

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

FORM 3

AMENDED REPORT

<b>APPLICATION FOR PERMIT TO DRILL</b>						1. WELL NAME and NUMBER THREE RIVERS FEDERAL 3-33-820							
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 2200 FWL		SE NW		3		8.0 S		20.0 E		S	
Top of Uppermost Producing Zone		2640 FNL 2204 FWL		SE NW		3		8.0 S		20.0 E		S	
At Total Depth		2640 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							
27. ELEVATION - GROUND LEVEL 4760			25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 16			26. PROPOSED DEPTH MD: 8875 TVD: 8800							
			28. BOND NUMBER LPM9046683			29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE 49-2262 - RNI at Green River							
<b>Hole, Casing, and Cement Information</b>													
String	Hole Size	Casing Size	Length	Weight	Grade & Thread	Max Mud Wt.	Cement		Sacks	Yield	Weight		
SURF	11	8.625	0 - 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 - 8875	17.0	N-80 LT&C	9.2	Premium Lite High Strength		825	2.31	12.0		
<b>ATTACHMENTS</b>													
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 43047528640000				APPROVAL   Permit Manager									

**DRILLING PLAN**

**Axia Energy, LLC**  
**Three Rivers Project**  
**Three Rivers Federal #3-33-820**  
**SENW Sec 3 T8S R20E**  
**Uintah County, Utah**

**1. ESTIMATED FORMATION TOPS**

FORMATION	TOP (TVD)	COMMENTS
Uinta	Surface	Gas & Degraded Oil; Possible Brackish H <sub>2</sub> O
Green River	2,915'	Oil & Associated Gas
Lower Green River*	4,825'	Oil & Associated Gas
Wasatch*	6,743'	Oil & Associated Gas
TD	8,875' (MD)	8,800' (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	8,875'	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: 1<sup>st</sup> 4 Joints: every joint  
 Remainder: every third joint

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

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

**3. CEMENT PROGRAM**

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

**SURFACE (8 5/8):** Cement Top: Surface  
 Lead: 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 ft<sup>3</sup>/sk – 20% excess

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

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

- A)** For Surface casing, if cement falls or does not circulate to surface, cement will be topped off.
- B)** Cement will not be placed down annulus with a 1" pipe unless BLM is contacted.
- C)** The 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.

<b>INTERVAL</b>	<b>BOP EQUIPMENT</b>
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.

<b>INTERVAL</b>	<b>MUD WGHT</b>	<b>VISC</b>	<b>FLUID LOSS</b>	<b>COMMENTS</b>
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 3,810 psi (normal pressure gradient: 0.433 psi/ft).
  - b) Estimated maximum surface pressure will be approximately 1,936 psi (estimated bottom hole minus pressure of partially evacuated hole (gradient: 0.220 psi/ft)).
- B)** No hydrogen sulfide is anticipated.

<b>INTERVAL</b>	<b>CONDITION</b>
SURF – 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.

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

## AXIA ENERGY

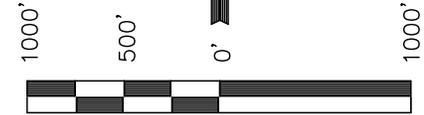
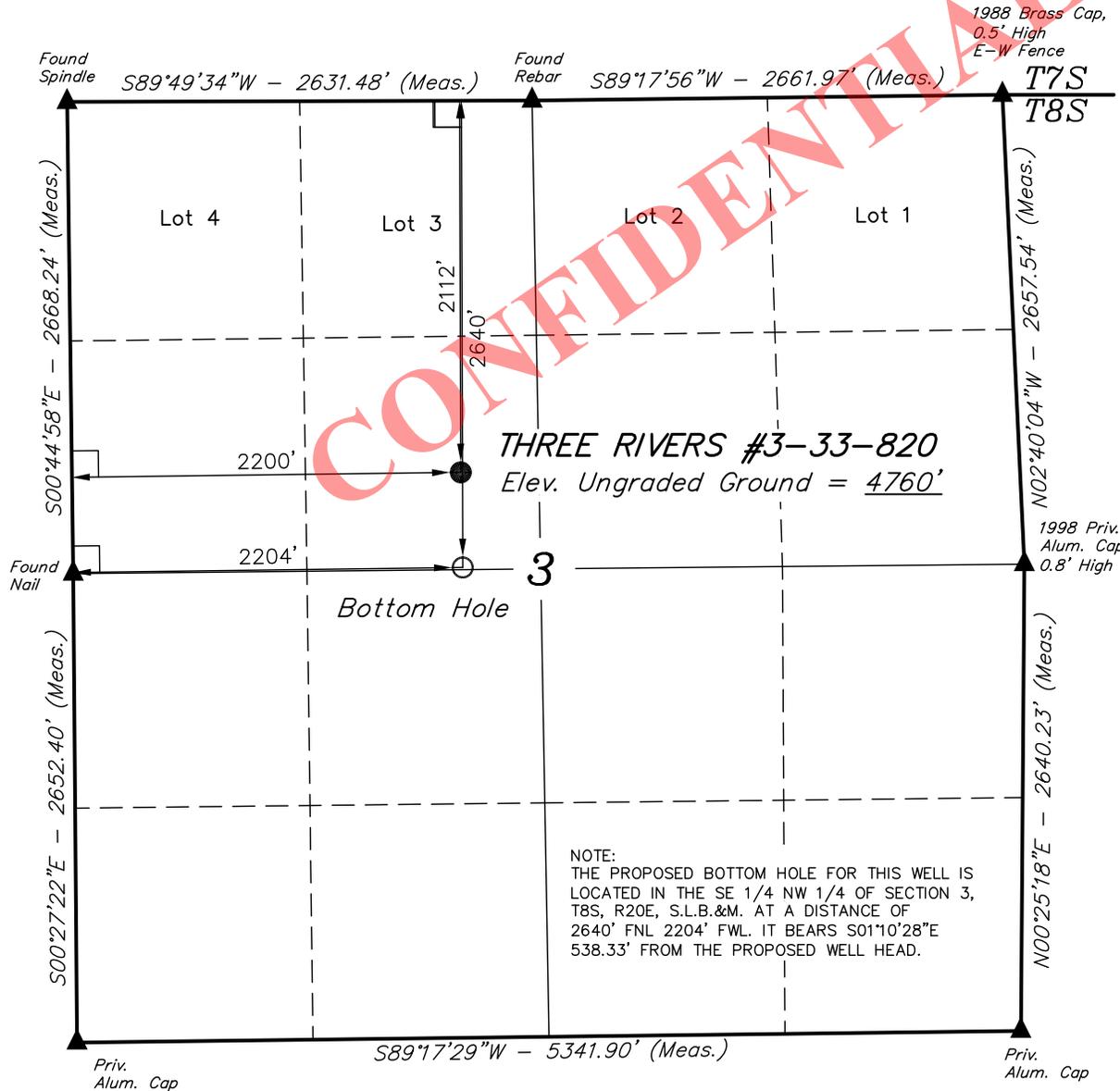
Well location, THREE RIVERS FEDERAL #3-33-820, located as shown in SE 1/4 NW 1/4 of Section 3, T8S, R20E, S.L.B.&M., Uintah County, Utah.

### BASIS OF ELEVATION

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

### BASIS OF BEARINGS

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



SCALE

### CERTIFICATE

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

*Robert L. Kay*  
 REGISTERED LAND SURVEYOR  
 REGISTRATION NO. 161319  
 STATE OF UTAH  
 DATE 12-30-11

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

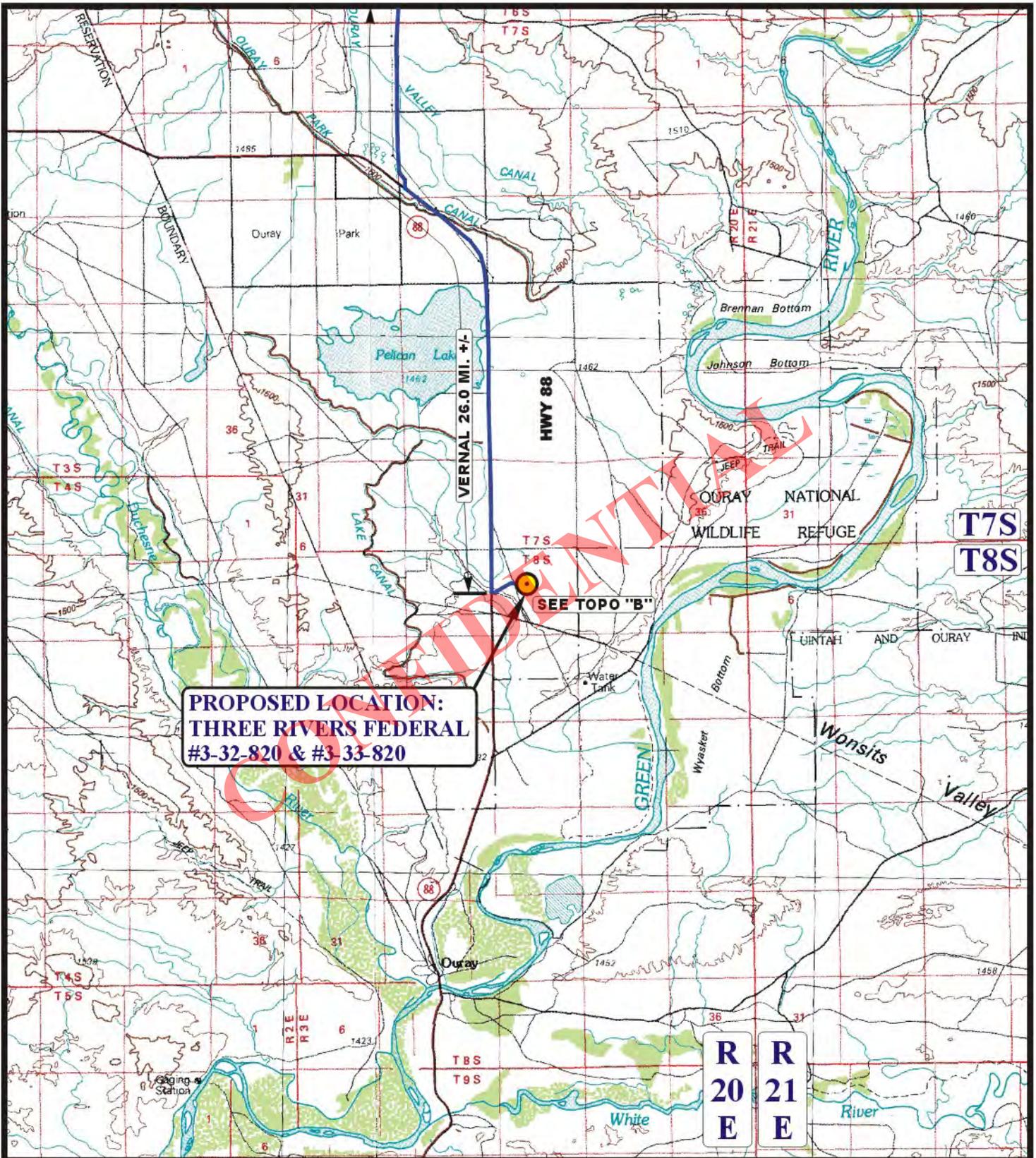
### LEGEND:

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

NAD 83 (TARGET BOTTOM HOLE)		NAD 83 (SURFACE LOCATION)	
LATITUDE = 40°09'06.56" (40.151822)	LONGITUDE = 109°39'22.64" (109.656289)	LATITUDE = 40°09'11.88" (40.153300)	LONGITUDE = 109°39'22.78" (109.656328)
NAD 27 (TARGET BOTTOM HOLE)		NAD 27 (SURFACE LOCATION)	
LATITUDE = 40°09'06.69" (40.151858)	LONGITUDE = 109°39'20.14" (109.655594)	LATITUDE = 40°09'12.01" (40.153336)	LONGITUDE = 109°39'20.28" (109.655633)

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

RECEIVED: June 01, 2012



**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**



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

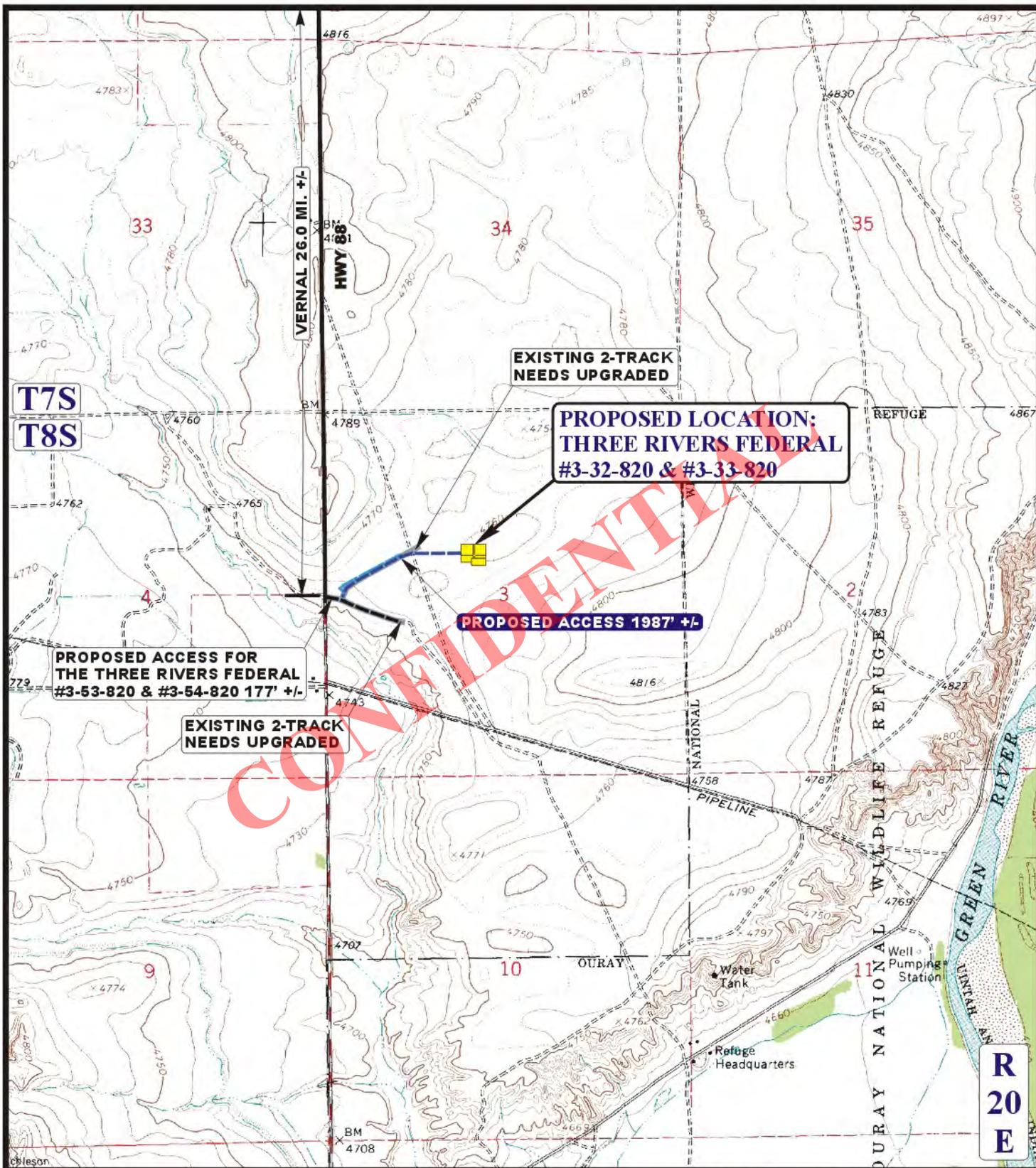


**ACCESS ROAD  
MAP**

<b>12</b>	<b>19</b>	<b>11</b>
MONTH	DAY	YEAR



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



CONFIDENTIAL

**LEGEND:**

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

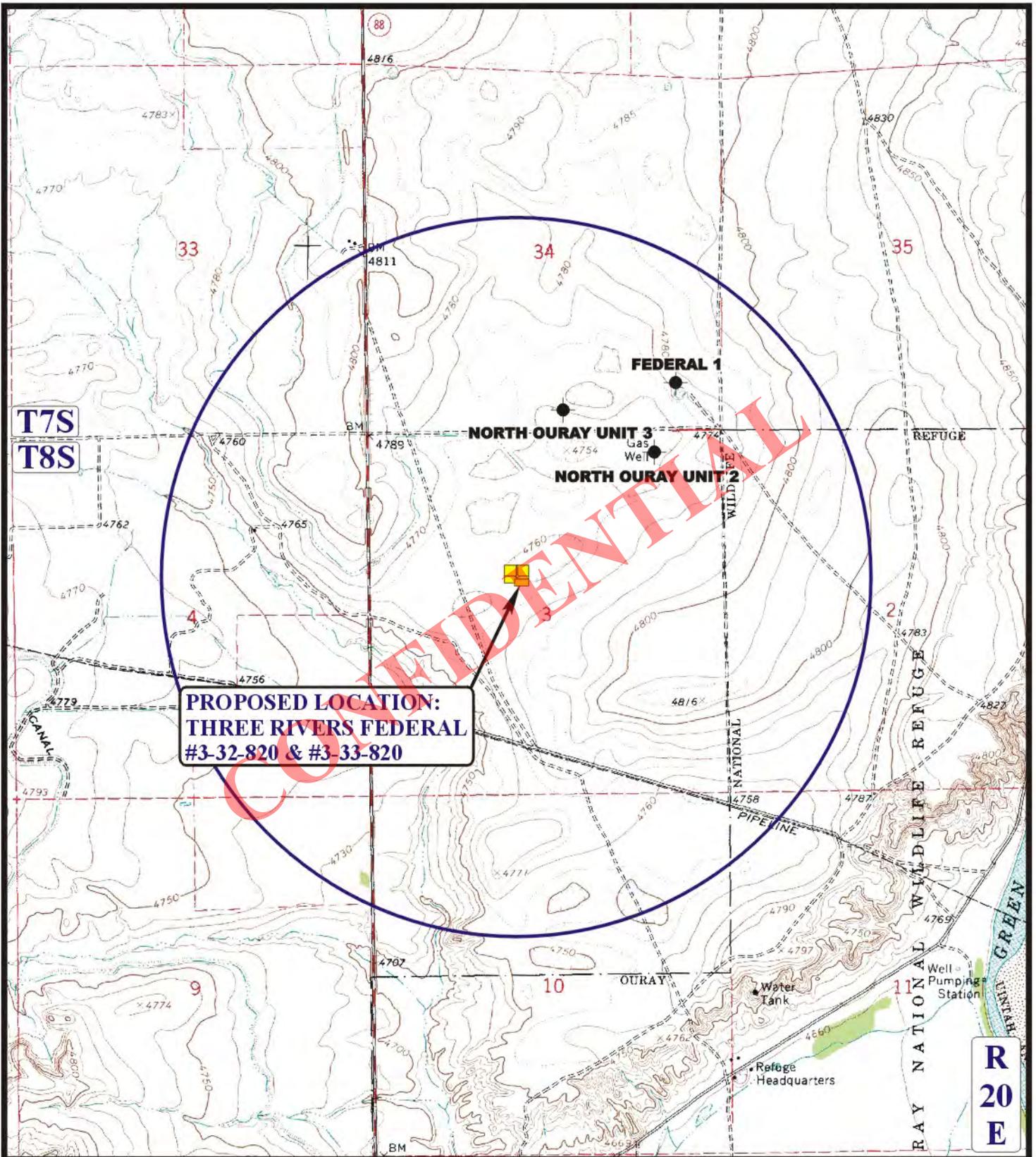
**AXIA ENERGY**

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

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



<b>ACCESS ROAD MAP</b>	<b>12</b> MONTH	<b>19</b> DAY	<b>11</b> YEAR	<b>B</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

**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**



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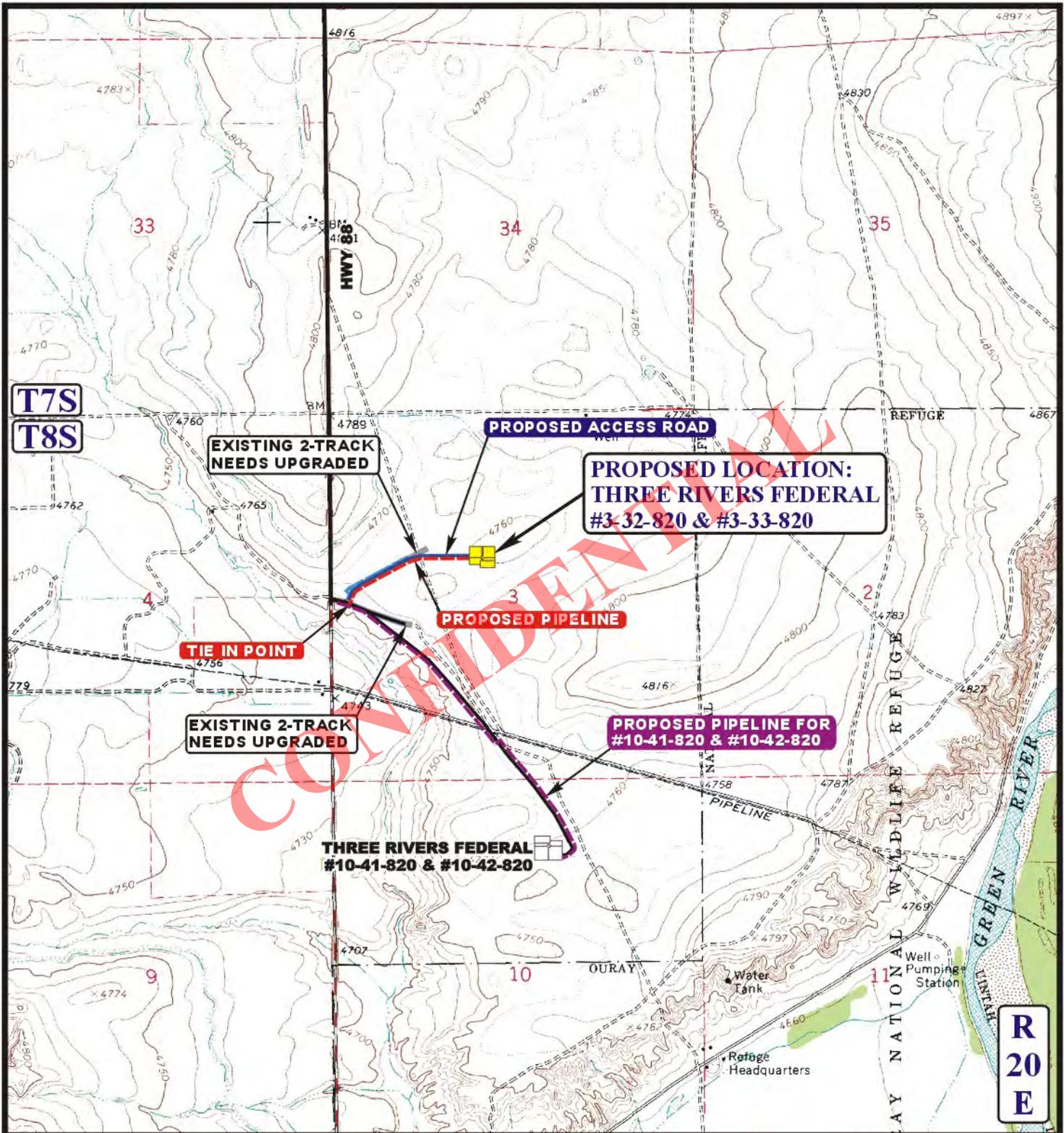


**TOPOGRAPHIC  
MAP**

**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**



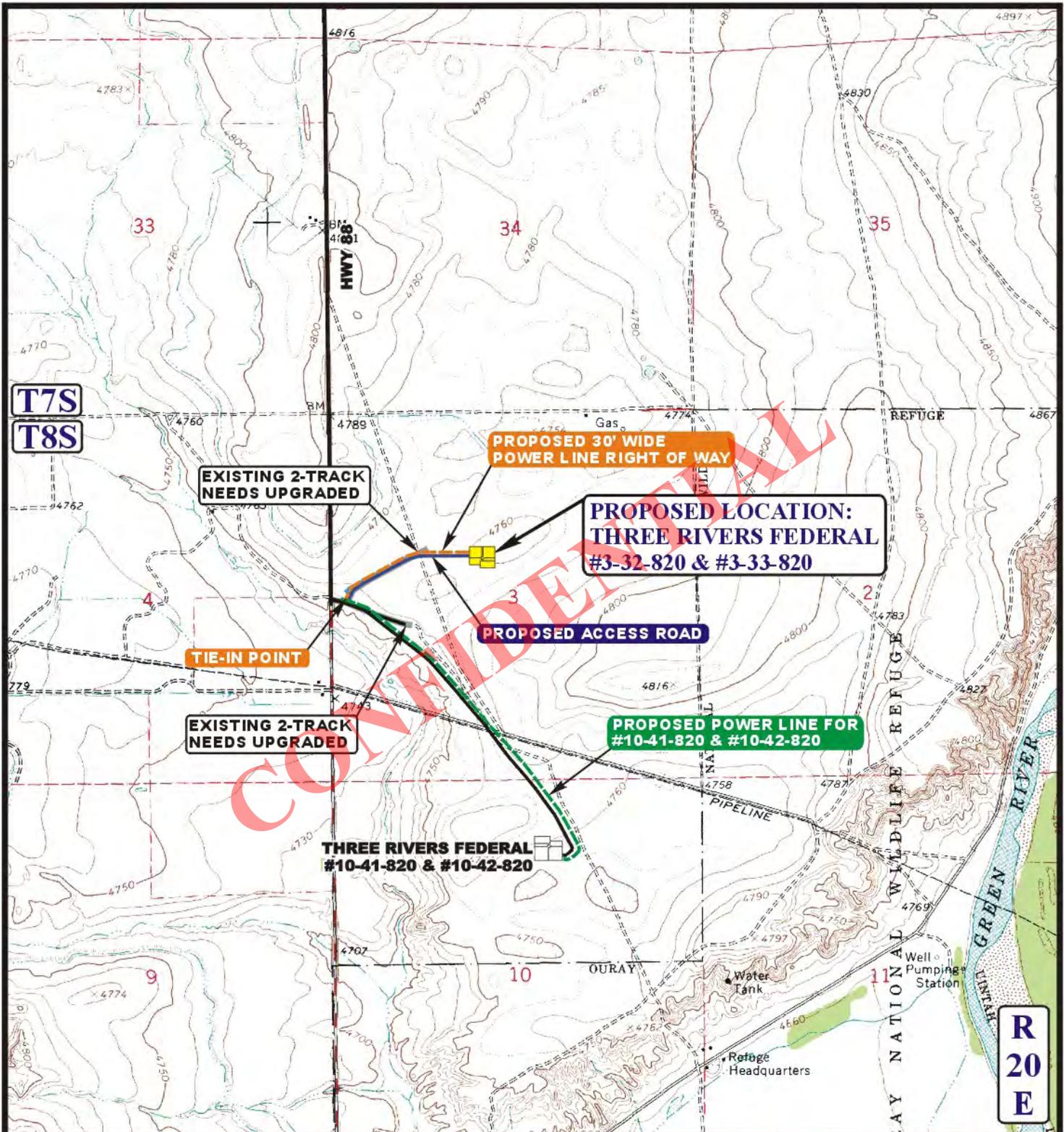
**Utah Engineering & Land Surveying**  
 85 South 200 East Vernal, Utah 84078  
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**TOPOGRAPHIC**  
**MAP**

**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**



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**TOPOGRAPHIC**  
**MAP**

**05 16 12**  
 MONTH DAY YEAR

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

**E**  
**TOPO**

# Well Planning Proposal FOR

**Axia Energy**  
**Three Rivers #3-33-820**  
**Uintah Co., UT**

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

Presented By:

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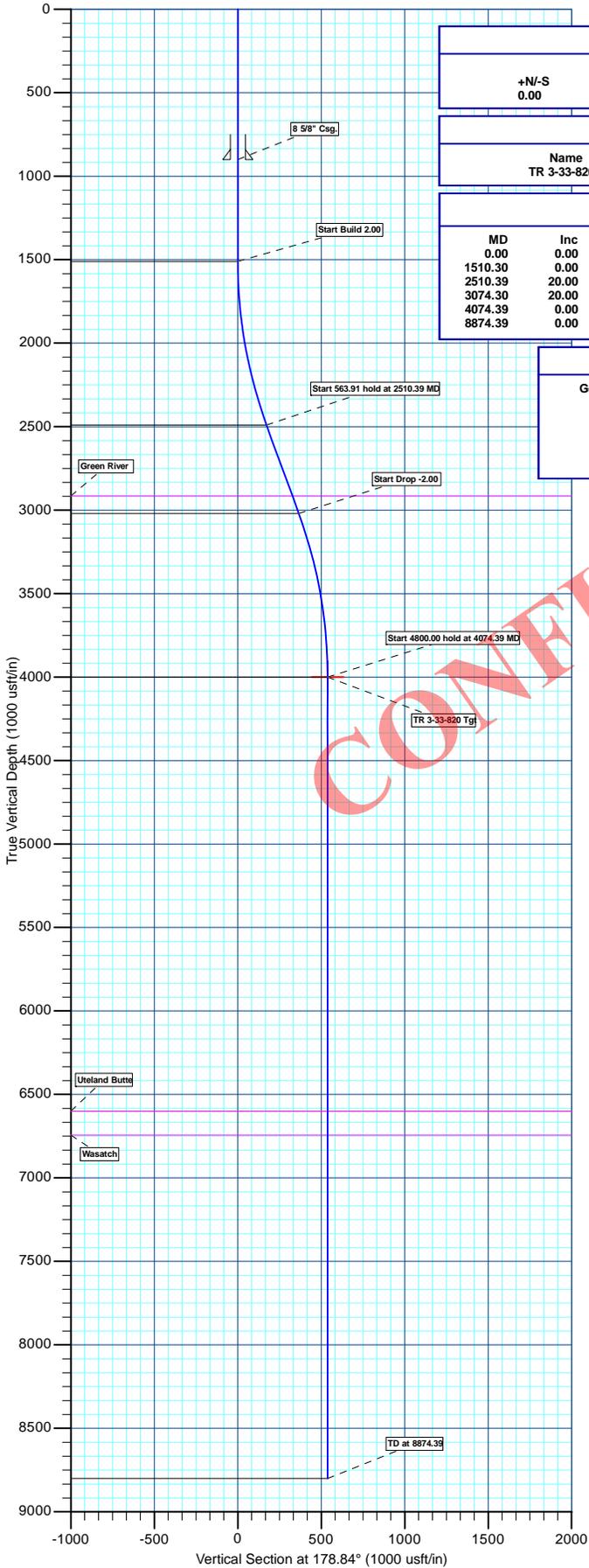
Pat Rasmussen  
Regional Manager

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Bret Wolford  
Well Planner



**Axia Energy**  
 Project: Uintah Co., UT  
 Site: Sec.3-T8S-R20E  
 Well: Three Rivers #3-33-820  
 Wellbore: Wellbore #1  
 Design: Design #1  
 Latitude: 40° 9' 11.880 N  
 Longitude: 109° 39' 22.781 W  
 Ground Level: 4759.00  
 WELL @ 4775.00usft



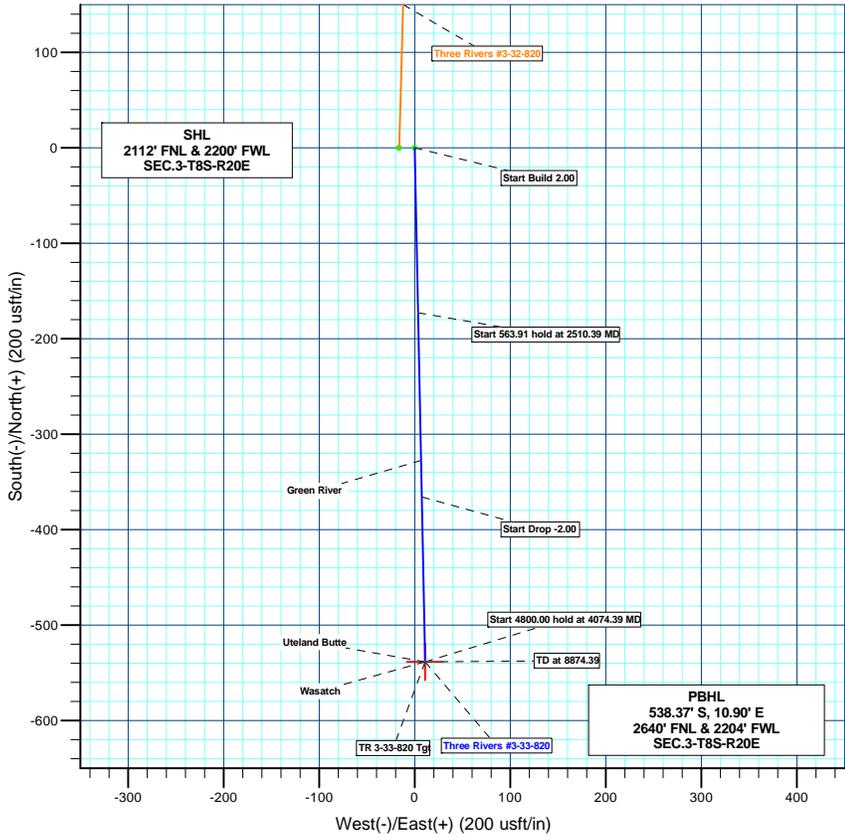
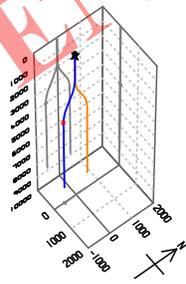
WELL DETAILS: Three Rivers #3-33-820										
+N-S	+E-W	Northing	Easting	Ground Level:	4759.00	Latitude	Slot			
0.00	0.00	7229875.261	2155707.727			40° 9' 11.880 N	109° 39' 22.781 W			
WELLBORE TARGET DETAILS (MAP CO-ORDINATES AND LAT/LONG)										
Name	TVD	+N-S	+E-W	Latitude	Longitude	Shape Point				
TR 3-33-820 Tgt	4000.00	-538.37	10.90	40° 9' 6.559 N	109° 39' 22.640 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		
1510.30	0.00	0.00	1510.30	0.00	0.00	0.00	0.00	0.00	Start Build 2.00	
2510.39	20.00	178.84	2490.20	-172.76	3.50	2.00	178.84	172.80	Start 563.91 hold at 2510.39 MD	
3074.30	20.00	178.84	3020.10	-365.61	7.40	0.00	0.00	0.00	Start Drop -2.00	
4074.39	0.00	0.00	4000.00	-538.37	10.90	2.00	180.00	538.48	Start 4800.00 hold at 4074.39 MD	
8874.39	0.00	0.00	8800.00	-538.37	10.90	0.00	0.00	538.48	TD at 8874.39	

**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 #3-33-820, 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
2915.00	2962.46	Green River
6600.00	6674.39	Uteland Butte
6743.00	6817.39	Wasatch

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



# Axia Energy

Uintah Co., UT  
Sec.3-T8S-R20E  
Three Rivers #3-33-820

Wellbore #1

Plan: Design #1

## Standard Planning Report

21 February, 2012

**CONFIDENTIAL**





<b>Database:</b>	EDM 5000.1 Single User Db	<b>Local Co-ordinate Reference:</b>	Well Three Rivers #3-33-820
<b>Company:</b>	Axia Energy	<b>TVD Reference:</b>	WELL @ 4775.00usft
<b>Project:</b>	Uintah Co., UT	<b>MD Reference:</b>	WELL @ 4775.00usft
<b>Site:</b>	Sec.3-T8S-R20E	<b>North Reference:</b>	True
<b>Well:</b>	Three Rivers #3-33-820	<b>Survey Calculation Method:</b>	Minimum Curvature
<b>Wellbore:</b>	Wellbore #1		
<b>Design:</b>	Design #1		

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

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

<b>Well</b>	Three Rivers #3-33-820					
<b>Well Position</b>	<b>+N/-S</b>	-0.01 usft	<b>Northing:</b>	7,229,875.261 usft	<b>Latitude:</b>	40° 9' 11.880 N
	<b>+E/-W</b>	16.21 usft	<b>Easting:</b>	2,155,707.727 usft	<b>Longitude:</b>	109° 39' 22.781 W
<b>Position Uncertainty</b>		0.00 usft	<b>Wellhead Elevation:</b>	usft	<b>Ground Level:</b>	4,759.00 usft

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

<b>Design</b>	Design #1			
<b>Audit Notes:</b>				
<b>Version:</b>	<b>Phase:</b>	PLAN	<b>Tie On Depth:</b>	0.00
<b>Vertical Section:</b>	<b>Depth From (TVD)</b>	<b>+N/-S</b>	<b>+E/-W</b>	<b>Direction</b>
	(usft)	(usft)	(usft)	(°)
	0.00	0.00	0.00	178.84

<b>Plan Sections</b>										
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	
1,510.30	0.00	0.00	1,510.30	0.00	0.00	0.00	0.00	0.00	0.00	
2,510.39	20.00	178.84	2,490.20	-172.76	3.50	2.00	2.00	0.00	178.84	
3,074.30	20.00	178.84	3,020.10	-365.61	7.40	0.00	0.00	0.00	0.00	
4,074.39	0.00	0.00	4,000.00	-538.37	10.90	2.00	-2.00	0.00	180.00	TR 3-33-820 Tgt
8,874.39	0.00	0.00	8,800.00	-538.37	10.90	0.00	0.00	0.00	0.00	



<b>Database:</b>	EDM 5000.1 Single User Db	<b>Local Co-ordinate Reference:</b>	Well Three Rivers #3-33-820
<b>Company:</b>	Axia Energy	<b>TVD Reference:</b>	WELL @ 4775.00usft
<b>Project:</b>	Uintah Co., UT	<b>MD Reference:</b>	WELL @ 4775.00usft
<b>Site:</b>	Sec.3-T8S-R20E	<b>North Reference:</b>	True
<b>Well:</b>	Three Rivers #3-33-820	<b>Survey Calculation Method:</b>	Minimum Curvature
<b>Wellbore:</b>	Wellbore #1		
<b>Design:</b>	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
<b>8 5/8" Csg.</b>										
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
<b>Start Build 2.00</b>										
1,510.30	0.00	0.00	1,510.30	0.00	0.00	0.00	0.00	0.00	0.00	0.00
1,600.00	1.79	178.84	1,599.99	-1.40	0.03	1.40	2.00	2.00	2.00	0.00
1,700.00	3.79	178.84	1,699.86	-6.28	0.13	6.28	2.00	2.00	2.00	0.00
1,800.00	5.79	178.84	1,799.51	-14.63	0.30	14.64	2.00	2.00	2.00	0.00
1,900.00	7.79	178.84	1,898.80	-26.46	0.54	26.46	2.00	2.00	2.00	0.00
2,000.00	9.79	178.84	1,997.62	-41.74	0.85	41.75	2.00	2.00	2.00	0.00
2,100.00	11.79	178.84	2,095.84	-60.47	1.22	60.48	2.00	2.00	2.00	0.00
2,200.00	13.79	178.84	2,193.36	-82.61	1.67	82.62	2.00	2.00	2.00	0.00
2,300.00	15.79	178.84	2,290.04	-108.13	2.19	108.16	2.00	2.00	2.00	0.00
2,400.00	17.79	178.84	2,385.77	-137.02	2.77	137.05	2.00	2.00	2.00	0.00
2,500.00	19.79	178.84	2,480.43	-169.23	3.43	169.26	2.00	2.00	2.00	0.00
<b>Start 563.91 hold at 2510.39 MD</b>										
2,510.39	20.00	178.84	2,490.20	-172.76	3.50	172.80	2.00	2.00	2.00	0.00
2,600.00	20.00	178.84	2,574.40	-203.41	4.12	203.45	0.00	0.00	0.00	0.00
2,700.00	20.00	178.84	2,668.37	-237.61	4.81	237.66	0.00	0.00	0.00	0.00
2,800.00	20.00	178.84	2,762.34	-271.80	5.50	271.86	0.00	0.00	0.00	0.00
2,900.00	20.00	178.84	2,856.31	-306.00	6.20	306.07	0.00	0.00	0.00	0.00
<b>Green River</b>										
2,962.46	20.00	178.84	2,915.00	-327.36	6.63	327.43	0.00	0.00	0.00	0.00
3,000.00	20.00	178.84	2,950.28	-340.20	6.89	340.27	0.00	0.00	0.00	0.00
<b>Start Drop -2.00</b>										
3,074.30	20.00	178.84	3,020.10	-365.61	7.40	365.68	0.00	0.00	0.00	0.00
3,100.00	19.49	178.84	3,044.28	-374.29	7.58	374.37	2.00	-2.00	0.00	0.00
3,200.00	17.49	178.84	3,139.12	-405.99	8.22	406.08	2.00	-2.00	0.00	0.00
3,300.00	15.49	178.84	3,235.00	-434.37	8.80	434.46	2.00	-2.00	0.00	0.00
3,400.00	13.49	178.84	3,331.82	-459.38	9.30	459.47	2.00	-2.00	0.00	0.00
3,500.00	11.49	178.84	3,429.45	-481.00	9.74	481.09	2.00	-2.00	0.00	0.00
3,600.00	9.49	178.84	3,527.77	-499.19	10.11	499.30	2.00	-2.00	0.00	0.00
3,700.00	7.49	178.84	3,626.67	-513.95	10.41	514.06	2.00	-2.00	0.00	0.00
3,800.00	5.49	178.84	3,726.02	-525.25	10.64	525.35	2.00	-2.00	0.00	0.00
3,900.00	3.49	178.84	3,825.71	-533.07	10.79	533.18	2.00	-2.00	0.00	0.00
4,000.00	1.49	178.84	3,925.61	-537.41	10.88	537.52	2.00	-2.00	0.00	0.00
<b>Start 4800.00 hold at 4074.39 MD - TR 3-33-820 Tgt</b>										
4,074.39	0.00	0.00	4,000.00	-538.37	10.90	538.48	2.00	-2.00	0.00	0.00
4,100.00	0.00	0.00	4,025.61	-538.37	10.90	538.48	0.00	0.00	0.00	0.00



<b>Database:</b>	EDM 5000.1 Single User Db	<b>Local Co-ordinate Reference:</b>	Well Three Rivers #3-33-820
<b>Company:</b>	Axia Energy	<b>TVD Reference:</b>	WELL @ 4775.00usft
<b>Project:</b>	Uintah Co., UT	<b>MD Reference:</b>	WELL @ 4775.00usft
<b>Site:</b>	Sec.3-T8S-R20E	<b>North Reference:</b>	True
<b>Well:</b>	Three Rivers #3-33-820	<b>Survey Calculation Method:</b>	Minimum Curvature
<b>Wellbore:</b>	Wellbore #1		
<b>Design:</b>	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	4,125.61	-538.37	10.90	538.48	0.00	0.00	0.00
4,300.00	0.00	0.00	4,225.61	-538.37	10.90	538.48	0.00	0.00	0.00
4,400.00	0.00	0.00	4,325.61	-538.37	10.90	538.48	0.00	0.00	0.00
4,500.00	0.00	0.00	4,425.61	-538.37	10.90	538.48	0.00	0.00	0.00
4,600.00	0.00	0.00	4,525.61	-538.37	10.90	538.48	0.00	0.00	0.00
4,700.00	0.00	0.00	4,625.61	-538.37	10.90	538.48	0.00	0.00	0.00
4,800.00	0.00	0.00	4,725.61	-538.37	10.90	538.48	0.00	0.00	0.00
4,900.00	0.00	0.00	4,825.61	-538.37	10.90	538.48	0.00	0.00	0.00
5,000.00	0.00	0.00	4,925.61	-538.37	10.90	538.48	0.00	0.00	0.00
5,100.00	0.00	0.00	5,025.61	-538.37	10.90	538.48	0.00	0.00	0.00
5,200.00	0.00	0.00	5,125.61	-538.37	10.90	538.48	0.00	0.00	0.00
5,300.00	0.00	0.00	5,225.61	-538.37	10.90	538.48	0.00	0.00	0.00
5,400.00	0.00	0.00	5,325.61	-538.37	10.90	538.48	0.00	0.00	0.00
5,500.00	0.00	0.00	5,425.61	-538.37	10.90	538.48	0.00	0.00	0.00
5,600.00	0.00	0.00	5,525.61	-538.37	10.90	538.48	0.00	0.00	0.00
5,700.00	0.00	0.00	5,625.61	-538.37	10.90	538.48	0.00	0.00	0.00
5,800.00	0.00	0.00	5,725.61	-538.37	10.90	538.48	0.00	0.00	0.00
5,900.00	0.00	0.00	5,825.61	-538.37	10.90	538.48	0.00	0.00	0.00
6,000.00	0.00	0.00	5,925.61	-538.37	10.90	538.48	0.00	0.00	0.00
6,100.00	0.00	0.00	6,025.61	-538.37	10.90	538.48	0.00	0.00	0.00
6,200.00	0.00	0.00	6,125.61	-538.37	10.90	538.48	0.00	0.00	0.00
6,300.00	0.00	0.00	6,225.61	-538.37	10.90	538.48	0.00	0.00	0.00
6,400.00	0.00	0.00	6,325.61	-538.37	10.90	538.48	0.00	0.00	0.00
6,500.00	0.00	0.00	6,425.61	-538.37	10.90	538.48	0.00	0.00	0.00
6,600.00	0.00	0.00	6,525.61	-538.37	10.90	538.48	0.00	0.00	0.00
<b>Uteland Butte</b>									
6,674.39	0.00	0.00	6,600.00	-538.37	10.90	538.48	0.00	0.00	0.00
6,700.00	0.00	0.00	6,625.61	-538.37	10.90	538.48	0.00	0.00	0.00
6,800.00	0.00	0.00	6,725.61	-538.37	10.90	538.48	0.00	0.00	0.00
<b>Wasatch</b>									
6,817.39	0.00	0.00	6,743.00	-538.37	10.90	538.48	0.00	0.00	0.00
6,900.00	0.00	0.00	6,825.61	-538.37	10.90	538.48	0.00	0.00	0.00
7,000.00	0.00	0.00	6,925.61	-538.37	10.90	538.48	0.00	0.00	0.00
7,100.00	0.00	0.00	7,025.61	-538.37	10.90	538.48	0.00	0.00	0.00
7,200.00	0.00	0.00	7,125.61	-538.37	10.90	538.48	0.00	0.00	0.00
7,300.00	0.00	0.00	7,225.61	-538.37	10.90	538.48	0.00	0.00	0.00
7,400.00	0.00	0.00	7,325.61	-538.37	10.90	538.48	0.00	0.00	0.00
7,500.00	0.00	0.00	7,425.61	-538.37	10.90	538.48	0.00	0.00	0.00
7,600.00	0.00	0.00	7,525.61	-538.37	10.90	538.48	0.00	0.00	0.00
7,700.00	0.00	0.00	7,625.61	-538.37	10.90	538.48	0.00	0.00	0.00
7,800.00	0.00	0.00	7,725.61	-538.37	10.90	538.48	0.00	0.00	0.00
7,900.00	0.00	0.00	7,825.61	-538.37	10.90	538.48	0.00	0.00	0.00
8,000.00	0.00	0.00	7,925.61	-538.37	10.90	538.48	0.00	0.00	0.00
8,100.00	0.00	0.00	8,025.61	-538.37	10.90	538.48	0.00	0.00	0.00
8,200.00	0.00	0.00	8,125.61	-538.37	10.90	538.48	0.00	0.00	0.00
8,300.00	0.00	0.00	8,225.61	-538.37	10.90	538.48	0.00	0.00	0.00
8,400.00	0.00	0.00	8,325.61	-538.37	10.90	538.48	0.00	0.00	0.00
8,500.00	0.00	0.00	8,425.61	-538.37	10.90	538.48	0.00	0.00	0.00
8,600.00	0.00	0.00	8,525.61	-538.37	10.90	538.48	0.00	0.00	0.00
8,700.00	0.00	0.00	8,625.61	-538.37	10.90	538.48	0.00	0.00	0.00
8,800.00	0.00	0.00	8,725.61	-538.37	10.90	538.48	0.00	0.00	0.00
<b>TD at 8874.39</b>									
8,874.39	0.00	0.00	8,800.00	-538.37	10.90	538.48	0.00	0.00	0.00

<b>Database:</b>	EDM 5000.1 Single User Db	<b>Local Co-ordinate Reference:</b>	Well Three Rivers #3-33-820
<b>Company:</b>	Axia Energy	<b>TVD Reference:</b>	WELL @ 4775.00usft
<b>Project:</b>	Uintah Co., UT	<b>MD Reference:</b>	WELL @ 4775.00usft
<b>Site:</b>	Sec.3-T8S-R20E	<b>North Reference:</b>	True
<b>Well:</b>	Three Rivers #3-33-820	<b>Survey Calculation Method:</b>	Minimum Curvature
<b>Wellbore:</b>	Wellbore #1		
<b>Design:</b>	Design #1		

## Design Targets

Target Name - hit/miss target - Shape	Dip Angle (°)	Dip Dir. (°)	TVD (usft)	+N/-S (usft)	+E/-W (usft)	Northing (usft)	Easting (usft)	Latitude	Longitude
TR 3-33-820 Tgt - plan hits target center - Point	0.00	0.00	4,000.00	-538.37	10.90	7,229,337.226	2,155,729.723	40° 9' 6.559 N	109° 39' 22.640 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 (°)
2,962.46	2,915.00	Green River		0.00	
6,674.39	6,600.00	Uteland Butte		0.00	
6,817.39	6,743.00	Wasatch		0.00	

## Plan Annotations

Measured Depth (usft)	Vertical Depth (usft)	Local Coordinates		Comment
		+N/-S (usft)	+E/-W (usft)	
1,510.30	1,510.30	0.00	0.00	Start Build 2.00
2,510.39	2,490.20	-172.76	3.50	Start 563.91 hold at 2510.39 MD
3,074.30	3,020.10	-365.61	7.40	Start Drop -2.00
4,074.39	4,000.00	-538.37	10.90	Start 4800.00 hold at 4074.39 MD
8,874.39	8,800.00	-538.37	10.90	TD at 8874.39

# Axia Energy

Uintah Co., UT  
Sec.3-T8S-R20E  
Three Rivers #3-33-820

Wellbore #1  
Design #1

## Anticollision Report

21 February, 2012

**CONFIDENTIAL**



Sharewell Energy Services, LP  
Anticollision Report



<b>Company:</b>	Axia Energy	<b>Local Co-ordinate Reference:</b>	Well Three Rivers #3-33-820
<b>Project:</b>	Uintah Co., UT	<b>TVD Reference:</b>	WELL @ 4775.00usft
<b>Reference Site:</b>	Sec.3-T8S-R20E	<b>MD Reference:</b>	WELL @ 4775.00usft
<b>Site Error:</b>	0.00 usft	<b>North Reference:</b>	True
<b>Reference Well:</b>	Three Rivers #3-33-820	<b>Survey Calculation Method:</b>	Minimum Curvature
<b>Well Error:</b>	0.00 usft	<b>Output errors are at</b>	2.00 sigma
<b>Reference Wellbore</b>	Wellbore #1	<b>Database:</b>	EDM 5000.1 Single User Db
<b>Reference Design:</b>	Design #1	<b>Offset TVD Reference:</b>	Reference Datum

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

<b>Survey Tool Program</b>	Date	02/21/12		
<b>From (usft)</b>	<b>To (usft)</b>	<b>Survey (Wellbore)</b>	<b>Tool Name</b>	<b>Description</b>
0.00	8,874.39	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 #3-32-820 - Wellbore #1 - Design #1	1,510.30	1,510.30	16.21	9.68	2.483	CC
Three Rivers #3-32-820 - Wellbore #1 - Design #1	1,600.00	1,599.97	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
Reference													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	-89.99	0.00	-16.21	16.21						
100.00	100.00	100.00	100.00	0.09	0.09	-89.99	0.00	-16.21	16.21	16.02	0.19	85.865			
200.00	200.00	200.00	200.00	0.32	0.32	-89.99	0.00	-16.21	16.21	15.57	0.64	25.397			
300.00	300.00	300.00	300.00	0.54	0.54	-89.99	0.00	-16.21	16.21	15.12	1.09	14.902			
400.00	400.00	400.00	400.00	0.77	0.77	-89.99	0.00	-16.21	16.21	14.67	1.54	10.545			
500.00	500.00	500.00	500.00	0.99	0.99	-89.99	0.00	-16.21	16.21	14.22	1.99	8.159			
600.00	600.00	600.00	600.00	1.22	1.22	-89.99	0.00	-16.21	16.21	13.78	2.44	6.654			
700.00	700.00	700.00	700.00	1.44	1.44	-89.99	0.00	-16.21	16.21	13.33	2.89	5.617			
800.00	800.00	800.00	800.00	1.67	1.67	-89.99	0.00	-16.21	16.21	12.88	3.34	4.860			
900.00	900.00	900.00	900.00	1.89	1.89	-89.99	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	-89.99	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	-89.99	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	-89.99	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	-89.99	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	-89.99	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	-89.99	0.00	-16.21	16.21	9.73	6.48	2.501			
1,510.30	1,510.30	1,510.30	1,510.30	3.26	3.26	-89.99	0.00	-16.21	16.21	9.68	6.53	2.483	CC		
1,534.58	1,534.58	1,534.58	1,534.58	3.31	3.32	-89.62	0.00	-16.21	16.21	9.58	6.63	2.445			
1,600.00	1,599.99	1,599.97	1,599.97	3.44	3.47	-84.34	0.21	-16.21	16.31	9.41	6.90	2.363	ES, SF		
1,700.00	1,699.86	1,699.49	1,699.44	3.61	3.69	-59.99	3.11	-16.13	18.78	11.48	7.30	2.574			
1,800.00	1,799.51	1,797.85	1,797.60	3.80	3.91	-34.10	9.38	-15.96	29.06	21.37	7.69	3.780			
1,900.00	1,898.80	1,894.36	1,893.64	3.99	4.13	-19.74	18.79	-15.70	48.36	40.29	8.07	5.991			
2,000.00	1,997.62	1,988.40	1,986.87	4.21	4.36	-12.56	31.08	-15.37	75.38	66.93	8.45	8.924			
2,100.00	2,095.84	2,079.41	2,076.67	4.47	4.59	-8.66	45.87	-14.97	109.26	100.45	8.81	12.399			
2,200.00	2,193.36	2,166.91	2,162.51	4.76	4.84	-6.35	62.77	-14.52	149.49	140.33	9.17	16.311			

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

Sharewell Energy Services, LP  
Anticollision Report



<b>Company:</b>	Axia Energy	<b>Local Co-ordinate Reference:</b>	Well Three Rivers #3-33-820
<b>Project:</b>	Uintah Co., UT	<b>TVD Reference:</b>	WELL @ 4775.00usft
<b>Reference Site:</b>	Sec.3-T8S-R20E	<b>MD Reference:</b>	WELL @ 4775.00usft
<b>Site Error:</b>	0.00 usft	<b>North Reference:</b>	True
<b>Reference Well:</b>	Three Rivers #3-33-820	<b>Survey Calculation Method:</b>	Minimum Curvature
<b>Well Error:</b>	0.00 usft	<b>Output errors are at</b>	2.00 sigma
<b>Reference Wellbore</b>	Wellbore #1	<b>Database:</b>	EDM 5000.1 Single User Db
<b>Reference Design:</b>	Design #1	<b>Offset TVD Reference:</b>	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	2,290.04	2,250.50	2,244.00	5.11	5.10	-4.89	81.36	-14.02	195.68	186.17	9.51	20.585		
2,400.00	2,385.77	2,329.86	2,320.84	5.52	5.37	-3.90	101.20	-13.48	247.45	237.61	9.83	25.171		
2,500.00	2,480.43	2,400.00	2,388.27	5.99	5.63	-3.24	120.50	-12.96	304.48	294.34	10.14	30.032		
2,510.39	2,490.20	2,412.30	2,400.04	6.04	5.68	-3.16	124.06	-12.86	310.64	300.46	10.18	30.511		
2,600.00	2,574.41	2,475.86	2,460.64	6.51	5.95	-2.72	143.23	-12.35	365.20	354.66	10.54	34.644		
2,700.00	2,668.37	2,544.27	2,525.37	7.05	6.26	-2.35	165.36	-11.75	427.91	416.96	10.95	39.091		
2,800.00	2,762.34	2,617.66	2,594.36	7.62	6.63	-2.05	190.37	-11.08	492.03	480.67	11.37	43.282		
2,900.00	2,856.31	2,694.28	2,666.36	8.21	7.02	-1.82	216.56	-10.37	556.27	544.47	11.79	47.167		
3,000.00	2,950.28	2,770.90	2,738.36	8.82	7.43	-1.63	242.76	-9.66	620.50	608.27	12.23	50.741		
3,074.30	3,020.10	2,827.82	2,791.85	9.27	7.74	-1.51	262.22	-9.14	668.23	655.68	12.56	53.219		
3,100.00	3,044.28	2,847.59	2,810.42	9.41	7.85	-1.47	268.98	-8.95	684.66	671.96	12.70	53.909		
3,200.00	3,139.12	2,925.87	2,883.99	9.88	8.30	-1.34	295.74	-8.23	746.85	733.60	13.26	56.334		
3,300.00	3,235.00	3,006.28	2,959.54	10.33	8.76	-1.23	323.23	-7.49	806.28	792.47	13.81	58.374		
3,400.00	3,331.82	3,096.38	3,044.25	10.76	9.27	-1.12	353.92	-6.66	862.79	848.42	14.37	60.026		
3,500.00	3,429.45	3,220.93	3,162.54	11.15	9.84	-1.01	392.90	-5.61	913.87	898.92	14.95	61.113		
3,600.00	3,527.77	3,354.20	3,290.85	11.50	10.41	-0.91	428.87	-4.64	957.94	942.40	15.54	61.658		
3,700.00	3,626.67	3,495.38	3,428.43	11.82	10.96	-0.83	460.42	-3.79	994.43	978.31	16.12	61.693		
3,800.00	3,726.03	3,643.30	3,574.07	12.09	11.46	-0.78	486.16	-3.09	1,022.85	1,006.16	16.69	61.282		
3,900.00	3,825.71	3,796.47	3,726.09	12.33	11.88	-0.74	504.87	-2.59	1,042.80	1,025.56	17.24	60.478		
4,000.00	3,925.61	3,953.15	3,882.37	12.52	12.21	-0.72	515.58	-2.30	1,053.96	1,036.20	17.76	59.341		
4,074.39	4,000.00	4,070.81	4,000.00	12.63	12.40	-0.71	517.99	-2.24	1,056.45	1,038.33	18.12	58.314		
4,100.00	4,025.61	4,096.41	4,025.61	12.67	12.43	-0.71	517.99	-2.24	1,056.45	1,038.24	18.21	58.006		
4,200.00	4,125.61	4,196.41	4,125.61	12.81	12.58	-0.71	517.99	-2.24	1,056.45	1,037.84	18.61	56.767		
4,300.00	4,225.61	4,296.41	4,225.61	12.95	12.73	-0.71	517.99	-2.24	1,056.45	1,037.44	19.01	55.571		
4,400.00	4,325.61	4,396.41	4,325.61	13.10	12.89	-0.71	517.99	-2.24	1,056.45	1,037.04	19.41	54.419		
4,500.00	4,425.61	4,496.41	4,425.61	13.24	13.04	-0.71	517.99	-2.24	1,056.45	1,036.63	19.82	53.308		
4,600.00	4,525.61	4,596.41	4,525.61	13.39	13.20	-0.71	517.99	-2.24	1,056.45	1,036.22	20.22	52.237		
4,700.00	4,625.61	4,696.41	4,625.61	13.55	13.36	-0.71	517.99	-2.24	1,056.45	1,035.82	20.63	51.203		
4,800.00	4,725.61	4,796.41	4,725.61	13.70	13.52	-0.71	517.99	-2.24	1,056.45	1,035.41	21.04	50.206		
4,900.00	4,825.61	4,896.41	4,825.61	13.86	13.69	-0.71	517.99	-2.24	1,056.45	1,035.00	21.45	49.243		
5,000.00	4,925.61	4,996.41	4,925.61	14.01	13.85	-0.71	517.99	-2.24	1,056.45	1,034.58	21.87	48.313		
5,100.00	5,025.61	5,096.41	5,025.61	14.17	14.02	-0.71	517.99	-2.24	1,056.45	1,034.17	22.28	47.414		
5,200.00	5,125.61	5,196.41	5,125.61	14.34	14.19	-0.71	517.99	-2.24	1,056.45	1,033.75	22.70	46.546		
5,300.00	5,225.61	5,296.41	5,225.61	14.50	14.36	-0.71	517.99	-2.24	1,056.45	1,033.33	23.11	45.706		
5,400.00	5,325.61	5,396.41	5,325.61	14.66	14.53	-0.71	517.99	-2.24	1,056.45	1,032.92	23.53	44.894		
5,500.00	5,425.61	5,496.41	5,425.61	14.83	14.70	-0.71	517.99	-2.24	1,056.45	1,032.50	23.95	44.108		
5,600.00	5,525.61	5,596.41	5,525.61	15.00	14.88	-0.71	517.99	-2.24	1,056.45	1,032.08	24.37	43.347		
5,700.00	5,625.61	5,696.41	5,625.61	15.17	15.05	-0.71	517.99	-2.24	1,056.45	1,031.66	24.79	42.610		
5,800.00	5,725.61	5,796.41	5,725.61	15.34	15.23	-0.71	517.99	-2.24	1,056.45	1,031.23	25.22	41.896		
5,900.00	5,825.61	5,896.41	5,825.61	15.51	15.41	-0.71	517.99	-2.24	1,056.45	1,030.81	25.64	41.205		
6,000.00	5,925.61	5,996.41	5,925.61	15.68	15.59	-0.71	517.99	-2.24	1,056.45	1,030.39	26.06	40.534		
6,100.00	6,025.61	6,096.41	6,025.61	15.86	15.77	-0.71	517.99	-2.24	1,056.45	1,029.96	26.49	39.883		
6,200.00	6,125.61	6,196.41	6,125.61	16.03	15.95	-0.71	517.99	-2.24	1,056.45	1,029.53	26.91	39.252		
6,300.00	6,225.61	6,296.41	6,225.61	16.21	16.13	-0.71	517.99	-2.24	1,056.45	1,029.11	27.34	38.646		
6,400.00	6,325.61	6,396.41	6,325.61	16.39	16.32	-0.71	517.99	-2.24	1,056.45	1,028.68	27.77	38.045		
6,500.00	6,425.61	6,496.41	6,425.61	16.57	16.50	-0.71	517.99	-2.24	1,056.45	1,028.25	28.20	37.468		
6,600.00	6,525.61	6,596.41	6,525.61	16.75	16.69	-0.71	517.99	-2.24	1,056.45	1,027.82	28.62	36.907		
6,700.00	6,625.61	6,696.41	6,625.61	16.93	16.87	-0.71	517.99	-2.24	1,056.45	1,027.39	29.05	36.361		
6,800.00	6,725.61	6,796.41	6,725.61	17.12	17.06	-0.71	517.99	-2.24	1,056.45	1,026.96	29.48	35.831		
6,900.00	6,825.61	6,896.41	6,825.61	17.30	17.25	-0.71	517.99	-2.24	1,056.45	1,026.53	29.91	35.316		
7,000.00	6,925.61	6,996.41	6,925.61	17.48	17.44	-0.71	517.99	-2.24	1,056.45	1,026.10	30.35	34.814		
7,100.00	7,025.61	7,096.41	7,025.61	17.67	17.63	-0.71	517.99	-2.24	1,056.45	1,025.67	30.78	34.326		

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

Sharewell Energy Services, LP  
Anticollision Report



<b>Company:</b>	Axia Energy	<b>Local Co-ordinate Reference:</b>	Well Three Rivers #3-33-820
<b>Project:</b>	Uintah Co., UT	<b>TVD Reference:</b>	WELL @ 4775.00usft
<b>Reference Site:</b>	Sec.3-T8S-R20E	<b>MD Reference:</b>	WELL @ 4775.00usft
<b>Site Error:</b>	0.00 usft	<b>North Reference:</b>	True
<b>Reference Well:</b>	Three Rivers #3-33-820	<b>Survey Calculation Method:</b>	Minimum Curvature
<b>Well Error:</b>	0.00 usft	<b>Output errors are at</b>	2.00 sigma
<b>Reference Wellbore</b>	Wellbore #1	<b>Database:</b>	EDM 5000.1 Single User Db
<b>Reference Design:</b>	Design #1	<b>Offset TVD Reference:</b>	Reference Datum

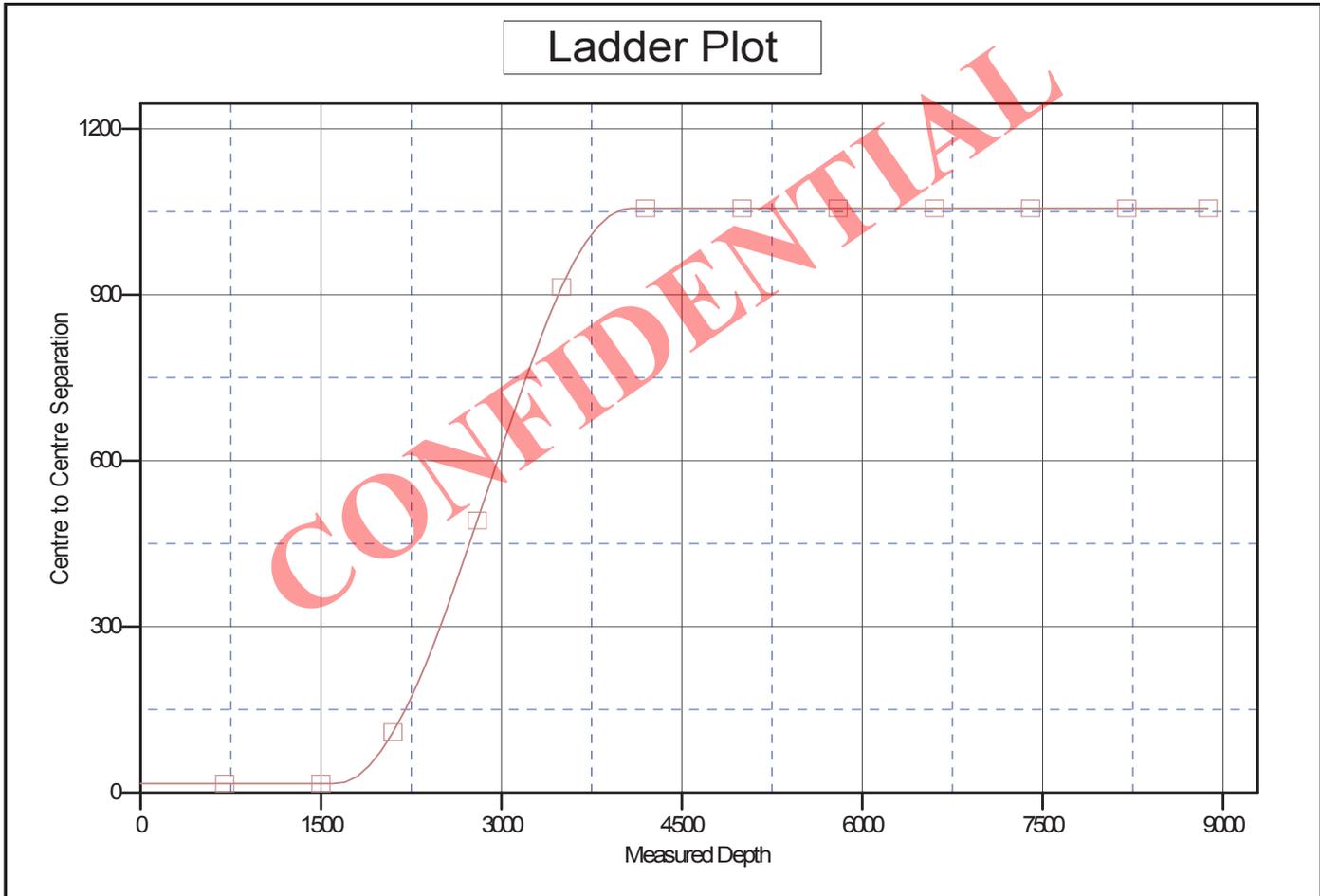
Offset Design													Offset Site Error:	0.00 usft
Survey Program: 0-MWD													Offset Well Error:	0.00 usft
Reference		Offset		Semi Major Axis			Distance						Warning	
Measured Depth (usft)	Vertical Depth (usft)	Measured Depth (usft)	Vertical Depth (usft)	Reference (usft)	Offset (usft)	Azimuth 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	7,125.61	7,196.41	7,125.61	17.86	17.82	-0.71	517.99	-2.24	1,056.45	1,025.24	31.21	33.850		
7,300.00	7,225.61	7,296.41	7,225.61	18.04	18.01	-0.71	517.99	-2.24	1,056.45	1,024.81	31.64	33.388		
7,400.00	7,325.61	7,396.41	7,325.61	18.23	18.21	-0.71	517.99	-2.24	1,056.45	1,024.37	32.07	32.937		
7,500.00	7,425.61	7,496.41	7,425.61	18.42	18.40	-0.71	517.99	-2.24	1,056.45	1,023.94	32.51	32.498		
7,600.00	7,525.61	7,596.41	7,525.61	18.61	18.59	-0.71	517.99	-2.24	1,056.45	1,023.51	32.94	32.070		
7,700.00	7,625.61	7,696.41	7,625.61	18.80	18.79	-0.71	517.99	-2.24	1,056.45	1,023.07	33.38	31.652		
7,800.00	7,725.61	7,796.41	7,725.61	18.99	18.98	-0.71	517.99	-2.24	1,056.45	1,022.64	33.81	31.245		
7,900.00	7,825.61	7,896.41	7,825.61	19.18	19.18	-0.71	517.99	-2.24	1,056.45	1,022.20	34.25	30.848		
8,000.00	7,925.61	7,996.41	7,925.61	19.38	19.38	-0.71	517.99	-2.24	1,056.45	1,021.77	34.68	30.461		
8,100.00	8,025.61	8,096.41	8,025.61	19.57	19.57	-0.71	517.99	-2.24	1,056.45	1,021.33	35.12	30.083		
8,200.00	8,125.61	8,196.41	8,125.61	19.76	19.77	-0.71	517.99	-2.24	1,056.45	1,020.90	35.55	29.714		
8,300.00	8,225.61	8,296.41	8,225.61	19.96	19.97	-0.71	517.99	-2.24	1,056.45	1,020.46	35.99	29.354		
8,400.00	8,325.61	8,396.41	8,325.61	20.15	20.17	-0.71	517.99	-2.24	1,056.45	1,020.02	36.43	29.002		
8,500.00	8,425.61	8,496.41	8,425.61	20.35	20.37	-0.71	517.99	-2.24	1,056.45	1,019.58	36.86	28.658		
8,600.00	8,525.61	8,596.41	8,525.61	20.55	20.57	-0.71	517.99	-2.24	1,056.45	1,019.15	37.30	28.322		
8,700.00	8,625.61	8,696.41	8,625.61	20.74	20.77	-0.71	517.99	-2.24	1,056.45	1,018.71	37.74	27.993		
8,800.00	8,725.61	8,796.41	8,725.61	20.94	20.97	-0.71	517.99	-2.24	1,056.45	1,018.27	38.18	27.672		
8,874.39	8,800.00	8,870.81	8,800.00	21.09	21.12	-0.71	517.99	-2.24	1,056.45	1,017.95	38.50	27.438		
8,874.99	8,800.60	8,871.40	8,800.60	21.09	21.12	-0.71	517.99	-2.24	1,056.45	1,017.94	38.51	27.436		



<b>Company:</b>	Axia Energy	<b>Local Co-ordinate Reference:</b>	Well Three Rivers #3-33-820
<b>Project:</b>	Uintah Co., UT	<b>TVD Reference:</b>	WELL @ 4775.00usft
<b>Reference Site:</b>	Sec.3-T8S-R20E	<b>MD Reference:</b>	WELL @ 4775.00usft
<b>Site Error:</b>	0.00 usft	<b>North Reference:</b>	True
<b>Reference Well:</b>	Three Rivers #3-33-820	<b>Survey Calculation Method:</b>	Minimum Curvature
<b>Well Error:</b>	0.00 usft	<b>Output errors are at</b>	2.00 sigma
<b>Reference Wellbore</b>	Wellbore #1	<b>Database:</b>	EDM 5000.1 Single User Db
<b>Reference Design:</b>	Design #1	<b>Offset TVD Reference:</b>	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 #3-33-820  
 Coordinate System is US State Plane 1983, Utah Central Zone  
 Grid Convergence at Surface is: 1.18°



LEGEND

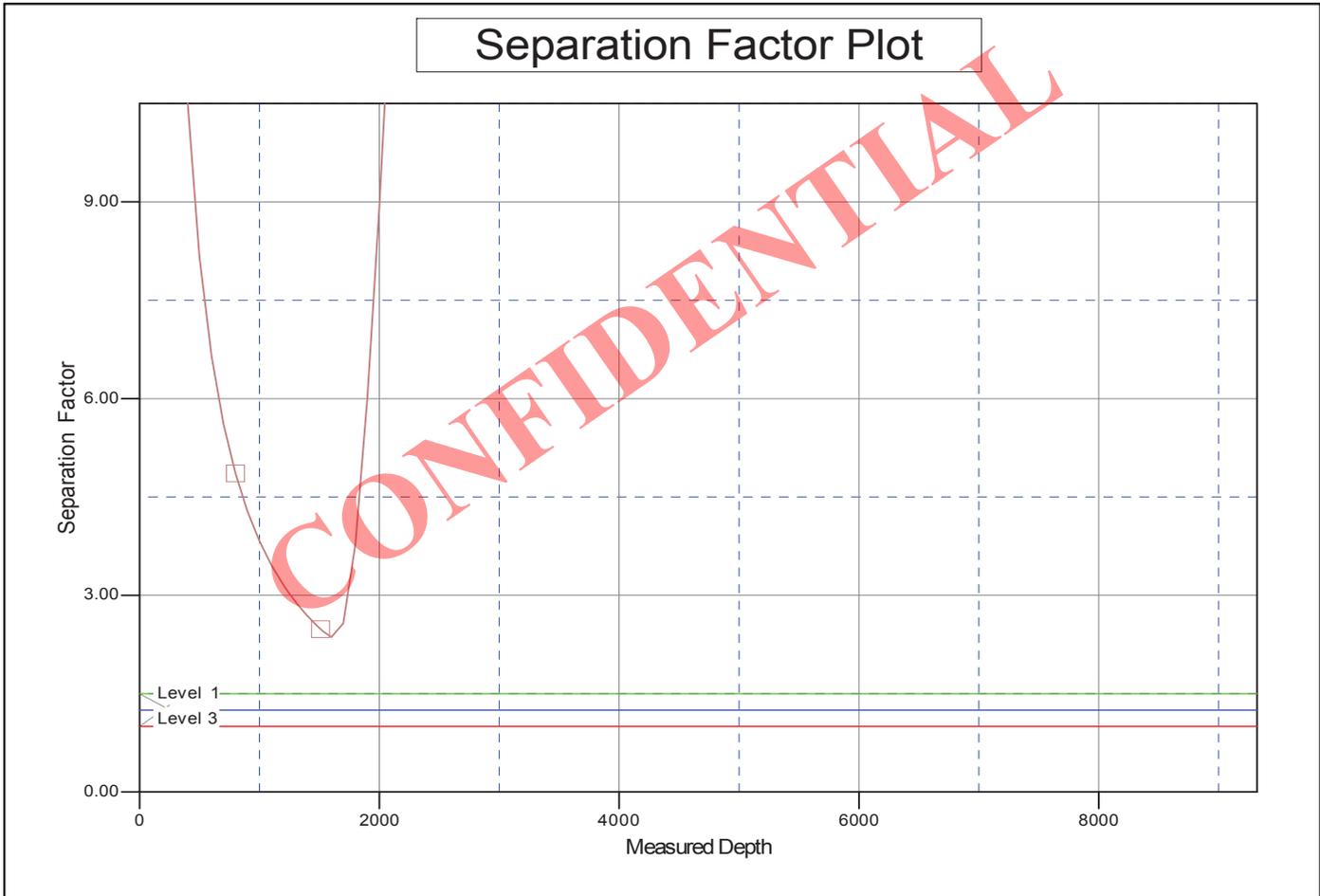
Three Rivers#3-32-820, Wellbore #1, Design #1 V0



<b>Company:</b>	Axia Energy	<b>Local Co-ordinate Reference:</b>	Well Three Rivers #3-33-820
<b>Project:</b>	Uintah Co., UT	<b>TVD Reference:</b>	WELL @ 4775.00usft
<b>Reference Site:</b>	Sec.3-T8S-R20E	<b>MD Reference:</b>	WELL @ 4775.00usft
<b>Site Error:</b>	0.00 usft	<b>North Reference:</b>	True
<b>Reference Well:</b>	Three Rivers #3-33-820	<b>Survey Calculation Method:</b>	Minimum Curvature
<b>Well Error:</b>	0.00 usft	<b>Output errors are at</b>	2.00 sigma
<b>Reference Wellbore</b>	Wellbore #1	<b>Database:</b>	EDM 5000.1 Single User Db
<b>Reference Design:</b>	Design #1	<b>Offset TVD Reference:</b>	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 #3-33-820  
Coordinate System is US State Plane 1983, Utah Central Zone  
Grid Convergence at Surface is: 1.18°



LEGEND

Three Rivers#3-32-820, Wellbore #1, Design #1 V0

# BOP Equipment

3000psi WP

**CONFIDENTIAL**

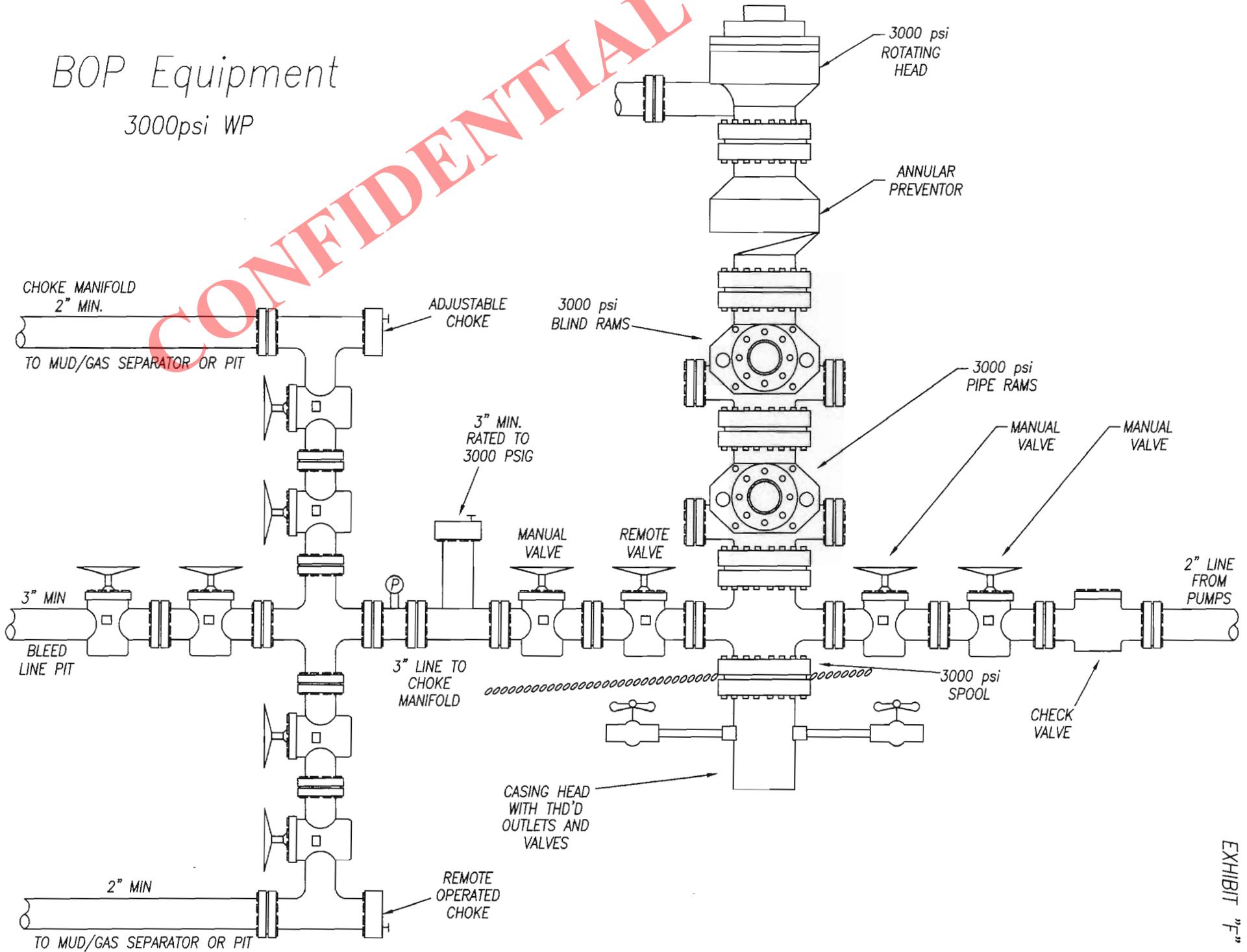


EXHIBIT "F"

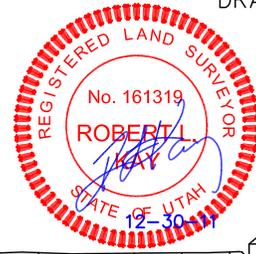
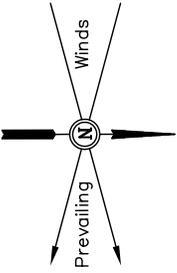
AXIA ENERGY

LOCATION LAYOUT FOR

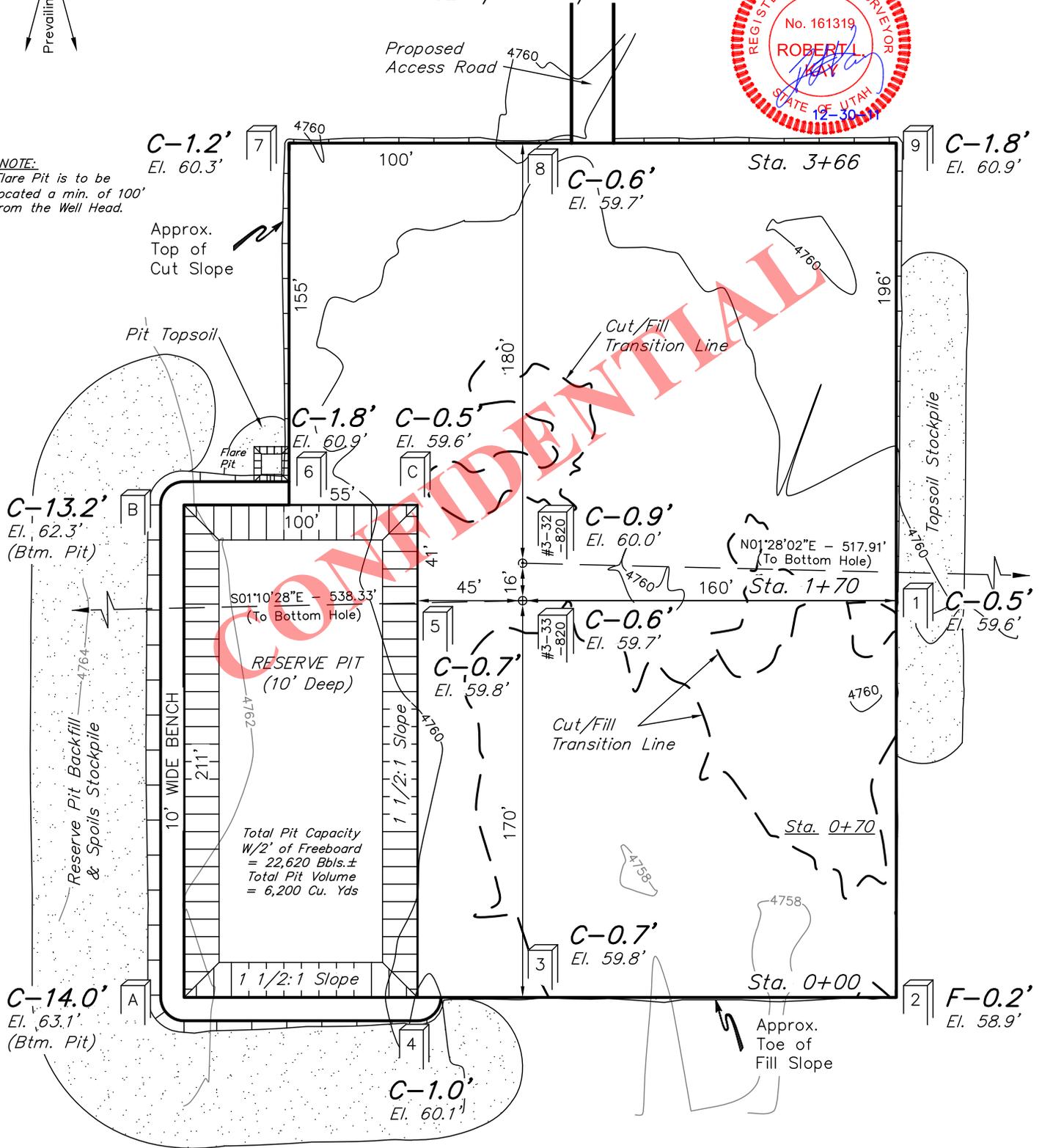
THREE RIVERS FEDERAL #3-32-820 & #3-33-820  
SECTION 3, T8S, R20E, S.L.B. & M.  
SE 1/4 NW 1/4

FIGURE #1

SCALE: 1" = 60'  
DATE: 12-29-11  
DRAWN BY: V.H.



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



Elev. Ungraded Ground At #3-33-820 Loc. Stake = 4759.7'  
FINISHED GRADE ELEV. AT #3-33-820 LOC. STAKE = 4759.1'

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

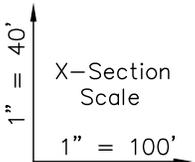
RECEIVED: June 01, 2012

**AXIA ENERGY**

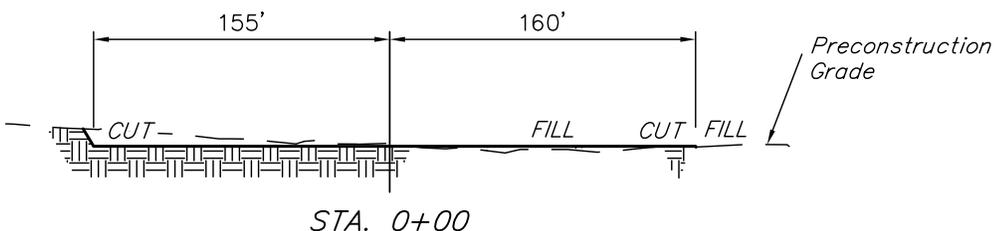
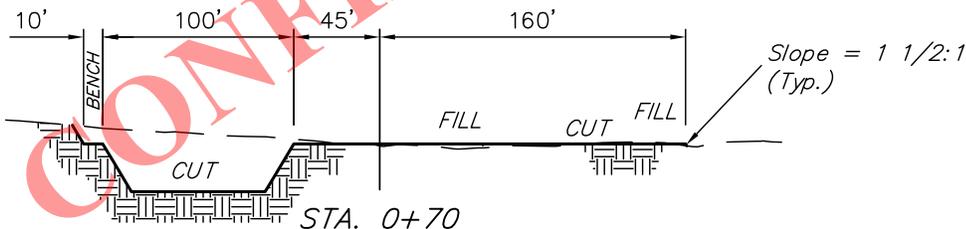
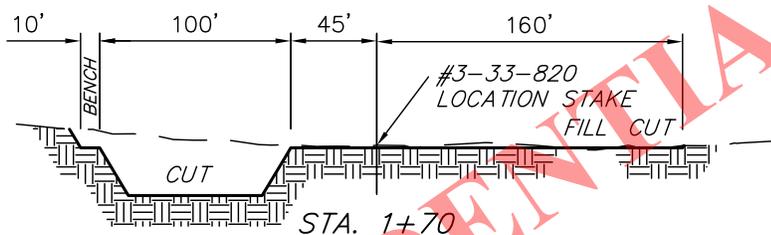
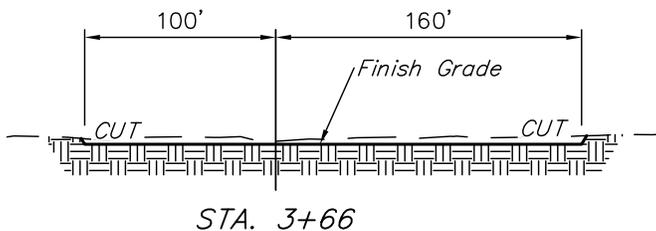
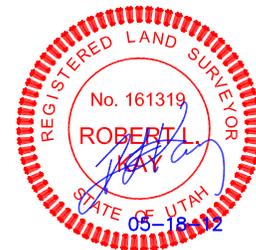
**FIGURE #2**

**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

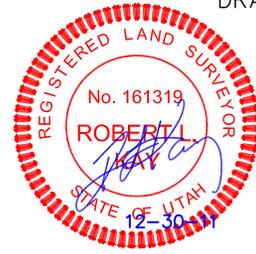
THREE RIVERS FEDERAL #3-32-820 & #3-33-820  
SECTION 3, T8S, R20E, S.L.B. & M.  
SE 1/4 NW 1/4

FIGURE #3

SCALE: 1" = 60'

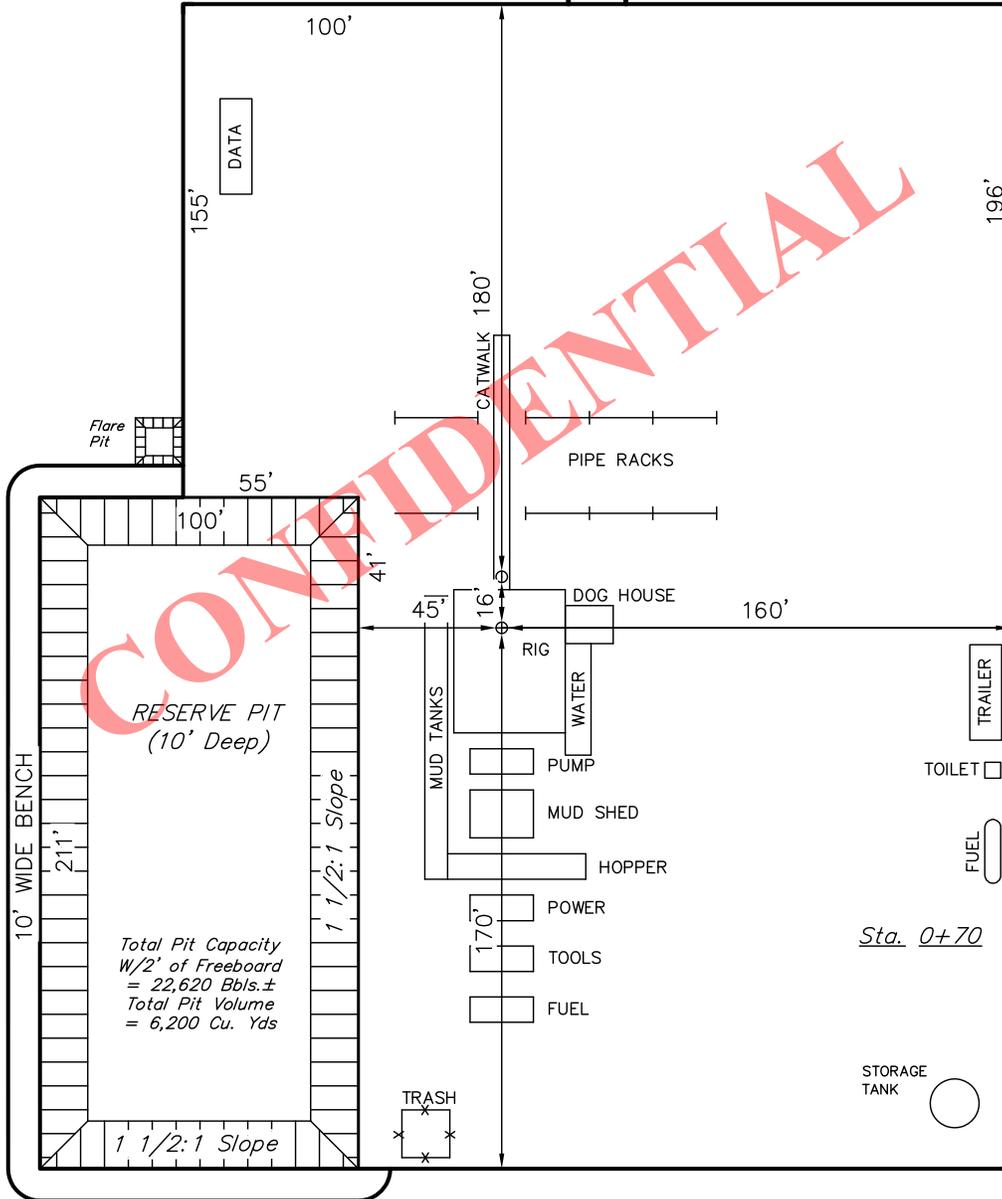
DATE: 12-29-11

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

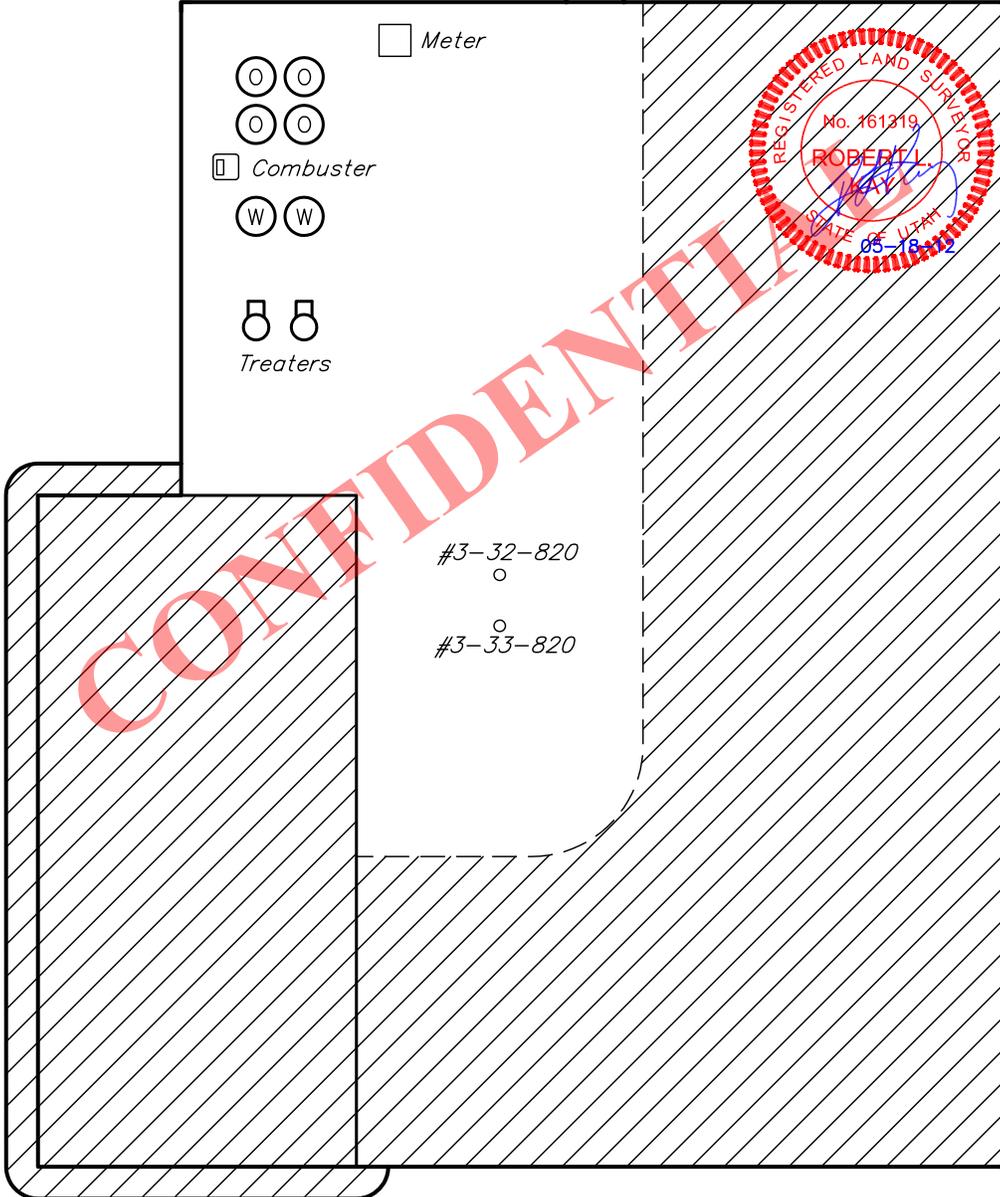
SCALE: 1" = 60'

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 3-33-820**  
*Surface Location:* 2112' FNL & 2200' FWL, SE/4 NW/4, Section 3, T8S, R20E,  
*Target Location:* 2640' 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.

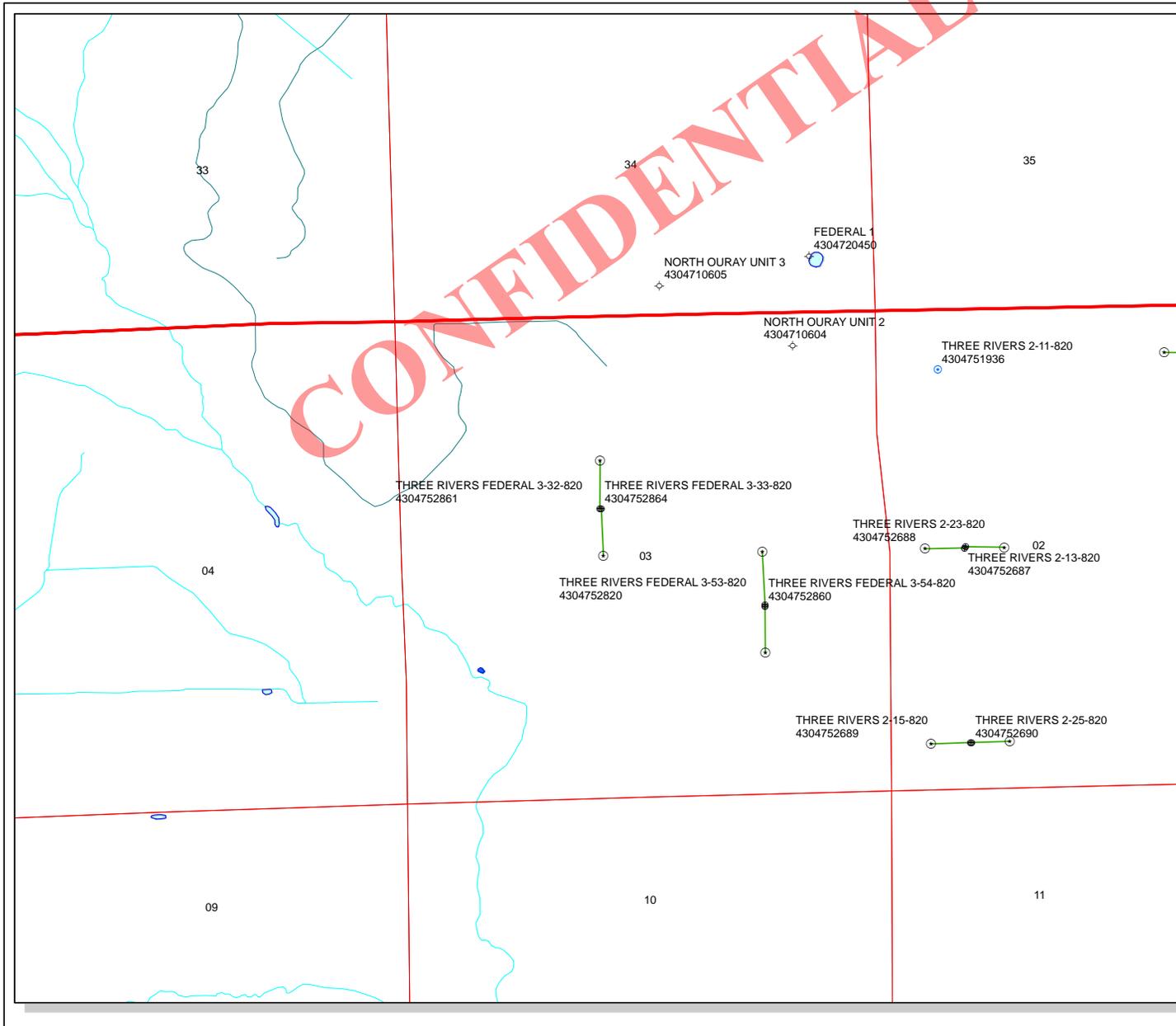
Thank you very much for your timely consideration of this application. Please feel free to contact Jess A. Peonio of Axia Energy, LLC at 720-746-5212 or myself should you have any questions or need additional information.

Sincerely,

Don Hamilton  
Agent for Axia Energy, LLC

cc: Jess A. Peonio, Axia Energy, LLC

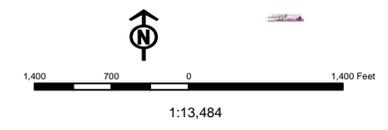
RECEIVED: June 07, 2012



**API Number: 4304752864**  
**Well Name: THREE RIVERS FEDERAL 3-33-820**  
**Township T08.0S Range R20.0E Section 03**  
**Meridian: SLBM**  
**Operator: AXIA ENERGY LLC**

Map Prepared:  
 Map Produced by Diana Mason

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



## WORKSHEET APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 6/1/2012

API NO. ASSIGNED: 43047528640000

WELL NAME: THREE RIVERS FEDERAL 3-33-820

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 2200 FWL

Engineering Review: 

BOTTOM: 2640 FNL 2204 FWL

Geology Review: 

COUNTY: UINTAH

LATITUDE: 40.15331

LONGITUDE: -109.65625

UTM SURF EASTINGS: 614447.00

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

Commingling Approved

## LOCATION AND SITING:

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

Comments: Presite Completed

Stipulations: 1 - Exception Location - 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 3-33-820  
**API Well Number:** 43047528640000  
**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 APPROVED  
OMB No. 1004-0136  
Expires July 31, 2010

UNITED STATES  
DEPARTMENT OF THE INTERIOR JUN 05 2012  
BUREAU OF LAND MANAGEMENT

APPLICATION FOR PERMIT TO DRILL OR REENTER

1a. Type of Work:  DRILL  REENTER

1b. Type of Well:  Oil Well  Gas Well  Other  Single Zone  Multiple Zone

CONFIDENTIAL

5. Lease Serial No.  
UTU85994

6. If Indian, Allottee or Tribe Name

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

8. Lease Name and Well No.  
THREE RIVERS FEDERAL 3-33-820

9. API Well No.  
43-047-52864

10. Field and Pool, or Exploratory  
UNDESIGNATED

2. Name of Operator  
AXIA ENERGY LLC

Contact: DON S HAMILTON  
E-Mail: starpoint@etv.net

3a. Address  
1430 LARIMER STREET SUITE #400  
DENVER, CO 80202

3b. Phone No. (include area code)  
Ph: 435-719-2018  
Fx: 435-719-2019

4. Location of Well (Report location clearly and in accordance with any State requirements.)\*

At surface SENW 2112FNL 2200FWL 40.153300 N Lat, 109.656328 W Lon

At proposed prod. zone SENW 2640FNL 2204FWL 40.151822 N Lat, 109.656289 W Lon

11. Sec., T., R., M., or Blk. and Survey or Area  
Sec 3 T8S R20E Mer SLB  
SME: BLM

14. Distance in miles and direction from nearest town or post office\*  
26.4 MILES SOUTHWEST OF VERNAL, UTAH

12. County or Parish  
UINTAH

13. State  
UT

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

17. Spacing Unit dedicated to this well  
40.00

18. Distance from proposed location to nearest well, drilling, completed, applied for, on this lease, ft.  
16

19. Proposed Depth  
8875 MD  
8800 TVD

20. BLM/BIA Bond No. on file  
UTB000464

21. Elevations (Show whether DF, KB, RT, GL, etc.)  
4760 GL

22. Approximate date work will start  
08/01/2012

23. Estimated duration  
60 DAYS

24. Attachments

DIV. OF OIL, GAS & MINING

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

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

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

Title PERMITTING AGENT

Approved by (Signature) Name (Printed/Typed) Jerry Kenczka Date DEC 11 2012

Title Assistant Field Manager Lands & Mineral Resources Office VERNAL FIELD OFFICE

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

CONDITIONS OF APPROVAL ATTACHED

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

Additional Operator Remarks (see next page)

Electronic Submission #139061 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 (12LBR0682AE)

UDOGM

NOTICE OF APPROVAL

\*\* BLM REVISED \*\*

125XS03047E NOS-3/16/12



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 3-33-820  
API No: 43-047-52864

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: <a href="mailto:blm_ut_vn_opreport@blm.gov">blm_ut_vn_opreport@blm.gov</a>
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<sub>x</sub> 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<sub>x</sub> 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 3<sup>rd</sup> 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](http://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 (¼¼, 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.

<b>STATE OF UTAH</b> DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	<b>FORM 9</b>
<b>SUNDRY NOTICES AND REPORTS ON WELLS</b>	
Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.	
<b>1. TYPE OF WELL</b> Oil Well	<b>5. LEASE DESIGNATION AND SERIAL NUMBER:</b> UTU85994
<b>2. NAME OF OPERATOR:</b> AXIA ENERGY LLC	<b>6. IF INDIAN, ALLOTTEE OR TRIBE NAME:</b>
<b>3. ADDRESS OF OPERATOR:</b> 1430 Larimer Ste 400 , Denver, CO, 80202	<b>7. UNIT or CA AGREEMENT NAME:</b>
<b>4. LOCATION OF WELL</b> <b>FOOTAGES AT SURFACE:</b> 2112 FNL 2200 FWL <b>QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:</b> Qtr/Qtr: SENW Section: 03 Township: 08.0S Range: 20.0E Meridian: S	<b>8. WELL NAME and NUMBER:</b> THREE RIVERS FEDERAL 3-33-820
<b>PHONE NUMBER:</b> 720 746-5200 Ext	<b>9. API NUMBER:</b> 43047528640000
<b>9. FIELD and POOL or WILDCAT:</b> WILDCAT	<b>COUNTY:</b> UINTAH
	<b>STATE:</b> UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> <b>NOTICE OF INTENT</b> Approximate date work will start: <b>9/15/2013</b>	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> <b>SUBSEQUENT REPORT</b> Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> <b>SPUD REPORT</b> Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input type="checkbox"/> <b>DRILLING REPORT</b> Report Date:	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input checked="" type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: <input style="width: 100px;" type="text"/>

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

Axia Energy LLC respectfully requests a one year extension of the state permit for the referenced well. This is the first extension that has been requested.

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

**Date:** May 23, 2013  
**By:**

<b>NAME (PLEASE PRINT)</b> Don Hamilton	<b>PHONE NUMBER</b> 435 719-2018	<b>TITLE</b> Permitting Agent (Buys & Associates, Inc)
<b>SIGNATURE</b> N/A	<b>DATE</b> 5/19/2013	



**The Utah Division of Oil, Gas, and Mining**

- State of Utah
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

**Request for Permit Extension Validation Well Number 43047528640000**

API: 43047528640000

Well Name: THREE RIVERS FEDERAL 3-33-820

Location: 2112 FNL 2200 FWL QTR SENW SEC 03 TWP 080S RNG 200E MER S

Company Permit Issued to: AXIA ENERGY LLC

Date Original Permit Issued: 6/28/2012

The undersigned as owner with legal rights to drill on the property as permitted above, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision. Following is a checklist of some items related to the application, which should be verified.

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

Signature: Don Hamilton

Date: 5/19/2013

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

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

**Request to Transfer Application or Permit to Drill**

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

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

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

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

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

RECEIVED  
DEC 16 2013

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

DIV. OF OIL, GAS & MINING

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

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

**ROUTING**  
 CDW

**X - Change of Operator (Well Sold)**

Operator Name Change/Merger

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

**10/1/2013**

<b>FROM:</b> (Old Operator): N3765-Axia Energy, LLC 1430 Larimer Street, Suite 400 Denver, CO 80202 Phone: 1 (720) 746-5200	<b>TO:</b> (New Operator): N4045-Ultra Resources, Inc. 304 Inverness Way South, Suite 295 Englewood, CO 80112 Phone: 1 (303) 645-9810
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WELL NAME	CA No.	SEC	TWN	RNG	API NO	ENTITY NO	LEASE TYPE	WELL TYPE	WELL STATUS
See Attached List									

**OPERATOR CHANGES DOCUMENTATION**

Enter date after each listed item is completed

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

**DATA ENTRY:**

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

**BOND VERIFICATION:**

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

**LEASE INTEREST OWNER NOTIFICATION:**

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

**COMMENTS:**

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

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

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

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



# Ultra Resources, Inc.

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December 13, 2013

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

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

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

Dear Ms. Medina:

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

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

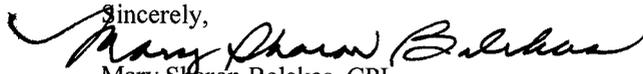
- 1) Request to Transfer Application or Permit to Drill for New, APD Approved & Drilled Wells
- 2) Request to Transfer Application or Permit to Drill – APD Pending
- 3) Two Completed Sundry Notice and Reports on Wells Form 9 regarding Change of Operator executed by Ultra Resources, Inc. and Axia Energy,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

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

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

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

Sincerely,

  
Mary Sharon Balakas, CPL  
Director of Land

cc: Cindy Turner, Axia Energy, LLC

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

FORM 9

<b>SUNDRY NOTICES AND REPORTS ON WELLS</b>		5. LEASE DESIGNATION AND SERIAL NUMBER: <b>See Attached Well List</b>
Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
		7. UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL OIL WELL <input checked="" type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER _____	8. WELL NAME and NUMBER: <b>See Attached Well List</b>	
2. NAME OF OPERATOR: <b>Ultra Resources, Inc. N4045</b>		9. API NUMBER:
3. ADDRESS OF OPERATOR: 304 Inverness Way South CITY Englewood STATE CO ZIP 80112	PHONE NUMBER: <b>(303) 645-9810</b>	10. FIELD AND POOL, OR WILDCAT:
4. LOCATION OF WELL FOOTAGES AT SURFACE: <b>See Attached</b>		COUNTY: <b>Uintah</b>
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:		STATE: <b>UTAH</b>

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

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

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

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

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

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

**APPROVED**

**JAN 16 2013**

DIV. OIL GAS & MINING  
BY: Rachel Medina

(This space for State use only)

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

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

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

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

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

FORM 9

**SUNDRY NOTICES AND REPORTS ON WELLS**

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

1. TYPE OF WELL OIL WELL <input checked="" type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER _____		5. LEASE DESIGNATION AND SERIAL NUMBER: See Attached Well List
2. NAME OF OPERATOR: Axia Energy, LLC N37105		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
3. ADDRESS OF OPERATOR: 1430 Larimer Street, Ste 400 CITY Denver STATE CO ZIP 80202		7. UNIT or CA AGREEMENT NAME:
4. LOCATION OF WELL FOOTAGES AT SURFACE: See Attached		8. WELL NAME and NUMBER: See Attached Well List
PHONE NUMBER: (720) 746-5200		9. API NUMBER:
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:		10. FIELD AND POOL, OR WILDCAT:
COUNTY: Uintah		
STATE: UTAH		

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

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

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

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

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

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

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

(This space for State use only)

**APPROVED**

JAN 16 2013

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

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

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

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

State Well Name List downloaded 12-10-13	Axia Well Name (for database sort and consistency)	Sec	TWN	RNG	API Number	Entity	Mineral Lease	Surface Lease	Well Type	State Well Status	Actual Status @ 12/12/13	Submitted	Date Apprvd DOGM
THREE RIVERS 4-21-820	Three Rivers Fed 04-21-820	4	080S	200E	4304752875	19048	Federal	Fee	OW	DRL	P	70	02/22/13
THREE RIVERS FED 4-31-820	Three Rivers Fed 04-31-820	4	080S	200E	4304752874	19023	Federal	Fee	OW	DRL	P	1	02/22/13
Three Rivers Federal 4-32-820	Three Rivers Fed 04-32-820	4	080S	200E	4304753552	19168	Federal	Fee	OW	DRL	P	2	08/26/13
Three Rivers Federal 4-41-820	Three Rivers Fed 04-41-820	4	080S	200E	4304753911		Federal	Federal	OW	APD	APRVD	3	08/01/13
Three Rivers Federal 4-42-820	Three Rivers Fed 04-42-820	4	080S	200E	4304753913		Federal	Federal	OW	APD	APRVD	4	08/01/13
Three Rivers Federal 5-11-820	Three Rivers Fed 05-11-820	5	080S	200E	4304754204		Federal	Federal	OW	NEW	PERPEND	12/03/13	5
Three Rivers Federal 5-21-820	Three Rivers Fed 05-21-820	5	080S	200E	4304754205		Federal	Federal	OW	NEW	PERPEND	12/03/13	6
Three Rivers Federal 5-42-820	Three Rivers Fed 05-42-820	5	080S	200E	4304753958		Federal	Federal	OW	APD	PERPEND	08/19/13	7
Three Rivers Federal 5-43-820	Three Rivers Fed 05-43-820	5	080S	200E	4304753957		Federal	Federal	OW	APD	PERPEND	08/19/13	8
THREE RIVERS FEDERAL 5-56-820	Three Rivers Fed 05-56-820	5	080S	200E	4304752862	18993	Federal	Federal	OW	P	P		
THREE RIVERS FEDERAL 8-52-820	Three Rivers Fed 08-52-820	8	080S	200E	4304754270	19156	Federal	Federal	OW	DRL	P	9	02/22/13
THREE RIVERS FEDERAL 8-53-820	Three Rivers Fed 08-53-820	8	080S	200E	4304752771	18992	Federal	Federal	OW	P	P		
Three Rivers Federal 9-41-820	Three Rivers Fed 09-41-820	10	080S	200E	4304753556	19170	Federal	Federal	OW	DRL	P		08/20/13
THREE RIVERS FED 10-30-820	Three Rivers Fed 10-30-820	10	080S	200E	4304753555	19169	Federal	Federal	OW	DRL	P		08/20/13
Three Rivers Federal 10-31-820	Three Rivers Fed 10-31-820	10	080S	200E	4304753437		Federal	Federal	OW	APD	CCS		08/21/13
Three Rivers Federal 10-32-820	Three Rivers Fed 10-32-820	10	080S	200E	4304753415		Federal	Federal	OW	APD	CCS		08/21/13
THREE RIVERS FED 10-41-820	Three Rivers Fed 10-41-820	10	080S	200E	4304752948	19137	Federal	Federal	OW	DRL	P		02/22/13
THREE RIVERS FED 10-42-820	Three Rivers Fed 10-42-820	10	080S	200E	4304752949		Federal	Federal	OW	APD	APRVD		02/22/13
Three Rivers Federal 33-11-720	Three Rivers Fed 33-11-720	32	070S	200E	4304753733	19109	Federal	Fee	OW	DRL	P		07/17/13
Three Rivers Federal 33-12-720	Three Rivers Fed 33-12-720	33	070S	200E	4304753724	19250	Federal	Fee	OW	DRL	WOC		09/16/13
Three Rivers Federal 33-13-720	Three Rivers Fed 33-13-720	33	070S	200E	4304753723	19222	Federal	Fee	OW	DRL	WOC		09/16/13
Three Rivers Federal 33-14-720	Three Rivers Fed 33-14-720	33	070S	200E	4304753551	19107	Federal	Fee	OW	DRL	P		09/16/13
Three Rivers Federal 33-24-720	Three Rivers Fed 33-24-720	33	070S	200E	4304753557	19108	Federal	Fee	OW	DRL	P		07/09/13
THREE RIVERS FED 34-15-720	Three Rivers Fed 34-15-720	34	070S	200E	4304752965	18960	Federal	Fee	OW	P	P		
THREE RIVERS FED 34-23-720	Three Rivers Fed 34-23-720	34	070S	200E	4304752945	19049	Federal	Fee	OW	DRL	P		02/12/13
Three Rivers Federal 34-25-720	Three Rivers Fed 34-25-720	34	070S	200E	4304753283		Federal	Fee	OW	APD	APRVD		06/10/13
THREE RIVERS FED 34-33-720	Three Rivers Fed 34-33-720	34	070S	200E	4304752947	19050	Federal	Fee	OW	DRL	P		02/22/13
Three Rivers Federal 34-35-720	Three Rivers Fed 34-35-720	34	070S	200E	4304753282		Federal	Fee	OW	APD	APRVD		06/10/13
Three Rivers Federal 34-42-720	Three Rivers Fed 34-42-720	35	070S	200E	4304753915		Federal	Federal	OW	APD	APRVD		08/01/13
Three Rivers Federal 34-43-720	Three Rivers Fed 34-43-720	35	070S	200E	4304753916		Federal	Federal	OW	APD	APRVD		08/01/13
Three Rivers Federal 35-11-720	Three Rivers Fed 35-11-720	35	070S	200E	4304753944		Federal	Federal	OW	APD	PERPEND	07/25/13	100
Three Rivers Federal 35-12-720	Three Rivers Fed 35-12-720	35	070S	200E	4304753917		Federal	Federal	OW	APD	APRVD		08/01/13
Three Rivers Federal 35-13-720	Three Rivers Fed 35-13-720	35	070S	200E	4304753554		Federal	Federal	OW	APD	APRVD		08/20/13
Three Rivers Federal 35-14-720	Three Rivers Fed 35-14-720	35	070S	200E	4304753553		Federal	Federal	OW	APD	APRVD		08/22/13
Three Rivers Federal 35-21-720	Three Rivers Fed 35-21-720	35	070S	200E	4304753943		Federal	Federal	OW	APD	PERPEND	07/25/13	4
THREE RIVERS FED 35-32-720	Three Rivers Fed 35-32-720	35	070S	200E	4304753005	19138	Federal	Federal	OW	DRL	APRVD		02/22/13
THREE RIVERS FED 35-34-720	Three Rivers Fed 35-34-720	35	070S	200E	4304753006		Federal	Federal	OW	APD	APRVD		02/22/13
THREE RIVERS FED 35-42-720	Three Rivers Fed 35-42-720	35	070S	200E	4304753007		Federal	Federal	OW	APD	APRVD		02/22/13
Three Rivers Federal 35-43-720	Three Rivers Fed 35-43-720	35	070S	200E	4304753918		Federal	Federal	OW	APD	APRVD		08/01/13
Three Rivers Federal 35-44-720	Three Rivers Fed 35-44-720	35	070S	200E	4304753919		Federal	Federal	OW	APD	APRVD		08/01/13
THREE RIVERS FED 35-44-720	Three Rivers Fed 35-44-720	35	070S	200E	4304753008		Federal	Federal	OW	APD	APRVD	110	02/22/13
Three Rivers Fed 03-34-820	Three Rivers Fed 03-34-820	3	080S	200E			Federal		NA	SUB		12/10/13	1
Three Rivers Fed 03-44-820	Three Rivers Fed 03-44-820	3	080S	200E			Federal		NA	SUB		12/10/13	2
Three Rivers Fed 08-31-820	Three Rivers Fed 08-31-820	8	080S	200E			Federal		NA	SUB		12/07/13	3
Three Rivers Fed 08-41-820	Three Rivers Fed 08-41-820	9	080S	200E			Federal		NA	SUB		12/07/13	4



GARY R. HERBERT  
Governor

SPENCER J. COX  
Lieutenant Governor

# State of Utah

## DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER  
Executive Director

### Division of Oil, Gas and Mining

JOHN R. BAZA  
Division Director

March 18, 2014

Jenna Anderson  
Ultra Resources Inc.  
304 Inerness Way South #245  
Englewood, CO 80112

Re: APD Rescinded – Three Rivers Fed 3-33-820, Sec. 3, T.8S, R.20E  
Uintah County, Utah API No. 43-047-52864

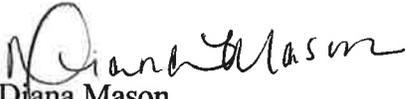
Dear Ms. Anderson:

The Application for Permit to Drill (APD) for the subject well was approved by the Division of Oil, Gas and Mining (Division) on June 28, 2012. On May 23, 2013 the Division granted a one-year APD extension. On March 14, 2014, you requested that the division rescind the state approved APD. No drilling activity at this location has been reported to the division. Therefore, approval to drill the well is hereby rescinded, effective March 14, 2014.

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

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

Sincerely,

  
Diana Mason  
Environmental Scientist

cc: Well File  
Bureau of Land Management, Vernal



<b>STATE OF UTAH</b> DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	<b>FORM 9</b>
<b>5. LEASE DESIGNATION AND SERIAL NUMBER:</b> UTU85994	
<b>SUNDRY NOTICES AND REPORTS ON WELLS</b>  Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.	
<b>6. IF INDIAN, ALLOTTEE OR TRIBE NAME:</b>	
<b>7. UNIT or CA AGREEMENT NAME:</b>	
<b>1. TYPE OF WELL</b> Oil Well	<b>8. WELL NAME and NUMBER:</b> THREE RIVERS FEDERAL 3-33-820
<b>2. NAME OF OPERATOR:</b> ULTRA RESOURCES INC	<b>9. API NUMBER:</b> 43047528640000
<b>3. ADDRESS OF OPERATOR:</b> 304 Inverness Way South #245 , Englewood, CO, 80112	<b>PHONE NUMBER:</b> 303 645-9810 Ext
<b>9. FIELD and POOL or WILDCAT:</b> THREE RIVERS	
<b>4. LOCATION OF WELL</b> <b>FOOTAGES AT SURFACE:</b> 2112 FNL 2200 FWL <b>QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:</b> Qtr/Qtr: SENW Section: 03 Township: 08.0S Range: 20.0E Meridian: S	
<b>COUNTY:</b> UINTAH	
<b>STATE:</b> UTAH	

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> <b>NOTICE OF INTENT</b> Approximate date work will start: 3/14/2014	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> <b>SUBSEQUENT REPORT</b> Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> <b>SPUD REPORT</b> Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input type="checkbox"/> <b>DRILLING REPORT</b> Report Date:	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input checked="" type="checkbox"/> OTHER	OTHER: <input type="text" value="Cancel APD"/>

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

Ultra requests to cancel the APD.

**Accepted by the  
 Utah Division of  
 Oil, Gas and Mining  
 FOR RECORD ONLY  
 March 18, 2014**

<b>NAME (PLEASE PRINT)</b> Jenna Anderson	<b>PHONE NUMBER</b> 303 645-9804	<b>TITLE</b> Permitting Assistant
<b>SIGNATURE</b> N/A	<b>DATE</b> 3/14/2014	