Ft)	EW (Ft)	VS (Ft)	DLS %/100Ft
2829.00	4.60	296.00	2823.99	66.88	-98.60	118.75	1.11
2872.00	4.30	298.10	2866.86	68.40	-101.57	122.08	0.79
2915.00	4.70	302.60	2909.72	70.11	-104.48	125.45	1.24
2957.00	4.70	303.70	2951.58	71.99	-107.36	128.88	0.21
3000.00	4.70	303.40	2994.44	73.93	-110.30	132.40	0.06
3043.00	5.60	309.20	3037.26	76.23	-113.40	136.22	2.42
3085.00	5.90	315.30	3079.05	79.06	-116.50	140.32	1.62
3128.00	5.40	314.70	3121.84	82.05	-119.49	144.40	1.17
3171.00	5.40	313.20	3164.65	84.86	-122.41	148.32	0.33
3213.00	5.20	314.80	3206.47	87.56	-125.20	152.07	0.59
3256.00	5.40	314.60	3249.29	90.35	-128.02	155.90	0.47
3298.00	5.70	309.20	3291.09	93.06	-131.05	159.87	1.43
3341.00	5.50	307.00	3333.89	95.65	-134.35	164.02	0.68
3384.00	5.60	304.40	3376.69	98.07	-137.72	168.15	0.63
3426.00	5.30	300.70	3418.50	100.22	-141.08	172.13	1.10
3469.00	5.40	302.90	3461.31	102.33	-144.49	176.13	0.53
3512.00	5.60	304.70	3504.11	104.63	-147.91	180.24	0.61
3554.00	5.70	307.30	3545.91	107.06	-151.26	184.35	0.65
3597.00	5.50	307.50	3588.70	109.60	-154.59	188.51	0.47
3640.00	5.80	311.40	3631.49	112.30	-157.85	192.67	1.13
3683.00	6.00	309.00	3674.27	115.15	-161.23	197.01	0.74
3725.00	5.40	312.30	3716.06	117.86	-164.40	201.11	1.63
3768.00	4.70	307.30	3758.89	120.29	-167.30	204.82	1.92
3811.00	4.00	300.70	3801.77	122.12	-169.99	208.07	2.00
3854.00	3.60	297.80	3844.67	123.52	-172.47	210.92	1.03
3896.00	3.80	300.90	3886.59	124.85	-174.83	213.63	0.67
3939.00	3.50	292.50	3929.50	126.08	-177.27	216.35	1.42
3982.00	3.20	304.80	3972.43	127.27	-179.46	218.85	1.81
4025.00	3.00	304.80	4015.36	128.59	-181.37	221.17	0.47
4067.00	3.10	315.40	4057.30	130.03	-183.07	223.35	1.36
4110.00	3.10	307.70	4100.24	131.57	-184.81	225.62	0.97
4153.00	2.50	299.60	4143.19	132.74	-186.55	227.71	1.67
4196.00	2.30	296.40	4186.15	133.59	-188.13	229.51	0.56
4238.00	2.30	281.30	4228.12	134.13	-189.72	231.15	1.44
4281.00	1.60	279.60	4271.09	134.40	-191.15	232.54	1.63
4324.00	0.40	331.30	4314.09	134.63	-191.82	233.23	3.23
4366.00	1.10	76.50	4356.08	134.85	-191.50	233.06	3.01
4409.00	1.30	69.50	4399.07	135.12	-190.64	232.44	0.58
4452.00	1.10	54.30	4442.06	135.53	-189.85	231.96	0.87
4494.00	2.00	42.10	4484.05	136.31	-189.03	231.63	2.27
4537.00	1.40	34.90	4527.03	137.30	-188.22	231.41	1.48
4580.00	1.30	49.10	4570.02	138.05	-187.55	231.20	0.81
4622.00	1.20	33.30	4612.01	138.73	-186.95	231.01	0.85
4665.00	1.10	11.90	4655.00	139.51	-186.62	231.10	1.02
4708.00	1.00	3.20	4697.99	140.29	-186.51	231.39	0.44
4750.00	1.20	319.10	4739.99	140.99	-186.78	231.97	2.02
4793.00	1.50	299.90	4782.97	141.61	-187.56	232.96	1.25
4836.00	1.10	280.50	4825.96	141.96	-188.46	233.91	1.37
4879.00	1.10	282.90	4868.95	142.13	-189.27	234.70	0.11
4921.00	1.10	267.10	4910.95	142.20	-190.06	235.42	0.72
4964.00	1.10	257.30	4953.94	142.09	-190.88	236.08	0.44
5007.00	1.20	244.00	4996.93	141.80	-191.68	236.64	0.66
5049.00	1.30	236.90	5038.92	141.35	-192.48	237.11	0.44
5135.00	1.00	233.20	5124.90	140.36	-193.90	237.86	0.36
5177.00	1.40	218.60	5166.89	139.74	-194.51	238.09	1.19
5220.00	1.70	213.40	5209.88	138.80	-195.19	238.22	0.77

Measured Depth (Ft)	INC Deg	AZM Deg	TVD (Ft)	NS (Ft)	EW (Ft)	VS (Ft)	DLS */100Ft
5263.00	1.60	209.00	5252.86	137.74	-195.83	238.25	0.38
5305.00	1.70	197.90	5294.84	136.64	-196.31	238.13	0.80
5348.00	1.80	195.40	5337.82	135.38	-196.68	237.83	0.29
5391.00	1.70	199.30	5380.80	134.13	-197.07	237.56	0.36
5433.00	1.80	203.20	5422.78	132.93	-197.54	237.37	0.37
5476.00	1.80	208.00	5465.76	131.72	-198.12	237.28	0.35
5519.00	1.30	221.00	5508.75	130.75	-198.76	237.36	1.41
5562.00	0.90	228.80	5551.74	130.16	-199.33	237.57	0.99
5604.00	0.90	206.50	5593.73	129.65	-199.73	237.67	0.83
5647.00	1.00	222.70	5636.73	129.07	-200.13	237.73	0.66
5690.00	1.40	213.50	5679.72	128.36	-200.68	237.86	1.03
5732.00	1.10	208.20	5721.71	127.57	-201.15	237.88	0.76
5775.00	1.60	197.50	5764.70	126.64	-201.53	237.75	1.30
5818.00	1.80	199.60	5807.68	125.43	-201.93	237.51	0.49
5860.00	1.80	195.30	5849.66	124.17	-202.33	237.24	0.32
5903.00	1.70	194.80	5892.64	122.90	-202.67	236.91	0.24
5946.00	1.70	185.10	5935.62	121.65	-202.89	236.49	0.67
5988.00	2.10	184.70	5977.59	120.26	-203.01	235.91	0.95
6031.00	2.00	181.60	6020.57	118.73	-203.09	235.23	0.35
6074.00	1.90	192.90	6063.54	117.28	-203.27	234.67	0.92
6116.00	1.90	182.20	6105.52	115.91	-203.46	234.15	0.84
6159.00	2.40	191.60	6148.49	114.31	-203.66	233.55	1.42
6202.00	2.50	187.40	6191.45	112.50	-203.97	232.92	0.48
6244.00	2.00	185.80	6233.42	110.86	-204.16	232.29	1.20
6287.00	2.20	191.60	6276.39	109.31	-204.40	231.73	0.68
6330.00	2.00	187.20	6319.36	107.76	-204.66	231.19	0.60
6373.00	1.80	183.20	6362.34	106.34	-204.79	230.61	0.56
6415.00	2.10	180.40	6404.31	104.91	-204.83	229.95	0.75
6458.00	1.80	181.40	6447.29	103.45	-204.86	229.24	0.70
6501.00	2.30	173.40	6490.26	101.91	-204.77	228.42	1.34
6544.00	2.00	179.00	6533.23	100.31	-204.66	227.53	0.85
6586.00	2.00	164.50	6575.20	98.87	-204.45	226.64	1.20
6629.00	2.00	162.20	6618.18	97.43	-204.02	225.56	0.19
6672.00	2.40	166.70	6661.15	95.84	-203.59	224.40	1.01
6715.00	1.90	170.00	6704.12	94.26	-203.26	223.33	1.20
6757.00	1.90	163.90	6746.09	92.91	-202.94	222.39	0.48
6800.00	2.30	172.80	6789.06	91.37	-202.64	221.37	1.20
6843.00	2.00	174.60	6832.03	89.76	-202.46	220.43	0.72
6885.00	2.00	167.00	6874.01	88.32	-202.22	219.51	0.63
6928.00	2.10	172.70	6916.98	86.81	-201.95	218.53	0.53
6971.00	2.40	166.40	6959.95	85.15	-201.64	217.45	0.90
7003.00	2.10	166.90	6991.92	83.93	-201.35	216.59	0.94
Projection to TD 7055.00	2.10	166.90	7043.89	82.07	-200.92	215.31	0.00