API Well Number: 43047528750000

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

FORM 3

AMENDED REPORT ☐

## APPLICATION FOR PERMIT TO DRILL

**1. WELL NAME and NUMBER**
Three Rivers 4-21-820

**2. TYPE OF WORK**
DRILL NEW WELL ☒ REENTER P&A WELL ☐ DEEPEN WELL ☐

**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)**
UTU-85994

**11. MINERAL OWNERSHIP**
FEDERAL ☒ INDIAN ☐ STATE ☐ FEE ☐

**12. SURFACE OWNERSHIP**
FEDERAL ☐ INDIAN ☐ STATE ☐ FEE ☒

**13. NAME OF SURFACE OWNER (if box 12 = 'fee')**
Donald E. and SharRon A. Winder

**14. SURFACE OWNER PHONE (if box 12 = 'fee')**
509-967-5604

**15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee')**
1795 Sunshine Ave., West Richland, WA 99353

**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 ☐ (Submit Commingling Application) NO ☒

**19. SLANT**
VERTICAL ☐ DIRECTIONAL ☒ HORIZONTAL ☐

| 20. LOCATION OF WELL | FOOTAGES | QTR-QTR | SECTION | TOWNSHIP | RANGE | MERIDIAN |
|---|---|---|---|---|---|---|
| LOCATION AT SURFACE | 810 FNL 1763 FWL | NENW | 4 | 8.0 S | 20.0 E | S |
| Top of Uppermost Producing Zone | 660 FNL 1332 FWL | NENW | 4 | 8.0 S | 20.0 E | S |
| At Total Depth | 660 FNL 1332 FWL | NENW | 4 | 8.0 S | 20.0 E | S |

**21. COUNTY**
UINTAH

**22. DISTANCE TO NEAREST LEASE LINE (Feet)**
660

**23. NUMBER OF ACRES IN DRILLING UNIT**
40

**25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed)**
0

**26. PROPOSED DEPTH**
MD: 8918 TVD: 8880

**27. ELEVATION - GROUND LEVEL**
4757

**28. BOND NUMBER**
LPM9046683

**29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE**
49-2262 - RNI at Green River

### Hole, Casing, and Cement Information

| String | Hole Size | Casing Size | Length | Weight | Grade & Thread | Max Mud Wt. | Cement | Sacks | Yield | Weight |
|---|---|---|---|---|---|---|---|---|---|---|
| Surf | 11 | 8.625 | 0 - 900 | 32.0 | J-55 LT&C | 8.7 | Premium Lite High Strength | 70 | 2.97 | 11.5 |
| | | | | | | | Class G | 115 | 1.16 | 15.8 |
| Prod | 7.875 | 5.5 | 0 - 8918 | 17.0 | N-80 LT&C | 9.2 | Premium Lite High Strength | 570 | 2.31 | 12.0 |

### ATTACHMENTS

**VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION GENERAL RULES**

- ☑ WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER
- ☑ COMPLETE DRILLING PLAN
- ☑ AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)
- ☐ FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER
- ☑ DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)
- ☑ TOPOGRAPHICAL MAP

**NAME** Don Hamilton | **TITLE** Permitting Agent (Buys & Associates, Inc) | **PHONE** 435 719-2018

**SIGNATURE** | **DATE** 06/27/2012 | **EMAIL** starpoint@etv.net

**API NUMBER ASSIGNED**
43047528750000

**APPROVAL**
Permit Manager

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RECEIVED: August 02, 2012

# DRILLING PLAN

**Axia Energy, LLC**
**Three Rivers Project**
**Three Rivers Federal #4-21-820**
**NENW Sec 4 T8S R20E**
**Uintah County, Utah**

## 1. ESTIMATED FORMATION TOPS

| FORMATION | | TOP (TVD) | COMMENTS |
|---|---|---|---|
| Uinta | | Surface | Gas & Degraded Oil; Possible Brackish $H_2O$ |
| Green River | | 2,995′ | Oil & Associated Gas |
| Lower Green River* | | 4,976′ | Oil & Associated Gas |
| Wasatch* | | 6,880′ | Oil & Associated Gas |
| TD | 8,918′ (MD) | 8,880′ (TVD) | |

NOTE: Datum, Ground Level (GL) Elevation: 4,757′; 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.

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## 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 ⅝ | 32.0 | J-55 | LTC | 0.0609 |
| PRODUCTION | 7 ⅞ | 8,918′ | 5 ½ | 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 ⅝ | 7.921 | 7.796 | 2,530 | 3,930 | 503,000 | 417,000 |
| 5 ½ | 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.

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**FLOAT EQUIPMENT**

**SURFACE (8 ⅝):** Float Shoe, 1 JNT Casing, Float Collar

Centralizers: 1st 4 Joints: every joint
Remainder: every third joint

**PRODUCTION (5 ½):** Float Shoe, 1 JNT Casing, Float Collar

Centralizers: 1st 4 Joints: every joint
Remainder: every third joint 500' into surface casing

NOTE: 5 ½" 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 ⅜):** Ready Mix – Cement to surface

**SURFACE (8 ⅝):** 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 ½):** Cement Top – 2,700'

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

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

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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.

RECEIVED: June 27, 2012

## 4. PRESSURE CONTROL EQUIPMENT

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

**B)** The BOPE shall be closed whenever the well is unattended.

**C)** As per 43 CFR 3160, Onshore Oil and Gas Order No. 2, Drilling Operations, Part A:

a) All BOPE connections subjected to well pressure will be flanged, welded, or clamped.

b) Choke Manifold:

i) Tee blocks or targeted 'T's will be used and anchored to prevent slip and reduce vibration.

ii) Two adjustable chokes will be used in the choke manifold.

iii) All valves (except chokes) in kill line choke manifold and choke line will not restrict the flow.

iv) Pressure gauges in the well control system will be designed for drilling fluid.

**D)** BOPE Testing:

a) BOPE shall be pressure tested when initially installed, whenever any seal subject to pressure testing is broken, or after repairs.

b) All BOP tests will be performed with a test plug in place.

c) BOP will be tested to full stack working pressure and annular preventer to 50% stack working pressure.

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

NOTE: Drilling spool to accommodate choke and kill lines.

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## 5. MUD PROGRAM

**A)** Mud test will be performed at least every 24 hours and after mudding up to determine density, viscosity, gel strength, filtration, and pH.

**B)** Gas-detecting equipment will be installed and operated in the mud-return system from top of Green River Formation to TD.

a) Flare line discharge will be located no less than 100 feet from the wellhead using straight or targeted 'T's and anchors.

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

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

## 6. ABNORMAL CONDITIONS

**A)** No abnormal pressures or temperatures are anticipated.

a) Estimated bottom hole pressure at TD will be approximately 3,845 psi (normal pressure gradient: 0.433 psi/ft).

b) Estimated maximum surface pressure will be approximately 1,954 psi (estimated bottom hole minus pressure of partially evacuated hole (gradient: 0.220 psi/ft)).

**B)** No hydrogen sulfide is anticipated.

RECEIVED: June 27, 2012

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

## 7. AUXILIARY EQUIPMENT

**A)** Choke Manifold

**B)** Upper and lower kelly cock with handle available

**C)** Stabbing valve

**D)** Safety valve and subs to fit all string connections in use

## 8. SURVEY & LOGGING PROGRAMS

**A)** Cores: None anticipated.

**B)** Testing: None anticipated.

**C)** Directional Drilling: Directional tools will be used to locate the bottom hole per the attached directional plan +/-.

**D)** Open Hole Logs: TD to surface casing: resistivity, neutron density, gamma ray and caliper.

**E)** Mud Logs: Computerized 2-person logging unit will catch and describe 10 foot samples from top of Green River Formation to TD; record and monitor gas shows and record drill times (normal mud logging duties).

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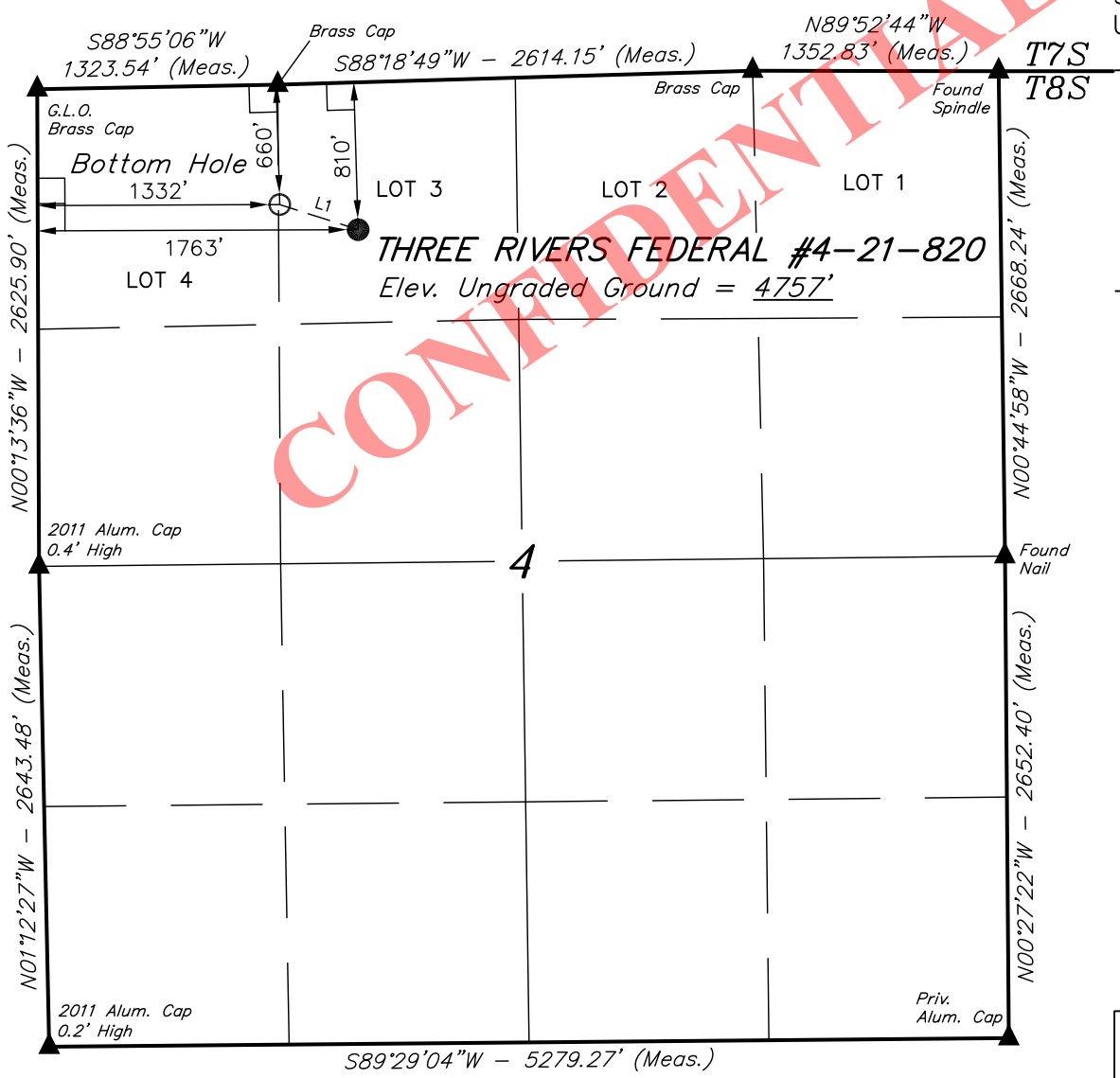
## 9. HAZARDOUS MATERIALS

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.

RECEIVED: June 27, 2012

API Well Number: 43047528750000

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

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## AXIA ENERGY

Well location, THREE RIVERS FEDERAL #4-21-820, located as shown in the NE 1/4 NW 1/4 of Section 4, 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.

LINE TABLE

| LINE | DIRECTION | LENGTH |
|---|---|---|
| L1 | N72°16'28"W | 452.65' |

N

1000' 500' 0' 1000'

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.

REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH

REGISTERED LAND SURVEYOR NO. 161319 ROBERT L. KAY STATE OF UTAH

04-23-12

LEGEND:

└ = 90° SYMBOL

● = PROPOSED WELL HEAD.

▲ = SECTION CORNERS LOCATED.

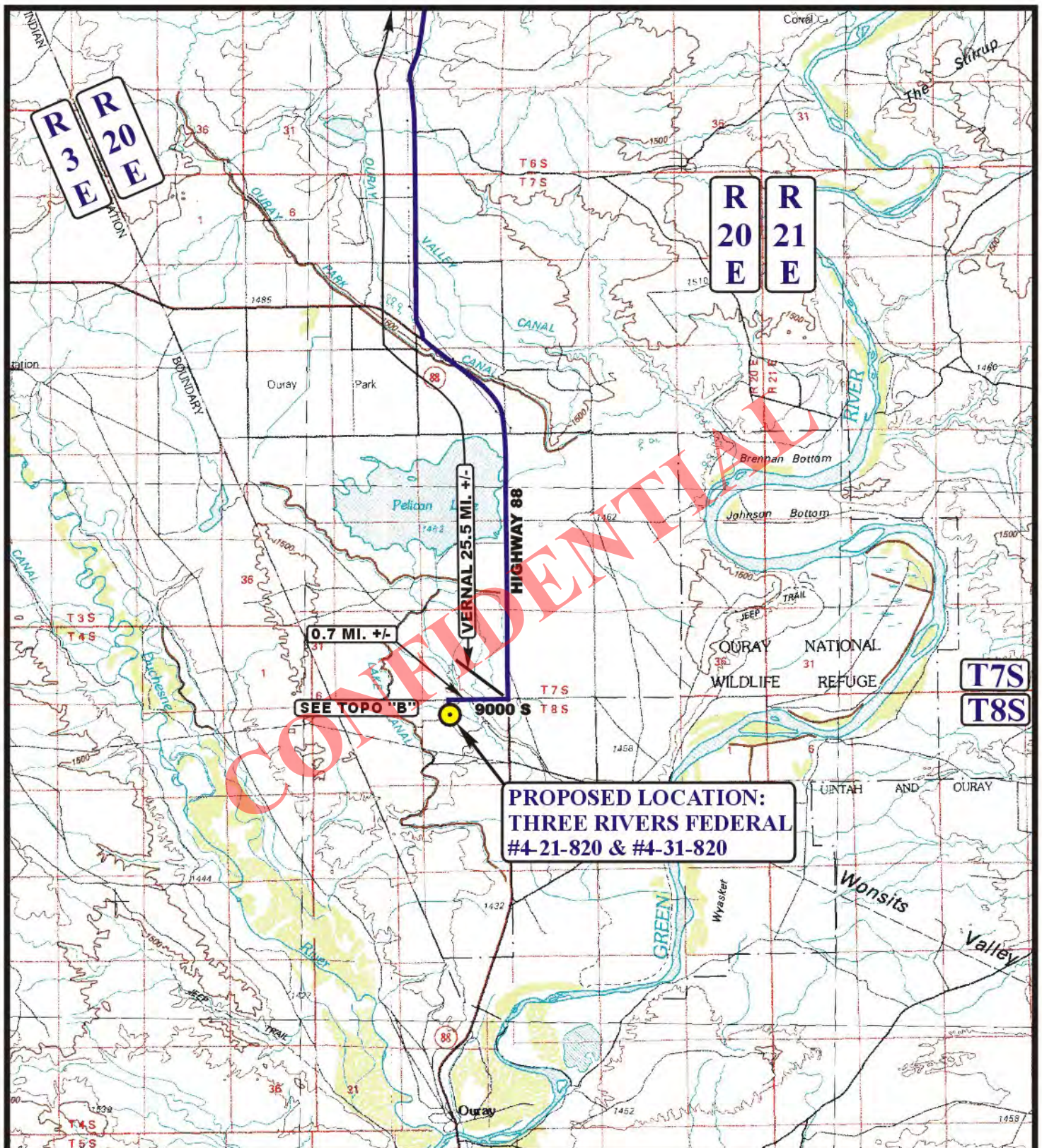
| NAD 83 (TARGET BOTTOM HOLE) | NAD 83 (SURFACE LOCATION) |
|---|---|
| LATITUDE = 40°09'25.34" (40.157039) | LATITUDE = 40°09'23.98" (40.156661) |
| LONGITUDE = 109°40'42.38" (109.678439) | LONGITUDE = 109°40'36.86" (109.676906) |
| **NAD 27 (TARGET BOTTOM HOLE)** | **NAD 27 (SURFACE LOCATION)** |
| LATITUDE = 40°09'25.47" (40.157075) | LATITUDE = 40°09'24.11" (40.156697) |
| LONGITUDE = 109°40'39.88" (109.677744) | LONGITUDE = 109°40'34.36" (109.676211) |

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

| | | |
|---|---|---|
| SCALE 1" = 1000' | DATE SURVEYED: 03-28-12 | DATE DRAWN: 04-10-12 |
| PARTY B.H. A.S. J.W. | REFERENCES G.L.O. PLAT | |
| WEATHER WARM | FILE AXIA ENERGY | |

RECEIVED: June 27, 2012

API Well Number: 43047528750000




**LEGEND:**

PROPOSED LOCATION

N

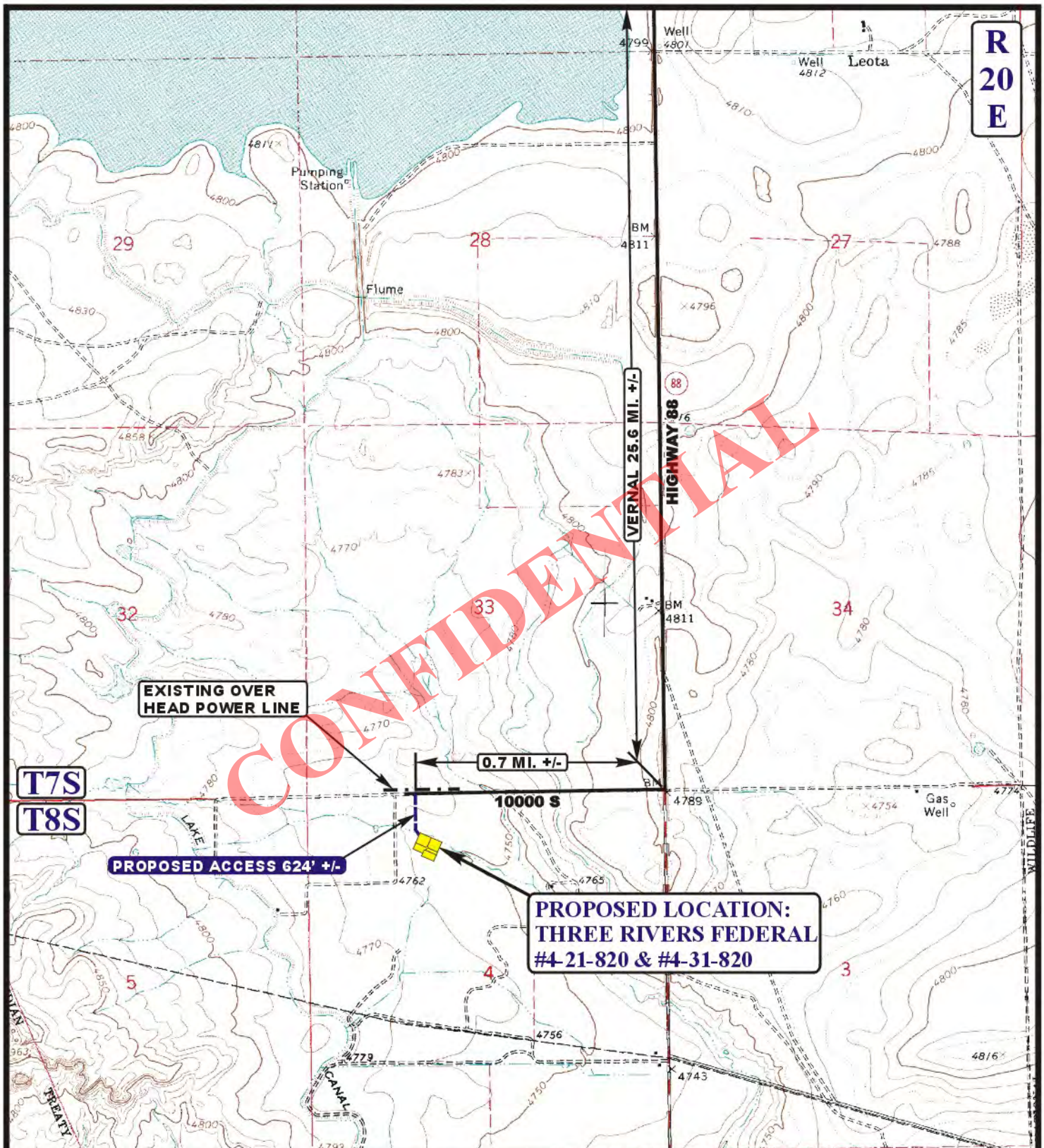
**AXIA ENERGY**

THREE RIVERS FEDERAL #4-21-820 & #4-31-820
SECTION 4, T8S, R20E, S.L.B.&M.
LOT 3

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

| ACCESS ROAD MAP | 04 MONTH | 13 DAY | 12 YEAR | A TOPO |
|---|---|---|---|---|
| SCALE: 1:100,000 | DRAWN BY: A.T. | REVISED: 00-00-00 | | |

API Well Number: 43047528750000




**LEGEND:**

EXISTING ROAD
PROPOSED ACCESS ROAD
EXISTING POWER LINE

N

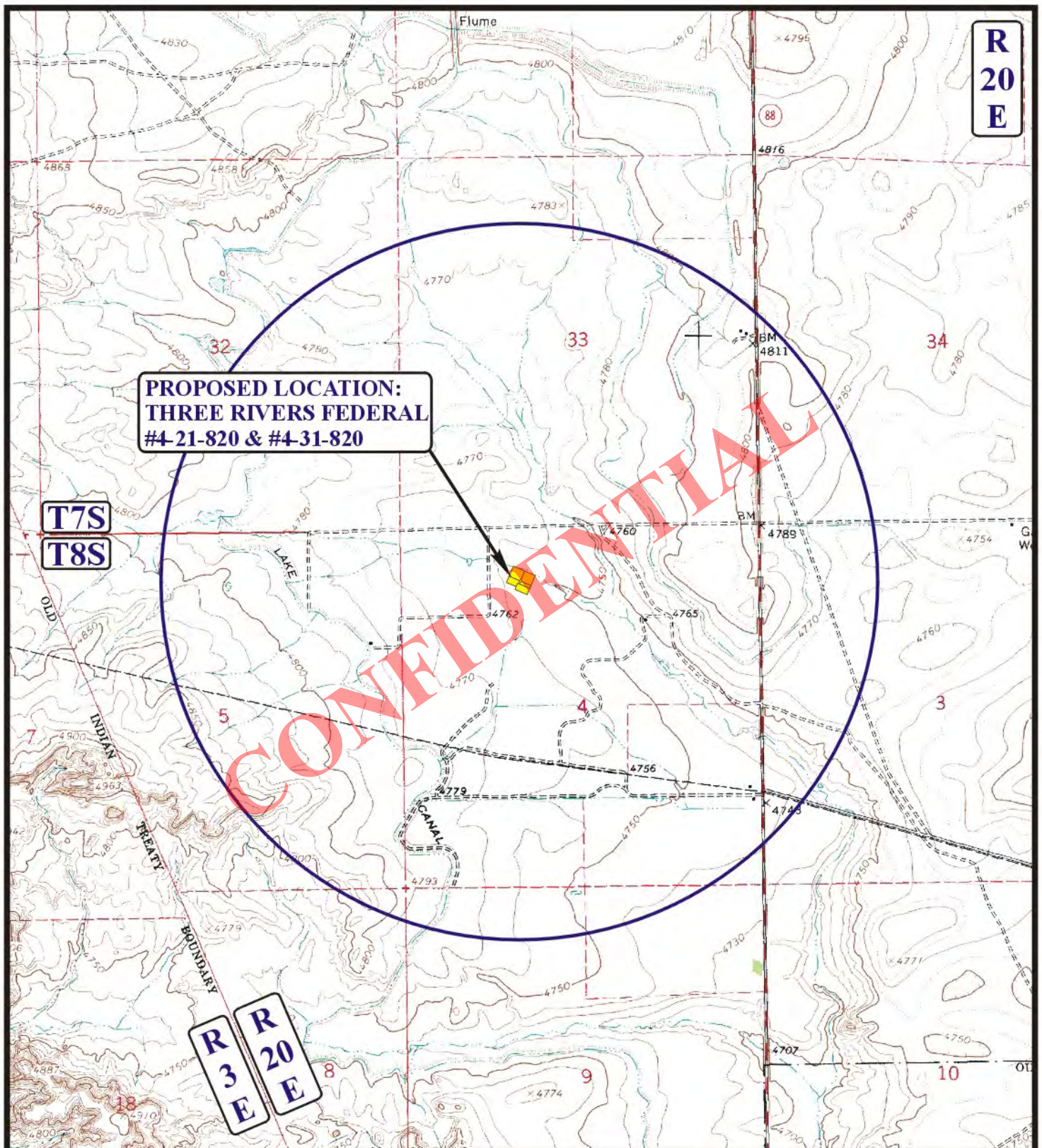
**AXIA ENERGY**

THREE RIVERS FEDERAL #4-21-820 & #4-31-820
SECTION 4, T8S, R20E, S.L.B.&M.
LOT 3


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


| ACCESS ROAD MAP | 04 MONTH | 13 DAY | 12 YEAR | B TOPO |
|---|---|---|---|---|
| SCALE: 1" = 2000' | DRAWN BY: A.T. | REVISED: 05-11-12 | | |

API Well Number: 43047528750000




**LEGEND:**

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

N

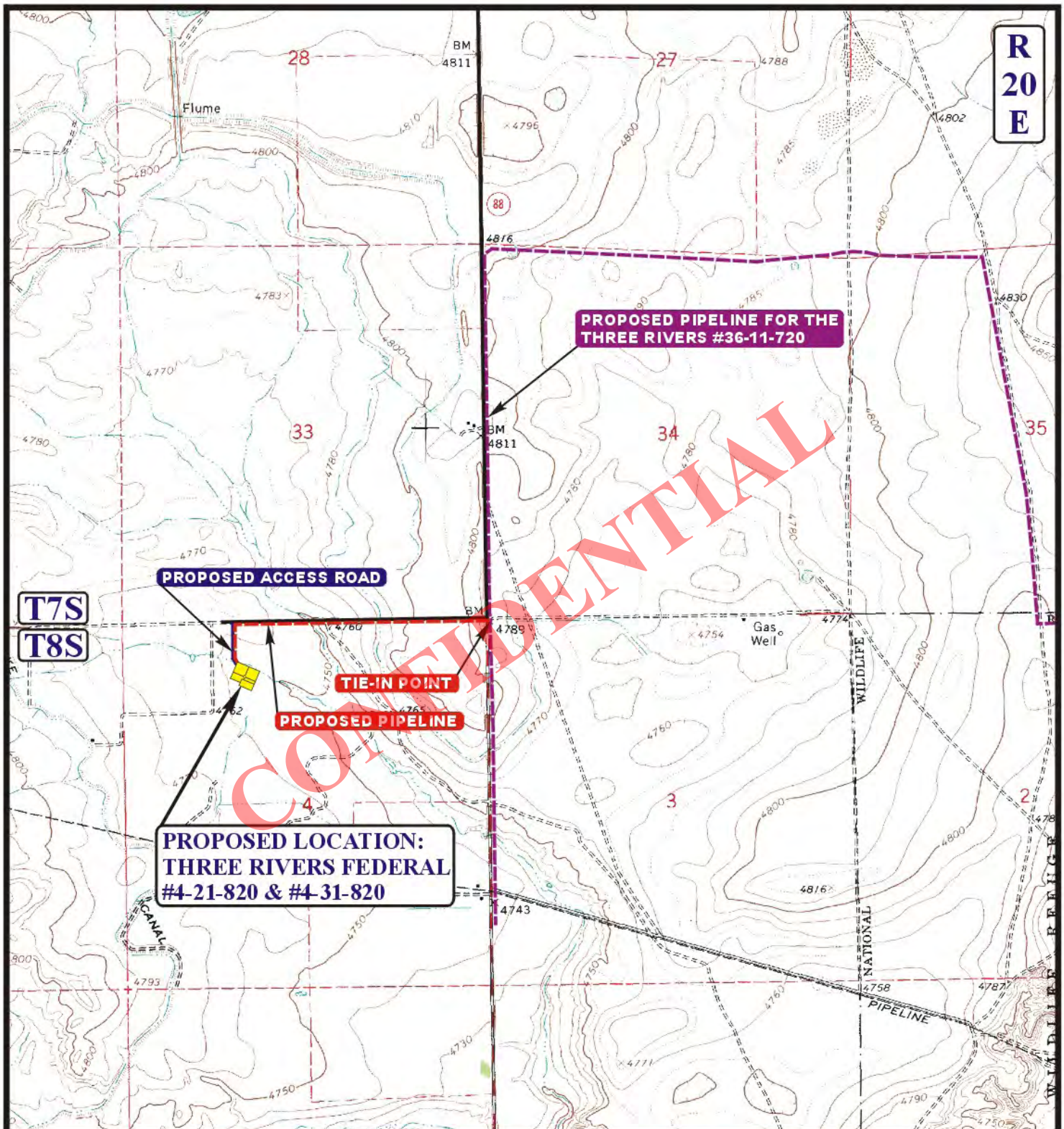
**AXIA ENERGY**

THREE RIVERS FEDERAL #4-21-820 & #4-31-820
SECTION 4, T8S, R20E, S.L.B.&M.
LOT 3

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

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

API Well Number: 43047528750000




APPROXIMATE TOTAL PIPELINE DISTANCE = 4,273' +/-

**LEGEND:**

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

N

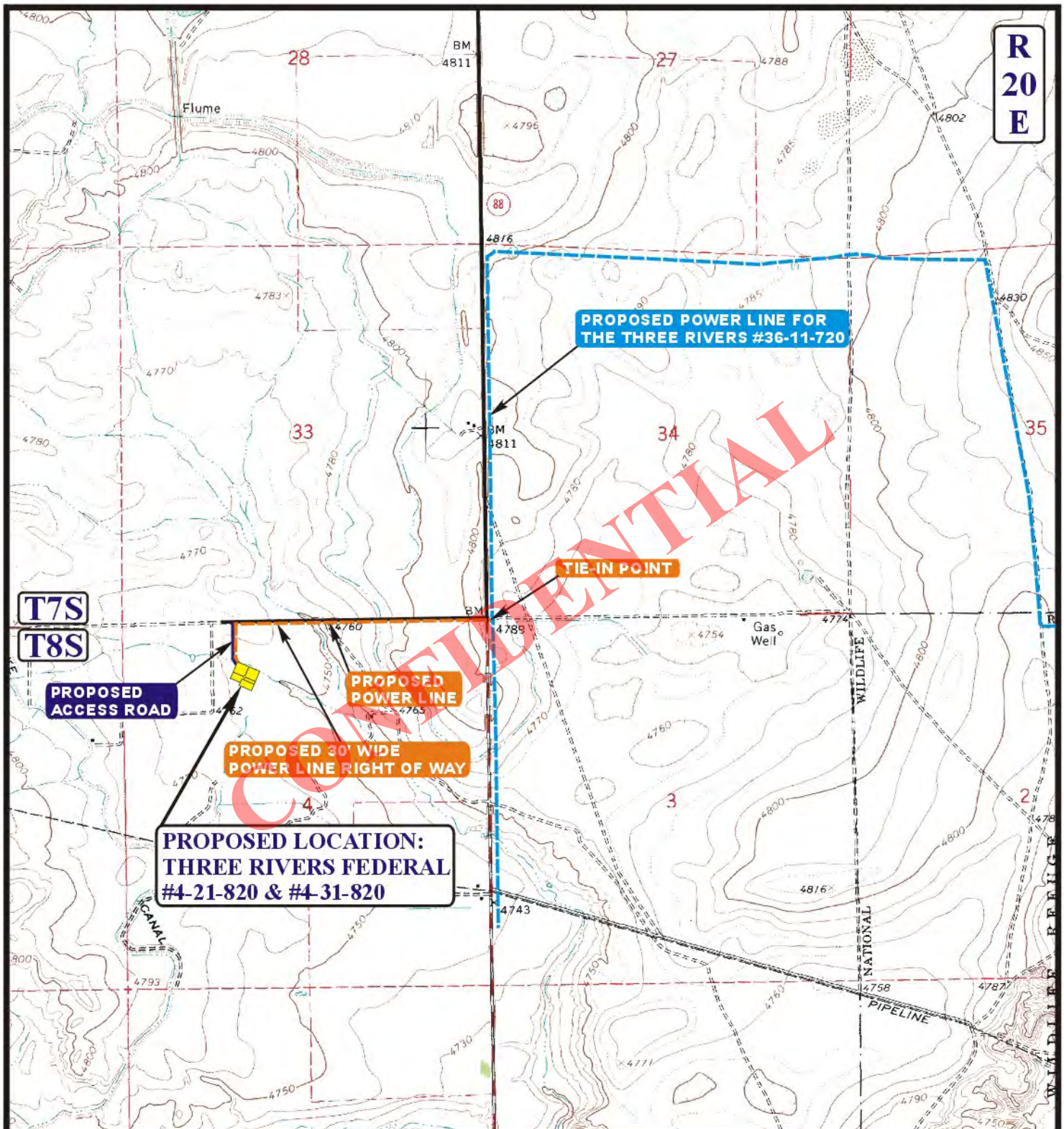
**AXIA ENERGY**

THREE RIVERS FEDERAL #4-21-820 & #4-31-820
SECTION 4, T8S, R20E, S.L.B.&M.
LOT 3


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


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

API Well Number: 43047528750000




APPROXIMATE TOTAL POWER LINE DISTANCE = 4,264' +/-

**LEGEND:**

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

N

**AXIA ENERGY**

THREE RIVERS FEDERAL #4-21-820 & #4-31-820
SECTION 4, T8S, R20E, S.L.B.&M.
LOT 3


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


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

API Well Number: 43047528750000

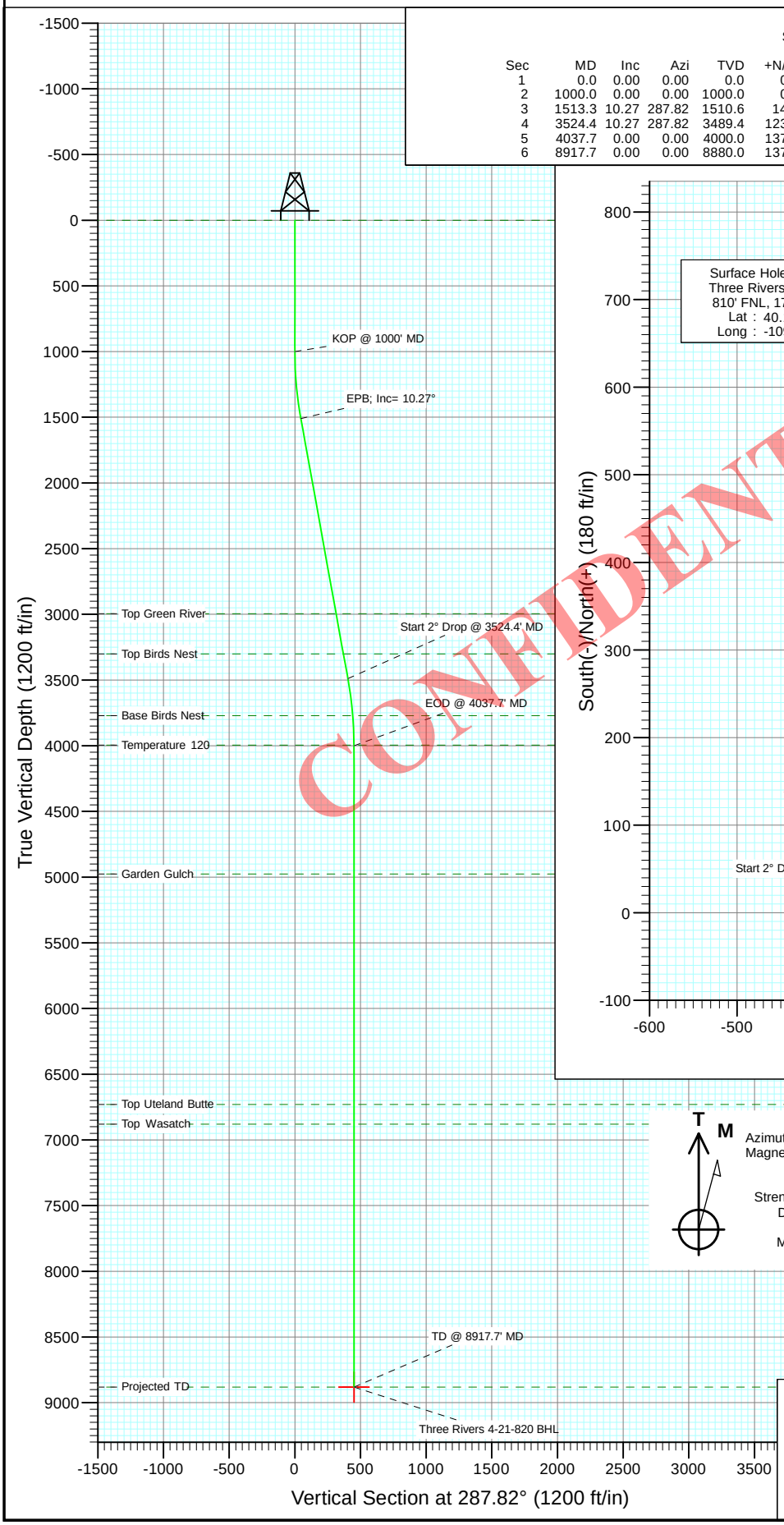
# Axia Energy

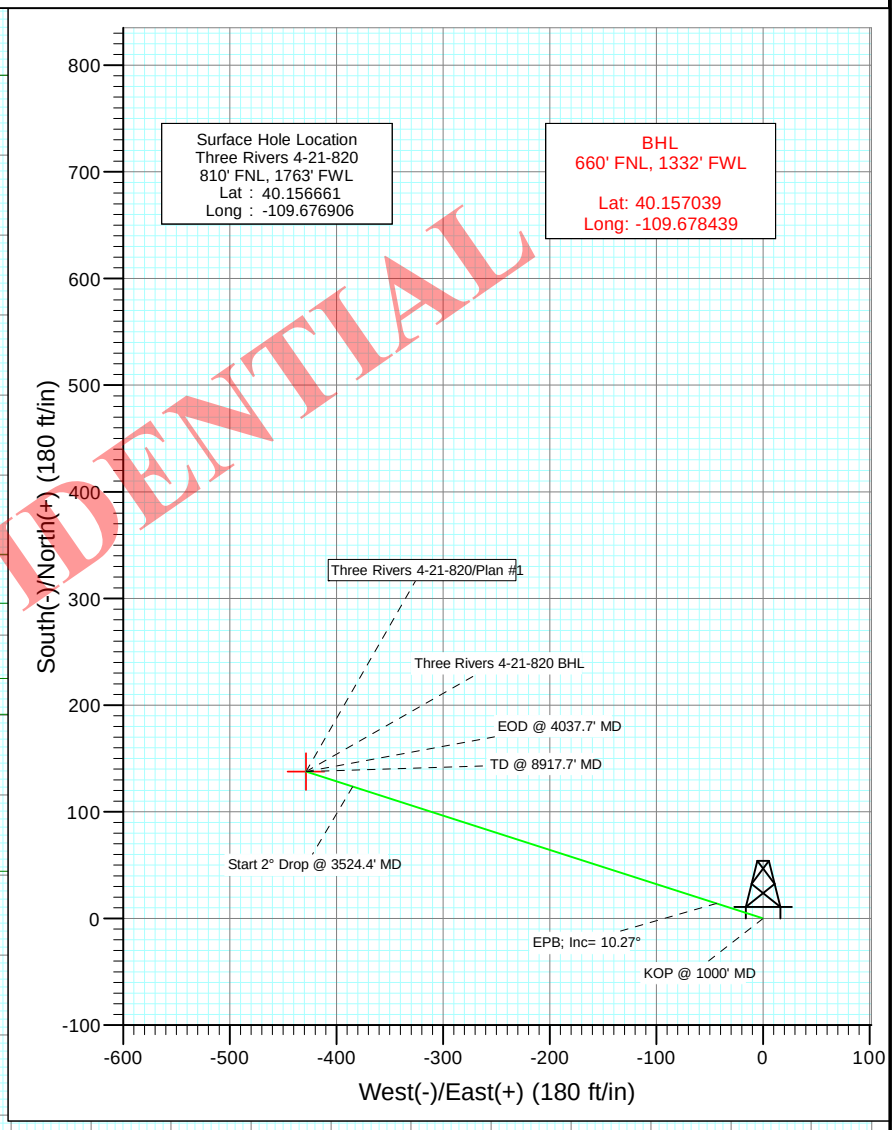
Project: Uintah County, UT
Site: SEC 4-T8S-R20E
Well: Three Rivers 4-21-820
Wellbore: DD
Design: Plan #1

CATHEDRAL

SECTION DETAILS

| Sec | MD | Inc | Azi | TVD | +N/-S | +E/-W | Dleg | TFace | VSect | Target |
|---|---|---|---|---|---|---|---|---|---|---|
| 1 | 0.0 | 0.00 | 0.00 | 0.0 | 0.0 | 0.0 | 0.00 | 0.00 | 0.0 | |
| 2 | 1000.0 | 0.00 | 0.00 | 1000.0 | 0.0 | 0.0 | 0.00 | 0.00 | 0.0 | |
| 3 | 1513.3 | 10.27 | 287.82 | 1510.6 | 14.0 | -43.7 | 2.00 | 287.82 | 45.9 | |
| 4 | 3524.4 | 10.27 | 287.82 | 3489.4 | 123.7 | -384.9 | 0.00 | 0.00 | 404.3 | |
| 5 | 4037.7 | 0.00 | 0.00 | 4000.0 | 137.7 | -428.6 | 2.00 | 180.00 | 450.2 | |
| 6 | 8917.7 | 0.00 | 0.00 | 8880.0 | 137.7 | -428.6 | 0.00 | 0.00 | 450.2 | Three Rivers 4-21-820 BHL |

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Azimuths to True North
Magnetic North: 11.05°

Magnetic Field
Strength: 52298.0snT
Dip Angle: 65.94°
Date: 5/23/2012
Model: IGRF2010

FORMATION TOP DETAILS

| TVDPath | MDPath | Formation |
|---|---|---|
| 0.0 | 0.0 | Uinta |
| 2995.0 | 3021.9 | Top Green River |
| 3301.0 | 3332.9 | Top Birds Nest |
| 3771.0 | 3808.4 | Base Birds Nest |
| 3995.0 | 4032.7 | Temperature 120 |
| 4976.0 | 5013.7 | Garden Gulch |
| 6730.0 | 6767.7 | Top Uteland Butte |
| 6880.0 | 6917.7 | Top Wasatch |
| 8880.0 | 8917.7 | Projected TD |

Plan #1
Three Rivers 4-21-820
16' KB @ 4773.0ft (Original Well Elev)
GL @ 4757.0
North American Datum 1983
Well Three Rivers 4-21-820, True North

| Type | Target | Azimuth | Origin Type | N/S | E/W | From TVD |
|---|---|---|---|---|---|---|
| TD | No Target (Freehand) | 287.82 | Slot | 0.0 | 0.0 | 0.0 |

| | TVD | +N/-S | +E/-W | Latitude | Longitude |
|---|---|---|---|---|---|
| Three Rivers 4-21-820 BHL | 8880.0 | 137.7 | -428.6 | 40.157039 | -109.678439 |

RECEIVED: June 27, 2012

API Well Number: 43047528750000

# Cathedral Energy Services

## Planning Report

| | | | |
|---|---|---|---|
| **Database:** | USA EDM 5000 Multi Users DB | **Local Co-ordinate Reference:** | Well Three Rivers 4-21-820 |
| **Company:** | Axia Energy | **TVD Reference:** | 16' KB @ 4773.0ft (Original Well Elev) |
| **Project:** | Uintah County, UT | **MD Reference:** | 16' KB @ 4773.0ft (Original Well Elev) |
| **Site:** | SEC 4-T8S-R20E | **North Reference:** | True |
| **Well:** | Three Rivers 4-21-820 | **Survey Calculation Method:** | Minimum Curvature |
| **Wellbore:** | DD | | |
| **Design:** | Plan #1 | | |

**Project** Uintah County, UT

| | | | |
|---|---|---|---|
| **Map System:** | US State Plane 1983 | **System Datum:** | Mean Sea Level |
| **Geo Datum:** | North American Datum 1983 | | |
| **Map Zone:** | Utah Northern Zone | | |

**Site** SEC 4-T8S-R20E

| | | | | | |
|---|---|---|---|---|---|
| **Site Position:** | | **Northing:** | 3,221,816.88 ft | **Latitude:** | 40.156661 |
| **From:** | Lat/Long | **Easting:** | 2,150,047.99 ft | **Longitude:** | -109.676906 |
| **Position Uncertainty:** | 0.0 ft | **Slot Radius:** | 13.200 in | **Grid Convergence:** | 1.20 ° |

**Well** Three Rivers 4-21-820

| | | | | | | |
|---|---|---|---|---|---|---|
| **Well Position** | **+N/-S** | 0.0 ft | **Northing:** | 3,221,816.87 ft | **Latitude:** | 40.156661 |
| | **+E/-W** | 0.0 ft | **Easting:** | 2,150,047.99 ft | **Longitude:** | -109.676906 |
| **Position Uncertainty** | | 0.0 ft | **Wellhead Elevation:** | ft | **Ground Level:** | 4,757.0 ft |

**Wellbore** DD

| Magnetics | Model Name | Sample Date | Declination (°) | Dip Angle (°) | Field Strength (nT) |
|---|---|---|---|---|---|
| | IGRF2010 | 5/23/2012 | 11.05 | 65.94 | 52,298 |

**Design** Plan #1

**Audit Notes:**

| | | | | | |
|---|---|---|---|---|---|
| **Version:** | | **Phase:** | PLAN | **Tie On Depth:** | 0.0 |

| Vertical Section: | Depth From (TVD) (ft) | +N/-S (ft) | +E/-W (ft) | Direction (°) |
|---|---|---|---|---|
| | 0.0 | 0.0 | 0.0 | 287.82 |

**Plan Sections**

| Measured Depth (ft) | Inclination (°) | Azimuth (°) | Vertical Depth (ft) | +N/-S (ft) | +E/-W (ft) | Dogleg Rate (°/100ft) | Build Rate (°/100ft) | Turn Rate (°/100ft) | TFO (°) | Target |
|---|---|---|---|---|---|---|---|---|---|---|
| 0.0 | 0.00 | 0.00 | 0.0 | 0.0 | 0.0 | 0.00 | 0.00 | 0.00 | 0.00 | |
| 1,000.0 | 0.00 | 0.00 | 1,000.0 | 0.0 | 0.0 | 0.00 | 0.00 | 0.00 | 0.00 | |
| 1,513.3 | 10.27 | 287.82 | 1,510.6 | 14.0 | -43.7 | 2.00 | 2.00 | 0.00 | 287.82 | |
| 3,524.4 | 10.27 | 287.82 | 3,489.4 | 123.7 | -384.9 | 0.00 | 0.00 | 0.00 | 0.00 | |
| 4,037.7 | 0.00 | 0.00 | 4,000.0 | 137.7 | -428.6 | 2.00 | -2.00 | 0.00 | 180.00 | |
| 8,917.7 | 0.00 | 0.00 | 8,880.0 | 137.7 | -428.6 | 0.00 | 0.00 | 0.00 | 0.00 | Three Rivers 4-21-82 |

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# Cathedral Energy Services

## Planning Report

| | | | |
|---|---|---|---|
| **Database:** | USA EDM 5000 Multi Users DB | **Local Co-ordinate Reference:** | Well Three Rivers 4-21-820 |
| **Company:** | Axia Energy | **TVD Reference:** | 16' KB @ 4773.0ft (Original Well Elev) |
| **Project:** | Uintah County, UT | **MD Reference:** | 16' KB @ 4773.0ft (Original Well Elev) |
| **Site:** | SEC 4-T8S-R20E | **North Reference:** | True |
| **Well:** | Three Rivers 4-21-820 | **Survey Calculation Method:** | Minimum Curvature |
| **Wellbore:** | DD | | |
| **Design:** | Plan #1 | | |

**Planned Survey**

| Measured Depth (ft) | Inclination (°) | Azimuth (°) | Vertical Depth (ft) | +N/-S (ft) | +E/-W (ft) | Vertical Section (ft) | Dogleg Rate (°/100ft) | Build Rate (°/100ft) | Comments / Formations |
|---|---|---|---|---|---|---|---|---|---|
| 0.0 | 0.00 | 0.00 | 0.0 | 0.0 | 0.0 | 0.0 | 0.00 | 0.00 | Uinta |
| 100.0 | 0.00 | 0.00 | 100.0 | 0.0 | 0.0 | 0.0 | 0.00 | 0.00 | |
| 200.0 | 0.00 | 0.00 | 200.0 | 0.0 | 0.0 | 0.0 | 0.00 | 0.00 | |
| 300.0 | 0.00 | 0.00 | 300.0 | 0.0 | 0.0 | 0.0 | 0.00 | 0.00 | |
| 400.0 | 0.00 | 0.00 | 400.0 | 0.0 | 0.0 | 0.0 | 0.00 | 0.00 | |
| 500.0 | 0.00 | 0.00 | 500.0 | 0.0 | 0.0 | 0.0 | 0.00 | 0.00 | |
| 600.0 | 0.00 | 0.00 | 600.0 | 0.0 | 0.0 | 0.0 | 0.00 | 0.00 | |
| 700.0 | 0.00 | 0.00 | 700.0 | 0.0 | 0.0 | 0.0 | 0.00 | 0.00 | |
| 800.0 | 0.00 | 0.00 | 800.0 | 0.0 | 0.0 | 0.0 | 0.00 | 0.00 | |
| 900.0 | 0.00 | 0.00 | 900.0 | 0.0 | 0.0 | 0.0 | 0.00 | 0.00 | |
| 1,000.0 | 0.00 | 0.00 | 1,000.0 | 0.0 | 0.0 | 0.0 | 0.00 | 0.00 | KOP @ 1000' MD |
| 1,100.0 | 2.00 | 287.82 | 1,100.0 | 0.5 | -1.7 | 1.7 | 2.00 | 2.00 | |
| 1,200.0 | 4.00 | 287.82 | 1,199.8 | 2.1 | -6.6 | 7.0 | 2.00 | 2.00 | |
| 1,300.0 | 6.00 | 287.82 | 1,299.5 | 4.8 | -14.9 | 15.7 | 2.00 | 2.00 | |
| 1,400.0 | 8.00 | 287.82 | 1,398.7 | 8.5 | -26.5 | 27.9 | 2.00 | 2.00 | |
| 1,500.0 | 10.00 | 287.82 | 1,497.5 | 13.3 | -41.4 | 43.5 | 2.00 | 2.00 | |
| 1,513.3 | 10.27 | 287.82 | 1,510.6 | 14.0 | -43.7 | 45.9 | 2.00 | 2.00 | EPB; Inc= 10.27° |
| 1,600.0 | 10.27 | 287.82 | 1,595.9 | 18.8 | -58.4 | 61.3 | 0.00 | 0.00 | |
| 1,700.0 | 10.27 | 287.82 | 1,694.3 | 24.2 | -75.3 | 79.1 | 0.00 | 0.00 | |
| 1,800.0 | 10.27 | 287.82 | 1,792.7 | 29.7 | -92.3 | 97.0 | 0.00 | 0.00 | |
| 1,900.0 | 10.27 | 287.82 | 1,891.1 | 35.1 | -109.3 | 114.8 | 0.00 | 0.00 | |
| 2,000.0 | 10.27 | 287.82 | 1,989.5 | 40.6 | -126.2 | 132.6 | 0.00 | 0.00 | |
| 2,100.0 | 10.27 | 287.82 | 2,087.9 | 46.0 | -143.2 | 150.4 | 0.00 | 0.00 | |
| 2,200.0 | 10.27 | 287.82 | 2,186.3 | 51.5 | -160.2 | 168.3 | 0.00 | 0.00 | |
| 2,300.0 | 10.27 | 287.82 | 2,284.7 | 56.9 | -177.1 | 186.1 | 0.00 | 0.00 | |
| 2,400.0 | 10.27 | 287.82 | 2,383.1 | 62.4 | -194.1 | 203.9 | 0.00 | 0.00 | |
| 2,500.0 | 10.27 | 287.82 | 2,481.5 | 67.8 | -211.1 | 221.7 | 0.00 | 0.00 | |
| 2,600.0 | 10.27 | 287.82 | 2,579.9 | 73.3 | -228.1 | 239.5 | 0.00 | 0.00 | |
| 2,700.0 | 10.27 | 287.82 | 2,678.3 | 78.7 | -245.0 | 257.4 | 0.00 | 0.00 | |
| 2,800.0 | 10.27 | 287.82 | 2,776.7 | 84.2 | -262.0 | 275.2 | 0.00 | 0.00 | |
| 2,900.0 | 10.27 | 287.82 | 2,875.1 | 89.7 | -279.0 | 293.0 | 0.00 | 0.00 | |
| 3,000.0 | 10.27 | 287.82 | 2,973.5 | 95.1 | -295.9 | 310.8 | 0.00 | 0.00 | |
| 3,021.9 | 10.27 | 287.82 | 2,995.0 | 96.3 | -299.6 | 314.7 | 0.00 | 0.00 | Top Green River |
| 3,100.0 | 10.27 | 287.82 | 3,071.9 | 100.6 | -312.9 | 328.7 | 0.00 | 0.00 | |
| 3,200.0 | 10.27 | 287.82 | 3,170.3 | 106.0 | -329.9 | 346.5 | 0.00 | 0.00 | |
| 3,300.0 | 10.27 | 287.82 | 3,268.7 | 111.5 | -346.8 | 364.3 | 0.00 | 0.00 | |
| 3,332.9 | 10.27 | 287.82 | 3,301.0 | 113.3 | -352.4 | 370.2 | 0.00 | 0.00 | Top Birds Nest |
| 3,400.0 | 10.27 | 287.82 | 3,367.1 | 116.9 | -363.8 | 382.1 | 0.00 | 0.00 | |
| 3,500.0 | 10.27 | 287.82 | 3,465.4 | 122.4 | -380.8 | 399.9 | 0.00 | 0.00 | |
| 3,524.4 | 10.27 | 287.82 | 3,489.4 | 123.7 | -384.9 | 404.3 | 0.00 | 0.00 | Start 2° Drop @ 3524.4' MD |
| 3,600.0 | 8.75 | 287.82 | 3,564.0 | 127.5 | -396.8 | 416.8 | 2.00 | -2.00 | |
| 3,700.0 | 6.75 | 287.82 | 3,663.1 | 131.7 | -409.6 | 430.3 | 2.00 | -2.00 | |
| 3,800.0 | 4.75 | 287.82 | 3,762.6 | 134.7 | -419.2 | 440.3 | 2.00 | -2.00 | |
| 3,808.4 | 4.58 | 287.82 | 3,771.0 | 134.9 | -419.8 | 441.0 | 2.00 | -2.00 | Base Birds Nest |
| 3,900.0 | 2.75 | 287.82 | 3,862.4 | 136.7 | -425.4 | 446.8 | 2.00 | -2.00 | |
| 4,000.0 | 0.75 | 287.82 | 3,962.3 | 137.7 | -428.3 | 449.9 | 2.00 | -2.00 | |
| 4,032.7 | 0.10 | 287.82 | 3,995.0 | 137.7 | -428.6 | 450.2 | 2.00 | -2.00 | Temperature 120 |
| 4,037.7 | 0.00 | 0.00 | 4,000.0 | 137.7 | -428.6 | 450.2 | 2.00 | -2.00 | EOD @ 4037.7' MD |
| 4,100.0 | 0.00 | 0.00 | 4,062.3 | 137.7 | -428.6 | 450.2 | 0.00 | 0.00 | |
| 4,200.0 | 0.00 | 0.00 | 4,162.3 | 137.7 | -428.6 | 450.2 | 0.00 | 0.00 | |
| 4,300.0 | 0.00 | 0.00 | 4,262.3 | 137.7 | -428.6 | 450.2 | 0.00 | 0.00 | |
| 4,400.0 | 0.00 | 0.00 | 4,362.3 | 137.7 | -428.6 | 450.2 | 0.00 | 0.00 | |

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RECEIVED: June 27, 2012

# Cathedral Energy Services

## Planning Report

| | | | |
|---|---|---|---|
| **Database:** | USA EDM 5000 Multi Users DB | **Local Co-ordinate Reference:** | Well Three Rivers 4-21-820 |
| **Company:** | Axia Energy | **TVD Reference:** | 16' KB @ 4773.0ft (Original Well Elev) |
| **Project:** | Uintah County, UT | **MD Reference:** | 16' KB @ 4773.0ft (Original Well Elev) |
| **Site:** | SEC 4-T8S-R20E | **North Reference:** | True |
| **Well:** | Three Rivers 4-21-820 | **Survey Calculation Method:** | Minimum Curvature |
| **Wellbore:** | DD | | |
| **Design:** | Plan #1 | | |

**Planned Survey**

| Measured Depth (ft) | Inclination (°) | Azimuth (°) | Vertical Depth (ft) | +N/-S (ft) | +E/-W (ft) | Vertical Section (ft) | Dogleg Rate (°/100ft) | Build Rate (°/100ft) | Comments / Formations |
|---|---|---|---|---|---|---|---|---|---|
| 4,500.0 | 0.00 | 0.00 | 4,462.3 | 137.7 | -428.6 | 450.2 | 0.00 | 0.00 | |
| 4,600.0 | 0.00 | 0.00 | 4,562.3 | 137.7 | -428.6 | 450.2 | 0.00 | 0.00 | |
| 4,700.0 | 0.00 | 0.00 | 4,662.3 | 137.7 | -428.6 | 450.2 | 0.00 | 0.00 | |
| 4,800.0 | 0.00 | 0.00 | 4,762.3 | 137.7 | -428.6 | 450.2 | 0.00 | 0.00 | |
| 4,900.0 | 0.00 | 0.00 | 4,862.3 | 137.7 | -428.6 | 450.2 | 0.00 | 0.00 | |
| 5,000.0 | 0.00 | 0.00 | 4,962.3 | 137.7 | -428.6 | 450.2 | 0.00 | 0.00 | |
| 5,013.7 | 0.00 | 0.00 | 4,976.0 | 137.7 | -428.6 | 450.2 | 0.00 | 0.00 | Garden Gulch |
| 5,100.0 | 0.00 | 0.00 | 5,062.3 | 137.7 | -428.6 | 450.2 | 0.00 | 0.00 | |
| 5,200.0 | 0.00 | 0.00 | 5,162.3 | 137.7 | -428.6 | 450.2 | 0.00 | 0.00 | |
| 5,300.0 | 0.00 | 0.00 | 5,262.3 | 137.7 | -428.6 | 450.2 | 0.00 | 0.00 | |
| 5,400.0 | 0.00 | 0.00 | 5,362.3 | 137.7 | -428.6 | 450.2 | 0.00 | 0.00 | |
| 5,500.0 | 0.00 | 0.00 | 5,462.3 | 137.7 | -428.6 | 450.2 | 0.00 | 0.00 | |
| 5,600.0 | 0.00 | 0.00 | 5,562.3 | 137.7 | -428.6 | 450.2 | 0.00 | 0.00 | |
| 5,700.0 | 0.00 | 0.00 | 5,662.3 | 137.7 | -428.6 | 450.2 | 0.00 | 0.00 | |
| 5,800.0 | 0.00 | 0.00 | 5,762.3 | 137.7 | -428.6 | 450.2 | 0.00 | 0.00 | |
| 5,900.0 | 0.00 | 0.00 | 5,862.3 | 137.7 | -428.6 | 450.2 | 0.00 | 0.00 | |
| 6,000.0 | 0.00 | 0.00 | 5,962.3 | 137.7 | -428.6 | 450.2 | 0.00 | 0.00 | |
| 6,100.0 | 0.00 | 0.00 | 6,062.3 | 137.7 | -428.6 | 450.2 | 0.00 | 0.00 | |
| 6,200.0 | 0.00 | 0.00 | 6,162.3 | 137.7 | -428.6 | 450.2 | 0.00 | 0.00 | |
| 6,300.0 | 0.00 | 0.00 | 6,262.3 | 137.7 | -428.6 | 450.2 | 0.00 | 0.00 | |
| 6,400.0 | 0.00 | 0.00 | 6,362.3 | 137.7 | -428.6 | 450.2 | 0.00 | 0.00 | |
| 6,500.0 | 0.00 | 0.00 | 6,462.3 | 137.7 | -428.6 | 450.2 | 0.00 | 0.00 | |
| 6,600.0 | 0.00 | 0.00 | 6,562.3 | 137.7 | -428.6 | 450.2 | 0.00 | 0.00 | |
| 6,700.0 | 0.00 | 0.00 | 6,662.3 | 137.7 | -428.6 | 450.2 | 0.00 | 0.00 | |
| 6,767.7 | 0.00 | 0.00 | 6,730.0 | 137.7 | -428.6 | 450.2 | 0.00 | 0.00 | Top Uteland Butte |
| 6,800.0 | 0.00 | 0.00 | 6,762.3 | 137.7 | -428.6 | 450.2 | 0.00 | 0.00 | |
| 6,900.0 | 0.00 | 0.00 | 6,862.3 | 137.7 | -428.6 | 450.2 | 0.00 | 0.00 | |
| 6,917.7 | 0.00 | 0.00 | 6,880.0 | 137.7 | -428.6 | 450.2 | 0.00 | 0.00 | Top Wasatch |
| 7,000.0 | 0.00 | 0.00 | 6,962.3 | 137.7 | -428.6 | 450.2 | 0.00 | 0.00 | |
| 7,100.0 | 0.00 | 0.00 | 7,062.3 | 137.7 | -428.6 | 450.2 | 0.00 | 0.00 | |
| 7,200.0 | 0.00 | 0.00 | 7,162.3 | 137.7 | -428.6 | 450.2 | 0.00 | 0.00 | |
| 7,300.0 | 0.00 | 0.00 | 7,262.3 | 137.7 | -428.6 | 450.2 | 0.00 | 0.00 | |
| 7,400.0 | 0.00 | 0.00 | 7,362.3 | 137.7 | -428.6 | 450.2 | 0.00 | 0.00 | |
| 7,500.0 | 0.00 | 0.00 | 7,462.3 | 137.7 | -428.6 | 450.2 | 0.00 | 0.00 | |
| 7,600.0 | 0.00 | 0.00 | 7,562.3 | 137.7 | -428.6 | 450.2 | 0.00 | 0.00 | |
| 7,700.0 | 0.00 | 0.00 | 7,662.3 | 137.7 | -428.6 | 450.2 | 0.00 | 0.00 | |
| 7,800.0 | 0.00 | 0.00 | 7,762.3 | 137.7 | -428.6 | 450.2 | 0.00 | 0.00 | |
| 7,900.0 | 0.00 | 0.00 | 7,862.3 | 137.7 | -428.6 | 450.2 | 0.00 | 0.00 | |
| 8,000.0 | 0.00 | 0.00 | 7,962.3 | 137.7 | -428.6 | 450.2 | 0.00 | 0.00 | |
| 8,100.0 | 0.00 | 0.00 | 8,062.3 | 137.7 | -428.6 | 450.2 | 0.00 | 0.00 | |
| 8,200.0 | 0.00 | 0.00 | 8,162.3 | 137.7 | -428.6 | 450.2 | 0.00 | 0.00 | |
| 8,300.0 | 0.00 | 0.00 | 8,262.3 | 137.7 | -428.6 | 450.2 | 0.00 | 0.00 | |
| 8,400.0 | 0.00 | 0.00 | 8,362.3 | 137.7 | -428.6 | 450.2 | 0.00 | 0.00 | |
| 8,500.0 | 0.00 | 0.00 | 8,462.3 | 137.7 | -428.6 | 450.2 | 0.00 | 0.00 | |
| 8,600.0 | 0.00 | 0.00 | 8,562.3 | 137.7 | -428.6 | 450.2 | 0.00 | 0.00 | |
| 8,700.0 | 0.00 | 0.00 | 8,662.3 | 137.7 | -428.6 | 450.2 | 0.00 | 0.00 | |
| 8,800.0 | 0.00 | 0.00 | 8,762.3 | 137.7 | -428.6 | 450.2 | 0.00 | 0.00 | |
| 8,900.0 | 0.00 | 0.00 | 8,862.3 | 137.7 | -428.6 | 450.2 | 0.00 | 0.00 | |
| 8,917.7 | 0.00 | 0.00 | 8,880.0 | 137.7 | -428.6 | 450.2 | 0.00 | 0.00 | TD @ 8917.7' MD - Projected TD |

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# Cathedral Energy Services

## Planning Report

| | | | |
|---|---|---|---|
| **Database:** | USA EDM 5000 Multi Users DB | **Local Co-ordinate Reference:** | Well Three Rivers 4-21-820 |
| **Company:** | Axia Energy | **TVD Reference:** | 16' KB @ 4773.0ft (Original Well Elev) |
| **Project:** | Uintah County, UT | **MD Reference:** | 16' KB @ 4773.0ft (Original Well Elev) |
| **Site:** | SEC 4-T8S-R20E | **North Reference:** | True |
| **Well:** | Three Rivers 4-21-820 | **Survey Calculation Method:** | Minimum Curvature |
| **Wellbore:** | DD | | |
| **Design:** | Plan #1 | | |

**Targets**

| Target Name<br>- hit/miss target<br>- Shape | Dip Angle (°) | Dip Dir. (°) | TVD (ft) | +N/-S (ft) | +E/-W (ft) | Northing (ft) | Easting (ft) | Latitude | Longitude |
|---|---|---|---|---|---|---|---|---|---|
| Three Rivers 4-21-820 E<br>- plan hits target center<br>- Point | 0.00 | 0.00 | 8,880.0 | 137.7 | -428.6 | 3,221,945.59 | 2,149,616.63 | 40.157039 | -109.678439 |

**Formations**

| Measured Depth (ft) | Vertical Depth (ft) | Name | Lithology | Dip (°) | Dip Direction (°) |
|---|---|---|---|---|---|
| 0.0 | 0.0 | Uinta | | | |
| 3,021.9 | 2,995.0 | Top Green River | | | |
| 3,332.9 | 3,301.0 | Top Birds Nest | | | |
| 3,808.4 | 3,771.0 | Base Birds Nest | | | |
| 4,032.7 | 3,995.0 | Temperature 120 | | | |
| 5,013.7 | 4,976.0 | Garden Gulch | | | |
| 6,767.7 | 6,730.0 | Top Uteland Butte | | | |
| 6,917.7 | 6,880.0 | Top Wasatch | | | |
| 8,917.7 | 8,880.0 | Projected TD | | | |

**Plan Annotations**

| Measured Depth (ft) | Vertical Depth (ft) | Local Coordinates +N/-S (ft) | Local Coordinates +E/-W (ft) | Comment |
|---|---|---|---|---|
| 1,000.0 | 1,000.0 | 0.0 | 0.0 | KOP @ 1000' MD |
| 1,513.3 | 1,510.6 | 14.0 | -43.7 | EPB; Inc= 10.27° |
| 3,524.4 | 3,489.4 | 123.7 | -384.9 | Start 2° Drop @ 3524.4' MD |
| 4,037.7 | 4,000.0 | 137.7 | -428.6 | EOD @ 4037.7' MD |
| 8,917.7 | 8,880.0 | 137.7 | -428.6 | TD @ 8917.7' MD |

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# Axia Energy

**Uintah County, UT**
**SEC 4-T8S-R20E**
**Three Rivers 4-21-820**
**DD**
**Plan #1**

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# Anticollision Report

**23 May, 2012**

RECEIVED: June 27, 2012

# Cathedral Energy Services

## Anticollision Report

| | | | |
|---|---|---|---|
| **Company:** | Axia Energy | **Local Co-ordinate Reference:** | Well Three Rivers 4-21-820 |
| **Project:** | Uintah County, UT | **TVD Reference:** | 16' KB @ 4773.0ft (Original Well Elev) |
| **Reference Site:** | SEC 4-T8S-R20E | **MD Reference:** | 16' KB @ 4773.0ft (Original Well Elev) |
| **Site Error:** | 0.0ft | **North Reference:** | True |
| **Reference Well:** | Three Rivers 4-21-820 | **Survey Calculation Method:** | Minimum Curvature |
| **Well Error:** | 0.0ft | **Output errors are at** | 2.00 sigma |
| **Reference Wellbore** | DD | **Database:** | USA EDM 5000 Multi Users DB |
| **Reference Design:** | Plan #1 | **Offset TVD Reference:** | Offset Datum |

**Reference** Plan #1

| | | | |
|---|---|---|---|
| **Filter type:** | GLOBAL FILTER APPLIED: All wellpaths within 200'+ 100/1000 of reference | | |
| **Interpolation Method:** | MD Interval 100.0ft | **Error Model:** | ISCWSA |
| **Depth Range:** | Unlimited | **Scan Method:** | Closest Approach 3D |
| **Results Limited by:** | Maximum center-center distance of 1,091.8ft | **Error Surface:** | Elliptical Conic |
| **Warning Levels Evaluated at:** | 2.00 **Sigma** | | |

**Survey Tool Program** **Date** 5/23/2012

| From (ft) | To (ft) | Survey (Wellbore) | Tool Name | Description |
|---|---|---|---|---|
| 0.0 | 8,917.7 | Plan #1 (DD) | MWD | Geolink MWD |

**Summary**

| Site Name<br>Offset Well - Wellbore - Design | Reference Measured Depth (ft) | Offset Measured Depth (ft) | Distance Between Centres (ft) | Distance Between Ellipses (ft) | Separation Factor | Warning |
|---|---|---|---|---|---|---|
| SEC 4-T8S-R20E | | | | | | |
| Three Rivers 4-31-820 - DD - Plan #1 | 1,000.0 | 1,000.0 | 18.4 | 15.0 | 5.358 | CC, ES, SF |

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



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# Cathedral Energy Services

## Anticollision Report

| | | | |
|---|---|---|---|
| **Company:** | Axia Energy | **Local Co-ordinate Reference:** | Well Three Rivers 4-21-820 |
| **Project:** | Uintah County, UT | **TVD Reference:** | 16' KB @ 4773.0ft (Original Well Elev) |
| **Reference Site:** | SEC 4-T8S-R20E | **MD Reference:** | 16' KB @ 4773.0ft (Original Well Elev) |
| **Site Error:** | 0.0ft | **North Reference:** | True |
| **Reference Well:** | Three Rivers 4-21-820 | **Survey Calculation Method:** | Minimum Curvature |
| **Well Error:** | 0.0ft | **Output errors are at** | 2.00 sigma |
| **Reference Wellbore** | DD | **Database:** | USA EDM 5000 Multi Users DB |
| **Reference Design:** | Plan #1 | **Offset TVD Reference:** | Offset Datum |

**Offset Design** SEC 4-T8S-R20E - Three Rivers 4-31-820 - DD - Plan #1

**Offset Site Error:** 0.0 ft

**Survey Program:** 0-MWD

**Offset Well Error:** 0.0 ft

| Reference Measured Depth (ft) | Reference Vertical Depth (ft) | Offset Measured Depth (ft) | Offset Vertical Depth (ft) | Semi Major Axis Reference (ft) | Semi Major Axis Offset (ft) | Highside Toolface (°) | Offset Wellbore Centre +N/-S (ft) | Offset Wellbore Centre +E/-W (ft) | Distance Between Centres (ft) | Distance Between Ellipses (ft) | Total Uncertainty Axis | Separation Factor | Warning |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 109.65 | -6.2 | 17.3 | 18.4 | | | | |
| 100.0 | 100.0 | 100.0 | 100.0 | 0.1 | 0.1 | 109.65 | -6.2 | 17.3 | 18.4 | 18.1 | 0.29 | 62.769 | |
| 200.0 | 200.0 | 200.0 | 200.0 | 0.3 | 0.3 | 109.65 | -6.2 | 17.3 | 18.4 | 17.8 | 0.64 | 28.655 | |
| 300.0 | 300.0 | 300.0 | 300.0 | 0.5 | 0.5 | 109.65 | -6.2 | 17.3 | 18.4 | 17.4 | 0.99 | 18.565 | |
| 400.0 | 400.0 | 400.0 | 400.0 | 0.7 | 0.7 | 109.65 | -6.2 | 17.3 | 18.4 | 17.1 | 1.34 | 13.731 | |
| 500.0 | 500.0 | 500.0 | 500.0 | 0.8 | 0.8 | 109.65 | -6.2 | 17.3 | 18.4 | 16.7 | 1.69 | 10.894 | |
| 600.0 | 600.0 | 600.0 | 600.0 | 1.0 | 1.0 | 109.65 | -6.2 | 17.3 | 18.4 | 16.4 | 2.04 | 9.028 | |
| 700.0 | 700.0 | 700.0 | 700.0 | 1.2 | 1.2 | 109.65 | -6.2 | 17.3 | 18.4 | 16.0 | 2.39 | 7.708 | |
| 800.0 | 800.0 | 800.0 | 800.0 | 1.4 | 1.4 | 109.65 | -6.2 | 17.3 | 18.4 | 15.7 | 2.74 | 6.725 | |
| 900.0 | 900.0 | 900.0 | 900.0 | 1.5 | 1.5 | 109.65 | -6.2 | 17.3 | 18.4 | 15.3 | 3.09 | 5.964 | |
| 1,000.0 | 1,000.0 | 1,000.0 | 1,000.0 | 1.7 | 1.7 | 109.65 | -6.2 | 17.3 | 18.4 | 15.0 | 3.43 | 5.358 | CC, ES, SF |
| 1,100.0 | 1,100.0 | 1,099.4 | 1,099.4 | 1.9 | 1.9 | 178.65 | -5.6 | 18.9 | 21.5 | 17.7 | 3.78 | 5.682 | |
| 1,200.0 | 1,199.8 | 1,198.2 | 1,198.0 | 2.1 | 2.1 | 172.96 | -3.7 | 23.7 | 30.9 | 26.8 | 4.13 | 7.502 | |
| 1,300.0 | 1,299.5 | 1,295.7 | 1,295.2 | 2.3 | 2.3 | 168.61 | -0.6 | 31.5 | 47.0 | 42.5 | 4.47 | 10.512 | |
| 1,400.0 | 1,398.7 | 1,391.4 | 1,390.2 | 2.5 | 2.5 | 165.87 | 3.7 | 42.1 | 69.4 | 64.6 | 4.80 | 14.442 | |
| 1,500.0 | 1,497.5 | 1,484.7 | 1,482.4 | 2.7 | 2.7 | 164.15 | 8.9 | 55.4 | 98.1 | 92.9 | 5.14 | 19.076 | |
| 1,600.0 | 1,595.9 | 1,577.7 | 1,573.8 | 3.0 | 3.0 | 163.07 | 15.0 | 70.9 | 131.1 | 125.6 | 5.50 | 23.864 | |
| 1,700.0 | 1,694.3 | 1,671.9 | 1,666.5 | 3.3 | 3.2 | 162.39 | 21.4 | 86.8 | 164.5 | 158.7 | 5.86 | 28.083 | |
| 1,800.0 | 1,792.7 | 1,766.1 | 1,759.2 | 3.6 | 3.5 | 161.94 | 27.7 | 102.8 | 198.0 | 191.7 | 6.23 | 31.794 | |
| 1,900.0 | 1,891.1 | 1,860.4 | 1,851.8 | 3.9 | 3.8 | 161.63 | 34.0 | 118.8 | 231.4 | 224.8 | 6.60 | 35.077 | |
| 2,000.0 | 1,989.5 | 1,954.6 | 1,944.5 | 4.3 | 4.1 | 161.39 | 40.4 | 134.7 | 264.8 | 257.9 | 6.97 | 37.999 | |
| 2,100.0 | 2,087.9 | 2,048.9 | 2,037.2 | 4.6 | 4.5 | 161.20 | 46.7 | 150.7 | 298.3 | 290.9 | 7.34 | 40.614 | |
| 2,200.0 | 2,186.3 | 2,143.1 | 2,129.8 | 4.9 | 4.8 | 161.05 | 53.0 | 166.7 | 331.7 | 324.0 | 7.72 | 42.965 | |
| 2,300.0 | 2,284.7 | 2,237.3 | 2,222.5 | 5.3 | 5.1 | 160.93 | 59.4 | 182.7 | 365.1 | 357.1 | 8.10 | 45.089 | |
| 2,400.0 | 2,383.1 | 2,331.6 | 2,315.1 | 5.6 | 5.4 | 160.83 | 65.7 | 198.6 | 398.6 | 390.1 | 8.48 | 47.017 | |
| 2,500.0 | 2,481.5 | 2,425.8 | 2,407.8 | 5.9 | 5.7 | 160.75 | 72.0 | 214.6 | 432.0 | 423.2 | 8.86 | 48.773 | |
| 2,600.0 | 2,579.9 | 2,520.1 | 2,500.5 | 6.3 | 6.1 | 160.68 | 78.4 | 230.6 | 465.5 | 456.2 | 9.24 | 50.379 | |
| 2,700.0 | 2,678.3 | 2,614.3 | 2,593.1 | 6.6 | 6.4 | 160.61 | 84.7 | 246.5 | 498.9 | 489.3 | 9.62 | 51.853 | |
| 2,800.0 | 2,776.7 | 2,708.5 | 2,685.8 | 7.0 | 6.7 | 160.56 | 91.0 | 262.5 | 532.4 | 522.4 | 10.00 | 53.210 | |
| 2,900.0 | 2,875.1 | 2,802.8 | 2,778.4 | 7.3 | 7.1 | 160.51 | 97.4 | 278.5 | 565.8 | 555.4 | 10.39 | 54.464 | |
| 3,000.0 | 2,973.5 | 2,897.0 | 2,871.1 | 7.7 | 7.4 | 160.47 | 103.7 | 294.5 | 599.3 | 588.5 | 10.77 | 55.625 | |
| 3,100.0 | 3,071.9 | 2,991.3 | 2,963.8 | 8.0 | 7.7 | 160.43 | 110.0 | 310.4 | 632.7 | 621.5 | 11.16 | 56.703 | |
| 3,200.0 | 3,170.3 | 3,085.5 | 3,056.4 | 8.4 | 8.1 | 160.39 | 116.4 | 326.4 | 666.1 | 654.6 | 11.54 | 57.706 | |
| 3,300.0 | 3,268.7 | 3,179.8 | 3,149.1 | 8.7 | 8.4 | 160.36 | 122.7 | 342.4 | 699.6 | 687.7 | 11.93 | 58.643 | |
| 3,400.0 | 3,367.1 | 3,274.0 | 3,241.7 | 9.1 | 8.7 | 160.33 | 129.0 | 358.4 | 733.0 | 720.7 | 12.32 | 59.519 | |
| 3,500.0 | 3,465.4 | 3,368.2 | 3,334.4 | 9.4 | 9.1 | 160.31 | 135.4 | 374.3 | 766.5 | 753.8 | 12.70 | 60.340 | |
| 3,600.0 | 3,564.0 | 3,462.8 | 3,427.4 | 9.8 | 9.4 | 160.43 | 141.7 | 390.4 | 799.0 | 785.9 | 13.12 | 60.897 | |
| 3,700.0 | 3,663.1 | 3,574.8 | 3,537.6 | 10.0 | 9.8 | 160.50 | 149.0 | 408.7 | 828.1 | 814.6 | 13.57 | 61.041 | |
| 3,800.0 | 3,762.6 | 3,709.3 | 3,670.8 | 10.3 | 10.2 | 160.51 | 155.9 | 426.0 | 850.4 | 836.4 | 14.03 | 60.625 | |
| 3,900.0 | 3,862.4 | 3,846.9 | 3,807.8 | 10.4 | 10.5 | 160.53 | 160.5 | 437.7 | 865.1 | 850.7 | 14.46 | 59.814 | |
| 4,000.0 | 3,962.3 | 3,986.4 | 3,947.2 | 10.6 | 10.7 | 160.53 | 162.7 | 443.2 | 872.0 | 857.2 | 14.87 | 58.632 | |
| 4,100.0 | 4,062.3 | 4,101.5 | 4,062.3 | 10.7 | 10.8 | 88.35 | 162.9 | 443.7 | 872.6 | 857.4 | 15.22 | 57.313 | |
| 4,200.0 | 4,162.3 | 4,201.5 | 4,162.3 | 10.8 | 10.9 | 88.35 | 162.9 | 443.7 | 872.6 | 857.0 | 15.55 | 56.107 | |
| 4,300.0 | 4,262.3 | 4,301.5 | 4,262.3 | 10.9 | 11.0 | 88.35 | 162.9 | 443.7 | 872.6 | 856.7 | 15.88 | 54.947 | |
| 4,400.0 | 4,362.3 | 4,401.5 | 4,362.3 | 11.0 | 11.2 | 88.35 | 162.9 | 443.7 | 872.6 | 856.4 | 16.21 | 53.831 | |
| 4,500.0 | 4,462.3 | 4,501.5 | 4,462.3 | 11.2 | 11.3 | 88.35 | 162.9 | 443.7 | 872.6 | 856.0 | 16.54 | 52.757 | |
| 4,600.0 | 4,562.3 | 4,601.5 | 4,562.3 | 11.3 | 11.4 | 88.35 | 162.9 | 443.7 | 872.6 | 855.7 | 16.87 | 51.723 | |
| 4,700.0 | 4,662.3 | 4,701.5 | 4,662.3 | 11.4 | 11.5 | 88.35 | 162.9 | 443.7 | 872.6 | 855.4 | 17.20 | 50.726 | |
| 4,800.0 | 4,762.3 | 4,801.5 | 4,762.3 | 11.5 | 11.6 | 88.35 | 162.9 | 443.7 | 872.6 | 855.1 | 17.53 | 49.765 | |
| 4,900.0 | 4,862.3 | 4,901.5 | 4,862.3 | 11.7 | 11.8 | 88.35 | 162.9 | 443.7 | 872.6 | 854.7 | 17.87 | 48.838 | |
| 5,000.0 | 4,962.3 | 5,001.5 | 4,962.3 | 11.8 | 11.9 | 88.35 | 162.9 | 443.7 | 872.6 | 854.4 | 18.20 | 47.943 | |
| 5,100.0 | 5,062.3 | 5,101.5 | 5,062.3 | 11.9 | 12.0 | 88.35 | 162.9 | 443.7 | 872.6 | 854.1 | 18.53 | 47.079 | |

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

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# Cathedral Energy Services

## Anticollision Report

| | | | |
|---|---|---|---|
| **Company:** | Axia Energy | **Local Co-ordinate Reference:** | Well Three Rivers 4-21-820 |
| **Project:** | Uintah County, UT | **TVD Reference:** | 16' KB @ 4773.0ft (Original Well Elev) |
| **Reference Site:** | SEC 4-T8S-R20E | **MD Reference:** | 16' KB @ 4773.0ft (Original Well Elev) |
| **Site Error:** | 0.0ft | **North Reference:** | True |
| **Reference Well:** | Three Rivers 4-21-820 | **Survey Calculation Method:** | Minimum Curvature |
| **Well Error:** | 0.0ft | **Output errors are at** | 2.00 sigma |
| **Reference Wellbore** | DD | **Database:** | USA EDM 5000 Multi Users DB |
| **Reference Design:** | Plan #1 | **Offset TVD Reference:** | Offset Datum |

**Offset Design** SEC 4-T8S-R20E - Three Rivers 4-31-820 - DD - Plan #1

**Survey Program:** 0-MWD

**Offset Site Error:** 0.0 ft

**Offset Well Error:** 0.0 ft

| Reference Measured Depth (ft) | Reference Vertical Depth (ft) | Offset Measured Depth (ft) | Offset Vertical Depth (ft) | Semi Major Axis Reference (ft) | Semi Major Axis Offset (ft) | Highside Toolface (°) | Offset Wellbore Centre +N/-S (ft) | Offset Wellbore Centre +E/-W (ft) | Distance Between Centres (ft) | Distance Between Ellipses (ft) | Total Uncertainty Axis | Separation Factor | Warning |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| 5,200.0 | 5,162.3 | 5,201.5 | 5,162.3 | 12.1 | 12.2 | 88.35 | 162.9 | 443.7 | 872.6 | 853.7 | 18.87 | 46.245 | |
| 5,300.0 | 5,262.3 | 5,301.5 | 5,262.3 | 12.2 | 12.3 | 88.35 | 162.9 | 443.7 | 872.6 | 853.4 | 19.20 | 45.438 | |
| 5,400.0 | 5,362.3 | 5,401.5 | 5,362.3 | 12.3 | 12.4 | 88.35 | 162.9 | 443.7 | 872.6 | 853.0 | 19.54 | 44.657 | |
| 5,500.0 | 5,462.3 | 5,501.5 | 5,462.3 | 12.5 | 12.5 | 88.35 | 162.9 | 443.7 | 872.6 | 852.7 | 19.88 | 43.902 | |
| 5,600.0 | 5,562.3 | 5,601.5 | 5,562.3 | 12.6 | 12.7 | 88.35 | 162.9 | 443.7 | 872.6 | 852.4 | 20.21 | 43.172 | |
| 5,700.0 | 5,662.3 | 5,701.5 | 5,662.3 | 12.7 | 12.8 | 88.35 | 162.9 | 443.7 | 872.6 | 852.0 | 20.55 | 42.464 | |
| 5,800.0 | 5,762.3 | 5,801.5 | 5,762.3 | 12.9 | 13.0 | 88.35 | 162.9 | 443.7 | 872.6 | 851.7 | 20.89 | 41.778 | |
| 5,900.0 | 5,862.3 | 5,901.5 | 5,862.3 | 13.0 | 13.1 | 88.35 | 162.9 | 443.7 | 872.6 | 851.4 | 21.22 | 41.113 | |
| 6,000.0 | 5,962.3 | 6,001.5 | 5,962.3 | 13.1 | 13.2 | 88.35 | 162.9 | 443.7 | 872.6 | 851.0 | 21.56 | 40.469 | |
| 6,100.0 | 6,062.3 | 6,101.5 | 6,062.3 | 13.3 | 13.4 | 88.35 | 162.9 | 443.7 | 872.6 | 850.7 | 21.90 | 39.844 | |
| 6,200.0 | 6,162.3 | 6,201.5 | 6,162.3 | 13.4 | 13.5 | 88.35 | 162.9 | 443.7 | 872.6 | 850.3 | 22.24 | 39.237 | |
| 6,300.0 | 6,262.3 | 6,301.5 | 6,262.3 | 13.6 | 13.6 | 88.35 | 162.9 | 443.7 | 872.6 | 850.0 | 22.58 | 38.648 | |
| 6,400.0 | 6,362.3 | 6,401.5 | 6,362.3 | 13.7 | 13.8 | 88.35 | 162.9 | 443.7 | 872.6 | 849.7 | 22.92 | 38.075 | |
| 6,500.0 | 6,462.3 | 6,501.5 | 6,462.3 | 13.8 | 13.9 | 88.35 | 162.9 | 443.7 | 872.6 | 849.3 | 23.26 | 37.519 | |
| 6,600.0 | 6,562.3 | 6,601.5 | 6,562.3 | 14.0 | 14.1 | 88.35 | 162.9 | 443.7 | 872.6 | 849.0 | 23.60 | 36.979 | |
| 6,700.0 | 6,662.3 | 6,701.5 | 6,662.3 | 14.1 | 14.2 | 88.35 | 162.9 | 443.7 | 872.6 | 848.6 | 23.94 | 36.454 | |
| 6,800.0 | 6,762.3 | 6,801.5 | 6,762.3 | 14.3 | 14.4 | 88.35 | 162.9 | 443.7 | 872.6 | 848.3 | 24.28 | 35.942 | |
| 6,900.0 | 6,862.3 | 6,901.5 | 6,862.3 | 14.4 | 14.5 | 88.35 | 162.9 | 443.7 | 872.6 | 848.0 | 24.62 | 35.445 | |
| 7,000.0 | 6,962.3 | 7,001.5 | 6,962.3 | 14.6 | 14.6 | 88.35 | 162.9 | 443.7 | 872.6 | 847.6 | 24.96 | 34.961 | |
| 7,100.0 | 7,062.3 | 7,101.5 | 7,062.3 | 14.7 | 14.8 | 88.35 | 162.9 | 443.7 | 872.6 | 847.3 | 25.30 | 34.490 | |
| 7,200.0 | 7,162.3 | 7,201.5 | 7,162.3 | 14.9 | 14.9 | 88.35 | 162.9 | 443.7 | 872.6 | 846.9 | 25.64 | 34.031 | |
| 7,300.0 | 7,262.3 | 7,301.5 | 7,262.3 | 15.0 | 15.1 | 88.35 | 162.9 | 443.7 | 872.6 | 846.6 | 25.98 | 33.583 | |
| 7,400.0 | 7,362.3 | 7,401.5 | 7,362.3 | 15.1 | 15.2 | 88.35 | 162.9 | 443.7 | 872.6 | 846.3 | 26.32 | 33.147 | |
| 7,500.0 | 7,462.3 | 7,501.5 | 7,462.3 | 15.3 | 15.4 | 88.35 | 162.9 | 443.7 | 872.6 | 845.9 | 26.67 | 32.722 | |
| 7,600.0 | 7,562.3 | 7,601.5 | 7,562.3 | 15.4 | 15.5 | 88.35 | 162.9 | 443.7 | 872.6 | 845.6 | 27.01 | 32.308 | |
| 7,700.0 | 7,662.3 | 7,701.5 | 7,662.3 | 15.6 | 15.7 | 88.35 | 162.9 | 443.7 | 872.6 | 845.2 | 27.35 | 31.904 | |
| 7,800.0 | 7,762.3 | 7,801.5 | 7,762.3 | 15.7 | 15.8 | 88.35 | 162.9 | 443.7 | 872.6 | 844.9 | 27.69 | 31.509 | |
| 7,900.0 | 7,862.3 | 7,901.5 | 7,862.3 | 15.9 | 16.0 | 88.35 | 162.9 | 443.7 | 872.6 | 844.6 | 28.04 | 31.124 | |
| 8,000.0 | 7,962.3 | 8,001.5 | 7,962.3 | 16.0 | 16.1 | 88.35 | 162.9 | 443.7 | 872.6 | 844.2 | 28.38 | 30.748 | |
| 8,100.0 | 8,062.3 | 8,101.5 | 8,062.3 | 16.2 | 16.3 | 88.35 | 162.9 | 443.7 | 872.6 | 843.9 | 28.72 | 30.381 | |
| 8,200.0 | 8,162.3 | 8,201.5 | 8,162.3 | 16.4 | 16.4 | 88.35 | 162.9 | 443.7 | 872.6 | 843.5 | 29.06 | 30.022 | |
| 8,300.0 | 8,262.3 | 8,301.5 | 8,262.3 | 16.5 | 16.6 | 88.35 | 162.9 | 443.7 | 872.6 | 843.2 | 29.41 | 29.672 | |
| 8,400.0 | 8,362.3 | 8,401.5 | 8,362.3 | 16.7 | 16.7 | 88.35 | 162.9 | 443.7 | 872.6 | 842.8 | 29.75 | 29.330 | |
| 8,500.0 | 8,462.3 | 8,501.5 | 8,462.3 | 16.8 | 16.9 | 88.35 | 162.9 | 443.7 | 872.6 | 842.5 | 30.09 | 28.995 | |
| 8,600.0 | 8,562.3 | 8,601.5 | 8,562.3 | 17.0 | 17.0 | 88.35 | 162.9 | 443.7 | 872.6 | 842.1 | 30.44 | 28.668 | |
| 8,700.0 | 8,662.3 | 8,701.5 | 8,662.3 | 17.1 | 17.2 | 88.35 | 162.9 | 443.7 | 872.6 | 841.8 | 30.78 | 28.347 | |
| 8,800.0 | 8,762.3 | 8,801.5 | 8,762.3 | 17.3 | 17.3 | 88.35 | 162.9 | 443.7 | 872.6 | 841.5 | 31.13 | 28.034 | |
| 8,900.0 | 8,862.3 | 8,901.5 | 8,862.3 | 17.4 | 17.5 | 88.35 | 162.9 | 443.7 | 872.6 | 841.1 | 31.47 | 27.728 | |
| 8,900.1 | 8,862.4 | 8,901.6 | 8,862.4 | 17.4 | 17.5 | 88.35 | 162.9 | 443.7 | 872.6 | 841.1 | 31.47 | 27.728 | |
| 8,917.7 | 8,880.0 | 8,909.2 | 8,870.0 | 17.5 | 17.5 | 88.35 | 162.9 | 443.7 | 872.6 | 841.1 | 31.51 | 27.691 | |

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RECEIVED: June 27, 2012

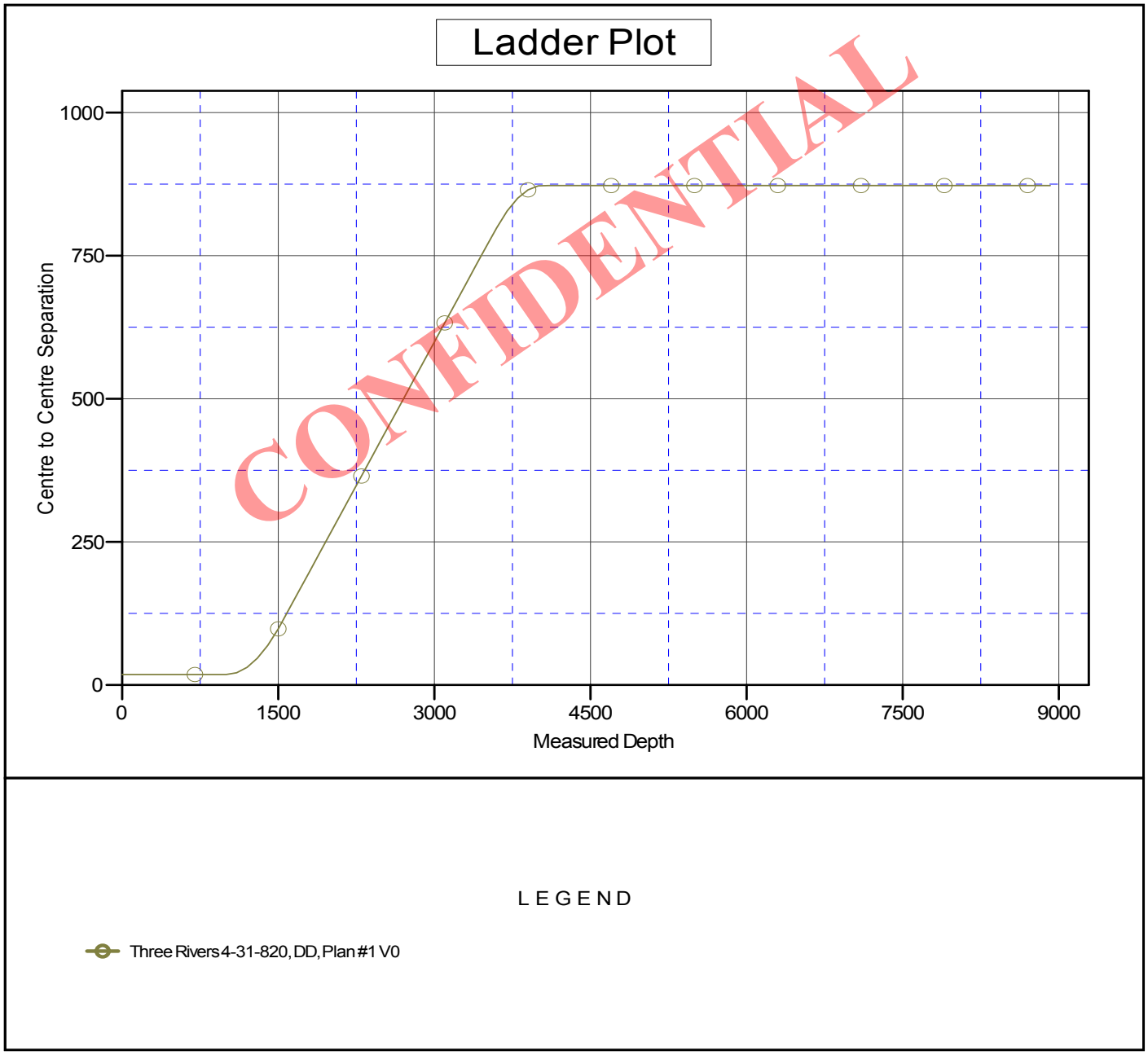
# Cathedral Energy Services

## Anticollision Report

| | | | |
|---|---|---|---|
| **Company:** | Axia Energy | **Local Co-ordinate Reference:** | Well Three Rivers 4-21-820 |
| **Project:** | Uintah County, UT | **TVD Reference:** | 16' KB @ 4773.0ft (Original Well Elev) |
| **Reference Site:** | SEC 4-T8S-R20E | **MD Reference:** | 16' KB @ 4773.0ft (Original Well Elev) |
| **Site Error:** | 0.0ft | **North Reference:** | True |
| **Reference Well:** | Three Rivers 4-21-820 | **Survey Calculation Method:** | Minimum Curvature |
| **Well Error:** | 0.0ft | **Output errors are at** | 2.00 sigma |
| **Reference Wellbore** | DD | **Database:** | USA EDM 5000 Multi Users DB |
| **Reference Design:** | Plan #1 | **Offset TVD Reference:** | Offset Datum |

Reference Depths are relative to 16' KB @ 4773.0ft ( Original Well Elev
Offset Depths are relative to Offset Datum
Central Meridian is -111.500000 °

Coordinates are relative to: Three Rivers 4-21-820
Coordinate System is US State Plane 1983, Utah Northern Zone
Grid Convergence at Surface is: 1.20°






RECEIVED: June 27, 2012

# SURFACE USE AGREEMENT AND GRANT OF EASEMENTS

THIS SURFACE USE AGREEMENT AND GRANT OF EASEMENTS ("Agreement") is effective the 28th day of November, 2011, by and between, Donald E. and SharRon A. Winder, as Trustees of the Donald E. Winder and SharRon A. Winder Revocable trust dated April 17, 2009, whose address is 1795 Sunshine Ave, West Richland, WA 99353 ("Owner") and Axia Energy, LLC, whose address is 1430 Larimer Street, Suite 400, Denver, CO 80202 ("Operator").

## RECITALS

A. Owner owns the surface of the real property in Uintah County, Utah (the "Property"), legally described as:

Township 8S, Range 20E - NE/4, NW/4, Section 4, SLM
Description: Lot 3 - Section 4, T8S/R20E, SLM

B.. Operator wishes to drill oil and gas wells ("Wells") with associated necessary pipelines on the Property and also to directionally access adjacent lands from a surface location of the Property for the extraction of oil, gas and associated hydrocarbons from said adjacent lands.

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## TERMS

THEREFORE, in consideration of the mutual covenants in this Agreement, and Operator's agreement to pay the damages described in this Agreement, the parties agree as follows:

1. Wells and Well Pads.

1.1. Operator may construct the necessary well site pads for drilling, completion, re-completion, reworking, re-entry, production, maintenance and operation of Wells ("Well Pads") on the Property consistent with this Agreement. Operator, its agents, employees, assigns, contractors and subcontractors, may enter upon and use the Well Pads for the purposes of drilling, completing, producing, maintaining, and operating Wells to produce oil, gas and associated hydrocarbons produced from the Property, or adjacent lands, including the construction and use of frac pits, tank batteries, production equipment, and other facilities used to produce and market the oil, gas and associated hydrocarbons.

1.1.1. No Well Pad shall exceed five (5) acres of disturbed area, including any cuts and fills during drilling. After completion operations for the wells on the pad are finished, the size of the Well Pads shall be reduced to a maximum of two (2) acres.

1.1.2. As allowed by this Agreement, Operator may drill the maximum number of Wells on the Well Pad(s) permitted by Utah Oil and Gas Conservation Commission ("UOGCC") spacing and density requirements. Operator may drill directionally from Well Pads located on the Property to bottom hole locations located directly under the Property or to bottom hole locations

that are adjacent to the Property. As a requirement within this agreement, the initial well to be drilled from the surface by Operator shall be into mineral interest wholly or partially owned by surface Owner.

1.1.3. As used in this Agreement, "Well" shall mean a well and the accompanying wellbore (either vertically or directionally drilled from the Well Pad) for the production of oil and gas, and all associated casing and wellhead equipment.

1.2. As consideration for damages to be incurred by Operator on the Property, Operator shall pay Owner for each Well Pad that is constructed on the Property with such payment to be received by Owner prior to construction commencement. In addition, prior to the commencement of drilling operations of any additional well, Operator shall pay Owner per new well that is drilled from an existing Well Pad located on the Property. Except as otherwise provided in this Agreement, such payments shall constitute payment in full by Operator for all damages to the Property associated with the drilling, construction, completion, re-completion, reworking, reentry, production, operation and maintenance of the Well(s).

Operator shall pay Owner an annual payment, beginning in year 11, following pad construction and if the pad has not been reclaimed, in the documented amount for any tax increase assessed from barren land to developed (e.g. commercial) land. This payment to the Owner is payable prior to October 15th each year, beginning the eleventh year after construction commencement on the first well pad upon being provided documented tax increase information from Owner.

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1.3. The slope of a Well Pad to any ditch, road, or other improvement shall not be greater than 2:1.

1.4. All above-ground permanent structures on the Well Pad(s) and above-ground pipeline structures shall be painted with appropriate earth-tone colors to blend with the surrounding landscape, and, at the discretion of Operator, shall be screened with appropriate planting as described by the NRCS (National Resource Conservation Services) techniques guide. Operator shall use diligent efforts to minimize disturbances to existing trees and vegetation near the Well Pad.

1.5. Noise levels shall not exceed Utah Oil and Gas Conservation Commission ("UOGCC") regulations.

1.6. All drilling fluids and mud shall be handled in accordance with UOGCC regulations. No fluids, mud, soil, or other substances created or derived from operations conducted off of the Property shall be deposited on the surface estate of the Property. Nothing in this section shall limit Operator's right to bring onto the property, use, and reuse frac and production water for additional drilling and completion operations.

1.7. At Owner's request, during drilling operations and thereafter, the Well Pad shall be fenced with five-strand barb wire fencing affixed to steel posts spaced six (6) feet apart at a height not less than forty-eight (48) inches.

1.8. Any irrigation or tail water ditch or pipe located within the Well Pad shall be left intact or rerouted to a location approved by Owner so that the delivery of water on the Property is not disrupted. Operator shall be responsible for any repair and/or maintenance of any irrigation ditch or pipe located within the Well Pad.

1.9. No debris, slash, or other materials shall be burned on the Property (except for the flaring of gas), nor shall such materials be buried on the Property, without the express written consent of Owner, which shall not be unreasonably withheld.

1.10. If required by UOGCC, reserve or drilling pits used on the Property, if any, shall be plastic lined during drilling and completion operations. All plastic lining shall be removed during initial reclamation and not buried in place. Excavated material shall be replaced within thirty (30) days of finalization of completion operations at the associated Well Pad.

1.11. No open pit mining shall be permitted on the Property. The Well Pad shall be safe and in good order, and shall at all times be kept free from litter and debris. Operator shall utilize electronic field monitor devices or another type of monitoring system standard in the industry on all Wells.

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2. Road, Pipelines, and Related Issues.

2.1. Road. Owner grants to Operator an exclusive access easement ("Road Easement") on the Property for ingress and egress by Operator and its employees, contractors, sub-contractors, agents, and business invitees as needed to conduct oil and gas operations as described in this Agreement. The Road Easement shall be approximately twenty (20) feet in width, being ten (10) feet on each side of the centerline. .

2.1.1. Road construction that requires cuts and fills shall be minimized to the maximum extent possible.

2.1.2. Culverts shall be installed at ditch and drainage crossings when requested by Owner where road cross such ditches or drainages, and shall be sized to prevent obstruction to the free flow of the volumes of water being carried, inclusive of flood stages. Operator shall protect all water sources and conveyance structures, including but not limited to the natural flow of creeks, wells, and ditches, from all operational activities and shall immediately remedy any diversion, curtailment, or blockage of water flows or contamination of water sources.

2.1.3. The road shall at all times be properly graded, drained, graveled, and maintained by Operator from commencement of operations through final reclamation of the Well Pad(s) or termination of this Agreement. Further, Operator shall keep the Road Easement in good order, at all times free from litter and debris.

2.1.4. Operator shall abide by a 15 m.p.h. speed limit at all times on all roads.

2.1.5. Operator shall use the best available methods, other than hard surfacing, to limit dust. Magnesium chloride shall be applied when requested by Owner, up to a maximum of two (2) times per year.

2.1.6. Owner shall have the right to relocate any road, provided that such relocation does not impose an undue burden on Operator. Any relocated road shall be of similar utility, and all costs associated with such relocation, other than routine maintenance, shall be at Owner's expense.

2.1.7. The Road Easement conveyed by this Agreement shall not include a right of use by the public to other lands. Owner reserves the right to use all such roads for any purpose that does not unreasonably interfere with Operator's operations.

2.1.8. Consideration. As consideration for the grant of the Road Easement, prior to commencing any use or construction, Operator shall pay Owner a one-time payment of per linear foot of Road Easement.

2.2. Pipeline Easement. Owner grants to Operator, its agents, employees, contractors, and subcontractors, a non-exclusive pipeline easement ("Pipeline Easement"), approximately fifteen (15) feet in width along existing roads or disturbances if applicable and/or across the Property to the Well Pad(s), or thirty (30) feet when not adjacent to existing roads or disturbances, to construct, maintain, inspect, and operate, a pipeline or pipelines, and pigging facilities solely for: 1) transporting oil, gas, petroleum products, water, and any other substances recovered during oil and gas production under this Agreement, whether fluid or solid, any products and derivatives of any of those substances, and any combinations and mixtures of any of those substances, and 2) movement of water. Owner also grants to Operator a license for the use of 15 feet parallel to and adjoining one side of the Pipeline Easement as appropriate for temporary use during the initial installation of the pipelines.

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2.2.1. Nothing in this subsection 2.2 shall be construed as granting Operator the right to place any facilities on the Property other than the pipeline, and related pipeline equipment to be placed in the Pipeline Easement.

2.2.3. Consideration. As consideration for the grant of the Pipeline Easement, prior to commencing any use or construction on the Pipeline Easement, Operator shall pay Owner a one-time payment of per linear foot but only as to that portion of the Pipeline Easement that is not located within the Road Easement. Consideration has been paid pursuant to Section 2.1 of this Agreement for that portion of the Pipeline Easement that is located within the Road Easement.

2.3 Completion Pits. If deemed necessary, Operator will build completion pits ("Completion Pit") on the Property for the purposes of storage of completion fluids utilized in the completion of Operators wells.

2.3.1 Completion Pit shall be lined with a minimum of 24 ml plastic (or as required per UOGCC regulations) and all plastic lining shall be removed during initial reclamation and not buried in place. Excavated material shall be replaced within thirty (30) days of finalization of completion of operations at the Completion Pit unless otherwise agreed to by the parties. Operator will be responsible for all reclamation of the Completion Pit and, as part of the reclamation, Operator shall remove all construction materials no longer necessary of the operation of the Completion Pit and remove compaction from the soil in areas no longer necessary of the operation of the Completion Pit. The Completion Pit and access road shall be returned to the approximate original topography and seeded with appropriate native

vegetation for ground cover and erosion control. Subsidence in any reclaimed area shall be corrected by adding additional topsoil. Crop lands shall be returned to grass or alfalfa, as requested by Owner, and sagebrush areas shall be planted with native grasses and vegetation that existed prior to disturbance.

At all times while Completion Pit is being utilized and until such time as Completion Pit is reclaimed, Completion Pit shall be fenced with five-strand barb wire fencing affixed to steel posts spaced six (6) feet apart at a height not less than forty-eight (48) inches.

Owner agrees to give its approval of any permit that is deemed necessary by Operator from Uintah County, the State of Utah or other lawful authority claiming jurisdiction over the Completion Pit and operations related to thereto.

2.4. Easement Construction.

2.4.1 Operator shall use its best efforts to provide written notice to Owner at least two (2) weeks prior to any construction or installation under this Section 2, with the exception of initial construction which may proceed immediately upon execution of this Agreement.

2.4.2 Operator shall run all pipelines on surface whenever possible to minimize surface disturbance. If necessary to bury pipelines, Operator will bury pipelines placed within any pipeline easement at a depth not less than thirty six (36) inches, and shall install all such pipelines so that they can be detected using a commonly available metal detector.

2.4.3 Operator shall use its best efforts to immediately repair any roadway crossings and fences on or enclosing the Property that is damaged or temporarily taken down during any construction on or use of any pipeline easement.

2.4.4 Any rocks excavated by Operator that are too large (12" or greater) to be incorporated into fill shall be removed.

2.4.5 Operator shall provide Owner with "as-built" survey of all pipelines after construction. It shall be the Operator's responsibility to record necessary documents in Uintah County, and to provide the Owner with a copy of any recorded documents.

2.4.6 Operator shall not use any pipeline easement as a vehicle access point to lands adjacent to the Property. Unless otherwise agreed to by both parties, no gates shall be installed on any fences on or near the boundary lines of the Property.

2.4.7 During installation of any road or pipeline on the Property, and at all times thereafter, Operator shall minimize disruption of, and interference with, any ranching, agriculture, or other operations conducted on the Property now or in the future. No camping, recreating, hunting, or any other non-pipeline related

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activities are permissible at any time on the pipeline or road easements or the Property by Operator.

2.4.8 Within 120 days after installation of any pipeline, or any maintenance or repair of any pipeline that disturbs the surface of the Property, Operator shall restore any affected area to its approximate pre-disturbance topography and re-seed all such areas with appropriate native grasses or alfalfa for ground cover and erosion control as requested by Owner. Operator shall insure a naturally contoured surface over the pipeline easements.

2.5 Term of Grant. The pipeline and road easements granted herein shall continue until: (i) the termination of this Agreement in accordance with Section 8, or (ii) Operator's written surrender of the easement.

2.6. Evolution of Use. Operator's use of the easements shall be limited according to the terms of this Agreement, and the doctrine of "normal evolution of use" shall not apply to Operator's use of the easements.

3. Weed Control. Operator shall be responsible for controlling all noxious weeds on all areas of its operations.

3.1. Notification. If Operator locates, or Owner notifies Operator in writing of the location of, noxious weeds on any areas subject to this Section 3, Operator shall implement control procedures before the noxious weeds go to seed.

4. Erosion Control. Operator shall be responsible for controlling all erosion of soils at any Well Pad and easement, and on areas adjacent to the Property that is caused by the activities of Operator or its employees, contractors, sub-contractors, or agents. Such erosion control shall include, without limitation, recontouring, reseeding and re-vegetating such lands and restoring any reservoirs or waterways to their previous quality and capacity. Operator's responsibility for erosion control pursuant to this Section 4 shall be ongoing and shall continue even after termination of Operator's use of a Well Pad or easement, until (i) such time as Owner provides Operator with a written release of Operator's further obligation to control erosion on the Property, or (ii) one year has passed since the last Well was plugged and abandoned or the termination of the easement, as the case may be.

5. Reclamation.

5.1. Initial Reclamation. Within two (2) years after initial disturbance to a Well Pad, except for areas required for current operations such as roads, the wellhead(s), permanent facilities, water pits, future drilling and completion operations, and room for future workover operations, Operator shall restore all disturbed areas in accordance with this subsection 5.1. Such restoration shall commence immediately following completion of the Wells and establishment of equipment on a Well Pad, the completion of a road, and/or the completion of a pipeline, as the case may be.

5.1.1. Operator shall submit copies of a site-specific reclamation plan along with copies of each approved Application for Permit-to-Drill, including any conditions of approval for all Wells on the Property, prior to commencement of construction operations with heavy

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equipment. All interim and final reclamation goals shall be included in the site-specific reclamation plan.

5.1.2. Operator shall provide Owner at Owner's request with: (i) cut and fill diagrams for construction of the Well Pads, including cross sections and plan views with topographic contours; and (ii) a site map showing the location of wellbores, drilling and completion pits, access roads, soil stockpiles, and the layout of drilling and completion equipment.

5.1.3. Operator shall remove all construction materials, in-fill pits and holes no longer necessary of the operation of the Well(s), and remove compaction from the soil in areas no longer necessary of the operation of the Well(s). The operational Well Pad shall be returned to the approximate original topography and seeded with appropriate native vegetation for ground cover and erosion control. Subsidence in any reclaimed area shall be corrected by adding additional topsoil. Crop lands shall be returned to grass or alfalfa, as requested by Owner, and sagebrush areas shall be planted with native grasses and vegetation that existed prior to disturbance.

5.1.4. A minimum of twelve (12) inches of favorable growth medium shall be reapplied during interim and final reclamation. If this quantity of material is not available, existing soils shall be treated with amendments and fertilizer to create a favorable growth medium.

5.1.5. The Well Pad(s) and easements shall be mulched immediately after seeding with weed-free straw or other type of weed-free mulch. Operator shall be responsible for protecting re-plantings, including fencing to exclude animals.

5.1.6. Additional disturbance of native or previously reclaimed areas shall be minimized. If any subsequent disturbances of surface areas are undertaken at any time, the same reclamation and re-vegetation obligations shall apply. Recontouring shall not be required in areas that have been successfully reclaimed.

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5.2. Final Reclamation. Final reclamation shall return the entire site to its original topography and vegetation, and shall be complete and successful within three (3) years after the last Well is plugged and abandoned. However, if at the end of the three (3) year period Operator has not completed a successful reclamation because of events beyond its control, Owner agrees to grant Operator in writing a reasonable extension of time to achieve a successful reclamation. Upon final termination of operations, Owner may request culverts and fencing to be left in place, in which case they shall thereafter belong to Owner.

6. Water. For all drilling, completion and Well Pad and road construction, Operator shall have the continuing ability to use any water located on the Property, except as otherwise expressly agreed in writing by Owner. The Owners needs of water for agricultural uses shall be senior to Operators needs of water, however, in the event of conflicting desires for use of water, the parties shall mutually agree as to the best use alternative. Operator shall take all necessary steps to prevent its operations from polluting any water well, water spring or other water source located on the Property.

7. Hunting. Operator will not allow any hunting to be conducted on the Property by it employees and contractors. No firearms will be allowed in any vehicle that is utilized by Operators employees or contractors.

8. Termination. This Agreement shall terminate upon the later of: (i) the expiration or termination of the Lease and easements granted; or (ii) upon completion of final reclamation. No termination of this Agreement by Owner, Operator or otherwise shall relieve Operator of any obligation under this Agreement incurred or occurring prior to and through the date of termination, including Operator's liability for or obligation to perform any maintenance, reclamation, mitigation, corrective action, or expenditures required pursuant to common law or any federal, state or local statute, regulation, rule or ordinance. Upon termination of the rights granted under this Agreement, Operator shall execute and deliver to Owner, within thirty (30) days of written demand therefor, an acknowledgment that this Agreement has been terminated. If Operator fails or refuses to deliver that acknowledgment, a written notice by Owner reciting any such failure or refusal and that this Agreement is terminated shall, sixty (60) days after the date of recording of that notice, be conclusive evidence against Operator and all persons claiming under Operator of the termination of this Agreement.

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9. General Provisions.

9.1. Consultation. Operator shall consult with Owner regarding all significant operations involving Operator's use of the Property. Operator shall notify Owner at least seven (7) days prior to beginning any work on the Property involving heavy equipment, including but not limited to drilling, excavating, and cutting roads or laying pipelines.

9.2. Surveys, Plans. Prior to construction, Operator shall provide Owner with UOGCC well permits and applications, as well as surveys and plans of the Well Pad site, easements, roads, pipelines and equipment location.

9.3. Liability of Operator. Except for the damages covered by this Agreement, Operator shall be liable for any injury to persons, property, or livestock caused by or incident to the operations of Operator, its agents, employees, contractors, or subcontractors ("Operator Group") on the Property, or any extraordinary damages due to spills of materials, explosions, or any other harmful activity of Operator. Operator shall indemnify and hold harmless Owner from and against any and all past, present and future liability, damages, costs, expenses, fines, penalties and fees (including without limitation reasonable attorney and consultant fees) incurred by or asserted against Owner arising from or regarding or relating to the Operator Group's use of the Wells, Well Pad(s) or easements or any other rights granted by this Agreement. Such indemnification shall extend to and encompass, but shall not be limited to, all claims, demands, actions or other matters which arise under the common law or other laws designed to protect the environment and public health or welfare including, without limitation, the following laws (as amended) and any regulation promulgated under their authority: Endangered Species Act of 1973 (16 U.S.C. § 1531, *et seq.*); Clean Water Act (33 U.S.C. § 1251, *et seq.*); Clean Air Act (42 U.S.C. § 741, *et seq.*); National Environmental Policy Act (42 U.S.C. § 4321, *et seq.*); Comprehensive Environmental Response, Compensation and Liability Act (42 U.S.C. § 9601, *et seq.*); Solid Waste Disposal Act (42 U.S.C. § 6901, *et seq.*); Toxic Substance Control Act (16 U.S.C. § 2601, *et seq.*); Safe Drinking Water Act (42 U.S.C. § 300f, *et seq.*); Occupational Safety and Health Act (29 U.S.C. § 651, *et seq.*); and any applicable state or local statutes, regulations or ordinances. Operator shall, at Owner's option, defend Owner or reimburse Owner as expenses are incurred for Owner's defense against any claims, demands, actions or other matters, whether brought or asserted by federal, state or local governmental bodies or officials, or by private persons, which are asserted pursuant to or

brought under any such laws. All of Operator's obligations stated in this subsection 9.3 shall survive termination of this Agreement.

9.4. Regulations: No part of this Agreement shall be construed to relieve Operator from any or all UOGCC or regulations, present and future.

9.5. No Off-Site Substances. Operator shall not store or dispose of on the Property any soil, waste, or other substance generated off of the Property, except water to be used for fracing purposes or disposal services.

9.6. Prohibited Items and Activities. Operator shall not be permitted to have, or allow, firearms, crossbows, pets, alcohol, or illegal drugs on the Property. Personal and/or leisure activities are prohibited. No employees, contractors, subcontractors, agents, guests or invitees of Operator shall reside on the Property overnight, with the exception of personnel deemed critical to Well operations by the Operator.

9.7. Insurance. Operator shall keep its operations insured, or comply with applicable self-insurance laws and regulations, for automobile, liability, and workmen's compensation insurance, and for any damages incurred on the Property.

9.8. Operator Liens. Operator shall, at its sole expense, keep the Property free and clear of all liens and encumbrances resulting from Operator's and its agents' activities on the Property, and shall indemnify and hold harmless Owner from and against any and all liens, claims, demands, costs, and expenses, including, without limitation, attorney fees and court costs, in connection with or arising out of any work done, labor performed, or materials furnished.

9.9. No Warranty of Title. This Agreement is made subject to any and all existing easements, rights-of-way, liens, agreements, burdens, encumbrances, restrictions, and defects in title affecting the Property. Owner does not in any way warrant or guarantee title to the Property.

9.10. Subrogation of Rights. Operator shall have the right to discharge or redeem for Owner, in whole or in part, any mortgage, tax, or other lien on the Property that could jeopardize Operator's rights under this Agreement, in which case Operator shall be subrogated to such rights of the party to whom payment is made for purposes of securing and collecting the amounts paid on behalf of the Owner.

9.11. Waiver. The failure of either party to enforce any of its rights under this Agreement upon any occasion shall not be deemed a waiver of such rights on any subsequent occasion(s). The waiver, either express or implied, by any party of any of the rights, terms or conditions in this Agreement shall not be deemed as or constitute a waiver of any other rights, terms or conditions in this Agreement. Any waiver, in order to be valid and effective, must be in writing.

9.12. Notice. Wherever provision is made in this Agreement for the giving, service, or delivery of any notice, statement, or other instrument, such notice shall be given by: (i) personal delivery, or (ii) United States first class mail, postage prepaid, addressed to the party entitled to receive the same at the address stated in the introductory paragraph; provided, however, that each party may change that party's mailing address by giving to the other party written notice of

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change of such address in the manner provided in this subsection. Mail shall be deemed to have been given, served and delivered upon the third delivery day following the date of the mailing; personal delivery shall be deemed to have been given, served and delivered upon receipt.

9.13. UOGCC Notices.

9.13.1. Owner shall be provided with a copy of any "Change of Operator" notice filed with the UOGCC pursuant to Rule 312.

9.13.2. A copy of any notice filed with the UOGCC regarding public health, safety, or emergency matters shall be delivered to Owner simultaneously with the UOGCC notice. In the event of a spill of E&P waste or any substance, Operator shall immediately notify Owner, verbally or by telephone if possible, and identify the quantity, location, and type of substance released. In the event of a surface or subsurface loss of well control, Operator shall notify Owner, verbally or by telephone if possible, as soon as possible. Any verbal or telephonic notification under this subsection shall be documented in writing and provided to Owner in accordance with subsection 9.14.

9.13.3. Copies of all forms, notices, plans, tests, or other documentation regarding spills or blow-outs shall be provided to Owner at the same time as filing with the UOGCC, local government representative, or any other regulatory agency.

9.13.4. A copy of any Operator requests for variance from surface use or reclamation regulations, not requiring a petition and notice to Owner, shall be delivered to Owner at the same time as delivery to the UOGCC.

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9.14. Authority. Operator represents and warrants that it has full authority to commit to this Agreement. Operator shall provide Owner with a copy of all leases, including pooling or communitization agreements, and spacing orders, under which it is operating on the Property.

9.15. Survival of Obligations. All obligations, indemnifications, duties, and liabilities undertaken by Operator under this Agreement shall survive the termination of this Agreement.

9.16. Merger of Prior Agreements. This Agreement and the Lease contain the sole and entire agreement and understanding of the parties with respect to the entire subject matter on the Property. All prior discussions, negotiations, commitments, agreements, and understandings relating to the subjects of this Agreement on the Property, and the Lease are merged into them. In the event of any conflict between the terms of this Agreement and the Lease, the terms of this Agreement shall control.

9.17. Amendments. This Agreement may only be amended by the written agreement of both parties. This Agreement cannot be amended or terminated orally.

9.18. Assignment. This Agreement is assignable by the parties.

9.19. Headings. Section headings or captions contained in this Agreement are inserted only as a matter of convenience and for reference, and in no way define, limit, extend, or describe the scope of this Agreement or the intent of any provision.

9.20. Construction. Whenever required by the context of this Agreement, the singular shall include the plural, and vice versa; and the masculine gender shall include the feminine and neuter genders, and vice versa. The provisions of this Agreement have been independently, separately and freely negotiated by the parties as if drafted by both of them. The parties waive any statutory or common law presumption that would serve to have this Agreement construed in favor of or against either party.

9.21. Severability. If any provision of this Agreement is illegal, invalid, or unenforceable under present or future laws applicable to this Agreement, the parties intend that the remainder of this Agreement shall remain in full force and effect so as to fulfill as fully as possible the intent of the parties as expressed by the then existing terms of the Agreement, including the invalidated provision.

9.22. Applicable Law and Attorney Fees. This Agreement and the rights of the parties under it shall be governed by and interpreted in accordance with the laws of the State of Utah, by the District Court of Uintah County, Utah. In the event of a dispute involving or related to any term or condition of this Agreement, the non-breaching party shall be entitled to recover its reasonable costs and attorney fees, including post-judgment collection costs, in addition to actual damages.

9.23. Heirs, Successors and Assigns. Subject to any limitations on assignment provided in this Agreement, this Agreement shall run with the land and be binding upon and inure to the benefit of the parties and their respective heirs, successors and assigns.

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**OWNER:**

Donald E. Winder

Donald E. Winder*

SharRon A. Winder

SharRon A. Winder*

*as Trustees of the Donald E. Winder and SharRon A. Winder Revocable Trust dated April 17, 2009

The foregoing instrument was subscribed and sworn to before me on Dec 2, 2011, by Donald + Sharon Winder.

My commission expires: 11.7.12

Witness my hand and seal.

Notary Public

Notary Public
State of Washington
MELANIE K. WALTON
MY COMMISSION EXPIRES
November 07, 2012

**OPERATOR:**
Axia Energy, LLC

By: _____
Tab McGinley,
Vice President of Land and Business Development

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STATE OF COLORADO

COUNTY OF DENVER

The foregoing instrument was subscribed and sworn to before me on DEC 5TH, 2011, by Tab McGinley, Vice President of Land and Business Development of Axia Energy, LLC.

My commission expires: 6-4-2013

Witness my hand and seal.

Cindy J. Turner

Notary Public

Cindy J. Turner
Notary Public
State of Colorado
My Commission Expires 06/04/2013

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# BOP Equipment

3000psi WP

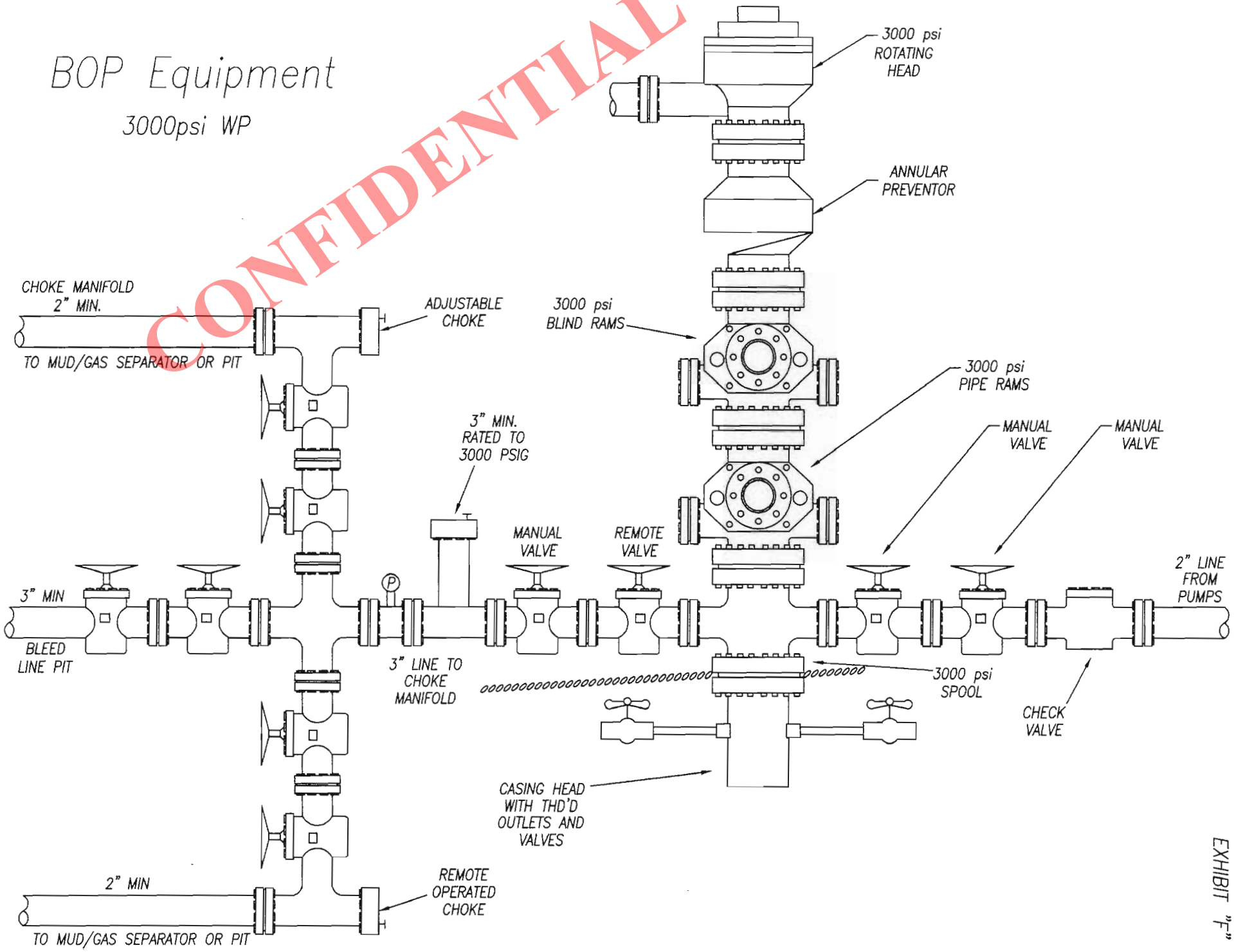


EXHIBIT "F"

RECEIVED: June 27, 2012

Star Point Enterprises, Inc.

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

June 27, 2012

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

RE: Request for Exception to Spacing – Axia Energy, LLC – **Three Rivers Federal 4-21-820**
*Surface Location:* 810' FNL & 1763' FWL, Lot 3 (NE/4 NW/4), Section 4, T8S, R20E,
*Target Location*: 660' FNL & 1332' FWL, Lot 3 (NE/4 NW/4), Section 4, 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

Digitally signed by Don Hamilton
DN: cn=Don Hamilton, o=Star Point Enterprises, Inc., ou, email=starpoint@etv.net, c=US
Date: 2012.06.26 09:59:40 -06'00'

Don Hamilton
Agent for Axia Energy, LLC

cc: Jess A. Peonio, Axia Energy, LLC

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RECEIVED: June 27, 2012

API Well Number: 43047528750000

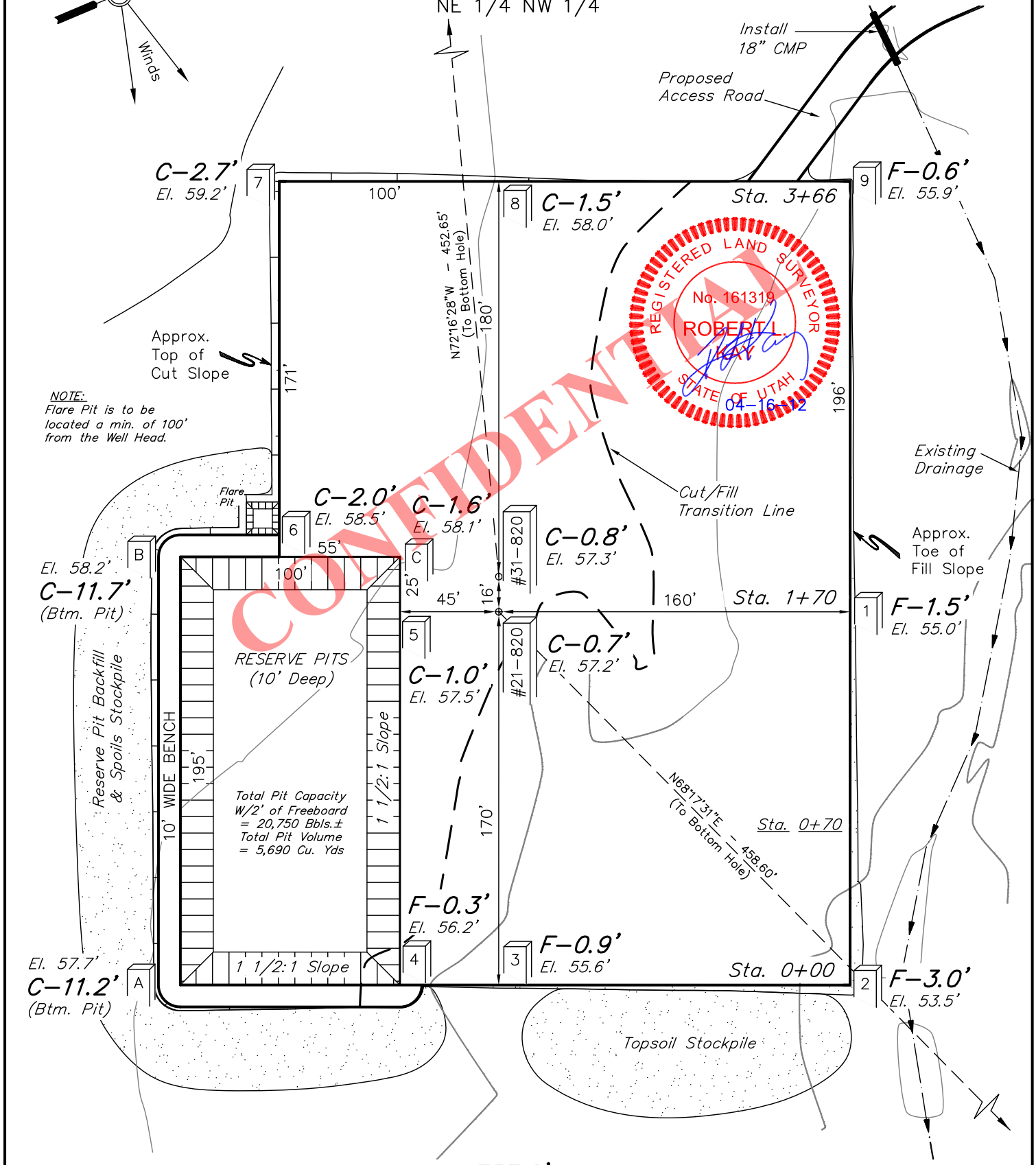
# AXIA ENERGY

## LOCATION LAYOUT FOR

THREE RIVERS FEDERAL #4-21-820 & #4-31-820
SECTION 4, T8S, R20E, S.L.B.&M.
NE 1/4 NW 1/4

FIGURE #1

SCALE: 1" = 60'
DATE: 04-11-12
DRAWN BY: J.W.




Elev. Ungraded Ground At #4-31-820 Loc. Stake = 4757.2'
FINISHED GRADE ELEV. AT #4-31-820 LOC. STAKE = 4756.5'

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

RECEIVED: June 27, 2012

1" = 40'
X-Section Scale
1" = 100'
DATE: 04-11-12
DRAWN BY: J.W.

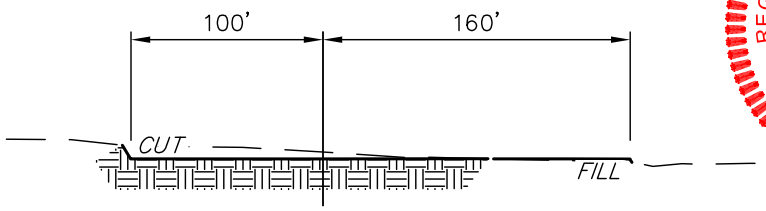
# AXIA ENERGY

## TYPICAL CROSS SECTIONS FOR

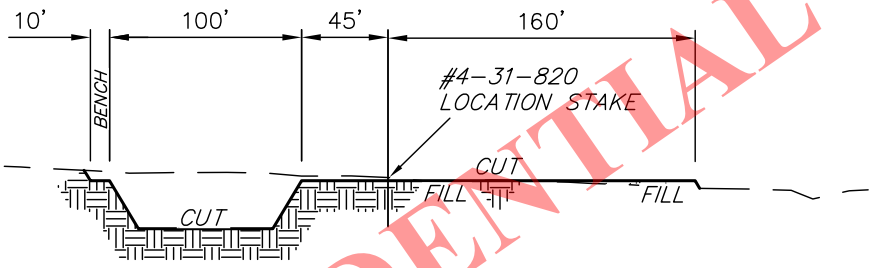
THREE RIVERS FEDERAL #4-21-820 & #4-31-820
SECTION 4, T8S, R20E, S.L.B.&M.
NE 1/4 NW 1/4

FIGURE #2

REGISTERED LAND SURVEYOR No. 161319 ROBERT L. KAY STATE OF UTAH 04-16-12




STA. 3+66




STA. 1+70

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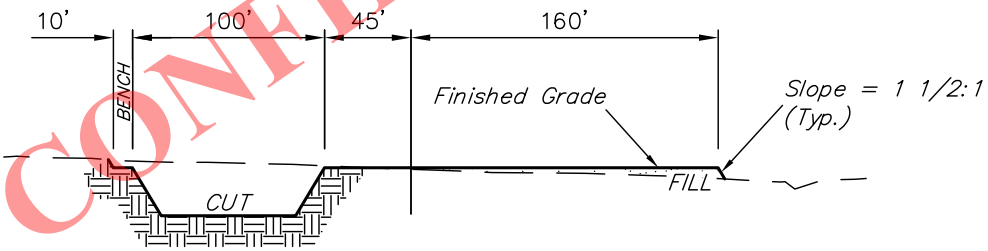
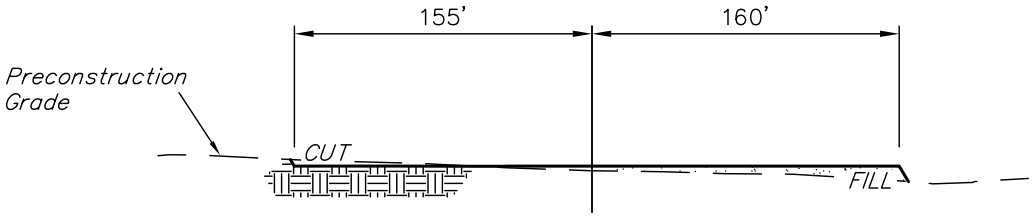



STA. 0+70




STA. 0+00

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

### APPROXIMATE ACREAGES

| | |
|---|---|
| WELL SITE DISTURBANCE | = ± 3.854 ACRES |
| ACCESS ROAD DISTURBANCE | = ± 0.411 ACRES |
| PIPELINE DISTURBANCE | = ± 2.943 ACRES |
| POWER LINE DISTURBANCE | = ± 1.978 ACRES |
| TOTAL | = ± 9.186 ACRES |

* NOTE:
FILL QUANTITY INCLUDES 5% FOR COMPACTION

### APPROXIMATE YARDAGES

| | | |
|---|---|---|
| (6") Topsoil Stripping | = | 2,060 Cu. Yds. |
| Remaining Location | = | 7,390 Cu. Yds. |
| TOTAL CUT | = | 9,450 CU. YDS. |
| FILL | = | 2,780 CU. YDS. |

| | | |
|---|---|---|
| EXCESS MATERIAL | = | 6,670 Cu. Yds. |
| Topsoil & Pit Backfill (1/2 Pit Vol.) | = | 4,910 Cu. Yds. |
| EXCESS UNBALANCE (After Interim Rehabilitation) | = | 1,760 Cu. Yds. |

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

RECEIVED: June 27, 2012

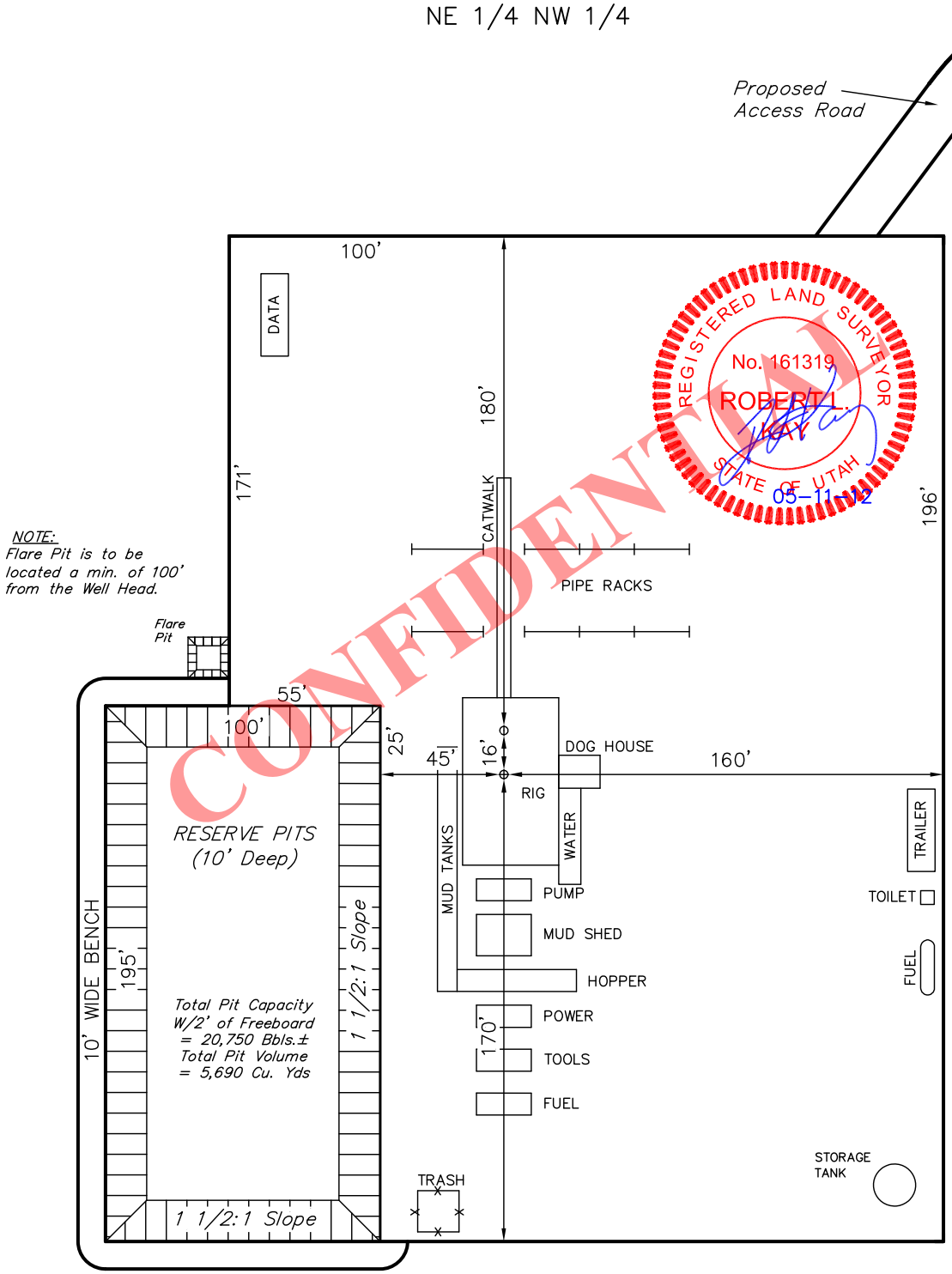
# AXIA ENERGY

## TYPICAL RIG LAYOUT FOR

THREE RIVERS FEDERAL #4-21-820 & #4-31-820
SECTION 4, T8S, R20E, S.L.B.&M.
NE 1/4 NW 1/4

FIGURE #3

SCALE: 1" = 60'
DATE: 04-11-12
DRAWN BY: J.W.
REV: 05-11-12

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RECEIVED: June 27, 2012

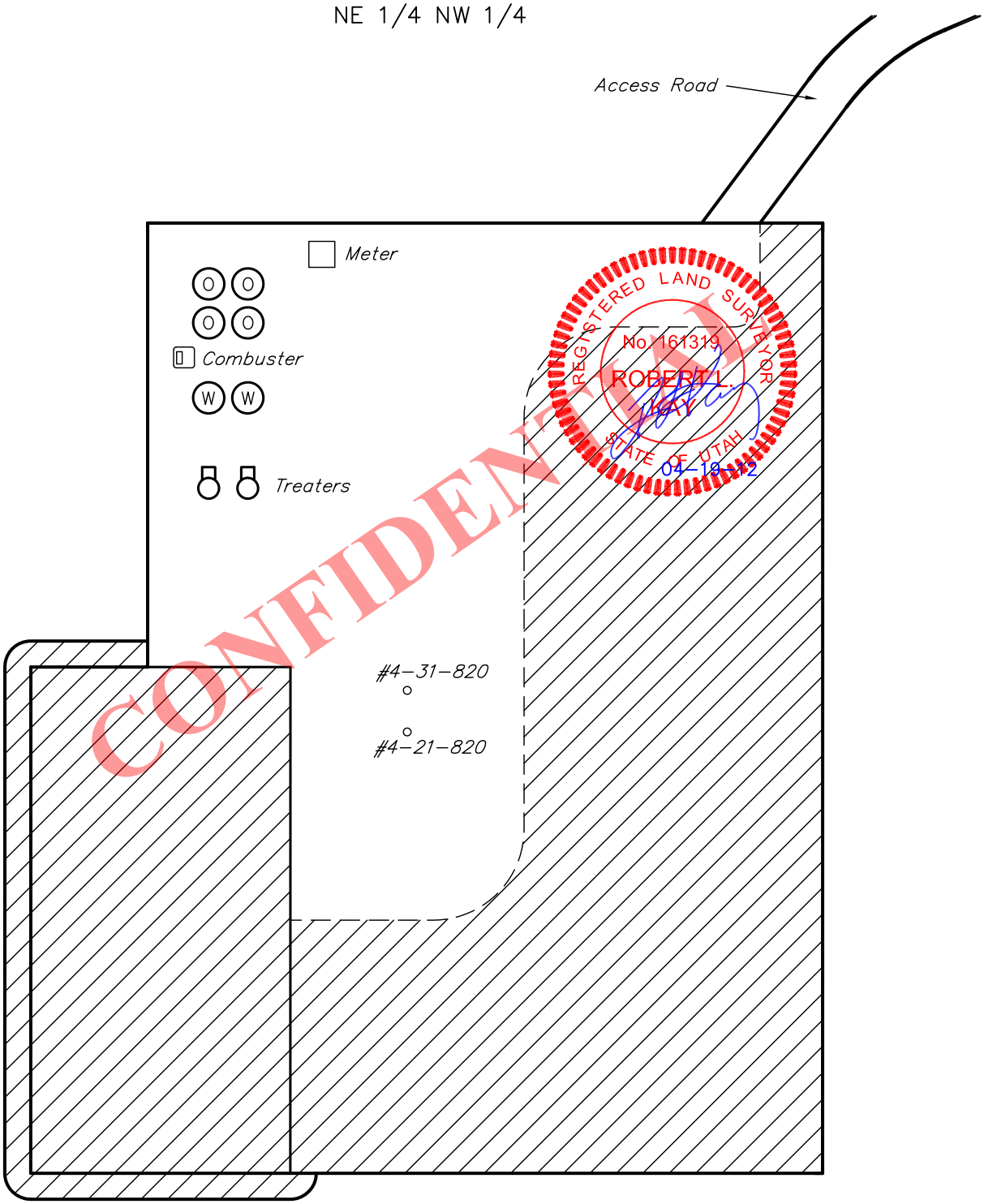
# AXIA ENERGY

## INTERIM RECLAIMATION PLAN FOR

THREE RIVERS FEDERAL #4-21-820 & #4-31-820
SECTION 4, T8S, R20E, S.L.B.&M.
NE 1/4 NW 1/4

FIGURE #4

SCALE: 1" = 60'
DATE: 04-11-12
DRAWN BY: J.W.



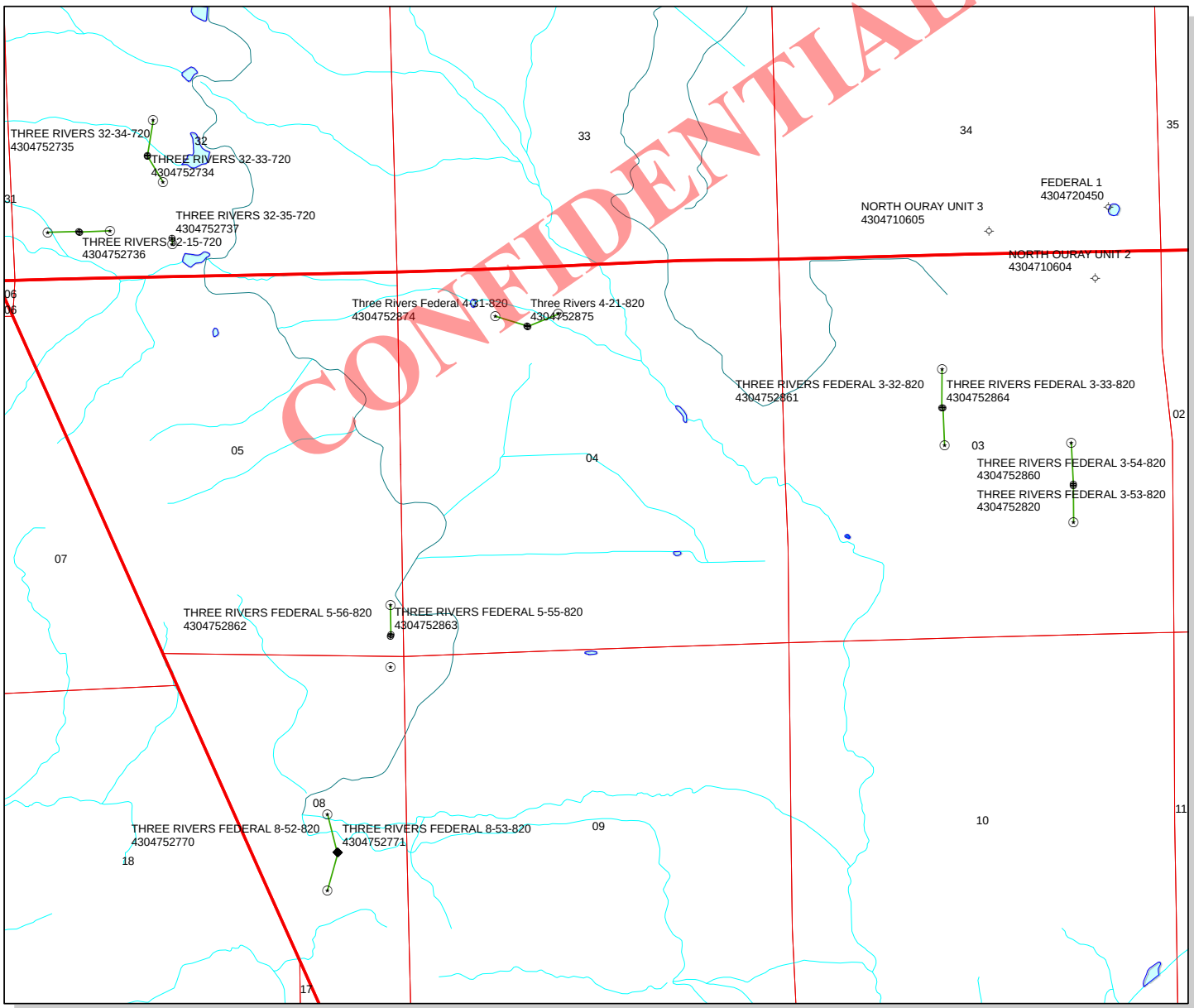

APPROXIMATE ACREAGES
UN-RECLAIMED = ± 0.854 ACRES

RECLAIMED AREA

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

RECEIVED: June 27, 2012

API Well Number: 43047528750000




**API Number: 4304752875**

**Well Name: Three Rivers 4-21-820**

**Township T08.0S Range R20.0E Section 04**

**Meridian: SLBM**

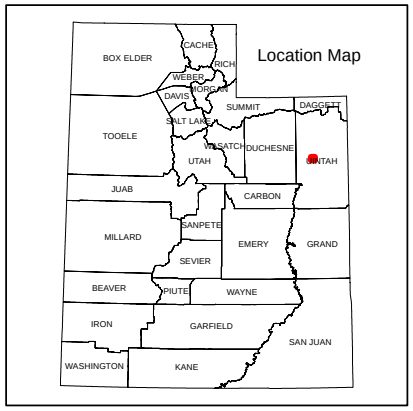
Operator: AXIA ENERGY LLC

Map Prepared:
Map Produced by Diana Mason

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

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

**Wells Query**
**Status**
- APD - Aproved Permit
- DRL - Spuded (Drilling Commenced)
- GIW - Gas Injection
- GS - Gas Storage
- LOC - New Location
- OPS - Operation Suspended
- PA - Plugged Abandoned
- PGW - Producing Gas Well
- POW - Producing Oil Well
- SGW - Shut-in Gas Well
- SOW - Shut-in Oil Well
- TA - Temp. Abandoned
- TW - Test Well
- WDW - Water Disposal
- WIW - Water Injection Well
- WSW - Water Supply Well
- Bottom Hole Location - OilGasDb




1,750 875 0 1,750 Feet

1:17,106

RECEIVED: June 28, 2012

# ON-SITE PREDRILL EVALUATION
## Utah Division of Oil, Gas and Mining

**Operator** AXIA ENERGY LLC
**Well Name** Three Rivers 4-21-820
**API Number** 43047528750000 **APD No** 6243 **Field/Unit** WILDCAT
**Location: 1/4,1/4** NENW **Sec** 4 **Tw** 8.0S **Rng** 20.0E 810 FNL 1763 FWL
**GPS Coord (UTM)** 612681 4445980 **Surface Owner** Donald E. and SharRon A. Winder

**Participants**

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

**Regional/Local Setting & Topography**

This proposed well site is approximately 2 miles south of Pelican Lake, but the land here generally slopes south away from the lake and toward the Green River.

**Surface Use Plan**

**Current Surface Use**
Grazing

| New Road Miles | Well Pad | Src Const Material | Surface Formation |
|---|---|---|---|
| 0.12 | **Width** 260 **Length** 366 | Onsite | UNTA |

**Ancillary Facilities** N

**Waste Management Plan Adequate?** Y

**Environmental Parameters**

**Affected Floodplains and/or Wetlands** N

**Flora / Fauna**
four wing salt brush, desert grasses, grease wood

**Soil Type and Characteristics**
Sandy loam soil

**Erosion Issues** N

**Sedimentation Issues** N

**Site Stability Issues** N

**Drainage Diverson Required?** N

**Berm Required?** N

**Erosion Sedimentation Control Required?** N

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**Paleo Survey Run?** N **Paleo Potental Observed?** N **Cultural Survey Run?** N **Cultural Resources?** N

**Reserve Pit**

**Site-Specific Factors** **Site Ranking**

**Distance to Groundwater (feet)**
**Distance to Surface Water (feet)**
**Dist. Nearest Municipal Well (ft)**
**Distance to Other Wells (feet)**
**Native Soil Type**
**Fluid Type**
**Drill Cuttings**
**Annual Precipitation (inches)**
**Affected Populations**
**Presence Nearby Utility Conduits**
**Final Score** Sensitivity Level

**Characteristics / Requirements**

Reserve pit should be 195ft by 100ft by 10ft deep. Axia representative Shane Wentzel stated that a 16 mil liner and felt subliner will be used. This appears to be adequate for this site.

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

**Other Observations / Comments**

Richard Powell 7/18/2012
**Evaluator** **Date / Time**

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# Application for Permit to Drill
# Statement of Basis
## Utah Division of Oil, Gas and Mining

| APD No | API WellNo | Status | Well Type | Surf Owner | CBM |
|---|---|---|---|---|---|
| 6243 | 43047528750000 | LOCKED | OW | P | No |

| | | | |
|---|---|---|---|
| **Operator** | AXIA ENERGY LLC | **Surface Owner-APD** | Donald E. and SharRon A. Winder |
| **Well Name** | Three Rivers 4-21-820 | **Unit** | |
| **Field** | WILDCAT | **Type of Work** | DRILL |
| **Location** | NENW 4 8S 20E S 810 FNL 1763 FWL GPS Coord (UTM) 612691E 4445984N | | |

**Geologic Statement of Basis**

The mineral rights for the proposed well are owned by the Federal Government. The BLM will be the agency responsible for evaluating and approving the drilling, casing and cement programs.

Brad Hill — **APD Evaluator**

7/31/2012 — **Date / Time**

**Surface Statement of Basis**

This proposed well is on fee surface. This proposed site is a two well pad to be shared with the Three Rivers Federal 4-31-720. Surface owner Donald Winder was contacted by phone and invited to the onsite but chose not to attend. Mr. Winder stated he is satisfied with the placement of the well and made no requests. Shane Wentzel of Axia stated that a 16 mil liner and felt subliner would be used and this appears to be adequate for the site. Mr. Wentzel also stated that covert green paint color would be used for all tanks and equipment. This appears to be a good site for placement of this well.

Richard Powell — **Onsite Evaluator**

7/18/2012 — **Date / Time**

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

| Category | Condition |
|---|---|
| Pits | A synthetic liner with a minimum thickness of 16 mils with a felt subliner shall be properly installed and maintained in the reserve pit. |
| Surface | Drainages adjacent to the proposed pad shall be diverted around the location. |
| Surface | The reserve pit shall be fenced upon completion of drilling operations. |

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RECEIVED: August 02, 2012

# WORKSHEET
# APPLICATION FOR PERMIT TO DRILL

**APD RECEIVED:** 6/27/2012
**API NO. ASSIGNED:** 43047528750000
**WELL NAME:** Three Rivers 4-21-820
**OPERATOR:** AXIA ENERGY LLC (N3765)
**PHONE NUMBER:** 435 719-2018
**CONTACT:** Don Hamilton

**PROPOSED LOCATION:** NENW 04 080S 200E
**Permit Tech Review:** ✔

**SURFACE:** 0810 FNL 1763 FWL
**Engineering Review:** ☐

**BOTTOM:** 0660 FNL 1332 FWL
**Geology Review:** ✔

**COUNTY:** UINTAH
**LATITUDE:** 40.15666
**LONGITUDE:** -109.67680
**UTM SURF EASTINGS:** 612691.00
**NORTHINGS:** 4445984.00
**FIELD NAME:** WILDCAT
**LEASE TYPE:** 1 - Federal
**LEASE NUMBER:** UTU-85994
**PROPOSED PRODUCING FORMATION(S):** WASATCH
**SURFACE OWNER:** 4 - Fee
**COALBED METHANE:** NO

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**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:** 2012-08-01 00:00:00.0
- ✔ **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
5 - Statement of Basis - bhill
15 - Directional - dmason
21 - RDCC - dmason
23 - Spacing - dmason

RECEIVED: August 02, 2012

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 4-21-820
**API Well Number:** 43047528750000
**Lease Number:** UTU-85994
**Surface Owner:** FEE (PRIVATE)
**Approval Date:** 8/2/2012

**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.

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

This proposed well is located in an area for which drilling units (well spacing patterns) have not been established through an order of the Board of Oil, Gas and Mining (the “Board”). In order to avoid the possibility of waste or injury to correlative rights, the operator is requested, once the well has been drilled, completed, and has produced, to analyze geological and engineering data generated therefrom, as well as any similar data from surrounding areas if available. As soon as is practicable after completion of its analysis, and if the analysis suggests an area larger than the quarter-quarter section upon which the well is located is being drained, the operator is requested to seek an appropriate order from the Board establishing drilling and spacing units in conformance with such analysis by filing a Request for Agency Action with the Board.

Compliance with the Conditions of Approval/Application for Permit to Drill outlined in the Statement of Basis (copy attached).

**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

Form 3160-3
(August 2007)

RECEIVED

JUL 27 2012

BLM

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

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

**APPLICATION FOR PERMIT TO DRILL OR REENTER**

5. Lease Serial No.
UTU85994

6. If Indian, Allottee or Tribe Name

1a. Type of Work: ☒ DRILL ☐ REENTER

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

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

8. Lease Name and Well No.
THREE RIVERS FEDERAL 4-21-820

2. Name of Operator
AXIA ENERGY LLC
Contact: DON S HAMILTON
E-Mail: starpoint@etv.net

9. API Well No.
43-047-52875

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

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

10. Field and Pool, or Exploratory
UNDESIGNATED

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

At surface Lot 3 810FNL 1763FWL 40.156661 N Lat, 109.676906 W Lon

At proposed prod. zone Lot 3 660FNL 1332FWL 40.157039 N Lat, 109.678439 W Lon

11. Sec., T., R., M., or Blk. and Survey or Area
Sec 4 T8S R20E Mer SLB
SME: FEE

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)
810

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
8918 MD
8880 TVD

20. BLM/BIA Bond No. on file
UTB000464

21. Elevations (Show whether DF, KB, RT, GL, etc.
4757 GL

22. Approximate date work will start
10/01/2012

23. Estimated duration
60 DAYS

24. Attachments

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

1. Well plat certified by a registered surveyor.
2. A Drilling Plan.
3. A Surface Use Plan (if the location is on National Forest System Lands, the SUPO shall be filed with the appropriate Forest Service Office).
4. Bond to cover the operations unless covered by an existing bond on file (see Item 20 above).
5. Operator certification
6. 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
07/26/2012

Title
PERMITTING AGENT

Approved by (Signature)

Name (Printed/Typed)
Jerry Kenczka

Date
FEB 22 2013

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.

RECEIVED
MAR 01 2013
DIV. OF OIL, GAS & MINING

**Additional Operator Remarks (see next page)**

**Electronic Submission #144009 verified by the BLM Well Information System**
**For AXIA ENERGY LLC, sent to the Vernal**
**Committed to AFMSS for processing by LESLIE ROBINSON on 08/06/2012 (12LBR0861AE)**

NOTICE OF APPROVAL

**** BLM REVISED ** BLM REVISED ** BLM REVISED ** BLM REVISED ** BLM REVISED ****

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.** | **Location:** | **Lot 3, Sec. 4, T8S, R20E** |
| **Well No:** | **Three Rivers Federal 4-21-820** | **Lease No:** | **UTU-85994** |
| **API No:** | **43-047-52875** | **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<br>(Notify Environmental Scientist) | - | Forty-Eight (48) hours prior to construction of location and access roads. |
| Location Completion<br>(Notify Environmental Scientist) | - | Prior to moving on the drilling rig. |
| Spud Notice<br>(Notify Petroleum Engineer) | - | Twenty-Four (24) hours prior to spudding the well. |
| Casing String & Cementing<br>(Notify Supv. Petroleum Tech.) | - | Twenty-Four (24) hours prior to running casing and cementing all casing strings to:<br>blm_ut_vn_opreport@blm.gov |
| BOP & Related Equipment Tests<br>(Notify Supv. Petroleum Tech.) | - | Twenty-Four (24) hours prior to initiating pressure tests. |
| First Production Notice<br>(Notify Petroleum Engineer) | - | Within Five (5) business days after new well begins or production resumes after well has been off production for more than ninety (90) days. |

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

- All new and replacement internal combustion gas field engines of less than or equal to 300 design-rated horsepower must not emit more than 2 gms of $NO_x$ per horsepower-hour. This requirement does not apply to gas field engines of less than or equal to 40 design-rated horsepower.
- All and replacement internal combustion gas field engines of greater than 300 design rated horsepower must not emit more than 1.0 gms of $NO_x$ per horsepower-hour.
- If there is an active Gilsonite mining operation within 2 miles of the well location, operator shall notify the Gilsonite operator at least 48 hours prior to any blasting during construction.
- If paleontological materials are uncovered during construction, the operator is to immediately stop work and contact the Authorized Officer (AO). A determination will be made by the AO as to what mitigation may be necessary for the discovered paleontologic material before construction can continue.
- Any deviation from the approved APD, including Axia's surface use plan, require written notification to and approval from the BLM prior to implementation.
- Stationary internal combustion engines would comply with the following emission standards: 2 g/bhp-hr of NOx for engines less than 300 HP and 1 g/bhp-hr of NOx for engines over 300 HP.
- Either no or low bleed controllers would be installed on pneumatic pumps, actuators or other pneumatic devices.
- VOC venting controls or flaring would be utilized for oil or gas atmospheric storage tanks.
- VOC venting controls or flaring would be used for glycol dehydration and amine units.
- Where feasible, green completion would be used for well completion, re-completion, venting, or planned blowdown emissions. Alternatively, use controlled VOC emissions methods with 90% efficiency.
- The operator will implement "Safety and Emergency Plan." The operator's safety director will ensure its compliance.
- All operator employees and/or authorized personnel (sub-contractors) in the field will have approved applicable APD's, COAs, and ROW permits/authorizations on their person(s) during all phases of construction.
- All vehicular traffic, personnel movement, construction/restoration operations must be confined to the area approved by the APD, and to the existing roadways.
- All personnel must refrain from collecting artifacts and fossils, and from disturbing any significant cultural resources in the area.
- The personnel from the BLM will be notified should cultural remains from subsurface deposits are exposed or identified during construction. Upon discovery of such deposits, all construction will cease until resources can be identified and protected properly.

- Production facilities will be painted Covert Green to blend in with the surrounding habitat, unless otherwise stated from the private land owner agreement.

- Site reclamation will be accomplished for portions of the well pad not needed for production, within 6 months of completion, weather permitting. This also includes any roads, and pipeline areas that have been disturbed as well. Roads and pipeline disturbances can undergo reclamation immediately after the pipeline is installed and after the roads are built. Please contact surface owner or the BLM AO for possible seed mixes to use in the project area. Non-natives can be used; however lbs/ac must be kept low to minimize the chance of a monoculture.

- If the pump head is located in the river channel where larval fish are known to occur, the following measures apply:
    - do not situate the pump in a low-flow or no-flow area as these habitats tend to concentrate larval fishes;
    - 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
    - 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
  318 North Vernal Ave, Vernal, UT 84078
  Phone: (435) 781-9453

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

**SITE SPECIFIC DOWNHOLE COAs:**

- Gamma Ray Log shall be run from Total Depth to Surface.
- CBL will be run from TD to TOC.
- Cement for the surface casing will be circulated to the surface.
- Cement for long-string shall be circulated 200' above surface casing shoe.
- Variances Granted
    - All variances approved as written in APD

**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 in CD (compact disc) format to the Vernal BLM Field Office. This submission will supersede the requirement for submittal of paper logs to the BLM.**

- There shall be no deviation from the proposed drilling, completion, and/or workover program as approved. Safe drilling and operating practices must be observed. Any changes in operation must have prior approval from the BLM Vernal Field Office.

- **OPERATING REQUIREMENT REMINDERS:**

- All wells, whether drilling, producing, suspended, or abandoned, shall be identified in accordance with 43 CFR 3162.6. There shall be a sign or marker with the name of the operator, lease serial number, well number, and surveyed description of the well.

- For information regarding production reporting, contact the Office of Natural Resources Revenue (ONRR) at www.ONRR.gov.

- Should the well be successfully completed for production, the BLM Vernal Field office must be notified when it is placed in a producing status. Such notification will be by written communication and must be received in this office by not later than the fifth business day following the date on which the well is placed on production. The notification shall provide, as a minimum, the following informational items:

    - Operator name, address, and telephone number.

    - Well name and number.

    - Well location (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.

FORM 9

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

**5.LEASE DESIGNATION AND SERIAL NUMBER:** UTU-85994

## SUNDRY NOTICES AND REPORTS ON WELLS

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

**6. IF INDIAN, ALLOTTEE OR TRIBE NAME:**

**7.UNIT or CA AGREEMENT NAME:**

**1. TYPE OF WELL**
Oil Well

**8. WELL NAME and NUMBER:**
THREE RIVERS 4-21-820

**2. NAME OF OPERATOR:**
AXIA ENERGY LLC

**9. API NUMBER:**
43047528750000

**3. ADDRESS OF OPERATOR:**
1430 Larimer Ste 400 , Denver, CO, 80202

**PHONE NUMBER:**
720 746-5200 Ext

**9. FIELD and POOL or WILDCAT:**
WILDCAT

**4. LOCATION OF WELL**
**FOOTAGES AT SURFACE:**
0786 FNL 1769 FWL
**QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:**
Qtr/Qtr: NENW Section: 04 Township: 08.0S Range: 20.0E Meridian: S

**COUNTY:**
UINTAH

**STATE:**
UTAH

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

| TYPE OF SUBMISSION | TYPE OF ACTION | | |
|---|---|---|---|
| ☐ NOTICE OF INTENT<br>Approximate date work will start: | ☐ ACIDIZE | ☐ ALTER CASING | ☐ CASING REPAIR |
| | ☐ CHANGE TO PREVIOUS PLANS | ☐ CHANGE TUBING | ☐ CHANGE WELL NAME |
| ☐ SUBSEQUENT REPORT<br>Date of Work Completion: | ☐ CHANGE WELL STATUS | ☐ COMMINGLE PRODUCING FORMATIONS | ☐ CONVERT WELL TYPE |
| | ☐ DEEPEN | ☐ FRACTURE TREAT | ☐ NEW CONSTRUCTION |
| | ☐ OPERATOR CHANGE | ☐ PLUG AND ABANDON | ☐ PLUG BACK |
| ✓ SPUD REPORT<br>Date of Spud:<br>5/18/2013 | ☐ PRODUCTION START OR RESUME | ☐ RECLAMATION OF WELL SITE | ☐ RECOMPLETE DIFFERENT FORMATION |
| | ☐ REPERFORATE CURRENT FORMATION | ☐ SIDETRACK TO REPAIR WELL | ☐ TEMPORARY ABANDON |
| | ☐ TUBING REPAIR | ☐ VENT OR FLARE | ☐ WATER DISPOSAL |
| ☐ DRILLING REPORT<br>Report Date: | ☐ WATER SHUTOFF | ☐ SI TA STATUS EXTENSION | ☐ APD EXTENSION |
| | ☐ WILDCAT WELL DETERMINATION | ☐ OTHER | OTHER: |

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

MIRU Pete Martin Drilling Rig. Spud Three Rivers Fed 04-21-820 @ 06:00 hrs. Drilled to 120'. Run 16" conductor casing and cement to surface. RD Pete Martin Drilling Rig.

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

| NAME (PLEASE PRINT) | PHONE NUMBER | TITLE |
|---|---|---|
| Cindy Turner | 720 746-5209 | Project Manager |

| SIGNATURE | DATE |
|---|---|
| N/A | 5/21/2013 |

RECEIVED: May. 21, 2013

CONFIDENTIAL

NENW T08S R20E S-04 4304753875

# Spud Notice

**Cordell Wold** <cwold@axiaenergy.com> Fri, May 17, 2013 at 9:30 AM
To: Richard Powell <richardpowell@utah.gov>, Dan Jarvis <danjarvis@utah.gov>, Carol Daniels <caroldaniels@utah.gov>
Cc: Cindy Turner <cturner@axiaenergy.com>, Bryce Holder <bholder@axiaenergy.com>, Jess Peonio <jpeonio@axiaenergy.com>

Pete Martin will be moving onto Three Rivers ~~Federal~~ 4-21-820 today ( 05/17/2013 ) and setting conductor on 05/18/2013.

Estimated spud time will be 14:00 on 05/17/2013

Thank You,

Cordell Wold

Axia Energy

701-570-5540

RECEIVED
MAY 17 2013
DIV. OF OIL, GAS & MINING

CONFIDENTIAL

NENW T08S R20E S-04

# Notice of resuming operations

**Cordell Wold** <cwold@axiaenergy.com> Tue, May 21, 2013 at 10:23 AM
To: Carol Daniels <caroldaniels@utah.gov>, Dan Jarvis <danjarvis@utah.gov>, Richard Powell <richardpowell@utah.gov>, Cade Taylor <cctaylor@blm.gov>
Cc: Cindy Turner <cturner@axiaenergy.com>, Bryce Holder <bholder@axiaenergy.com>, klbascom <klbascom@ubtanet.com>

ProPetro will be Moving onto Three Rivers ~~Federal~~ #4-21-820 on 05/22/2013 and setting surface casing on 05/23/2013.

API # 43-047-52875

Lease Serial # UTU85994

Any questions;

Cordell Wold

Axia Energy

701-570-5540

RECEIVED
MAY 21 2013
DIV. OF OIL, GAS & MINING

**FEDERAL APPROVAL OF THIS ACTION IS NECESSARY**

FORM 9

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

**5.LEASE DESIGNATION AND SERIAL NUMBER:** UTU-85994

## SUNDRY NOTICES AND REPORTS ON WELLS

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

**6. IF INDIAN, ALLOTTEE OR TRIBE NAME:**

**7.UNIT or CA AGREEMENT NAME:**

**1. TYPE OF WELL**
Oil Well

**8. WELL NAME and NUMBER:**
THREE RIVERS 4-21-820

**2. NAME OF OPERATOR:**
AXIA ENERGY LLC

**9. API NUMBER:**
43047528750000

**3. ADDRESS OF OPERATOR:**
1430 Larimer Ste 400 , Denver, CO, 80202

**PHONE NUMBER:**
720 746-5200 Ext

**9. FIELD and POOL or WILDCAT:**
THREE RIVERS

**4. LOCATION OF WELL**
**FOOTAGES AT SURFACE:**
0786 FNL 1769 FWL
**QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:**
Qtr/Qtr: NENW Section: 04 Township: 08.0S Range: 20.0E Meridian: S

**COUNTY:**
UINTAH

**STATE:**
UTAH

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

| TYPE OF SUBMISSION | TYPE OF ACTION | | |
|---|---|---|---|
| ✓ NOTICE OF INTENT<br>Approximate date work will start:<br>6/15/2013 | ☐ ACIDIZE | ☐ ALTER CASING | ☐ CASING REPAIR |
| | ✓ CHANGE TO PREVIOUS PLANS | ☐ CHANGE TUBING | ☐ CHANGE WELL NAME |
| | ☐ CHANGE WELL STATUS | ☐ COMMINGLE PRODUCING FORMATIONS | ☐ CONVERT WELL TYPE |
| ☐ SUBSEQUENT REPORT<br>Date of Work Completion: | ☐ DEEPEN | ☐ FRACTURE TREAT | ☐ NEW CONSTRUCTION |
| | ☐ OPERATOR CHANGE | ☐ PLUG AND ABANDON | ☐ PLUG BACK |
| | ☐ PRODUCTION START OR RESUME | ☐ RECLAMATION OF WELL SITE | ☐ RECOMPLETE DIFFERENT FORMATION |
| ☐ SPUD REPORT<br>Date of Spud: | ☐ REPERFORATE CURRENT FORMATION | ☐ SIDETRACK TO REPAIR WELL | ☐ TEMPORARY ABANDON |
| | ☐ TUBING REPAIR | ☐ VENT OR FLARE | ☐ WATER DISPOSAL |
| ☐ DRILLING REPORT<br>Report Date: | ☐ WATER SHUTOFF | ☐ SI TA STATUS EXTENSION | ☐ APD EXTENSION |
| | ☐ WILDCAT WELL DETERMINATION | ☐ OTHER | OTHER: |

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

Axia Energy, LLC respectfully requests changes to the previously approved APD as follows: Surfacehole location from 810' FNL and 1763' FWL to 786' FNL and 1769' FWL. Bottom hole location from 660' FNL and 1332' FWL to 660' FNL and 660' FWL. (See attached rev Plat & dir drlg plan) Proposed depth from 8,918' TD to 7,337' TD. Surface casing from 8.625 32# J-55 LT&C to 8.625 24# J-55 ST&C. Production casing from 5.5 17# N-80 LT&C to 5.5 17# J-55 LT&C Cement requirements in approved APD will be followed.

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

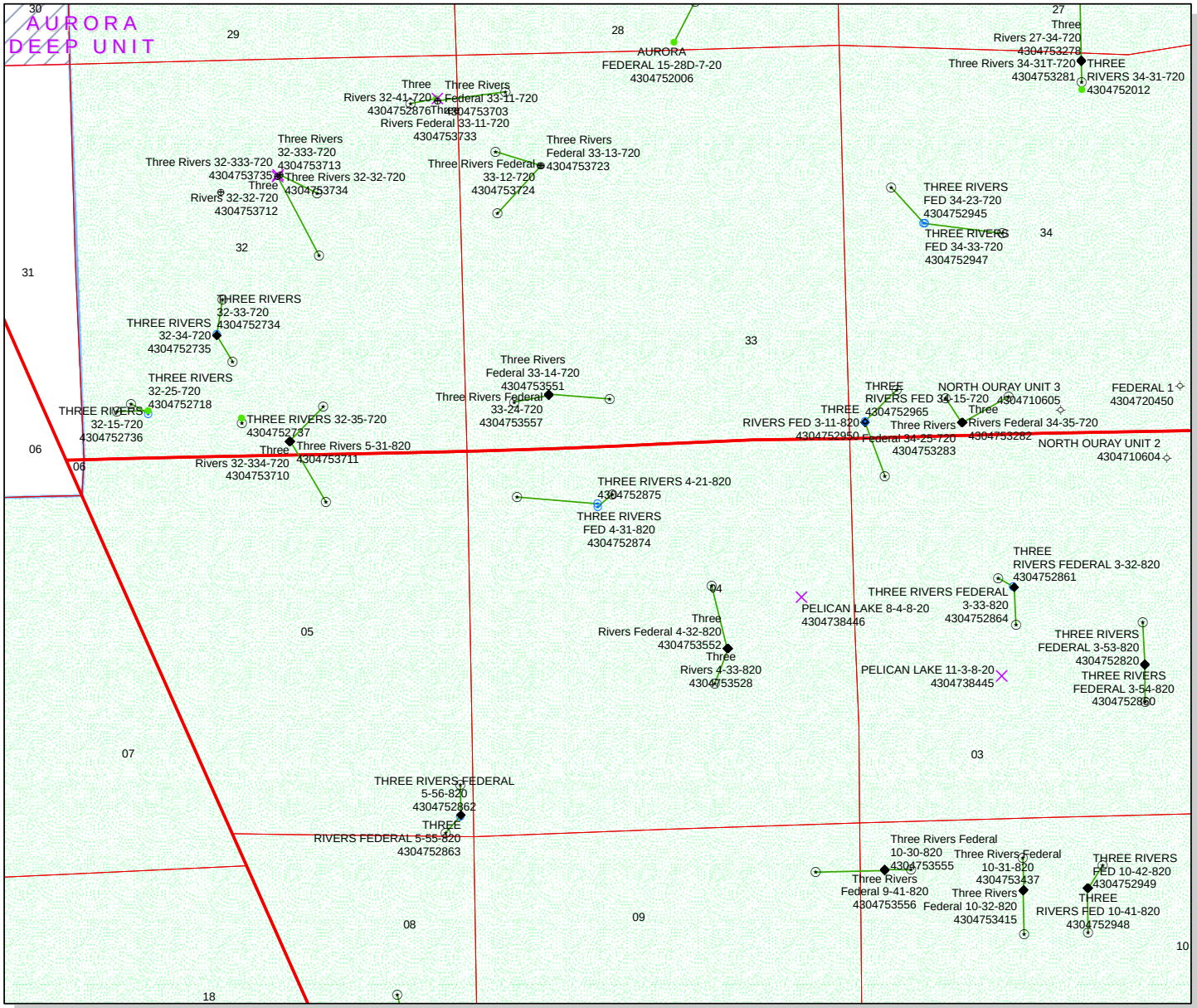
**Date:** June 10, 2013

**By:**

| NAME (PLEASE PRINT) | PHONE NUMBER | TITLE |
|---|---|---|
| Cindy Turner | 720 746-5209 | Project Manager |

| SIGNATURE | DATE |
|---|---|
| N/A | 5/16/2013 |

RECEIVED: May. 16, 2013




**API Number: 4304752875**

**Well Name: THREE RIVERS 4-21-820**

**Township T08.0S Range R20.0E Section 04**

**Meridian: SLBM**

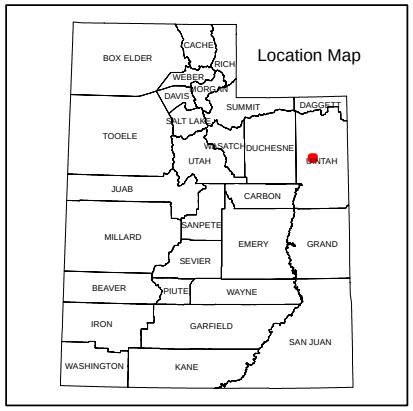
Operator: AXIA ENERGY LLC

Map Prepared:
Map Produced by Diana Mason

**Units**

**STATUS**

- ACTIVE
- EXPLORATORY
- GAS STORAGE
- NF PP OIL
- NF SECONDARY
- PI OIL
- PP GAS
- PP GEOTHERML
- PP OIL
- SECONDARY
- TERMINATED




1,750 875 0 1,750 Feet

1:17,106

RECEIVED: Jun. 04, 2013

June 5, 2013

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

RE: **Directional Drilling – R649-3-11**
Three Rivers 04-21-820 (API # 43047528750000)
NENW Sec 04-T8S-R20E
Uintah County, UT

Mr. Doucet:

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

- Axia Energy, LLC is the sole owner of 100% of the leasehold rights within 460' around proposed wellbore and bottom hole location of the captioned well.
- In addition, the private mineral ownership is also consistent throughout the wellbore path.
- The directional drilling of the well is proposed to limit surface disturbance within the project and affected surface owners and utilize an existing pad.
- The bottom hole location proposed gives 952' of inter-well distance from existing wells.

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

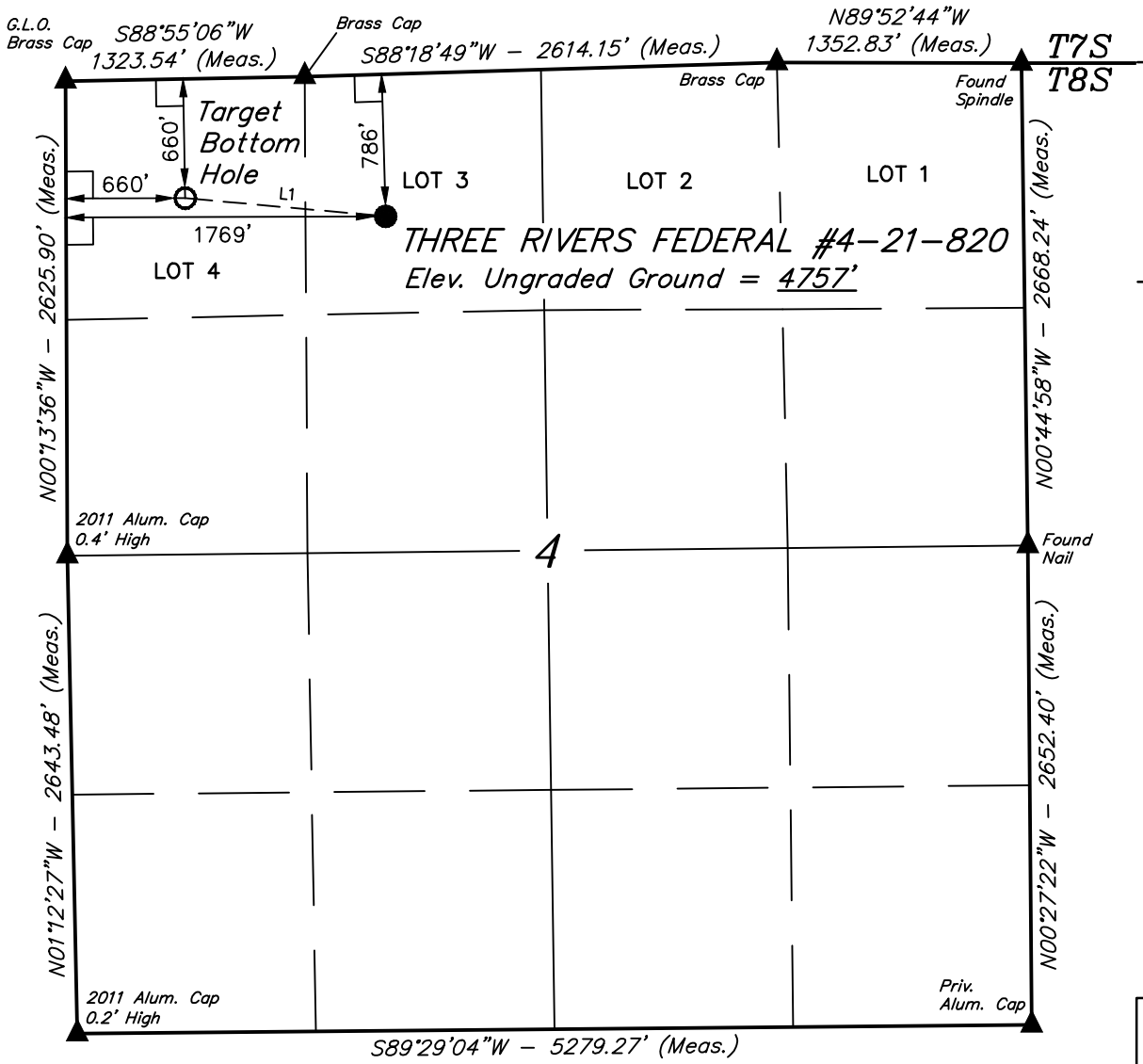
Thank you in advance for your consideration. Please feel free to contact me at 720-746-5212 if you have any questions or comments.

Sincerely,
AXIA ENERGY, LLC

Jess Peonio
Senior Drilling Engineer & Regulatory Manager

RECEIVED: May. 16, 2013

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




## AXIA ENERGY

Well location, THREE RIVERS FEDERAL #4-21-820, located as shown in LOT 3 of Section 4, T8S, R20E, S.L.B.&M., Uintah County, Utah.

## BASIS OF ELEVATION

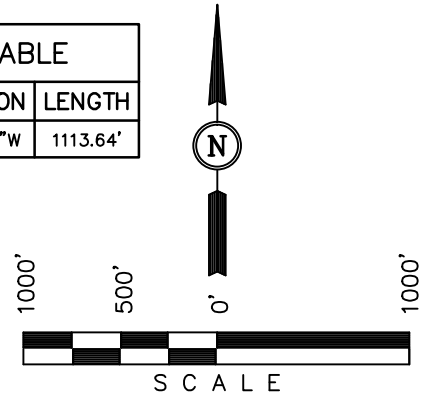
BENCH MARK (38EAM) LOCATED IN THE SW 1/4 OF SECTION 9, T7S, R20E, S.L.B.&M. TAKEN FROM THE PELICAN LAKE, QUADRANGLE, UTAH, UINTAH COUNTY, 7.5 MINUTE QUAD (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 4942 FEET.

## BASIS OF BEARINGS

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

LINE TABLE

| LINE | DIRECTION | LENGTH |
|---|---|---|
| L1 | N84°49'19"W | 1113.64' |




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.

REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH

REVISED: 04-23-13 J.S.
REVISED: 04-17-13

LEGEND:

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

| NAD 83 (TARGET BOTTOM HOLE) | NAD 83 (SURFACE LOCATION) |
|---|---|
| LATITUDE = 40°09'25.21" (40.157003) | LATITUDE = 40°09'24.22" (40.156728) |
| LONGITUDE = 109°40'51.03" (109.680842) | LONGITUDE = 109°40'36.75" (109.676875) |
| **NAD 27 (TARGET BOTTOM HOLE)** | **NAD 27 (SURFACE LOCATION)** |
| LATITUDE = 40°09'25.35" (40.157042) | LATITUDE = 40°09'24.35" (40.156764) |
| LONGITUDE = 109°40'48.53" (109.680147) | LONGITUDE = 109°40'34.25" (109.676181) |

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

| | | |
|---|---|---|
| SCALE 1" = 1000' | DATE SURVEYED: 03-28-12 | DATE DRAWN: 04-10-12 |
| PARTY B.H. A.S. J.W. | REFERENCES G.L.O. PLAT | |
| WEATHER WARM | FILE AXIA ENERGY | |

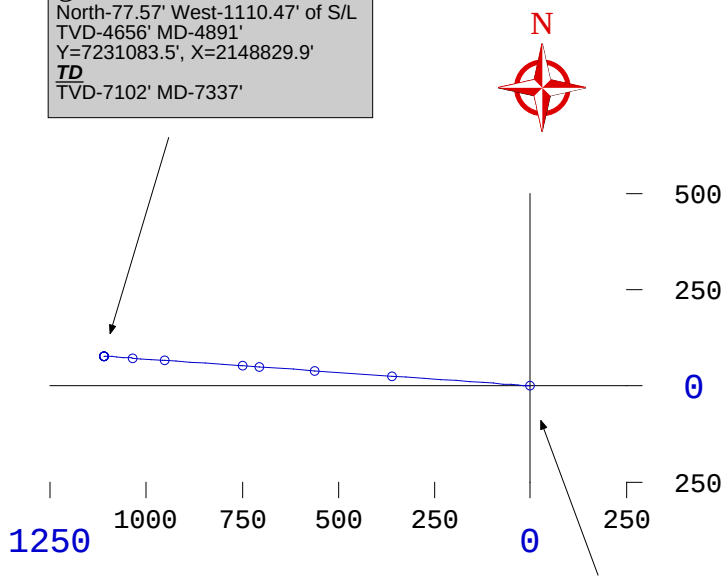
RECEIVED: May. 16, 2013

# Axia Energy

Three Rivers 4-21-820
Uintah County, Utah

**Vertical Point**
1113.18' Displacement from S/L
@ 274° Azimuth from S/L
North-77.57' West-1110.47' of S/L
TVD-4656' MD-4891'
Y=7231083.5', X=2148829.9'
**TD**
TVD-7102' MD-7337'

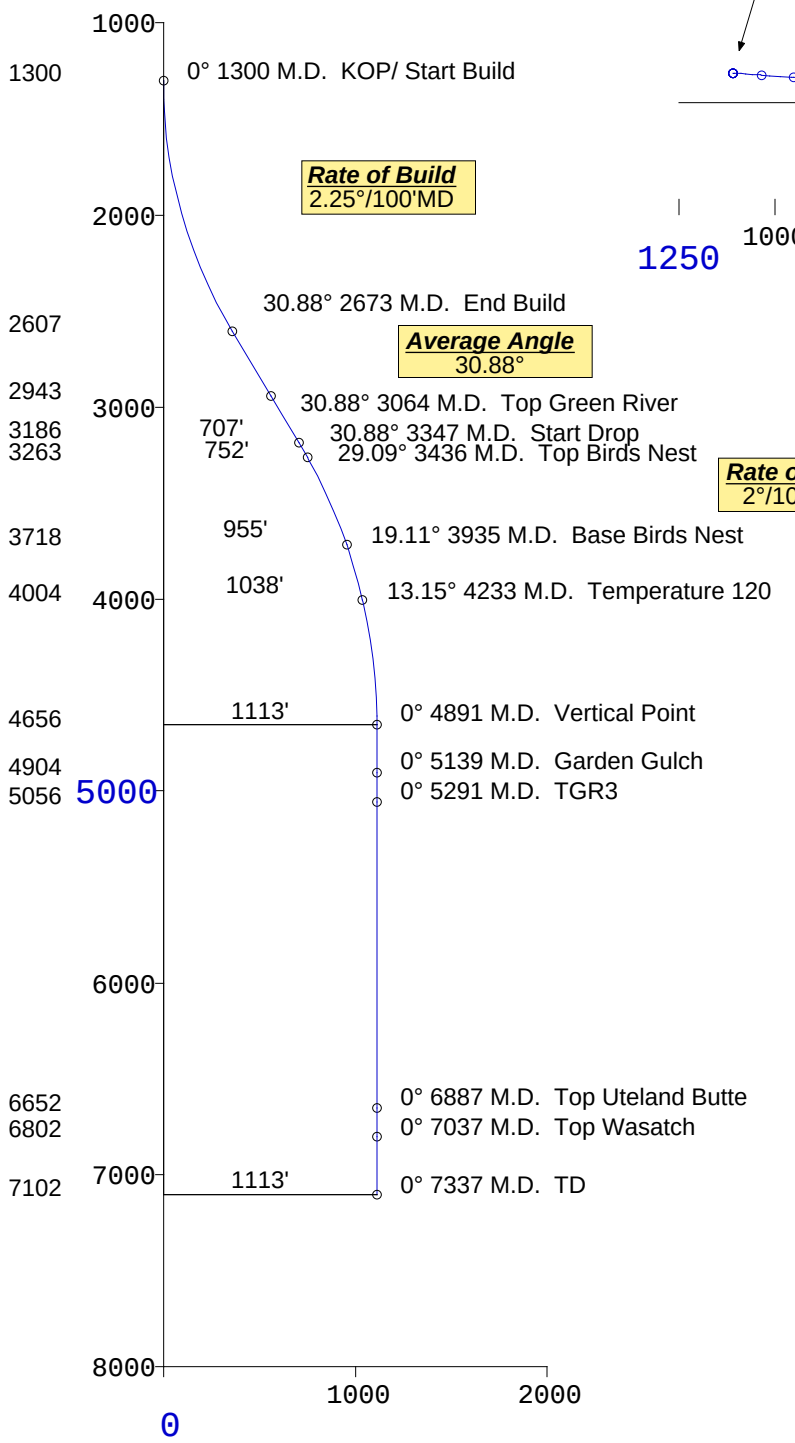
**Horizontal Plan**
1" = 500'




**Surface Location**
Y=7231005.92'
X=2149940.36'
NAD83

**Plane of Proposal**
274° Azimuth

**Vertical Section**
1" = 1000'




| | |
|---|---|
| Top Green River | 2943' TVD |
| Top Birds Nest | 3263' TVD |
| Base Birds Nest | 3718' TVD |
| Temperature 120 | 4004' TVD |
| Garden Gulch | 4904' TVD |
| TGR3 | 5056' TVD |
| Top Uteland Butte | 6652' TVD |
| Top Wasatch | 6802' TVD |

Bighorn Directional Incorporated
Denver, Colorado
303-463-1919

05-15-2013

# Bighorn Directional, Inc.

Axia Energy
Three Rivers 4-21-820
Uintah County, Utah

Bighorn Directional Incorporated
Denver, Colorado
303-463-1919



Minimum of Curvature
Slot Location: 7231005.92', 2149940.36'
Plane of Vertical Section: 274.00°

| Measured Depth Feet | BORE Inc Degrees | HOLE Direction Degrees | True Vertical Depth Feet | RECTANGULAR COORDINATES North(-South) Feet | East(-West) Feet | LAMBERT COORDINATES Y Feet | X Feet | Vertical Section Feet | CLOSURES Distance Feet | Direction Deg | Dogleg Severity Deg/100' |
|---|---|---|---|---|---|---|---|---|---|---|---|
| 1300.00 | 0.00 | 0.00 | 1300.00 | 0.00 | 0.00 | 7231005.9 | 2149940.4 | 0.00 | 0.00 | 0.00 | 0.00 |
| KOP/ Start Build | | | | | | | | | | | |
| 1400.00 | 2.25 | 274.00 | 1399.97 | 0.14 | -1.96 | 7231006.1 | 2149938.4 | 1.96 | 1.96 | 274.00 | 2.25 |
| 1500.00 | 4.50 | 274.00 | 1499.79 | 0.55 | -7.83 | 7231006.5 | 2149932.5 | 7.85 | 7.85 | 274.00 | 2.25 |
| 1600.00 | 6.75 | 274.00 | 1599.31 | 1.23 | -17.61 | 7231007.1 | 2149922.8 | 17.65 | 17.65 | 274.00 | 2.25 |
| 1700.00 | 9.00 | 274.00 | 1698.36 | 2.18 | -31.28 | 7231008.1 | 2149909.1 | 31.35 | 31.35 | 274.00 | 2.25 |
| 1800.00 | 11.25 | 274.00 | 1796.79 | 3.41 | -48.81 | 7231009.3 | 2149891.6 | 48.93 | 48.93 | 274.00 | 2.25 |
| 1900.00 | 13.50 | 274.00 | 1894.46 | 4.90 | -70.19 | 7231010.8 | 2149870.2 | 70.36 | 70.36 | 274.00 | 2.25 |
| 2000.00 | 15.75 | 274.00 | 1991.22 | 6.66 | -95.37 | 7231012.6 | 2149845.0 | 95.61 | 95.61 | 274.00 | 2.25 |
| 2100.00 | 18.00 | 274.00 | 2086.91 | 8.69 | -124.33 | 7231014.6 | 2149816.0 | 124.63 | 124.63 | 274.00 | 2.25 |
| 2200.00 | 20.25 | 274.00 | 2181.38 | 10.97 | -157.01 | 7231016.9 | 2149783.4 | 157.39 | 157.39 | 274.00 | 2.25 |
| 2300.00 | 22.50 | 274.00 | 2274.50 | 13.51 | -193.37 | 7231019.4 | 2149747.0 | 193.84 | 193.84 | 274.00 | 2.25 |
| 2400.00 | 24.75 | 274.00 | 2366.11 | 16.30 | -233.34 | 7231022.2 | 2149707.0 | 233.91 | 233.91 | 274.00 | 2.25 |
| 2500.00 | 27.00 | 274.00 | 2456.08 | 19.34 | -276.87 | 7231025.3 | 2149663.5 | 277.55 | 277.55 | 274.00 | 2.25 |
| 2600.00 | 29.25 | 274.00 | 2544.26 | 22.63 | -323.90 | 7231028.5 | 2149616.5 | 324.69 | 324.69 | 274.00 | 2.25 |
| 2672.54 | 30.88 | 274.00 | 2607.04 | 25.16 | -360.15 | 7231031.1 | 2149580.2 | 361.03 | 361.03 | 274.00 | 2.25 |
| End Build | | | | | | | | | | | |
| 3064.00 | 30.88 | 274.00 | 2943.00 | 39.16 | -560.59 | 7231045.1 | 2149379.8 | 561.95 | 561.95 | 274.00 | 0.00 |
| Top Green River | | | | | | | | | | | |
| 3172.54 | 30.88 | 274.00 | 3036.15 | 43.04 | -616.16 | 7231049.0 | 2149324.2 | 617.66 | 617.66 | 274.00 | 0.00 |
| 3346.65 | 30.88 | 274.00 | 3185.58 | 49.27 | -705.31 | 7231055.2 | 2149235.1 | 707.03 | 707.03 | 274.00 | 0.00 |
| Start Drop | | | | | | | | | | | |
| 3436.04 | 29.09 | 274.00 | 3263.00 | 52.38 | -749.88 | 7231058.3 | 2149190.5 | 751.71 | 751.71 | 274.00 | 2.00 |
| Top Birds Nest | | | | | | | | | | | |
| 3446.65 | 28.88 | 274.00 | 3272.28 | 52.74 | -755.01 | 7231058.7 | 2149185.4 | 756.85 | 756.85 | 274.00 | 2.00 |
| 3546.65 | 26.88 | 274.00 | 3360.67 | 56.00 | -801.66 | 7231061.9 | 2149138.7 | 803.61 | 803.61 | 274.00 | 2.00 |
| 3646.65 | 24.88 | 274.00 | 3450.63 | 59.04 | -845.20 | 7231065.0 | 2149095.2 | 847.26 | 847.26 | 274.00 | 2.00 |
| 3746.65 | 22.88 | 274.00 | 3542.07 | 61.86 | -885.59 | 7231067.8 | 2149054.8 | 887.74 | 887.74 | 274.00 | 2.00 |

RECEIVED: May. 16, 2013

# Bighorn Directional, Inc.

Axia Energy
Three Rivers 4-21-820
Uintah County, Utah

Bighorn Directional Incorporated
Denver, Colorado
303-463-1919



Minimum of Curvature
Slot Location: 7231005.92', 2149940.36'
Plane of Vertical Section: 274.00°

| Measured Depth Feet | BORE Inc Degrees | HOLE Direction Degrees | True Vertical Depth Feet | RECTANGULAR COORDINATES North(-South) Feet | East(-West) Feet | LAMBERT COORDINATES Y Feet | X Feet | Vertical Section Feet | CLOSURES Distance Feet | Direction Deg | Dogleg Severity Deg/100' |
|---|---|---|---|---|---|---|---|---|---|---|---|
| 3846.65 | 20.88 | 274.00 | 3634.86 | 64.46 | -922.76 | 7231070.4 | 2149017.6 | 925.01 | 925.01 | 274.00 | 2.00 |
| 3935.13 | 19.11 | 274.00 | 3718.00 | 66.57 | -952.95 | 7231072.5 | 2148987.4 | 955.27 | 955.27 | 274.00 | 2.00 |
| Base Birds Nest | | | | | | | | | | | |
| 3946.65 | 18.88 | 274.00 | 3728.89 | 66.83 | -956.69 | 7231072.7 | 2148983.7 | 959.02 | 959.02 | 274.00 | 2.00 |
| 4046.65 | 16.88 | 274.00 | 3824.06 | 68.97 | -987.32 | 7231074.9 | 2148953.0 | 989.72 | 989.72 | 274.00 | 2.00 |
| 4146.65 | 14.88 | 274.00 | 3920.23 | 70.88 | -1014.61 | 7231076.8 | 2148925.7 | 1017.09 | 1017.09 | 274.00 | 2.00 |
| 4232.99 | 13.16 | 274.00 | 4004.00 | 72.33 | -1035.48 | 7231078.3 | 2148904.9 | 1038.00 | 1038.00 | 274.00 | 2.00 |
| Temperature 120 | | | | | | | | | | | |
| 4246.65 | 12.88 | 274.00 | 4017.31 | 72.55 | -1038.55 | 7231078.5 | 2148901.8 | 1041.08 | 1041.08 | 274.00 | 2.00 |
| 4346.65 | 10.88 | 274.00 | 4115.16 | 73.98 | -1059.09 | 7231079.9 | 2148881.3 | 1061.67 | 1061.67 | 274.00 | 2.00 |
| 4446.65 | 8.88 | 274.00 | 4213.67 | 75.18 | -1076.20 | 7231081.1 | 2148864.2 | 1078.83 | 1078.83 | 274.00 | 2.00 |
| 4546.65 | 6.88 | 274.00 | 4312.72 | 76.14 | -1089.88 | 7231082.1 | 2148850.5 | 1092.54 | 1092.54 | 274.00 | 2.00 |
| 4646.65 | 4.88 | 274.00 | 4412.19 | 76.85 | -1100.11 | 7231082.8 | 2148840.3 | 1102.79 | 1102.79 | 274.00 | 2.00 |
| 4746.65 | 2.88 | 274.00 | 4511.96 | 77.32 | -1106.86 | 7231083.2 | 2148833.5 | 1109.56 | 1109.56 | 274.00 | 2.00 |
| 4846.65 | 0.88 | 274.00 | 4611.90 | 77.55 | -1110.14 | 7231083.5 | 2148830.2 | 1112.84 | 1112.84 | 274.00 | 2.00 |
| 4890.76 | 0.00 | 274.00 | 4656.00 | 77.57 | -1110.47 | 7231083.5 | 2148829.9 | 1113.18 | 1113.18 | 274.00 | 2.00 |
| Vertical Point | | | | | | | | | | | |
| 5138.75 | 0.00 | 274.00 | 4904.00 | 77.57 | -1110.47 | 7231083.5 | 2148829.9 | 1113.18 | 1113.18 | 274.00 | 0.00 |
| Garden Gulch | | | | | | | | | | | |
| 5290.75 | 0.00 | 274.00 | 5056.00 | 77.57 | -1110.47 | 7231083.5 | 2148829.9 | 1113.18 | 1113.18 | 274.00 | 0.00 |
| TGR3 | | | | | | | | | | | |
| 6886.75 | 0.00 | 274.00 | 6652.00 | 77.57 | -1110.47 | 7231083.5 | 2148829.9 | 1113.18 | 1113.18 | 274.00 | 0.00 |
| Top Uteland Butte | | | | | | | | | | | |
| 7036.75 | 0.00 | 274.00 | 6802.00 | 77.57 | -1110.47 | 7231083.5 | 2148829.9 | 1113.18 | 1113.18 | 274.00 | 0.00 |
| Top Wasatch | | | | | | | | | | | |
| 7336.76 | 0.00 | 274.00 | 7102.00 | 77.57 | -1110.47 | 7231083.5 | 2148829.9 | 1113.18 | 1113.18 | 274.00 | 0.00 |
| TD | | | | | | | | | | | |

Final Station Closure Distance: 1113.18' Direction: 274.00°

RECEIVED: May. 16, 2013

CONFIDENTIAL

NENW S-04 T08S R20E 43 047 52875

# Casing and cement Three Rivers 4-21-820

**Ray Meeks** <ray.meeks_bmg@hotmail.com> Thu, Jun 13, 2013 at 4:58 PM
To: "caroldaniels@utah.gov" <caroldaniels@utah.gov>, "danjarvis@utah.gov" <danjarvis@utah.gov>, "richardpowell@utah.gov" <richardpowell@utah.gov>, "cctaylor@blm.gov" <cctaylor@blm.gov>
Cc: "cwold@axiaenergy.com" <cwold@axiaenergy.com>, "cturner@axiaenergy.com" <cturner@axiaenergy.com>

This is to inform you we will be running casing and cementing the Three Rivers 4-21-820 6/14/2013. TD was 7355'. Any questions please call me. Ray Meeks, 435-828-0601

RECEIVED
JUN 13 2013
DIV. OF OIL, GAS & MINING

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

**FORM 9**

**5.LEASE DESIGNATION AND SERIAL NUMBER:** UTU-85994

## SUNDRY NOTICES AND REPORTS ON WELLS

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

**6. IF INDIAN, ALLOTTEE OR TRIBE NAME:**

**7.UNIT or CA AGREEMENT NAME:**

**1. TYPE OF WELL**
Oil Well

**8. WELL NAME and NUMBER:**
THREE RIVERS 4-21-820

**2. NAME OF OPERATOR:**
AXIA ENERGY LLC

**9. API NUMBER:**
43047528750000

**3. ADDRESS OF OPERATOR:**
1430 Larimer Ste 400 , Denver, CO, 80202

**PHONE NUMBER:**
720 746-5200 Ext

**9. FIELD and POOL or WILDCAT:**
THREE RIVERS

**4. LOCATION OF WELL**
**FOOTAGES AT SURFACE:**
0786 FNL 1769 FWL
**QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:**
Qtr/Qtr: NENW Section: 04 Township: 08.0S Range: 20.0E Meridian: S

**COUNTY:**
UINTAH

**STATE:**
UTAH

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

**TYPE OF SUBMISSION**

- ☐ NOTICE OF INTENT
  Approximate date work will start:
- ☐ SUBSEQUENT REPORT
  Date of Work Completion:
- ☐ SPUD REPORT
  Date of Spud:
- ✓ DRILLING REPORT
  Report Date:
  8/15/2013

**TYPE OF ACTION**

| | | |
|---|---|---|
| ☐ ACIDIZE | ☐ ALTER CASING | ☐ CASING REPAIR |
| ☐ CHANGE TO PREVIOUS PLANS | ☐ CHANGE TUBING | ☐ CHANGE WELL NAME |
| ☐ CHANGE WELL STATUS | ☐ COMMINGLE PRODUCING FORMATIONS | ☐ CONVERT WELL TYPE |
| ☐ DEEPEN | ☐ FRACTURE TREAT | ☐ NEW CONSTRUCTION |
| ☐ OPERATOR CHANGE | ☐ PLUG AND ABANDON | ☐ PLUG BACK |
| ✓ PRODUCTION START OR RESUME | ☐ RECLAMATION OF WELL SITE | ☐ RECOMPLETE DIFFERENT FORMATION |
| ☐ REPERFORATE CURRENT FORMATION | ☐ SIDETRACK TO REPAIR WELL | ☐ TEMPORARY ABANDON |
| ☐ TUBING REPAIR | ☐ VENT OR FLARE | ☐ WATER DISPOSAL |
| ☐ WATER SHUTOFF | ☐ SI TA STATUS EXTENSION | ☐ APD EXTENSION |
| ☐ WILDCAT WELL DETERMINATION | ☐ OTHER | OTHER: |

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

ACTIVITY REPORT THRU 08-15-2013 SPUD: 05-18-2013 TD: 06-13-2013 RR: 06-15-2013 COMP START: 07-05-2013 1ST PROD: 07-13-2013 1ST SALES: 07-25-2013 FORMATION: GREEN RIVER

**Accepted by the Utah Division of Oil, Gas and Mining**
**FOR RECORD ONLY**
August 16, 2013

| NAME (PLEASE PRINT) | PHONE NUMBER | TITLE |
|---|---|---|
| Cindy Turner | 720 746-5209 | Project Manager |

| SIGNATURE | DATE |
|---|---|
| N/A | 8/15/2013 |

RECEIVED: Aug. 15, 2013

**FEDERAL APPROVAL OF THIS ACTION IS NECESSARY**

FORM 9

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

**5.LEASE DESIGNATION AND SERIAL NUMBER:** UTU-85994

## SUNDRY NOTICES AND REPORTS ON WELLS

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

**6. IF INDIAN, ALLOTTEE OR TRIBE NAME:**

**7.UNIT or CA AGREEMENT NAME:**

**1. TYPE OF WELL**
Oil Well

**8. WELL NAME and NUMBER:**
THREE RIVERS 4-21-820

**2. NAME OF OPERATOR:**
AXIA ENERGY LLC

**9. API NUMBER:**
43047528750000

**3. ADDRESS OF OPERATOR:**
1430 Larimer Ste 400 , Denver, CO, 80202

**PHONE NUMBER:**
720 746-5200 Ext

**9. FIELD and POOL or WILDCAT:**
THREE RIVERS

**4. LOCATION OF WELL**
**FOOTAGES AT SURFACE:**
0786 FNL 1769 FWL
**QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:**
Qtr/Qtr: NENW Section: 04 Township: 08.0S Range: 20.0E Meridian: S

**COUNTY:**
UINTAH

**STATE:**
UTAH

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

**TYPE OF SUBMISSION**

- ☐ NOTICE OF INTENT
  Approximate date work will start:
- ✓ SUBSEQUENT REPORT
  Date of Work Completion:
  7/13/2013
- ☐ SPUD REPORT
  Date of Spud:
- ☐ DRILLING REPORT
  Report Date:

**TYPE OF ACTION**

| | | |
|---|---|---|
| ☐ ACIDIZE | ☐ ALTER CASING | ☐ CASING REPAIR |
| ✓ CHANGE TO PREVIOUS PLANS | ☐ CHANGE TUBING | ☐ CHANGE WELL NAME |
| ☐ CHANGE WELL STATUS | ☐ COMMINGLE PRODUCING FORMATIONS | ☐ CONVERT WELL TYPE |
| ☐ DEEPEN | ☐ FRACTURE TREAT | ☐ NEW CONSTRUCTION |
| ☐ OPERATOR CHANGE | ☐ PLUG AND ABANDON | ☐ PLUG BACK |
| ☐ PRODUCTION START OR RESUME | ☐ RECLAMATION OF WELL SITE | ☐ RECOMPLETE DIFFERENT FORMATION |
| ☐ REPERFORATE CURRENT FORMATION | ☐ SIDETRACK TO REPAIR WELL | ☐ TEMPORARY ABANDON |
| ☐ TUBING REPAIR | ☐ VENT OR FLARE | ☐ WATER DISPOSAL |
| ☐ WATER SHUTOFF | ☐ SI TA STATUS EXTENSION | ☐ APD EXTENSION |
| ☐ WILDCAT WELL DETERMINATION | ☐ OTHER | OTHER: |

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

APD was approved on 08-02-12 as a Wasatch completion. However, there was a change in plans and we request your approval for a GREEN RIVER Completion. Bottom Perf = 6,933' Top of Wasatch = 6,947' Please update Entity Action Number 19048 to GRRV.

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

**Date:** September 23, 2013

**By:** Dark K Quist

| NAME (PLEASE PRINT) | PHONE NUMBER | TITLE |
|---|---|---|
| Cindy Turner | 720 746-5209 | Project Manager |

| SIGNATURE | DATE |
|---|---|
| N/A | 8/15/2013 |

RECEIVED: Aug. 15, 2013

FORM 9

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

**5.LEASE DESIGNATION AND SERIAL NUMBER:** UTU-85994

## SUNDRY NOTICES AND REPORTS ON WELLS

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

**6. IF INDIAN, ALLOTTEE OR TRIBE NAME:**

**7.UNIT or CA AGREEMENT NAME:**

**1. TYPE OF WELL**
Oil Well

**8. WELL NAME and NUMBER:**
THREE RIVERS 4-21-820

**2. NAME OF OPERATOR:**
AXIA ENERGY LLC

**9. API NUMBER:**
43047528750000

**3. ADDRESS OF OPERATOR:**
1430 Larimer Ste 400 , Denver, CO, 80202

**PHONE NUMBER:**
720 746-5200 Ext

**9. FIELD and POOL or WILDCAT:**
THREE RIVERS

**4. LOCATION OF WELL**
**FOOTAGES AT SURFACE:**
0786 FNL 1769 FWL
**QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:**
Qtr/Qtr: NENW Section: 04 Township: 08.0S Range: 20.0E Meridian: S

**COUNTY:**
UINTAH

**STATE:**
UTAH

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

| TYPE OF SUBMISSION | TYPE OF ACTION | | |
|---|---|---|---|
| ☐ NOTICE OF INTENT<br>Approximate date work will start: | ☐ ACIDIZE | ☐ ALTER CASING | ☐ CASING REPAIR |
| | ☐ CHANGE TO PREVIOUS PLANS | ☐ CHANGE TUBING | ☐ CHANGE WELL NAME |
| ☐ SUBSEQUENT REPORT<br>Date of Work Completion: | ☐ CHANGE WELL STATUS | ☐ COMMINGLE PRODUCING FORMATIONS | ☐ CONVERT WELL TYPE |
| | ☐ DEEPEN | ☐ FRACTURE TREAT | ☐ NEW CONSTRUCTION |
| | ☐ OPERATOR CHANGE | ☐ PLUG AND ABANDON | ☐ PLUG BACK |
| ✓ SPUD REPORT<br>Date of Spud:<br>5/18/2013 | ☐ PRODUCTION START OR RESUME | ☐ RECLAMATION OF WELL SITE | ☐ RECOMPLETE DIFFERENT FORMATION |
| | ☐ REPERFORATE CURRENT FORMATION | ☐ SIDETRACK TO REPAIR WELL | ☐ TEMPORARY ABANDON |
| | ☐ TUBING REPAIR | ☐ VENT OR FLARE | ☐ WATER DISPOSAL |
| ☐ DRILLING REPORT<br>Report Date: | ☐ WATER SHUTOFF | ☐ SI TA STATUS EXTENSION | ☐ APD EXTENSION |
| | ☐ WILDCAT WELL DETERMINATION | ☐ OTHER | OTHER: |

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

MIRU Pete Martin Drilling. Spud 05-18-13. Drilled to 100'. Set 16" conductor casing. Cemented to surface.

**Accepted by the Utah Division of Oil, Gas and Mining**
**FOR RECORD ONLY**
September 24, 2013

| NAME (PLEASE PRINT) | PHONE NUMBER | TITLE |
|---|---|---|
| Cindy Turner | 720 746-5209 | Project Manager |
| **SIGNATURE** | | **DATE** |
| N/A | | 9/21/2013 |

RECEIVED: Sep. 21, 2013

**FEDERAL APPROVAL OF THIS ACTION IS NECESSARY**

FORM 9

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

**5.LEASE DESIGNATION AND SERIAL NUMBER:** UTU-85994

## SUNDRY NOTICES AND REPORTS ON WELLS

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

**6. IF INDIAN, ALLOTTEE OR TRIBE NAME:**

**7.UNIT or CA AGREEMENT NAME:**

**1. TYPE OF WELL**
Oil Well

**8. WELL NAME and NUMBER:**
THREE RIVERS 4-21-820

**2. NAME OF OPERATOR:**
AXIA ENERGY LLC

**9. API NUMBER:**
43047528750000

**3. ADDRESS OF OPERATOR:**
1430 Larimer Ste 400 , Denver, CO, 80202

**PHONE NUMBER:**
720 746-5200 Ext

**9. FIELD and POOL or WILDCAT:**
THREE RIVERS

**4. LOCATION OF WELL**
**FOOTAGES AT SURFACE:**
0786 FNL 1769 FWL
**QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:**
Qtr/Qtr: NENW Section: 04 Township: 08.0S Range: 20.0E Meridian: S

**COUNTY:**
UINTAH

**STATE:**
UTAH

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

**TYPE OF SUBMISSION**

- ✓ NOTICE OF INTENT
  Approximate date work will start: 10/1/2013
- ☐ SUBSEQUENT REPORT
  Date of Work Completion:
- ☐ SPUD REPORT
  Date of Spud:
- ☐ DRILLING REPORT
  Report Date:

**TYPE OF ACTION**

| | | |
|---|---|---|
| ☐ ACIDIZE | ☐ ALTER CASING | ☐ CASING REPAIR |
| ☐ CHANGE TO PREVIOUS PLANS | ☐ CHANGE TUBING | ☐ CHANGE WELL NAME |
| ☐ CHANGE WELL STATUS | ☐ COMMINGLE PRODUCING FORMATIONS | ☐ CONVERT WELL TYPE |
| ☐ DEEPEN | ☐ FRACTURE TREAT | ☐ NEW CONSTRUCTION |
| ☐ OPERATOR CHANGE | ☐ PLUG AND ABANDON | ☐ PLUG BACK |
| ☐ PRODUCTION START OR RESUME | ☐ RECLAMATION OF WELL SITE | ☐ RECOMPLETE DIFFERENT FORMATION |
| ☐ REPERFORATE CURRENT FORMATION | ☐ SIDETRACK TO REPAIR WELL | ☐ TEMPORARY ABANDON |
| ☐ TUBING REPAIR | ☐ VENT OR FLARE | ☐ WATER DISPOSAL |
| ☐ WATER SHUTOFF | ☐ SI TA STATUS EXTENSION | ☐ APD EXTENSION |
| ☐ WILDCAT WELL DETERMINATION | ✓ OTHER | OTHER: Central Tank Facility |

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

NEW CENTRAL TANK FACILITY: Three Rivers CTB Fed UTU-85994 See Attached for Proposal and Allocation Diagram

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

**Date:** October 08, 2013

**By:** Dark K Quist

| NAME (PLEASE PRINT) | PHONE NUMBER | TITLE |
|---|---|---|
| Cindy Turner | 720 746-5209 | Project Manager |

| SIGNATURE | DATE |
|---|---|
| N/A | 9/11/2013 |

RECEIVED: Sep. 11, 2013

AXIA THREE RIVERS CENTRAL TANK FACILITY

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

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

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

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

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

Reporting Requirements:

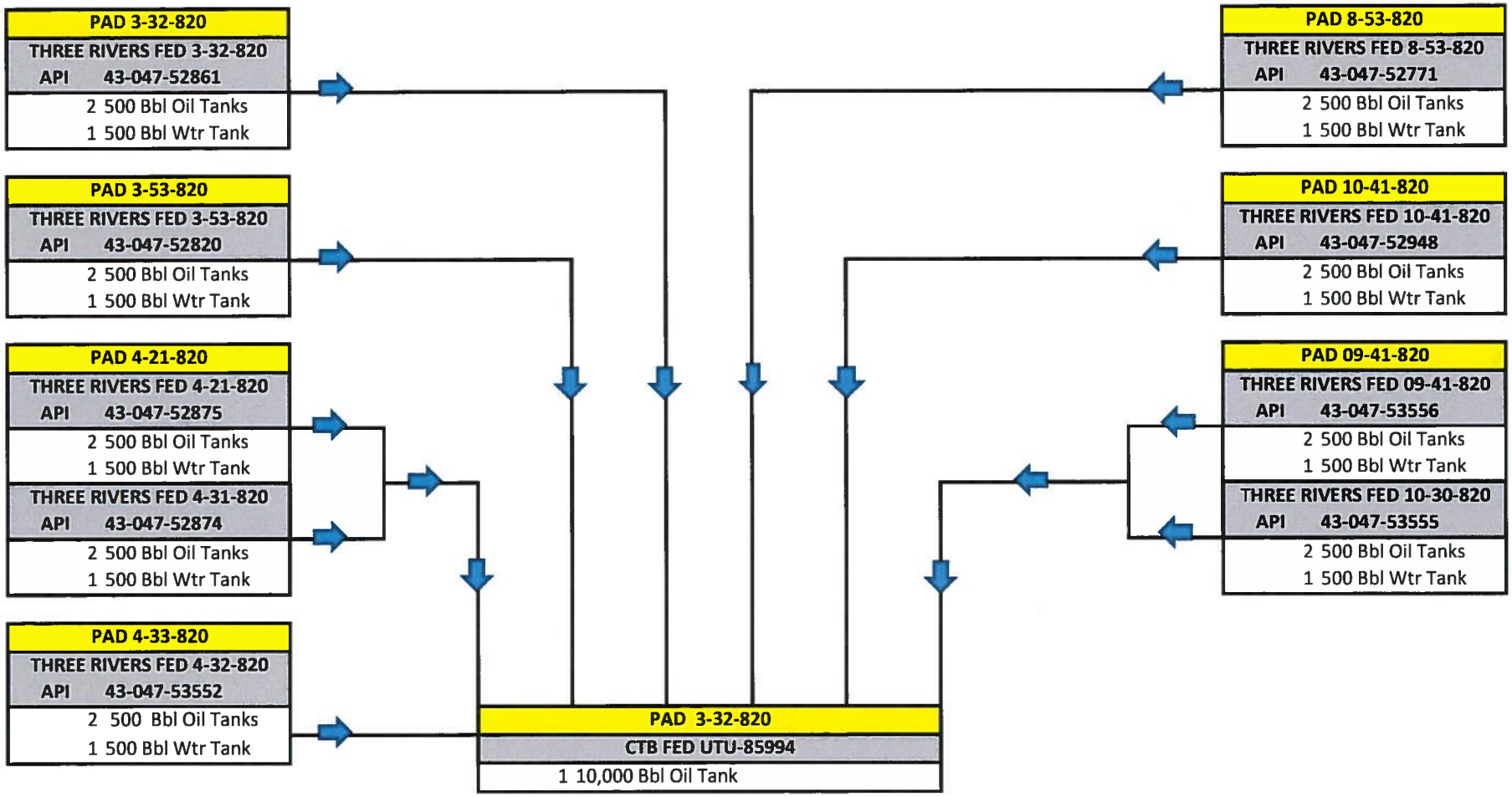
- When oil is transferred to the central tank battery from a well location, the volume will appear on Form 11 (Monthly Disposition Report) as transported volume for the applicable entity location.
- A Form 12 (Transfer of Oil) for the volume going to the CTB will be prepared with any applicable internal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

EFFECTIVE DATE: October 1, 2013

**NAME:** THREE RIVERS CTB FED UTU-85994

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

**LEASE:** FED UTU-85994




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

Sundry Number: 42514 API Well Number: 4304752875000

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

# Request to Transfer Application or Permit to Drill

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

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

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

| **Following is a checklist of some items related to the application, which should be verified.** | Yes | No |
|---|---|---|
| If located on private land, has the ownership changed? | | ✓ |
| If so, has the surface agreement been updated? | | ✓ |
| Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location? | | ✓ |
| Have there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well? | | ✓ |
| Have there been any changes to the access route including ownership or right-of-way, which could affect the proposed location? | | ✓ |
| Has the approved source of water for drilling changed? | | ✓ |
| 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? | | ✓ |
| Is bonding still in place, which covers this proposed well? Bond No. _____ | | ✓ |

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
DIV. OF OIL, GAS & MINING

Name (please print) Mary Sharon Balakas Title Attorney in Fact

Signature Mary Sharon Balakas Date 12/11/13

Representing (company name) Ultra Resources

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.

(3/2004)

Division of Oil, Gas and Mining

# OPERATOR CHANGE WORKSHEET (for state use only)

**ROUTING**
CDW

**X - Change of Operator (Well Sold)** Operator Name Change/Merger

The operator of the well(s) listed below has changed, effective: **10/1/2013**

| **FROM:** (Old Operator): | **TO:** ( New Operator): |
|---|---|
| N3765-Axia Energy, LLC | N4045-Ultra Resources, Inc. |
| 1430 Larimer Street, Suite 400 | 304 Inverness Way South, Suite 295 |
| Denver, CO 80202 | Englewood, CO 80112 |
| Phone: 1 (720) 746-5200 | Phone: 1 (303) 645-9810 |

**CA No.** **Unit:** N/A

| WELL NAME | 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**

1. (R649-8-10) Sundry or legal documentation was received from the **FORMER** operator on: 12/16/2013
2. (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 12/16/2013
3. The new company was checked on the **Department of Commerce, Division of Corporations Database on:** 1/14/2014

4a. Is the new operator registered in the State of Utah: _____ Business Number: 8861713-0143

5a. (R649-9-2)Waste Management Plan has been received on: N/A

5b. Inspections of LA PA state/fee well sites complete on: N/A

5c. Reports current for Production/Disposition & Sundries on: 1/14/2014

6. **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
7. **Federal and Indian Units:**
   The BLM or BIA has approved the successor of unit operator for wells listed on: N/A
8. **Federal and Indian Communization Agreements ("CA"):**
   The BLM or BIA has approved the operator for all wells listed within a CA on: N/A
9. **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:

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

## BOND VERIFICATION:

1. Federal well(s) covered by Bond Number: 22046400
2. Indian well(s) covered by Bond Number: 22046400

3a. (R649-3-1) The **NEW** operator of any state/fee well(s) listed covered by Bond Number 22046398

3b. The **FORMER** operator has requested a release of liability from their bond on: Not Yet

## LEASE INTEREST OWNER NOTIFICATION:

4. (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 3-54-82( | 3 | 080S | 200E | 4304752860 | | Federal | OW | APD |
| THREE RIVERS FEDERAL 3-33-82( | 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 8-52-82( | 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 |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| 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 8-53-82( | 8 | 080S | 200E | 4304752771 | 18992 | Federal | OW | P |
| THREE RIVERS FEDERAL 3-53-82( | 3 | 080S | 200E | 4304752820 | 19104 | Federal | OW | P |
| THREE RIVERS FEDERAL 3-32-82( | 3 | 080S | 200E | 4304752861 | 18942 | Federal | OW | P |
| THREE RIVERS FEDERAL 5-56-82( | 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.

ULTRA PETROLEUM

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

December 13, 2013

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

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

Dear Ms. Medina:

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

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

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

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

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

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

Sincerely,

Mary Sharon Balakas

Mary Sharon Balakas, CPL
Director of Land

cc: Cindy Turner, Axia Energy, LLC

304 Inverness Way South, Suite 295, Englewood, CO 80112
Telephone 303-708-9740 Facsimile 303-708-9748

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

FORM 9

# SUNDRY NOTICES AND REPORTS ON WELLS

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

5. LEASE DESIGNATION AND SERIAL NUMBER: See Attached Well List
6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
7. UNIT or CA AGREEMENT NAME:
8. WELL NAME and NUMBER: See Attached Well List
9. API NUMBER:
10. FIELD AND POOL, OR WILDCAT:

1. TYPE OF WELL: OIL WELL ☑ GAS WELL ☐ OTHER
2. NAME OF OPERATOR: Ultra Resources, Inc. N4045
3. ADDRESS OF OPERATOR: 304 Inverness Way South CITY Englewood STATE CO ZIP 80112 PHONE NUMBER: (303) 645-9810
4. LOCATION OF WELL
FOOTAGES AT SURFACE: See Attached
COUNTY: Uintah
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
STATE: UTAH

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

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

(5/2000) (See Instructions on Reverse Side)

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.

5. LEASE DESIGNATION AND SERIAL NUMBER: See Attached Well List

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7. UNIT or CA AGREEMENT NAME:

8. WELL NAME and NUMBER: See Attached Well List

9. API NUMBER:

10. FIELD AND POOL, OR WILDCAT:

1. TYPE OF WELL: OIL WELL ☑ GAS WELL ☐ OTHER

2. NAME OF OPERATOR: Axia Energy, LLC N3765

3. ADDRESS OF OPERATOR: 1430 Larimer Street, Ste 400 CITY Denver STATE CO ZIP 80202 PHONE NUMBER: (720) 746-5200

4. LOCATION OF WELL

FOOTAGES AT SURFACE: See Attached

COUNTY: Uintah

QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:

STATE: UTAH

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

| TYPE OF SUBMISSION | TYPE OF ACTION | | |
|---|---|---|---|
| ☑ NOTICE OF INTENT (Submit in Duplicate) | ☐ ACIDIZE | ☐ DEEPEN | ☐ REPERFORATE CURRENT FORMATION |
| Approximate date work will start: | ☐ ALTER CASING | ☐ FRACTURE TREAT | ☐ SIDETRACK TO REPAIR WELL |
| 10/1/2013 | ☐ CASING REPAIR | ☐ NEW CONSTRUCTION | ☐ TEMPORARILY ABANDON |
| | ☐ CHANGE TO PREVIOUS PLANS | ☑ OPERATOR CHANGE | ☐ TUBING REPAIR |
| | ☐ CHANGE TUBING | ☐ PLUG AND ABANDON | ☐ VENT OR FLARE |
| ☐ SUBSEQUENT REPORT (Submit Original Form Only) | ☐ CHANGE WELL NAME | ☐ PLUG BACK | ☐ WATER DISPOSAL |
| Date of work completion: | ☐ CHANGE WELL STATUS | ☐ PRODUCTION (START/RESUME) | ☐ WATER SHUT-OFF |
| | ☐ COMMINGLE PRODUCING FORMATIONS | ☐ RECLAMATION OF WELL SITE | ☐ OTHER: |
| | ☐ CONVERT WELL TYPE | ☐ 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) Daniel G. Blanchard TITLE President

SIGNATURE D G Blanchard DATE 12/11/13

(This space for State use only)

APPROVED
JAN 16 2013
DIV. OIL GAS & MINING
BY: Rachel Medina

(5/2000) (See Instructions on Reverse Side)

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

| State Well Name List downloaded 12-10-13 | Axia Well Name (for database sort and consistency) | Sec | TWN | RNG | API Number | Entity | Mineral Lease | Surface Lease | Well Type | State Well Status | Actual Status @ 12/12/13 | Submitted | Date Apprvd DOGM |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| THREE RIVERS 2-11-820 | Three Rivers 02-11-820 | 2 | 080S | 200E | 4304751936 | 18354 | State | State | OW | P | P | 1 | |
| THREE RIVERS 2-13-820 | Three Rivers 02-13-820 | 2 | 080S | 200E | 4304752687 | 19014 | State | State | OW | DRL | P | 2 | 08/27/12 |
| THREE RIVERS 2-15-820 | Three Rivers 02-15-820 | 2 | 080S | 200E | 4304752689 | 18770 | State | State | OW | P | P | 3 | |
| Three Rivers 2-21-820 | Three Rivers 02-21-820 | 2 | 080S | 200E | 4304753947 | | State | State | OW | APD | APRVD | 4 | 10/15/13 |
| Three Rivers 2-223-820 | Three Rivers 02-223-820 | 2 | 080S | 200E | 4304753946 | | State | State | OW | APD | APRVD | 5 | 10/15/13 |
| Three Rivers 2-22-820 | Three Rivers 02-22-820 | 2 | 080S | 200E | 4304753948 | | State | State | OW | APD | APRVD | 6 | 10/15/13 |
| THREE RIVERS 2-23-820 | Three Rivers 02-23-820 | 2 | 080S | 200E | 4304752688 | 19015 | State | State | OW | DRL | P | 7 | 08/27/12 |
| Three Rivers 2-24-820 | Three Rivers 02-24-820 | 2 | 080S | 200E | 4304753945 | | State | State | OW | APD | APRVD | 8 | 10/15/13 |
| THREE RIVERS 2-25-820 | Three Rivers 02-25-820 | 2 | 080S | 200E | 4304752690 | | State | State | OW | APD | APRVD | 9 | 08/27/12 |
| Three Rivers 2-32-820 | Three Rivers 02-32-820 | 2 | 080S | 200E | 4304753274 | | State | State | OW | APD | APRVD | 10 | 12/11/12 |
| Three Rivers 2-33-820 | Three Rivers 02-33-820 | 2 | 080S | 200E | 4304753273 | 18943 | State | State | OW | P | P | 1 | |
| THREE RIVERS 2-41-820 | Three Rivers 02-41-820 | 2 | 080S | 200E | 4304752686 | | State | State | OW | APD | APRVD | 2 | 08/27/12 |
| THREE RIVERS 2-51-820 | Three Rivers 02-51-820 | 2 | 080S | 200E | 4304752685 | 18941 | State | State | OW | P | P | 3 | |
| Three Rivers 4-13-820 | Three Rivers 04-13-820 | 5 | 080S | 200E | 4304753956 | | Fee | Federal | OW | APD | PERPEND | 08/19/13 | |
| THREE RIVERS 4-14-820 | Three Rivers 04-14-820 | 5 | 080S | 200E | 4304752863 | 19183 | Fee | Federal | OW | DRL | P | 5 | |
| Three Rivers 4-33-820 | Three Rivers 04-33-820 | 4 | 080S | 200E | 4304753528 | 19167 | Fee | Fee | OW | DRL | P | 6 | |
| Three Rivers 5-31-820 | Three Rivers 05-31-820 | 32 | 070S | 200E | 4304753711 | 19068 | Fee | Fee | OW | DRL | P | 7 | |
| Three Rivers 7-12-821 | Three Rivers 07-12-821 | 7 | 080S | 210E | 4304753562 | | Fee | Fee | OW | APD | PERPEND | 04/15/13 | 8 |
| Three Rivers 7-21-821 | Three Rivers 07-21-821 | 7 | 080S | 210E | 4304753560 | | Fee | Fee | OW | APD | PERPEND | 04/15/13 | 9 |
| Three Rivers 7-22-821 | Three Rivers 07-22-821 | 7 | 080S | 210E | 4304753561 | | Fee | Fee | OW | APD | PERPEND | 04/15/13 | 20 |
| Three Rivers 7-23-821 | Three Rivers 07-23-821 | 7 | 080S | 210E | 4304753559 | | Fee | Fee | OW | APD | PERPEND | 04/15/13 | 1 |
| Three Rivers 7-34-821 | Three Rivers 07-34-821 | 7 | 080S | 210E | 4304753558 | | Fee | Fee | OW | APD | PERPEND | 04/15/13 | 2 |
| Three Rivers 16-11-820 | Three Rivers 16-11-820 | 16 | 080S | 200E | 4304753474 | 19262 | State | State | OW | DRL | SCS | 3 | 03/12/13 |
| Three Rivers 16-12-820 | Three Rivers 16-12-820 | 16 | 080S | 200E | 4304753475 | 19263 | State | State | OW | DRL | SCS | 4 | 03/12/13 |
| Three Rivers 16-21-820 | Three Rivers 16-21-820 | 16 | 080S | 200E | 4304753229 | 19024 | State | State | OW | DRL | P | 5 | 12/11/12 |
| Three Rivers 16-22-820 | Three Rivers 16-22-820 | 16 | 080S | 200E | 4304753230 | 18961 | State | State | OW | DRL | P | 6 | 12/11/12 |
| Three Rivers 16-23-820 | Three Rivers 16-23-820 | 16 | 080S | 200E | 4304753231 | 19037 | State | State | OW | DRL | P | 7 | 12/11/12 |
| Three Rivers 16-24-820 | Three Rivers 16-24-820 | 16 | 080S | 200E | 4304753232 | 19038 | State | State | OW | P | P | 8 | |
| Three Rivers 16-31-820 | Three Rivers 16-31-820 | 16 | 080S | 200E | 4304753495 | | State | State | OW | APD | CCS | 9 | 03/12/13 |
| Three Rivers 16-32-820 | Three Rivers 16-32-820 | 16 | 080S | 200E | 4304753494 | 19185 | State | State | OW | DRL | WOC | 30 | 03/12/13 |
| Three Rivers 16-33-820 | Three Rivers 16-33-820 | 16 | 080S | 200E | 4304753496 | 19161 | State | State | OW | DRL | WOC | 1 | 03/12/13 |
| Three Rivers 16-34-820 | Three Rivers 16-34-820 | 16 | 080S | 200E | 4304753472 | | State | State | OW | APD | CCS | 2 | 03/12/13 |
| THREE RIVERS 16-41-820 | Three Rivers 16-41-820 | 16 | 080S | 200E | 4304752110 | 18356 | State | State | OW | P | P | 3 | |
| THREE RIVERS 16-42-820 | Three Rivers 16-42-820 | 16 | 080S | 200E | 4304752056 | 18682 | State | State | OW | P | P | 4 | |
| THREE RIVERS 16-43-820 | Three Rivers 16-43-820 | 16 | 080S | 200E | 4304752057 | 18683 | State | State | OW | P | P | 5 | |
| Three Rivers 16-44-820 | Three Rivers 16-44-820 | 16 | 080S | 200E | 4304753473 | | State | State | OW | APD | CCS | 6 | 03/12/13 |
| Three Rivers 18-21-821 | Three Rivers 18-21-821 | 18 | 080S | 210E | 4304753276 | | Fee | Fee | OW | APD | PERPEND | 12/17/12 | 7 |
| Three Rivers 18-22-821 | Three Rivers 18-22-821 | 18 | 080S | 210E | 4304753620 | | Fee | Fee | OW | APD | PERPEND | 04/15/13 | 8 |
| Three Rivers 18-31-821 | Three Rivers 18-31-821 | 18 | 080S | 210E | 4304753277 | | Fee | Fee | OW | APD | PERPEND | 12/19/12 | 9 |
| Three Rivers 18-32-821 | Three Rivers 18-32-821 | 18 | 080S | 210E | 4304753621 | | Fee | Fee | OW | APD | PERPEND | 04/15/13 | 40 |
| Three Rivers 27-34-720 | Three Rivers 27-34-720 | 34 | 070S | 200E | 4304753278 | | Fee | Fee | OW | APD | PERPEND | 12/19/12 | 1 |
| THREE RIVERS 32-15-720 | Three Rivers 32-15-720 | 32 | 070S | 200E | 4304752736 | 18767 | Fee | Fee | OW | P | P | 2 | |
| THREE RIVERS 32-25-720 | Three Rivers 32-25-720 | 32 | 070S | 200E | 4304752718 | 19033 | Fee | Fee | OW | P | P | 3 | |
| Three Rivers 32-32-720 | Three Rivers 32-32-720 | 32 | 070S | 200E | 4304753734 | 19087 | Fee | Fee | OW | DRL | P | 4 | 06/12/13 |
| Three Rivers 32-3333-720 | Three Rivers 32-3333-720 | 32 | 070S | 200E | 4304753950 | 19251 | Fee | Fee | OW | DRL | SCS | 5 | 10/15/13 |
| Three Rivers 32-333-720 | Three Rivers 32-333-720 | 32 | 070S | 200E | 4304753735 | 19088 | Fee | Fee | OW | DRL | P | 6 | 06/12/13 |
| Three Rivers 32-334-720 | Three Rivers 32-334-720 | 32 | 070S | 200E | 4304753710 | 19067 | Fee | Fee | OW | DRL | P | 7 | 05/22/13 |
| THREE RIVERS 32-33-720 | Three Rivers 32-33-720 | 32 | 070S | 200E | 4304752734 | 19016 | Fee | Fee | OW | DRL | P | 8 | 08/29/12 |
| THREE RIVERS 32-34-720 | Three Rivers 32-34-720 | 32 | 070S | 200E | 4304752735 | 19249 | Fee | Fee | OW | DRL | DRLG | 9 | 08/29/12 |
| THREE RIVERS 32-35-720 | Three Rivers 32-35-720 | 32 | 070S | 200E | 4304752737 | 18766 | Fee | Fee | OW | P | P | 50 | |
| Three Rivers 32-42-720 | Three Rivers 32-42-720 | 32 | 070S | 200E | 4304753949 | | Fee | Fee | OW | APD | APRVD | 1 | 10/15/13 |
| THREE RIVERS 34-31-720 | Three Rivers 34-31-720 | 34 | 070S | 200E | 4304752012 | 18326 | Fee | Fee | OW | P | P | 2 | |
| Three Rivers 34-31T-720 | Three Rivers 34-31T-720 | 34 | 070S | 200E | 4304753281 | | Fee | Fee | OW | APD | APRVD | 3 | 12/11/12 |
| THREE RIVERS 36-11-720 | Three Rivers 36-11-720 | 36 | 070S | 200E | 4304751915 | 18355 | State | State | OW | P | P | 4 | |
| THREE RIVERS 36-13-720 | Three Rivers 36-13-720 | 36 | 070S | 200E | 4304752699 | | State | State | OW | APD | APRVD | 5 | 08/29/12 |
| THREE RIVERS 36-21-720 | Three Rivers 36-21-720 | 36 | 070S | 200E | 4304752698 | | State | State | OW | APD | APRVD | 6 | 08/29/12 |
| THREE RIVERS 36-23-720 | Three Rivers 36-23-720 | 36 | 070S | 200E | 4304752733 | 18769 | State | State | OW | P | P | 7 | |
| THREE RIVERS 36-31-720 | Three Rivers 36-31-720 | 36 | 070S | 200E | 4304752697 | 19086 | State | State | OW | DRL | P | 8 | 08/29/12 |
| Three Rivers D | Three Rivers D | 16 | 080S | 200E | 4304753702 | | State | State | WD | APD | APRVD | 9 | 07/15/13 |
| THREE RIVERS FED 3-11-820 | Three Rivers Fed 03-11-820 | 34 | 070S | 200E | 4304752950 | 19184 | Federal | Fee | OW | DRL | WOC | 60 | 02/22/13 |
| Three Rivers Federal 3-12-820 | Three Rivers Fed 03-12-820 | 4 | 080S | 200E | 4304753914 | | Federal | Federal | OW | APD | APRVD | 1 | 08/01/13 |
| Three Rivers Federal 3-13-820 | Three Rivers Fed 03-13-820 | 3 | 080S | 200E | 4304753951 | | Federal | Federal | OW | APD | PERPEND | 08/12/13 | 2 |
| Three Rivers Federal 3-14-820 | Three Rivers Fed 03-14-820 | 3 | 080S | 200E | 4304753952 | | Federal | Federal | OW | APD | PERPEND | 08/12/13 | 3 |
| Three Rivers Federal 3-23-820 | Three Rivers Fed 03-23-820 | 3 | 080S | 200E | 4304753953 | | Federal | Federal | OW | APD | PERPEND | 08/12/13 | 4 |
| Three Rivers Federal 3-24-820 | Three Rivers Fed 03-24-820 | 3 | 080S | 200E | 4304753954 | | Federal | Federal | OW | APD | PERPEND | 08/12/13 | 5 |
| THREE RIVERS FEDERAL 3-32-820 | Three Rivers Fed 03-32-820 | 3 | 080S | 200E | 4304752861 | 18942 | Federal | Federal | OW | P | P | | 6 |
| THREE RIVERS FEDERAL 3-33-820 | Three Rivers Fed 03-33-820 | 3 | 080S | 200E | 4304752864 | | Federal | Federal | OW | APD | APRVD | 7 | 12/24/12 |
| THREE RIVERS FEDERAL 3-53-820 | Three Rivers Fed 03-53-820 | 3 | 080S | 200E | 4304752820 | 19104 | Federal | Federal | OW | DRL | P | 8 | 12/24/12 |
| THREE RIVERS FEDERAL 3-54-820 | Three Rivers Fed 03-54-820 | 3 | 080S | 200E | 4304752860 | | Federal | Federal | OW | APD | APRVD | 9 | 12/24/12 |

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

| State Well Name List downloaded 12-10-13 | Axia Well Name (for database sort and consistency) | Sec | TWN | RNG | API Number | Entity | Mineral Lease | Surface Lease | Well Type | State Well Status | Actual Status @ 12/12/13 | Submitted | Date Apprvd DOGM |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| THREE RIVERS 4-21-820 | Three Rivers Fed 04-21-820 | 4 | 080S | 200E | 4304752875 | 19048 | Federal | Fee | OW | DRL | P | 70 | 02/22/13 |
| THREE RIVERS FED 4-31-820 | Three Rivers Fed 04-31-820 | 4 | 080S | 200E | 4304752874 | 19023 | Federal | Fee | OW | DRL | P | 1 | 02/22/13 |
| Three Rivers Federal 4-32-820 | Three Rivers Fed 04-32-820 | 4 | 080S | 200E | 4304753552 | 19168 | Federal | Fee | OW | DRL | P | 2 | 08/26/13 |
| Three Rivers Federal 4-41-820 | Three Rivers Fed 04-41-820 | 4 | 080S | 200E | 4304753911 | | Federal | Federal | OW | APD | APRVD | 3 | 08/01/13 |
| Three Rivers Federal 4-42-820 | Three Rivers Fed 04-42-820 | 4 | 080S | 200E | 4304753913 | | Federal | Federal | OW | APD | APRVD | 4 | 08/01/13 |
| Three Rivers Federal 5-11-820 | Three Rivers Fed 05-11-820 | 5 | 080S | 200E | 4304754204 | | Federal | Federal | OW | NEW | PERPEND | 12/03/13 | 5 |
| Three Rivers Federal 5-21-820 | Three Rivers Fed 05-21-820 | 5 | 080S | 200E | 4304754205 | | Federal | Federal | OW | NEW | PERPEND | 12/03/13 | 6 |
| Three Rivers Federal 5-42-820 | Three Rivers Fed 05-42-820 | 5 | 080S | 200E | 4304753958 | | Federal | Federal | OW | APD | PERPEND | 08/19/13 | 7 |
| Three Rivers Federal 5-43-820 | Three Rivers Fed 05-43-820 | 5 | 080S | 200E | 4304753957 | | Federal | Federal | OW | APD | PERPEND | 08/19/13 | 8 |
| THREE RIVERS FEDERAL 5-56-820 | Three Rivers Fed 05-56-820 | 5 | 080S | 200E | 4304752862 | 18993 | Federal | Federal | OW | P | P | 9 | |
| THREE RIVERS FEDERAL 8-52-820 | Three Rivers Fed 08-52-820 | 8 | 080S | 200E | 4304752770 | 19156 | Federal | Federal | OW | DRL | P | 80 | 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 | 1 | |
| Three Rivers Federal 9-41-820 | Three Rivers Fed 09-41-820 | 10 | 080S | 200E | 4304753556 | 19170 | Federal | Federal | OW | DRL | P | 2 | 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 | 3 | 08/20/13 |
| Three Rivers Federal 10-31-820 | Three Rivers Fed 10-31-820 | 10 | 080S | 200E | 4304753437 | | Federal | Federal | OW | APD | CCS | 4 | 08/21/13 |
| Three Rivers Federal 10-32-820 | Three Rivers Fed 10-32-820 | 10 | 080S | 200E | 4304753415 | | Federal | Federal | OW | APD | CCS | 5 | 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 | 6 | 02/22/13 |
| THREE RIVERS FED 10-42-820 | Three Rivers Fed 10-42-820 | 10 | 080S | 200E | 4304752949 | | Federal | Federal | OW | APD | APRVD | 7 | 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 | 8 | 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 | 9 | 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 | 90 | 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 | 1 | 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 | 2 | 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 | 3 | |
| THREE RIVERS FED 34-23-720 | Three Rivers Fed 34-23-720 | 34 | 070S | 200E | 4304752945 | 19049 | Federal | Fee | OW | DRL | P | 4 | 02/12/13 |
| Three Rivers Federal 34-25-720 | Three Rivers Fed 34-25-720 | 34 | 070S | 200E | 4304753283 | | Federal | Fee | OW | APD | APRVD | 5 | 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 | 6 | 02/22/13 |
| Three Rivers Federal 34-35-720 | Three Rivers Fed 34-35-720 | 34 | 070S | 200E | 4304753282 | | Federal | Fee | OW | APD | APRVD | 7 | 06/10/13 |
| Three Rivers Federal 34-42-720 | Three Rivers Fed 34-42-720 | 35 | 070S | 200E | 4304753915 | | Federal | Federal | OW | APD | APRVD | 8 | 08/01/13 |
| Three Rivers Federal 34-43-720 | Three Rivers Fed 34-43-720 | 35 | 070S | 200E | 4304753916 | | Federal | Federal | OW | APD | APRVD | 9 | 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 | 1 | 08/01/13 |
| Three Rivers Federal 35-13-720 | Three Rivers Fed 35-13-720 | 35 | 070S | 200E | 4304753554 | | Federal | Federal | OW | APD | APRVD | 2 | 08/20/13 |
| Three Rivers Federal 35-14-720 | Three Rivers Fed 35-14-720 | 35 | 070S | 200E | 4304753553 | | Federal | Federal | OW | APD | APRVD | 3 | 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 | 5 | 02/22/13 |
| THREE RIVERS FED 35-34-720 | Three Rivers Fed 35-34-720 | 35 | 070S | 200E | 4304753006 | | Federal | Federal | OW | APD | APRVD | 6 | 02/22/13 |
| THREE RIVERS FED 35-42-720 | Three Rivers Fed 35-42-720 | 35 | 070S | 200E | 4304753007 | | Federal | Federal | OW | APD | APRVD | 7 | 02/22/13 |
| Three Rivers Federal 35-43-720 | Three Rivers Fed 35-43-720 | 35 | 070S | 200E | 4304753918 | | Federal | Federal | OW | APD | APRVD | 8 | 08/01/13 |
| Three Rivers Federal 35-442-720 | Three Rivers Fed 35-442-720 | 35 | 070S | 200E | 4304753919 | | Federal | Federal | OW | APD | APRVD | 9 | 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 |

API Well Number: 43047528750000

PBTVD 7056'

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

AMENDED REPORT ☐ (highlight changes)

FORM 8

# WELL COMPLETION OR RECOMPLETION REPORT AND LOG

5. LEASE DESIGNATION AND SERIAL NUMBER: FED UTU-85994

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7. UNIT or CA AGREEMENT NAME:

8. WELL NAME and NUMBER: Three Rivers Fed 04-21-820

9. API NUMBER: 4304752875

10. FIELD AND POOL, OR WILDCAT: WILDCAT

1a. TYPE OF WELL: OIL WELL ☑ GAS WELL ☐ DRY ☐ OTHER

b. TYPE OF WORK: NEW WELL ☑ HORIZ LATS ☐ DEEP-EN ☐ RE-ENTRY ☐ DIFF. RESVR. ☐ OTHER

2. NAME OF OPERATOR: Axia Energy, LLC.

3. ADDRESS OF OPERATOR: 1430 Larimer St, Ste 400 CITY Denver STATE CO ZIP 50202

PHONE NUMBER: (720) 746-5200

4. LOCATION OF WELL (FOOTAGES)

AT SURFACE: NENW 786' FNL & 1769' FWL

AT TOP PRODUCING INTERVAL REPORTED BELOW: NWNW 684' FNL & 664' FWL

AT TOTAL DEPTH: NWNW 728' FNL & 672' FWL

11. QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: NENW 04 08S 20E S

12. COUNTY: UNITAH

13. STATE: UTAH

14. DATE SPUDDED: 5/18/13

15. DATE T.D. REACHED: 6/13/13

16. DATE COMPLETED: 7/13/13 ABANDONED ☐ READY TO PRODUCE ☑

17. ELEVATIONS (DF, RKB, RT, GL): 4757' GL / 4774' KB

18. TOTAL DEPTH: MD 7355 TVD 7125

19. PLUG BACK T.D.: MD 7,285 TVD 7,120

20. IF MULTIPLE COMPLETIONS, HOW MANY? *

21. DEPTH BRIDGE PLUG SET: MD TVD

22. TYPE ELECTRIC AND OTHER MECHANICAL LOGS RUN (Submit copy of each)

SD-DSN-ACTR, Mud Log, CBL

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

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

| HOLE SIZE | SIZE/GRADE | WEIGHT (#/ft.) | TOP (MD) | BOTTOM (MD) | STAGE CEMENTER DEPTH | CEMENT TYPE & NO. OF SACKS | SLURRY VOLUME (BBL) | CEMENT TOP ** | AMOUNT PULLED |
|---|---|---|---|---|---|---|---|---|---|
| 24 | 16 | | 0 | 100 | | G 450 | 92 | 0 | |
| 12-1/4 | 8-5/8 J-55 | 24 | 0 | 941 | | G 640 | 131 | 0 CIR | |
| 7-3/4 | 5-1/2 J-55 | 17 | 0 | 7332 | | G 455 | 225 | 3394' CBL | |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |

**25. TUBING RECORD**

| SIZE | DEPTH SET (MD) | PACKER SET (MD) | SIZE | DEPTH SET (MD) | PACKER SET (MD) | SIZE | DEPTH SET (MD) | PACKER SET (MD) |
|---|---|---|---|---|---|---|---|---|
| 2-7/8 | 3474 | | | | | | | |

**26. PRODUCING INTERVALS**

| FORMATION NAME | TOP (MD) | BOTTOM (MD) | TOP (TVD) | BOTTOM (TVD) |
|---|---|---|---|---|
| (A) Green River | 3099 | 6,947 | 2,979 | 6,717 |
| (B) | | | | |
| (C) | | | | |
| (D) | | | | |

**27. PERFORATION RECORD**

| INTERVAL (Top/Bot - MD) | SIZE | NO. HOLES | PERFORATION STATUS |
|---|---|---|---|
| 5,254 6933 | .35 | 198 | Open ☑ Squeezed ☐ |
| | | | Open ☐ Squeezed ☐ |
| | | | Open ☐ Squeezed ☐ |
| | | | Open ☐ Squeezed ☐ |

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

WAS WELL HYDRAULICALLY FRACTURED? YES ☑ NO ☐ IF YES – DATE FRACTURED: 7/8/2013

| DEPTH INTERVAL | AMOUNT AND TYPE OF MATERIAL |
|---|---|
| 5254' TO 6933' | Green River Hybrid Frac - 26,939 bbls slurry, 1,991,862 gal fluid, 866,300# 20/40 Premium White |
| | |
| | |

**29. ENCLOSED ATTACHMENTS:**

☑ ELECTRICAL/MECHANICAL LOGS ☐ GEOLOGIC REPORT ☐ DST REPORT ☑ DIRECTIONAL SURVEY
☐ SUNDRY NOTICE FOR PLUGGING AND CEMENT VERIFICATION ☐ CORE ANALYSIS ☐ OTHER: Wellbore Diagra

**30. WELL STATUS:** Prod

(5/2013)

(CONTINUED ON BACK)

RECEIVED: Dec. 12, 2013

API Well Number: 43047528750000

**31. INITIAL PRODUCTION** — **INTERVAL A (As shown in Item #26)**

| DATE FIRST PRODUCED | TEST DATE | HOURS TESTED | TEST PRODUCTION RATES → | OIL – BBL | GAS – MCF | WATER – BBL | PROD. METHOD |
|---|---|---|---|---|---|---|---|
| 7/13/2013 | 8/16/2013 | 24 | | 264 | 39 | 62 | Pumping |

| CHOKE SIZE | TBG. PRESS. | CSG. PRESS. | API GRAVITY | BTU – GAS | GAS/OIL RATIO | 24 HR PRODUCTION RATES → | OIL – BBL | GAS – MCF | WATER – BBL | INTERVAL STATUS |
|---|---|---|---|---|---|---|---|---|---|---|
| 40 | 38 | 38 | 30.00 | | 147 | | 264 | 39 | 62 | Open |

**INTERVAL B (As shown in Item #26)**

| DATE FIRST PRODUCED | TEST DATE | HOURS TESTED | TEST PRODUCTION RATES → | OIL – BBL | GAS – MCF | WATER – BBL | PROD. METHOD |
|---|---|---|---|---|---|---|---|
| | | | | | | | |

| CHOKE SIZE | TBG. PRESS. | CSG. PRESS. | API GRAVITY | BTU – GAS | GAS/OIL RATIO | 24 HR PRODUCTION RATES → | OIL – BBL | GAS – MCF | WATER – BBL | INTERVAL STATUS |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | | | |

**INTERVAL C (As shown in Item #26)**

| DATE FIRST PRODUCED | TEST DATE | HOURS TESTED | TEST PRODUCTION RATES → | OIL – BBL | GAS – MCF | WATER – BBL | PROD. METHOD |
|---|---|---|---|---|---|---|---|
| | | | | | | | |

| CHOKE SIZE | TBG. PRESS. | CSG. PRESS. | API GRAVITY | BTU – GAS | GAS/OIL RATIO | 24 HR PRODUCTION RATES → | OIL – BBL | GAS – MCF | WATER – BBL | INTERVAL STATUS |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | | | |

**INTERVAL D (As shown in Item #26)**

| DATE FIRST PRODUCED | TEST DATE | HOURS TESTED | TEST PRODUCTION RATES → | OIL – BBL | GAS – MCF | WATER – BBL | PROD. METHOD |
|---|---|---|---|---|---|---|---|
| | | | | | | | |

| CHOKE SIZE | TBG. PRESS. | CSG. PRESS. | API GRAVITY | BTU – GAS | GAS/OIL RATIO | 24 HR PRODUCTION RATES → | OIL – BBL | GAS – MCF | WATER – BBL | INTERVAL STATUS |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | | | |

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

USED / FLARED

**33. SUMMARY OF POROUS ZONES (Include Aquifers):**

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

| Formation | Top (MD) | Bottom (MD) | Descriptions, Contents, etc. |
|---|---|---|---|
| | | | |

**34. FORMATION (Log) MARKERS:**

| Name | Top (Measured Depth) |
|---|---|
| Green River | 3,099 |
| Garden Gluch | 5,086 |
| Uteland Butte | 6,784 |
| Wasatch | 6,947 |

**35. ADDITIONAL REMARKS (Include plugging procedure)**

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

NAME (PLEASE PRINT) Cindy Turner TITLE Project Manager

SIGNATURE Cindy Turner DATE 12/12/2013

This report must be submitted within 30 days of

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

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

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

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

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

(5/2013)

RECEIVED: Dec. 12, 2013

# WELLBORE DIAGRAM (after completion)

| | |
|---|---|
| **Company:** | Axia Energy, LLC |
| **Lease Name:** | Three Rivers Fed 04-21-820 |
| **Surface Location:** | NENW Sec 04-T8S-R20E, 786' FNL & 1769' FWL |
| **Bottom Hole Location:** | NWNW Sec 04-T8S-R20E 728' FNL & 672' FWL |
| **County:** | Uintah, UT |
| **Date:** | 12/12/2013 |

**KB** 4774'

**GL** 4757'

**DRILLED 24" HOLE TO 100' - SET 16" CONDUCTOR**
Cemented with 450 sxs to surface on **5/18/2013**

**DRILLED 12-1/4" HOLE 970'**
941' **SURF CSG - 8-5/8" 24# J-55 ST&C (21 jts) 5/22/2013**
Cement: 640 sxs to surface on

**As Drilled Formation Tops (MD)**

**GREEN RIVER** 3099'

**TOC: 3394'**

**GARDEN GULCH** 5086'

Tbg Landed @ 3474' 7/11/2013

**6 STAGE GREEN RIVER HYBRID FRAC**
5254 6933 Green River 3 spf 198 Holes
26,939 bbls slurry, 1,991,862 gal fluid & 866,300# 20/40 Premium White

**Uteland Butte** 6784'

**Wasatch** 6947'

**DRILLED 7-3/4" HOLE TO 7355' TMD**
7332' **PROD CSG - 5 1/2" 17# J-55 LT&C (166 jts) Set @ 7331' 6/14/13**
Cemented with 455 sxs Premium Lite

**7355' TMD**
**7337' TVD**

RECEIVED: Dec. 12, 2013

Precision Drilling

# Survey Report

| | | | |
|---|---|---|---|
| **Client** | Axia Energy | **MWD Operator** | H. Herrera / S. Bartz |
| **Well Name** | Three Rivers # FED 4-21-820 | **Rig Name** | Aztec 222 |
| **Location** | Uintah County, Utah | **End Date** | **6/14/13** |
| **Start Date** | 6/9/13 | **Proposed Direction** | 274.0 |

| SUR NUM | MD ft | INC ° | AZM ° | TVD ft | N-S ft | E-W ft | SECT ft | DLS °/100' |
|---|---|---|---|---|---|---|---|---|
| TIE IN | 953 | 0.00 | 0.00 | 953.00 | 0.00 | 0.00 | 0.00 | 0.0 |
| 1 | 972 | 0.4 | 298.9 | 972.00 | 0.03 | -0.06 | 0.06 | 2.1 |
| 2 | 1034 | 0.5 | 311.1 | 1034.00 | 0.31 | -0.45 | 0.47 | 0.2 |
| 3 | 1097 | 0.3 | 279.0 | 1097.00 | 0.52 | -0.82 | 0.86 | 0.5 |
| 4 | 1159 | 1.4 | 281.1 | 1158.99 | 0.69 | -1.73 | 1.77 | 1.8 |
| 5 | 1222 | 3.2 | 281.6 | 1221.94 | 1.19 | -4.20 | 4.28 | 2.9 |
| 6 | 1284 | 4.0 | 276.7 | 1283.81 | 1.79 | -8.05 | 8.15 | 1.4 |
| 7 | 1347 | 4.1 | 278.4 | 1346.66 | 2.38 | -12.46 | 12.59 | 0.2 |
| 8 | 1410 | 5.1 | 283.7 | 1409.45 | 3.37 | -17.40 | 17.60 | 1.7 |
| 9 | 1472 | 4.8 | 289.2 | 1471.22 | 4.88 | -22.53 | 22.82 | 0.9 |
| 10 | 1535 | 5.6 | 279.3 | 1533.96 | 6.24 | -28.05 | 28.42 | 1.9 |
| 11 | 1597 | 6.3 | 276.6 | 1595.63 | 7.12 | -34.42 | 34.83 | 1.2 |
| 12 | 1660 | 7.7 | 278.2 | 1658.16 | 8.12 | -42.03 | 42.49 | 2.2 |
| 13 | 1722 | 9.1 | 283.8 | 1719.49 | 9.88 | -50.90 | 51.47 | 2.6 |
| 14 | 1785 | 10.5 | 283.5 | 1781.57 | 12.41 | -61.32 | 62.04 | 2.2 |
| 15 | 1847 | 11.5 | 282.9 | 1842.43 | 15.11 | -72.84 | 73.72 | 1.6 |
| 16 | 1910 | 12.9 | 282.7 | 1904.01 | 18.06 | -85.82 | 86.88 | 2.2 |
| 17 | 1972 | 14.2 | 281.8 | 1964.28 | 21.13 | -100.02 | 101.25 | 2.1 |
| 18 | 2035 | 15.9 | 280.1 | 2025.12 | 24.23 | -116.08 | 117.49 | 2.8 |
| 19 | 2098 | 17.3 | 280.5 | 2085.49 | 27.45 | -133.79 | 135.38 | 2.2 |
| 20 | 2160 | 19.2 | 280.3 | 2144.37 | 30.95 | -152.89 | 154.67 | 3.1 |
| 21 | 2222 | 21.1 | 279.4 | 2202.57 | 34.60 | -173.93 | 175.92 | 3.1 |
| 22 | 2285 | 22.9 | 275.9 | 2260.98 | 37.71 | -197.31 | 199.46 | 3.5 |
| 23 | 2347 | 24.3 | 277.6 | 2317.80 | 40.64 | -221.96 | 224.25 | 2.5 |
| 24 | 2410 | 25.8 | 278.8 | 2374.87 | 44.45 | -248.36 | 250.85 | 2.5 |
| 25 | 2472 | 26.5 | 278.8 | 2430.52 | 48.63 | -275.36 | 278.08 | 1.1 |
| 26 | 2534 | 26.8 | 278.2 | 2485.94 | 52.74 | -302.86 | 305.80 | 0.7 |



RECEIVED: Dec. 12, 2013

Precision Drilling

# Survey Report

| | | | |
|---|---|---|---|
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| **Well Name** | Three Rivers # FED 4-21-820 | **Rig Name** | Aztec 222 |
| **Location** | Uintah County, Utah | **End Date** | **6/14/13** |
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| SUR NUM | MD ft | INC ° | AZM ° | TVD ft | N-S ft | E-W ft | SECT ft | DLS °/100' |
|---|---|---|---|---|---|---|---|---|
| 27 | 2597 | 27.7 | 277.1 | 2541.94 | 56.58 | -331.45 | 334.59 | 1.6 |
| 28 | 2659 | 28.8 | 275.2 | 2596.56 | 59.71 | -360.62 | 363.91 | 2.3 |
| 29 | 2722 | 29.9 | 274.1 | 2651.47 | 62.21 | -391.40 | 394.79 | 1.9 |
| 30 | 2784 | 30.8 | 274.8 | 2704.98 | 64.64 | -422.63 | 426.11 | 1.6 |
| 31 | 2847 | 30.0 | 272.7 | 2759.32 | 66.73 | -454.44 | 457.99 | 2.1 |
| 32 | 2909 | 29.2 | 273.2 | 2813.22 | 68.31 | -485.02 | 488.61 | 1.4 |
| 33 | 2972 | 29.0 | 271.6 | 2868.27 | 69.59 | -515.63 | 519.23 | 1.3 |
| 34 | 3034 | 29.3 | 272.8 | 2922.42 | 70.75 | -545.81 | 549.42 | 1.1 |
| 35 | 3097 | 29.3 | 273.3 | 2977.36 | 72.39 | -576.60 | 580.24 | 0.4 |
| 36 | 3159 | 27.2 | 274.4 | 3031.97 | 74.35 | -605.87 | 609.58 | 3.5 |
| 37 | 3222 | 26.8 | 275.5 | 3088.11 | 76.82 | -634.37 | 638.18 | 1.0 |
| 38 | 3284 | 26.1 | 276.0 | 3143.62 | 79.59 | -661.84 | 665.78 | 1.2 |
| 39 | 3347 | 27.2 | 276.2 | 3199.92 | 82.59 | -689.94 | 694.02 | 1.8 |
| 40 | 3410 | 28.5 | 278.3 | 3255.63 | 86.31 | -719.13 | 723.40 | 2.6 |
| 41 | 3472 | 29.4 | 278.7 | 3309.88 | 90.75 | -748.81 | 753.32 | 1.5 |
| 42 | 3535 | 30.8 | 277.8 | 3364.38 | 95.28 | -780.08 | 784.82 | 2.3 |
| 43 | 3597 | 30.7 | 277.0 | 3417.67 | 99.36 | -811.51 | 816.47 | 0.7 |
| 44 | 3660 | 30.0 | 277.1 | 3472.03 | 103.27 | -843.11 | 848.26 | 1.1 |
| 45 | 3722 | 27.5 | 276.6 | 3526.38 | 106.83 | -872.71 | 878.04 | 4.1 |
| 46 | 3782 | 26.0 | 273.6 | 3579.96 | 109.25 | -899.60 | 905.03 | 3.4 |
| 47 | 3847 | 24.2 | 270.7 | 3638.83 | 110.31 | -927.14 | 932.58 | 3.4 |
| 48 | 3910 | 22.9 | 267.8 | 3696.58 | 109.99 | -952.31 | 957.66 | 2.8 |
| 49 | 3972 | 20.4 | 265.8 | 3754.20 | 108.74 | -975.14 | 980.35 | 4.2 |
| 50 | 4035 | 15.7 | 262.8 | 3814.09 | 106.87 | -994.56 | 999.59 | 7.6 |
| 51 | 4098 | 12.6 | 262.9 | 3875.17 | 104.95 | -1009.84 | 1014.70 | 4.9 |
| 52 | 4160 | 11.0 | 265.6 | 3935.85 | 103.66 | -1022.45 | 1027.19 | 2.7 |
| 53 | 4222 | 9.7 | 267.2 | 3996.84 | 102.95 | -1033.56 | 1038.23 | 2.1 |
| 54 | 4285 | 8.3 | 263.6 | 4059.07 | 102.18 | -1043.38 | 1047.97 | 2.4 |
| 55 | 4347 | 7.3 | 266.0 | 4120.49 | 101.41 | -1051.76 | 1056.27 | 1.7 |
| 56 | 4410 | 7.6 | 268.8 | 4182.96 | 101.04 | -1059.92 | 1064.38 | 0.7 |
| 57 | 4472 | 7.2 | 276.7 | 4244.45 | 101.41 | -1067.88 | 1072.35 | 1.8 |



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Precision Drilling

# Survey Report

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|---|---|---|---|
| **Client** | Axia Energy | **MWD Operator** | H. Herrera / S. Bartz |
| **Well Name** | Three Rivers # FED 4-21-820 | **Rig Name** | Aztec 222 |
| **Location** | Uintah County, Utah | **End Date** | **6/14/13** |
| **Start Date** | 6/9/13 | **Proposed Direction** | 274.0 |

| SUR NUM | MD ft | INC ° | AZM ° | TVD ft | N-S ft | E-W ft | SECT ft | DLS °/100' |
|---|---|---|---|---|---|---|---|---|
| 58 | 4534 | 5.3 | 274.3 | 4306.08 | 102.08 | -1074.59 | 1079.09 | 3.1 |
| 59 | 4597 | 4.5 | 273.0 | 4368.85 | 102.43 | -1079.96 | 1084.47 | 1.3 |
| 60 | 4659 | 4.0 | 293.3 | 4430.68 | 103.41 | -1084.38 | 1088.95 | 2.5 |
| 61 | 4721 | 3.3 | 286.8 | 4492.55 | 104.78 | -1088.07 | 1092.73 | 1.3 |
| 62 | 4784 | 3.3 | 299.7 | 4555.45 | 106.20 | -1091.38 | 1096.13 | 1.2 |
| 63 | 4846 | 3.5 | 289.7 | 4617.34 | 107.72 | -1094.71 | 1099.56 | 1.0 |
| 64 | 4909 | 2.4 | 292.5 | 4680.26 | 108.88 | -1097.74 | 1102.66 | 1.8 |
| 65 | 4972 | 1.8 | 282.0 | 4743.21 | 109.59 | -1099.93 | 1104.89 | 1.1 |
| 66 | 5034 | 1.8 | 256.0 | 4805.18 | 109.55 | -1101.83 | 1106.78 | 1.3 |
| 67 | 5097 | 0.9 | 211.2 | 4868.17 | 108.89 | -1103.04 | 1107.95 | 2.1 |
| 68 | 5159 | 0.8 | 185.8 | 4930.16 | 108.04 | -1103.34 | 1108.19 | 0.6 |
| 69 | 5222 | 0.9 | 190.9 | 4993.15 | 107.12 | -1103.48 | 1108.26 | 0.2 |
| 70 | 5284 | 1.0 | 201.8 | 5055.15 | 106.14 | -1103.77 | 1108.48 | 0.3 |
| 71 | 5347 | 0.3 | 117.6 | 5118.14 | 105.55 | -1103.83 | 1108.50 | 1.6 |
| 72 | 5409 | 0.2 | 179.2 | 5180.14 | 105.37 | -1103.68 | 1108.34 | 0.4 |
| 73 | 5471 | 0.4 | 208.6 | 5242.14 | 105.07 | -1103.78 | 1108.42 | 0.4 |
| 74 | 5533 | 0.8 | 211.2 | 5304.14 | 104.51 | -1104.11 | 1108.71 | 0.6 |
| 75 | 5596 | 1.2 | 196.1 | 5367.13 | 103.50 | -1104.52 | 1109.05 | 0.8 |
| 76 | 5658 | 1.6 | 201.0 | 5429.11 | 102.07 | -1105.01 | 1109.44 | 0.7 |
| 77 | 5720 | 1.8 | 212.6 | 5491.08 | 100.44 | -1105.85 | 1110.16 | 0.6 |
| 78 | 5782 | 1.8 | 204.4 | 5553.05 | 98.73 | -1106.77 | 1110.97 | 0.4 |
| 79 | 5845 | 1.8 | 200.1 | 5616.02 | 96.90 | -1107.52 | 1111.59 | 0.2 |
| 80 | 5908 | 2.1 | 192.1 | 5678.98 | 94.85 | -1108.11 | 1112.02 | 0.6 |
| 81 | 5970 | 2.2 | 184.6 | 5740.94 | 92.55 | -1108.44 | 1112.19 | 0.5 |
| 82 | 6032 | 2.3 | 183.2 | 5802.89 | 90.12 | -1108.60 | 1112.19 | 0.2 |
| 83 | 6095 | 2.3 | 176.4 | 5865.84 | 87.60 | -1108.59 | 1112.00 | 0.4 |
| 84 | 6157 | 2.4 | 172.9 | 5927.79 | 85.07 | -1108.36 | 1111.59 | 0.3 |
| 85 | 6219 | 1.8 | 167.2 | 5989.75 | 82.83 | -1107.98 | 1111.06 | 1.0 |
| 86 | 6282 | 1.8 | 166.4 | 6052.72 | 80.90 | -1107.53 | 1110.47 | 0.0 |
| 87 | 6344 | 1.8 | 165.4 | 6114.69 | 79.01 | -1107.05 | 1109.87 | 0.1 |
| 88 | 6407 | 1.9 | 159.5 | 6177.65 | 77.08 | -1106.44 | 1109.12 | 0.3 |



RECEIVED: Dec. 12, 2013

Precision Drilling

# Survey Report

| | | | |
|---|---|---|---|
| **Client** | Axia Energy | **MWD Operator** | H. Herrera / S. Bartz |
| **Well Name** | Three Rivers # FED 4-21-820 | **Rig Name** | Aztec 222 |
| **Location** | Uintah County, Utah | **End Date** | **6/14/13** |
| **Start Date** | 6/9/13 | **Proposed Direction** | 274.0 |

| SUR NUM | MD ft | INC ° | AZM ° | TVD ft | N-S ft | E-W ft | SECT ft | DLS °/100' |
|---|---|---|---|---|---|---|---|---|
| 89 | 6470 | 1.9 | 160.4 | 6240.62 | 75.12 | -1105.72 | 1108.27 | 0.0 |
| 90 | 6532 | 2.2 | 160.0 | 6302.58 | 73.03 | -1104.97 | 1107.37 | 0.5 |
| 91 | 6594 | 1.5 | 151.1 | 6364.55 | 71.20 | -1104.17 | 1106.45 | 1.2 |
| 92 | 6657 | 1.8 | 122.6 | 6427.52 | 69.95 | -1102.94 | 1105.13 | 1.4 |
| 93 | 6719 | 2.5 | 122.4 | 6489.48 | 68.70 | -1100.98 | 1103.09 | 1.1 |
| 94 | 6782 | 1.8 | 115.0 | 6552.43 | 67.54 | -1098.92 | 1100.96 | 1.2 |
| 95 | 6844 | 1.5 | 102.0 | 6614.41 | 66.96 | -1097.24 | 1099.24 | 0.8 |
| 96 | 6906 | 1.4 | 119.9 | 6676.39 | 66.42 | -1095.79 | 1097.76 | 0.7 |
| 97 | 6969 | 1.2 | 140.3 | 6739.37 | 65.53 | -1094.71 | 1096.61 | 0.8 |
| 98 | 7031 | 0.7 | 147.2 | 6801.36 | 64.71 | -1094.09 | 1095.93 | 0.8 |
| 99 | 7093 | 1.1 | 212.6 | 6863.36 | 63.89 | -1094.20 | 1095.99 | 1.7 |
| 100 | 7156 | 1.4 | 214.7 | 6926.34 | 62.75 | -1094.96 | 1096.67 | 0.5 |
| 101 | 7218 | 1.5 | 210.6 | 6988.32 | 61.42 | -1095.81 | 1097.42 | 0.2 |
| 102 | 7281 | 1.5 | 206.0 | 7051.30 | 59.97 | -1096.59 | 1098.10 | 0.2 |
| **PTB** | 7355 | 1.5 | 206.0 | 7125.27 | 58.23 | -1097.44 | 1098.83 | 0.0 |
| 104 | | | | | | | | |
| 105 | | | | | | | | |
| 106 | | | | | | | | |
| 107 | | | | | | | | |



RECEIVED: Dec. 12, 2013

**FEDERAL APPROVAL OF THIS ACTION IS NECESSARY**

FORM 9

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

**5.LEASE DESIGNATION AND SERIAL NUMBER:** UTU-85994

## SUNDRY NOTICES AND REPORTS ON WELLS

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

**6. IF INDIAN, ALLOTTEE OR TRIBE NAME:**

**7.UNIT or CA AGREEMENT NAME:**

**1. TYPE OF WELL**
Oil Well

**8. WELL NAME and NUMBER:**
THREE RIVERS 4-21-820

**2. NAME OF OPERATOR:**
ULTRA RESOURCES INC

**9. API NUMBER:**
43047528750000

**3. ADDRESS OF OPERATOR:**
304 Inverness Way South #245 , Englewood, CO, 80112

**PHONE NUMBER:**
303 645-9810 Ext

**9. FIELD and POOL or WILDCAT:**
THREE RIVERS

**4. LOCATION OF WELL**
**FOOTAGES AT SURFACE:**
0786 FNL 1769 FWL
**QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:**
Qtr/Qtr: NENW Section: 04 Township: 08.0S Range: 20.0E Meridian: S

**COUNTY:**
UINTAH

**STATE:**
UTAH

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

| TYPE OF SUBMISSION | TYPE OF ACTION | | |
|---|---|---|---|
| ☐ NOTICE OF INTENT<br>Approximate date work will start: | ☐ ACIDIZE | ☐ ALTER CASING | ☐ CASING REPAIR |
| ✓ SUBSEQUENT REPORT<br>Date of Work Completion:<br>5/18/2013 | ✓ CHANGE TO PREVIOUS PLANS | ☐ CHANGE TUBING | ☐ CHANGE WELL NAME |
| | ☐ CHANGE WELL STATUS | ☐ COMMINGLE PRODUCING FORMATIONS | ☐ CONVERT WELL TYPE |
| | ☐ DEEPEN | ☐ FRACTURE TREAT | ☐ NEW CONSTRUCTION |
| | ☐ OPERATOR CHANGE | ☐ PLUG AND ABANDON | ☐ PLUG BACK |
| ☐ SPUD REPORT<br>Date of Spud: | ☐ PRODUCTION START OR RESUME | ☐ RECLAMATION OF WELL SITE | ☐ RECOMPLETE DIFFERENT FORMATION |
| | ☐ REPERFORATE CURRENT FORMATION | ☐ SIDETRACK TO REPAIR WELL | ☐ TEMPORARY ABANDON |
| | ☐ TUBING REPAIR | ☐ VENT OR FLARE | ☐ WATER DISPOSAL |
| ☐ DRILLING REPORT<br>Report Date: | ☐ WATER SHUTOFF | ☐ SI TA STATUS EXTENSION | ☐ APD EXTENSION |
| | ☐ WILDCAT WELL DETERMINATION | ☐ OTHER | OTHER: |

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

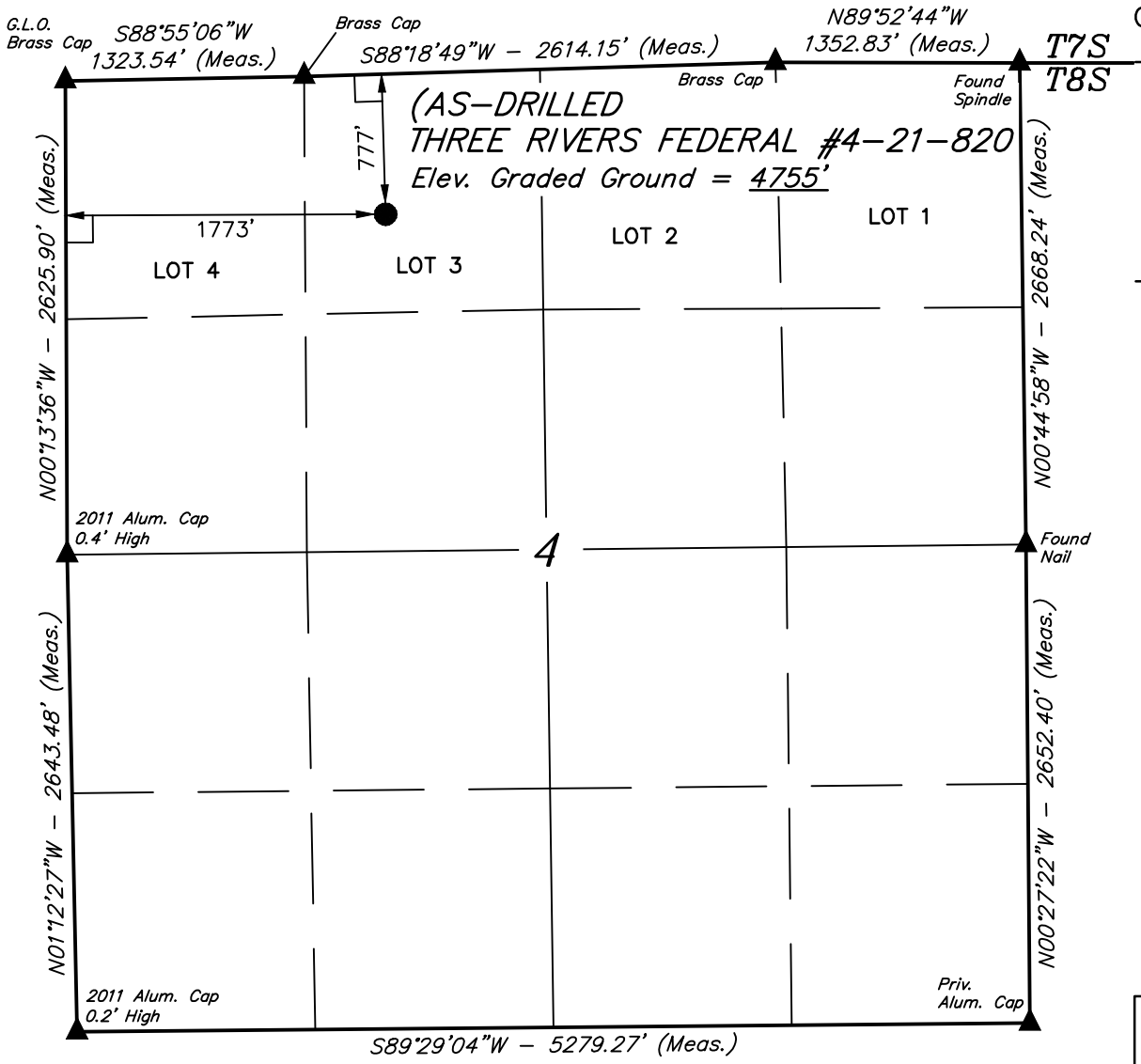
Ultra requests to update the SHL per As-Drilled plat attached.

**Accepted by the Utah Division of Oil, Gas and Mining**
**FOR RECORD ONLY**
March 19, 2014

| NAME (PLEASE PRINT) | PHONE NUMBER | TITLE |
|---|---|---|
| Jenna Anderson | 303 645-9804 | Permitting Assistant |
| **SIGNATURE** | | **DATE** |
| N/A | | 3/17/2014 |

RECEIVED: Mar. 17, 2014

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




## ULTRA RESOURCES, INC.

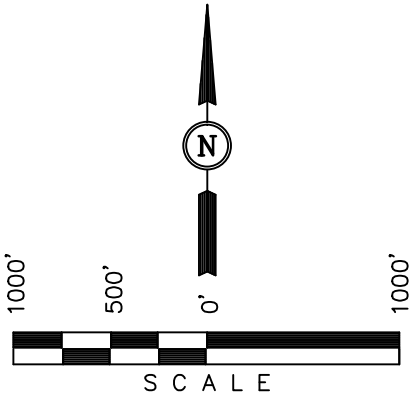
Well location, (AS-DRILLED) THREE RIVERS FEDERAL #4-21-820, located as shown in LOT 3 of Section 4, T8S, R20E, S.L.B.&M., Uintah County, Utah.

### 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.




### 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.

REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH

01-16-14

REGISTERED LAND SURVEYOR NO. 161319 ROBERT L. KAY STATE OF UTAH

**LEGEND:**

- ∟ = 90° SYMBOL
- ● = AS-DRILLED WELL HEAD.
- ▲ = SECTION CORNERS LOCATED.

| NAD 83 (AS-DRILLED SURFACE LOCATION) | |
|---|---|
| LATITUDE = 40°09'24.27" (40.156742) | |
| LONGITUDE = 109°40'36.65" (109.676847) | |
| **NAD 27 (AS-DRILLED SURFACE LOCATION)** | |
| LATITUDE = 40°09'24.40" (40.156778) | |
| LONGITUDE = 109°40'34.15" (109.676153) | |

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

| | | |
|---|---|---|
| SCALE 1" = 1000' | DATE SURVEYED: 01-02-14 | DATE DRAWN: 01-07-14 |
| PARTY B.H. T.A. S.S. | REFERENCES G.L.O. PLAT | |
| WEATHER COLD | FILE ULTRA RESOURCES, INC. | |

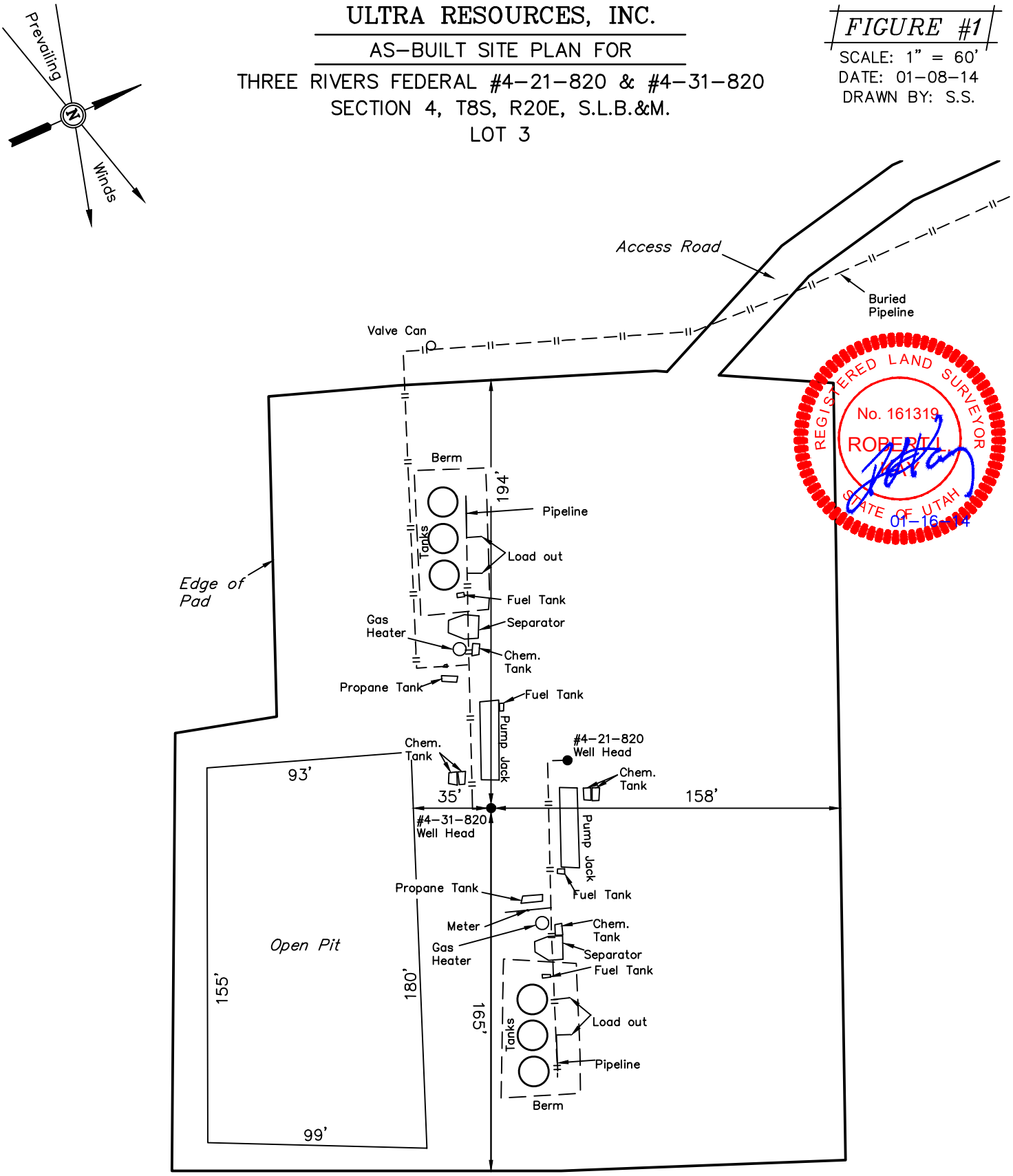
RECEIVED: Mar. 17, 2014

# ULTRA RESOURCES, INC.

## AS-BUILT SITE PLAN FOR

THREE RIVERS FEDERAL #4-21-820 & #4-31-820
SECTION 4, T8S, R20E, S.L.B.&M.
LOT 3

*FIGURE #1*
SCALE: 1" = 60'
DATE: 01-08-14
DRAWN BY: S.S.




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

RECEIVED: Mar. 17, 2014

**FEDERAL APPROVAL OF THIS ACTION IS NECESSARY**

FORM 9

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

**5.LEASE DESIGNATION AND SERIAL NUMBER:** UTU-85994

## SUNDRY NOTICES AND REPORTS ON WELLS

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**6. IF INDIAN, ALLOTTEE OR TRIBE NAME:**

**7.UNIT or CA AGREEMENT NAME:**

**1. TYPE OF WELL**
Oil Well

**8. WELL NAME and NUMBER:**
THREE RIVERS 4-21-820

**2. NAME OF OPERATOR:**
ULTRA RESOURCES INC

**9. API NUMBER:**
43047528750000

**3. ADDRESS OF OPERATOR:**
304 Inverness Way South #295 , Englewood, CO, 80112

**PHONE NUMBER:**
303 645-9809 Ext

**9. FIELD and POOL or WILDCAT:**
THREE RIVERS

**4. LOCATION OF WELL**
**FOOTAGES AT SURFACE:**
0777 FNL 1773 FWL
**QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:**
Qtr/Qtr: NENW Section: 04 Township: 08.0S Range: 20.0E Meridian: S

**COUNTY:**
UINTAH

**STATE:**
UTAH

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

| TYPE OF SUBMISSION | TYPE OF ACTION | | |
|---|---|---|---|
| ✓ NOTICE OF INTENT<br>Approximate date work will start:<br>5/18/2013 | ☐ ACIDIZE | ☐ ALTER CASING | ☐ CASING REPAIR |
| | ☐ CHANGE TO PREVIOUS PLANS | ☐ CHANGE TUBING | ✓ CHANGE WELL NAME |
| | ☐ CHANGE WELL STATUS | ☐ COMMINGLE PRODUCING FORMATIONS | ☐ CONVERT WELL TYPE |
| ☐ SUBSEQUENT REPORT<br>Date of Work Completion: | ☐ DEEPEN | ☐ FRACTURE TREAT | ☐ NEW CONSTRUCTION |
| | ☐ OPERATOR CHANGE | ☐ PLUG AND ABANDON | ☐ PLUG BACK |
| | ☐ PRODUCTION START OR RESUME | ☐ RECLAMATION OF WELL SITE | ☐ RECOMPLETE DIFFERENT FORMATION |
| ☐ SPUD REPORT<br>Date of Spud: | ☐ REPERFORATE CURRENT FORMATION | ☐ SIDETRACK TO REPAIR WELL | ☐ TEMPORARY ABANDON |
| | ☐ TUBING REPAIR | ☐ VENT OR FLARE | ☐ WATER DISPOSAL |
| ☐ DRILLING REPORT<br>Report Date: | ☐ WATER SHUTOFF | ☐ SI TA STATUS EXTENSION | ☐ APD EXTENSION |
| | ☐ WILDCAT WELL DETERMINATION | ☐ OTHER | OTHER: |

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

Ultra requests to change the well name from Three Rivers 4-21-820 to Three Rivers Fed 4-21-820.

**Accepted by the Utah Division of Oil, Gas and Mining**
**FOR RECORD ONLY**
September 23, 2014

| NAME (PLEASE PRINT) | PHONE NUMBER | TITLE |
|---|---|---|
| Jenna Anderson | 303 645-9804 | Permitting Assistant |
| **SIGNATURE** | | **DATE** |
| N/A | | 9/22/2014 |

RECEIVED: Sep. 22, 2014