

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

FORM 3

AMENDED REPORT

<b>APPLICATION FOR PERMIT TO DRILL</b>						<b>1. WELL NAME and NUMBER</b> Three Rivers Federal 34-33-720					
<b>2. TYPE OF WORK</b> DRILL NEW WELL <input checked="" type="checkbox"/> REENTER P&A WELL <input type="checkbox"/> DEEPEN WELL <input type="checkbox"/>						<b>3. FIELD OR WILDCAT</b> WILDCAT					
<b>4. TYPE OF WELL</b> Oil Well Coalbed Methane Well: NO						<b>5. UNIT or COMMUNITIZATION AGREEMENT NAME</b>					
<b>6. NAME OF OPERATOR</b> AXIA ENERGY LLC						<b>7. OPERATOR PHONE</b> 720 746-5200					
<b>8. ADDRESS OF OPERATOR</b> 1430 Larimer Ste 400, Denver, CO, 80202						<b>9. OPERATOR E-MAIL</b> rsatre@axiaenergy.com					
<b>10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE)</b> UTU-85992			<b>11. MINERAL OWNERSHIP</b> FEDERAL <input checked="" type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input type="checkbox"/>			<b>12. SURFACE OWNERSHIP</b> FEDERAL <input type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input checked="" type="checkbox"/>					
<b>13. NAME OF SURFACE OWNER (if box 12 = 'fee')</b> John and Darla J. Busch						<b>14. SURFACE OWNER PHONE (if box 12 = 'fee')</b> 435-823-8003					
<b>15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee')</b> 1293 South Vernal Ave, Vernal, UT 84078						<b>16. SURFACE OWNER E-MAIL (if box 12 = 'fee')</b>					
<b>17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN')</b>			<b>18. INTEND TO COMMINGLE PRODUCTION FROM MULTIPLE FORMATIONS</b> YES <input type="checkbox"/> (Submit Commingling Application) NO <input checked="" type="checkbox"/>			<b>19. SLANT</b> VERTICAL <input type="checkbox"/> DIRECTIONAL <input checked="" type="checkbox"/> HORIZONTAL <input type="checkbox"/>					
<b>20. LOCATION OF WELL</b>		<b>FOOTAGES</b>		<b>QTR-QTR</b>	<b>SECTION</b>	<b>TOWNSHIP</b>	<b>RANGE</b>	<b>MERIDIAN</b>			
LOCATION AT SURFACE		2484 FNL 1109 FWL		SWNW	34	7.0 S	20.0 E	S			
Top of Uppermost Producing Zone		2640 FNL 2180 FWL		NESW	34	7.0 S	20.0 E	S			
At Total Depth		2640 FNL 2180 FWL		NESW	34	7.0 S	20.0 E	S			
<b>21. COUNTY</b> UINTAH			<b>22. DISTANCE TO NEAREST LEASE LINE (Feet)</b> 1109			<b>23. NUMBER OF ACRES IN DRILLING UNIT</b> 40					
			<b>25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed)</b> 16			<b>26. PROPOSED DEPTH</b> MD: 9150 TVD: 8960					
<b>27. ELEVATION - GROUND LEVEL</b> 4785			<b>28. BOND NUMBER</b> LPM9046683			<b>29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE</b> 49-2262 - RNI at Green River					
<b>Hole, Casing, and Cement Information</b>											
<b>String</b>	<b>Hole Size</b>	<b>Casing Size</b>	<b>Length</b>	<b>Weight</b>	<b>Grade &amp; Thread</b>	<b>Max Mud Wt.</b>	<b>Cement</b>	<b>Sacks</b>	<b>Yield</b>	<b>Weight</b>	
SURF	11	8.625	0 - 925	32.0	J-55 LT&C	8.7	Premium Lite High Strength	75	2.97	11.5	
							Class G	115	1.16	15.8	
PROD	7.875	5.5	0 - 9150	17.0	N-80 LT&C	9.2	Premium Lite High Strength	585	2.31	12.0	
<b>ATTACHMENTS</b>											
<b>VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION GENERAL RULES</b>											
<input checked="" type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER						<input checked="" type="checkbox"/> COMPLETE DRILLING PLAN					
<input checked="" type="checkbox"/> AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)						<input type="checkbox"/> FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER					
<input checked="" type="checkbox"/> DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)						<input checked="" type="checkbox"/> TOPOGRAPHICAL MAP					
<b>NAME</b> Don Hamilton				<b>TITLE</b> Permitting Agent (Buys & Associates, Inc)				<b>PHONE</b> 435 719-2018			
<b>SIGNATURE</b>				<b>DATE</b> 07/12/2012				<b>EMAIL</b> starpoint@etv.net			
<b>API NUMBER ASSIGNED</b> 43047529470000				<b>APPROVAL</b>  Permit Manager							

**DRILLING PLAN**

**Axia Energy, LLC**  
**Three Rivers Project**  
**Three Rivers Federal #34-33-720**  
**SWNW Sec 34 T7S R20E**  
**Uintah County, Utah**

**1. ESTIMATED FORMATION TOPS**

FORMATION	TOP (TVD)	COMMENTS
Uinta	Surface	Gas & Degraded Oil; Possible Brackish H <sub>2</sub> O
Green River	3,123'	Oil & Associated Gas
Lower Green River*	5,113'	Oil & Associated Gas
Wasatch*	6,960'	Oil & Associated Gas
TD	9,150' (MD) 8,960' (TVD)	

NOTE: Datum, Ground Level (GL) Elevation: 4,785'; Asterisks (\*) denotes target pay intervals

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

**2. CASING PROGRAM**

CASING	HOLE SIZE	DEPTH SET (MD)	CSG SIZE	WGHT	GRD	THRD	CAPACITY (bbl/ft)
CONDUCTOR		50-75	13 3/8				
SURFACE	11	925 ±	8 5/8	32.0	J-55	LTC	0.0609
PRODUCTION	7 7/8	9,150'	5 1/2	17.0	N-80	LTC	0.0232

NOTE: All casing depth intervals are to surface unless otherwise noted.

***Casing Specs***

SIZE (in)	ID (in)	DRIFT DIA (in)	COLLAPSE RESISTANCE (psi)	INTERNAL YIELD (psi)	TENSILE YIELD (lbs)	JOINT STRENGTH (lbs)
8 5/8	7.921	7.796	2,530	3,930	503,000	417,000
5 1/2	4.892	4.767	6,280	7,740	397,000	348,000

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

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

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

**FLOAT EQUIPMENT**

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

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

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

**3. CEMENT PROGRAM**

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

**SURFACE (8 5/8):** Cement Top: Surface  
 Lead: 75 sks, Premium Lightweight Cmt w/ additives, 11.50 ppg, 2.97 cf/sk, 50% excess  
 Tail: 115 sks Class G Cement w/ additives, 15.80 ppg, 1.16 cf/sk, 50% excess

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

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

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

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

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

**4. PRESSURE CONTROL EQUIPMENT**

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

<b>INTERVAL</b>	<b>BOP EQUIPMENT</b>
0 – 925 ±	11" Diverter with Rotating Head
925 ± – TD	3,000# Ram Double BOP & Annular with Diverter & Rotating Head

NOTE: Drilling spool to accommodate choke and kill lines.

**5. MUD PROGRAM**

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

<b>INTERVAL</b>	<b>MUD WGHT</b>	<b>VISC</b>	<b>FLUID LOSS</b>	<b>COMMENTS</b>
SURF – 925 ±	8.4 – 8.7 ppg	32	NC	Spud Mud
925 ± – TD	8.6 – 9.2 ppg	40	NC	DAP/Gel

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

**6. ABNORMAL CONDITIONS**

- A)** No abnormal pressures or temperatures are anticipated.
- a) Estimated bottom hole pressure at TD will be approximately 3,880 psi (normal pressure gradient: 0.433 psi/ft).
  - b) Estimated maximum surface pressure will be approximately 1,971 psi (estimated bottom hole minus pressure of partially evacuated hole (gradient: 0.220 psi/ft)).
- B)** No hydrogen sulfide is anticipated.

<b>INTERVAL</b>	<b>CONDITION</b>
SURF – 925 ±	Lost Circulation Possible
925 ± – TD	Lost Circulation Possible

## **7. AUXILIARY EQUIPMENT**

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

## **8. SURVEY & LOGGING PROGRAMS**

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

## **9. HAZARDOUS MATERIALS**

In accordance with Superfund Amendments and Reauthorization Act of 1986 (SARA) Title III, no chemicals subject to reporting in an amount equal to or greater than 10,000 pounds will be used, produced, stored, transported, or disposed of annually in association with the drilling of this well. 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.

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

**AXIA ENERGY**

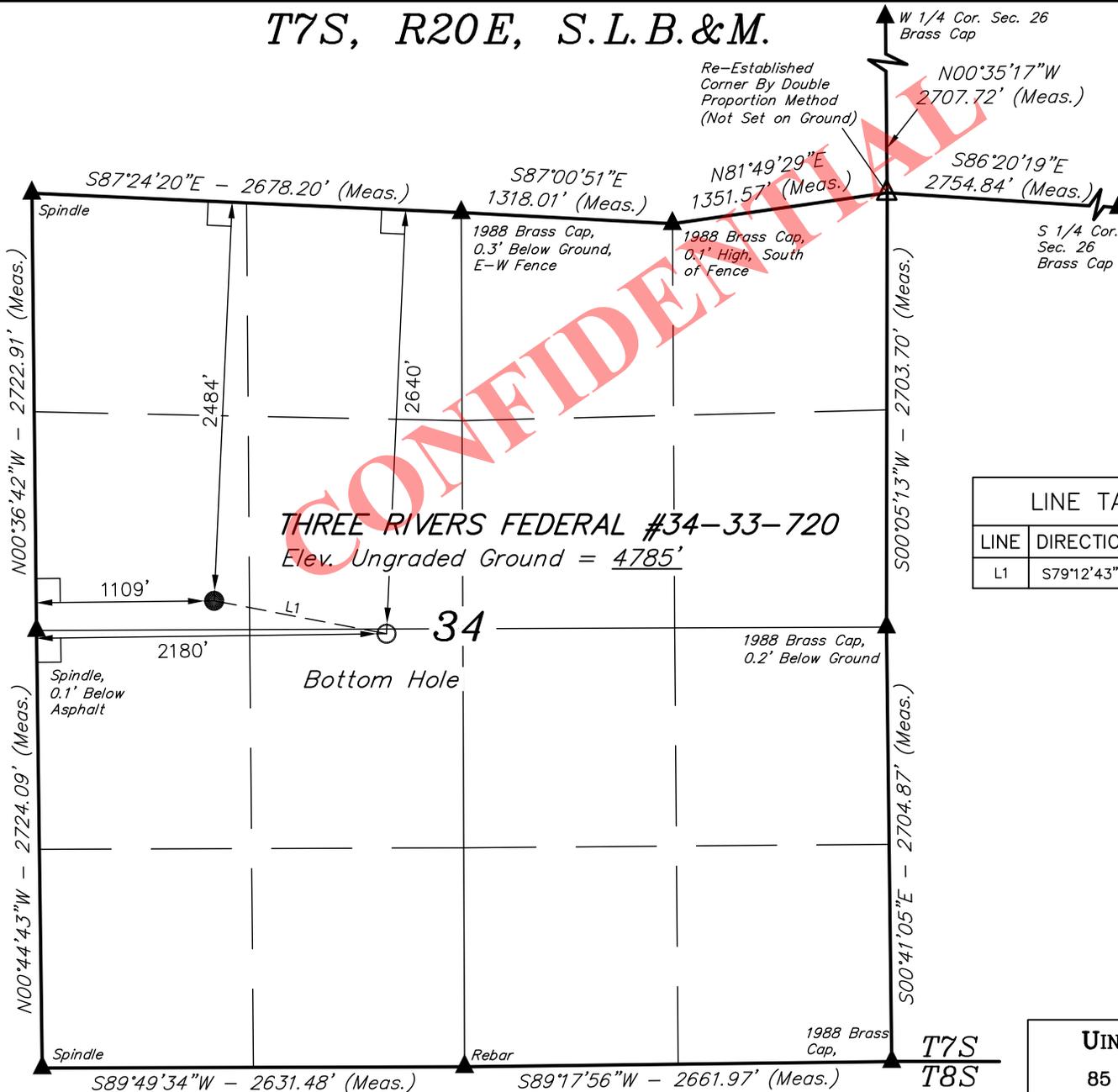
Well location, THREE RIVERS FEDERAL #34-33-720, located as shown in the SW 1/4 NW 1/4 of Section 34, T7S, R20E, S.L.B.&M., Uintah County, Utah.

**BASIS OF ELEVATION**

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

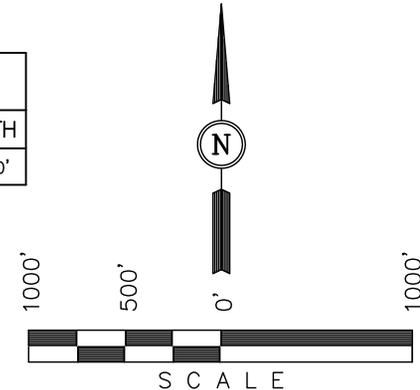
**BASIS OF BEARINGS**

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



**THREE RIVERS FEDERAL #34-33-720**  
Elev. Ungraded Ground = 4785'

LINE TABLE		
LINE	DIRECTION	LENGTH
L1	S79°12'43"E	1093.10'



**CERTIFICATE**

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

**ROBERT L. KAY**  
REGISTERED LAND SURVEYOR  
REGISTRATION NO. 161319  
STATE OF UTAH  
04-26-12

<b>UINTAH ENGINEERING &amp; LAND SURVEYING</b>		
85 SOUTH 200 EAST - VERNAL, UTAH 84078		
(435) 789-1017		
SCALE 1" = 1000'	DATE SURVEYED: 03-30-12	DATE DRAWN: 04-04-12
PARTY B.H. A.S. H.K.W.		REFERENCES G.L.O. PLAT
WEATHER WARM		FILE AXIA ENERGY

- LEGEND:**
- △ = SECTION CORNERS RE-ESTABLISHED. (Not Set on Ground.)
  - └ = 90° SYMBOL
  - = PROPOSED WELL HEAD.
  - ▲ = SECTION CORNERS LOCATED.

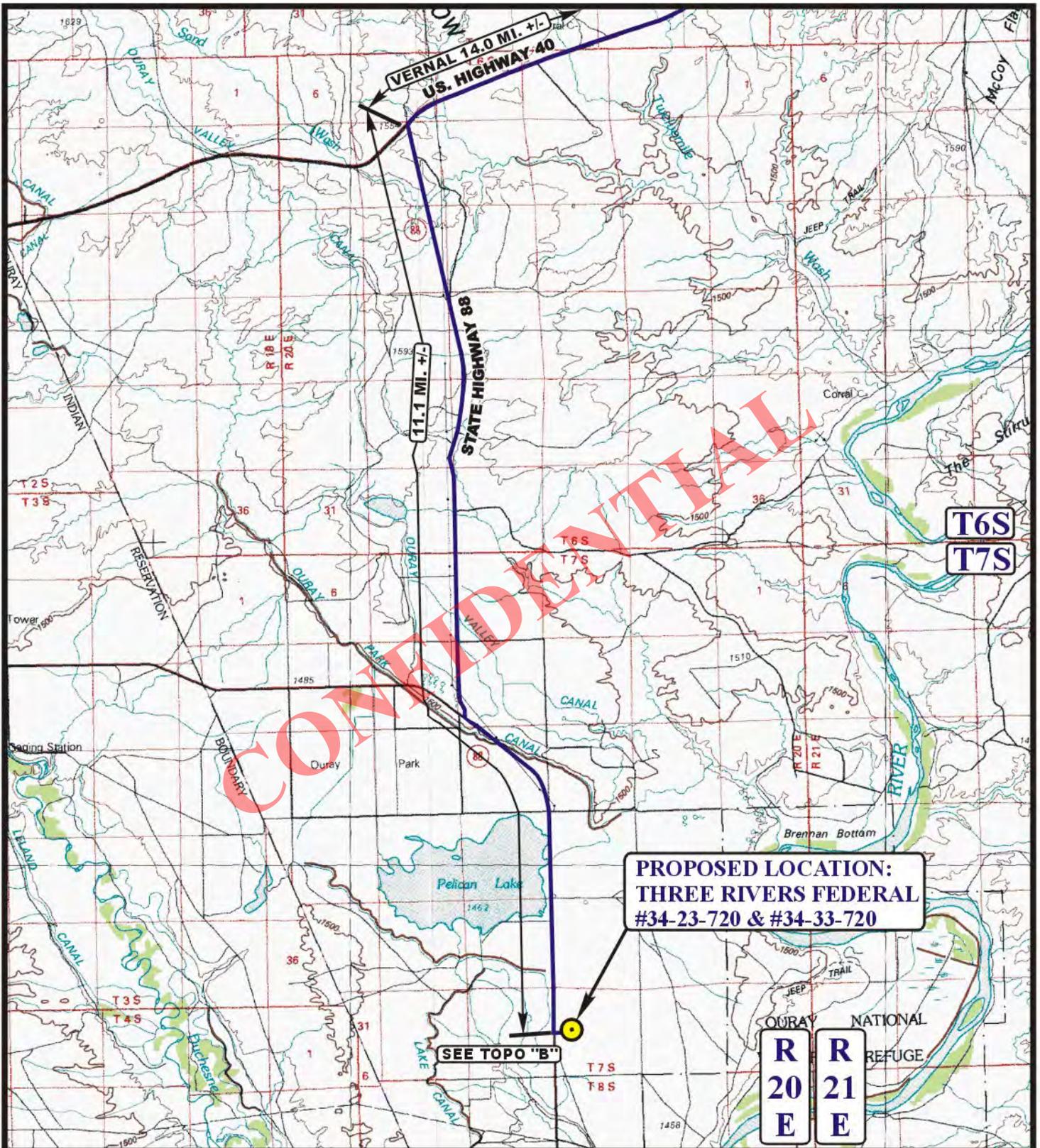
<b>NAD 83 (TARGET BOTTOM HOLE)</b>	<b>NAD 83 (SURFACE LOCATION)</b>
LATITUDE = 40°09'59.29" (40.166469)	LATITUDE = 40°10'01.32" (40.167033)
LONGITUDE = 109°39'23.82" (109.656617)	LONGITUDE = 109°39'37.65" (109.660458)
<b>NAD 27 (TARGET BOTTOM HOLE)</b>	<b>NAD 27 (SURFACE LOCATION)</b>
LATITUDE = 40°09'59.42" (40.166506)	LATITUDE = 40°10'01.45" (40.167069)
LONGITUDE = 109°39'21.32" (109.655922)	LONGITUDE = 109°39'35.15" (109.659764)

**AXIA ENERGY**  
**THREE RIVERS FEDERAL #34-23-720 & #34-33-720**  
**SECTION 34, T7S, R20E, S.L.B.&M.**

PROCEED IN A WESTERLY DIRECTION FROM VERNAL, UTAH ALONG U.S. HIGHWAY 40 APPROXIMATELY 14.0 MILES TO THE JUNCTION OF THIS ROAD AND STATE HIGHWAY 88; EXIT LEFT AND PROCEED IN A SOUTHERLY DIRECTION APPROXIMATELY 11.1 MILES TO THE BEGINNING OF THE PROPOSED ACCESS TO THE EAST; FOLLOW ROAD FLAGS IN A EASTERLY, THEN NORTHERLY DIRECTION APPROXIMATELY 974' TO THE PROPOSED LOCATION.

TOTAL DISTANCE FROM VERNAL, UTAH TO THE PROPOSED WELL LOCATION IS APPROXIMATELY 25.3 MILES.

**CONFIDENTIAL**



**PROPOSED LOCATION:  
THREE RIVERS FEDERAL  
#34-23-720 & #34-33-720**

SEE TOPO "B"

**LEGEND:**

 PROPOSED LOCATION

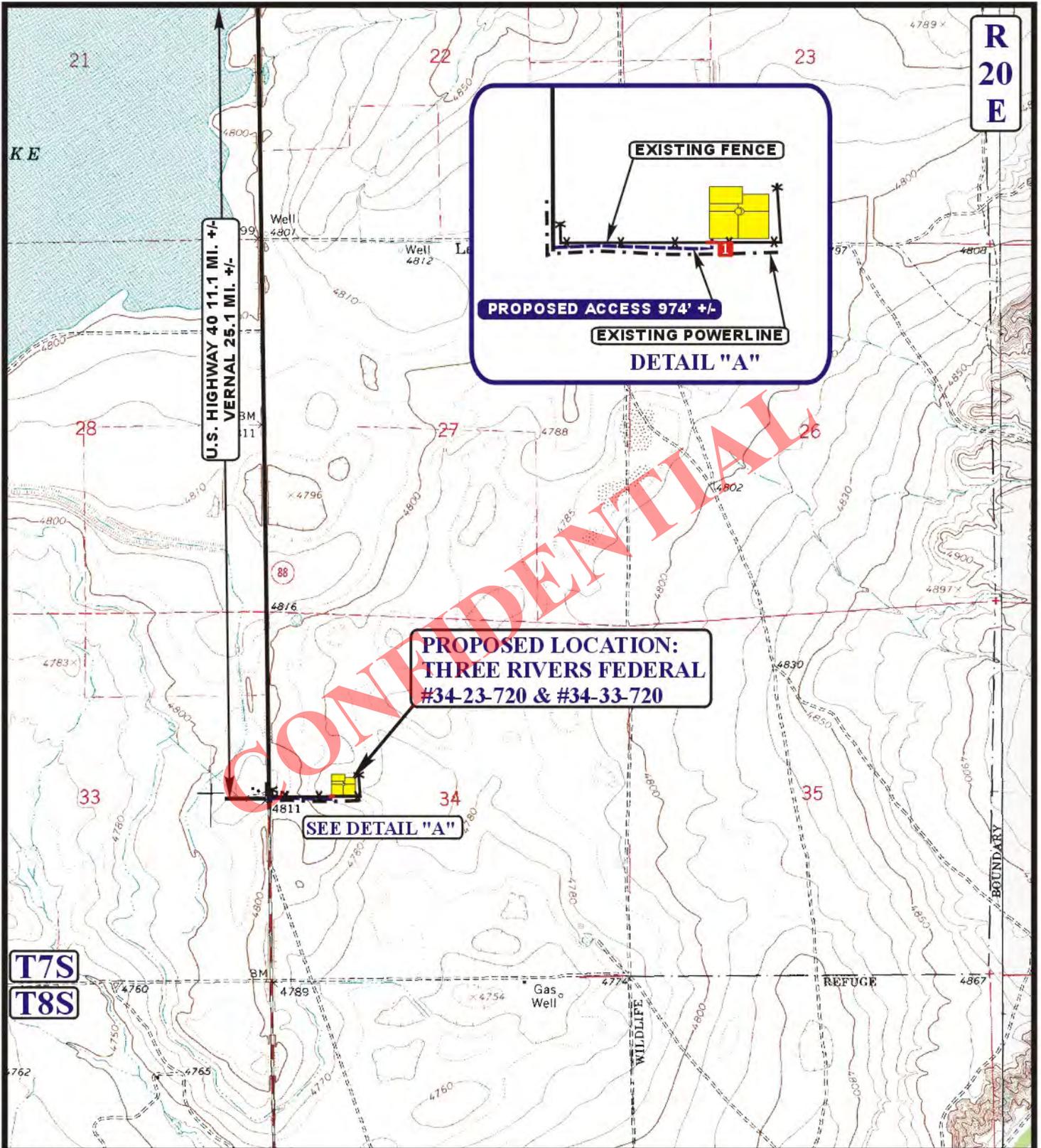


**AXIA ENERGY**  
THREE RIVERS FEDERAL #34-23-720 & #34-33-720  
SECTION 34, T7S, R20E, S.L.B.&M.  
SW 1/4 NW 1/4

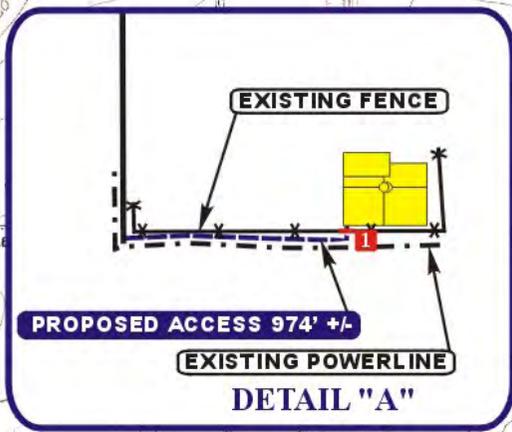


Utah Engineering & Land Surveying  
85 South 200 East Vernal, Utah 84078  
(435) 789-1017 \* FAX (435) 789-1813

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



U.S. HIGHWAY 40 11.1 MI. +/-  
VERNAL 25.1 MI. +/-



**PROPOSED LOCATION:  
THREE RIVERS FEDERAL  
#34-23-720 & #34-33-720**

**SEE DETAIL "A"**

**LEGEND:**

- EXISTING ROAD
- - - PROPOSED ACCESS ROAD
- \* - \* - EXISTING FENCE
- INSTALL CATTLE GUARD

**AXIA ENERGY**

**THREE RIVERS FEDERAL #34-23-720 & #34-33-720**  
SECTION 34, T7S, R20E, S.L.B.&M  
SW 1/4 NW 1/4

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

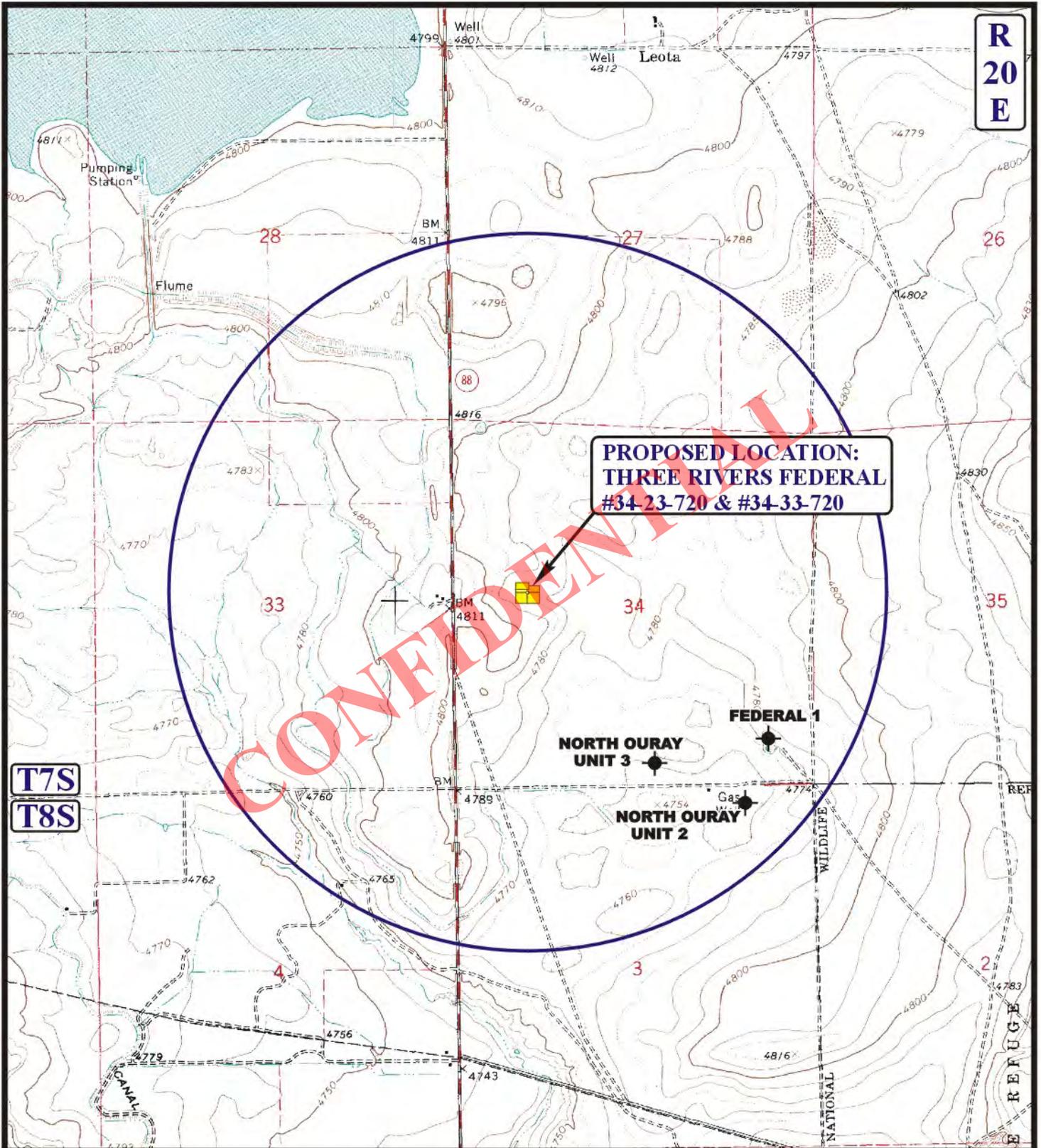


**ACCESS ROAD**  
**M A P**

<b>04</b>	<b>17</b>	<b>12</b>
MONTH	DAY	YEAR

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

**B**  
**TOPO**



**LEGEND:**

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

**AXIA ENERGY**

**THREE RIVERS FEDERAL #34-23-720 & #34-33-720**  
**SECTION 34, T7S, R20E, S.L.B.&M.**  
**SW 1/4 NW 1/4**



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

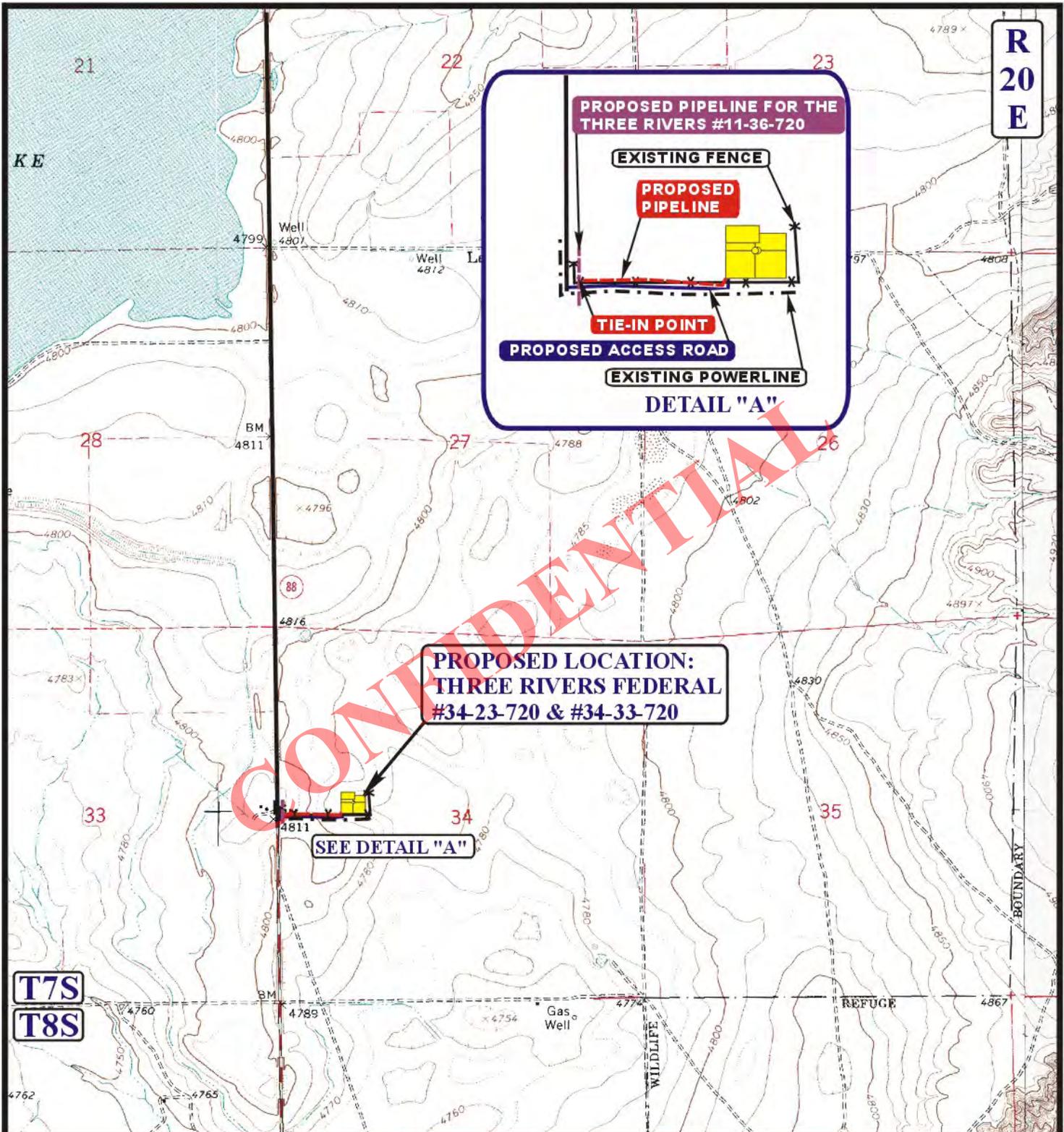


**TOPOGRAPHIC**  
**MAP**

**04 17 12**  
 MONTH DAY YEAR

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





**APPROXIMATE TOTAL PIPELINE DISTANCE = 898' +/-**

**LEGEND:**

-  PROPOSED ACCESS ROAD
-  EXISTING PIPELINE
-  PROPOSED PIPELINE

**AXIA ENERGY**

**THREE RIVERS FEDERAL #34-23-720 & #34-33-720**  
**SECTION 34, T7S, R20E, S.L.B.&M**  
**SW 1/4 NW 1/4**



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

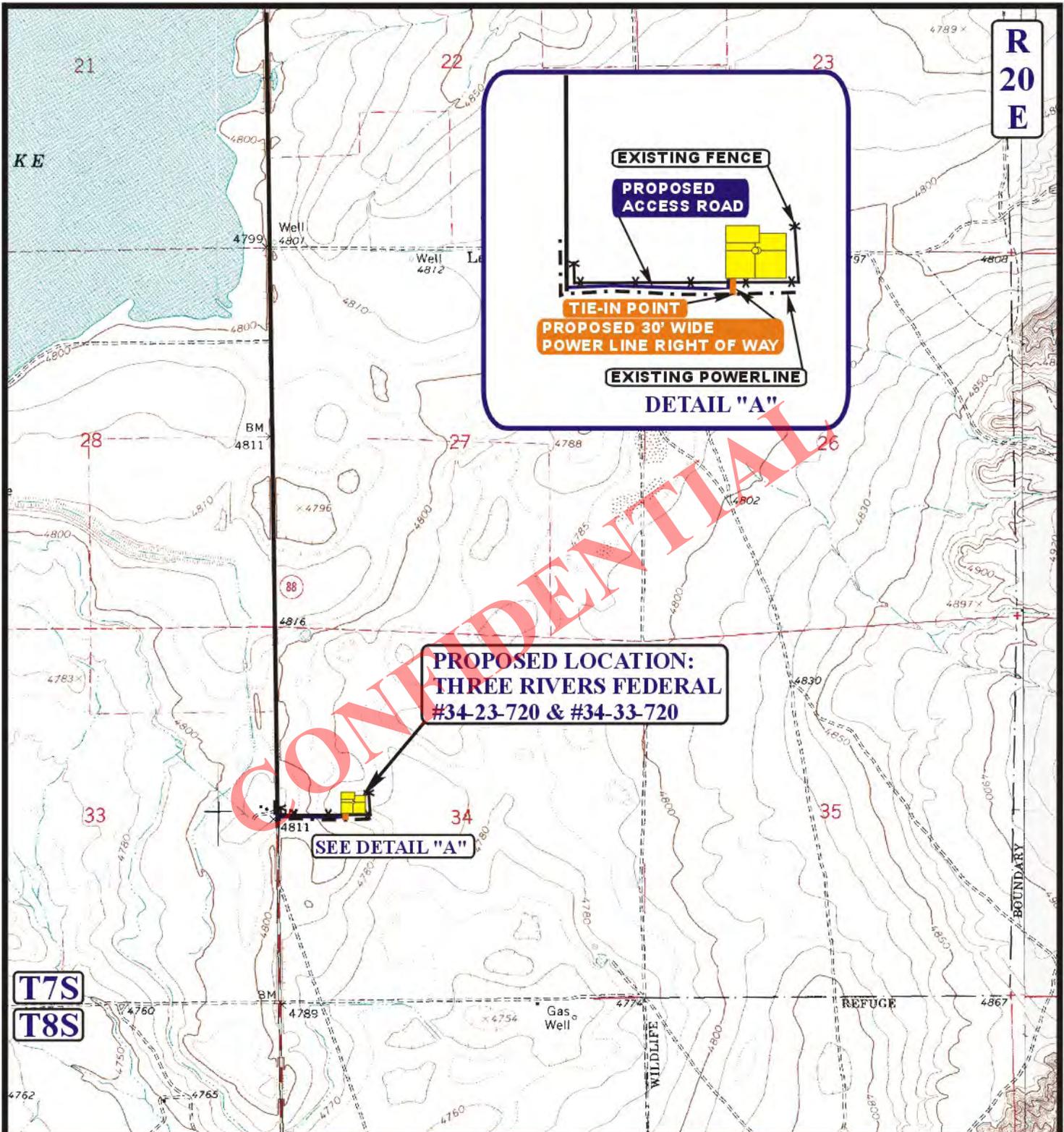


**TOPOGRAPHIC**  
**MAP**

**04 17 12**  
 MONTH DAY YEAR

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

**D**  
**TOPO**



CONFIDENTIAL

**PROPOSED LOCATION:  
THREE RIVERS FEDERAL  
#34-23-720 & #34-33-720**

**SEE DETAIL "A"**

**APPROXIMATE TOTAL POWERLINE DISTANCE = 72' +/-**

**LEGEND:**

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

**AXIA ENERGY**

**THREE RIVERS FEDERAL #34-23-720 & #34-33-720  
SECTION 34, T7S, R20E, S.L.B.&M  
SW 1/4 NW 1/4**



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



**TOPOGRAPHIC  
MAP**

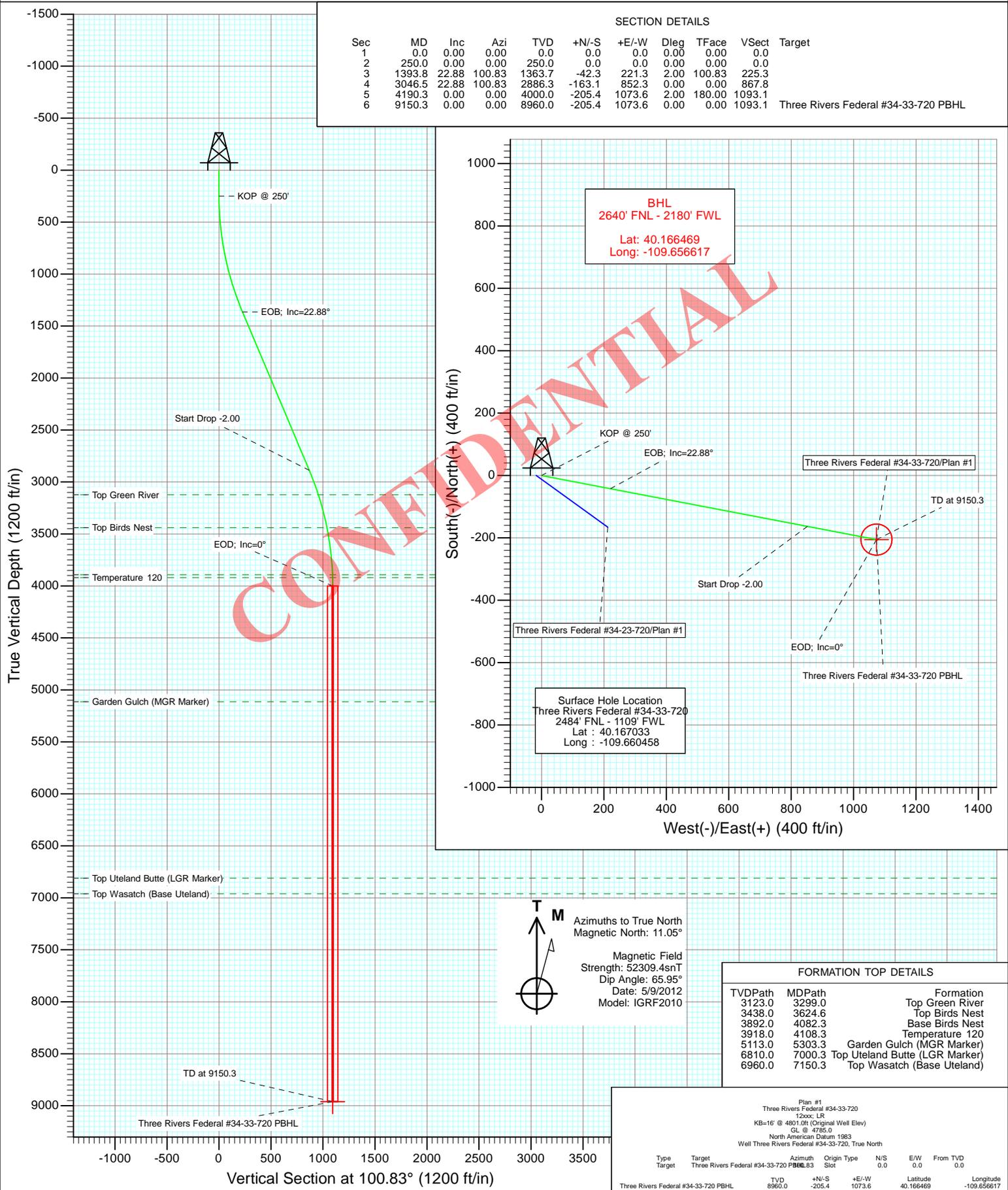
**04 17 12**  
MONTH DAY YEAR

**E  
TOPO**

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

Axia Energy

Project: Uintah County, UT  
 Site: SEC 34-T7S-R20E  
 Well: Three Rivers Federal #34-33-720  
 Wellbore: DD  
 Design: Plan #1



RECEIVED: July 12, 2012

Planning Report

<b>Database:</b>	USA EDM 5000 Multi Users DB	<b>Local Co-ordinate Reference:</b>	Well Three Rivers Federal #34-33-720
<b>Company:</b>	Axia Energy	<b>TVD Reference:</b>	KB=16' @ 4801.0ft (Original Well Elev)
<b>Project:</b>	Uintah County, UT	<b>MD Reference:</b>	KB=16' @ 4801.0ft (Original Well Elev)
<b>Site:</b>	SEC 34-T7S-R20E	<b>North Reference:</b>	True
<b>Well:</b>	Three Rivers Federal #34-33-720	<b>Survey Calculation Method:</b>	Minimum Curvature
<b>Wellbore:</b>	DD		
<b>Design:</b>	Plan #1		

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

<b>Site</b>	SEC 34-T7S-R20E				
<b>Site Position:</b>		<b>Northing:</b>	3,222,998.49 ft	<b>Latitude:</b>	40.159689
<b>From:</b>	Lat/Long	<b>Easting:</b>	2,153,757.66 ft	<b>Longitude:</b>	-109.663550
<b>Position Uncertainty:</b>	0.0 ft	<b>Slot Radius:</b>	13.200 in	<b>Grid Convergence:</b>	1.21 °

<b>Well</b>	Three Rivers Federal #34-33-720					
<b>Well Position</b>	<b>+N/-S</b>	0.0 ft	<b>Northing:</b>	3,225,691.91 ft	<b>Latitude:</b>	40.167033
	<b>+E/-W</b>	0.0 ft	<b>Easting:</b>	2,154,565.19 ft	<b>Longitude:</b>	-109.660458
<b>Position Uncertainty</b>		0.0 ft	<b>Wellhead Elevation:</b>	ft	<b>Ground Level:</b>	4,785.0 ft

<b>Wellbore</b>	DD				
<b>Magnetics</b>	<b>Model Name</b>	<b>Sample Date</b>	<b>Declination</b>	<b>Dip Angle</b>	<b>Field Strength</b>
	IGRF2010	5/9/2012	(°)	(°)	(nT)
			11.05	65.95	52,309

<b>Design</b>	Plan #1			
<b>Audit Notes:</b>				
<b>Version:</b>	<b>Phase:</b>	PLAN	<b>Tie On Depth:</b>	0.0
<b>Vertical Section:</b>	<b>Depth From (TVD)</b>	<b>+N/-S</b>	<b>+E/-W</b>	<b>Direction</b>
	(ft)	(ft)	(ft)	(°)
	0.0	0.0	0.0	100.83

<b>Plan Sections</b>										
Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)	TFO (°)	Target
0.0	0.00	0.00	0.0	0.0	0.0	0.00	0.00	0.00	0.00	
250.0	0.00	0.00	250.0	0.0	0.0	0.00	0.00	0.00	0.00	
1,393.8	22.88	100.83	1,363.7	-42.3	221.3	2.00	2.00	0.00	100.83	
3,046.5	22.88	100.83	2,886.3	-163.1	852.3	0.00	0.00	0.00	0.00	
4,190.3	0.00	0.00	4,000.0	-205.4	1,073.6	2.00	-2.00	0.00	180.00	
9,150.3	0.00	0.00	8,960.0	-205.4	1,073.6	0.00	0.00	0.00	0.00	Three Rivers Federal

Planning Report

<b>Database:</b>	USA EDM 5000 Multi Users DB	<b>Local Co-ordinate Reference:</b>	Well Three Rivers Federal #34-33-720
<b>Company:</b>	Axia Energy	<b>TVD Reference:</b>	KB=16' @ 4801.0ft (Original Well Elev)
<b>Project:</b>	Uintah County, UT	<b>MD Reference:</b>	KB=16' @ 4801.0ft (Original Well Elev)
<b>Site:</b>	SEC 34-T7S-R20E	<b>North Reference:</b>	True
<b>Well:</b>	Three Rivers Federal #34-33-720	<b>Survey Calculation Method:</b>	Minimum Curvature
<b>Wellbore:</b>	DD		
<b>Design:</b>	Plan #1		

Planned Survey									
Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Comments / Formations
0.0	0.00	0.00	0.0	0.0	0.0	0.0	0.00	0.00	
100.0	0.00	0.00	100.0	0.0	0.0	0.0	0.00	0.00	
200.0	0.00	0.00	200.0	0.0	0.0	0.0	0.00	0.00	
250.0	0.00	0.00	250.0	0.0	0.0	0.0	0.00	0.00	KOP @ 250'
300.0	1.00	100.83	300.0	-0.1	0.4	0.4	2.00	2.00	
400.0	3.00	100.83	399.9	-0.7	3.9	3.9	2.00	2.00	
500.0	5.00	100.83	499.7	-2.0	10.7	10.9	2.00	2.00	
600.0	7.00	100.83	599.1	-4.0	21.0	21.4	2.00	2.00	
700.0	9.00	100.83	698.2	-6.6	34.6	35.3	2.00	2.00	
800.0	11.00	100.83	796.6	-9.9	51.7	52.6	2.00	2.00	
900.0	13.00	100.83	894.4	-13.8	72.1	73.4	2.00	2.00	
1,000.0	15.00	100.83	991.5	-18.3	95.9	97.6	2.00	2.00	
1,100.0	17.00	100.83	1,087.6	-23.5	122.9	125.2	2.00	2.00	
1,200.0	19.00	100.83	1,182.7	-29.3	153.3	156.1	2.00	2.00	
1,300.0	21.00	100.83	1,276.6	-35.8	186.9	190.3	2.00	2.00	
1,393.8	22.88	100.83	1,363.7	-42.3	221.3	225.3	2.00	2.00	EOB; Inc=22.88°
1,400.0	22.88	100.83	1,369.4	-42.8	223.7	227.7	0.00	0.00	
1,500.0	22.88	100.83	1,461.5	-50.1	261.9	266.6	0.00	0.00	
1,600.0	22.88	100.83	1,553.6	-57.4	300.0	305.5	0.00	0.00	
1,700.0	22.88	100.83	1,645.8	-64.7	338.2	344.4	0.00	0.00	
1,800.0	22.88	100.83	1,737.9	-72.0	376.4	383.2	0.00	0.00	
1,900.0	22.88	100.83	1,830.0	-79.3	414.6	422.1	0.00	0.00	
2,000.0	22.88	100.83	1,922.2	-86.6	452.8	461.0	0.00	0.00	
2,100.0	22.88	100.83	2,014.3	-93.9	490.9	499.9	0.00	0.00	
2,200.0	22.88	100.83	2,106.4	-101.3	529.1	538.7	0.00	0.00	
2,300.0	22.88	100.83	2,198.6	-108.6	567.3	577.6	0.00	0.00	
2,400.0	22.88	100.83	2,290.7	-115.9	605.5	616.5	0.00	0.00	
2,500.0	22.88	100.83	2,382.8	-123.2	643.7	655.4	0.00	0.00	
2,600.0	22.88	100.83	2,475.0	-130.5	681.9	694.2	0.00	0.00	
2,700.0	22.88	100.83	2,567.1	-137.8	720.0	733.1	0.00	0.00	
2,800.0	22.88	100.83	2,659.2	-145.1	758.2	772.0	0.00	0.00	
2,900.0	22.88	100.83	2,751.4	-152.4	796.4	810.8	0.00	0.00	
3,000.0	22.88	100.83	2,843.5	-159.7	834.6	849.7	0.00	0.00	
3,046.5	22.88	100.83	2,886.3	-163.1	852.3	867.8	0.00	0.00	Start Drop -2.00
3,100.0	21.81	100.83	2,935.8	-166.9	872.3	888.1	2.00	-2.00	
3,200.0	19.81	100.83	3,029.3	-173.6	907.2	923.7	2.00	-2.00	
3,299.0	17.83	100.83	3,123.0	-179.6	938.5	955.6	2.00	-2.00	Top Green River
3,300.0	17.81	100.83	3,124.0	-179.7	938.9	955.9	2.00	-2.00	
3,400.0	15.81	100.83	3,219.7	-185.1	967.2	984.8	2.00	-2.00	
3,500.0	13.81	100.83	3,316.4	-189.9	992.3	1,010.4	2.00	-2.00	
3,600.0	11.81	100.83	3,413.9	-194.1	1,014.1	1,032.5	2.00	-2.00	
3,624.6	11.31	100.83	3,438.0	-195.0	1,019.0	1,037.4	2.00	-2.00	Top Birds Nest
3,700.0	9.81	100.83	3,512.1	-197.6	1,032.5	1,051.3	2.00	-2.00	
3,800.0	7.81	100.83	3,610.9	-200.5	1,047.6	1,066.6	2.00	-2.00	
3,900.0	5.81	100.83	3,710.2	-202.7	1,059.2	1,078.4	2.00	-2.00	
4,000.0	3.81	100.83	3,809.9	-204.3	1,067.4	1,086.8	2.00	-2.00	
4,082.3	2.16	100.83	3,892.0	-205.1	1,071.6	1,091.1	2.00	-2.00	Base Birds Nest
4,100.0	1.81	100.83	3,909.7	-205.2	1,072.2	1,091.7	2.00	-2.00	
4,108.3	1.64	100.83	3,918.0	-205.2	1,072.5	1,091.9	2.00	-2.00	Temperature 120
4,190.3	0.00	0.00	4,000.0	-205.4	1,073.6	1,093.1	2.00	-2.00	EOD; Inc=0°
4,200.0	0.00	0.00	4,009.7	-205.4	1,073.6	1,093.1	0.00	0.00	
4,300.0	0.00	0.00	4,109.7	-205.4	1,073.6	1,093.1	0.00	0.00	

Planning Report

<b>Database:</b>	USA EDM 5000 Multi Users DB	<b>Local Co-ordinate Reference:</b>	Well Three Rivers Federal #34-33-720
<b>Company:</b>	Axia Energy	<b>TVD Reference:</b>	KB=16' @ 4801.0ft (Original Well Elev)
<b>Project:</b>	Uintah County, UT	<b>MD Reference:</b>	KB=16' @ 4801.0ft (Original Well Elev)
<b>Site:</b>	SEC 34-T7S-R20E	<b>North Reference:</b>	True
<b>Well:</b>	Three Rivers Federal #34-33-720	<b>Survey Calculation Method:</b>	Minimum Curvature
<b>Wellbore:</b>	DD		
<b>Design:</b>	Plan #1		

Planned Survey									
Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Comments / Formations
4,400.0	0.00	0.00	4,209.7	-205.4	1,073.6	1,093.1	0.00	0.00	
4,500.0	0.00	0.00	4,309.7	-205.4	1,073.6	1,093.1	0.00	0.00	
4,600.0	0.00	0.00	4,409.7	-205.4	1,073.6	1,093.1	0.00	0.00	
4,700.0	0.00	0.00	4,509.7	-205.4	1,073.6	1,093.1	0.00	0.00	
4,800.0	0.00	0.00	4,609.7	-205.4	1,073.6	1,093.1	0.00	0.00	
4,900.0	0.00	0.00	4,709.7	-205.4	1,073.6	1,093.1	0.00	0.00	
5,000.0	0.00	0.00	4,809.7	-205.4	1,073.6	1,093.1	0.00	0.00	
5,100.0	0.00	0.00	4,909.7	-205.4	1,073.6	1,093.1	0.00	0.00	
5,200.0	0.00	0.00	5,009.7	-205.4	1,073.6	1,093.1	0.00	0.00	
5,300.0	0.00	0.00	5,109.7	-205.4	1,073.6	1,093.1	0.00	0.00	
5,303.3	0.00	0.00	5,113.0	-205.4	1,073.6	1,093.1	0.00	0.00	Garden Gulch (MGR Marker)
5,400.0	0.00	0.00	5,209.7	-205.4	1,073.6	1,093.1	0.00	0.00	
5,500.0	0.00	0.00	5,309.7	-205.4	1,073.6	1,093.1	0.00	0.00	
5,600.0	0.00	0.00	5,409.7	-205.4	1,073.6	1,093.1	0.00	0.00	
5,700.0	0.00	0.00	5,509.7	-205.4	1,073.6	1,093.1	0.00	0.00	
5,800.0	0.00	0.00	5,609.7	-205.4	1,073.6	1,093.1	0.00	0.00	
5,900.0	0.00	0.00	5,709.7	-205.4	1,073.6	1,093.1	0.00	0.00	
6,000.0	0.00	0.00	5,809.7	-205.4	1,073.6	1,093.1	0.00	0.00	
6,100.0	0.00	0.00	5,909.7	-205.4	1,073.6	1,093.1	0.00	0.00	
6,200.0	0.00	0.00	6,009.7	-205.4	1,073.6	1,093.1	0.00	0.00	
6,300.0	0.00	0.00	6,109.7	-205.4	1,073.6	1,093.1	0.00	0.00	
6,400.0	0.00	0.00	6,209.7	-205.4	1,073.6	1,093.1	0.00	0.00	
6,500.0	0.00	0.00	6,309.7	-205.4	1,073.6	1,093.1	0.00	0.00	
6,600.0	0.00	0.00	6,409.7	-205.4	1,073.6	1,093.1	0.00	0.00	
6,700.0	0.00	0.00	6,509.7	-205.4	1,073.6	1,093.1	0.00	0.00	
6,800.0	0.00	0.00	6,609.7	-205.4	1,073.6	1,093.1	0.00	0.00	
6,900.0	0.00	0.00	6,709.7	-205.4	1,073.6	1,093.1	0.00	0.00	
7,000.0	0.00	0.00	6,809.7	-205.4	1,073.6	1,093.1	0.00	0.00	
7,000.3	0.00	0.00	6,810.0	-205.4	1,073.6	1,093.1	0.00	0.00	Top Uteland Butte (LGR Marker)
7,100.0	0.00	0.00	6,909.7	-205.4	1,073.6	1,093.1	0.00	0.00	
7,150.3	0.00	0.00	6,960.0	-205.4	1,073.6	1,093.1	0.00	0.00	Top Wasatch (Base Uteland)
7,200.0	0.00	0.00	7,009.7	-205.4	1,073.6	1,093.1	0.00	0.00	
7,300.0	0.00	0.00	7,109.7	-205.4	1,073.6	1,093.1	0.00	0.00	
7,400.0	0.00	0.00	7,209.7	-205.4	1,073.6	1,093.1	0.00	0.00	
7,500.0	0.00	0.00	7,309.7	-205.4	1,073.6	1,093.1	0.00	0.00	
7,600.0	0.00	0.00	7,409.7	-205.4	1,073.6	1,093.1	0.00	0.00	
7,700.0	0.00	0.00	7,509.7	-205.4	1,073.6	1,093.1	0.00	0.00	
7,800.0	0.00	0.00	7,609.7	-205.4	1,073.6	1,093.1	0.00	0.00	
7,900.0	0.00	0.00	7,709.7	-205.4	1,073.6	1,093.1	0.00	0.00	
8,000.0	0.00	0.00	7,809.7	-205.4	1,073.6	1,093.1	0.00	0.00	
8,100.0	0.00	0.00	7,909.7	-205.4	1,073.6	1,093.1	0.00	0.00	
8,200.0	0.00	0.00	8,009.7	-205.4	1,073.6	1,093.1	0.00	0.00	
8,300.0	0.00	0.00	8,109.7	-205.4	1,073.6	1,093.1	0.00	0.00	
8,400.0	0.00	0.00	8,209.7	-205.4	1,073.6	1,093.1	0.00	0.00	
8,500.0	0.00	0.00	8,309.7	-205.4	1,073.6	1,093.1	0.00	0.00	
8,600.0	0.00	0.00	8,409.7	-205.4	1,073.6	1,093.1	0.00	0.00	
8,700.0	0.00	0.00	8,509.7	-205.4	1,073.6	1,093.1	0.00	0.00	
8,800.0	0.00	0.00	8,609.7	-205.4	1,073.6	1,093.1	0.00	0.00	
8,900.0	0.00	0.00	8,709.7	-205.4	1,073.6	1,093.1	0.00	0.00	
9,000.0	0.00	0.00	8,809.7	-205.4	1,073.6	1,093.1	0.00	0.00	
9,100.0	0.00	0.00	8,909.7	-205.4	1,073.6	1,093.1	0.00	0.00	
9,150.3	0.00	0.00	8,960.0	-205.4	1,073.6	1,093.1	0.00	0.00	TD at 9150.3 - Three Rivers Federal #34-33-72

Planning Report

<b>Database:</b>	USA EDM 5000 Multi Users DB	<b>Local Co-ordinate Reference:</b>	Well Three Rivers Federal #34-33-720
<b>Company:</b>	Axia Energy	<b>TVD Reference:</b>	KB=16' @ 4801.0ft (Original Well Elev)
<b>Project:</b>	Uintah County, UT	<b>MD Reference:</b>	KB=16' @ 4801.0ft (Original Well Elev)
<b>Site:</b>	SEC 34-T7S-R20E	<b>North Reference:</b>	True
<b>Well:</b>	Three Rivers Federal #34-33-720	<b>Survey Calculation Method:</b>	Minimum Curvature
<b>Wellbore:</b>	DD		
<b>Design:</b>	Plan #1		

Targets									
Target Name	Dip Angle (°)	Dip Dir. (°)	TVD (ft)	+N/-S (ft)	+E/-W (ft)	Northing (ft)	Easting (ft)	Latitude	Longitude
Three Rivers Federal #3 - hit/miss target - Shape - plan hits target center - Circle (radius 50.0)	0.00	0.00	8,960.0	-205.4	1,073.6	3,225,509.24	2,155,642.93	40.166469	-109.656617

Formations						
Measured Depth (ft)	Vertical Depth (ft)	Name	Lithology	Dip (°)	Dip Direction (°)	
3,299.0	3,123.0	Top Green River				
3,624.6	3,438.0	Top Birds Nest				
4,082.3	3,892.0	Base Birds Nest				
4,108.3	3,918.0	Temperature 120				
5,303.3	5,113.0	Garden Gulch (MGR Marker)				
7,000.3	6,810.0	Top Uteland Butte (LGR Marker)				
7,150.3	6,960.0	Top Wasatch (Base Uteland)				

Plan Annotations					
Measured Depth (ft)	Vertical Depth (ft)	Local Coordinates		Comment	
		+N/-S (ft)	+E/-W (ft)		
250.0	250.0	0.0	0.0	KOP @ 250'	
1,393.8	1,363.7	-42.3	221.3	EOB; Inc=22.88°	
3,046.5	2,886.3	-163.1	852.3	Start Drop -2.00	
4,190.3	4,000.0	-205.4	1,073.6	EOD; Inc=0°	
9,150.3	8,960.0	-205.4	1,073.6	TD at 9150.3	

# **Axia Energy**

**Uintah County, UT**

**SEC 34-T7S-R20E**

**Three Rivers Federal #34-33-720**

**DD**

**Plan #1**

## **Anticollision Report**

**10 May, 2012**

**CONFIDENTIAL**

Anticollision Report

<b>Company:</b>	Axia Energy	<b>Local Co-ordinate Reference:</b>	Well Three Rivers Federal #34-33-720
<b>Project:</b>	Uintah County, UT	<b>TVD Reference:</b>	KB=16' @ 4801.0ft (Original Well Elev)
<b>Reference Site:</b>	SEC 34-T7S-R20E	<b>MD Reference:</b>	KB=16' @ 4801.0ft (Original Well Elev)
<b>Site Error:</b>	0.0ft	<b>North Reference:</b>	True
<b>Reference Well:</b>	Three Rivers Federal #34-33-720	<b>Survey Calculation Method:</b>	Minimum Curvature
<b>Well Error:</b>	0.0ft	<b>Output errors are at</b>	2.00 sigma
<b>Reference Wellbore</b>	DD	<b>Database:</b>	USA EDM 5000 Multi Users DB
<b>Reference Design:</b>	Plan #1	<b>Offset TVD Reference:</b>	Offset Datum

<b>Reference</b>	Plan #1
<b>Filter type:</b>	GLOBAL FILTER APPLIED: All wellpaths within 200'+ 100/1000 of reference
<b>Interpolation Method:</b>	MD Interval 100.0ft
<b>Depth Range:</b>	Unlimited
<b>Results Limited by:</b>	Maximum center-center distance of 1,115.0ft
<b>Warning Levels Evaluated at:</b>	2.00 Sigma
<b>Error Model:</b>	ISCWSA
<b>Scan Method:</b>	Closest Approach 3D
<b>Error Surface:</b>	Elliptical Conic

<b>Survey Tool Program</b>	<b>Date</b>	5/10/2012			
<b>From (ft)</b>	<b>To (ft)</b>	<b>Survey (Wellbore)</b>	<b>Tool Name</b>	<b>Description</b>	
0.0	9,150.3	Plan #1 (DD)	MWD	Geolink MWD	

Site Name	Reference Measured Depth (ft)	Offset Measured Depth (ft)	Distance Between Centres (ft)	Distance Between Ellipses (ft)	Separation Factor	Warning
SEC 34-T7S-R20E						
Three Rivers Federal #34-23-720 - DD - Plan #1	200.0	200.0	16.5	15.8	25.676	CC
Three Rivers Federal #34-23-720 - DD - Plan #1	227.8	227.8	16.6	15.8	22.395	ES
Three Rivers Federal #34-23-720 - DD - Plan #1	400.0	399.9	20.4	19.0	15.201	SF

Anticollision Report

<b>Company:</b>	Axia Energy	<b>Local Co-ordinate Reference:</b>	Well Three Rivers Federal #34-33-720
<b>Project:</b>	Uintah County, UT	<b>TVD Reference:</b>	KB=16' @ 4801.0ft (Original Well Elev)
<b>Reference Site:</b>	SEC 34-T7S-R20E	<b>MD Reference:</b>	KB=16' @ 4801.0ft (Original Well Elev)
<b>Site Error:</b>	0.0ft	<b>North Reference:</b>	True
<b>Reference Well:</b>	Three Rivers Federal #34-33-720	<b>Survey Calculation Method:</b>	Minimum Curvature
<b>Well Error:</b>	0.0ft	<b>Output errors are at</b>	2.00 sigma
<b>Reference Wellbore</b>	DD	<b>Database:</b>	USA EDM 5000 Multi Users DB
<b>Reference Design:</b>	Plan #1	<b>Offset TVD Reference:</b>	Offset Datum

Offset Design													Offset Site Error:	0.0 ft
SEC 34-T7S-R20E - Three Rivers Federal #34-23-720 - DD - Plan #1													Offset Well Error:	0.0 ft
Survey Program: O-MWD														
Reference		Offset		Semi Major Axis			Distance							
Measured Depth (ft)	Vertical Depth (ft)	Measured Depth (ft)	Vertical Depth (ft)	Reference (ft)	Offset (ft)	Highside Toolface (°)	Offset Wellbore Centre +N/-S (ft)	+E/-W (ft)	Between Centres (ft)	Between Ellipses (ft)	Total Uncertainty Axis	Separation Factor	Warning	
0.0	0.0	0.0	0.0	0.0	0.0	-89.97	0.0	-16.5	16.5					
100.0	100.0	100.0	100.0	0.1	0.1	-89.97	0.0	-16.5	16.5	16.2	0.29	56.244		
200.0	200.0	200.0	200.0	0.3	0.3	-89.97	0.0	-16.5	16.5	15.8	0.64	25.676	CC	
227.8	227.8	227.8	227.8	0.4	0.4	169.24	0.0	-16.5	16.6	15.8	0.74	22.395	ES	
300.0	300.0	300.0	300.0	0.5	0.5	169.47	0.0	-16.5	16.9	15.9	0.99	17.070		
400.0	399.9	399.9	399.9	0.7	0.7	171.26	0.0	-16.5	20.4	19.0	1.34	15.201	SF	
500.0	499.7	499.7	499.7	0.9	0.8	173.47	0.0	-16.5	27.3	25.6	1.69	16.177		
600.0	599.1	599.1	599.1	1.1	1.0	175.26	0.0	-16.5	37.7	35.6	2.03	18.559		
700.0	698.2	698.2	698.2	1.4	1.2	176.52	0.0	-16.5	51.6	49.2	2.37	21.745		
800.0	796.6	796.6	796.6	1.7	1.4	177.38	0.0	-16.5	68.9	66.2	2.71	25.441		
900.0	894.4	894.4	894.4	2.1	1.5	177.97	0.0	-16.5	89.7	86.6	3.04	29.489		
1,000.0	991.5	991.5	991.5	2.6	1.7	178.39	0.0	-16.5	113.9	110.5	3.37	33.799		
1,100.0	1,087.6	1,091.6	1,091.6	3.1	1.9	178.43	-0.8	-15.3	140.2	136.5	3.70	37.897		
1,200.0	1,182.7	1,192.8	1,192.7	3.7	2.1	177.92	-3.8	-11.2	166.8	162.8	4.03	41.400		
1,300.0	1,276.6	1,294.8	1,294.3	4.4	2.3	177.08	-8.9	-4.2	193.8	189.4	4.36	44.405		
1,400.0	1,369.4	1,390.8	1,389.7	5.1	2.5	176.29	-14.7	3.9	222.5	217.8	4.69	47.406		
1,500.0	1,461.5	1,486.1	1,484.5	5.8	2.7	175.73	-20.5	11.9	252.7	247.7	5.06	49.988		
1,600.0	1,553.6	1,581.4	1,579.3	6.5	2.9	175.29	-26.4	20.0	282.9	277.5	5.42	52.194		
1,700.0	1,645.8	1,676.7	1,674.1	7.3	3.1	174.94	-32.2	28.0	313.2	307.4	5.79	54.095		
1,800.0	1,737.9	1,772.0	1,768.9	8.0	3.3	174.65	-38.0	36.1	343.4	337.3	6.16	55.747		
1,900.0	1,830.0	1,867.3	1,863.7	8.7	3.5	174.40	-43.8	44.1	373.7	367.2	6.53	57.192		
2,000.0	1,922.2	1,962.6	1,958.4	9.5	3.7	174.19	-49.6	52.2	403.9	397.0	6.91	58.467		
2,100.0	2,014.3	2,057.9	2,053.2	10.2	4.0	174.02	-55.5	60.2	434.2	426.9	7.29	59.597		
2,200.0	2,106.4	2,153.2	2,148.0	10.9	4.2	173.86	-61.3	68.2	464.5	456.8	7.66	60.606		
2,300.0	2,198.6	2,248.5	2,242.8	11.7	4.4	173.72	-67.1	76.3	494.8	486.7	8.04	61.511		
2,400.0	2,290.7	2,343.8	2,337.6	12.4	4.7	173.60	-72.9	84.3	525.0	516.6	8.42	62.326		
2,500.0	2,382.8	2,439.1	2,432.4	13.2	4.9	173.49	-78.7	92.4	555.3	546.5	8.81	63.065		
2,600.0	2,475.0	2,534.4	2,527.1	13.9	5.1	173.40	-84.5	100.4	585.6	576.4	9.19	63.737		
2,700.0	2,567.1	2,629.7	2,621.9	14.7	5.3	173.31	-90.4	108.5	615.9	606.3	9.57	64.351		
2,800.0	2,659.2	2,725.0	2,716.7	15.4	5.6	173.23	-96.2	116.5	646.1	636.2	9.95	64.913		
2,900.0	2,751.4	2,820.3	2,811.5	16.1	5.8	173.16	-102.0	124.5	676.4	666.1	10.34	65.430		
3,000.0	2,843.5	2,915.6	2,906.3	16.9	6.0	173.10	-107.8	132.6	706.7	696.0	10.72	65.907		
3,100.0	2,935.8	3,011.1	3,001.2	17.6	6.3	173.07	-113.6	140.6	736.5	725.4	11.13	66.161		
3,200.0	3,029.3	3,107.4	3,097.0	18.3	6.5	173.05	-119.5	148.8	763.3	751.8	11.56	66.035		
3,300.0	3,124.0	3,204.6	3,193.7	18.8	6.8	172.99	-125.4	157.0	786.8	774.9	11.98	65.655		
3,400.0	3,219.7	3,302.5	3,291.1	19.4	7.0	172.90	-131.4	165.2	807.0	794.6	12.41	65.047		
3,500.0	3,316.4	3,401.1	3,389.1	19.8	7.2	172.78	-137.4	173.6	823.7	810.9	12.82	64.234		
3,600.0	3,413.9	3,500.1	3,487.6	20.2	7.5	172.62	-143.5	181.9	837.0	823.7	13.24	63.235		
3,700.0	3,512.1	3,599.6	3,586.5	20.6	7.7	172.43	-149.6	190.3	846.9	833.2	13.64	62.067		
3,800.0	3,610.9	3,699.3	3,685.7	20.8	8.0	172.21	-155.6	198.7	853.3	839.2	14.05	60.744		
3,900.0	3,710.2	3,782.3	3,768.4	21.1	8.2	172.03	-160.3	205.1	857.1	842.7	14.39	59.551		
4,000.0	3,809.9	3,862.2	3,848.1	21.2	8.3	171.90	-163.4	209.4	859.8	845.1	14.70	58.487		
4,100.0	3,909.7	3,942.1	3,927.9	21.3	8.5	171.83	-165.2	212.0	861.4	846.4	14.98	57.503		
4,200.0	4,009.7	4,023.9	4,009.7	21.4	8.6	-87.36	-165.8	212.7	861.8	846.6	15.24	56.548		
4,300.0	4,109.7	4,123.9	4,109.7	21.4	8.7	-87.36	-165.8	212.7	861.8	846.3	15.57	55.357		
4,400.0	4,209.7	4,223.9	4,209.7	21.5	8.9	-87.36	-165.8	212.7	861.8	845.9	15.90	54.212		
4,500.0	4,309.7	4,323.9	4,309.7	21.6	9.0	-87.36	-165.8	212.7	861.8	845.6	16.23	53.111		
4,600.0	4,409.7	4,423.9	4,409.7	21.6	9.2	-87.36	-165.8	212.7	861.8	845.3	16.56	52.051		
4,700.0	4,509.7	4,523.9	4,509.7	21.7	9.3	-87.36	-165.8	212.7	861.8	844.9	16.89	51.030		
4,800.0	4,609.7	4,623.9	4,609.7	21.8	9.4	-87.36	-165.8	212.7	861.8	844.6	17.22	50.047		
4,900.0	4,709.7	4,723.9	4,709.7	21.8	9.6	-87.36	-165.8	212.7	861.8	844.3	17.55	49.098		
5,000.0	4,809.7	4,823.9	4,809.7	21.9	9.7	-87.36	-165.8	212.7	861.8	843.9	17.89	48.184		

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

Anticollision Report

<b>Company:</b>	Axia Energy	<b>Local Co-ordinate Reference:</b>	Well Three Rivers Federal #34-33-720
<b>Project:</b>	Uintah County, UT	<b>TVD Reference:</b>	KB=16' @ 4801.0ft (Original Well Elev)
<b>Reference Site:</b>	SEC 34-T7S-R20E	<b>MD Reference:</b>	KB=16' @ 4801.0ft (Original Well Elev)
<b>Site Error:</b>	0.0ft	<b>North Reference:</b>	True
<b>Reference Well:</b>	Three Rivers Federal #34-33-720	<b>Survey Calculation Method:</b>	Minimum Curvature
<b>Well Error:</b>	0.0ft	<b>Output errors are at</b>	2.00 sigma
<b>Reference Wellbore</b>	DD	<b>Database:</b>	USA EDM 5000 Multi Users DB
<b>Reference Design:</b>	Plan #1	<b>Offset TVD Reference:</b>	Offset Datum

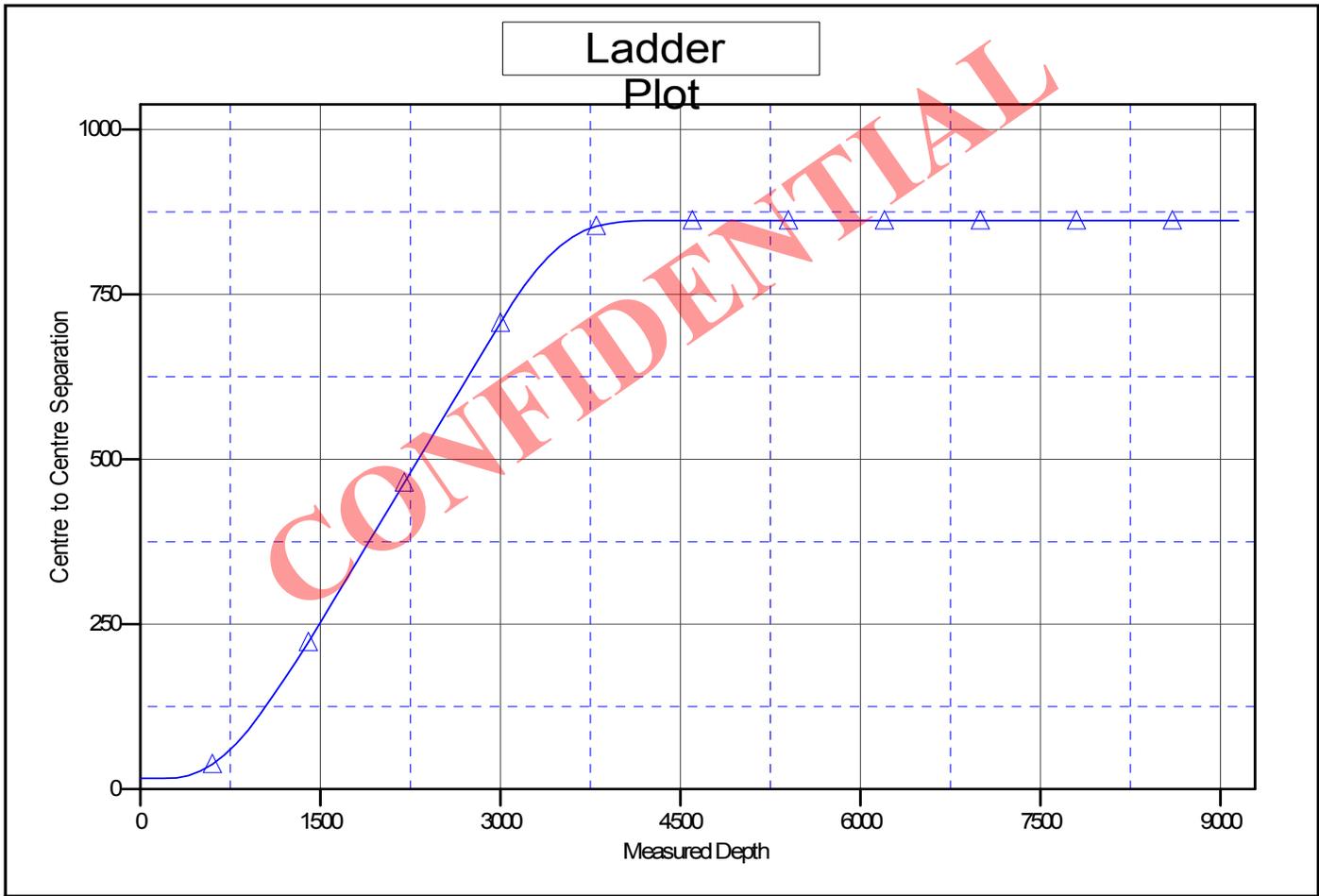
Offset Design													Offset Site Error:	0.0 ft	
Survey Program: 0-MWD													Offset Well Error:		0.0 ft
Reference													Warning		
Offset				Semi Major Axis			Distance								
Measured Depth (ft)	Vertical Depth (ft)	Measured Depth (ft)	Vertical Depth (ft)	Reference (ft)	Offset (ft)	Highside Toolface (°)	Offset Wellbore Centre +N/-S (ft)	+E/-W (ft)	Between Centres (ft)	Between Ellipses (ft)	Total Uncertainty Axis	Separation Factor			
5,100.0	4,909.7	4,923.9	4,909.7	22.0	9.9	-87.36	-165.8	212.7	861.8	843.6	18.22	47.301			
5,200.0	5,009.7	5,023.9	5,009.7	22.0	10.1	-87.36	-165.8	212.7	861.8	843.3	18.55	46.449			
5,300.0	5,109.7	5,123.9	5,109.7	22.1	10.2	-87.36	-165.8	212.7	861.8	842.9	18.89	45.625			
5,400.0	5,209.7	5,223.9	5,209.7	22.2	10.4	-87.36	-165.8	212.7	861.8	842.6	19.22	44.829			
5,500.0	5,309.7	5,323.9	5,309.7	22.3	10.5	-87.36	-165.8	212.7	861.8	842.3	19.56	44.059			
5,600.0	5,409.7	5,423.9	5,409.7	22.3	10.7	-87.36	-165.8	212.7	861.8	841.9	19.90	43.315			
5,700.0	5,509.7	5,523.9	5,509.7	22.4	10.8	-87.36	-165.8	212.7	861.8	841.6	20.23	42.594			
5,800.0	5,609.7	5,623.9	5,609.7	22.5	11.0	-87.36	-165.8	212.7	861.8	841.3	20.57	41.896			
5,900.0	5,709.7	5,723.9	5,709.7	22.6	11.1	-87.36	-165.8	212.7	861.8	840.9	20.91	41.219			
6,000.0	5,809.7	5,823.9	5,809.7	22.6	11.3	-87.36	-165.8	212.7	861.8	840.6	21.25	40.564			
6,100.0	5,909.7	5,923.9	5,909.7	22.7	11.4	-87.36	-165.8	212.7	861.8	840.3	21.58	39.928			
6,200.0	6,009.7	6,023.9	6,009.7	22.8	11.6	-87.36	-165.8	212.7	861.8	839.9	21.92	39.311			
6,300.0	6,109.7	6,123.9	6,109.7	22.9	11.8	-87.36	-165.8	212.7	861.8	839.6	22.26	38.713			
6,400.0	6,209.7	6,223.9	6,209.7	23.0	11.9	-87.36	-165.8	212.7	861.8	839.2	22.60	38.132			
6,500.0	6,309.7	6,323.9	6,309.7	23.1	12.1	-87.36	-165.8	212.7	861.8	838.9	22.94	37.567			
6,600.0	6,409.7	6,423.9	6,409.7	23.1	12.2	-87.36	-165.8	212.7	861.8	838.6	23.28	37.019			
6,700.0	6,509.7	6,523.9	6,509.7	23.2	12.4	-87.36	-165.8	212.7	861.8	838.2	23.62	36.486			
6,800.0	6,609.7	6,623.9	6,609.7	23.3	12.6	-87.36	-165.8	212.7	861.8	837.9	23.96	35.967			
6,900.0	6,709.7	6,723.9	6,709.7	23.4	12.7	-87.36	-165.8	212.7	861.8	837.5	24.30	35.463			
7,000.0	6,809.7	6,823.9	6,809.7	23.5	12.9	-87.36	-165.8	212.7	861.8	837.2	24.64	34.973			
7,100.0	6,909.7	6,923.9	6,909.7	23.6	13.0	-87.36	-165.8	212.7	861.8	836.9	24.98	34.495			
7,200.0	7,009.7	7,023.9	7,009.7	23.7	13.2	-87.36	-165.8	212.7	861.8	836.5	25.33	34.031			
7,300.0	7,109.7	7,123.9	7,109.7	23.8	13.4	-87.36	-165.8	212.7	861.8	836.2	25.67	33.578			
7,400.0	7,209.7	7,223.9	7,209.7	23.9	13.5	-87.36	-165.8	212.7	861.8	835.8	26.01	33.137			
7,500.0	7,309.7	7,323.9	7,309.7	24.0	13.7	-87.36	-165.8	212.7	861.8	835.5	26.35	32.707			
7,600.0	7,409.7	7,423.9	7,409.7	24.1	13.8	-87.36	-165.8	212.7	861.8	835.1	26.69	32.288			
7,700.0	7,509.7	7,523.9	7,509.7	24.2	14.0	-87.36	-165.8	212.7	861.8	834.8	27.03	31.879			
7,800.0	7,609.7	7,623.9	7,609.7	24.3	14.2	-87.36	-165.8	212.7	861.8	834.5	27.38	31.480			
7,900.0	7,709.7	7,723.9	7,709.7	24.4	14.3	-87.36	-165.8	212.7	861.8	834.1	27.72	31.091			
8,000.0	7,809.7	7,823.9	7,809.7	24.5	14.5	-87.36	-165.8	212.7	861.8	833.8	28.06	30.711			
8,100.0	7,909.7	7,923.9	7,909.7	24.6	14.7	-87.36	-165.8	212.7	861.8	833.4	28.41	30.340			
8,200.0	8,009.7	8,023.9	8,009.7	24.7	14.8	-87.36	-165.8	212.7	861.8	833.1	28.75	29.978			
8,300.0	8,109.7	8,123.9	8,109.7	24.8	15.0	-87.36	-165.8	212.7	861.8	832.7	29.09	29.625			
8,400.0	8,209.7	8,223.9	8,209.7	24.9	15.2	-87.36	-165.8	212.7	861.8	832.4	29.44	29.279			
8,500.0	8,309.7	8,323.9	8,309.7	25.0	15.3	-87.36	-165.8	212.7	861.8	832.1	29.78	28.941			
8,600.0	8,409.7	8,423.9	8,409.7	25.1	15.5	-87.36	-165.8	212.7	861.8	831.7	30.12	28.611			
8,700.0	8,509.7	8,523.9	8,509.7	25.2	15.7	-87.36	-165.8	212.7	861.8	831.4	30.47	28.289			
8,800.0	8,609.7	8,623.9	8,609.7	25.3	15.8	-87.36	-165.8	212.7	861.8	831.0	30.81	27.973			
8,900.0	8,709.7	8,723.9	8,709.7	25.4	16.0	-87.36	-165.8	212.7	861.8	830.7	31.15	27.664			
9,000.0	8,809.7	8,823.9	8,809.7	25.5	16.2	-87.36	-165.8	212.7	861.8	830.3	31.50	27.362			
9,100.0	8,909.7	8,923.9	8,909.7	25.6	16.3	-87.36	-165.8	212.7	861.8	830.0	31.84	27.066			
9,150.3	8,960.0	8,974.2	8,960.0	25.7	16.4	-87.36	-165.8	212.7	861.8	829.8	32.02	26.920			

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

Anticollision Report

<b>Company:</b>	Axia Energy	<b>Local Co-ordinate Reference:</b>	Well Three Rivers Federal #34-33-720
<b>Project:</b>	Uintah County, UT	<b>TVD Reference:</b>	KB=16' @ 4801.0ft (Original Well Elev)
<b>Reference Site:</b>	SEC 34-T7S-R20E	<b>MD Reference:</b>	KB=16' @ 4801.0ft (Original Well Elev)
<b>Site Error:</b>	0.0ft	<b>North Reference:</b>	True
<b>Reference Well:</b>	Three Rivers Federal #34-33-720	<b>Survey Calculation Method:</b>	Minimum Curvature
<b>Well Error:</b>	0.0ft	<b>Output errors are at</b>	2.00 sigma
<b>Reference Wellbore</b>	DD	<b>Database:</b>	USA EDM 5000 Multi Users DB
<b>Reference Design:</b>	Plan #1	<b>Offset TVD Reference:</b>	Offset Datum

Reference Depths are relative to KB=16' @ 4801.0ft (Original Well Elev)      Coordinates are relative to: Three Rivers Federal #34-33-720  
 Offset Depths are relative to Offset Datum      Coordinate System is US State Plane 1983, Utah Northern Zone  
 Central Meridian is -111.500000 °      Grid Convergence at Surface is: 1.21°



LEGEND

Three Rivers Federal #34-23-720, DD, Plan #1 V0

## SURFACE USE AGREEMENT AND GRANT OF EASEMENTS

THIS SURFACE USE AGREEMENT AND GRANT OF EASEMENTS ("Agreement") is effective the 22nd day of May, 2012, by and between, John Busch whose address is 1293 South Vernal Ave, Vernal, UT 84078 ("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"), roughly described as:

Property Address: 9449 S. Highway 88, Leota, UT 84078  
Serial #: 08:033:0007  
Property Description: S/2 SW/4 NW/4 Section 34, T7S/R20E, SLM (20 acres)

\*\*See Exhibit A for map of surface or "Property" and pad/wells covered by this SUA.

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.

### 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 outlined within this Agreement and Exhibit A. 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.

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.

1.1.4. As shown in Exhibit "A", pads are to be constructed only where described.

1.2. As consideration for damages to be incurred by Operator on the Property, one of the below options can be selected, in writing, by the Owner prior to construction:

Option 1: 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 with a BHL underneath the property. Additional wells drilled to a bottom hole location not located directly underneath the property, Operator shall pay Owner \$ \_\_\_\_\_ per well. 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).

Option 2: 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. Operator shall pay Owner an annual payment, starting from the date of first construction, of \_\_\_\_\_/year for non-crop land and \_\_\_\_\_/year for crop land until the termination of the Surface Use Agreement. 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).

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.

## 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.

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 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 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.

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.

## 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 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.

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.

OWNER:

John Busch  
John Busch

VERBAL ACKNOWLEDGEMENT OF SIGNATURE  
6-12-12 @ 8:20 AM

STATE OF ~~UTAH~~ COLORADO  
COUNTY OF ~~UNTAH~~ DENVER

The foregoing instrument was subscribed and sworn to before me on JUNE 6TH, 2012, by JOHN BUSCH

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

OPERATOR:  
Axia Energy, LLC

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

STATE OF COLORADO  
COUNTY OF DENVER

The foregoing instrument was subscribed and sworn to before me on JUNE 6TH, 2012 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

EXHIBIT 'A'

Attached survey plats designating well pad and ROW's to be defined by this agreement.

**CONFIDENTIAL**

# BOP Equipment

3000psi WP

**CONFIDENTIAL**

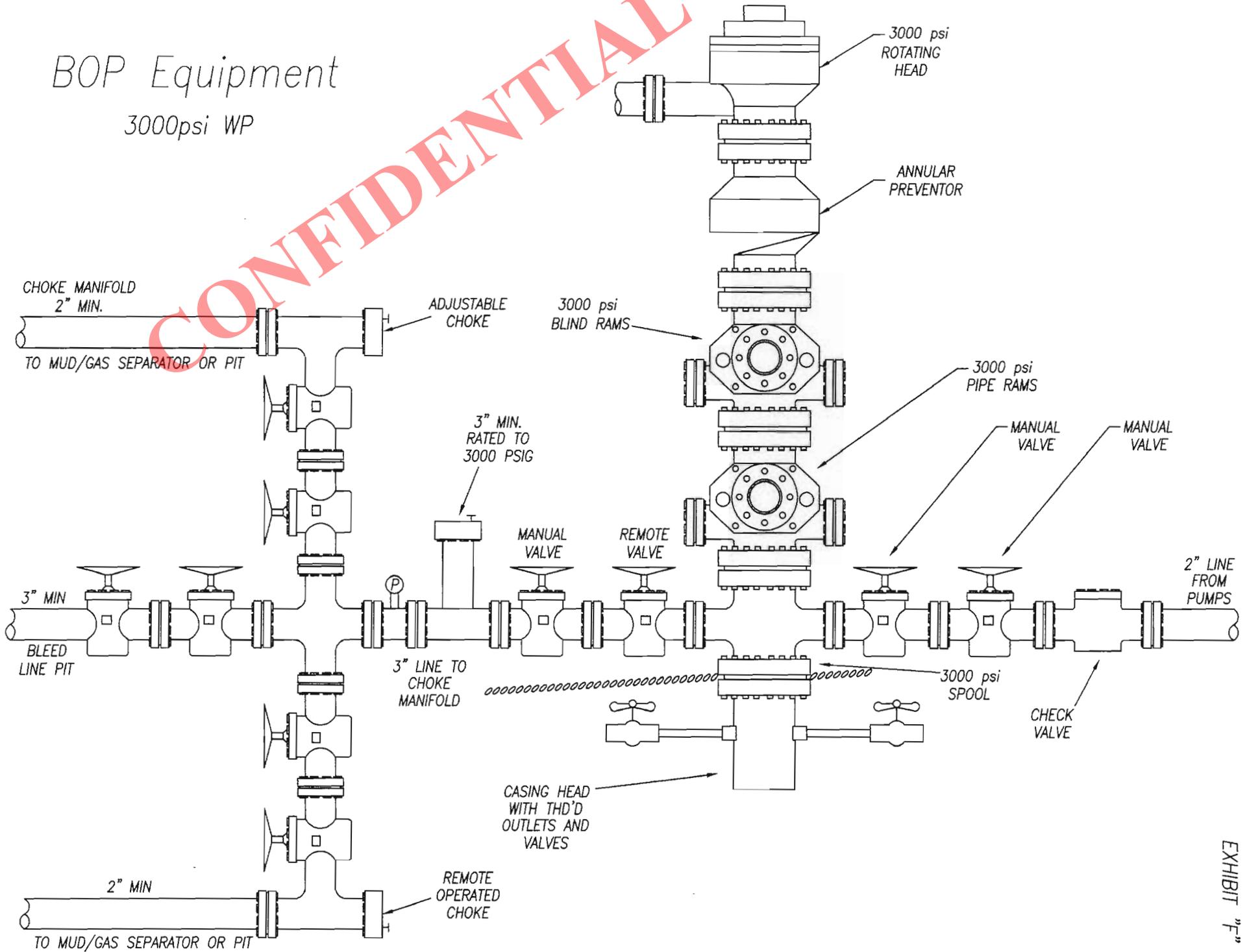


EXHIBIT "F"



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

July 9, 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 34-33-720**  
*Surface Location:* 2484' FNL & 1109' FWL, SW/4 NW/4, Section 34, T7S, R20E,  
*Target Location:* 2640' FNL & 2180' FWL, NE/4 SW/4, Section 34, T7S, R20E,  
SLB&M, Uintah County, Utah

Dear Diana:

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

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

Sincerely,

A handwritten signature in blue ink that reads "Don Hamilton".

Don Hamilton  
Agent for Axia Energy, LLC

cc: Jess A. Peonio, Axia Energy, LLC

# AXIA ENERGY

## LOCATION LAYOUT FOR

THREE RIVERS FEDERAL #34-23-720 & #34-33-720

SECTION 34, T7S, R20E, S.L.B.&M.

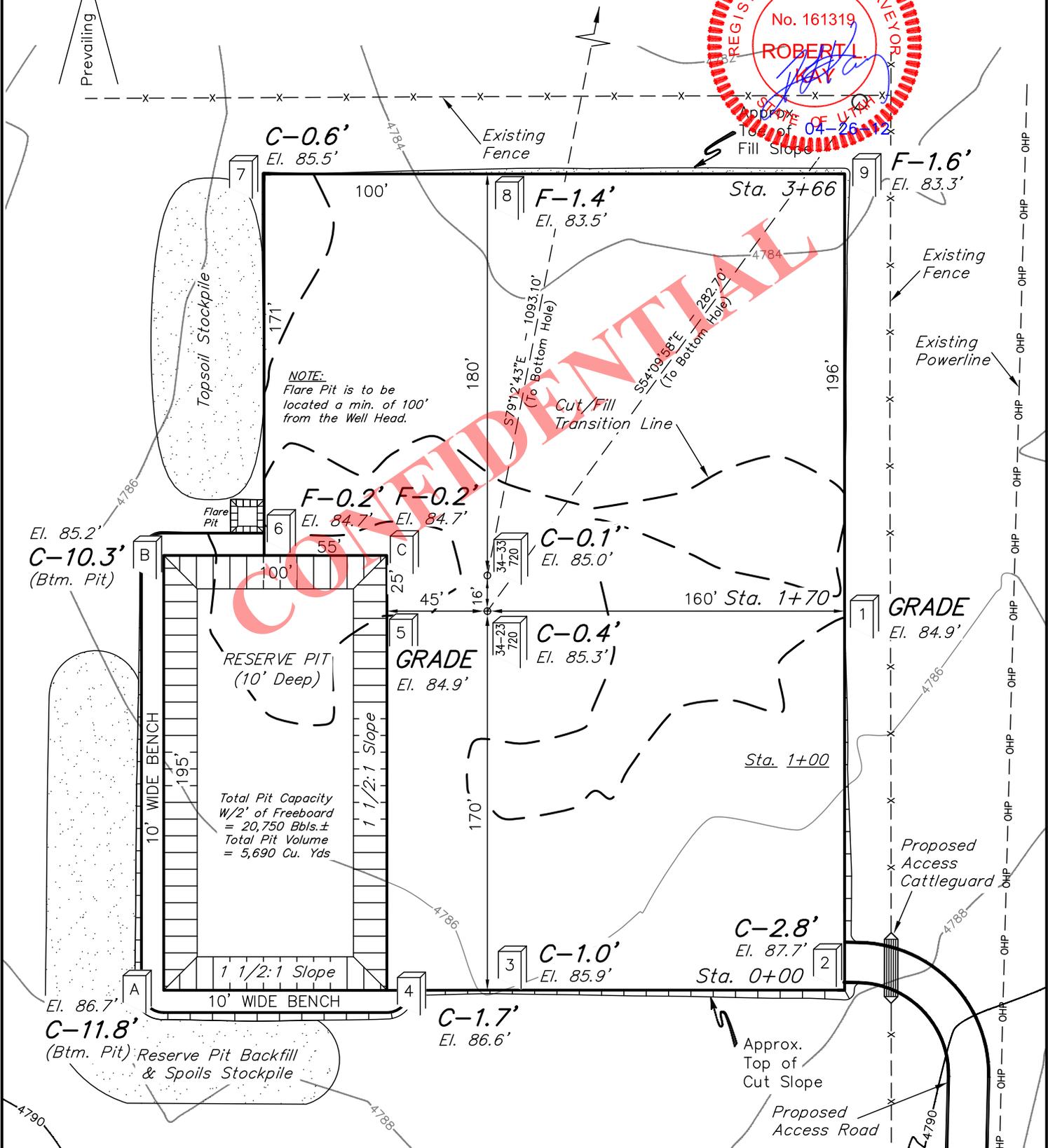
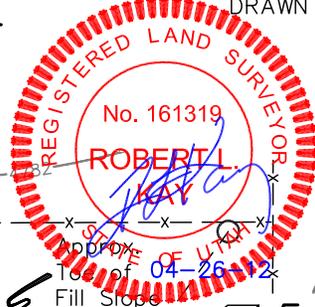
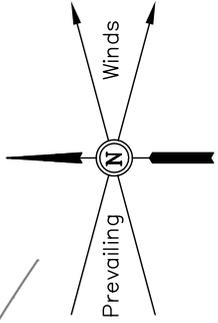
SW 1/4 NW 1/4

FIGURE #1

SCALE: 1" = 60'

DATE: 04-05-12

DRAWN BY: H.K.W.



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

RESERVE PIT (10' Deep)  
Total Pit Capacity W/2' of Freeboard = 20,750 Bbls.±  
Total Pit Volume = 5,690 Cu. Yds

Elev. Ungraded Ground At #34-23-720 Loc. Stake = 4785.3', UINTEAH ENGINEERING & LAND SURVEYING  
FINISHED GRADE ELEV. AT #34-23-720 LOC. STAKE = 4784.9' 85 So. 200 East \* Vernal, Utah 84078 \* (435) 789-1017

RECEIVED: July 12, 2012

**AXIA ENERGY**

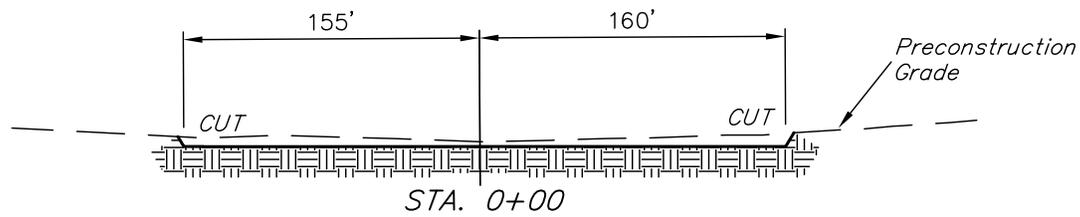
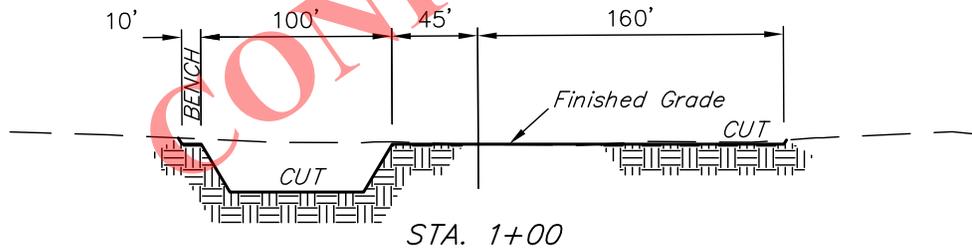
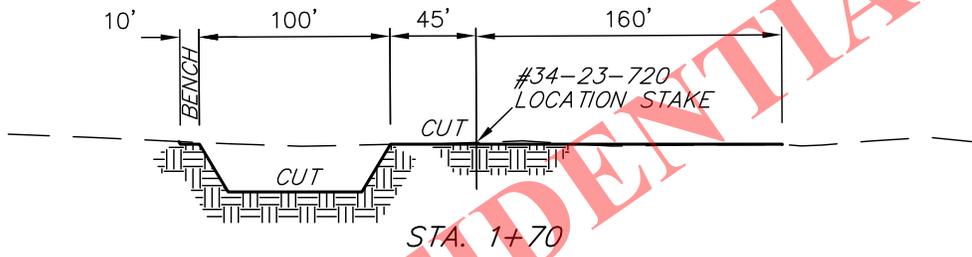
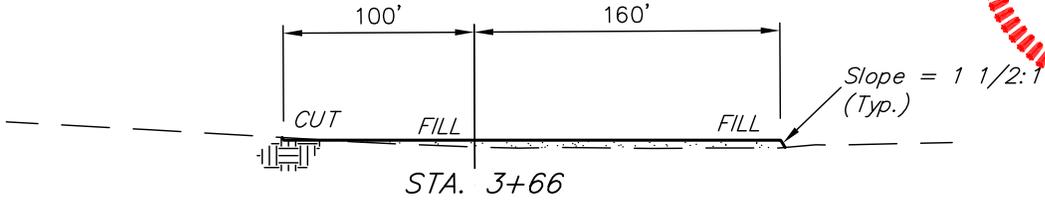
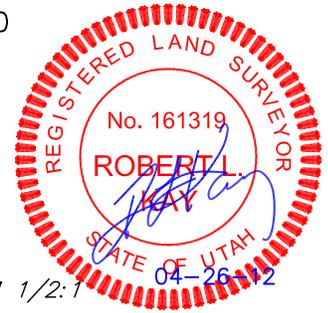
**FIGURE #2**

**TYPICAL CROSS SECTIONS FOR**

**THREE RIVERS FEDERAL #34-23-720 & #34-33-720  
SECTION 34, T7S, R20E, S.L.B.&M.  
SW 1/4 NW 1/4**

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

DATE: 04-05-12  
DRAWN BY: H.K.W.



**NOTE:**

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

**APPROXIMATE ACREAGES**

WELL SITE DISTURBANCE	= ± 3.942 ACRES
ACCESS ROAD DISTURBANCE	= ± 0.653 ACRES
PIPELINE DISTURBANCE	= ± 0.593 ACRES
<b>TOTAL</b>	<b>= ± 5.220 ACRES</b>

\* NOTE: FILL QUANTITY INCLUDES 5% FOR COMPACTION

**APPROXIMATE YARDAGES**

(6") Topsoil Stripping	= 2,040 Cu. Yds.
Remaining Location	= 6,400 Cu. Yds.
<b>TOTAL CUT</b>	<b>= 8,440 CU. YDS.</b>
<b>FILL</b>	<b>= 2,050 CU. YDS.</b>

EXCESS MATERIAL	= 6,390 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.)	= 4,890 Cu. Yds.
EXCESS UNBALANCE (After Interim Rehabilitation)	= 1,500 Cu. Yds.

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

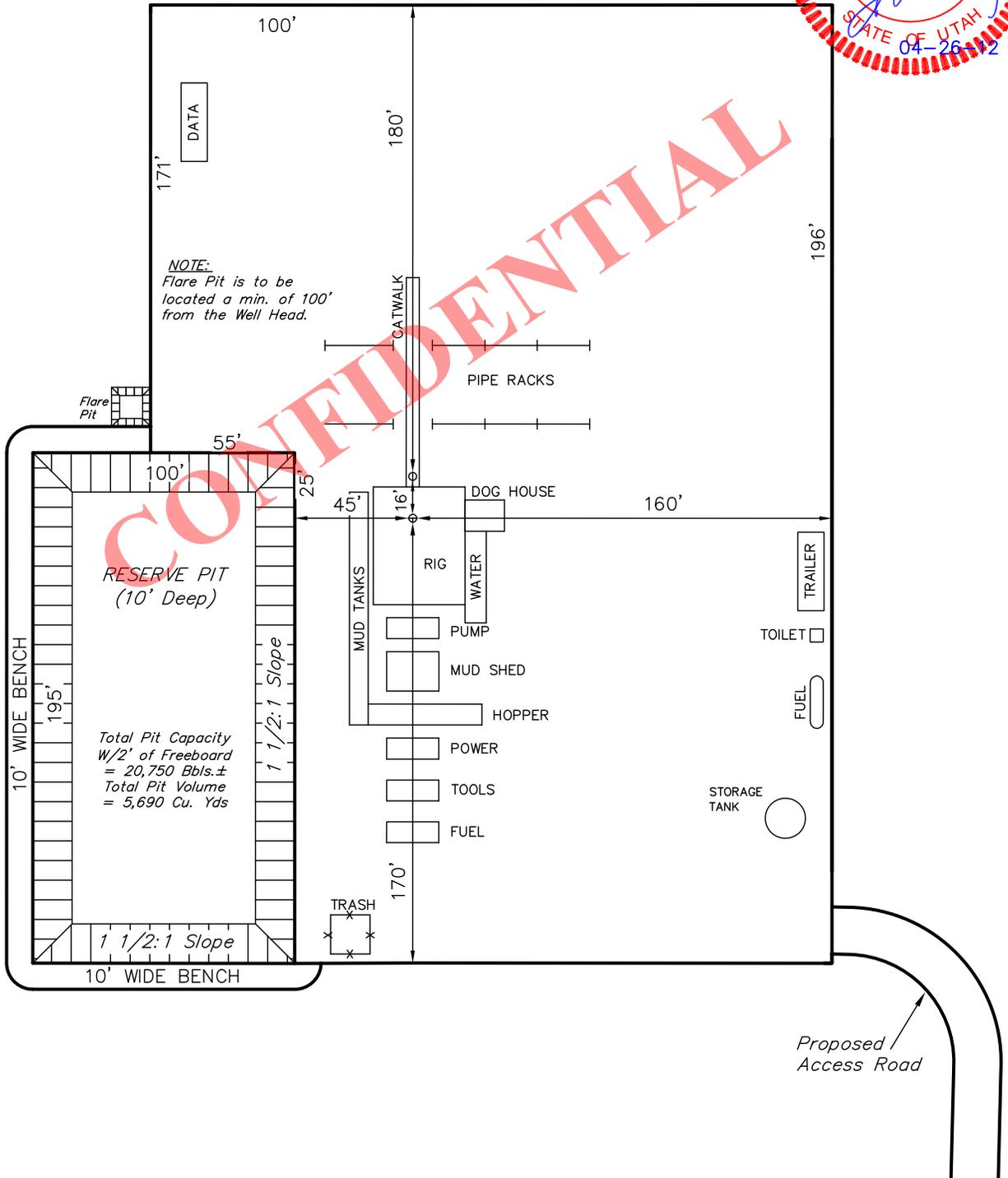
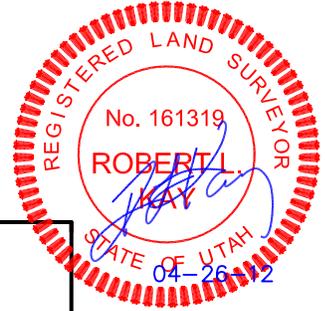
**AXIA ENERGY**

TYPICAL RIG LAYOUT FOR

THREE RIVERS FEDERAL #34-23-720 & #34-33-720  
SECTION 34, T7S, R20E, S.L.B.&M.  
SW 1/4 NW 1/4

**FIGURE #3**

SCALE: 1" = 60'  
DATE: 04-05-12  
DRAWN BY: H.K.W.

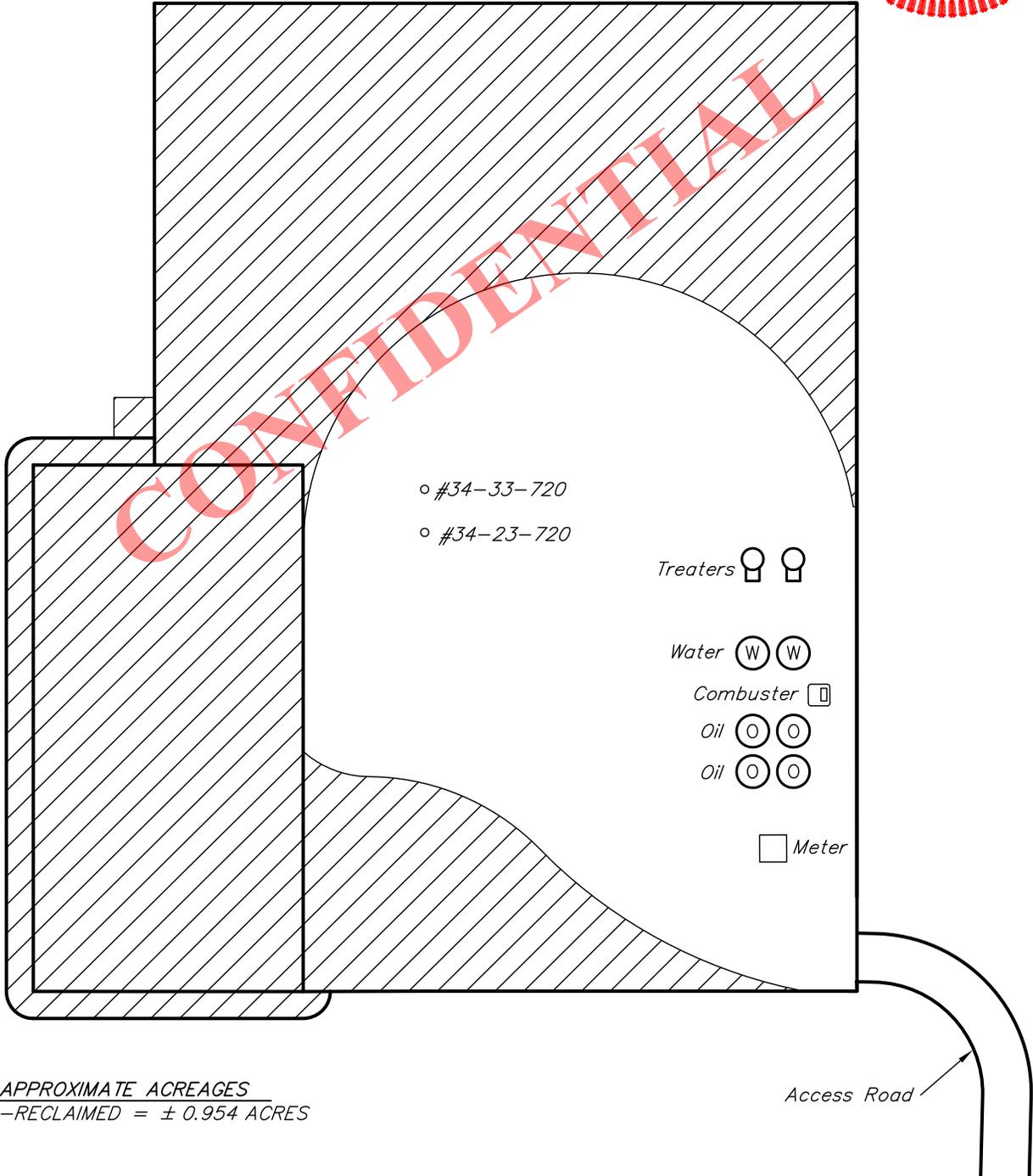
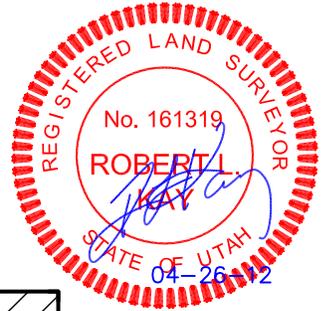


**AXIA ENERGY**

INTERIM RECLAMATION DIAGRAM FOR  
THREE RIVERS FEDERAL #34-23-720 & #34-33-720  
SECTION 34, T7S, R20E, S.L.B.&M.  
SW 1/4 NW 1/4

**FIGURE #4**

SCALE: 1" = 60'  
DATE: 04-05-12  
DRAWN BY: H.K.W.



**CONFIDENTIAL**

o #34-33-720

o #34-23-720

Treaters

Water

Combuster

Oil

Oil

Meter

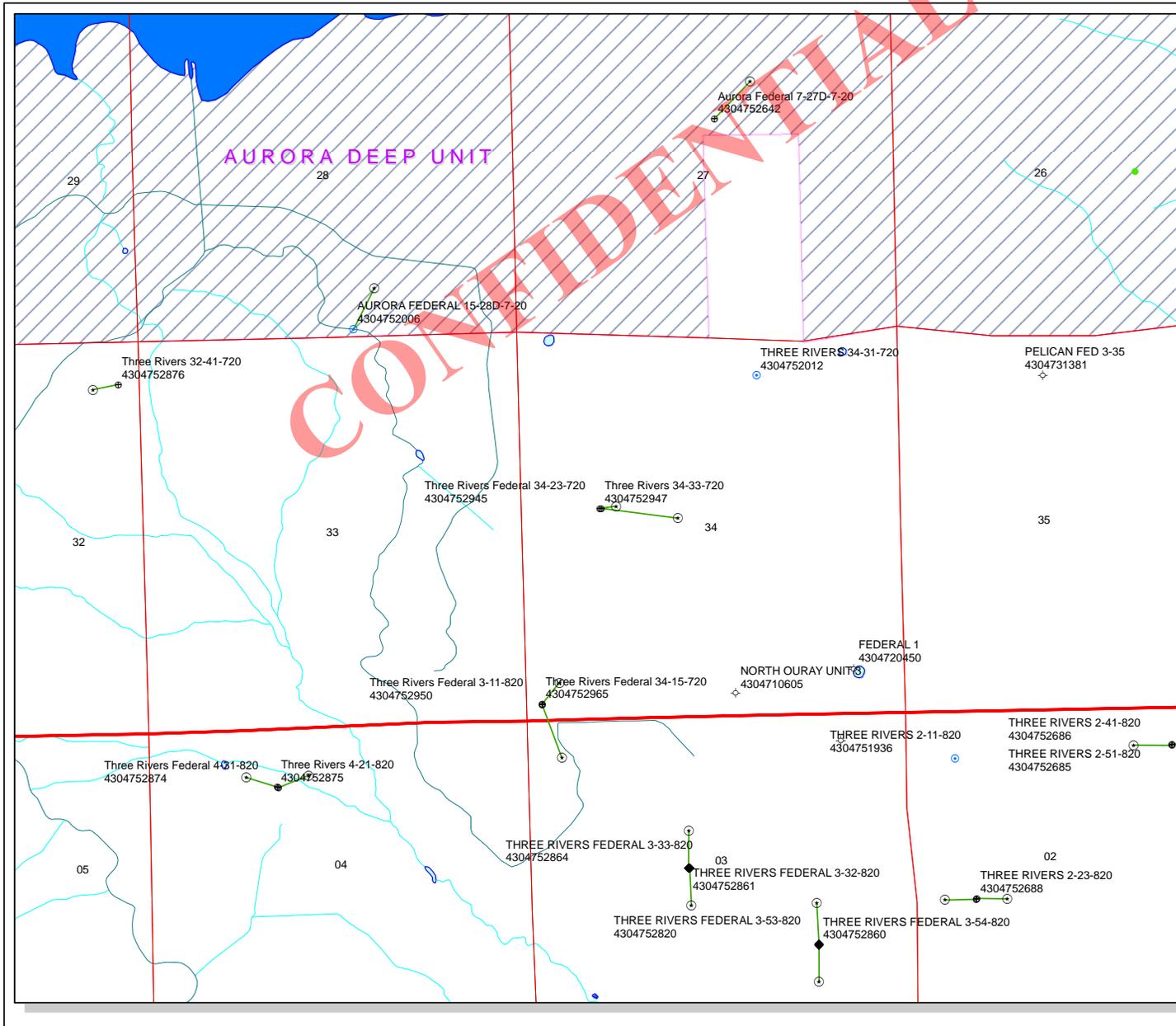
Access Road

APPROXIMATE ACREAGES  
UN-RECLAIMED = ± 0.954 ACRES

RECLAIMED AREA

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

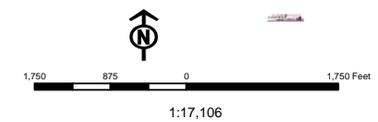
**RECEIVED:** July 12, 2012



**API Number: 4304752947**  
**Well Name: Three Rivers 34-33-720**  
**Township T07.0S Range R20.0E Section 34**  
**Meridian: SLBM**  
**Operator: AXIA ENERGY LLC**

Map Prepared:  
 Map Produced by Diana Mason

- |               |                                     |
|---------------|-------------------------------------|
| <b>Units</b>  | <b>Wells Query</b>                  |
| <b>STATUS</b> | <b>Status</b>                       |
| ACTIVE        | APD - Approved Permit               |
| EXPLORATORY   | DRL - Spudded (Drilling Commenced)  |
| GAS STORAGE   | GIW - Gas Injection                 |
| NF PP OIL     | GS - Gas Storage                    |
| NF SECONDARY  | LOC - New Location                  |
| P1 OIL        | OPS - Operation Suspended           |
| PP GAS        | PA - Plugged Abandoned              |
| PP GEOTHERM.  | PGW - Producing Gas Well            |
| PP OIL        | POW - Producing Oil Well            |
| SECONDARY     | SGW - Shut-in Gas Well              |
| TERMINATED    | SOW - Shut-in Oil Well              |
| <b>Fields</b> | TA - Temp. Abandoned                |
| Unknown       | TW - Test Well                      |
| ABANDONED     | WDW - Water Disposal                |
| ACTIVE        | WW - Water Injection Well           |
| COMBINED      | WSW - Water Supply Well             |
| INACTIVE      | Bottom Hole Location - Oil/Gas/Oils |
| STORAGE       |                                     |
| TERMINATED    |                                     |



# ON-SITE PREDRILL EVALUATION

## Utah Division of Oil, Gas and Mining

**Operator** AXIA ENERGY LLC  
**Well Name** Three Rivers Federal 34-33-720  
**API Number** 43047529470000      **APD No** 6376      **Field/Unit** WILDCAT  
**Location: 1/4,1/4** SWNW      **Sec** 34      **Tw** 7.0S      **Rng** 20.0E      2484 FNL 1109 FWL  
**GPS Coord (UTM)** 614065 4447151      **Surface Owner** John and Darla J. Busch

### Participants

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

### Regional/Local Setting & Topography

This proposed well site is approximately 1.75 miles south of Pelican Lake, but the land her slopes east toward the Green River approximately 2 miles away. The location sits just to the north of Highway 88.

### Surface Use Plan

#### **Current Surface Use**

Grazing

#### **New Road**

Miles

0.18

#### **Well Pad**

**Width** 260'      **Length** 366'

#### **Src Const Material**

Onsite

#### **Surface Formation**

UNTA

**Ancillary Facilities** N

**Waste Management Plan Adequate?** Y

### Environmental Parameters

**Affected Floodplains and/or Wetlands** N

#### **Flora / Fauna**

Very sparse vegetation, russian thistle

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

Sandy soil

**Erosion Issues** N

**Sedimentation Issues** N

**Site Stability Issues** N

**Drainage Diverson Required?** N

**Berm Required?** N

**Erosion Sedimentation Control Required?** N

Paleo Survey Run? N    Paleo Potential 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  
**Evaluator**

7/18/2012  
**Date / Time**

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

APD No	API WellNo	Status	Well Type	Surf Owner	CBM
6376	43047529470000	LOCKED	OW	P	No
<b>Operator</b>	AXIA ENERGY LLC		<b>Surface Owner-APD</b>	John and Darla J. Busch	
<b>Well Name</b>	Three Rivers Federal 34-33-720		<b>Unit</b>		
<b>Field</b>	WILDCAT		<b>Type of Work</b>	DRILL	
<b>Location</b>	SWNW 34 7S 20E S 2484 FNL (UTM) 614070E 4447173N		1109 FWL	GPS Coord	

**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 34-23-720. Surface owner John Busch who is also the dirt contractor for this location was present and is satisfied with the placement of the well. Mr. Busch made no requests for this location. 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.

## WORKSHEET APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 7/12/2012

API NO. ASSIGNED: 43047529470000

WELL NAME: Three Rivers Federal 34-33-720

OPERATOR: AXIA ENERGY LLC (N3765)

PHONE NUMBER: 435 719-2018

CONTACT: Don Hamilton

PROPOSED LOCATION: SWNW 34 070S 200E

Permit Tech Review: 

SURFACE: 2484 FNL 1109 FWL

Engineering Review: 

BOTTOM: 2640 FNL 2180 FWL

Geology Review: 

COUNTY: UINTAH

LATITUDE: 40.16718

LONGITUDE: -109.66041

UTM SURF EASTINGS: 614070.00

NORTHINGS: 4447173.00

FIELD NAME: WILDCAT

LEASE TYPE: 1 - Federal

LEASE NUMBER: UTU-85992

PROPOSED PRODUCING FORMATION(S): WASATCH

SURFACE OWNER: 4 - Fee

COALBED METHANE: NO

## RECEIVED AND/OR REVIEWED:

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

Commingling Approved

## LOCATION AND SITING:

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

Comments: Presite Completed

Stipulations: 1 - Exception Location - dmason  
 4 - Federal Approval - dmason  
 5 - Statement of Basis - bhll  
 15 - Directional - dmason  
 23 - Spacing - dmason



GARY R. HERBERT  
*Governor*

GREGORY S. BELL  
*Lieutenant Governor*

# State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER  
*Executive Director*

Division of Oil, Gas and Mining

JOHN R. BAZA  
*Division Director*

## Permit To Drill

\*\*\*\*\*

**Well Name:** Three Rivers Federal 34-33-720  
**API Well Number:** 43047529470000  
**Lease Number:** UTU-85992  
**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.

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:**

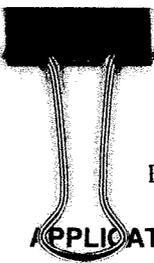
All reports, forms and submittals as required by the Utah Oil and Gas Conservation General Rules will be promptly filed with the Division of Oil, Gas and Mining, including but not limited to:

- 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



UNITED STATES  
DEPARTMENT OF THE INTERIOR  
BUREAU OF LAND MANAGEMENT

RECEIVED

JUL 05 2012

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

APPLICATION FOR PERMIT TO DRILL OR REENTER **BLM**

1a. Type of Work: <input checked="" type="checkbox"/> DRILL <input type="checkbox"/> REENTER		<b>CONFIDENTIAL</b>		5. Lease Serial No. UTU85592	
1b. Type of Well: <input checked="" type="checkbox"/> Oil Well <input type="checkbox"/> Gas Well <input type="checkbox"/> Other <input type="checkbox"/> Single Zone <input checked="" type="checkbox"/> Multiple Zone				6. If Indian, Allottee or Tribe Name	
2. Name of Operator AXIA ENERGY LLC		Contact: DON S HAMILTON E-Mail: starpoint@etv.net		7. If Unit or CA Agreement, Name and No.	
3a. Address 1430 LARIMER STREET SUITE #400 DENVER, CO 80202		3b. Phone No. (include area code) Ph: 435-719-2018 Fx: 435-719-2019		8. Lease Name and Well No. THREE RIVERS FEDERAL 34-33-720	
4. Location of Well (Report location clearly and in accordance with any State requirements. *) At surface SWNW 2484FNL 1109FWL 40.167033 N Lat, 109.660458 W Lon At proposed prod. zone NESW 2640FNL 2180FWL 40.166469 N Lat, 109.656617 W Lon		10. Field and Pool, or Exploratory UNDESIGNATED		9. API Well No. <b>43-047-52947</b>	
14. Distance in miles and direction from nearest town or post office* 25.3 MILES SOUTHWEST OF VERNAL, UTAH		11. Sec., T., R., M., or Blk. and Survey or Area Sec 34 T7S R20E Mer SLB SME: FEE		12. County or Parish UINTAH	
15. Distance from proposed location to nearest property or lease line, ft. (Also to nearest drig. unit line, if any) 1109		16. No. of Acres in Lease 1200.00		13. State UT	
18. Distance from proposed location to nearest well, drilling, completed, applied for, on this lease, ft. 16		19. Proposed Depth 9150 MD 8960 TVD		17. Spacing Unit dedicated to this well 40.00	
21. Elevations (Show whether DF, KB, RT, GL, etc.) 4785 GL		22. Approximate date work will start 08/15/2012		20. BLM/BIA Bond No. on file UTB000464	
				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.                                                                                                | 4. Bond to cover the operations unless covered by an existing bond on file (see Item 20 above).    |
| 2. A Drilling Plan.                                                                                                                             | 5. Operator certification                                                                          |
| 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). | 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 07/03/2012
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.

Additional Operator Remarks (see next page)

Electronic Submission #142200 verified by the BLM Well Information System  
For AXIA ENERGY LLC, sent to the Vernal

Committed to AFMSS for processing by LESLIE ROBINSON on 07/10/2012 (12LBR0775AE) DIV OF OIL, GAS & MINING

**NOTICE OF APPROVAL**

\*\* BLM REVISED \*\*

RECEIVED

MAR 01 2013



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

170 South 500 East

VERNAL, UT 84078

(435) 781-4400



**CONDITIONS OF APPROVAL FOR APPLICATION FOR PERMIT TO DRILL**

Company: Axia Energy, LLC.  
Well No: Three Rivers Federal 34-33-720  
API No: 43-047-52947

Location: SWNW, Sec. 34, T7S, R20E  
Lease No: UTU-85592  
Agreement:

**OFFICE NUMBER: (435) 781-4400**

**OFFICE FAX NUMBER: (435) 781-3420**

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

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

**NOTIFICATION REQUIREMENTS**

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

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

- All new and replacement internal combustion gas field engines of less than or equal to 300 design-rated horsepower must not emit more than 2 gms of NO<sub>x</sub> per horsepower-hour. This requirement does not apply to gas field engines of less than or equal to 40 design-rated horsepower.
- All and replacement internal combustion gas field engines of greater than 300 design rated horsepower must not emit more than 1.0 gms of NO<sub>x</sub> per horsepower-hour.
- If there is an active Gilsonite mining operation within 2 miles of the well location, operator shall notify the Gilsonite operator at least 48 hours prior to any blasting during construction.
- If paleontological materials are uncovered during construction, the operator is to immediately stop work and contact the Authorized Officer (AO). A determination will be made by the AO as to what mitigation may be necessary for the discovered paleontologic material before construction can continue.
- 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 NO<sub>x</sub> for engines less than 300 HP and 1 g/bhp-hr of NO<sub>x</sub> 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](http://www.ONRR.gov).
- Should the well be successfully completed for production, the BLM Vernal Field office must be notified when it is placed in a producing status. Such notification will be by written communication and must be received in this office by not later than the fifth business day following the date on which the well is placed on production. The notification shall provide, as a minimum, the following informational items:
  - Operator name, address, and telephone number.
  - Well name and number.
  - Well location (¼¼, Sec., Twn, Rng, and P.M.).
  - Date well was placed in a producing status (date of first production for which royalty will be

paid).

- The nature of the well's production, (i.e., crude oil, or crude oil and casing head gas, or natural gas and entrained liquid hydrocarbons).
  - The Federal or Indian lease prefix and number on which the well is located; otherwise the non-Federal or non-Indian land category, i.e., State or private.
  - Unit agreement and/or participating area name and number, if applicable.
  - Communitization agreement number, if applicable.
- Any venting or flaring of gas shall be done in accordance with Notice to Lessees (NTL) 4A and needs prior approval from the BLM Vernal Field Office.
  - All undesirable events (fires, accidents, blowouts, spills, discharges) as specified in NTL 3A will be reported to the BLM, Vernal Field Office. Major events, as defined in NTL3A, shall be reported verbally within 24 hours, followed by a written report within 15 days. "Other than Major Events" will be reported in writing within 15 days. "Minor Events" will be reported on the Monthly Report of Operations and Production.
  - Whether the well is completed as a dry hole or as a producer, "Well Completion and Recompletion Report and Log" (BLM Form 3160-4) shall be submitted not later than 30 days after completion of the well or after completion of operations being performed, in accordance with 43 CFR 3162.4-1. Two copies of all logs run, core descriptions, and all other surveys or data obtained and compiled during the drilling, workover, and/or completion operations, shall be filed on BLM Form 3160-4. Submit with the well completion report a geologic report including, at a minimum, formation tops, and a summary and conclusions. Also include deviation surveys, sample descriptions, strip logs, core data, drill stem test data, and results of production tests if performed. Samples (cuttings, fluid, and/or gas) shall be submitted only when requested by the BLM, Vernal Field Office.
  - All off-lease storage, off-lease measurement, or commingling on-lease or off-lease, shall have prior written approval from the BLM Vernal Field Office.
  - Oil and gas meters shall be calibrated in place prior to any deliveries. The BLM Vernal Field Office Petroleum Engineers will be provided with a date and time for the initial meter calibration and all future meter proving schedules. A copy of the meter calibration reports shall be submitted to the BLM Vernal Field Office. All measurement facilities will conform to the API standards for liquid hydrocarbons and the AGA standards for natural gas measurement. All measurement points shall be identified as the point of sale or allocation for royalty purposes.
  - A schematic facilities diagram as required by Onshore Oil & Gas Order No. 3 shall be submitted to the BLM Vernal Field Office within 30 days of installation or first production, whichever occurs first. All site security regulations as specified in Onshore Oil & Gas Order No. 3 shall be adhered to. All product lines entering and leaving hydrocarbon storage tanks will be effectively sealed in accordance with Onshore Oil & Gas Order No. 3.
  - Any additional construction, reconstruction, or alterations of facilities, including roads, gathering lines, batteries, etc., which will result in the disturbance of new ground, shall require the filing of a suitable plan and need prior approval of the BLM Vernal Field Office. Emergency approval may be obtained orally, but such approval does not waive the written report requirement.

- No location shall be constructed or moved, no well shall be plugged, and no drilling or workover equipment shall be removed from a well to be placed in a suspended status without prior approval of the BLM Vernal Field Office. If operations are to be suspended for more than 30 days, prior approval of the BLM Vernal Field Office shall be obtained and notification given before resumption of operations.
- Pursuant to Onshore Oil & Gas Order No. 7, this is authorization for pit disposal of water produced from this well for a period of 90 days from the date of initial production. A permanent disposal method must be approved by this office and in operation prior to the end of this 90-day period. In order to meet this deadline, an application for the proposed permanent disposal method shall be submitted along with any necessary water analyses, as soon as possible, but no later than 45 days after the date of first production. Any method of disposal which has not been approved prior to the end of the authorized 90-day period will be considered as an Incident of Noncompliance and will be grounds for issuing a shut-in order until an acceptable manner for disposing of said water is provided and approved by this office.
- Unless the plugging is to take place immediately upon receipt of oral approval, the Field Office Petroleum Engineers must be notified at least 24 hours in advance of the plugging of the well, in order that a representative may witness plugging operations. If a well is suspended or abandoned, all pits must be fenced immediately until they are backfilled. The "Subsequent Report of Abandonment" (Form BLM 3160-5) must be submitted within 30 days after the actual plugging of the well bore, showing location of plugs, amount of cement in each, and amount of casing left in hole, and the current status of the surface restoration.

CONFIDENTIAL



**Spud Notice**

*SWN# S-34 TOTS R 20E 4304752947*

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

Wed, May 15, 2013 at 9:44 PM

To: Carol Daniels <caroldaniels@utah.gov>, Cade Taylor <cctaylor@blm.gov>, Richard Powell <richardpowell@utah.gov>, Dan Jarvis <danjarvis@utah.gov>, BLM <blm\_ut\_vn\_opreport@blm.gov>  
Cc: Cindy Turner <cturner@axiaenergy.com>, Bryce Holder <bholder@axiaenergy.com>, Jess Peonio <jpeonio@axiaenergy.com>, klbascom <klbascom@ubtanet.com>

Pete Martin Has moved onto the Three Rivers Federal 34-23-720 on 05/15/2013 ( spud time 10:00 ) to drill and be setting Conductor on 05/16/2013.

They will be moving to ~~Three Rivers Federal 34-33-720~~ on 05/16/2013 and setting conductor on 05/17/2013.

Any questions;

Cordell Wold

Axia Energy

701-570-5540

**RECEIVED**

MAY 15 2013

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

<b>STATE OF UTAH</b> DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	<b>FORM 9</b>
<b>SUNDRY NOTICES AND REPORTS ON WELLS</b>	
Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.	
<b>1. TYPE OF WELL</b> Oil Well	<b>5. LEASE DESIGNATION AND SERIAL NUMBER:</b> UTU-85992
<b>2. NAME OF OPERATOR:</b> AXIA ENERGY LLC	<b>6. IF INDIAN, ALLOTTEE OR TRIBE NAME:</b>
<b>3. ADDRESS OF OPERATOR:</b> 1430 Larimer Ste 400 , Denver, CO, 80202	<b>7. UNIT or CA AGREEMENT NAME:</b>
<b>PHONE NUMBER:</b> 720 746-5200 Ext	<b>8. WELL NAME and NUMBER:</b> THREE RIVERS FED 34-33-720
<b>4. LOCATION OF WELL</b> <b>FOOTAGES AT SURFACE:</b> 2484 FNL 1109 FWL <b>QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:</b> Qtr/Qtr: SWNW Section: 34 Township: 07.0S Range: 20.0E Meridian: S	<b>9. API NUMBER:</b> 43047529470000
	<b>9. FIELD and POOL or WILDCAT:</b> WILDCAT
	<b>COUNTY:</b> UINTAH
	<b>STATE:</b> UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input checked="" type="checkbox"/> SPUD REPORT Date of Spud: <b>5/17/2013</b>	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: <input style="width: 100px;" type="text"/>

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

MIRU Pete Martin conductor rig. Set 120' 16" conductor casing and cement to surface. Released Rig. Waiting on surface casing rig.

**Accepted by the**  
**Utah Division of**  
**Oil, Gas and Mining**  
**FOR RECORD ONLY**  
 May 22, 2013

<b>NAME (PLEASE PRINT)</b> Cindy Turner	<b>PHONE NUMBER</b> 720 746-5209	<b>TITLE</b> Project Manager
<b>SIGNATURE</b> N/A	<b>DATE</b> 5/22/2013	



CONFIDENTIAL

SWNW S-34 T07S R20E S-34 4304752947

---

## Resume Drilling Operations

---

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

Wed, May 22, 2013 at 8:20 AM

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

Cc: Cindy Turner <cturner@axiaenergy.com>, Bryce Holder <bholder@axiaenergy.com>, klbascom <klbascom@ubtanet.com>

ProPetro will be moving onto Three Rivers Federal 34-23-720 on 05/22/2013 and setting surface casing on 05/23/2013.

Then moving to the Three Rivers Federal 34-33-720 and setting surface casing on 05/24/2013.

Any questions;

Cordell Wold

Axia Energy

701-570-5540

RECEIVED

MAY 22 2013

DIV. OF OIL, GAS & MINING

CONFIDENTIAL



SWNW 5-34 TORS R 20 E 43 049 52947

---

**Three Rivers Federal 34-33-720**

---

**Ray Meeks** <ray.meeks\_bmg@hotmail.com>

Thu, Jun 20, 2013 at 4:51 AM

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

"richardpowell@utah.gov" &lt;richardpowell@utah.gov&gt;, "cctaylor@blm.gov" &lt;cctaylor@blm.gov&gt;

Cc: "cwold@axiaenergy.com" &lt;cwold@axiaenergy.com&gt;

This is to inform you we will be resuming operations on the Three Rivers Federal 34-33-720 on 6/21/13. We will be rigging up and testing bops in the afternoon. Any questions please call me, Ray Meeks 435-828-0601- Aztec rig 222

**RECEIVED**

JUN 20 2013

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

State of Utah - Notification Form

Operator Anadarko Petroleum Rig Name/# PIONEER 54  
Submitted By KENNY MORRIS Phone Number 435-790-2921  
Well Name/Number NBU 1022-12P4CS  
Qtr/Qtr SE/SE Section 12 Township 10S Range 22E  
Lease Serial Number UT ST UO 01997-A ST  
API Number 4304751947

Casing – Time casing run starts, not cementing times.

- Production Casing  
 Other

Date/Time \_\_\_\_\_ AM  PM

BOPE

- Initial BOPE test at surface casing point  
 Other

Date/Time 6/19/2013 06:00 AM  PM

Rig Move

Location To: NBU 1022-12P PAD

Date/Time \_\_ \_ AM  PM

**RECEIVED**

**JUN 18 2013**

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

Remarks WELL 1 OF 4 ON THE NBU 1022-12I PAD

\_\_\_\_\_

**CONFIDENTIAL***SW NW 5-34 T07S R20E 4304952949*

---

**Three Rivers Federal 34-33-720-casing and cement**

---

**Ray Meeks** <ray.meeks\_bmg@hotmail.com>

Thu, Jun 27, 2013 at 8:00 AM

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

"danjarvis@utah.gov" &lt;danjarvis@utah.gov&gt;, "richardpowell@utah.gov" &lt;richardpowell@utah.gov&gt;

Cc: "cwold@axiaenergy.com" &lt;cwold@axiaenergy.com&gt;

We will be running 5.5" production casing and cementing on the Three Rivers 34-33-720, Aztec rig 222 @ Friday 6/28/2013. If you have any questions please call me Ray Meeks 435-828-0601, Thank you

**RECEIVED****JUN 27 2013****DIV. OF OIL, GAS & MINING**

<b>STATE OF UTAH</b> DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	<b>FORM 9</b>  <b>5. LEASE DESIGNATION AND SERIAL NUMBER:</b> UTU-85992
<b>SUNDRY NOTICES AND REPORTS ON WELLS</b>  Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.	<b>6. IF INDIAN, ALLOTTEE OR TRIBE NAME:</b>  <b>7. UNIT or CA AGREEMENT NAME:</b>
<b>1. TYPE OF WELL</b> Oil Well	<b>8. WELL NAME and NUMBER:</b> THREE RIVERS FED 34-33-720
<b>2. NAME OF OPERATOR:</b> AXIA ENERGY LLC	<b>9. API NUMBER:</b> 43047529470000
<b>3. ADDRESS OF OPERATOR:</b> 1430 Larimer Ste 400 , Denver, CO, 80202	<b>PHONE NUMBER:</b> 720 746-5200 Ext
<b>9. FIELD and POOL or WILDCAT:</b> THREE RIVERS	<b>4. LOCATION OF WELL</b> <b>FOOTAGES AT SURFACE:</b> 2509 FNL 1112 FWL <b>QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:</b> Qtr/Qtr: SWNW Section: 34 Township: 07.0S Range: 20.0E Meridian: S
	<b>COUNTY:</b> UINTAH  <b>STATE:</b> UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> <b>NOTICE OF INTENT</b> Approximate date work will start: <b>7/1/2013</b>  <input type="checkbox"/> <b>SUBSEQUENT REPORT</b> Date of Work Completion:  <input type="checkbox"/> <b>SPUD REPORT</b> Date of Spud:  <input type="checkbox"/> <b>DRILLING REPORT</b> Report Date:	<input type="checkbox"/> ACIDIZE <input checked="" type="checkbox"/> <b>CHANGE TO PREVIOUS PLANS</b> <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION OTHER: <input style="width: 100px;" type="text"/>

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

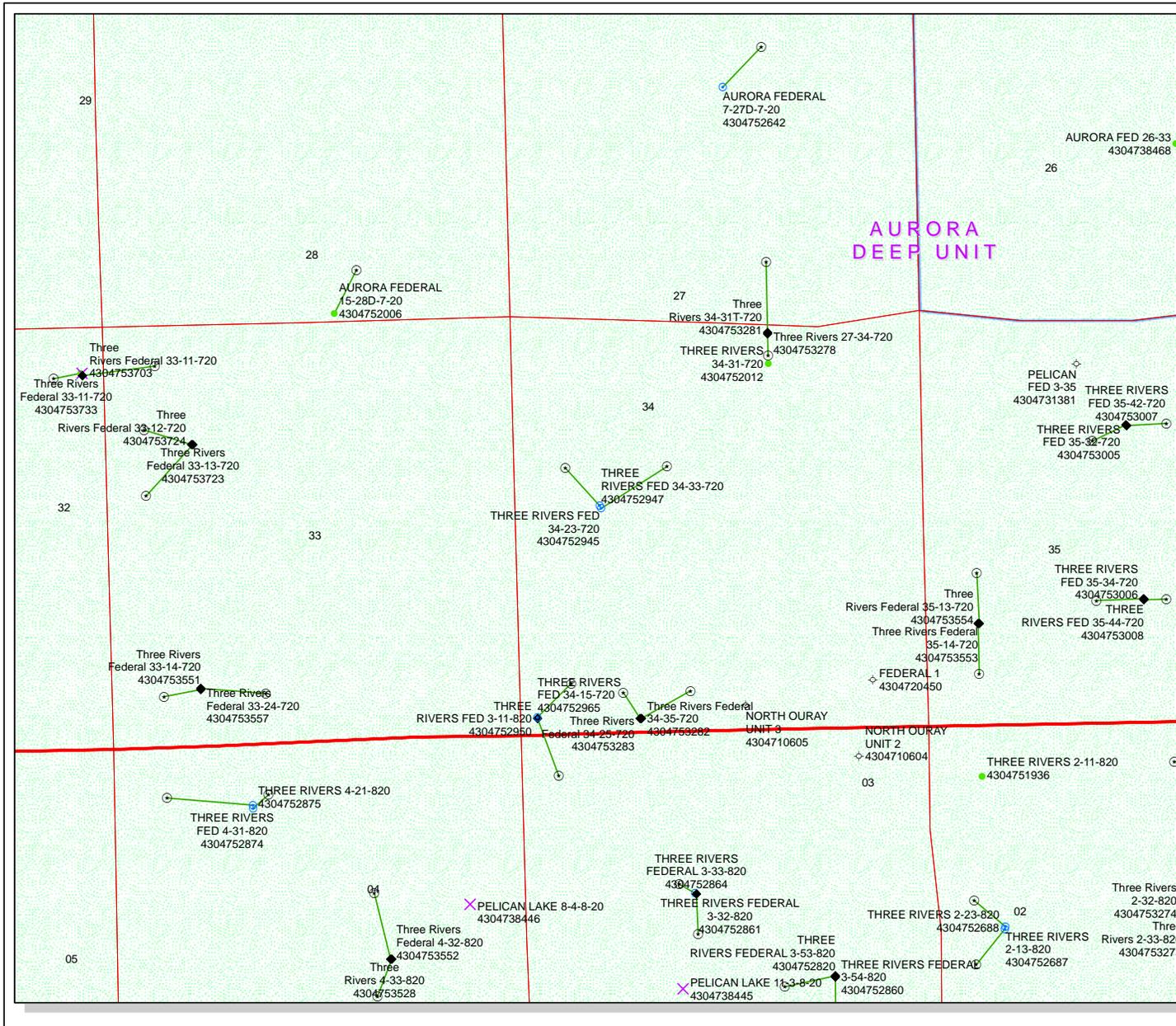
Axia Energy, LLC. respectfully requests changes to the previously approved APD as follows: Surface hole location from 2484' FNL and 1109' FWL to 2509' FNL and 1112'FWL. Bottom hole location from 2640' FNL and 2180' FWL to 1980' FNL and 1980' FWL. Surface casing from 8.625 32# J-55 LT&C to 8.625 24# J-55 ST&C. Production casing from 5.5 17# N-80 LT&C to 5.5 17# J-55 LT&C. Proposed depth from 9150' TD to 7440' TD. Cement requirements will be followed per the approved APD.

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

Date: July 19, 2013

By: *Derek Quist*

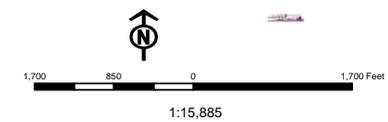
<b>NAME (PLEASE PRINT)</b> Cindy Turner	<b>PHONE NUMBER</b> 720 746-5209	<b>TITLE</b> Project Manager
<b>SIGNATURE</b> N/A	<b>DATE</b> 6/18/2013	



**API Number: 4304752947**  
**Well Name: THREE RIVERS FED 34-33-720**  
 Township T07.0S Range R20.0E Section 34  
**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 GEOTHERMAL
  - PP OIL
  - SECONDARY
  - TERMINATED



June 18, 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 Fed 34-33-720 (API # 43047529470000)  
SWNW Sec 34-T7S-R20E  
Uintah County, UT

Mr. Doucet:

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

- Axia Energy, LLC is the sole owner of 100% of the leasehold rights within 460' around proposed wellbore and bottom hole location of the captioned well.
- In addition, the Federal 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.

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

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

## AXIA ENERGY

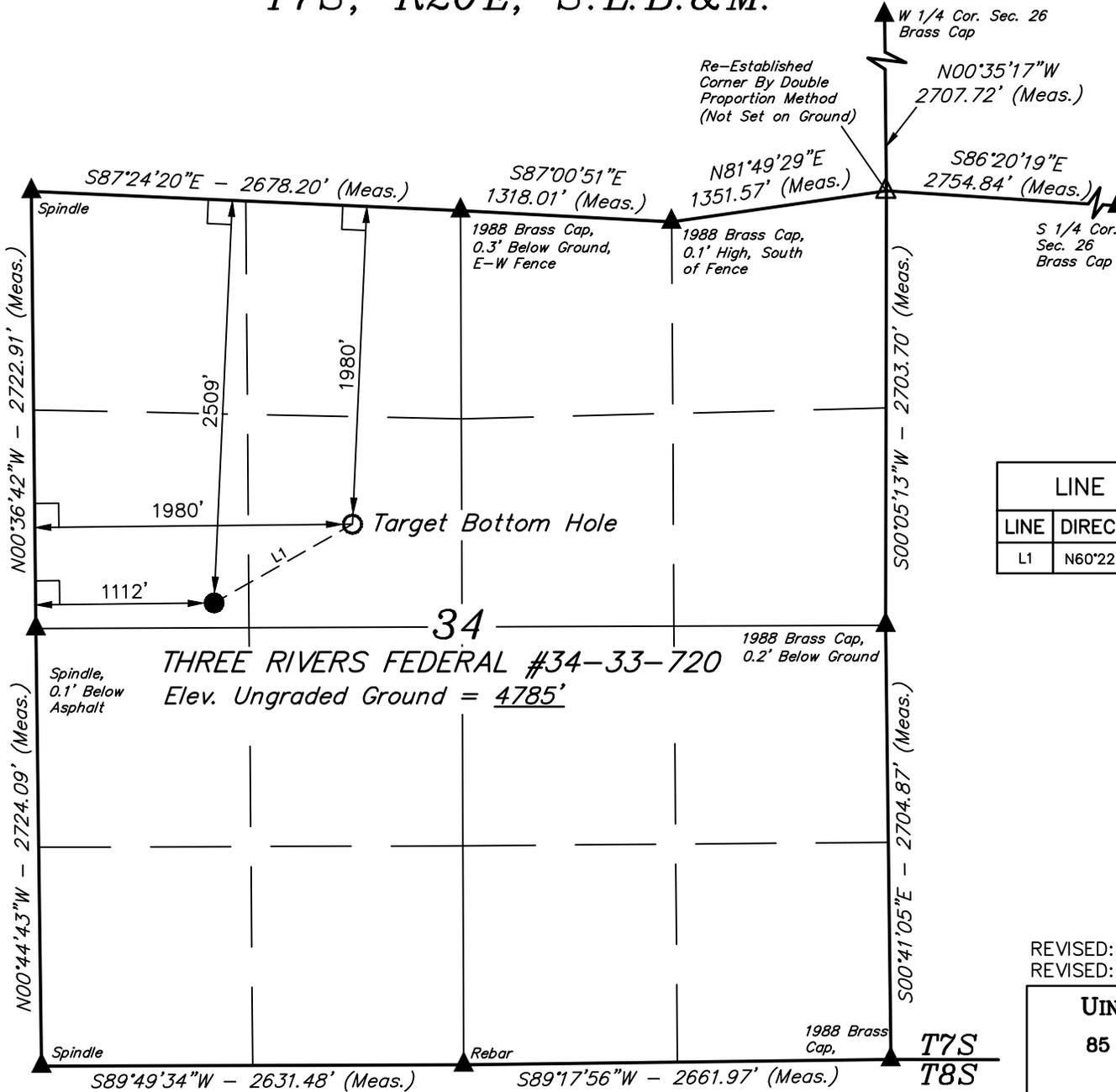
Well location, THREE RIVERS FEDERAL #34-33-720, located as shown in the SW 1/4 NW 1/4 of Section 34, T7S, R20E, S.L.B.&M., Uintah County, Utah.

### BASIS OF ELEVATION

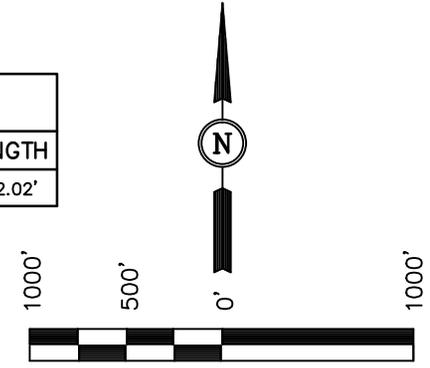
BENCH MARK (38EAM) LOCATED IN THE SW 1/4 OF SECTION 9, T7S, R20E, S.L.B.&M. TAKEN FROM THE PELICAN LAKE, QUADRANGLE, UTAH, UINTAH COUNTY, 7.5 MINUTE QUAD (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 4942 FEET.

### BASIS OF BEARINGS

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



LINE TABLE		
LINE	DIRECTION	LENGTH
L1	N60°22'35"E	992.02'



### 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.



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

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

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

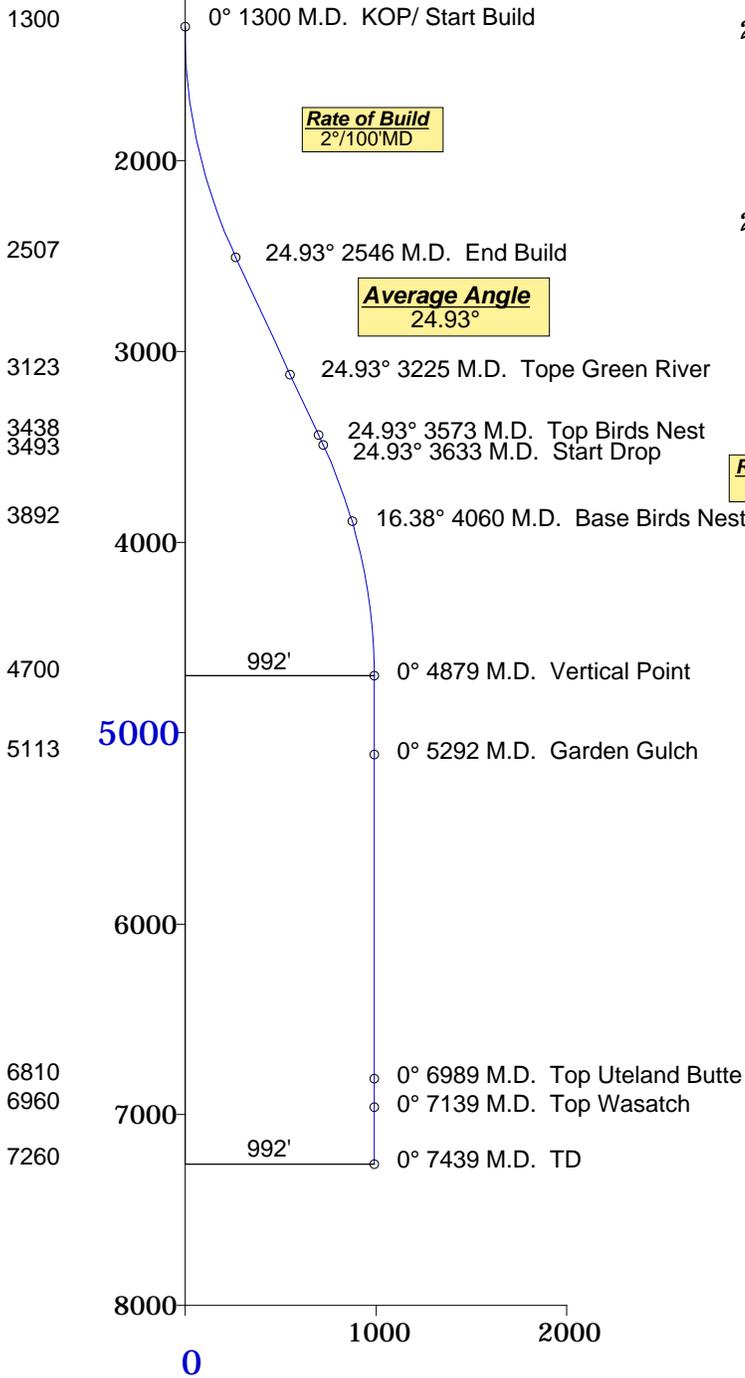
NAD 83 (TARGET BOTTOM HOLE)		NAD 83 (SURFACE LOCATION)	
LATITUDE = 40°10'05.91" (40.168308)	LONGITUDE = 109°39'26.49" (109.657358)	LATITUDE = 40°10'01.07" (40.166964)	LONGITUDE = 109°39'37.60" (109.660444)
NAD 27 (TARGET BOTTOM HOLE)		NAD 27 (SURFACE LOCATION)	
LATITUDE = 40°10'06.05" (40.168347)	LONGITUDE = 109°39'23.99" (109.656664)	LATITUDE = 40°10'01.20" (40.167000)	LONGITUDE = 109°39'35.10" (109.659750)

SCALE 1" = 1000'	DATE SURVEYED: 03-30-12	DATE DRAWN: 04-04-12
PARTY B.H. A.S. H.K.W.	REFERENCES G.L.O. PLAT	
WEATHER WARM	FILE AXIA ENERGY	

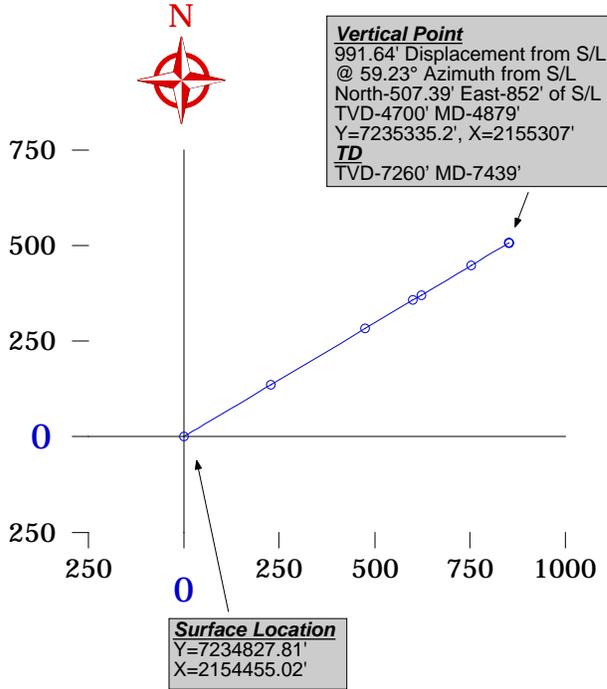
**Axia Energy**  
 Three Rivers 34-33-720  
 Uintah County, Utah  
 Revision #1

**Plane of Proposal**  
 59.22° Azimuth

**Vertical Section**  
 1" = 1000'



**Horizontal Plan**  
 1" = 500'



Top Green River	3123' TVD
Top Birds Nest	3438' TVD
Base Birds Nest	3892' TVD
Garden Gulch	5113' TVD
Top Uteland Butte	6810' TVD
Top Wasatch	6960' TVD



Denver, Colorado  
 303-463-1919

05-01-2013

# Bighorn Directional, Inc.

Axia Energy  
 Three Rivers 34-33-720  
 Uintah County, Utah  
 Revision #1



Minimum of Curvature  
 Slot Location: 7234827.81', 2154455.02'  
 Plane of Vertical Section: 59.23°

Measured Depth Feet	BORE Inc Degrees	HOLE Direction Degrees	True Vertical Depth Feet	RECTANGULAR COORDINATES		LAMBERT COORDINATES		Vertical Section Feet	CLOSURES		Dogleg Severity Deg/100'
				North(-South) Feet	East(-West) Feet	Y Feet	X Feet		Distance Feet	Direction Deg	
1300.00	0.00	0.00	1300.00	0.00	0.00	7234827.8	2154455.0	0.00	0.00	0.00	0.00
KOP/ Start Build											
1400.00	2.00	59.23	1399.98	0.89	1.50	7234828.7	2154456.5	1.75	1.75	59.23	2.00
1500.00	4.00	59.23	1499.84	3.57	6.00	7234831.4	2154461.0	6.98	6.98	59.23	2.00
1600.00	6.00	59.23	1599.45	8.03	13.48	7234835.8	2154468.5	15.69	15.69	59.23	2.00
1700.00	8.00	59.23	1698.70	14.27	23.95	7234842.1	2154479.0	27.88	27.88	59.23	2.00
1800.00	10.00	59.23	1797.47	22.27	37.39	7234850.1	2154492.4	43.52	43.52	59.23	2.00
1900.00	12.00	59.23	1895.62	32.03	53.79	7234859.8	2154508.8	62.60	62.60	59.23	2.00
2000.00	14.00	59.23	1993.06	43.54	73.11	7234871.3	2154528.1	85.10	85.10	59.23	2.00
2100.00	16.00	59.23	2089.64	56.78	95.35	7234884.6	2154550.4	110.98	110.98	59.23	2.00
2200.00	18.00	59.23	2185.27	71.74	120.47	7234899.6	2154575.5	140.21	140.21	59.23	2.00
2300.00	20.00	59.23	2279.82	88.40	148.44	7234916.2	2154603.5	172.77	172.77	59.23	2.00
2400.00	22.00	59.23	2373.17	106.74	179.23	7234934.5	2154634.2	208.60	208.60	59.23	2.00
2500.00	24.00	59.23	2465.21	126.73	212.80	7234954.5	2154667.8	247.67	247.67	59.23	2.00
2546.39	24.93	59.23	2507.43	136.56	229.30	7234964.4	2154684.3	266.88	266.88	59.23	2.00
End Build											
3046.39	24.93	59.23	2960.85	244.38	410.37	7235072.2	2154865.4	477.62	477.62	59.23	0.00
3225.19	24.93	59.23	3123.00	282.94	475.11	7235110.8	2154930.1	552.98	552.98	59.23	0.00
Tope Green River											
3546.39	24.93	59.23	3414.27	352.21	591.43	7235180.0	2155046.4	688.36	688.36	59.23	0.00
3572.55	24.93	59.23	3438.00	357.86	600.90	7235185.7	2155055.9	699.39	699.39	59.23	0.00
Top Birds Nest											
3632.72	24.93	59.23	3492.56	370.83	622.69	7235198.6	2155077.7	724.75	724.75	59.23	0.00
Start Drop											
3732.72	22.93	59.23	3583.96	391.58	657.54	7235219.4	2155112.6	765.31	765.31	59.23	2.00
3832.72	20.93	59.23	3676.73	410.69	689.62	7235238.5	2155144.6	802.65	802.65	59.23	2.00
3932.72	18.93	59.23	3770.73	428.13	718.91	7235255.9	2155173.9	836.73	836.73	59.23	2.00
4032.72	16.93	59.23	3865.87	443.88	745.35	7235271.7	2155200.4	867.51	867.51	59.23	2.00

# Bighorn Directional, Inc.

Axia Energy  
 Three Rivers 34-33-720  
 Uintah County, Utah  
 Revision #1



Minimum of Curvature  
 Slot Location: 7234827.81', 2154455.02'  
 Plane of Vertical Section: 59.23°

Measured Depth Feet	BORE Inc Degrees	HOLE Direction Degrees	True Vertical Depth Feet	RECTANGULAR COORDINATES		LAMBERT COORDINATES		Vertical Section Feet	CLOSURES		Dogleg Severity Deg/100'
				North(-South) Feet	East(-West) Feet	Y Feet	X Feet		Distance Feet	Direction Deg	
4059.99	16.38	59.23	3892.00	447.88	752.07	7235275.7	2155207.1	875.33	875.33	59.23	2.00
Base Birds Nest											
4132.72	14.93	59.23	3962.03	457.92	768.93	7235285.7	2155223.9	894.95	894.95	59.23	2.00
4232.72	12.93	59.23	4059.08	470.23	789.61	7235298.0	2155244.6	919.02	919.02	59.23	2.00
4332.72	10.93	59.23	4156.92	480.81	807.37	7235308.6	2155262.4	939.69	939.69	59.23	2.00
4432.72	8.93	59.23	4255.42	489.63	822.18	7235317.4	2155277.2	956.93	956.93	59.23	2.00
4532.72	6.93	59.23	4354.46	496.69	834.03	7235324.5	2155289.0	970.72	970.72	59.23	2.00
4632.72	4.93	59.23	4453.92	501.97	842.90	7235329.8	2155297.9	981.05	981.05	59.23	2.00
4732.72	2.93	59.23	4553.68	505.48	848.79	7235333.3	2155303.8	987.90	987.90	59.23	2.00
4832.72	0.93	59.23	4653.61	507.20	851.68	7235335.0	2155306.7	991.26	991.26	59.23	2.00
4879.10	0.00	59.23	4700.00	507.39	852.00	7235335.2	2155307.0	991.64	991.64	59.23	2.00
Vertical Point											
5292.10	0.00	59.23	5113.00	507.39	852.00	7235335.2	2155307.0	991.64	991.64	59.23	0.00
Garden Gulch											
6989.10	0.00	59.23	6810.00	507.39	852.00	7235335.2	2155307.0	991.64	991.64	59.23	0.00
Top Uteland Butte											
7139.10	0.00	59.23	6960.00	507.39	852.00	7235335.2	2155307.0	991.64	991.64	59.23	0.00
Top Wasatch											
7439.10	0.00	59.23	7260.00	507.39	852.00	7235335.2	2155307.0	991.64	991.64	59.23	0.00
TD											
Final Station Closure Distance: 991.64' Direction: 59.23°											

<b>STATE OF UTAH</b> DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		<b>FORM 9</b>
<b>SUNDRY NOTICES AND REPORTS ON WELLS</b>  Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		<b>5. LEASE DESIGNATION AND SERIAL NUMBER:</b> UTU-85992
<b>1. TYPE OF WELL</b> Oil Well		<b>6. IF INDIAN, ALLOTTEE OR TRIBE NAME:</b>  <b>7. UNIT or CA AGREEMENT NAME:</b>
<b>2. NAME OF OPERATOR:</b> AXIA ENERGY LLC		<b>8. WELL NAME and NUMBER:</b> THREE RIVERS FED 34-33-720
<b>3. ADDRESS OF OPERATOR:</b> 1430 Larimer Ste 400 , Denver, CO, 80202		<b>9. API NUMBER:</b> 43047529470000
<b>4. LOCATION OF WELL</b> <b>FOOTAGES AT SURFACE:</b> 2509 FNL 1112 FWL <b>QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:</b> Qtr/Qtr: SWNW Section: 34 Township: 07.0S Range: 20.0E Meridian: S		<b>9. FIELD and POOL or WILDCAT:</b> THREE RIVERS
<b>4. LOCATION OF WELL</b> <b>FOOTAGES AT SURFACE:</b> 2509 FNL 1112 FWL <b>QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:</b> Qtr/Qtr: SWNW Section: 34 Township: 07.0S Range: 20.0E Meridian: S		<b>COUNTY:</b> UINTAH
<b>4. LOCATION OF WELL</b> <b>FOOTAGES AT SURFACE:</b> 2509 FNL 1112 FWL <b>QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:</b> Qtr/Qtr: SWNW Section: 34 Township: 07.0S Range: 20.0E Meridian: S		<b>STATE:</b> UTAH
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA		
<b>TYPE OF SUBMISSION</b>	<b>TYPE OF ACTION</b>	
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE	
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> ALTER CASING	
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CASING REPAIR	
<input checked="" type="checkbox"/> DRILLING REPORT Report Date: 8/15/2013	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	
	<input type="checkbox"/> CHANGE WELL STATUS	
	<input type="checkbox"/> CHANGE WELL NAME	
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	
	<input type="checkbox"/> CONVERT WELL TYPE	
	<input type="checkbox"/> DEEPEN	
	<input type="checkbox"/> FRACTURE TREAT	
	<input type="checkbox"/> NEW CONSTRUCTION	
	<input type="checkbox"/> OPERATOR CHANGE	
	<input type="checkbox"/> PLUG AND ABANDON	
	<input type="checkbox"/> PLUG BACK	
	<input checked="" type="checkbox"/> PRODUCTION START OR RESUME	
	<input type="checkbox"/> RECLAMATION OF WELL SITE	
	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION	
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	
	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	
	<input type="checkbox"/> TEMPORARY ABANDON	
	<input type="checkbox"/> TUBING REPAIR	
	<input type="checkbox"/> VENT OR FLARE	
	<input type="checkbox"/> WATER DISPOSAL	
	<input type="checkbox"/> WATER SHUTOFF	
	<input type="checkbox"/> SI TA STATUS EXTENSION	
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	
	<input type="checkbox"/> OTHER: <input style="width: 100px;" type="text"/>	
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc. ACTIVITY REPORT THRU 08-15-2013: SPUD:05-16-2013 TD: 06-29-2013 RR: 06-30-2013 COMP START: 07-26-2013 1ST SALES: 08-15-2013 FORMATION: GREEN RIVER		
<b>Accepted by the          Utah Division of          Oil, Gas and Mining          FOR RECORD ONLY          August 21, 2013</b>		
<b>NAME (PLEASE PRINT)</b> Cindy Turner	<b>PHONE NUMBER</b> 720 746-5209	<b>TITLE</b> Project Manager
<b>SIGNATURE</b> N/A	<b>DATE</b> 8/19/2013	

<b>STATE OF UTAH</b> DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	<b>FORM 9</b>  <b>5. LEASE DESIGNATION AND SERIAL NUMBER:</b> UTU-85992
<b>SUNDRY NOTICES AND REPORTS ON WELLS</b>  Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.	<b>6. IF INDIAN, ALLOTTEE OR TRIBE NAME:</b>  <b>7. UNIT or CA AGREEMENT NAME:</b>
<b>1. TYPE OF WELL</b> Oil Well	<b>8. WELL NAME and NUMBER:</b> THREE RIVERS FED 34-33-720
<b>2. NAME OF OPERATOR:</b> AXIA ENERGY LLC	<b>9. API NUMBER:</b> 43047529470000
<b>3. ADDRESS OF OPERATOR:</b> 1430 Larimer Ste 400 , Denver, CO, 80202	<b>PHONE NUMBER:</b> 720 746-5200 Ext
<b>4. LOCATION OF WELL</b> <b>FOOTAGES AT SURFACE:</b> 2509 FNL 1112 FWL <b>QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:</b> Qtr/Qtr: SWNW Section: 34 Township: 07.0S Range: 20.0E Meridian: S	<b>9. FIELD and POOL or WILDCAT:</b> THREE RIVERS  <b>COUNTY:</b> UINTAH  <b>STATE:</b> UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:  <input checked="" type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: <b>7/26/2013</b>  <input type="checkbox"/> SPUD REPORT Date of Spud:  <input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> ACIDIZE  <input checked="" type="checkbox"/> CHANGE TO PREVIOUS PLANS  <input type="checkbox"/> CHANGE WELL STATUS  <input type="checkbox"/> DEEPEN  <input type="checkbox"/> OPERATOR CHANGE  <input type="checkbox"/> PRODUCTION START OR RESUME  <input type="checkbox"/> REPERFORATE CURRENT FORMATION  <input type="checkbox"/> TUBING REPAIR  <input type="checkbox"/> WATER SHUTOFF  <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING  <input type="checkbox"/> CHANGE TUBING  <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS  <input type="checkbox"/> FRACTURE TREAT  <input type="checkbox"/> PLUG AND ABANDON  <input type="checkbox"/> RECLAMATION OF WELL SITE  <input type="checkbox"/> SIDETRACK TO REPAIR WELL  <input type="checkbox"/> VENT OR FLARE  <input type="checkbox"/> SI TA STATUS EXTENSION  <input type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR  <input type="checkbox"/> CHANGE WELL NAME  <input type="checkbox"/> CONVERT WELL TYPE  <input type="checkbox"/> NEW CONSTRUCTION  <input type="checkbox"/> PLUG BACK  <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION  <input type="checkbox"/> TEMPORARY ABANDON  <input type="checkbox"/> WATER DISPOSAL  <input type="checkbox"/> APD EXTENSION  OTHER: <input style="width: 100px;" type="text"/>

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

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 = 7,077' and Top of Wasatch = 7,097'.  
 Please update Entity Action Number to GRRV

**Approved by the Utah Division of Oil, Gas and Mining**  
**Date: September 24, 2013**  
**By: Derek Quist**

<b>NAME (PLEASE PRINT)</b> Cindy Turner	<b>PHONE NUMBER</b> 720 746-5209	<b>TITLE</b> Project Manager
<b>SIGNATURE</b> N/A	<b>DATE</b> 8/19/2013	

<b>STATE OF UTAH</b> DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	<b>FORM 9</b>  <b>5. LEASE DESIGNATION AND SERIAL NUMBER:</b> UTU-85992
<b>SUNDRY NOTICES AND REPORTS ON WELLS</b>  Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.	<b>6. IF INDIAN, ALLOTTEE OR TRIBE NAME:</b>  <b>7. UNIT or CA AGREEMENT NAME:</b>
<b>1. TYPE OF WELL</b> Oil Well	<b>8. WELL NAME and NUMBER:</b> THREE RIVERS FED 34-33-720
<b>2. NAME OF OPERATOR:</b> AXIA ENERGY LLC	<b>9. API NUMBER:</b> 43047529470000
<b>3. ADDRESS OF OPERATOR:</b> 1430 Larimer Ste 400 , Denver, CO, 80202	<b>PHONE NUMBER:</b> 720 746-5200 Ext
<b>4. LOCATION OF WELL</b> <b>FOOTAGES AT SURFACE:</b> 2509 FNL 1112 FWL <b>QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:</b> Qtr/Qtr: SWNW Section: 34 Township: 07.0S Range: 20.0E Meridian: S	<b>9. FIELD and POOL or WILDCAT:</b> THREE RIVERS  <b>COUNTY:</b> UINTAH  <b>STATE:</b> UTAH

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

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

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

**NEW CENTRAL TANK FACILITY: Three Rivers CTB Lease Fed UTU-85592**  
 See Attached for Proposal and Allocation Diagram

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

**Date:** October 08, 2013

**By:** *Dark Quist*

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

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.

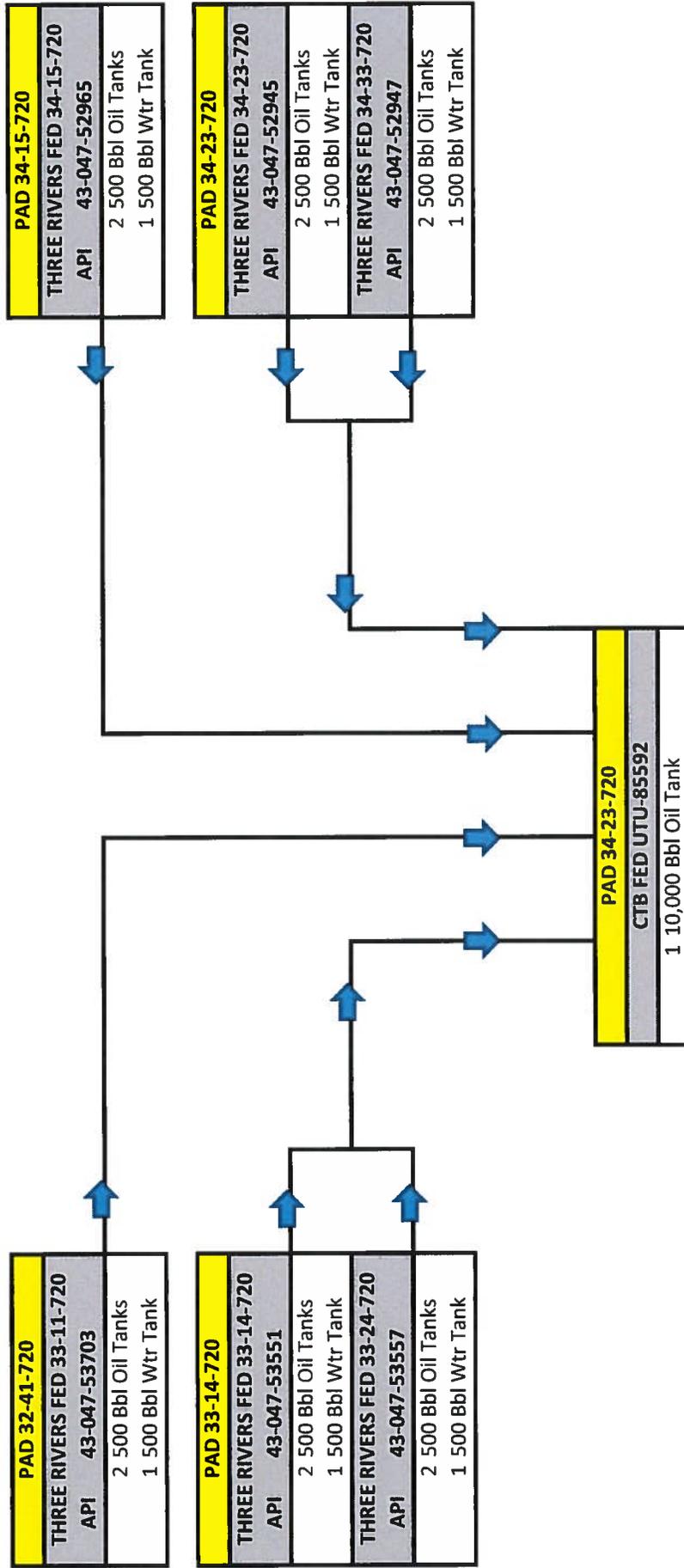
Proposed centralized storage facilities are set up by State or Federal lease number, or in the case of Fee wells, by common interest.

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 LEASE FED UTU-85592  
**DESC:** THREE RIVERS FEDERAL WELLS IN SEC 32, 33 and 34 OF TOWNSHIP 75-RNG 20E THAT CAN FLOW TO CENTRAL TANK BATTERY  
**LEASE:** BASED ON COMMON INTEREST/LEASE NO  
 FED LEASE UTU-85592



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

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

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

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

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

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

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

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

**RECEIVED**  
**DEC 16 2013**

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

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

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

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

**ROUTING**  
 CDW

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

Operator Name Change/Merger

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

**10/1/2013**

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

WELL NAME	CA No.	SEC	TWN	RNG	API NO	ENTITY NO	LEASE TYPE	WELL TYPE	WELL STATUS
See Attached List									

**OPERATOR CHANGES DOCUMENTATION**

Enter date after each listed item is completed

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

**DATA ENTRY:**

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

**BOND VERIFICATION:**

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

**LEASE INTEREST OWNER NOTIFICATION:**

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

**COMMENTS:**

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

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

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

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



# Ultra Resources, Inc.

---

December 13, 2013

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

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

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

Dear Ms. Medina:

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

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

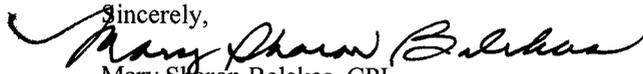
- 1) Request to Transfer Application or Permit to Drill for New, APD Approved & Drilled Wells
- 2) Request to Transfer Application or Permit to Drill – APD Pending
- 3) Two Completed Sundry Notice and Reports on Wells Form 9 regarding Change of Operator executed by Ultra Resources, Inc. and Axia Energy,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

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

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

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

Sincerely,

  
Mary Sharon Balakas, CPL  
Director of Land

cc: Cindy Turner, Axia Energy, LLC

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

FORM 9

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

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

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

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

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

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

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

**APPROVED**

**JAN 16 2013**

DIV. OIL GAS & MINING  
BY: Rachel Medina

(This space for State use only)

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

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

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

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

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

FORM 9

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

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

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

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

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

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

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

(This space for State use only)

**APPROVED**

JAN 16 2013

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

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

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

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

State Well Name List downloaded 12-10-13	Axia Well Name (for database sort and consistency)	Sec	TWN	RNG	API Number	Entity	Mineral Lease	Surface Lease	Well Type	State Well Status	Actual Status @ 12/12/13	Submitted	Date Apprvd DOGM
THREE RIVERS 4-21-820	Three Rivers Fed 04-21-820	4	080S	200E	4304752875	19048	Federal	Fee	OW	DRL	P	70	02/22/13
THREE RIVERS FED 4-31-820	Three Rivers Fed 04-31-820	4	080S	200E	4304752874	19023	Federal	Fee	OW	DRL	P	1	02/22/13
Three Rivers Federal 4-32-820	Three Rivers Fed 04-32-820	4	080S	200E	4304753552	19168	Federal	Fee	OW	DRL	P	2	08/26/13
Three Rivers Federal 4-41-820	Three Rivers Fed 04-41-820	4	080S	200E	4304753911		Federal	Federal	OW	APD	APRVD	3	08/01/13
Three Rivers Federal 4-42-820	Three Rivers Fed 04-42-820	4	080S	200E	4304753913		Federal	Federal	OW	APD	APRVD	4	08/01/13
Three Rivers Federal 5-11-820	Three Rivers Fed 05-11-820	5	080S	200E	4304754204		Federal	Federal	OW	NEW	PERPEND	12/03/13	5
Three Rivers Federal 5-21-820	Three Rivers Fed 05-21-820	5	080S	200E	4304754205		Federal	Federal	OW	NEW	PERPEND	12/03/13	6
Three Rivers Federal 5-42-820	Three Rivers Fed 05-42-820	5	080S	200E	4304753958		Federal	Federal	OW	APD	PERPEND	08/19/13	7
Three Rivers Federal 5-43-820	Three Rivers Fed 05-43-820	5	080S	200E	4304753957		Federal	Federal	OW	APD	PERPEND	08/19/13	8
THREE RIVERS FEDERAL 5-56-820	Three Rivers Fed 05-56-820	5	080S	200E	4304752862	18993	Federal	Federal	OW	P	P		
THREE RIVERS FEDERAL 8-52-820	Three Rivers Fed 08-52-820	8	080S	200E	4304752770	19156	Federal	Federal	OW	DRL	P	9	02/22/13
THREE RIVERS FEDERAL 8-53-820	Three Rivers Fed 08-53-820	8	080S	200E	4304752771	18992	Federal	Federal	OW	P	P		
Three Rivers Federal 9-41-820	Three Rivers Fed 09-41-820	10	080S	200E	4304753556	19170	Federal	Federal	OW	DRL	P		08/20/13
THREE RIVERS FED 10-30-820	Three Rivers Fed 10-30-820	10	080S	200E	4304753555	19169	Federal	Federal	OW	DRL	P		08/20/13
Three Rivers Federal 10-31-820	Three Rivers Fed 10-31-820	10	080S	200E	4304753437		Federal	Federal	OW	APD	CCS		08/21/13
Three Rivers Federal 10-32-820	Three Rivers Fed 10-32-820	10	080S	200E	4304753415		Federal	Federal	OW	APD	CCS		08/21/13
THREE RIVERS FED 10-41-820	Three Rivers Fed 10-41-820	10	080S	200E	4304752948	19137	Federal	Federal	OW	DRL	P		02/22/13
THREE RIVERS FED 10-42-820	Three Rivers Fed 10-42-820	10	080S	200E	4304752949		Federal	Federal	OW	APD	APRVD		02/22/13
Three Rivers Federal 33-11-720	Three Rivers Fed 33-11-720	32	070S	200E	4304753733	19109	Federal	Fee	OW	DRL	P		07/17/13
Three Rivers Federal 33-12-720	Three Rivers Fed 33-12-720	33	070S	200E	4304753724	19250	Federal	Fee	OW	DRL	WOC		09/16/13
Three Rivers Federal 33-13-720	Three Rivers Fed 33-13-720	33	070S	200E	4304753723	19222	Federal	Fee	OW	DRL	WOC		09/16/13
Three Rivers Federal 33-14-720	Three Rivers Fed 33-14-720	33	070S	200E	4304753551	19107	Federal	Fee	OW	DRL	P		09/16/13
Three Rivers Federal 33-24-720	Three Rivers Fed 33-24-720	33	070S	200E	4304753557	19108	Federal	Fee	OW	DRL	P		07/09/13
THREE RIVERS FED 34-15-720	Three Rivers Fed 34-15-720	34	070S	200E	4304752965	18960	Federal	Fee	OW	P	P		
THREE RIVERS FED 34-23-720	Three Rivers Fed 34-23-720	34	070S	200E	4304752945	19049	Federal	Fee	OW	DRL	P		02/12/13
Three Rivers Federal 34-25-720	Three Rivers Fed 34-25-720	34	070S	200E	4304753283		Federal	Fee	OW	APD	APRVD		06/10/13
THREE RIVERS FED 34-33-720	Three Rivers Fed 34-33-720	34	070S	200E	4304752947	19050	Federal	Fee	OW	DRL	P		02/22/13
Three Rivers Federal 34-35-720	Three Rivers Fed 34-35-720	34	070S	200E	4304753282		Federal	Fee	OW	APD	APRVD		06/10/13
Three Rivers Federal 34-42-720	Three Rivers Fed 34-42-720	35	070S	200E	4304753915		Federal	Federal	OW	APD	APRVD		08/01/13
Three Rivers Federal 34-43-720	Three Rivers Fed 34-43-720	35	070S	200E	4304753916		Federal	Federal	OW	APD	APRVD		08/01/13
Three Rivers Federal 35-11-720	Three Rivers Fed 35-11-720	35	070S	200E	4304753944		Federal	Federal	OW	APD	PERPEND	07/25/13	100
Three Rivers Federal 35-12-720	Three Rivers Fed 35-12-720	35	070S	200E	4304753917		Federal	Federal	OW	APD	APRVD		08/01/13
Three Rivers Federal 35-13-720	Three Rivers Fed 35-13-720	35	070S	200E	4304753554		Federal	Federal	OW	APD	APRVD		08/20/13
Three Rivers Federal 35-14-720	Three Rivers Fed 35-14-720	35	070S	200E	4304753553		Federal	Federal	OW	APD	APRVD		08/22/13
Three Rivers Federal 35-21-720	Three Rivers Fed 35-21-720	35	070S	200E	4304753943		Federal	Federal	OW	APD	PERPEND	07/25/13	4
THREE RIVERS FED 35-32-720	Three Rivers Fed 35-32-720	35	070S	200E	4304753005	19138	Federal	Federal	OW	DRL	APRVD		02/22/13
THREE RIVERS FED 35-34-720	Three Rivers Fed 35-34-720	35	070S	200E	4304753006		Federal	Federal	OW	APD	APRVD		02/22/13
THREE RIVERS FED 35-42-720	Three Rivers Fed 35-42-720	35	070S	200E	4304753007		Federal	Federal	OW	APD	APRVD		02/22/13
Three Rivers Federal 35-43-720	Three Rivers Fed 35-43-720	35	070S	200E	4304753918		Federal	Federal	OW	APD	APRVD		08/01/13
Three Rivers Federal 35-44-720	Three Rivers Fed 35-44-720	35	070S	200E	4304753919		Federal	Federal	OW	APD	APRVD		08/01/13
THREE RIVERS FED 35-44-720	Three Rivers Fed 35-44-720	35	070S	200E	4304753008		Federal	Federal	OW	APD	APRVD	110	02/22/13
Three Rivers Fed 03-34-820	Three Rivers Fed 03-34-820	3	080S	200E			Federal		NA	SUB		12/10/13	1
Three Rivers Fed 03-44-820	Three Rivers Fed 03-44-820	3	080S	200E			Federal		NA	SUB		12/10/13	2
Three Rivers Fed 08-31-820	Three Rivers Fed 08-31-820	8	080S	200E			Federal		NA	SUB		12/07/13	3
Three Rivers Fed 08-41-820	Three Rivers Fed 08-41-820	9	080S	200E			Federal		NA	SUB		12/07/13	4

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

AMENDED REPORT  FORM 8  
(highlight changes)

**WELL COMPLETION OR RECOMPLETION REPORT AND LOG**

5. LEASE DESIGNATION AND SERIAL NUMBER: <b>FED UTU-85992</b>	
6. IF INDIAN, ALLOTTEE OR TRIBE NAME	
7. UNIT or CA AGREEMENT NAME	
8. WELL NAME and NUMBER <b>Three Rivers Fed 34-33-720</b>	
9. API NUMBER <b>4304752947</b>	
10. FIELD AND POOL, OR WILDCAT <b>WILDCAT</b>	11. QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN <b>SWNW 34 07S 20E S</b>
12. COUNTY <b>UNITAH</b>	13. STATE <b>UTAH</b>
14. DATE SPUDDED: <b>5/16/13</b>	15. DATE T D REACHED: <b>6/29/13</b>
16. DATE COMPLETED: <b>8/2/13</b>	ABANDONED <input type="checkbox"/> READY TO PRODUCE <input checked="" type="checkbox"/>
17. ELEVATIONS (DF, RKB, RT, GL): <b>4785' GL / 4802' KB</b>	
18. TOTAL DEPTH: MD <b>7465</b> TVD <b>7265</b>	19. PLUG BACK T.D.: MD <b>7,343</b> TVD <b>7,182</b>
20. IF MULTIPLE COMPLETIONS, HOW MANY? *	
21. DEPTH BRIDGE MD PLUG SET: TVD	
22. TYPE ELECTRIC AND OTHER MECHANICAL LOGS RUN (Submit copy of each) <b>SD-DSN-ACTR, Mud Log, CBL</b>	
23. WAS WELL CORED? NO <input checked="" type="checkbox"/> YES <input type="checkbox"/> (Submit analysis) WAS DST RUN? NO <input checked="" type="checkbox"/> YES <input type="checkbox"/> (Submit report) DIRECTIONAL SURVEY? NO <input type="checkbox"/> YES <input checked="" type="checkbox"/> (Submit copy)	

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

HOLE SIZE	SIZE/GRADE	WEIGHT (#/ft.)	TOP (MD)	BOTTOM (MD)	STAGE CEMENTER DEPTH	CEMENT TYPE & NO. OF SACKS	SLURRY VOLUME (BBL)	CEMENT TOP **	AMOUNT PULLED
24	16		0	120		G 450	92	0	
12-1/4	8-5/8 J-55	24	0	941		G 615	126	0 CIR	
7-3/4	5-1/2 J-55	17	0	7388		G 540	266	1450 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	4593							

26. PRODUCING INTERVALS					27. PERFORATION RECORD				
FORMATION NAME	TOP (MD)	BOTTOM (MD)	TOP (TVD)	BOTTOM (TVD)	INTERVAL (Top/Bot - MD)	SIZE	NO HOLES	PERFORATION STATUS	
(A) Green River	3256	7,097	3,170	6,937	5443 7077	.35	210	Open <input checked="" type="checkbox"/>	Squeezed <input type="checkbox"/>
(B)								Open <input type="checkbox"/>	Squeezed <input type="checkbox"/>
(C)								Open <input type="checkbox"/>	Squeezed <input type="checkbox"/>
(D)								Open <input type="checkbox"/>	Squeezed <input type="checkbox"/>

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

WAS WELL HYDRAULICALLY FRACTURED? YES  NO  IF YES - DATE FRACTURED: 7/29/2013

DEPTH INTERVAL	AMOUNT AND TYPE OF MATERIAL
5443' TO 7077'	Green River Hybrid Frac - 31.613 bls slurry, 1,287,991 gal fluid & 983,160# 20/40 Premium White

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

31. INITIAL PRODUCTION

INTERVAL A (As shown in Item #26)

DATE FIRST PRODUCED: 8/2/2013		TEST DATE: 9/7/2013		HOURS TESTED: 24		TEST PRODUCTION RATES →		OIL - BBL: 135	GAS - MCF: 75	WATER - BBL: 147	PROD. METHOD: Pumping
CHOKE SIZE: 38	TBG PRESS: 40	CSG. PRESS: 40	API GRAVITY: 32.00	BTU - GAS	GAS/OIL RATIO: 556	24 HR PRODUCTION RATES →	OIL - BBL: 135	GAS - MCF: 75	WATER - BBL: 147	INTERVAL STATUS: Open	

INTERVAL B (As shown in Item #26)

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

INTERVAL C (As shown in Item #26)

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

INTERVAL D (As shown in Item #26)

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

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

USED / FLARED

33. SUMMARY OF POROUS ZONES (Include Aquifers):

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

34. FORMATION (Log) MARKERS:

Formation	Top (MD)	Bottom (MD)	Descriptions, Contents, etc.	Name	Top (Measured Depth)
				Green River	3.256
				Garden Gluch	5.267
				Uteland Butte	6.919
				Wasatch	7.097

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)).

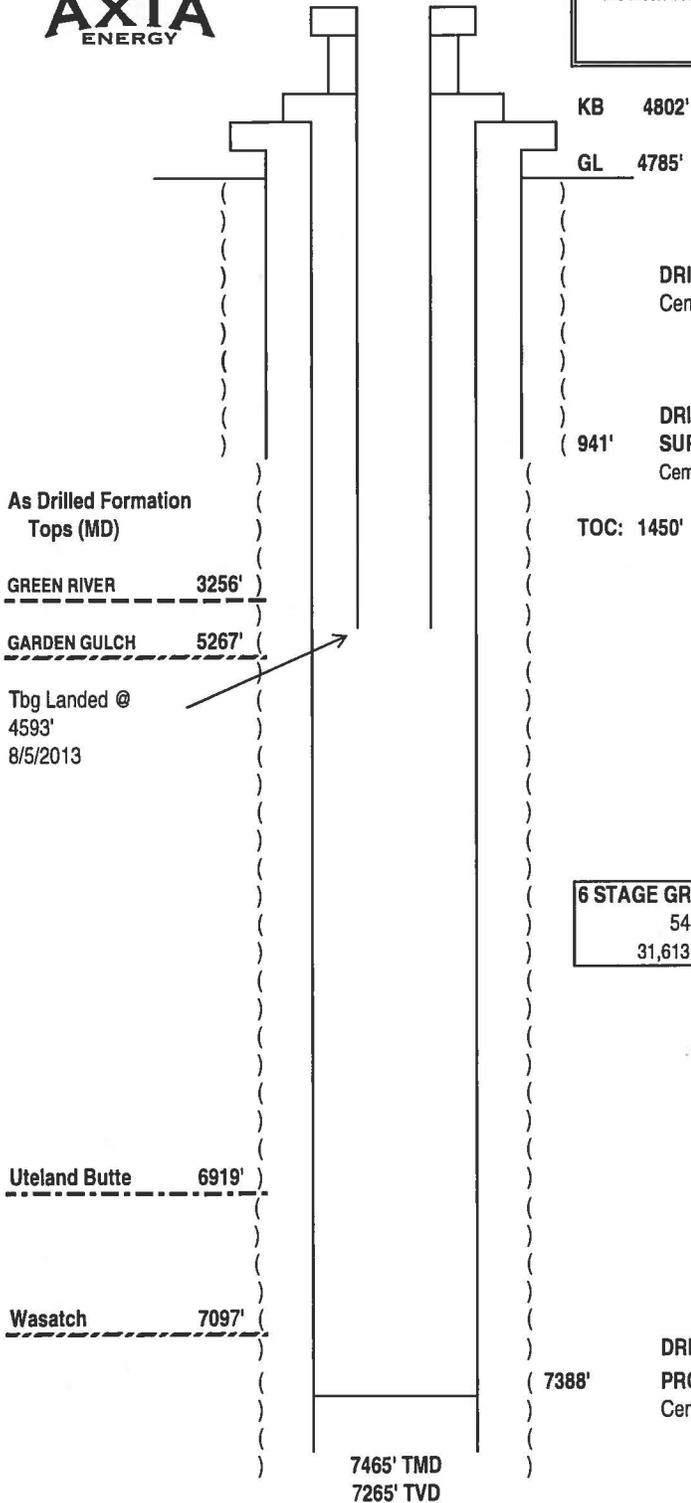
Send to: Utah Division of Oil, Gas and Mining  
1594 West North Temple, Suite 1210  
Box 145801  
Salt Lake City, Utah 84114-5801

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

**WELLBORE DIAGRAM (after completion)**



Company: Axia Energy, LLC
Lease Name: Three Rivers Fed 34-33-720
Surface Location: SWNW Sec 34-T7S-R20E, 2509' FNL & 1112' FWL
Bottom Hole Location: SENW Sec 34-T7SR20E 2036' FNL & 1964' FWL
County: Uintah, UT
Date: 12/12/2013



KB 4802'  
GL 4785'

DRILLED 26" HOLE TO 120' - SET 16" CONDUCTOR  
Cemented with 450 sxs to surface on 5/17/2013

DRILLED 12-1/4" HOLE 960'  
941' SURF CSG - 8-5/8" 24# J-55 ST&C (21 jts)  
Cement: 615 sxs to surface on 5/24/2013

TOC: 1450'

<b>6 STAGE GREEN RIVER HYBRID FRAC</b>				
5443	7077	Green River	3 spf	210 Holes
31,613 bbls slurry, 1,287,991 gal fluid & 983,160# 20/40 Premium White				

DRILLED 7-3/4" HOLE TO 7426' TMD  
7388' PROD CSG - 5 1/2" 17# J-55 LT&C (170 jts) Set @ 7388' 6/29/13  
Cemented with 540 sxs Premium Lite



# Survey Report

<b>Client</b>	Axia Energy	<b>MWD Operator</b>	Hector Herrera
<b>Well Name</b>	Three Rivers #FED 34-33-720	<b>Rig Name</b>	Aztec 222
<b>Location</b>	Uintah County, Utah	<b>End Date</b>	6/27/13
<b>Start Date</b>	6/22/13	<b>Proposed Direction</b>	59.2

<b>SUR NUM</b>	<b>MD ft</b>	<b>INC °</b>	<b>AZM °</b>	<b>TVD ft</b>	<b>N-S ft</b>	<b>E-W ft</b>	<b>SECT ft</b>	<b>DLS °/100'</b>
<b>TIE IN</b>	950	0.00	0.00	950.00	0.00	0.00	0.00	0.0
1	1004	0.2	103.1	1004.00	-0.02	0.09	0.07	0.4
2	1067	0.1	234.4	1067.00	-0.08	0.15	0.09	0.4
3	1130	0.5	242.1	1130.00	-0.24	-0.13	-0.24	0.6
4	1192	0.8	42.3	1192.00	-0.05	-0.08	-0.09	2.1
5	1255	2.3	56.6	1254.97	0.98	1.27	1.59	2.4
6	1317	3.2	52.1	1316.90	2.72	3.67	4.55	1.5
7	1380	4.2	56.8	1379.77	5.07	6.99	8.60	1.7
8	1442	4.8	67.1	1441.58	7.32	11.28	13.44	1.6
9	1504	6.0	67.5	1503.30	9.57	16.67	19.21	1.9
10	1567	6.8	64.9	1565.91	12.41	23.08	26.18	1.4
11	1629	8.0	62.7	1627.39	15.95	30.24	34.14	2.0
12	1692	9.1	61.9	1689.69	20.30	38.53	43.50	1.8
13	1754	10.1	64.7	1750.82	24.94	47.77	53.81	1.8
14	1816	10.6	60.9	1811.81	30.03	57.67	64.92	1.4
15	1879	11.2	59.3	1873.68	35.98	68.00	76.83	1.1
16	1941	12.7	60.3	1934.33	42.43	79.09	89.67	2.4
17	2004	14.1	61.2	1995.61	49.56	91.83	104.26	2.2
18	2066	14.9	61.2	2055.64	57.03	105.44	119.77	1.3
19	2128	16.8	59.8	2115.28	65.38	120.17	136.70	3.1
20	2191	18.5	60.5	2175.31	74.88	136.74	155.80	2.7
21	2254	20.7	60.9	2234.66	85.22	155.17	176.92	3.5
22	2316	20.9	61.6	2292.62	95.81	174.47	198.93	0.5
23	2379	20.4	60.9	2351.57	106.50	193.95	221.13	0.9
24	2441	21.6	59.4	2409.45	117.56	213.21	243.34	2.1
25	2504	21.7	58.8	2468.01	129.50	233.16	266.59	0.4
26	2567	21.4	58.4	2526.60	141.55	252.91	289.73	0.5



## Survey Report

Client	Axia Energy	MWD Operator	Hector Herrera
Well Name	Three Rivers #FED 34-33-720	Rig Name	Aztec 222
Location	Uintah County, Utah	End Date	6/27/13
Start Date	6/22/13	Proposed Direction	59.2

SUR NUM	MD ft	INC °	AZM °	TVD ft	N-S ft	E-W ft	SECT ft	DLS %/100'
27	2629	20.9	58.1	2584.43	153.32	271.93	312.09	0.8
28	2691	22.5	58.0	2642.03	165.46	291.38	335.01	2.6
29	2754	22.3	58.2	2700.28	178.14	311.77	359.01	0.3
30	2816	21.9	59.0	2757.72	190.30	331.67	382.34	0.8
31	2878	21.5	58.1	2815.33	202.26	351.23	405.26	0.8
32	2940	21.4	58.0	2873.03	214.25	370.47	427.93	0.2
33	3003	20.7	57.3	2931.83	226.36	389.59	450.55	1.2
34	3065	20.0	57.2	2989.96	238.02	407.72	472.09	1.1
35	3128	19.1	60.9	3049.33	248.87	425.78	493.17	2.4
36	3190	19.4	62.5	3107.86	258.56	443.78	513.59	1.0
37	3252	19.5	60.9	3166.32	268.35	461.96	534.21	0.9
38	3314	22.1	60.8	3224.28	279.07	481.18	556.22	4.2
39	3376	21.4	57.3	3281.87	290.87	500.88	579.18	2.4
40	3439	20.9	60.6	3340.63	302.60	520.34	601.90	2.0
41	3501	22.7	62.8	3398.19	313.50	540.62	624.90	3.2
42	3564	22.9	62.4	3456.27	324.73	562.30	649.27	0.4
43	3627	22.6	62.5	3514.37	336.00	583.90	673.60	0.5
44	3689	22.5	63.8	3571.63	346.74	605.11	697.31	0.8
45	3752	21.0	63.0	3630.14	357.19	625.98	720.60	2.4
46	3814	21.4	62.6	3687.94	367.44	645.92	742.97	0.7
47	3877	21.7	61.4	3746.54	378.30	666.35	766.09	0.8
48	3971	20.6	60.2	3834.21	394.84	695.96	799.99	1.3
49	4002	20.1	60.3	3863.27	400.19	705.32	810.77	1.6
50	4065	19.0	60.3	3922.64	410.63	723.63	831.84	1.7
51	4127	16.7	60.4	3981.65	420.04	740.15	850.84	3.7
52	4190	13.4	56.9	4042.48	428.50	754.14	867.19	5.4
53	4253	11.6	53.7	4103.99	436.23	765.36	880.79	3.1
54	4315	13.4	53.8	4164.52	444.17	776.18	894.15	2.9
55	4377	12.8	63.7	4224.91	451.45	788.14	908.15	3.7
56	4440	13.4	70.1	4286.27	457.03	801.26	922.28	2.5
57	4502	12.7	68.5	4346.67	461.97	814.36	936.06	1.3



## Survey Report

Client	Axia Energy	MWD Operator	Hector Herrera
Well Name	Three Rivers #FED 34-33-720	Rig Name	Aztec 222
Location	Uintah County, Utah	End Date	6/27/13
Start Date	6/22/13	Proposed Direction	59.2

SUR NUM	MD ft	INC °	AZM °	TVD ft	N-S ft	E-W ft	SECT ft	DLS °/100'
58	4565	11.8	57.7	4408.24	467.96	826.25	949.34	3.9
59	4627	10.5	57.1	4469.07	474.41	836.35	961.32	2.1
60	4690	6.9	60.1	4531.34	479.42	844.45	970.84	5.8
61	4751	5.1	70.4	4592.00	482.15	850.18	977.17	3.4
62	4814	4.0	54.6	4654.81	484.37	854.61	982.10	2.6
63	4876	3.0	55.2	4716.69	486.55	857.71	985.88	1.6
64	4939	2.5	54.0	4779.62	488.29	860.17	988.89	0.8
65	5001	2.4	60.8	4841.56	489.72	862.40	991.54	0.5
66	5064	1.9	60.0	4904.52	490.89	864.45	993.90	0.8
67	5126	1.5	61.4	4966.49	491.79	866.06	995.74	0.6
68	5189	0.8	70.1	5029.48	492.33	867.19	996.99	1.1
69	5251	0.6	105.9	5091.47	492.39	867.91	997.64	0.8
70	5314	1.1	156.0	5154.47	491.75	868.48	997.80	1.3
71	5377	1.0	276.6	5217.46	491.26	868.18	997.29	2.9
72	5439	2.5	306.9	5279.43	492.13	866.56	996.34	2.8
73	5502	2.5	290.9	5342.37	493.45	864.18	994.97	1.1
74	5564	2.0	272.6	5404.32	493.98	861.83	993.23	1.4
75	5626	1.9	239.3	5466.29	493.51	859.87	991.30	1.8
76	5689	2.4	237.1	5529.25	492.26	857.86	988.93	0.8
77	5752	2.8	267.0	5592.18	491.46	855.22	986.25	2.2
78	5814	1.5	283.6	5654.14	491.57	852.92	984.33	2.3
79	5877	1.1	299.0	5717.12	492.06	851.59	983.44	0.8
80	5940	0.4	333.9	5780.12	492.55	850.96	983.15	1.3
81	6002	0.4	310.2	5842.12	492.88	850.70	983.10	0.3
82	6064	0.4	235.1	5904.11	492.90	850.36	982.81	0.8
83	6127	0.8	180.2	5967.11	492.33	850.17	982.37	1.0
84	6189	1.3	188.7	6029.10	491.20	850.07	981.70	0.8
85	6251	0.9	276.0	6091.09	490.56	849.48	980.86	2.5
86	6314	1.1	286.0	6154.08	490.78	848.40	980.05	0.4
87	6377	0.7	262.3	6217.08	490.89	847.44	979.28	0.9
88	6448	1.1	232.4	6288.07	490.42	846.47	978.21	0.9



# Survey Report

<b>Client</b>	Axia Energy	<b>MWD Operator</b>	Hector Herrera
<b>Well Name</b>	Three Rivers #FED 34-33-720	<b>Rig Name</b>	Aztec 222
<b>Location</b>	Uintah County, Utah	<b>End Date</b>	6/27/13
<b>Start Date</b>	6/22/13	<b>Proposed Direction</b>	59.2

SUR NUM	MD ft	INC °	AZM °	TVD ft	N-S ft	E-W ft	SECT ft	DLS %/100'
89	6502	1.2	224.9	6342.06	489.70	845.66	977.14	0.3
90	6564	1.6	225.1	6404.04	488.63	844.59	975.68	0.6
91	6627	0.9	204.8	6467.02	487.56	843.76	974.41	1.3
92	6689	0.4	123.8	6529.02	487.00	843.73	974.11	1.5
93	6752	1.0	138.7	6592.01	486.46	844.28	974.30	1.0
94	6814	1.2	148.0	6654.00	485.51	844.98	974.41	0.4
95	6877	1.3	143.7	6716.99	484.37	845.75	974.50	0.2
96	6939	1.1	159.9	6778.97	483.25	846.37	974.45	0.6
97	7002	1.1	137.1	6841.96	482.24	846.99	974.47	0.7
98	7064	1.0	158.9	6903.95	481.29	847.59	974.50	0.7
99	7127	1.2	153.2	6966.94	480.19	848.09	974.37	0.4
100	7177	1.5	151.7	7016.93	479.15	848.64	974.30	0.6
<b>PTB</b>	<b>7426</b>	<b>1.5</b>	<b>151.7</b>	<b>7265.84</b>	<b>473.41</b>	<b>851.73</b>	<b>974.02</b>	<b>0.0</b>
102								
103								
104								
105								
106								
107								
108								
109								
110								
111								
112								
113								
114								
115								
116								
117								
118								
119								

<b>STATE OF UTAH</b> DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9  5. LEASE DESIGNATION AND SERIAL NUMBER: UTU-85992
---------------------------------------------------------------------------------------------	--------------------------------------------------------------------

<b>SUNDRY NOTICES AND REPORTS ON WELLS</b>  Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.	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 FED 34-33-720
-----------------------------	--------------------------------------------------------

2. NAME OF OPERATOR: ULTRA RESOURCES INC	9. API NUMBER: 43047529470000
---------------------------------------------	----------------------------------

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: 2509 FNL 1112 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWNW Section: 34 Township: 07.0S Range: 20.0E Meridian: S	COUNTY: UINTAH  STATE: UTAH
----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	-----------------------------------------

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input checked="" type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: 5/16/2013	<input checked="" type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: <input style="width: 100px;" type="text"/>

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

Ultra requests to 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) Jenna Anderson	PHONE NUMBER 303 645-9804	TITLE Permitting Assistant
SIGNATURE N/A	DATE 3/17/2014	

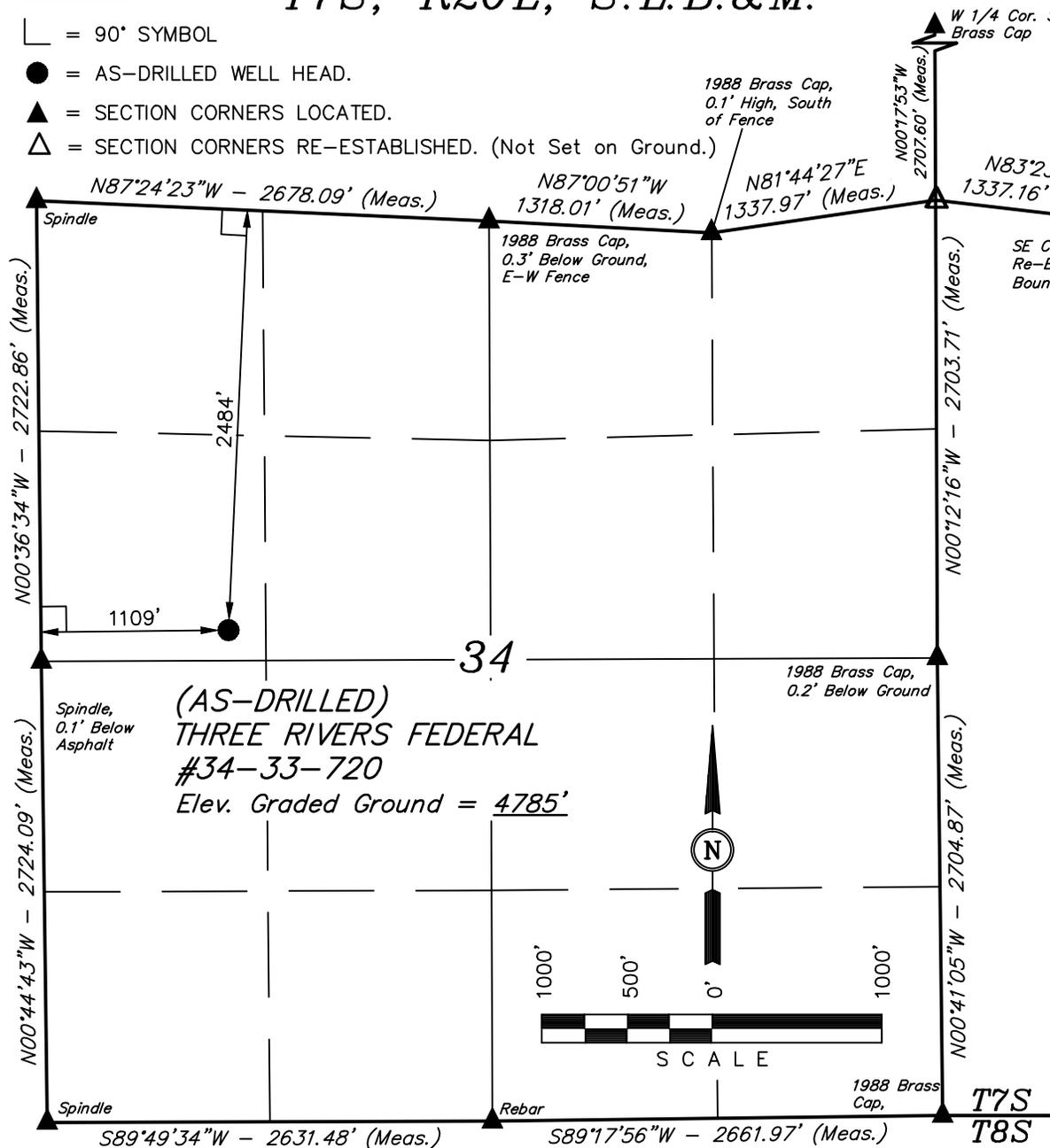
**LEGEND:**

- └─┘ = 90° SYMBOL
- = AS-DRILLED WELL HEAD.
- ▲ = SECTION CORNERS LOCATED.
- △ = SECTION CORNERS RE-ESTABLISHED. (Not Set on Ground.)

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

**ULTRA RESOURCES, INC.**

Well location, (AS-DRILLED) THREE RIVERS FEDERAL #34-33-720, located as shown in the SW 1/4 NW 1/4 of Section 34, T7S, R20E, S.L.B.&M., Uintah County, Utah.



**(AS-DRILLED)  
THREE RIVERS FEDERAL  
#34-33-720**  
Elev. Graded Ground = 4785'

1988 Brass Cap,  
0.1' High, South  
of Fence

1988 Brass Cap,  
0.3' Below Ground,  
E-W Fence

1988 Brass Cap,  
0.2' Below Ground

1988 Brass  
Cap,

SE Cor. SW 1/4 SW 1/4 Sec. 26,  
Re-Established Corner Using Grant  
Boundary Method (Not Set on Ground)

S 1/4 Cor.  
Sec. 26  
Brass Cap

**BASIS OF ELEVATION**

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

**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



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

SCALE 1" = 1000'	DATE SURVEYED: 01-02-14	DATE DRAWN: 01-08-14
PARTY M.P. J.L. S.S.	REFERENCES G.L.O. PLAT	
WEATHER COLD	FILE ULTRA RESOURCES, INC.	

<b>NAD 83 (AS-DRILLED SURFACE LOCATION)</b>
LATITUDE = 40°10'00.94" (40.166928)
LONGITUDE = 109°39'37.35" (109.660375)
<b>NAD 27 (AS-DRILLED SURFACE LOCATION)</b>
LATITUDE = 40°10'01.07" (40.166964)
LONGITUDE = 109°39'34.85" (109.659681)

# ULTRA RESOURCES, INC.

## AS-BUILT SITE PLAN FOR

THREE RIVERS FEDERAL #34-23-720 & #34-33-720  
SECTION 34, T7S, R20E, S.L.B.&M.  
SW 1/4 NW 1/4

**FIGURE #1**

SCALE: 1" = 60'  
DATE: 01-08-13  
DRAWN BY: S.S.

