

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 16-23-820								
<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> UNDESIGNATED								
<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> ML-49319			<b>11. MINERAL OWNERSHIP</b> FEDERAL <input type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input checked="" type="checkbox"/> FEE <input type="checkbox"/>			<b>12. SURFACE OWNERSHIP</b> FEDERAL <input type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input checked="" type="checkbox"/> FEE <input type="checkbox"/>			<b>13. NAME OF SURFACE OWNER (if box 12 = 'fee')</b>			<b>14. SURFACE OWNER PHONE (if box 12 = 'fee')</b>		
<b>15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee')</b>						<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		1320 FSL 3300 FEL		SESW	16	8.0 S	20.0 E	S						
Top of Uppermost Producing Zone		1980 FSL 3300 FEL		NESW	16	8.0 S	20.0 E	S						
At Total Depth		1980 FSL 3300 FEL		NESW	16	8.0 S	20.0 E	S						
<b>21. COUNTY</b> UINTAH			<b>22. DISTANCE TO NEAREST LEASE LINE (Feet)</b> 1320			<b>23. NUMBER OF ACRES IN DRILLING UNIT</b> 40								
<b>27. ELEVATION - GROUND LEVEL</b> 4741			<b>25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed)</b> 16			<b>26. PROPOSED DEPTH</b> MD: 6942 TVD: 6855								
<b>28. BOND NUMBER</b> LMP9046682			<b>29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE</b> 49-2262 - RNI at Green River											
<b>Hole, Casing, and Cement Information</b>														
String	Hole Size	Casing Size	Length	Weight	Grade & Thread	Max Mud Wt.	Cement	Sacks	Yield	Weight				
Surf	11	8.625	0 - 1000	32.0	J-55 LT&C	8.7	Premium Lite High Strength	100	2.97	11.5				
							Class G	115	1.16	15.8				
Prod	7.875	5.5	0 - 6942	17.0	J-55 LT&C	9.2	Premium Lite High Strength	430	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 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> 09/27/2012				<b>EMAIL</b> starpoint@etv.net						
<b>API NUMBER ASSIGNED</b> 43047532310000				<b>APPROVAL</b>  Permit Manager										

**DRILLING PLAN**

**Axia Energy, LLC**  
**Three Rivers Project**  
**Three Rivers #16-23-820**  
**SESW Sec 16 T8S R20E**  
**Uintah County, Utah**

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**1. ESTIMATED FORMATION TOPS**

FORMATION	TOP (TVD)	COMMENTS
Uinta	Surface	Gas & Degraded Oil; Possible Brackish H <sub>2</sub> O
Green River	2,465'	Oil & Associated Gas
Lower Green River*	4,363'	Oil & Associated Gas
Wasatch*	6,355'	Oil & Associated Gas
TD	6,942' (MD) 6,855' (TVD)	

NOTE: Datum, Ground Level (GL) Elevation: 4,741; Asterisks (\*) denotes target pay intervals

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

**2. CASING PROGRAM**

CASING	HOLE SIZE	DEPTH SET (MD)	CSG SIZE	WGHT	GRD	THRD	CAPACITY (bbl/ft)
CONDUCTOR		50-100	13 3/8				
SURFACE	11	1000 ±	8 5/8	32.0	J-55	LTC	0.0609
PRODUCTION	7 7/8	6,942'	5 1/2	17.0	J-55	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	4,910	5,320	272,000	273,000

\*The State of Utah will be notified 24 hours prior to running casing, cementing, and BOPE testing

### **FLOAT EQUIPMENT**

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

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

NOTE: 5 1/2" 17# J-55 or equivalent marker collar or casing joints will be placed at the top of the Green River and approximately 200' above the Wasatch.

### **3. CEMENT PROGRAM**

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

**SURFACE (8 5/8):** Cement Top: Surface  
Lead: 100 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 – 2,000'  
430 sacks – Light Premium Cement w/ additives – 12.0 ppg, 2.31 ft<sup>3</sup>/sk – 20% excess

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

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

- A) For Surface casing, if cement falls or does not circulate to surface, cement will be topped off.
- B) Cement will not be placed down annulus with a 1" pipe unless the State of Utah is contacted.
- C) The State of Utah will be notified 24 hours prior to running casing and cementing.

### **4. PRESSURE CONTROL EQUIPMENT**

- A) The State of Utah, Division of Oil, Gas and Mining will be notified 24 hours prior to all BOPE pressure tests.
- B) The BOPE shall be closed whenever the well is unattended.
  - a) All BOPE connections subjected to well pressure will be flanged, welded, or clamped.
  - b) Choke Manifold:

- i) Tee blocks or targeted 'T's will be used and anchored to prevent slip and reduce vibration.
- ii) Two adjustable chokes will be used in the choke manifold.
- iii) All valves (except chokes) in kill line choke manifold and choke line will not restrict the flow.
- iv) Pressure gauges in the well control system will be designed for drilling fluid.

**C) BOPE Testing:**

- a) BOPE shall be pressure tested when initially installed, whenever any seal subject to pressure testing is broken, or after repairs.
- b) All BOP tests will be performed with a test plug in place.
- c) BOP will be tested to full stack working pressure and annular preventer to 50% stack working pressure.

<b>INTERVAL</b>	<b>BOP EQUIPMENT</b>
0 – 1000 ±	11" Diverter with Rotating Head
1000 ± – 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 – 1000 ±	8.4 – 8.7 ppg	32	NC	Spud Mud
1000 ± – 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 2,968 psi (normal pressure gradient: 0.433 psi/ft).
  - b) Estimated maximum surface pressure will be approximately 1,508 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 – 1000 ±	Lost Circulation Possible
1000 ± – TD	Lost Circulation Possible

## 7. **AUXILIARY EQUIPMENT**

- A)** Choke Manifold

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

**8. SURVEY & LOGGING PROGRAMS**

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

**9. HAZARDOUS MATERIALS**

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

CONFIDENTIAL

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

## AXIA ENERGY

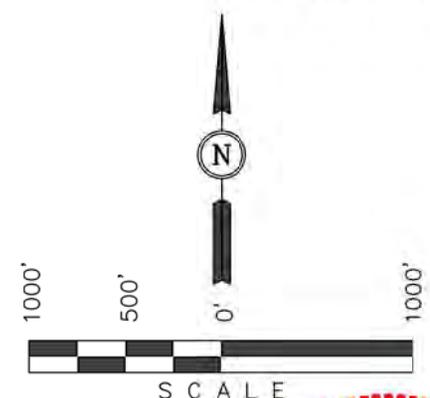
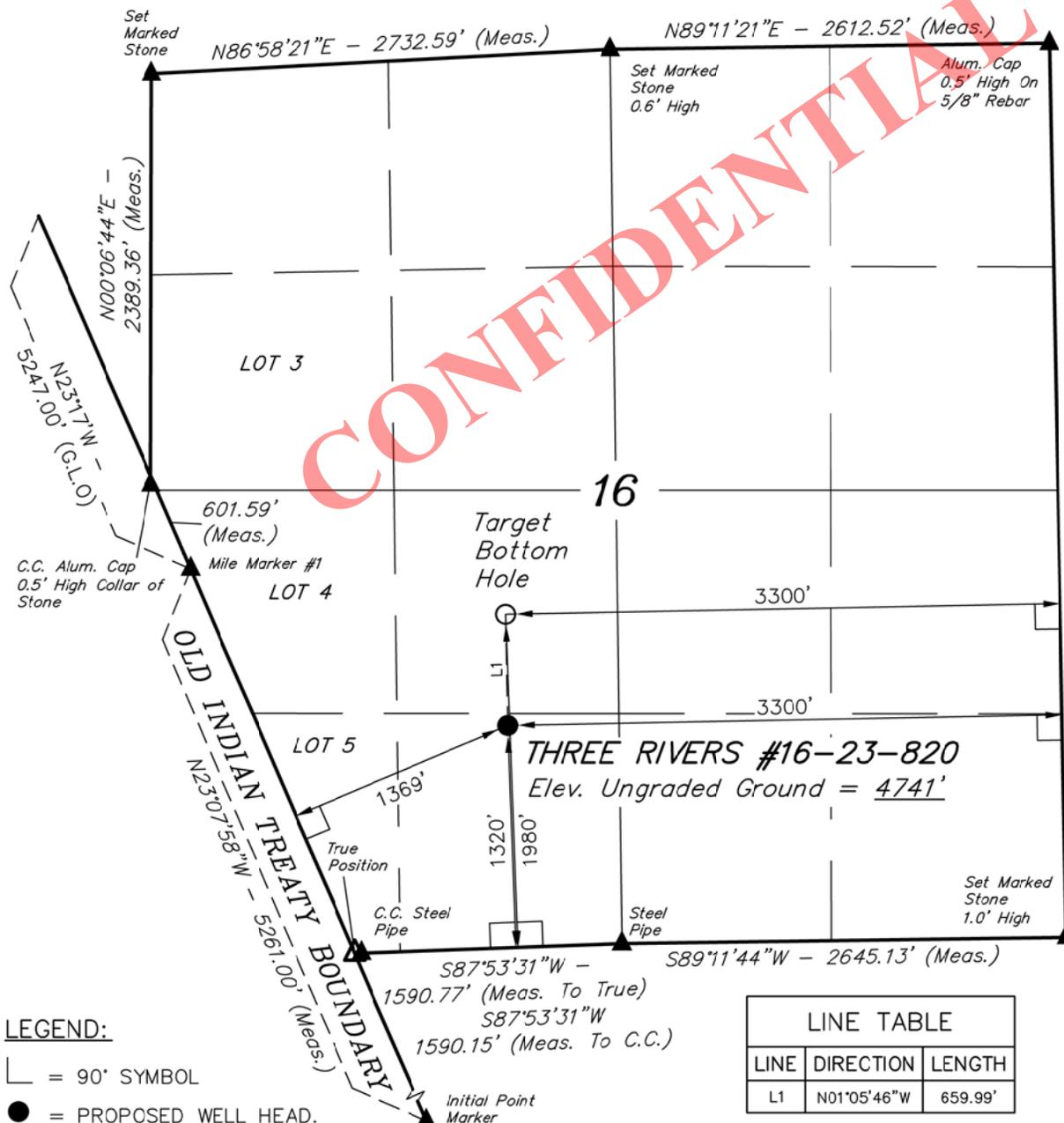
Well location, THREE RIVERS #16-23-820, located as shown in the SE 1/4 SW 1/4 of Section 16, T8S, R20E, S.L.B.&M., Uintah County, Utah.

### BASIS OF ELEVATION

BENCH MARK (38EAM) LOCATED IN THE SW 1/4 OF SECTION 9, T7S, R20E, S.L.B.&M. TAKEN FROM THE PELICAN LAKE, QUADRANGLE, UTAH, UINAH 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 OF ACCURACY

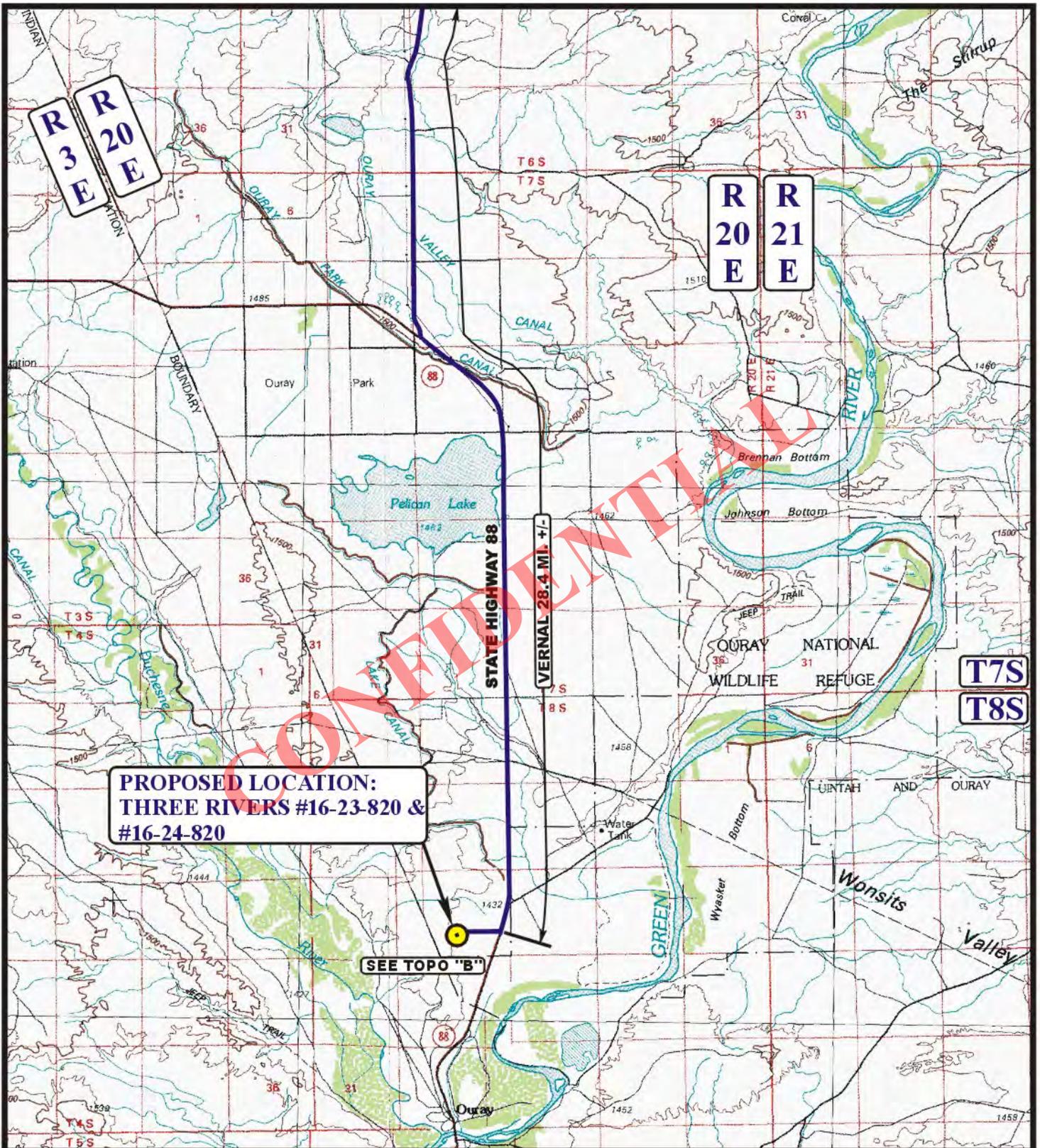
THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

**ROBERT J. KAY**  
REGISTERED LAND SURVEYOR  
REGISTRATION NO. 161319  
STATE OF UTAH 08-17-12

LINE TABLE		
LINE	DIRECTION	LENGTH
L1	N01°05'46"W	659.99'

NAD 83 (TARGET BOTTOM HOLE)		NAD 83 (SURFACE LOCATION)	
LATITUDE = 40°07'14.24"	(40.120622)	LATITUDE = 40°07'07.72"	(40.118811)
LONGITUDE = 109°40'31.87"	(109.675519)	LONGITUDE = 109°40'31.71"	(109.675475)
NAD 27 (TARGET BOTTOM HOLE)		NAD 27 (SURFACE LOCATION)	
LATITUDE = 40°07'14.37"	(40.120658)	LATITUDE = 40°07'07.85"	(40.118847)
LONGITUDE = 109°40'29.37"	(109.674825)	LONGITUDE = 109°40'29.21"	(109.674781)

UINTAH ENGINEERING & LAND SURVEYING		
85 SOUTH 200 EAST - VERNAL, UTAH 84078		
(435) 789-1017		
SCALE 1" = 1000'	DATE SURVEYED: 07-31-12	DATE DRAWN: 08-07-12
PARTY G.O. S.R. Z.L.	REFERENCES G.L.O. PLAT	
WEATHER HOT	FILE AXIA ENERGY	



**PROPOSED LOCATION:  
THREE RIVERS #16-23-820 &  
#16-24-820**

**SEE TOPO "B"**

**LEGEND:**

PROPOSED LOCATION

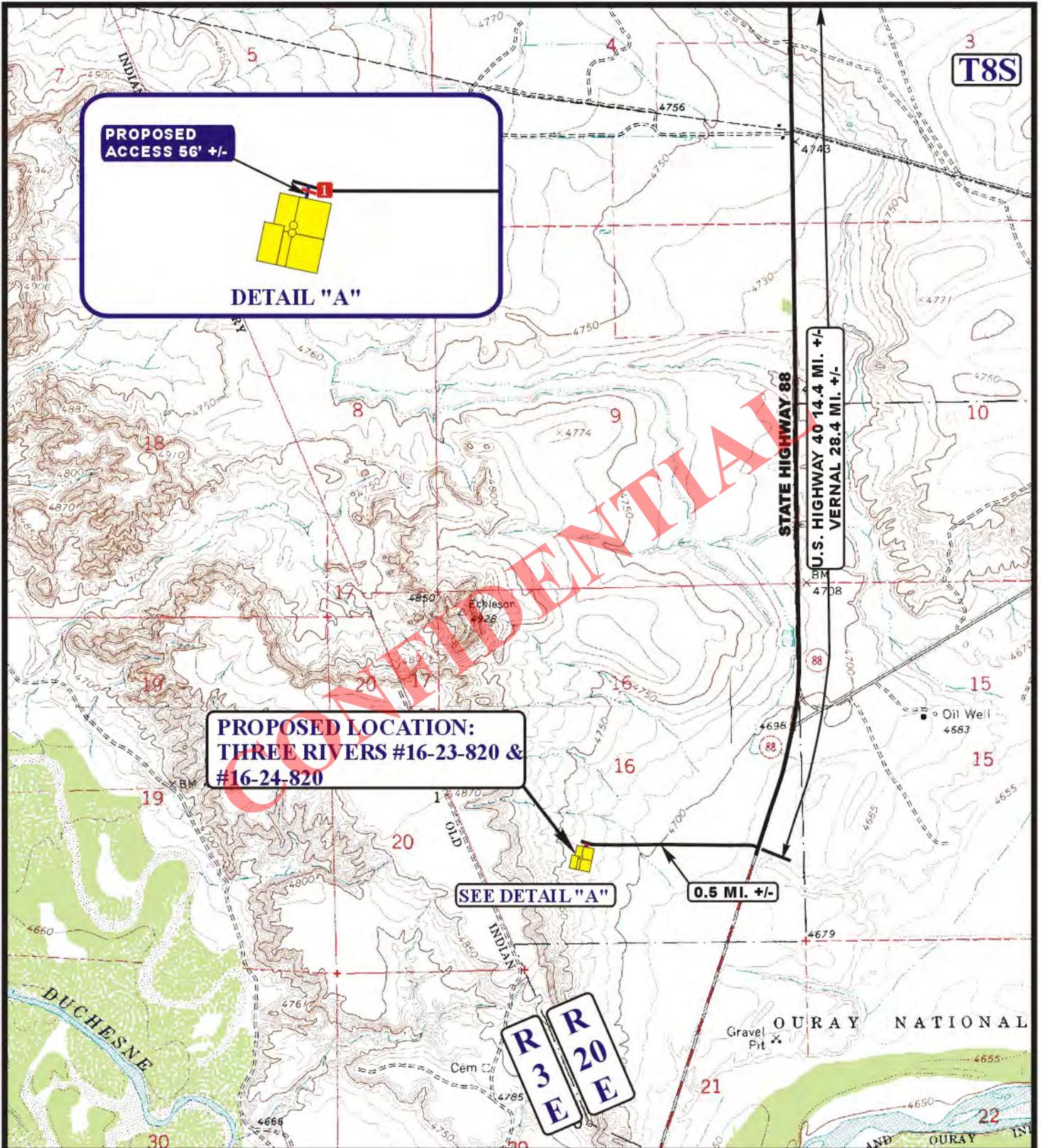


**AXIA ENERGY**

**THREE RIVERS #16-23-820 & #16-24-820  
SECTION 16, T8S, R20E, S.L.B.&M.  
SE 1/4 SW 1/4**

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

**ACCESS ROAD  
MAP** **08 03 12**  
MONTH DAY YEAR  
SCALE: 1:100,000 DRAWN BY: C.I. REVISED: 08-14-12 **A TOPO**



**LEGEND:**

-  EXISTING ROAD
-  PROPOSED ACCESS ROAD
-  18" CMP REQUIRED



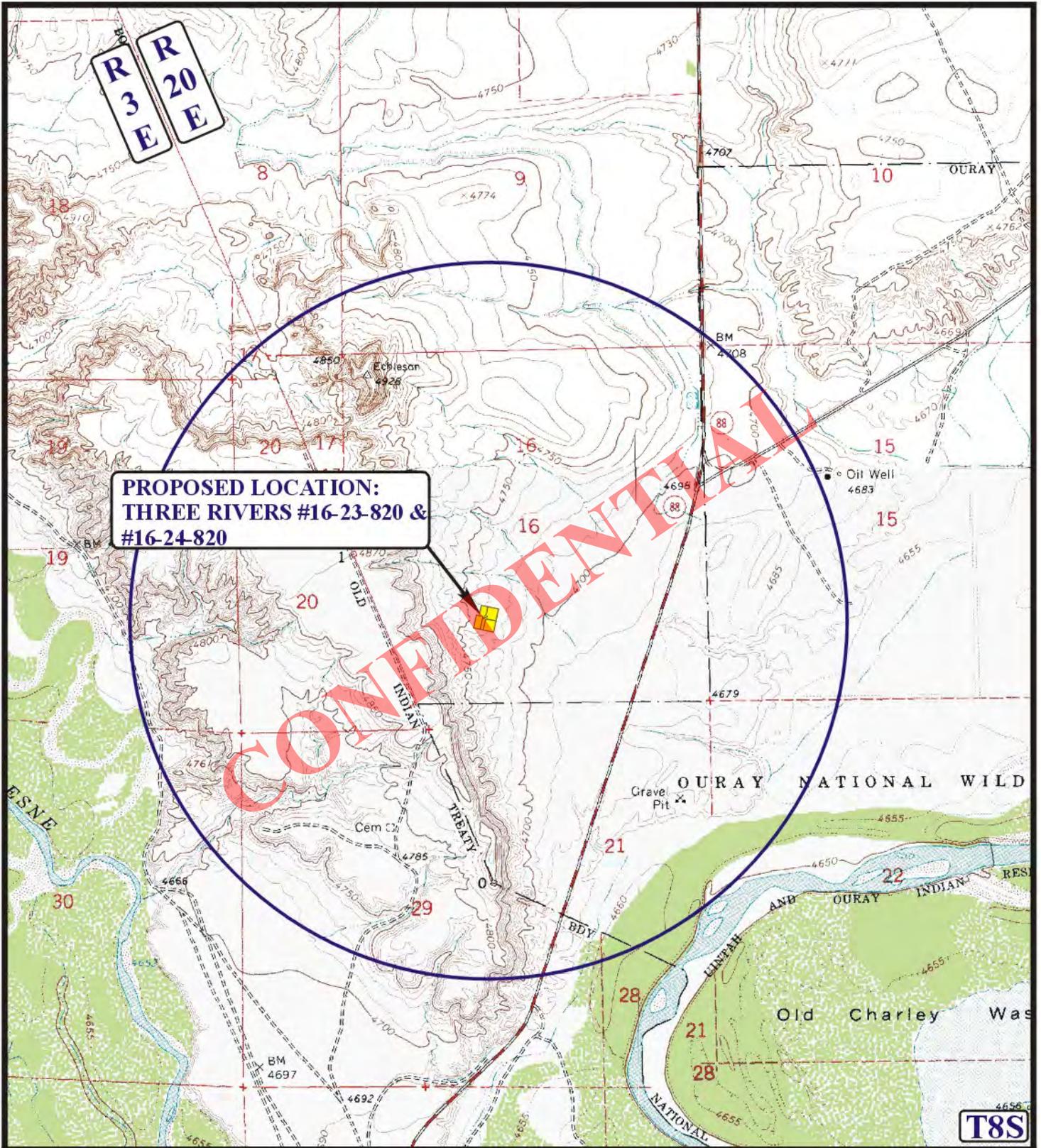
**AXIA ENERGY**

**THREE RIVERS #16-23-820 & #16-24-820**  
**SECTION 16, T8S, R20E, S.L.B.&M.**  
**SE 1/4 SW 1/4**



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

ACCESS ROAD MAP	08	03	12	<b>B</b> TOPO
	MONTH	DAY	YEAR	
SCALE: 1" = 2000'	DRAWN BY: C.I.		REVISED: 08-14-12	



**PROPOSED LOCATION:  
THREE RIVERS #16-23-820 &  
#16-24-820**

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**LEGEND:**

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

**AXIA ENERGY**

**THREE RIVERS #16-23-820 & #16-24-820  
SECTION 16, T8S, R20E, S.L.B.&M.  
SE 1/4 SW 1/4**



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**TOPOGRAPHIC  
MAP**

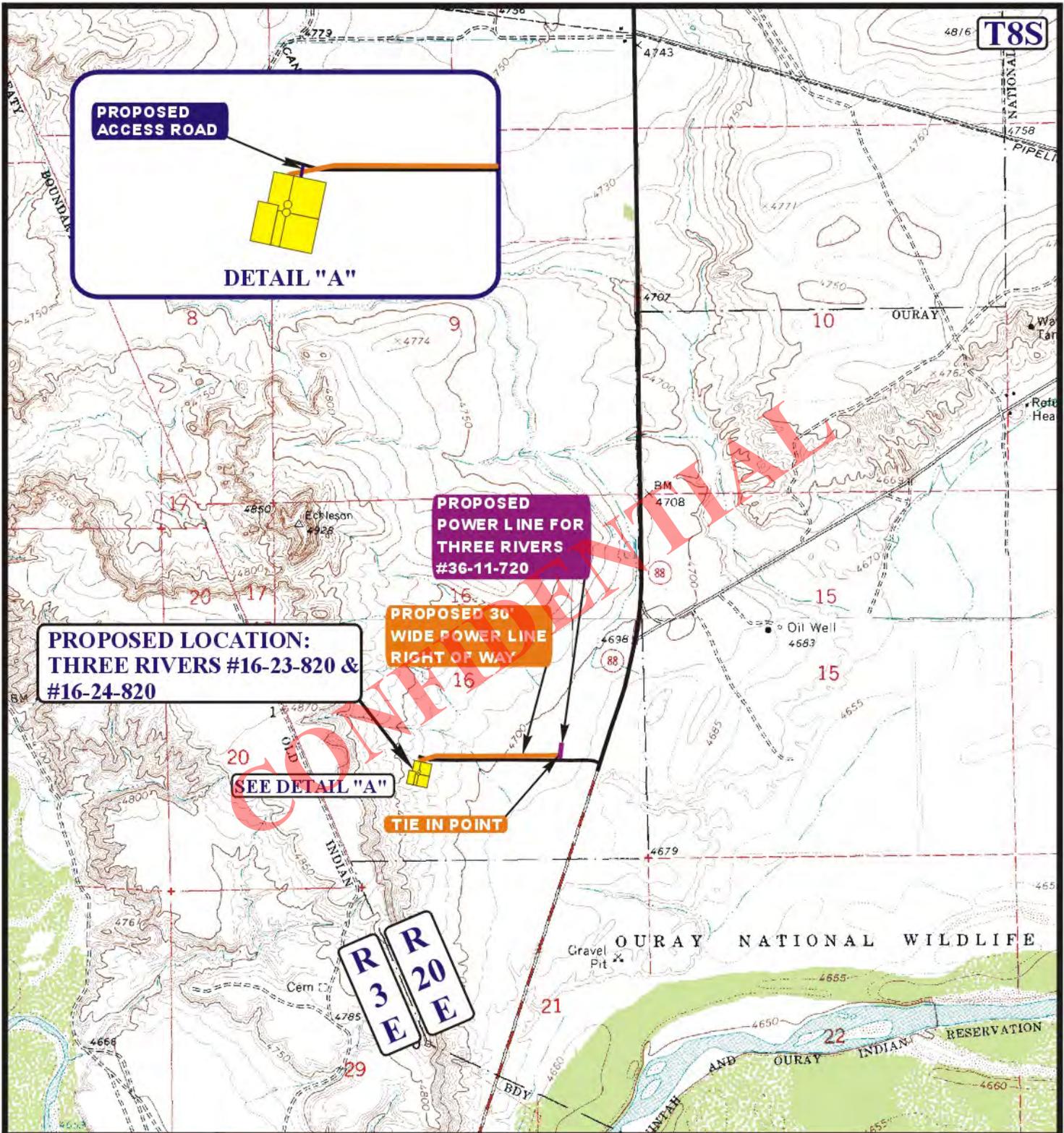
**08 03 12**  
MONTH DAY YEAR



SCALE: 1" = 2000' DRAWN BY: C.I. REVISED: 08-14-12

**T8S**





**APPROXIMATE TOTAL POWER LINE DISTANCE = 2,144' +/-**

**LEGEND:**

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



**AXIA ENERGY**

**THREE RIVERS #16-23-820 & #16-24-820  
SECTION 16, T8S, R20E, S.L.B.&M.  
SE 1/4 SW 1/4**



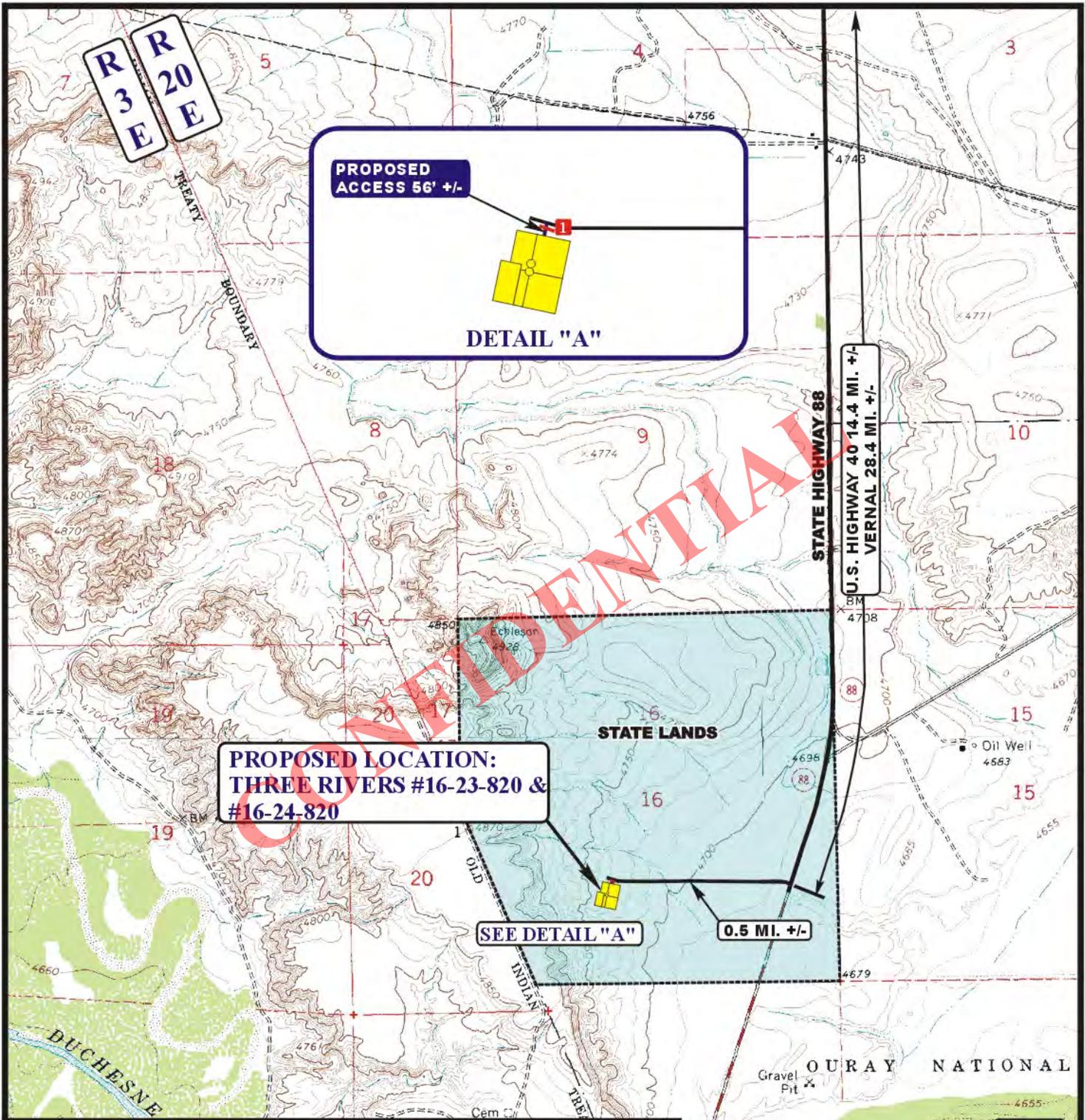
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**TOPOGRAPHIC  
MAP**

**08 03 12**  
MONTH DAY YEAR



SCALE: 1" = 2000' DRAWN BY: C.I. REVISED: 08-14-12



**PROPOSED LOCATION:  
THREE RIVERS #16-23-820 &  
#16-24-820**

**PROPOSED  
ACCESS 56' +/-**

**DETAIL "A"**

**SEE DETAIL "A"**

**0.5 MI. +/-**

**STATE HIGHWAY 88**

**U.S. HIGHWAY 40 14.4 MI. +/-**

**VERNAL 28.4 MI. +/-**

**STATE LANDS**

**APPROXIMATE LENGTH OF PROPOSED ACCESS ROADS:**

PROPOSED ACCESS FOR THE #16-23-820 & #16-24-820 ON STATE LANDS 56' +/-  
TOTAL OF PROPOSED ACCESS ROADS 56' +/-

**LEGEND:**

- EXISTING ROAD
- PROPOSED ACCESS ROAD
- EXISTING POWER LINE
- FEE LANDS
- BLM LANDS
- STATE LANDS
- 18" CMP REQUIRED

**AXIA ENERGY**

**THREE RIVERS #16-23-820 & #16-24-820**  
**SECTION 16, T8S, R20E, S.L.B.&M.**  
**SE 1/4 SW 1/4**



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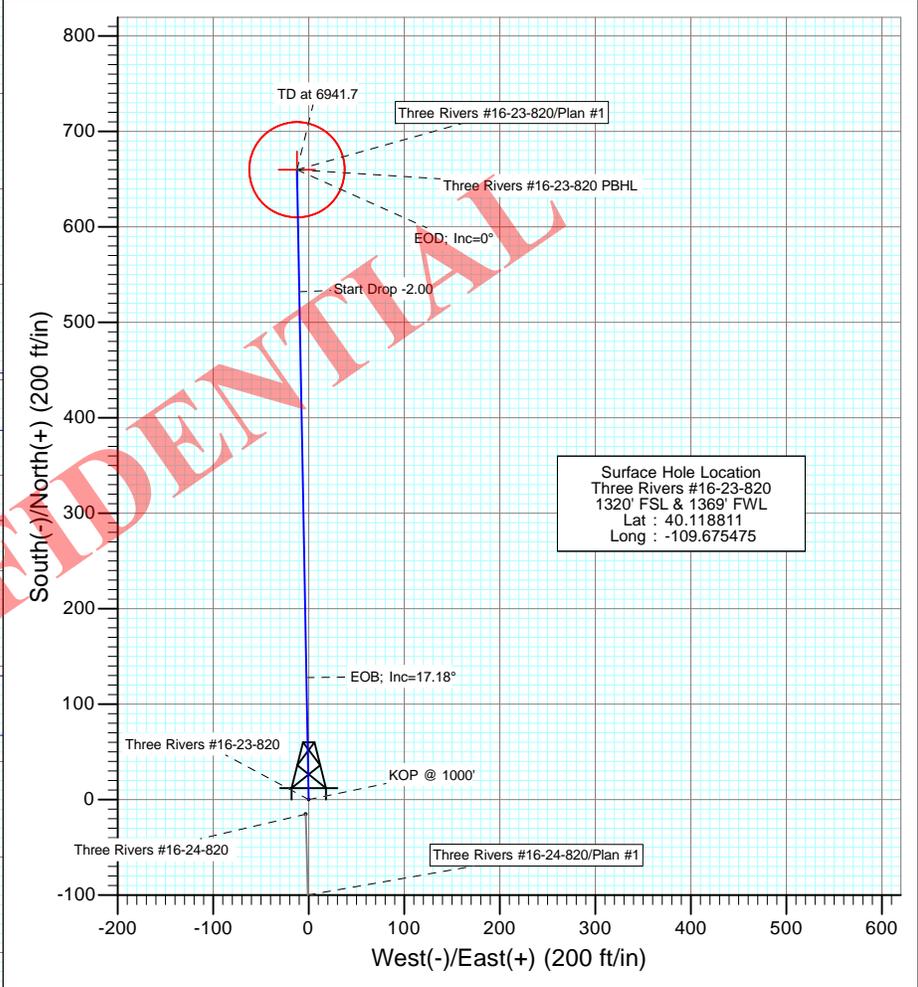
<b>ACCESS ROAD MAP</b>	<b>08 03 12</b> MONTH DAY YEAR	<b>1</b> TOPO
SCALE: 1" = 2000'	DRAWN BY: C.I.	REVISED: 08-14-12

Axia Energy

Project: Uintah County, UT  
 Site: SEC 16-T8S-R20E  
 Well: Three Rivers #16-23-820  
 Wellbore: DD  
 Design: Plan #1



SECTION DETAILS										
Sec	MD	Inc	Azi	TVD	+N/-S	+E/-W	Dleg	TFace	VSec	Target
1	0.0	0.00	0.00	0.0	0.0	0.0	0.00	0.00	0.0	
2	1000.0	0.00	0.00	1000.0	0.0	0.0	0.00	0.00	0.0	
3	1859.1	17.18	358.93	1846.3	127.8	-2.4	2.00	358.93	127.8	
4	3227.6	17.18	358.93	3153.7	532.0	-9.9	0.00	0.00	532.1	
5	4086.7	0.00	0.00	4000.0	659.8	-12.3	2.00	180.00	660.0	
6	6941.7	0.00	0.00	6855.0	659.8	-12.3	0.00	0.00	660.0	Three Rivers #16-23-820 PBHL



Surface Hole Location  
 Three Rivers #16-23-820  
 1320' FSL & 1369' FWL  
 Lat : 40.118811  
 Long : -109.675475

DESIGN TARGET DETAILS						
Name	+N/-S	+E/-W	Northing	Easting	Latitude	Longitude
Three Rivers #16-23-820 PBHL	659.8	-12.3	3208697.18	2150711.33	40.120622	-109.675519

**M** Azimuths to True North  
 Magnetic North: 11.01°

Magnetic Field  
 Strength: 52248.8snT  
 Dip Angle: 65.90°  
 Date: 9/7/2012  
 Model: IGRF2010

FORMATION TOP DETAILS		
TVDPath	MDPath	Formation
2465.0	2506.7	Top Green River
2765.0	2820.7	Top Birds Nest
3238.0	3315.4	Base Birds Nest
4051.0	4137.7	Temperature 120
4363.0	4449.7	Garden Gulch
6205.0	6291.7	Top Uteland Butte
6355.0	6441.7	Top Wasatch

Plan #1  
 Three Rivers #16-23-820  
 12xxx; LR  
 WELL @ 4755.0ft (Original Well Elev)  
 Ground Elevation @ 4739.0  
 North American Datum 1983  
 Well Three Rivers #16-23-820, True North

Planning Report

<b>Database:</b>	USA EDM 5000 Multi Users DB	<b>Local Co-ordinate Reference:</b>	Well Three Rivers #16-23-820
<b>Company:</b>	Axia Energy	<b>TVD Reference:</b>	WELL @ 4755.0ft (Original Well Elev)
<b>Project:</b>	Uintah County, UT	<b>MD Reference:</b>	WELL @ 4755.0ft (Original Well Elev)
<b>Site:</b>	SEC 16-T8S-R20E	<b>North Reference:</b>	True
<b>Well:</b>	Three Rivers #16-23-820	<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 16-T8S-R20E				
<b>Site Position:</b>		<b>Northing:</b>	3,210,840.45 ft	<b>Latitude:</b>	40.126517
<b>From:</b>	Lat/Long	<b>Easting:</b>	2,150,471.05 ft	<b>Longitude:</b>	-109.676217
<b>Position Uncertainty:</b>	0.0 ft	<b>Slot Radius:</b>	13.200 in	<b>Grid Convergence:</b>	1.20 °

<b>Well</b>	Three Rivers #16-23-820					
<b>Well Position</b>	<b>+N/-S</b>	0.0 ft	<b>Northing:</b>	3,208,037.74 ft	<b>Latitude:</b>	40.118811
	<b>+E/-W</b>	0.0 ft	<b>Easting:</b>	2,150,737.48 ft	<b>Longitude:</b>	-109.675475
<b>Position Uncertainty</b>		0.0 ft	<b>Wellhead Elevation:</b>	ft	<b>Ground Level:</b>	4,739.0 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	9/7/2012	(°)	(°)	(nT)
			11.01	65.90	52,249

<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	358.93

<b>Plan Sections</b>										
Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)	TFO (°)	Target
0.0	0.00	0.00	0.0	0.0	0.0	0.00	0.00	0.00	0.00	
1,000.0	0.00	0.00	1,000.0	0.0	0.0	0.00	0.00	0.00	0.00	
1,859.1	17.18	358.93	1,846.3	127.8	-2.4	2.00	2.00	0.00	358.93	
3,227.6	17.18	358.93	3,153.7	532.0	-9.9	0.00	0.00	0.00	0.00	
4,086.7	0.00	0.00	4,000.0	659.8	-12.3	2.00	-2.00	0.00	180.00	
6,941.7	0.00	0.00	6,855.0	659.8	-12.3	0.00	0.00	0.00	0.00	Three Rivers #16-23-i

Planning Report

<b>Database:</b>	USA EDM 5000 Multi Users DB	<b>Local Co-ordinate Reference:</b>	Well Three Rivers #16-23-820
<b>Company:</b>	Axia Energy	<b>TVD Reference:</b>	WELL @ 4755.0ft (Original Well Elev)
<b>Project:</b>	Uintah County, UT	<b>MD Reference:</b>	WELL @ 4755.0ft (Original Well Elev)
<b>Site:</b>	SEC 16-T8S-R20E	<b>North Reference:</b>	True
<b>Well:</b>	Three Rivers #16-23-820	<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	
300.0	0.00	0.00	300.0	0.0	0.0	0.0	0.00	0.00	
400.0	0.00	0.00	400.0	0.0	0.0	0.0	0.00	0.00	
500.0	0.00	0.00	500.0	0.0	0.0	0.0	0.00	0.00	
600.0	0.00	0.00	600.0	0.0	0.0	0.0	0.00	0.00	
700.0	0.00	0.00	700.0	0.0	0.0	0.0	0.00	0.00	
800.0	0.00	0.00	800.0	0.0	0.0	0.0	0.00	0.00	
900.0	0.00	0.00	900.0	0.0	0.0	0.0	0.00	0.00	
1,000.0	0.00	0.00	1,000.0	0.0	0.0	0.0	0.00	0.00	KOP @ 1000'
1,100.0	2.00	358.93	1,100.0	1.7	0.0	1.7	2.00	2.00	
1,200.0	4.00	358.93	1,199.8	7.0	-0.1	7.0	2.00	2.00	
1,300.0	6.00	358.93	1,299.5	15.7	-0.3	15.7	2.00	2.00	
1,400.0	8.00	358.93	1,398.7	27.9	-0.5	27.9	2.00	2.00	
1,500.0	10.00	358.93	1,497.5	43.5	-0.8	43.5	2.00	2.00	
1,600.0	12.00	358.93	1,595.6	62.6	-1.2	62.6	2.00	2.00	
1,700.0	14.00	358.93	1,693.1	85.1	-1.6	85.1	2.00	2.00	
1,800.0	16.00	358.93	1,789.6	111.0	-2.1	111.0	2.00	2.00	
1,859.1	17.18	358.93	1,846.3	127.8	-2.4	127.8	2.00	2.00	EOB; Inc=17.18°
1,900.0	17.18	358.93	1,885.4	139.9	-2.6	139.9	0.00	0.00	
2,000.0	17.18	358.93	1,980.9	169.4	-3.2	169.5	0.00	0.00	
2,100.0	17.18	358.93	2,076.4	199.0	-3.7	199.0	0.00	0.00	
2,200.0	17.18	358.93	2,172.0	228.5	-4.3	228.6	0.00	0.00	
2,300.0	17.18	358.93	2,267.5	258.0	-4.8	258.1	0.00	0.00	
2,400.0	17.18	358.93	2,363.0	287.6	-5.4	287.6	0.00	0.00	
2,500.0	17.18	358.93	2,458.6	317.1	-5.9	317.2	0.00	0.00	
2,506.7	17.18	358.93	2,465.0	319.1	-6.0	319.2	0.00	0.00	Top Green River
2,600.0	17.18	358.93	2,554.1	346.7	-6.5	346.7	0.00	0.00	
2,700.0	17.18	358.93	2,649.7	376.2	-7.0	376.3	0.00	0.00	
2,800.0	17.18	358.93	2,745.2	405.7	-7.6	405.8	0.00	0.00	
2,820.7	17.18	358.93	2,765.0	411.8	-7.7	411.9	0.00	0.00	Top Birds Nest
2,900.0	17.18	358.93	2,840.7	435.3	-8.1	435.3	0.00	0.00	
3,000.0	17.18	358.93	2,936.3	464.8	-8.7	464.9	0.00	0.00	
3,100.0	17.18	358.93	3,031.8	494.3	-9.2	494.4	0.00	0.00	
3,200.0	17.18	358.93	3,127.3	523.9	-9.8	524.0	0.00	0.00	
3,227.6	17.18	358.93	3,153.7	532.0	-9.9	532.1	0.00	0.00	Start Drop -2.00
3,300.0	15.73	358.93	3,223.1	552.5	-10.3	552.6	2.00	-2.00	
3,315.4	15.43	358.93	3,238.0	556.7	-10.4	556.8	2.00	-2.00	Base Birds Nest
3,400.0	13.73	358.93	3,319.8	577.9	-10.8	578.0	2.00	-2.00	
3,500.0	11.73	358.93	3,417.4	600.0	-11.2	600.1	2.00	-2.00	
3,600.0	9.73	358.93	3,515.6	618.6	-11.5	618.7	2.00	-2.00	
3,700.0	7.73	358.93	3,614.5	633.8	-11.8	633.9	2.00	-2.00	
3,800.0	5.73	358.93	3,713.8	645.5	-12.0	645.6	2.00	-2.00	
3,900.0	3.73	358.93	3,813.4	653.8	-12.2	653.9	2.00	-2.00	
4,000.0	1.73	358.93	3,913.3	658.5	-12.3	658.6	2.00	-2.00	
4,086.7	0.00	0.00	4,000.0	659.8	-12.3	660.0	2.00	-2.00	EOD; Inc=0°
4,100.0	0.00	0.00	4,013.3	659.8	-12.3	660.0	0.00	0.00	
4,137.7	0.00	0.00	4,051.0	659.8	-12.3	660.0	0.00	0.00	Temperature 120
4,200.0	0.00	0.00	4,113.3	659.8	-12.3	660.0	0.00	0.00	
4,300.0	0.00	0.00	4,213.3	659.8	-12.3	660.0	0.00	0.00	
4,400.0	0.00	0.00	4,313.3	659.8	-12.3	660.0	0.00	0.00	

Planning Report

<b>Database:</b>	USA EDM 5000 Multi Users DB	<b>Local Co-ordinate Reference:</b>	Well Three Rivers #16-23-820
<b>Company:</b>	Axia Energy	<b>TVD Reference:</b>	WELL @ 4755.0ft (Original Well Elev)
<b>Project:</b>	Uintah County, UT	<b>MD Reference:</b>	WELL @ 4755.0ft (Original Well Elev)
<b>Site:</b>	SEC 16-T8S-R20E	<b>North Reference:</b>	True
<b>Well:</b>	Three Rivers #16-23-820	<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
4,449.7	0.00	0.00	4,363.0	659.8	-12.3	660.0	0.00	0.00	Garden Gulch
4,500.0	0.00	0.00	4,413.3	659.8	-12.3	660.0	0.00	0.00	
4,600.0	0.00	0.00	4,513.3	659.8	-12.3	660.0	0.00	0.00	
4,700.0	0.00	0.00	4,613.3	659.8	-12.3	660.0	0.00	0.00	
4,800.0	0.00	0.00	4,713.3	659.8	-12.3	660.0	0.00	0.00	
4,900.0	0.00	0.00	4,813.3	659.8	-12.3	660.0	0.00	0.00	
5,000.0	0.00	0.00	4,913.3	659.8	-12.3	660.0	0.00	0.00	
5,100.0	0.00	0.00	5,013.3	659.8	-12.3	660.0	0.00	0.00	
5,200.0	0.00	0.00	5,113.3	659.8	-12.3	660.0	0.00	0.00	
5,300.0	0.00	0.00	5,213.3	659.8	-12.3	660.0	0.00	0.00	
5,400.0	0.00	0.00	5,313.3	659.8	-12.3	660.0	0.00	0.00	
5,500.0	0.00	0.00	5,413.3	659.8	-12.3	660.0	0.00	0.00	
5,600.0	0.00	0.00	5,513.3	659.8	-12.3	660.0	0.00	0.00	
5,700.0	0.00	0.00	5,613.3	659.8	-12.3	660.0	0.00	0.00	
5,800.0	0.00	0.00	5,713.3	659.8	-12.3	660.0	0.00	0.00	
5,900.0	0.00	0.00	5,813.3	659.8	-12.3	660.0	0.00	0.00	
6,000.0	0.00	0.00	5,913.3	659.8	-12.3	660.0	0.00	0.00	
6,100.0	0.00	0.00	6,013.3	659.8	-12.3	660.0	0.00	0.00	
6,200.0	0.00	0.00	6,113.3	659.8	-12.3	660.0	0.00	0.00	
6,291.7	0.00	0.00	6,205.0	659.8	-12.3	660.0	0.00	0.00	Top Uteland Butte
6,300.0	0.00	0.00	6,213.3	659.8	-12.3	660.0	0.00	0.00	
6,400.0	0.00	0.00	6,313.3	659.8	-12.3	660.0	0.00	0.00	
6,441.7	0.00	0.00	6,355.0	659.8	-12.3	660.0	0.00	0.00	Top Wasatch
6,500.0	0.00	0.00	6,413.3	659.8	-12.3	660.0	0.00	0.00	
6,600.0	0.00	0.00	6,513.3	659.8	-12.3	660.0	0.00	0.00	
6,700.0	0.00	0.00	6,613.3	659.8	-12.3	660.0	0.00	0.00	
6,800.0	0.00	0.00	6,713.3	659.8	-12.3	660.0	0.00	0.00	
6,900.0	0.00	0.00	6,813.3	659.8	-12.3	660.0	0.00	0.00	
6,941.7	0.00	0.00	6,855.0	659.8	-12.3	660.0	0.00	0.00	TD at 6941.7 - Three Rivers #16-23-820 PBHL

Targets									
Target Name	Dip Angle (°)	Dip Dir. (°)	TVD (ft)	+N/-S (ft)	+E/-W (ft)	Northing (ft)	Easting (ft)	Latitude	Longitude
Three Rivers #16-23-820 - hit/miss target - Shape - Circle (radius 50.0)	0.00	0.00	6,855.0	659.8	-12.3	3,208,697.18	2,150,711.33	40.120622	-109.675519

## Planning Report

<b>Database:</b>	USA EDM 5000 Multi Users DB	<b>Local Co-ordinate Reference:</b>	Well Three Rivers #16-23-820
<b>Company:</b>	Axia Energy	<b>TVD Reference:</b>	WELL @ 4755.0ft (Original Well Elev)
<b>Project:</b>	Uintah County, UT	<b>MD Reference:</b>	WELL @ 4755.0ft (Original Well Elev)
<b>Site:</b>	SEC 16-T8S-R20E	<b>North Reference:</b>	True
<b>Well:</b>	Three Rivers #16-23-820	<b>Survey Calculation Method:</b>	Minimum Curvature
<b>Wellbore:</b>	DD		
<b>Design:</b>	Plan #1		

## Formations

Measured Depth (ft)	Vertical Depth (ft)	Name	Lithology	Dip (°)	Dip Direction (°)
2,506.7	2,465.0	Top Green River			
2,820.7	2,765.0	Top Birds Nest			
3,315.4	3,238.0	Base Birds Nest			
4,137.7	4,051.0	Temperature 120			
4,449.7	4,363.0	Garden Gulch			
6,291.7	6,205.0	Top Uteland Butte			
6,441.7	6,355.0	Top Wasatch			

## Plan Annotations

Measured Depth (ft)	Vertical Depth (ft)	Local Coordinates		Comment
		+N/-S (ft)	+E/-W (ft)	
1,000.0	1,000.0	0.0	0.0	KOP @ 1000'
1,859.1	1,846.3	127.8	-2.4	EOB; Inc=17.18°
3,227.6	3,153.7	532.0	-9.9	Start Drop -2.00
4,086.7	4,000.0	659.8	-12.3	EOD; Inc=0°
6,941.7	6,855.0	659.8	-12.3	TD at 6941.7

# **Axia Energy**

**Uintah County, UT**

**SEC 16-T8S-R20E**

**Three Rivers #16-23-820**

**DD**

**Plan #1**

## **Anticollision Report**

**07 September, 2012**

**CONFIDENTIAL**

Anticollision Report

<b>Company:</b>	Axia Energy	<b>Local Co-ordinate Reference:</b>	Well Three Rivers #16-23-820
<b>Project:</b>	Uintah County, UT	<b>TVD Reference:</b>	WELL @ 4755.0ft (Original Well Elev)
<b>Reference Site:</b>	SEC 16-T8S-R20E	<b>MD Reference:</b>	WELL @ 4755.0ft (Original Well Elev)
<b>Site Error:</b>	0.0ft	<b>North Reference:</b>	True
<b>Reference Well:</b>	Three Rivers #16-23-820	<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 894.2ft
<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>	9/7/2012			
<b>From (ft)</b>	<b>To (ft)</b>	<b>Survey (Wellbore)</b>	<b>Tool Name</b>	<b>Description</b>	
0.0	6,941.7	Plan #1 (DD)	MWD	Geolink MWD	

<b>Summary</b>						
<b>Site Name</b>	<b>Reference Measured Depth (ft)</b>	<b>Offset Measured Depth (ft)</b>	<b>Distance</b>		<b>Separation Factor</b>	<b>Warning</b>
Offset Well - Wellbore - Design			<b>Between Centres (ft)</b>	<b>Between Ellipses (ft)</b>		
SEC 16-T8S-R20E						
Three Rivers #16-24-820 - DD - Plan #1	1,000.0	1,000.0	15.6	12.2	4.544	CC, ES, SF

Anticollision Report

<b>Company:</b>	Axia Energy	<b>Local Co-ordinate Reference:</b>	Well Three Rivers #16-23-820
<b>Project:</b>	Uintah County, UT	<b>TVD Reference:</b>	WELL @ 4755.0ft (Original Well Elev)
<b>Reference Site:</b>	SEC 16-T8S-R20E	<b>MD Reference:</b>	WELL @ 4755.0ft (Original Well Elev)
<b>Site Error:</b>	0.0ft	<b>North Reference:</b>	True
<b>Reference Well:</b>	Three Rivers #16-23-820	<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

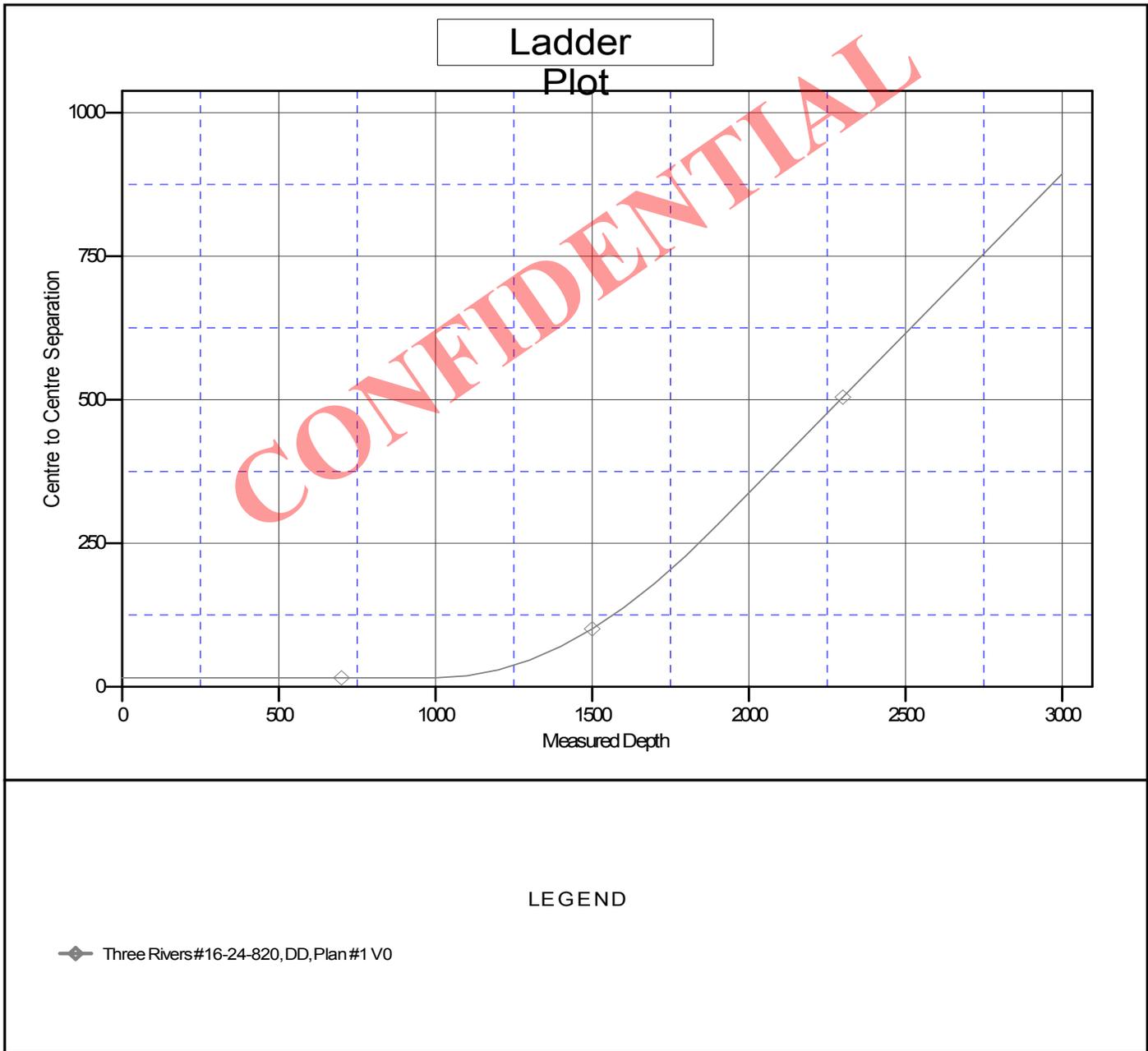
Offset Design													Offset Site Error:	0.0 ft
SEC 16-T8S-R20E - Three Rivers #16-24-820 - DD - Plan #1													Offset Well Error:	0.0 ft
Survey Program: 0-MWD														
Reference		Offset		Semi Major Axis			Distance						Warning	
Measured Depth (ft)	Vertical Depth (ft)	Measured Depth (ft)	Vertical Depth (ft)	Reference (ft)	Offset (ft)	Highside Toolface (°)	Offset Wellbore Centre +N/-S (ft)	+E/-W (ft)	Between Centres (ft)	Between Ellipses (ft)	Total Uncertainty Axis	Separation Factor		
0.0	0.0	0.0	0.0	0.0	0.0	-168.63	-15.3	-3.1	15.6					
100.0	100.0	100.0	100.0	0.1	0.1	-168.63	-15.3	-3.1	15.6	15.3	0.29	53.234		
200.0	200.0	200.0	200.0	0.3	0.3	-168.63	-15.3	-3.1	15.6	15.0	0.64	24.302		
300.0	300.0	300.0	300.0	0.5	0.5	-168.63	-15.3	-3.1	15.6	14.6	0.99	15.745		
400.0	400.0	400.0	400.0	0.7	0.7	-168.63	-15.3	-3.1	15.6	14.3	1.34	11.645		
500.0	500.0	500.0	500.0	0.8	0.8	-168.63	-15.3	-3.1	15.6	13.9	1.69	9.239		
600.0	600.0	600.0	600.0	1.0	1.0	-168.63	-15.3	-3.1	15.6	13.6	2.04	7.657		
700.0	700.0	700.0	700.0	1.2	1.2	-168.63	-15.3	-3.1	15.6	13.2	2.39	6.537		
800.0	800.0	800.0	800.0	1.4	1.4	-168.63	-15.3	-3.1	15.6	12.9	2.74	5.704		
900.0	900.0	900.0	900.0	1.5	1.5	-168.63	-15.3	-3.1	15.6	12.5	3.09	5.058		
1,000.0	1,000.0	1,000.0	1,000.0	1.7	1.7	-168.63	-15.3	-3.1	15.6	12.2	3.43	4.544	CC, ES, SF	
1,100.0	1,100.0	1,099.4	1,099.3	1.9	1.9	-169.83	-17.0	-3.0	19.0	15.2	3.78	5.030		
1,200.0	1,199.8	1,198.0	1,197.8	2.1	2.1	-173.44	-22.1	-2.9	29.3	25.2	4.12	7.111		
1,300.0	1,299.5	1,295.2	1,294.7	2.3	2.3	-175.89	-30.5	-2.7	46.5	42.0	4.46	10.430		
1,400.0	1,398.7	1,390.4	1,389.2	2.5	2.5	-177.30	-41.8	-2.4	70.4	65.6	4.78	14.717		
1,500.0	1,497.5	1,482.8	1,480.6	2.7	2.7	-178.13	-55.9	-2.1	100.8	95.7	5.10	19.777		
1,600.0	1,595.6	1,572.1	1,568.3	3.0	3.0	-178.64	-72.2	-1.6	137.6	132.2	5.40	25.465		
1,700.0	1,693.1	1,657.8	1,652.0	3.4	3.2	-178.97	-90.5	-1.2	180.3	174.6	5.69	31.675		
1,800.0	1,789.6	1,739.5	1,731.3	3.8	3.6	-179.20	-110.2	-0.7	228.7	222.7	5.97	38.329		
1,900.0	1,885.4	1,817.0	1,805.9	4.3	3.9	-179.37	-131.0	-0.2	282.3	276.0	6.25	45.193		
2,000.0	1,980.9	1,898.9	1,884.5	4.7	4.2	-179.50	-154.3	0.4	337.8	331.3	6.55	51.540		
2,100.0	2,076.4	1,982.0	1,964.2	5.2	4.6	-179.60	-178.0	1.0	393.4	386.5	6.86	57.307		
2,200.0	2,172.0	2,065.2	2,043.8	5.7	5.0	-179.67	-201.8	1.6	449.0	441.8	7.17	62.579		
2,300.0	2,267.5	2,148.3	2,123.5	6.2	5.4	-179.73	-225.5	2.2	504.6	497.1	7.48	67.416		
2,400.0	2,363.0	2,231.4	2,203.2	6.7	5.8	-179.77	-249.2	2.8	560.1	552.3	7.79	71.872		
2,500.0	2,458.6	2,314.6	2,282.9	7.2	6.2	-179.81	-272.9	3.4	615.7	607.6	8.10	75.989		
2,600.0	2,554.1	2,397.7	2,362.5	7.7	6.6	-179.84	-296.6	4.0	671.3	662.9	8.41	79.805		
2,700.0	2,649.7	2,480.8	2,442.2	8.3	7.0	-179.87	-320.4	4.6	726.9	718.2	8.72	83.352		
2,800.0	2,745.2	2,564.0	2,521.9	8.8	7.5	-179.89	-344.1	5.2	782.5	773.4	9.03	86.657		
2,900.0	2,840.7	2,647.1	2,601.6	9.3	7.9	-179.91	-367.8	5.8	838.0	828.7	9.34	89.746		
3,000.0	2,936.3	2,730.2	2,681.2	9.9	8.3	-179.93	-391.5	6.4	893.6	884.0	9.65	92.638		

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 #16-23-820
<b>Project:</b>	Uintah County, UT	<b>TVD Reference:</b>	WELL @ 4755.0ft (Original Well Elev)
<b>Reference Site:</b>	SEC 16-T8S-R20E	<b>MD Reference:</b>	WELL @ 4755.0ft (Original Well Elev)
<b>Site Error:</b>	0.0ft	<b>North Reference:</b>	True
<b>Reference Well:</b>	Three Rivers #16-23-820	<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 WELL @ 4755.0ft (Original Well Elev)      Coordinates are relative to: Three Rivers #16-23-820  
 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: 1.20°



# BOP Equipment

3000psi WP

**CONFIDENTIAL**

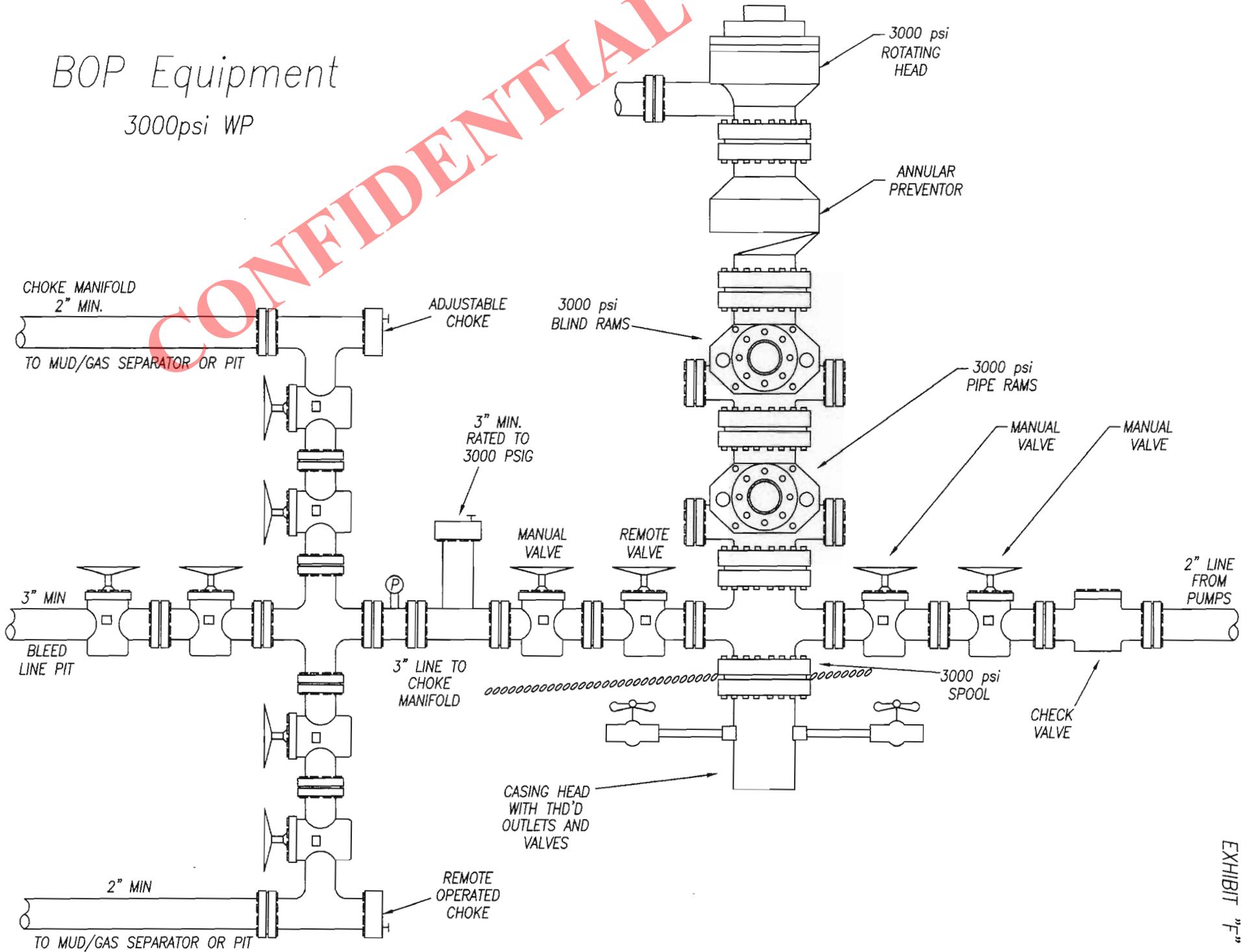


EXHIBIT "F"



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

September 26, 2012

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

RE: Application for Permit to Drill – Axia Energy, LLC – **Three Rivers 16-23-820**  
*Surface Location:* 1320' FSL & 3300' FEL, SE/4 SW/4, Section 16, T8S, R20E,  
*Target Location:* 1980' FSL & 3300' FEL, NE/4 SW/4, Section 16, T8S, R20E,  
SLB&M, Uintah County, Utah

Dear Diana:

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

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

Sincerely,

Don Hamilton  
Agent for Axia Energy, LLC

cc: Jess A. Peonio, Axia Energy, LLC

RECEIVED: September 27, 2012

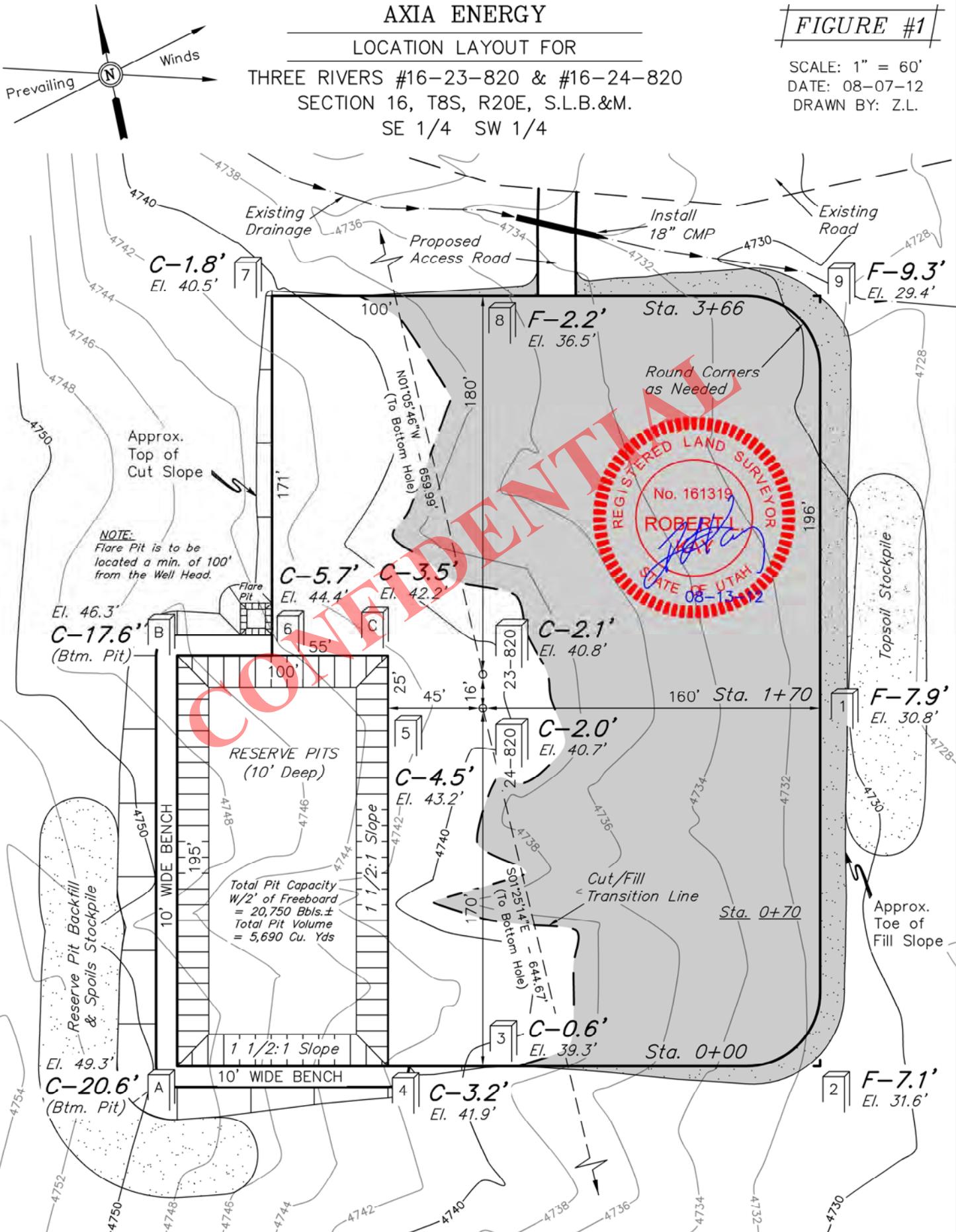
# AXIA ENERGY

## LOCATION LAYOUT FOR

THREE RIVERS #16-23-820 & #16-24-820  
SECTION 16, T8S, R20E, S.L.B.&M.  
SE 1/4 SW 1/4

FIGURE #1

SCALE: 1" = 60'  
DATE: 08-07-12  
DRAWN BY: Z.L.



Elev. Ungraded Ground At #16-24-820 Loc. Stake = 4740.7', UINTEH ENGINEERING & LAND SURVEYING  
 FINISHED GRADE ELEV. AT #16-24-820 LOC. STAKE = 4738.7', 85 So. 200 East \* Vernal, Utah 84078 \* (435) 789-1017

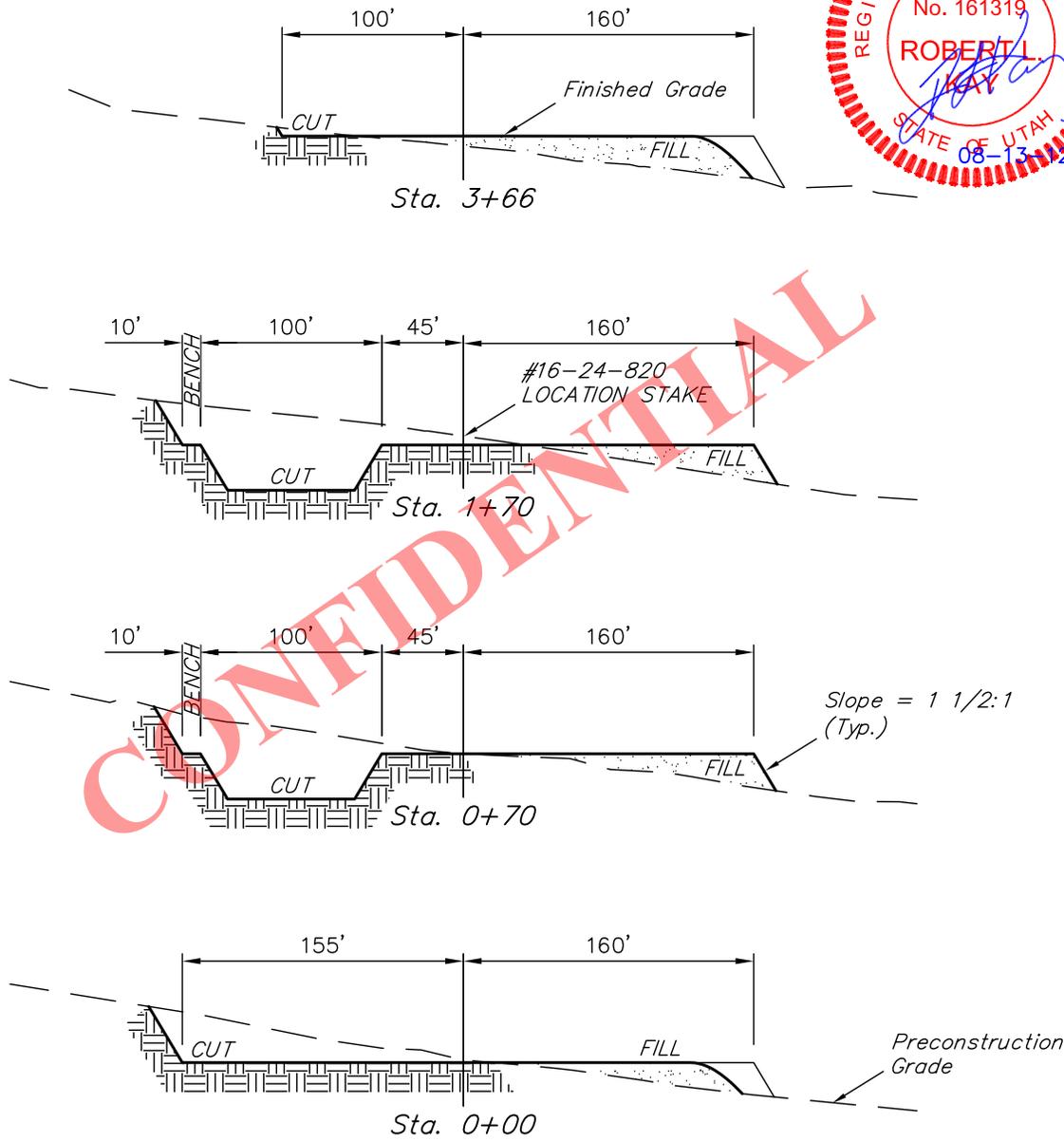
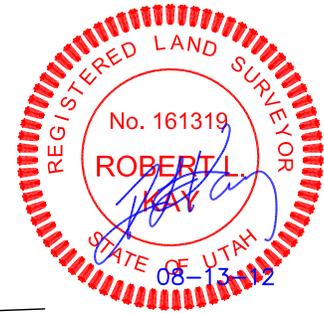
**AXIA ENERGY**

**FIGURE #2**

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

TYPICAL CROSS SECTIONS FOR  
THREE RIVERS #16-23-820 & #16-24-820  
SECTION 16, T8S, R20E, S.L.B.&M.  
SE 1/4 SW 1/4

DATE: 08-07-12  
DRAWN BY: Z.L.



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**NOTE:**

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

APPROXIMATE ACREAGES

WELL SITE DISTURBANCE	= ± 3.126 ACRES
ACCESS ROAD DISTURBANCE	= ± 0.021 ACRES
PIPELINE DISTURBANCE	= ± 1.329 ACRES
<b>TOTAL</b>	<b>= ± 4.476 ACRES</b>

\* NOTE:  
FILL QUANTITY INCLUDES 5% FOR COMPACTION

APPROXIMATE YARDAGES

(6") Topsoil Stripping	= 2,250 Cu. Yds.
Remaining Location	= 13,840 Cu. Yds.
<b>TOTAL CUT</b>	<b>= 16,090 CU. YDS.</b>
<b>FILL</b>	<b>= 10,990 CU. YDS.</b>

EXCESS MATERIAL	= 5,100 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.)	= 5,100 Cu. Yds.
EXCESS UNBALANCE (After Interim Rehabilitation)	= 0 Cu. Yds.

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

# AXIA ENERGY

## TYPICAL RIG LAYOUT FOR

THREE RIVERS #16-23-820 & #16-24-820

SECTION 16, T8S, R20E, S.L.B.&M.

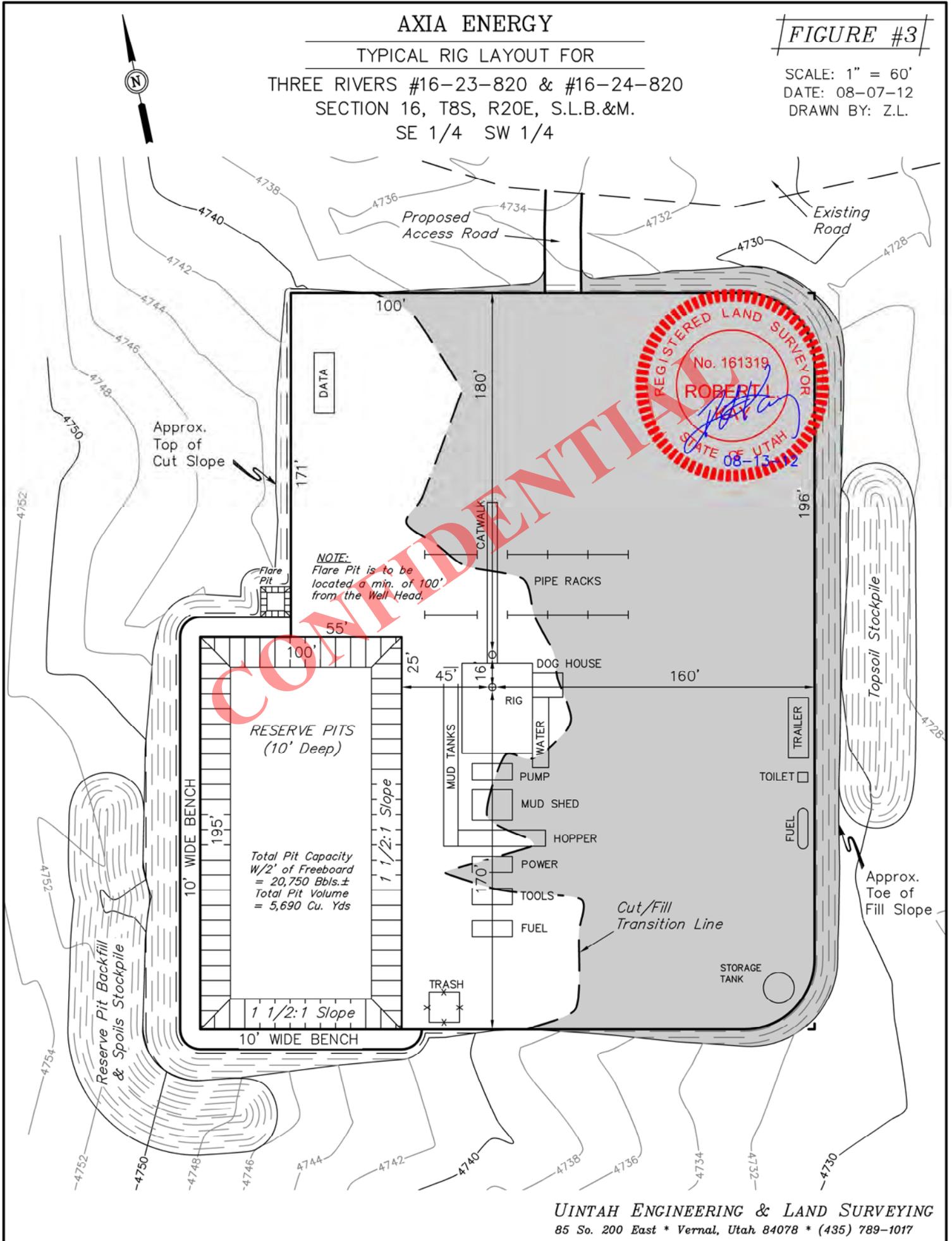
SE 1/4 SW 1/4

**FIGURE #3**

SCALE: 1" = 60'

DATE: 08-07-12

DRAWN BY: Z.L.



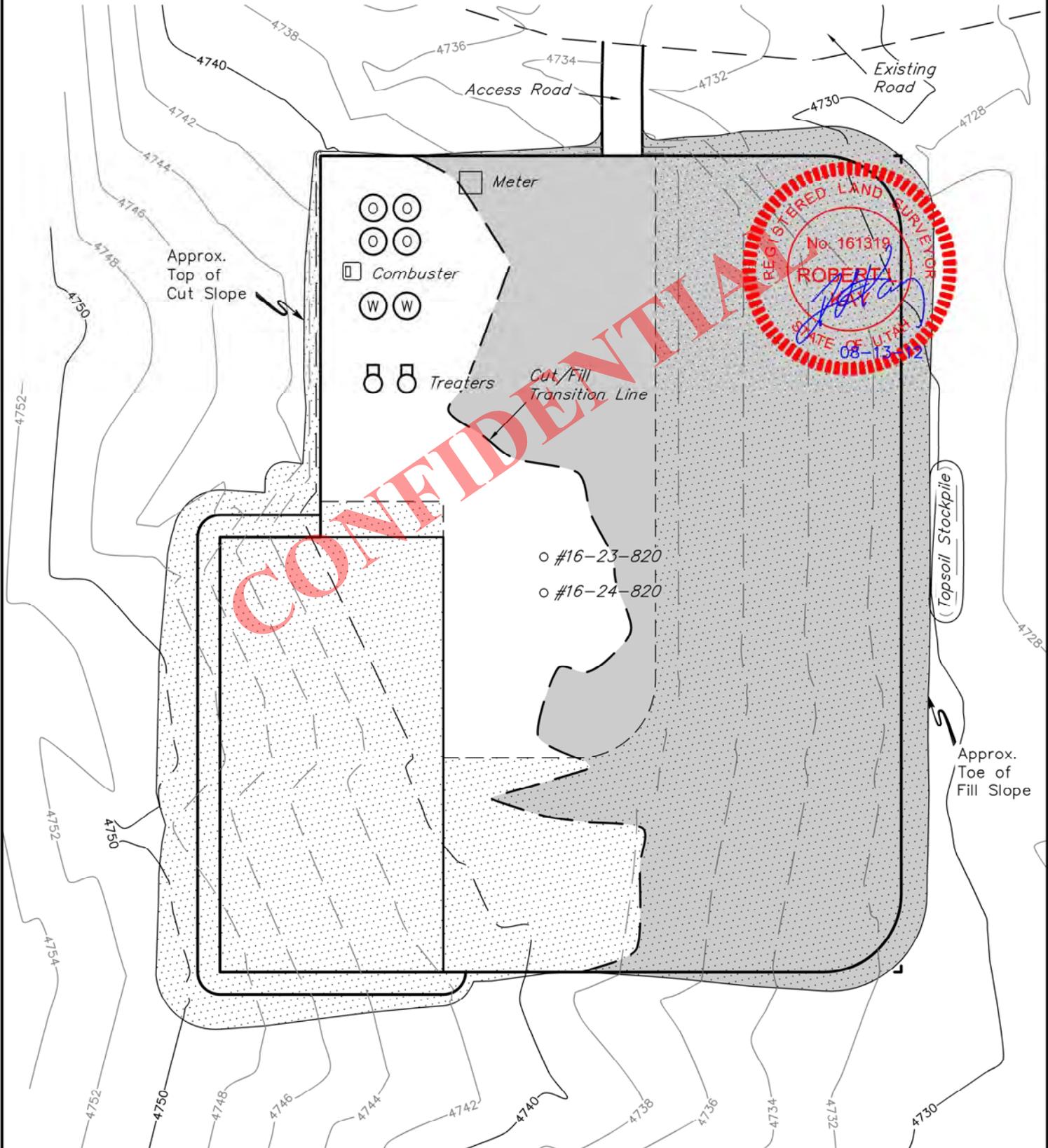
# AXIA ENERGY

## PRODUCTION FACILITY LAYOUT FOR

THREE RIVERS #16-23-820 & #16-24-820  
SECTION 16, T8S, R20E, S.L.B.&M.  
SE 1/4 SW 1/4

FIGURE #4

SCALE: 1" = 60'  
DATE: 08-07-12  
DRAWN BY: Z.L.

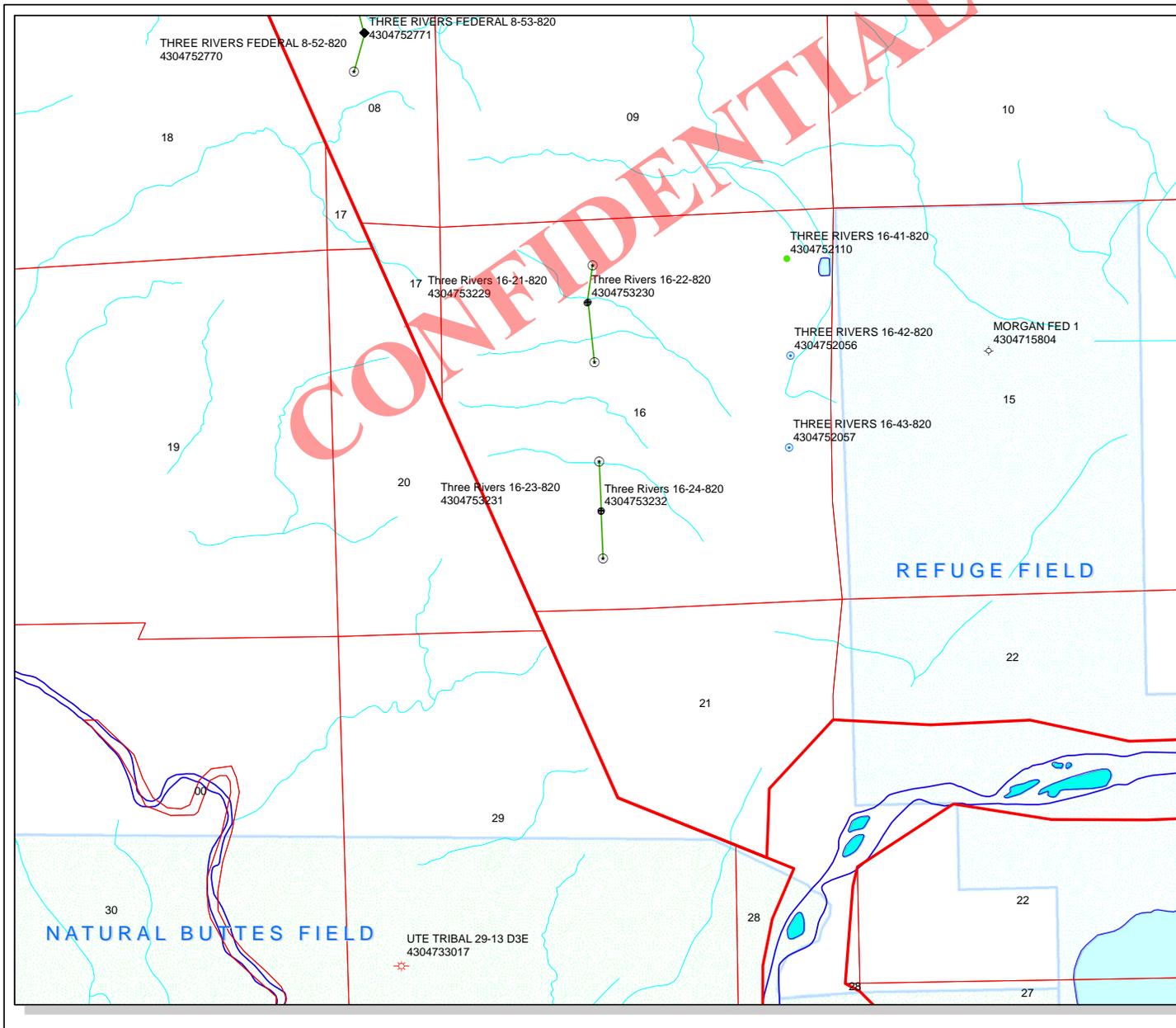


**CONFIDENTIAL**

 RECLAIMED AREA

APPROXIMATE ACREAGES  
UN-RECLAIMED = ± 0.779 ACRES

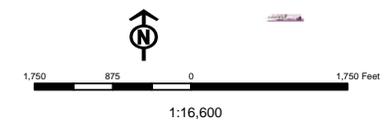
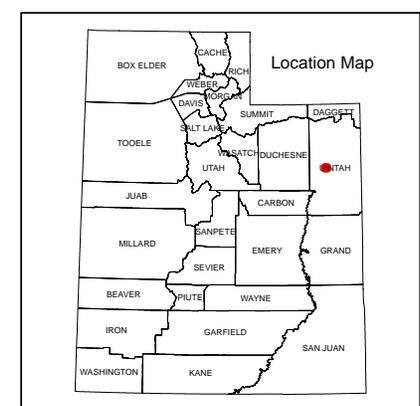
UINTAH ENGINEERING & LAND SURVEYING  
85 So. 200 East \* Vernal, Utah 84078 \* (435) 789-1017



**API Number: 4304753231**  
**Well Name: Three Rivers 16-23-820**  
**Township T08.0S Range R20.0E Section 16**  
**Meridian: SLBM**  
**Operator: AXIA ENERGY LLC**

Map Prepared:  
 Map Produced by Diana Mason

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



**From:** Jeff Conley  
**To:** Hill, Brad; Mason, Diana; rsatre@axiaenergy.com; starpoint@etv.net  
**CC:** Davis, Jim; Garrison, LaVonne  
**Date:** 10/30/2012 7:49 AM  
**Subject:** Axia-Three Rivers Approvals

Hello,

The following wells have been approved for arch and approved for paleo under the following conditions:

Both pads require paleo spot checking during any ground disturbing/construction activities.

(4304753231) Three Rivers 16-23-820  
(4304753232) Three Rivers 16-24-820  
(4304753229) Three Rivers 16-21-820  
(4304753230) Three Rivers 16-22-820

Thank you,

Jeff Conley  
SITLA Resource Specialist  
(801)-538-5157  
jconley@utah.gov

**CONFIDENTIAL**

BOPE REVIEW AXIA ENERGY LLC Three Rivers 16-23-820 43047532310000

Well Name	AXIA ENERGY LLC Three Rivers 16-23-820 43047532310000			
String	Surf	Prod		
Casing Size(")	8.625	5.500		
Setting Depth (TVD)	1000	6855		
Previous Shoe Setting Depth (TVD)	0	1000		
Max Mud Weight (ppg)	8.7	9.2		
BOPE Proposed (psi)	1000	3000		
Casing Internal Yield (psi)	3930	5750		
Operators Max Anticipated Pressure (psi)	2968	8.3		

Calculations	Surf String	8.625	"	
Max BHP (psi)	.052*Setting Depth*MW=	452		
			BOPE Adequate For Drilling And Setting Casing at Depth?	
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	332	YES	diverter with rotating head
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	232	YES	OK
			*Can Full Expected Pressure Be Held At Previous Shoe?	
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	232	NO	OK
Required Casing/BOPE Test Pressure=		1000	psi	
*Max Pressure Allowed @ Previous Casing Shoe=		0	psi *Assumes 1psi/ft frac gradient	

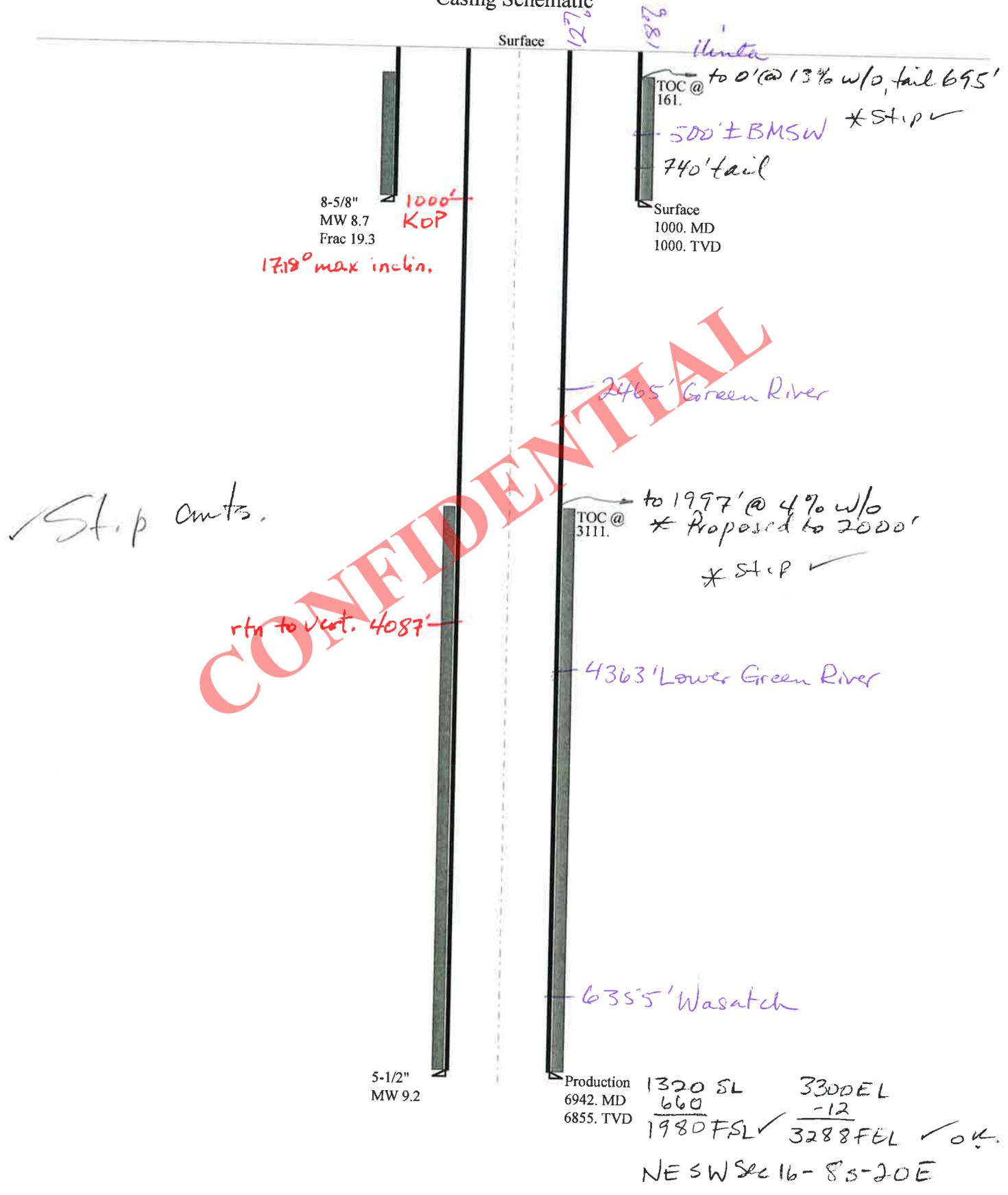
Calculations	Prod String	5.500	"	
Max BHP (psi)	.052*Setting Depth*MW=	3279		
			BOPE Adequate For Drilling And Setting Casing at Depth?	
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	2456	YES	
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	1771	YES	OK
			*Can Full Expected Pressure Be Held At Previous Shoe?	
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	1991	NO	OK
Required Casing/BOPE Test Pressure=		3000	psi	
*Max Pressure Allowed @ Previous Casing Shoe=		1000	psi *Assumes 1psi/ft frac gradient	

Calculations	String		"	
Max BHP (psi)	.052*Setting Depth*MW=			
			BOPE Adequate For Drilling And Setting Casing at Depth?	
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=		NO	
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=		NO	
			*Can Full Expected Pressure Be Held At Previous Shoe?	
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=		NO	
Required Casing/BOPE Test Pressure=			psi	
*Max Pressure Allowed @ Previous Casing Shoe=			psi *Assumes 1psi/ft frac gradient	

Calculations	String		"	
Max BHP (psi)	.052*Setting Depth*MW=			
			BOPE Adequate For Drilling And Setting Casing at Depth?	
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=		NO	
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=		NO	
			*Can Full Expected Pressure Be Held At Previous Shoe?	
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=		NO	
Required Casing/BOPE Test Pressure=			psi	
*Max Pressure Allowed @ Previous Casing Shoe=			psi *Assumes 1psi/ft frac gradient	

# 43047532310000 Three Rivers 16-23-820

## Casing Schematic



Well name:	<b>43047532310000 Three Rivers 16-23-820</b>	
Operator:	<b>AXIA ENERGY LLC</b>	
String type:	Surface	Project ID: 43-047-53231
Location:	UINTAH COUNTY	

**Design parameters:**

**Collapse**

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

**Burst**

Max anticipated surface pressure: 880 psi  
Internal gradient: 0.120 psi/ft  
Calculated BHP: 1,000 psi

No backup mud specified.

**Minimum design factors:**

**Collapse:**

Design factor: 1.125

**Burst:**

Design factor: 1.00

**Tension:**

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

Tension is based on air weight.  
Neutral point: 871 ft

**Environment:**

H2S considered? No  
Surface temperature: 74 °F  
Bottom hole temperature: 88 °F  
Temperature gradient: 1.40 °F/100ft  
Minimum section length: 100 ft

Cement top: 161 ft

**Non-directional string.**

**Re subsequent strings:**

Next setting depth: 6,855 ft  
Next mud weight: 9,200 ppg  
Next setting BHP: 3,276 psi  
Fracture mud wt: 19,250 ppg  
Fracture depth: 1,000 ft  
Injection pressure: 1,000 psi

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost (\$)
1	1000	8.625	32.00	J-55	LT&C	1000	1000	7.875	8059
Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Design Factor
1	452	2530	5.598	1000	3930	3.93	32	417	13.03 J

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

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

Date: November 7, 2012  
Salt Lake City, Utah

**Remarks:**

Collapse is based on a vertical depth of 1000 ft, a mud weight of 8.7 ppg. The casing is considered to be evacuated for collapse purposes. Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

Well name:	<b>43047532310000 Three Rivers 16-23-820</b>		
Operator:	<b>AXIA ENERGY LLC</b>		
String type:	Production	Project ID:	43-047-53231
Location:	UINTAH COUNTY		

**Design parameters:**

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

**Minimum design factors:**

**Collapse:**  
 Design factor 1.125

**Environment:**

H2S considered? No  
 Surface temperature: 74 °F  
 Bottom hole temperature: 170 °F  
 Temperature gradient: 1.40 °F/100ft  
 Minimum section length: 1,000 ft

**Burst**

Max anticipated surface pressure: 1,768 psi  
 Internal gradient: 0.220 psi/ft  
 Calculated BHP 3,276 psi

**Burst:**

Design factor 1.00

Cement top: 3,111 ft

No backup mud specified.

**Tension:**

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

**Directional Info - Build & Drop**

Kick-off point 1000 ft  
 Departure at shoe: 660 ft  
 Maximum dogleg: 2 °/100ft  
 Inclination at shoe: 0 °

Tension is based on air weight.  
 Neutral point: 5,986 ft

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost (\$)
1	6942	5.5	17.00	J-55	LT&C	6855	6942	4.767	26895
Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Design Factor
1	3276	4910	1.499	3276	5320	1.62	116.5	247	2.12 J

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

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

Date: November 7, 2012  
 Salt Lake City, Utah

Remarks:

Collapse is based on a vertical depth of 6855 ft, a mud weight of 9.2 ppg. The casing is considered to be evacuated for collapse purposes. Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

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

# ON-SITE PREDRILL EVALUATION

## Utah Division of Oil, Gas and Mining

**Operator** AXIA ENERGY LLC  
**Well Name** Three Rivers 16-23-820  
**API Number** 43047532310000      **APD No** 6923    **Field/Unit** UNDESIGNATED  
**Location: 1/4,1/4 SESW**    **Sec** 16    **Tw** 8.0S    **Rng** 20.0E    1320 FSL 3300 FEL  
**GPS Coord (UTM)** 612868 4441786      **Surface Owner**

### Participants

Don Hamilton and Jim Burns (permit contractors), Cody Rich (surveyor), John Busch (Axia representative), Ben Williams (UDWR), Jim Davis (SITLA)

### Regional/Local Setting & Topography

This location sits 0.5 miles west of Highway 88 and approximately 4.5 miles south of Pelican Lake. The location slopes east toward the Green River just over 1 miles to the south east. Hills rise steeply to the west of the location and in the hills just to the north and west there is a gravel pit.

### Surface Use Plan

**Current Surface Use**  
Wildlfe Habitat

New Road Miles	Well Pad Width 260    Length 366	Src Const Material Offsite	Surface Formation ALLU
0.5			

**Ancillary Facilities** N

Road base to be brought in for construction of berms and tank pads.

**Waste Management Plan Adequate?**      Y

### Environmental Parameters

**Affected Floodplains and/or Wetlands** N

**Flora / Fauna**

Prickly pear, sparse grasses

Pronghorn habitat

**Soil Type and Characteristics**

Sandy soil with gravel on surface.

**Erosion Issues** Y

Erodible soil but contains a lot of rock

**Sedimentation Issues** N

**Site Stability Issues** N

**Drainage Diverson Required?** N

**Berm Required? N**

**Erosion Sedimentation Control Required? N**

**Paleo Survey Run? Y    Paleo Potential Observed?    Cultural Survey Run? Y    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**

The reserve pit is proposed in a cut stable location. According to Axia representative John Busch a 20 mil liner will be used as standard procedure for this and all other Axia reserve pits. This liner will be adequate for this site. The pit dimensions are 195' x 100' x 10' deep.

**Closed Loop Mud Required? N    Liner Required? Y    Liner Thickness 20    Pit Underlayment Required? Y**

**Other Observations / Comments**

Paleo spot check to be done if bedrock is encountered.

2 well pad to be shared with the Three Rivers 16-24-820 (API # 43-047-53232)

Richard Powell  
**Evaluator**

10/16/2012  
**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
6923	43047532310000	SITLA	OW	S	No
<b>Operator</b>	AXIA ENERGY LLC		<b>Surface Owner-APD</b>		
<b>Well Name</b>	Three Rivers 16-23-820		<b>Unit</b>		
<b>Field</b>	UNDESIGNATED		<b>Type of Work</b>	DRILL	
<b>Location</b>	SESW 16 8S 20E S 1320 FSL 3300 FEL GPS Coord (UTM) 612871E 4441785N				

### Geologic Statement of Basis

Axia proposes to set 1,000 feet of surface pipe, cemented to surface. The depth to the base of the moderately saline water at this location is estimated to be at approximately 500 feet. A search of Division of Water Rights records shows no water wells within a 10,000 foot radius of the center of Section 16. The surface formation at this site is the Uinta Formation and alluvium derived from the Uinta Formation. The Uinta Formation is made up of interbedded shales and sandstones. The sandstones are mostly lenticular and discontinuous and should not be a significant source of useable ground water. The proposed casing and cement should adequately protect ground water in this area.

Brad Hill  
**APD Evaluator**

11/6/2012  
**Date / Time**

### Surface Statement of Basis

This proposed well pad is on SITLA surface with state minerals. SITLA representative Jim Davis was on site but expressed no concerns with drilling on this site. UDWR representative Ben William was also in attendance and stated that this is pronghorn habitat but made no recommendations. This well is just off an existing access road which leads to a gravel pit leased by SITLA. Axia representative John Busch asked that the access road to the gravel pit also be included as the access to this well for fear that if the gravel pit is closed there is no question that the well has access protection. Jim Davis stated that this would not be a problem and the surveyor agreed to change the plat to reflect this. A 20 mil liner will be used as standard equipment on this site and will be adequate. This appears to be a good site for placement of this well pad.

Richard Powell  
**Onsite Evaluator**

10/16/2012  
**Date / Time**

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

Category	Condition
Pits	A synthetic liner with a minimum thickness of 20 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: 9/27/2012

API NO. ASSIGNED: 43047532310000

WELL NAME: Three Rivers 16-23-820

OPERATOR: AXIA ENERGY LLC (N3765)

PHONE NUMBER: 435 719-2018

CONTACT: Don Hamilton

PROPOSED LOCATION: SESW 16 080S 200E

Permit Tech Review: 

SURFACE: 1320 FSL 3300 FEL

Engineering Review: 

BOTTOM: 1980 FSL 3300 FEL

Geology Review: 

COUNTY: UINTAH

LATITUDE: 40.11881

LONGITUDE: -109.67543

UTM SURF EASTINGS: 612871.00

NORTHINGS: 4441785.00

FIELD NAME: UNDESIGNATED

LEASE TYPE: 3 - State

LEASE NUMBER: ML-49319

PROPOSED PRODUCING FORMATION(S): WASATCH

SURFACE OWNER: 3 - State

COALBED METHANE: NO

## RECEIVED AND/OR REVIEWED:

- PLAT
- Bond: STATE/FEE - LMP9046682
- Potash
- Oil Shale 190-5
- Oil Shale 190-3
- Oil Shale 190-13
- Water Permit: 49-2262 - RNI at Green River
- RDCC Review:
- Fee Surface Agreement
- Intent to Commingle

Commingle Approved

## LOCATION AND SITING:

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

Comments: Presite Completed

Stipulations:

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



GARY R. HERBERT  
*Governor*

GREGORY S. BELL  
*Lieutenant Governor*

# State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER  
*Executive Director*

Division of Oil, Gas and Mining

JOHN R. BAZA  
*Division Director*

## Permit To Drill

\*\*\*\*\*

**Well Name:** Three Rivers 16-23-820

**API Well Number:** 43047532310000

**Lease Number:** ML-49319

**Surface Owner:** STATE

**Approval Date:** 12/10/2012

### Issued to:

AXIA ENERGY LLC, 1430 Larimer Ste 400, Denver, CO 80202

### Authority:

Pursuant to Utah Code Ann. 40-6-1 et seq., and Utah Administrative Code R649-3-1 et seq., the Utah Division of Oil, Gas and Mining issues conditions of approval, and permit to drill the listed well. This permit is issued in accordance with the requirements of R649-3-11. The expected producing formation or pool is the WASATCH Formation(s), completion into any other zones will require filing a Sundry Notice (Form 9). Completion and commingling of more than one pool will require approval in accordance with R649-3-22.

### Duration:

This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date

### Exception Location:

Appropriate information has been submitted to DOGM and administrative approval of the requested exception location is hereby granted.

### General:

Compliance with the requirements of Utah Admin. R. 649-1 et seq., the Oil and Gas Conservation General Rules, and the applicable terms and provisions of the approved Application for permit to drill.

### Conditions of Approval:

In accordance with Utah Admin. R.649-3-11, Directional Drilling, the operator shall submit a complete angular deviation and directional survey report to the Division within 30 days following completion of the well.

This proposed well is located in an area for which drilling units (well spacing patterns) have not been established through an order of the Board of Oil, Gas and Mining (the "Board"). In order to avoid the possibility of waste or injury to correlative rights, the operator is requested, once the well has been drilled, completed, and has produced, to analyze geological and engineering data generated therefrom, as well as any similar data from surrounding areas if available. As soon as is practicable after completion of its analysis, and if the analysis suggests an

area larger than the quarter-quarter section upon which the well is located is being drained, the operator is requested to seek an appropriate order from the Board establishing drilling and spacing units in conformance with such analysis by filing a Request for Agency Action with the Board.

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

Cement volume for the 5 1/2 production string shall be determined from actual hole diameter in order to place cement from the pipe setting depth back to 2000' MD as indicated in the submitted drilling plan.

Surface casing shall be cemented to the surface.

**Additional Approvals:**

The operator is required to obtain approval from the Division of Oil, Gas and mining before performing any of the following actions during the drilling of this well:

- Any changes to the approved drilling plan - contact Dustin Doucet
- Significant plug back of the well - contact Dustin Doucet
- Plug and abandonment of the well - contact Dustin Doucet

**Notification Requirements:**

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

- Within 24 hours following the spudding of the well - contact Carol Daniels  
OR  
submit an electronic sundry notice (pre-registration required) via the Utah Oil & Gas website  
at <http://oilgas.ogm.utah.gov>
- 24 hours prior to testing blowout prevention equipment - contact Dan Jarvis
- 24 hours prior to cementing or testing casing - contact Dan Jarvis
- Within 24 hours of making any emergency changes to the approved drilling program  
- contact Dustin Doucet
- 24 hours prior to commencing operations to plug and abandon the well - contact Dan Jarvis

**Contact Information:**

The following are Division of Oil, Gas and Mining contacts and their telephone numbers (please leave a voicemail message if the person is not available to take the call):

- Carol Daniels 801-538-5284 - office
- Dustin Doucet 801-538-5281 - office  
801-733-0983 - after office hours
- Dan Jarvis 801-538-5338 - office  
801-231-8956 - after office hours

**Reporting Requirements:**

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

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

**Approved By:**

A handwritten signature in black ink, appearing to read "John Rogers", written in a cursive style.

For John Rogers  
Associate Director, Oil & Gas

CONFIDENTIAL



SESW S-16 T08S R20E 4304753231

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**Spud Notice**

---

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

Mon, May 13, 2013 at 10:06 PM

To: Carol Daniels &lt;caroldaniels@utah.gov&gt;, Richard Powell &lt;richardpowell@utah.gov&gt;, Dan Jarvis &lt;danjarvis@utah.gov&gt;

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

Pete Martin has moved onto ~~Three Rivers~~ **16-23-820** drill and set conductor on 05/14/2013

Date and time in 05/13/2013 11:00 hrs

Pete Martin will move onto Three Rivers 16-24-820 to drill and set conductor.

Estimated spud time will be 11:00 on 05/14/2013

Any questions,

Cordell Wold

Axia Energy

701-570-5540

**RECEIVED****MAY 14 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> ML-49319
<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 16-23-820
<b>2. NAME OF OPERATOR:</b> AXIA ENERGY LLC	<b>9. API NUMBER:</b> 43047532310000
<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> 1318 FSL 3275 FEL <b>QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:</b> Qtr/Qtr: SESW Section: 16 Township: 08.0S Range: 20.0E Meridian: S	<b>9. FIELD and POOL or WILDCAT:</b> UNDESIGNATED  <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: 5/14/2013	<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 97' of conductor casing and cement to surface. Released rig, and waiting for surface 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	

<b>STATE OF UTAH</b> DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	<b>FORM 9</b>
<b>SUNDRY NOTICES AND REPORTS ON WELLS</b>  Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.	5. LEASE DESIGNATION AND SERIAL NUMBER: ML-49319
1. TYPE OF WELL Oil Well	6. IF INDIAN, ALLOTTEE OR TRIBE NAME:  7. UNIT or CA AGREEMENT NAME:
2. NAME OF OPERATOR: AXIA ENERGY LLC	8. WELL NAME and NUMBER: Three Rivers 16-23-820
3. ADDRESS OF OPERATOR: 1430 Larimer Ste 400 , Denver, CO, 80202	9. API NUMBER: 43047532310000
4. LOCATION OF WELL FOOTAGES AT SURFACE: 1318 FSL 3275 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESW Section: 16 Township: 08.0S Range: 20.0E Meridian: S	9. FIELD and POOL or WILDCAT: UNDESIGNATED  COUNTY: UINTAH  STATE: UTAH
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA	

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> <b>NOTICE OF INTENT</b> Approximate date work will start: 6/20/2013	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input checked="" type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<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.

Axia Energy, LLC respectfully requests changes to the previously approved APD as follows: Surface hole location from 1320' FSL and 3300' FEL to 1318' FSL and 3275' FEL. Bottom hole location from 1980' FSL and 3300' FEL to 1820' FSL and 3300' FEL. (See attached rev Plat & dir drlg plan) Proposed depth from 6942' TD to 6703' TD. Surface casing from 8.625 32# J-55 LT&C to 8.625 24# J-55 ST&C. Cement requirements in approved APD will be followed.

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

**Date:** June 06, 2013

**By:** *Derek Duff*

NAME (PLEASE PRINT) Cindy Turner	PHONE NUMBER 720 746-5209	TITLE Project Manager
SIGNATURE N/A	DATE 5/8/2013	



May 8, 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 16-23-820 (API # 43047532310000)  
SESW Sec 16-T8S-R20E  
Uintah County, UT

Mr. Doucet:

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

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

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

## AXIA ENERGY

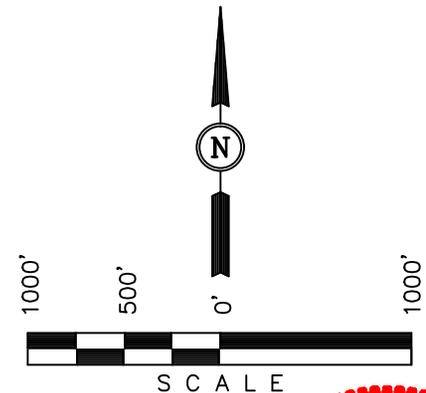
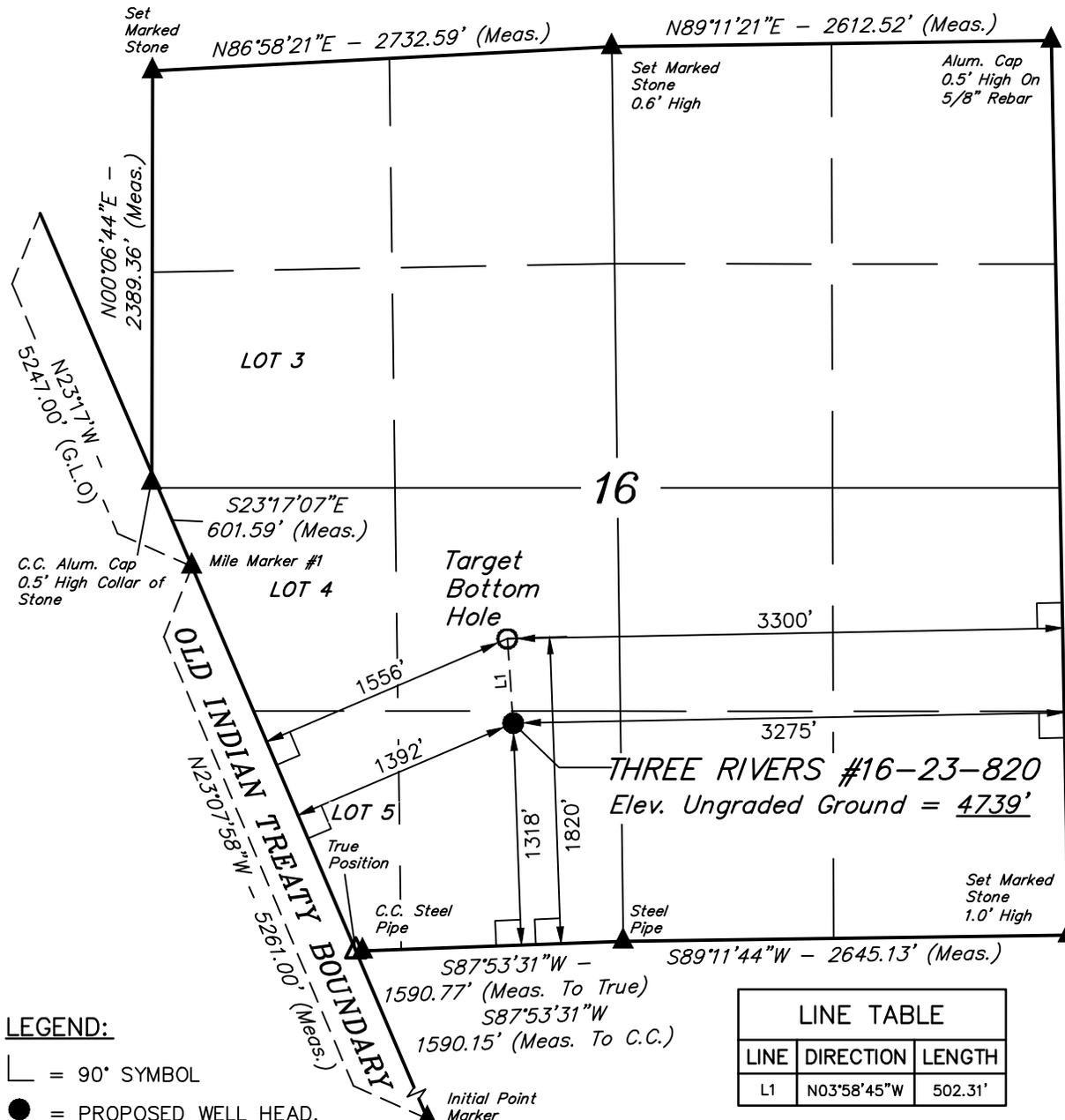
Well location, THREE RIVERS #16-23-820, located as shown in the SE 1/4 SW 1/4 of Section 16, T8S, R20E, S.L.B.&M., Uintah County, Utah.

### BASIS OF ELEVATION

BENCH MARK (38EAM) LOCATED IN THE SW 1/4 OF SECTION 9, T7S, R20E, S.L.B.&M. TAKEN FROM THE PELICAN LAKE, QUADRANGLE, UTAH, 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 OF ACCURACY  
 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.  
**ALBERTA KAY**  
 REGISTERED LAND SURVEYOR  
 REGISTRATION NO. 161319  
 STATE OF UTAH 04-36-13

- REV: 04-30-13 C.A.G.
- REV: 04-25-13 C.A.G.
- REV: 04-24-13 C.A.G.
- REV: 04-17-13 C.A.G.

### LEGEND:

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

LINE TABLE		
LINE	DIRECTION	LENGTH
L1	N03°58'45"W	502.31'

NAD 83 (TARGET BOTTOM HOLE)		NAD 83 (SURFACE LOCATION)	
LATITUDE =	40°07'12.66" (40.120183)	LATITUDE =	40°07'07.71" (40.118808)
LONGITUDE =	109°40'31.83" (109.675508)	LONGITUDE =	109°40'31.38" (109.675383)
NAD 27 (TARGET BOTTOM HOLE)		NAD 27 (SURFACE LOCATION)	
LATITUDE =	40°07'12.79" (40.120219)	LATITUDE =	40°07'07.84" (40.118844)
LONGITUDE =	109°40'29.33" (109.674814)	LONGITUDE =	109°40'28.88" (109.674689)

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

SCALE 1" = 1000'	DATE SURVEYED: 07-31-12	DATE DRAWN: 08-07-12
PARTY G.O. S.R. Z.L.	REFERENCES G.L.O. PLAT	
WEATHER HOT	FILE AXIA ENERGY	

# Axia Energy

Three Rivers 16-23-820  
Uintah County, Utah

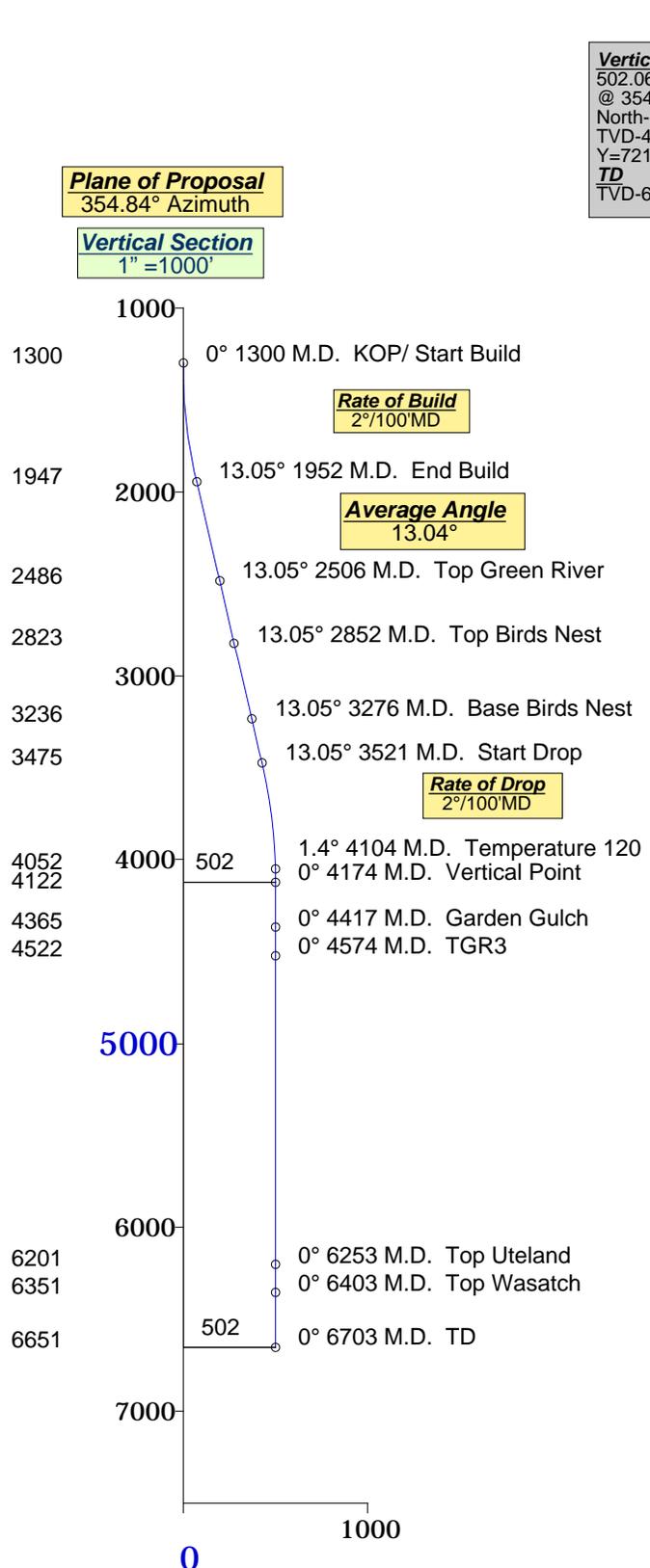
**Horizontal Plan**  
1" = 200'



**Vertical Point**  
502.06' Displacement from S/L  
@ 354.84° Azimuth from S/L  
North-500.03' West-45.16' of S/L  
TVD-4122' MD-4174'  
Y=7217704.7', X=2150593.8'  
**TD**  
TVD-6651' MD-6702'

**Plane of Proposal**  
354.84° Azimuth

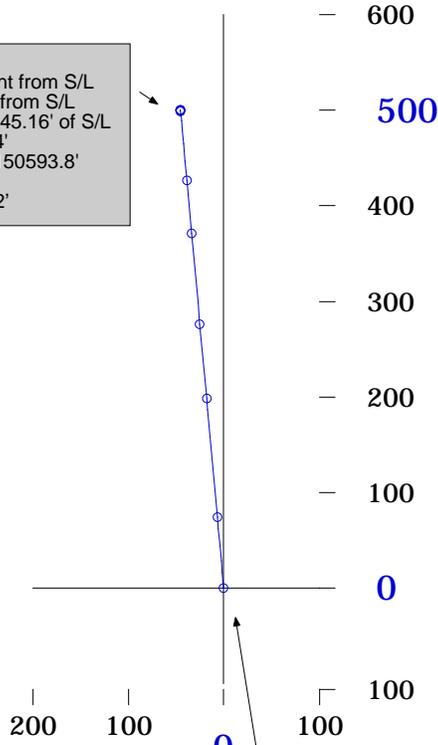
**Vertical Section**  
1" = 1000'



**Rate of Build**  
2°/100'MD

**Average Angle**  
13.04°

**Rate of Drop**  
2°/100'MD



**Surface Location**  
Y=7217204.638'  
X=2150638.945'

Top Green River	2486' TVD
Top Birds Nest	2823' TVD
Base Birds Nest	3236' TVD
Temperature 120	4052' TVD
Garden Gulch	4365' TVD
TGR3	4522' TVD
Top Uteland	6201' TVD
Top Wasatch	6351' TVD



Denver, Colorado  
303-463-1919

05-02-2013

# Bighorn Directional, Inc.

Axia Energy  
 Three Rivers 16-23-820  
 Uintah County, Utah



Minimum of Curvature  
 Slot Location: 7217204.64', 2150638.94'  
 Plane of Vertical Section: 354.84°

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	7217204.6	2150638.9	0.00	0.00	0.00	0.00
KOP/ Start Build											
1400.00	2.00	354.84	1399.98	1.74	-0.16	7217206.4	2150638.8	1.75	1.75	354.84	2.00
1500.00	4.00	354.84	1499.84	6.95	-0.63	7217211.6	2150638.3	6.98	6.98	354.84	2.00
1600.00	6.00	354.84	1599.45	15.63	-1.41	7217220.3	2150637.5	15.69	15.69	354.84	2.00
1700.00	8.00	354.84	1698.70	27.77	-2.51	7217232.4	2150636.4	27.88	27.88	354.84	2.00
1800.00	10.00	354.84	1797.47	43.35	-3.92	7217248.0	2150635.0	43.52	43.52	354.84	2.00
1900.00	12.00	354.84	1895.62	62.35	-5.63	7217267.0	2150633.3	62.60	62.60	354.84	2.00
1952.27	13.04	354.84	1946.65	73.64	-6.65	7217278.3	2150632.3	73.94	73.94	354.84	2.00
End Build											
2452.27	13.04	354.84	2433.75	186.04	-16.80	7217390.7	2150622.1	186.79	186.79	354.84	0.00
2505.91	13.04	354.84	2486.00	198.09	-17.89	7217402.7	2150621.1	198.90	198.90	354.84	0.00
Top Green River											
2851.84	13.04	354.84	2823.00	275.86	-24.92	7217480.5	2150614.0	276.98	276.98	354.84	0.00
Top Birds Nest											
2952.27	13.04	354.84	2920.84	298.44	-26.96	7217503.1	2150612.0	299.65	299.65	354.84	0.00
3275.78	13.04	354.84	3236.00	371.16	-33.52	7217575.8	2150605.4	372.67	372.67	354.84	0.00
Base Birds Nest											
3452.27	13.04	354.84	3407.94	410.84	-37.11	7217615.5	2150601.8	412.51	412.51	354.84	0.00
3521.47	13.04	354.84	3475.35	426.39	-38.51	7217631.0	2150600.4	428.13	428.13	354.84	0.00
Start Drop											
3621.47	11.04	354.84	3573.14	447.18	-40.39	7217651.8	2150598.6	449.00	449.00	354.84	2.00
3721.47	9.04	354.84	3671.61	464.55	-41.96	7217669.2	2150597.0	466.44	466.44	354.84	2.00
3821.47	7.04	354.84	3770.62	478.48	-43.22	7217683.1	2150595.7	480.43	480.43	354.84	2.00
3921.47	5.04	354.84	3870.06	488.97	-44.16	7217693.6	2150594.8	490.96	490.96	354.84	2.00
4021.47	3.04	354.84	3969.80	496.00	-44.80	7217700.6	2150594.1	498.02	498.02	354.84	2.00
4103.73	1.40	354.84	4052.00	499.17	-45.09	7217703.8	2150593.9	501.21	501.21	354.84	2.00
Temperature 120											

## Bighorn Directional, Inc.

Axia Energy Three Rivers 16-23-820 Uintah County, Utah	 <p style="font-size: small; color: red;">Bighorn Directional Incorporated Denver, Colorado 303-463-1919</p>	Page: 2  Minimum of Curvature Slot Location: 7217204.64', 2150638.94' Plane of Vertical Section: 354.84°
--	---	--

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	
4121.47	1.04	354.84	4069.73	499.55	-45.12	7217704.2	2150593.8	501.58	501.58	354.84	2.00
4173.74	0.00	354.84	4122.00	500.03	-45.16	7217704.7	2150593.8	502.06	502.06	354.84	2.00
Vertical Point											
4416.74	0.00	354.84	4365.00	500.03	-45.16	7217704.7	2150593.8	502.06	502.06	354.84	0.00
Garden Gulch											
4573.74	0.00	354.84	4522.00	500.03	-45.16	7217704.7	2150593.8	502.06	502.06	354.84	0.00
TGR3											
6252.74	0.00	354.84	6201.00	500.03	-45.16	7217704.7	2150593.8	502.06	502.06	354.84	0.00
Top Uteland											
6402.74	0.00	354.84	6351.00	500.03	-45.16	7217704.7	2150593.8	502.06	502.06	354.84	0.00
Top Wasatch											
6702.74	0.00	354.84	6651.00	500.03	-45.16	7217704.7	2150593.8	502.06	502.06	354.84	0.00
TD											
Final Station Closure Distance: 502.06' Direction: 354.84°											



SESU 5-16 TOBS R20E

CONFIDENTIAL

**Capstar 321, Axia Energy, Three Rivers 16-24-820, BOP Test & Spud notice**

klbascom <klbascom@ubtanet.com>

Fri, Jun 7, 2013 at 4:40 PM

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

Cc: ">" <cwold@axiaenergy.com>, cturmer@axiaenergy.com, bholder@axiaenergy.com, jpeonio@axiaenergy.com

Capstar #321 skidding from Axia energys Three Rivers 16-24-820 Saturday 6/8/13 to ~~Three Rivers 16-23-820~~,  
API# 43-047-53231, rig up & test BOP Saturday evening 6/8/13 & drill out early Sunday morning. Any  
Questions, contact Kenny Bascom @ 435-828-0697.

RECEIVED  
JUN 8 8 2013  
DIV. OF OIL, GAS & MINING



SESW S-16 T08S R20E 4304753231

CONFIDENTIAL

**Capstar 321, Axia Energy, Three Rivers 16-23-820 Prod casing/Cement (Corrected)**

klbascom <klbascom@ubtanet.com>

Thu, Jun 13, 2013 at 6:42 PM

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

Cc: Cordell Wold <cwold@axiaenergy.com>, jpeonio@axiaenergy.com, ctumer@axiaenergy.com, Bryce Holder <bholder@axiaenergy.com>

Capstar 321 reached Production TD 6720', 6/13/13 @ 05:00 on Axia Energy's Three Rivers 16-23-820, API# 43-047-53231, plan to run 5.5" production casing Thursday 6/13/13 & cement Friday morning 6/14/13 . Any questions contact Kenny Bascom @ 435-828-0697.

Thank You

Kenny Bascom

RECEIVED

JUN 13 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.	5. LEASE DESIGNATION AND SERIAL NUMBER: ML-49319
1. TYPE OF WELL Oil Well	6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
2. NAME OF OPERATOR: AXIA ENERGY LLC	7. UNIT or CA AGREEMENT NAME:
3. ADDRESS OF OPERATOR: 1430 Larimer Ste 400 , Denver, CO, 80202	8. WELL NAME and NUMBER: Three Rivers 16-23-820
4. LOCATION OF WELL FOOTAGES AT SURFACE: 1318 FSL 3275 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESW Section: 16 Township: 08.0S Range: 20.0E Meridian: S	9. API NUMBER: 43047532310000
5. ADDRESS OF OPERATOR: 1430 Larimer Ste 400 , Denver, CO, 80202	9. FIELD and POOL or WILDCAT: UNDESIGNATED
6. PHONE NUMBER: 720 746-5200 Ext	COUNTY: UINTAH
7. STATE: UTAH	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: 6/25/2013	<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.

Axia Energy, LLC received permission to complete the Wasatch formation. However, these was a change in plans and we will only be completing the Green River formation. Bottom Perf: 6,345' Top of Wasatch: 6,362' Please update Entity Action Number 19037 to GRRV

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

**Date:** July 03, 2013

**By:** *Derek Duff*

<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> 6/27/2013	

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9	
<b>SUNDRY NOTICES AND REPORTS ON WELLS</b>		<b>5. LEASE DESIGNATION AND SERIAL NUMBER:</b> ML-49319	
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 16-23-820	
<b>2. NAME OF OPERATOR:</b> AXIA ENERGY LLC		<b>9. API NUMBER:</b> 43047532310000	
<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> UNDESIGNATED	
<b>4. LOCATION OF WELL</b> <b>FOOTAGES AT SURFACE:</b> 1318 FSL 3275 FEL <b>QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:</b> Qtr/Qtr: SESW Section: 16 Township: 08.0S Range: 20.0E Meridian: S		<b>COUNTY:</b> UINTAH	
		<b>STATE:</b> UTAH	
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA			
TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:  <input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:  <input type="checkbox"/> SPUD REPORT Date of Spud:  <input checked="" type="checkbox"/> DRILLING REPORT Report Date: 9/19/2013	<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 checked="" 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.			
SPUD 06/15/13: MIRU Pete Martin. Drilled and set 97' conductor csg. Cemented to surface. SET SURF CSG 05/21/13: MIRU Pro-Petro. Drilled and set 1026' 8-5/8" surf csg. Cemented to surface. RESUMED DRILLING OPS 06/09/13: MIRU Capstar Drilling. Drilled to TD. Ran and cemented 6,699' 5-1/2" production casing. DATE TD REACHED: 06/13/13 DATE RIG RELEASED: 06/14/13 TMD: 6,720' TVD: 6,669' COMP START DATE: 06/15/13 1st PROD DATE: 07/04/13 FORMATION: GREEN RIVER			
<b>Accepted by the Utah Division of Oil, Gas and Mining FOR RECORD ONLY September 19, 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> 9/18/2013	

<b>STATE OF UTAH</b> DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	<b>FORM 9</b>
<b>SUNDRY NOTICES AND REPORTS ON WELLS</b>	
Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.	
<b>5. LEASE DESIGNATION AND SERIAL NUMBER:</b> ML-49319	<b>6. IF INDIAN, ALLOTTEE OR TRIBE NAME:</b>
<b>1. TYPE OF WELL</b> Oil Well	<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 16-23-820
<b>3. ADDRESS OF OPERATOR:</b> 1430 Larimer Ste 400 , Denver, CO, 80202	<b>9. API NUMBER:</b> 43047532310000
<b>PHONE NUMBER:</b> 720 746-5200 Ext	<b>9. FIELD and POOL or WILDCAT:</b> UNDESIGNATED
<b>4. LOCATION OF WELL</b> <b>FOOTAGES AT SURFACE:</b> 1318 FSL 3275 FEL <b>QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:</b> Qtr/Qtr: SESW Section: 16 Township: 08.0S Range: 20.0E Meridian: S	<b>COUNTY:</b> UINTAH
	<b>STATE:</b> UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> <b>NOTICE OF INTENT</b> Approximate date work will start: 10/1/2013	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> <b>SUBSEQUENT REPORT</b> Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> <b>SPUD REPORT</b> Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input type="checkbox"/> <b>DRILLING REPORT</b> Report Date:	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input checked="" type="checkbox"/> OTHER	OTHER: <input type="text" value="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 ST ML-49319 See Attached for Proposal and Allocation Diagram

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

Date: October 08, 2013

By: *D. K. Duff*

<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.

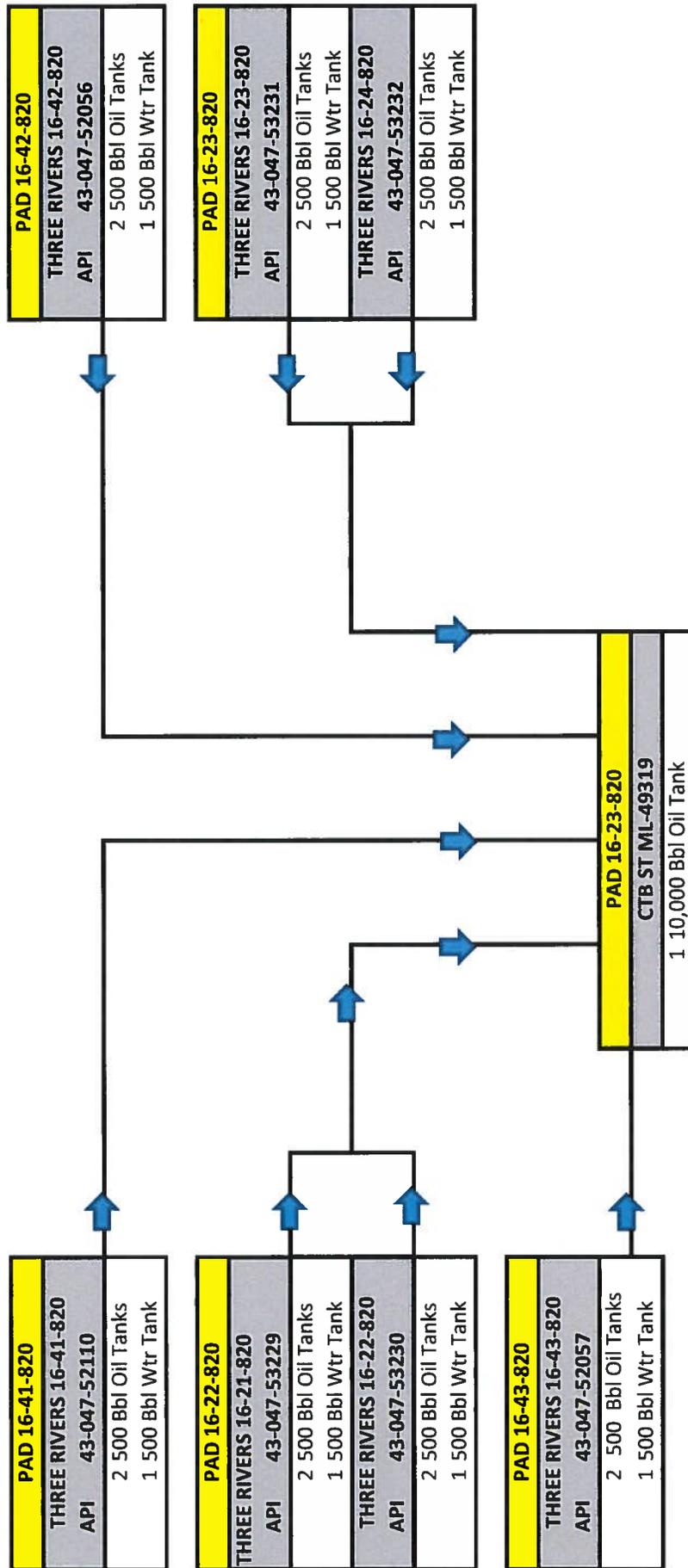
Proposed centralized storage facilities are set up by State or Federal lease number, or in the case of Fee wells, by common interest.

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 ST ML-49319  
**DESC:** THREE RIVERS WELLS IN SECTION 16 OF TOWNSHIP 8S-RING 20E THAT CAN FLOW TO CENTRAL TANK BATTERY  
**LEASE:** BASED ON COMMON INTEREST/LEASE NO STATE LEASE ML-49319



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

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9	
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		<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 16-23-820		
<b>2. NAME OF OPERATOR:</b> AXIA ENERGY LLC	<b>9. API NUMBER:</b> 43047532310000		
<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> UNDESIGNATED	
<b>4. LOCATION OF WELL</b> <b>FOOTAGES AT SURFACE:</b> 1318 FSL 3275 FEL <b>QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:</b> Qtr/Qtr: SESW Section: 16 Township: 08.0S Range: 20.0E Meridian: S	<b>COUNTY:</b> UINTAH		
		<b>STATE:</b> UTAH	
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA			
TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> <b>NOTICE OF INTENT</b> Approximate date work will start: 12/1/2013  <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="Variance Request"/>
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.			
<p>Axia Energy, LLC respectfully requests a variance to the 1,800 MCF/month limit of flaring oil production associated gas on the subject well to December 1, 2013. Axia Energy has constructed gas gathering infrastructure within the Three Rivers Project into which the subject well is tied in and ready for sales and is currently awaiting a gas gatherer to construct pipeline to the Project. The gas gatherer is awaiting ROW approval for the pipeline to access the project and it is anticipated that the ROW and construction will be completed prior to December 1, 2013. At that time, Axia Energy will cease flaring associated gas and will produce the gas to sales. The well is part of an ongoing program within the Three Rivers Project and evaluation of the production for reserve estimation is crucial in future planning within the field.</p>			
<b>NAME (PLEASE PRINT)</b> Cindy Turner		<b>PHONE NUMBER</b> 720 746-5209	<b>TITLE</b> Project Manager
<b>SIGNATURE</b> N/A		<b>DATE</b> 9/12/2013	



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

- State of Utah
- Department of Natural Resources

**Electronic Permitting System - Sundry Notices**

**Sundry Conditions of Approval Well Number 43047532310000**

**Request was made for additional information which was submitted and approved under separate sundry notice.**

<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> ML-49319	
<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 16-23-820
<b>2. NAME OF OPERATOR:</b> AXIA ENERGY LLC	<b>9. API NUMBER:</b> 43047532310000
<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> 1318 FSL 3275 FEL <b>QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:</b> Qtr/Qtr: SESW Section: 16 Township: 08.0S Range: 20.0E Meridian: S	<b>9. FIELD and POOL or WILDCAT:</b> UNDESIGNATED
	<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: 7/1/2013	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> <b>SUBSEQUENT REPORT</b> Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> <b>SPUD REPORT</b> Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input type="checkbox"/> <b>DRILLING REPORT</b> Report Date:	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input checked="" type="checkbox"/> OTHER	OTHER: <input type="text" value="Variance Request"/>

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

**Approved by the Utah Division of Oil, Gas and Mining**  
**Date:** November 05, 2013  
**By:** *Derek Duff*

<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> 10/23/2013	

Three Rivers #16-23-820

Notice of Intent start: July 1, 2013

Axia Energy, LLC respectfully requests a variance to the 1800 MCF/MO limit of flaring oil production associated gas on the subject well to the next Utah Board of Oil, Gas and Mining Hearing considering the next filing date. Axia Energy has constructed gas gathering infrastructure within the field and the subject well has been tied into the system but is awaiting gas gatherer ROW approval and construction to send the gas to sales. Axia Energy is requesting the variance to the next available Utah Board Hearing so that: a) production rates can be evaluated to properly size production equipment on the subject well and future wells, c) a decline curve can be evaluated for EUR determination and future planning of drill schedule and capital, and d) production will not be curtailed and EUR decreased due to the shut-in and potential damage to the reservoir (analogous projects operated by Axia Energy have shown a production and EUR decrease due to lengthy shut-ins). The last (Sept., '13) monthly flaring volume for the subject well was 6,150 MCF/MO and efforts will be made to minimize flaring by maximizing fuel usage until the hearing.

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

AMENDED REPORT  FORM 8  
(highlight changes)

**WELL COMPLETION OR RECOMPLETION REPORT AND LOG**

1a. TYPE OF WELL: OIL WELL <input checked="" type="checkbox"/> GAS WELL <input type="checkbox"/> DRY <input type="checkbox"/> OTHER _____		5. LEASE DESIGNATION AND SERIAL NUMBER <b>ML-49319</b>
b. TYPE OF WORK: NEW WELL <input checked="" type="checkbox"/> HORIZ. LATS <input type="checkbox"/> DEEP-EN <input type="checkbox"/> RE-ENTRY <input type="checkbox"/> DIFF. RESVR <input type="checkbox"/> OTHER _____		6. IF INDIAN, ALLOTTEE OR TRIBE NAME
2. NAME OF OPERATOR <b>Axia Energy, LLC.</b>		7. UNIT or CA AGREEMENT NAME
3. ADDRESS OF OPERATOR: <b>1430 Larimer St, Ste 400</b> CITY <b>Denver</b> STATE <b>CO</b> ZIP <b>50202</b>		8. WELL NAME and NUMBER <b>Three Rivers 16-23-820</b>
PHONE NUMBER <b>(720) 746-5200</b>		9. API NUMBER <b>4304753231</b>
4. LOCATION OF WELL (FOOTAGES) AT SURFACE: <b>SESW 1318' FSL &amp; 3275' FEL</b>		10. FIELD AND POOL, OR WILDCAT <b>WILDCAT</b>
AT TOP PRODUCING INTERVAL REPORTED BELOW: <b>1854' FSL &amp; 3319' FEL</b>		11. QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN <b>SESW 16 8S 20E S</b>
AT TOTAL DEPTH: <b>1822' FSL &amp; 3327' FEL</b>		12. COUNTY <b>UNITAH</b>
		13. STATE <b>UTAH</b>

14. DATE SPUNDED: <b>5/13/13</b>	15. DATE T.D. REACHED: <b>6/13/13</b>	16. DATE COMPLETED: <b>7/3/13</b>	ABANDONED <input type="checkbox"/> READY TO PRODUCE <input checked="" type="checkbox"/>	17. ELEVATIONS (DF, RKB, RT, GL): <b>4741' GL / 4758'</b>
18. TOTAL DEPTH. MD <b>6720</b> TVD <b>6669</b>	19. PLUG BACK T.D. MD <b>6,653</b> TVD <b>6,602</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
26	16		0	97		G 100		0 CIR	
12-1/4	8-5/8 J-55	24	0	1026		G 620	127	0 CIR	
7-3/4	5-1/2 J-55	17	0	6699		G 400	160	1584 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	5191							

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	2459	6,362	2,438	6,312	4562 6345	.43	219	Open <input checked="" type="checkbox"/>	Squeezed <input type="checkbox"/>
(B)								Open <input type="checkbox"/>	Squeezed <input type="checkbox"/>
(C)								Open <input type="checkbox"/>	Squeezed <input type="checkbox"/>
(D)								Open <input type="checkbox"/>	Squeezed <input type="checkbox"/>

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

WAS WELL HYDRAULICALLY FRACTURED? YES  NO  IF YES - DATE FRACTURED: **6/26/2013**

DEPTH INTERVAL	AMOUNT AND TYPE OF MATERIAL
4562' TO 6345'	Green River Hybrid Frac - 29,235 bbls slurry, 1,187,608 gal fluid, 942,960# 20/40 Premium White P

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: 7/4/2013		TEST DATE: 7/30/2013		HOURS TESTED: 24		TEST PRODUCTION RATES: →		OIL - BBL: 213	GAS - MCF: 382	WATER - BBL: 218	PROD. METHOD: Pumping
CHOKE SIZE: 40	TBG PRESS. 38	CSG PRESS. 38	API GRAVITY 32.00	BTU - GAS	GAS/OIL RATIO 1,793	24 HR PRODUCTION RATES: →	OIL - BBL: 213	GAS - MCF: 382	WATER - BBL: 218	INTERVAL STATUS: Open	

INTERVAL B (As shown in Item #26)

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

INTERVAL C (As shown in Item #26)

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

INTERVAL D (As shown in Item #26)

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

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

VENTED/USED

33. SUMMARY OF POROUS ZONES (Include Aquifers):

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

34. FORMATION (Log) MARKERS:

Formation	Top (MD)	Bottom (MD)	Descriptions, Contents, etc.	Name	Top (Measured Depth)
				Green River	2,459
				Garden Gluch	4,403
				Uteland Butte	6,216
				Wasatch	6,362

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 11-20-13

This report must be submitted within 30 days of

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

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

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

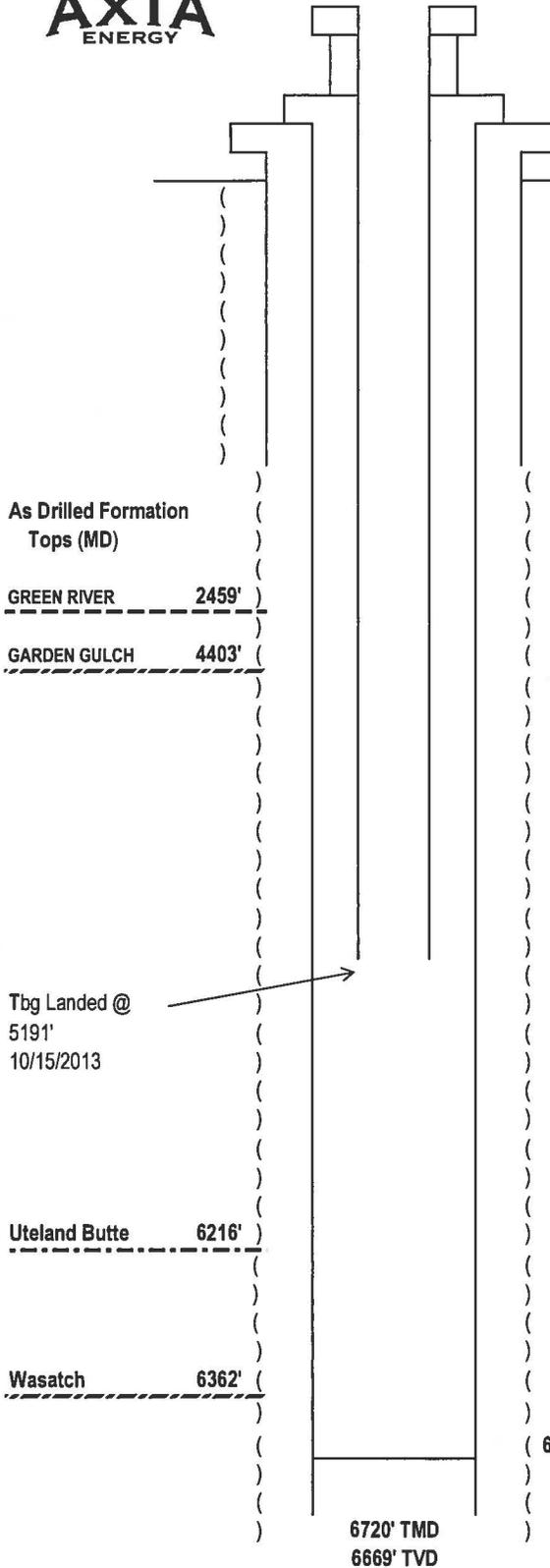
Send to: Utah Division of Oil, Gas and Mining  
 1594 West North Temple, Suite 1210  
 Box 145801  
 Salt Lake City, Utah 84114-5801

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

**WELLBORE DIAGRAM (after completion)**



Company: Axia Energy, LLC
Lease Name: Three Rivers 16-23-820
Surface Location: SESW Sec 16-T8S-R20E, 1318' FSL & 3275' FEL
Bottom Hole Location: SESW Sec 16-T8S-R20E, 1822' FSL & 3327' FEL
County: Uintah, UT
Date: 11/4/2013



KB 4758'

GL 4741'

DRILLED 26" HOLE TO 97' - SET 16" CONDUCTOR  
Cemented with 100 sxs to surface on 5/14/2013

DRILLED 12-1/4" HOLE 1047'  
( 1026' SURF CSG - 8-5/8" 24# J-55 ST&C (23 jts) 5/21/2013  
Cement: 620 sxs to surface  
TOC: 1584'

<b>GREEN RIVER 7 STAGE HYBRID FRAC (slickwater/gel)</b>				
4562	6345	Green River	3 spf	219 Holes
<b>Frac - Hybrid (slickwater/gel)</b>				
29,235 bbbls slurry, 1,187,608 gal fluid & 942,960# 20/40 Premium White				

DRILLED 7-3/4" HOLE TO 6720' TMD  
PROD CSG - 5 1/2" 17# J-55 LT&C (153 jts) Set @ 6699' 6/14/13  
Cemented with 400 sxs Premium Lite

6720' TMD  
6669' TVD



<b>Job Number:</b>	6072013	<b>Elevation :</b>	4942.00 ft
<b>Company:</b>	Axia Energy	<b>RKB:</b>	0.00 ft
<b>Lease/Well:</b>	Three Rivers 16-23-820	<b>Projection System:</b>	US State Plane 1983
<b>Location:</b>	Vernal	<b>Projection Group:</b>	Utah Central Zone
<b>Rig Name:</b>	Super Single	<b>Projection Datum:</b>	GRS80
<b>State/Country:</b>	Utah/ Uintah	<b>Mag. Declination:</b>	10.91°
<b>Country:</b>	USA	<b>Grid Convergence:</b>	1.16817 E
<b>API Number:</b>		<b>Date:</b>	Thursday, June 13, 2013

Calculated by HawkEye Software  
 Minimum Curvature Method  
 Vertical Section Plane 354.84°  
 Northing (US ft): 7220011.30 Easting (US ft): 2150372.37  
 Latitude: 40°07'35.4962" N Longitude: -109°40'34.0743" W  
 Direction Reference: True North

Measured Depth (Ft)	INC Deg	AZM Deg	TVD (Ft)	NS (Ft)	EW (Ft)	VS (Ft)	DLS */100Ft
0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
1119.00	0.30	317.60	1118.99	2.16	-1.98	2.33	0.03
1205.00	1.20	356.00	1204.99	3.23	-2.19	3.41	1.14
1290.00	4.00	4.20	1289.89	7.07	-2.03	7.23	3.31
1375.00	5.30	359.90	1374.61	13.96	-1.82	14.06	1.58
1461.00	7.00	359.60	1460.11	23.17	-1.87	23.24	1.98
1546.00	8.40	3.30	1544.34	34.55	-1.55	34.55	1.75
1632.00	10.00	3.80	1629.23	48.27	-0.69	48.14	1.86
1717.00	11.70	359.50	1712.71	64.25	-0.28	64.02	2.21
1802.00	12.40	357.90	1795.84	81.99	-0.69	81.72	0.91
1888.00	12.90	354.90	1879.75	100.78	-1.88	100.54	0.96
1973.00	12.00	356.40	1962.75	119.05	-3.28	118.86	1.13
2059.00	12.40	356.50	2046.81	137.19	-4.40	137.03	0.47
2144.00	11.80	356.30	2129.92	154.97	-5.52	154.84	0.71
2230.00	12.60	352.70	2213.98	173.05	-7.28	173.01	1.28
2315.00	11.50	351.60	2297.11	190.63	-9.69	190.73	1.32
2401.00	10.40	351.50	2381.54	206.79	-12.09	207.04	1.28
2486.00	11.30	350.50	2465.02	222.59	-14.60	223.00	1.08
2572.00	11.10	355.30	2549.38	239.15	-16.67	239.68	1.11
2657.00	10.30	347.70	2632.91	254.73	-18.96	255.41	1.91
2743.00	12.00	347.50	2717.28	270.97	-22.53	271.90	1.98
2828.00	11.20	349.00	2800.55	287.70	-26.02	288.88	1.01
2913.00	11.40	355.00	2883.90	304.18	-28.33	305.49	1.40
2999.00	12.70	354.40	2968.00	322.05	-29.99	323.44	1.52
3084.00	14.60	1.40	3050.61	342.06	-30.64	343.43	2.96
3170.00	14.20	4.50	3133.91	363.42	-29.55	364.60	1.01
3255.00	13.40	3.60	3216.45	383.64	-28.11	384.61	0.97
3340.00	13.00	1.10	3299.21	403.03	-27.31	403.85	0.82
3426.00	10.30	355.60	3383.43	420.37	-27.72	421.16	3.39
3511.00	9.50	354.20	3467.16	434.92	-29.01	435.77	0.98
3597.00	7.90	357.90	3552.17	447.89	-29.94	448.77	1.97
3682.00	8.60	352.70	3636.29	460.03	-30.96	460.95	1.20
3768.00	8.00	347.50	3721.39	472.25	-33.08	473.32	1.12
3853.00	7.00	355.70	3805.67	483.19	-34.74	484.36	1.72
3938.00	7.50	353.90	3889.99	493.88	-35.72	495.09	0.65
4024.00	6.10	354.70	3975.38	504.01	-36.74	505.27	1.63
4109.00	5.50	346.40	4059.95	512.46	-38.12	513.81	1.21
4195.00	4.90	352.70	4145.59	520.11	-39.55	521.56	0.96
4280.00	3.60	338.70	4230.36	526.20	-40.98	527.75	1.95
4365.00	2.90	338.00	4315.22	530.68	-42.76	532.37	0.82
4451.00	2.00	348.40	4401.14	534.17	-43.87	535.95	1.16
4536.00	0.70	340.90	4486.12	536.11	-44.34	537.93	1.54
4622.00	0.50	307.30	4572.11	536.83	-44.81	538.69	0.46
4708.00	0.40	350.00	4658.11	537.36	-45.16	539.24	0.40

Measured Depth (Ft)	INC Deg	AZM Deg	TVD (Ft)	NS (Ft)	EW (Ft)	VS (Ft)	DLS */100Ft
4793.00	0.40	227.90	4743.11	537.45	-45.44	539.36	0.82
4878.00	0.20	172.50	4828.11	537.10	-45.64	539.03	0.39
4964.00	1.10	211.30	4914.10	536.25	-46.05	538.22	1.11
5049.00	1.30	197.80	4999.08	534.64	-46.76	536.67	0.41
5134.00	1.20	212.60	5084.06	532.97	-47.54	535.08	0.40
5220.00	1.50	204.30	5170.04	531.18	-48.49	533.39	0.42
5305.00	1.00	197.70	5255.02	529.46	-49.17	531.74	0.61
5390.00	1.30	208.40	5340.00	527.91	-49.85	530.25	0.43
5476.00	1.20	195.20	5425.98	526.18	-50.55	528.59	0.35
5561.00	1.00	182.40	5510.97	524.58	-50.82	527.03	0.37
5646.00	1.10	182.50	5595.95	523.02	-50.89	525.48	0.12
5732.00	1.10	166.80	5681.94	521.40	-50.73	523.85	0.35
5817.00	1.10	162.10	5766.92	519.83	-50.30	522.24	0.11
5988.00	1.30	175.60	5937.88	516.33	-49.64	518.70	0.20
6074.00	1.10	192.80	6023.86	514.55	-49.75	516.94	0.48
6159.00	1.10	197.50	6108.85	512.98	-50.18	515.41	0.11
6245.00	0.50	185.40	6194.84	511.82	-50.46	514.28	0.72
6330.00	0.90	189.90	6279.83	510.79	-50.61	513.27	0.47
6415.00	0.80	196.90	6364.82	509.56	-50.90	512.08	0.17
6501.00	1.00	203.60	6450.81	508.30	-51.37	510.86	0.26
6586.00	1.10	194.60	6535.80	506.83	-51.87	509.44	0.23
6629.00	1.10	164.60	6578.79	506.04	-51.87	508.65	1.32
6672.00	1.20	193.50	6621.78	505.20	-51.86	507.82	1.35
<b>Projection to Bit/TD</b>							
6720.00	1.30	184.60	6669.77	504.17	-52.03	506.80	0.45

Date	DeviceDisplayName	Gas (mcf)	Oil (bbls)	Wtr (bbls)
7/2/2013	Three Rivers 16-23-820	0		
7/3/2013	Three Rivers 16-23-820	36	0	0
7/4/2013	Three Rivers 16-23-820	49	0	0
7/5/2013	Three Rivers 16-23-820	62	162.5	1785
7/6/2013	Three Rivers 16-23-820	46	166.66	551.25
7/7/2013	Three Rivers 16-23-820	29	218.75	564.58
7/8/2013	Three Rivers 16-23-820	42	43.75	98.75
7/9/2013	Three Rivers 16-23-820	56	0	0
7/10/2013	Three Rivers 16-23-820	59	66.14	127.92
7/11/2013	Three Rivers 16-23-820	58	48.95	418.33
7/12/2013	Three Rivers 16-23-820	37	329.16	420.84
7/13/2013	Three Rivers 16-23-820	28	85.42	357.92
7/14/2013	Three Rivers 16-23-820	45	146.35	191.5
7/15/2013	Three Rivers 16-23-820	66	214.58	204.58
7/16/2013	Three Rivers 16-23-820	77	172.91	202.83
7/17/2013	Three Rivers 16-23-820	154	132.82	407.92
7/18/2013	Three Rivers 16-23-820	335	539.57	52.34
7/19/2013	Three Rivers 16-23-820	109	45.83	140.42
7/20/2013	Three Rivers 16-23-820	375	46.87	14.58
7/21/2013	Three Rivers 16-23-820	433	116.66	110.41
7/22/2013	Three Rivers 16-23-820	264	175	239.58
7/23/2013	Three Rivers 16-23-820	225	284.37	144.58
7/24/2013	Three Rivers 16-23-820	463	147.91	240.42
7/25/2013	Three Rivers 16-23-820	452	31.25	100.83
7/26/2013	Three Rivers 16-23-820	496	77.09	182.08
7/27/2013	Three Rivers 16-23-820	393	254.16	145.42
7/28/2013	Three Rivers 16-23-820	188	266.66	196.66
7/29/2013	Three Rivers 16-23-820	305	195.83	135.58
7/30/2013	Three Rivers 16-23-820	382	213.02	217.5
7/31/2013	Three Rivers 16-23-820	274	189.06	200.58
	<b>Three Rivers 16-23-820 To</b>	<b>5538</b>	<b>4371.27</b>	<b>7452.4</b>

**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.

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December 13, 2013

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

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

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

Dear Ms. Medina:

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

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

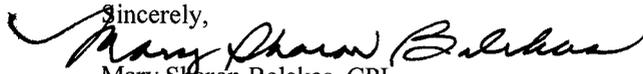
- 1) Request to Transfer Application or Permit to Drill for New, APD Approved & Drilled Wells
- 2) Request to Transfer Application or Permit to Drill – APD Pending
- 3) Two Completed Sundry Notice and Reports on Wells Form 9 regarding Change of Operator executed by Ultra Resources, Inc. and Axia Energy,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

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

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

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

Sincerely,

  
Mary Sharon Balakas, CPL  
Director of Land

cc: Cindy Turner, Axia Energy, LLC

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

FORM 9

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

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA			
TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: <u>10/1/2013</u>	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
	<input type="checkbox"/> 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 <u><i>D. G. Blanchard</i></u>	DATE <u>12/11/13</u>

(This space for State use only)

**APPROVED**

JAN 16 2013

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

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

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

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

State Well Name List downloaded 12-10-13	Axia Well Name (for database sort and consistency)	Sec	TWN	RNG	API Number	Entity	Mineral Lease	Surface Lease	Well Type	State Well Status	Actual Status @ 12/12/13	Submitted	Date Apprvd DOGM
THREE RIVERS 4-21-820	Three Rivers Fed 04-21-820	4	080S	200E	4304752875	19048	Federal	Fee	OW	DRL	P	70	02/22/13
THREE RIVERS FED 4-31-820	Three Rivers Fed 04-31-820	4	080S	200E	4304752874	19023	Federal	Fee	OW	DRL	P	1	02/22/13
Three Rivers Federal 4-32-820	Three Rivers Fed 04-32-820	4	080S	200E	4304753552	19168	Federal	Fee	OW	DRL	P	2	08/26/13
Three Rivers Federal 4-41-820	Three Rivers Fed 04-41-820	4	080S	200E	4304753911		Federal	Federal	OW	APD	APRVD	3	08/01/13
Three Rivers Federal 4-42-820	Three Rivers Fed 04-42-820	4	080S	200E	4304753913		Federal	Federal	OW	APD	APRVD	4	08/01/13
Three Rivers Federal 5-11-820	Three Rivers Fed 05-11-820	5	080S	200E	4304754204		Federal	Federal	OW	NEW	PERPEND	12/03/13	5
Three Rivers Federal 5-21-820	Three Rivers Fed 05-21-820	5	080S	200E	4304754205		Federal	Federal	OW	NEW	PERPEND	12/03/13	6
Three Rivers Federal 5-42-820	Three Rivers Fed 05-42-820	5	080S	200E	4304753958		Federal	Federal	OW	APD	PERPEND	08/19/13	7
Three Rivers Federal 5-43-820	Three Rivers Fed 05-43-820	5	080S	200E	4304753957		Federal	Federal	OW	APD	PERPEND	08/19/13	8
THREE RIVERS FEDERAL 5-56-820	Three Rivers Fed 05-56-820	5	080S	200E	4304752862	18993	Federal	Federal	OW	P	P		
THREE RIVERS FEDERAL 8-52-820	Three Rivers Fed 08-52-820	8	080S	200E	4304752770	19156	Federal	Federal	OW	DRL	P	80	02/22/13
THREE RIVERS FEDERAL 8-53-820	Three Rivers Fed 08-53-820	8	080S	200E	4304752771	18992	Federal	Federal	OW	P	P		
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	90	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

FORM 6

**ENTITY ACTION FORM**

Operator: Ultra Petroleum Inc. Operator Account Number: N 4045  
 Address: 116 Inverness Drive East Suite 400  
city Denver  
state CO zip 80112 Phone Number: (307) 367-5041

**Well 1**

API Number	Well Name		QQ	Sec	Twp	Rng	County
	Multiple Wells						Uintah
Action Code	Current Entity Number	New Entity Number	Spud Date			Entity Assignment Effective Date	
D	See List	19892				8/10/15	
<b>Comments:</b> Assign multiple wells to a new common entity number. List of wells attached. TR 16 CTB North							

**Well 2**

API Number	Well Name		QQ	Sec	Twp	Rng	County
Action Code	Current Entity Number	New Entity Number	Spud Date			Entity Assignment Effective Date	
D	See List	19893				8/10/15	
<b>Comments:</b> TR 16 CTB South							

**Well 3**

API Number	Well Name		QQ	Sec	Twp	Rng	County
Action Code	Current Entity Number	New Entity Number	Spud Date			Entity Assignment Effective Date	
<b>Comments:</b>							

**ACTION CODES:**

- A - Establish new entity for new well (single well only)
- B - Add new well to existing entity (group or unit well)
- C - Re-assign well from one existing entity to another existing entity
- D - Re-assign well from one existing entity to a new entity
- E - Other (Explain in 'comments' section)

Jasmine Allison  
 Name (Please Print)  
  
 Signature  
 Sr. Permitting Analyst  
 Title  
 8/6/2015  
 Date

WellCode	WellName	API	Current Entity Number	QtrQtr	Section	Township	Range	County	SpudDate
<b>TR16 CTB North</b>									
TR16-11-820	THREE RIVERS 16-11-820	4304753474	19262	SWNW	16 8S	20E	UINTAH	28-Dec-13	
TR16-11T-820	THREE RIVERS 16-11T-820	4304754352	19557	NWNW	16 8S	20E	UINTAH	29-Jun-14	
TR16-12-820	THREE RIVERS 16-12-820	4304753475	19263	SWNW	16 8S	20E	UINTAH	06-Jan-14	
TR16-12T-820	THREE RIVERS 16-12T-820	4304754353	19558	NWNW	16 8S	20E	UINTAH	23-Jun-14	
TR16-21-820	THREE RIVERS 16-21-820	4304753229	19024	NENW	16 8S	20E	UINTAH	25-May-13	
TR16-21T-820	THREE RIVERS 16-21T-820	4304754364	19578	SENW	16 8S	20E	UINTAH	30-Jul-14	
TR16-22A-820	THREE RIVERS 16-22A-820	4304754365	19579	SENW	16 8S	20E	UINTAH	26-Jul-14	
TR16-31-820	THREE RIVERS 16-31-820	4304753495	19269	NWNE	16 8S	20E	UINTAH	13-Jan-14	
TR16-41-820	THREE RIVERS 16-41-820	4304752110	18356	NENE	16 8S	20E	UINTAH	31-Jan-12	
TR16-42L-820	THREE RIVERS 16-42L-820	4304754269	19491	SENE	16 8S	20E	UINTAH	20-Jul-14	
TR16-42T-820	THREE RIVERS 16-42T-820	4304754292	19471	NENE	16 8S	20E	UINTAH	06-May-14	
TR16-44T-820	THREE RIVERS 16-44T-820	4304754356	19561	SENE	16 8S	20E	UINTAH	15-Jul-14	
<b>TR16 CTB South</b>									
TR16-13T-820	THREE RIVERS 16-13T-820	4304754339	19492	NWSW	16 8S	20E	UINTAH	02-Jun-14	
TR16-14T-820	THREE RIVERS 16-14T-820	4304754340	19493	NWSW	16 8S	20E	UINTAH	06-Jun-14	
TR16-22-820	THREE RIVERS 16-22-820	4304753230	18961	NENW	16 8S	20E	UINTAH	31-May-13	
TR16-23-820	THREE RIVERS 16-23-820	4304753231	19037	SESW	16 8S	20E	UINTAH	15-Jun-13	
TR16-24-820	THREE RIVERS 16-24-820	4304753232	19038	SESW	16 8S	20E	UINTAH	08-Jun-13	
TR16-26T-820	THREE RIVERS 16-26T-820	4304754351	19556	NESW	16 8S	20E	UINTAH	16-Jul-14	
TR16-32-820	THREE RIVERS 16-32-820	4304753494	19185	SWNE	16 8S	20E	UINTAH	27-Sep-13	
TR16-32T-820	THREE RIVERS 16-32T-820	4304754290	19470	NWNE	16 8S	20E	UINTAH	01-May-14	
TR16-33-820	THREE RIVERS 16-33-820	4304753496	19161	SWNE	16 8S	20E	UINTAH	12-Nov-13	
TR16-33T-820	THREE RIVERS 16-33T-820	4304754354	19559	NWSE	16 8S	20E	UINTAH	04-Jul-14	
TR16-34-820	THREE RIVERS 16-34-820	4304753472	19278	SWSE	16 8S	20E	UINTAH	24-Jun-14	
TR16-34T-820	THREE RIVERS 16-34T-820	4304754355	19560	NWSE	16 8S	20E	UINTAH	11-Jul-14	
TR16-36T-820	THREE RIVERS 16-36T-820	4304754289	19529	SESE	16 8S	20E	UINTAH	16-Jun-14	
TR16-43-820	THREE RIVERS 16-43-820	4304752057	18683	NESE	16 8S	20E	UINTAH	09-Aug-12	
TR16-44-820	THREE RIVERS 16-44-820	4304753473	19268	SESE	16 8S	20E	UINTAH	19-Jun-14	
TR16-46T-820	THREE RIVERS 16-46T-820	4304754348	19530	SESE	16 8S	20E	UINTAH	11-Jun-14	

19892

19893



**UNITED STATES ENVIRONMENTAL PROTECTION AGENCY  
REGION 8**

1595 Wynkoop Street  
Denver, CO 80202-1129  
Phone 800-227-8917  
[www.epa.gov/region8](http://www.epa.gov/region8)

**JUL 18 2016**

Ref: 8P-W-UIC

**CERTIFIED MAIL**  
**RETURN RECEIPT REQUESTED**

Kelly Bott  
Regulatory and Environmental Manager  
Ultra Resources, Inc.  
116 Inverness Drive East, Suite 400  
Englewood, Colorado 80112

Re: Final Permit  
EPA UIC Permit UT22346-11121  
Well: TR16-23-820  
SENW Sec. 2-T8S-R20E  
Uintah County, Utah  
API No.: 43-047-53231

Dear Ms. Bott:

Enclosed is your copy of the Final Underground Injection Control (UIC) Program Permit for the proposed TR16-23-820 injection well. A Statement of Basis that discusses the conditions and requirements of this Environmental Protection Agency (EPA) UIC Permit is also included. The public comment period for this permit ended on June 6, 2016. No comments on the draft permit were received during the public notice period; therefore, the effective date for this EPA UIC Permit is the date of issuance. All conditions set forth herein refer to Title 40 Parts 124, 144, 146, and 147 of the Code of Federal Regulations (CFR) and are regulations that are in effect as of the Effective Date of this Permit.

Please note that under the terms and conditions of this final permit you are authorized only to construct the proposed injection well. Prior to commencing injection, you first must fulfill all "Prior to Commencing Injection" requirements of the final permit, Part II Section C.1, and obtain written Authorization to Inject from the EPA. It is your responsibility to be familiar with and to comply with all provisions of your final permit. The EPA forms referenced in the permit are available at <http://www.epa.gov/safewater/uic/reportingforms.html>.

Guidance documents for Cement Bond Logging, Radioactive Tracer Testing, Step Rate Testing, Mechanical Integrity Demonstration, Procedure in the Event of a Mechanical Integrity Loss and other UIC guidances, are available at

<http://www.epa.gov/region8/region-8-deep-well-program>

Upon request, hard copies of the EPA forms and guidances can be provided.

This EPA UIC permit is issued for the operating life of the well unless terminated (Part III, Section B). The EPA may review this permit at least every five (5) years to determine whether any action is warranted pursuant to 40 CFR § 144.36(a).

If you have any questions on the enclosed final permit or Statement of Basis, please call William Gallant of my staff at (303) 312-6455, or toll-free at (800) 227-8917, extension 312-6455.

Sincerely,



Darcy O'Connor  
Acting Assistant Regional Administrator  
Office of Partnerships and Regulatory Assistance

cc letter only:

Uintah & Ouray Business Committee

Chairman Shaun Chapoose  
Vice-Chairman Edred Secakuku  
Reannin Tapoof, Executive Assistant

Bartholomew Stevens, Superintendent  
BIA, Uintah & Ouray Indian Agency

Antonio Pingree, Deputy Superintendent  
BIA, Uintah & Ouray Indian Agency

cc with enclosures:

Bart Powaukee, Natural Resources Director  
Ute Indian Tribe

Bruce Pargeets, Energy & Minerals Director  
Ute Indian Tribe, Energy and Minerals Department

Brad Hill, Oil and Gas Permitting Manager  
Utah Division of Oil, Gas, and Mining

Jerry Kenczka  
Assistant Field Manager for Lands & Minerals  
BLM Vernal Office

Landon Newell  
Southern Utah Wilderness Alliance