

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 16-24-820								
<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		1305 FSL 3304 FEL		SESW		16		8.0 S		20.0 E		S		
Top of Uppermost Producing Zone		660 FSL 3300 FEL		SESW		16		8.0 S		20.0 E		S		
At Total Depth		660 FSL 3300 FEL		SESW		16		8.0 S		20.0 E		S		
<b>21. COUNTY</b> UINTAH			<b>22. DISTANCE TO NEAREST LEASE LINE (Feet)</b> 660			<b>23. NUMBER OF ACRES IN DRILLING UNIT</b> 40								
<b>25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed)</b> 16			<b>26. PROPOSED DEPTH</b> MD: 6895 TVD: 6813											
<b>27. ELEVATION - GROUND LEVEL</b> 4741			<b>28. BOND NUMBER</b> LPM9046682			<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 - 6895	17.0	J-55 LT&C	9.2	Premium Lite High Strength		430	2.31	12.0			
<b>ATTACHMENTS</b>														
VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION GENERAL RULES														
<input checked="" type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER						<input checked="" type="checkbox"/> COMPLETE DRILLING PLAN								
<input type="checkbox"/> AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)						<input type="checkbox"/> FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER								
<input checked="" type="checkbox"/> DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)						<input checked="" type="checkbox"/> TOPOGRAPHICAL MAP								
<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> 43047532320000				<b>APPROVAL</b>  Permit Manager										

**DRILLING PLAN**

**Axia Energy, LLC**  
**Three Rivers Project**  
**Three Rivers #16-24-820**  
**SESW Sec 16 T8S R20E**  
**Uintah County, Utah**

---

**1. ESTIMATED FORMATION TOPS**

FORMATION	TOP (TVD)	COMMENTS
Uinta	Surface	Gas & Degraded Oil; Possible Brackish H <sub>2</sub> O
Green River	2,433'	Oil & Associated Gas
Lower Green River*	4,315'	Oil & Associated Gas
Wasatch*	6,313'	Oil & Associated Gas
TD	6,895' (MD) 6,813' (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	6,895'	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 2,950 psi (normal pressure gradient: 0.433 psi/ft).
  - b) Estimated maximum surface pressure will be approximately 1,499 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**

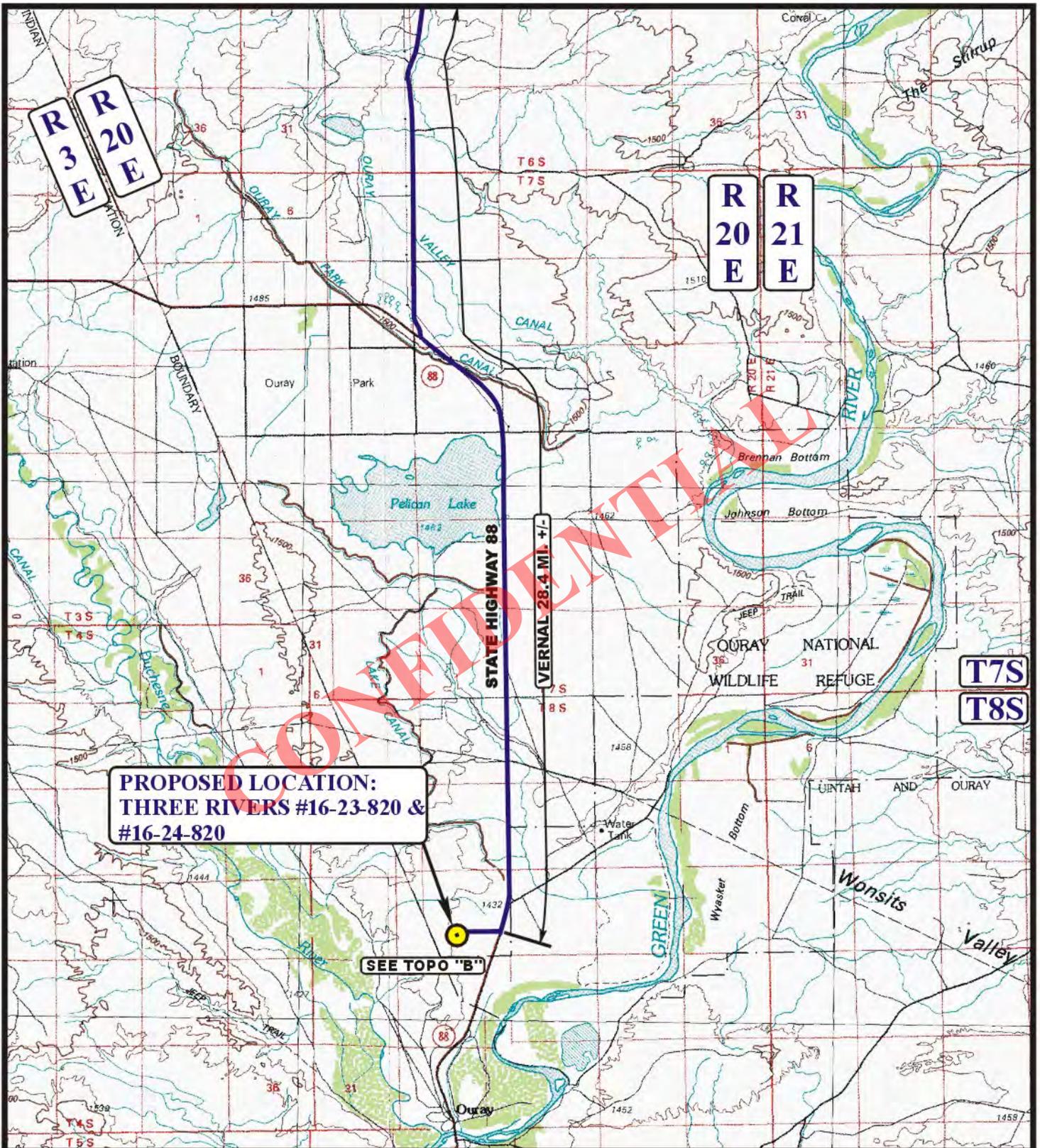
- A) Cores: None anticipated.
- B) Testing: None anticipated.
- C) Directional Drilling: Directional tools will be used to locate the bottom hole per the attached directional plan +/-.
- D) Open Hole Logs: TD to surface casing: resistivity, neutron density, gamma ray and caliper.
- E) Mud Logs: Computerized 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





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

**SEE TOPO "B"**

**LEGEND:**

 PROPOSED LOCATION

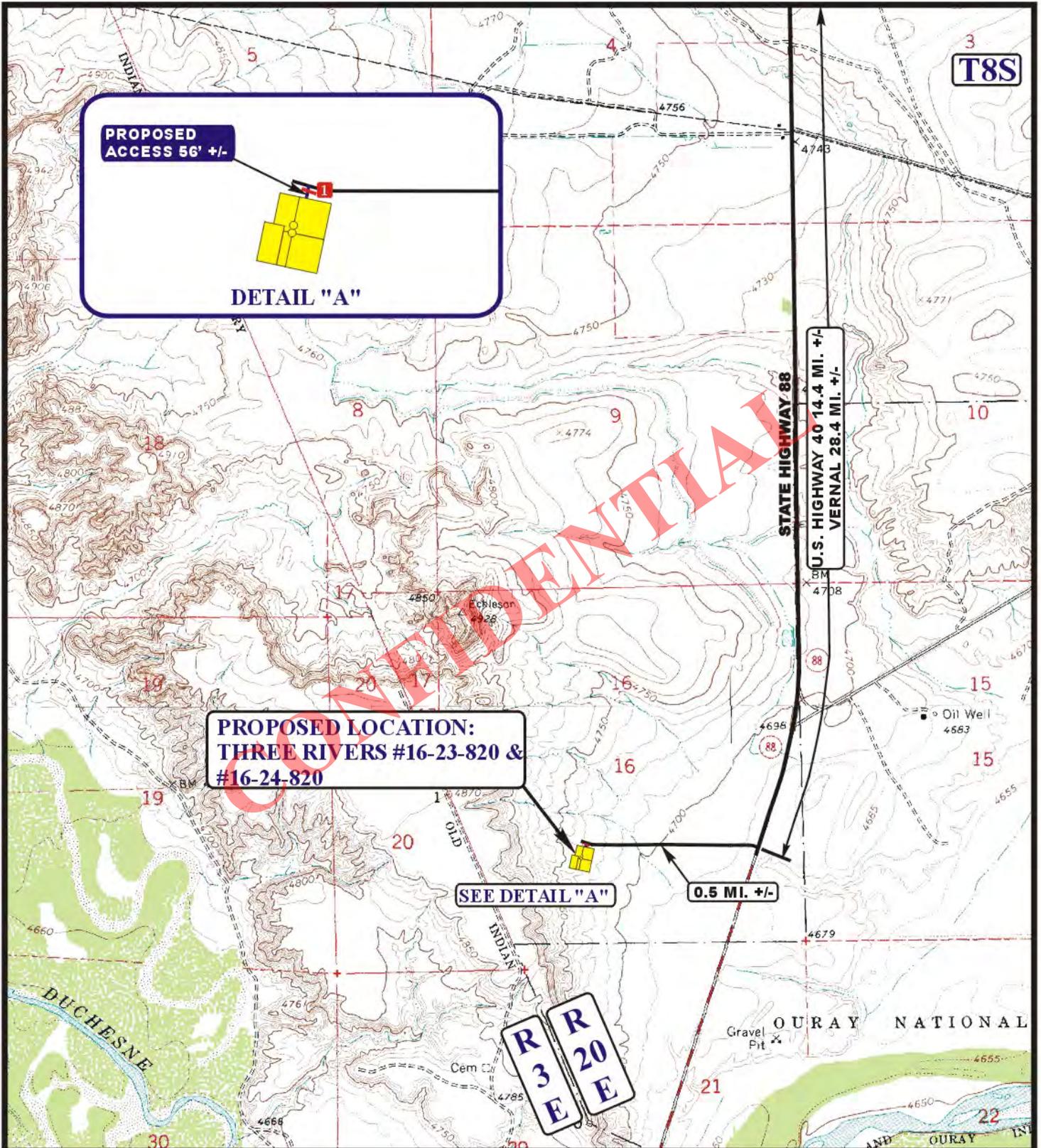


**AXIA ENERGY**

**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

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



**LEGEND:**

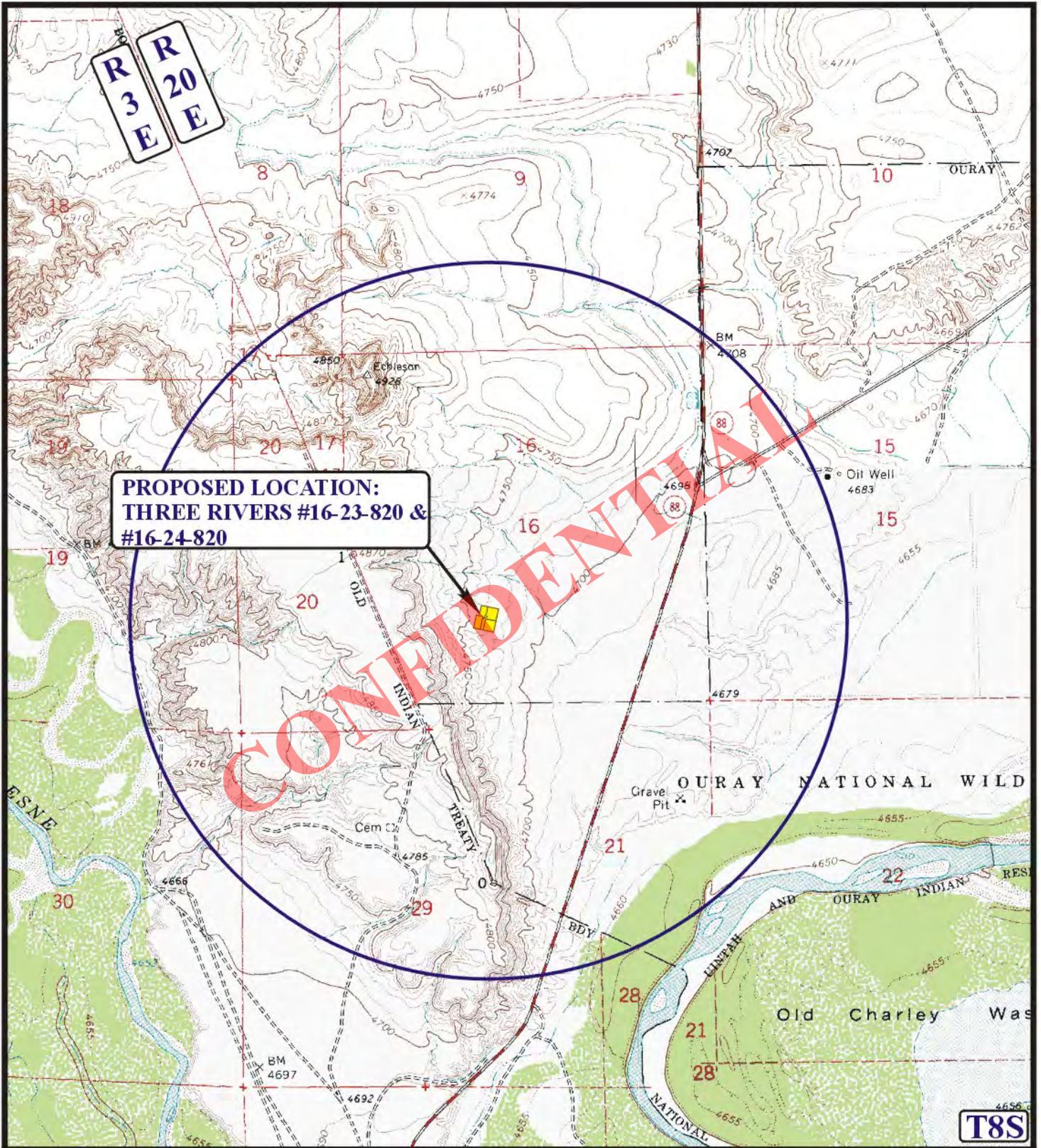
-  EXISTING ROAD
-  PROPOSED ACCESS ROAD
-  18" CMP REQUIRED

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



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

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



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

**CONFIDENTIAL**

**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**



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

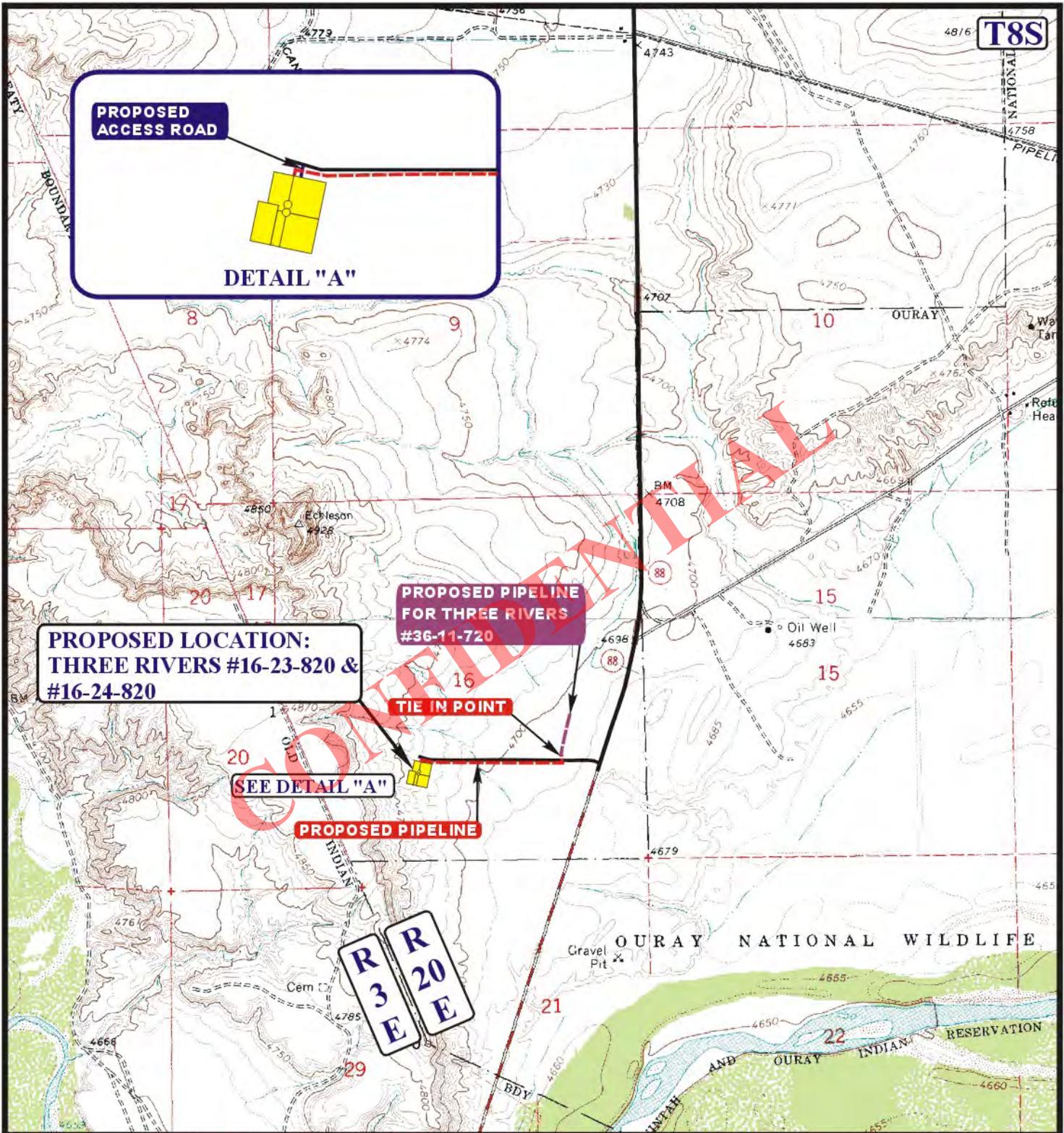


**TOPOGRAPHIC  
MAP**

**08 03 12**  
MONTH DAY YEAR



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



**APPROXIMATE TOTAL PIPELINE DISTANCE = 2,131' +/-**

**LEGEND:**

- PROPOSED ACCESS
- - - - - PROPOSED PIPELINE
- - - - - PROPOSED PIPELINE (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**



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



**TOPOGRAPHIC  
MAP**

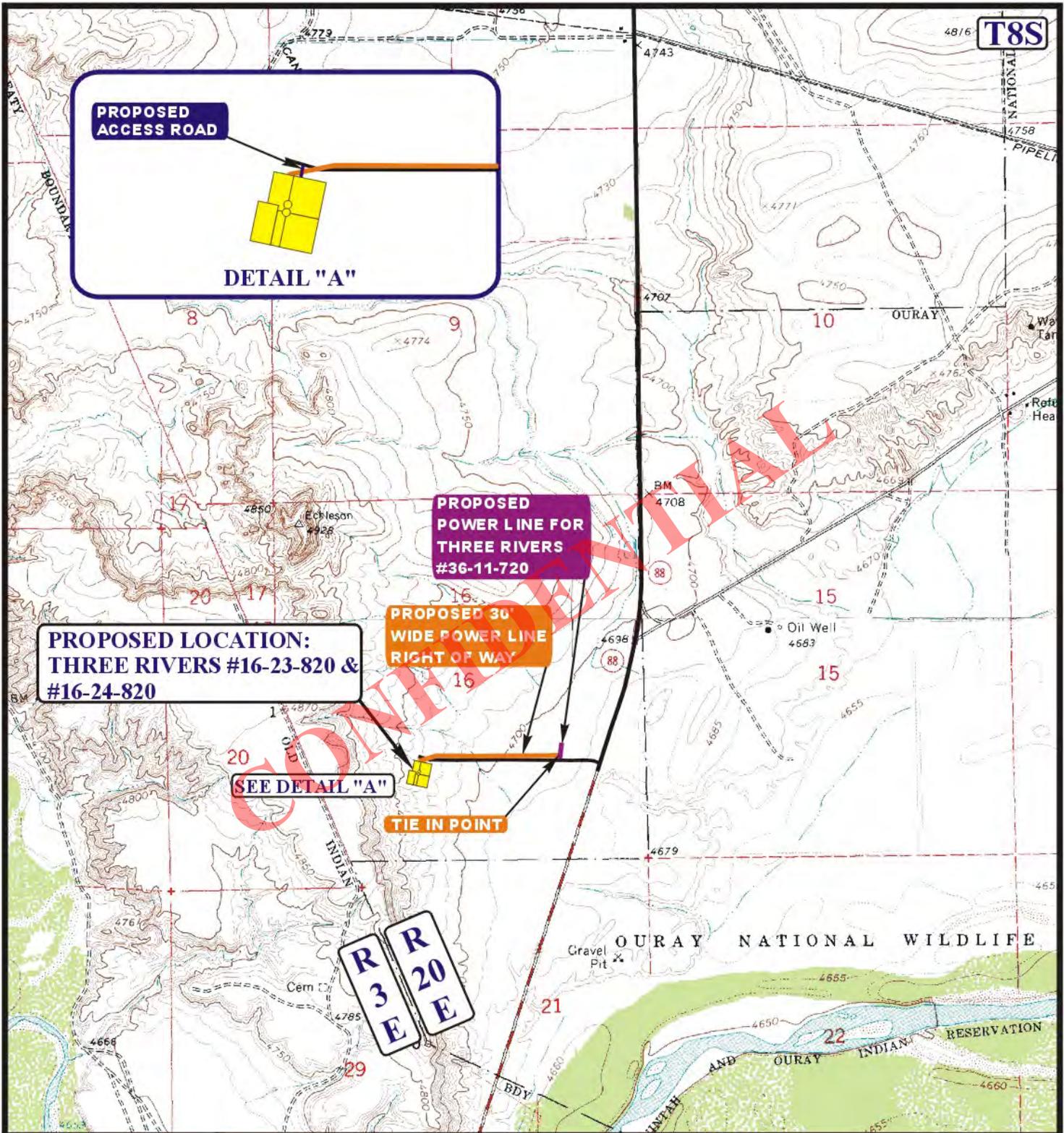
**08 03 12**  
MONTH DAY YEAR

SCALE: 1" = 2000'

DRAWN BY: C.I.

REVISED: 08-14-12

**D  
TOPO**



**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**



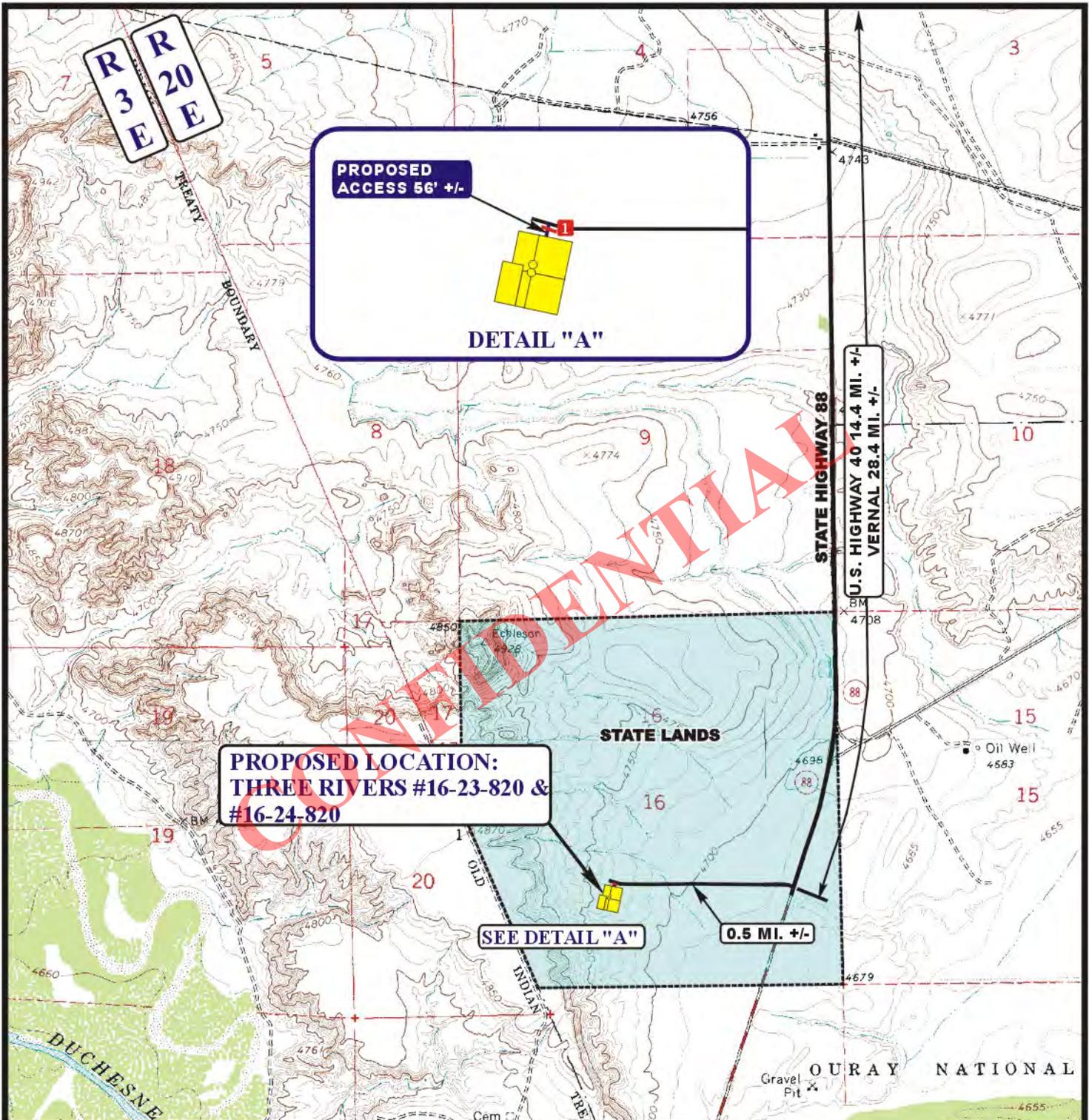
**Utah Engineering & Land Surveying**  
85 South 200 East Vernal, Utah 84078  
(435) 789-1017 \* FAX (435) 789-1813

**TOPOGRAPHIC  
MAP**

**08 03 12**  
MONTH DAY YEAR



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



**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**



Utah 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

**1**  
**TOPO**

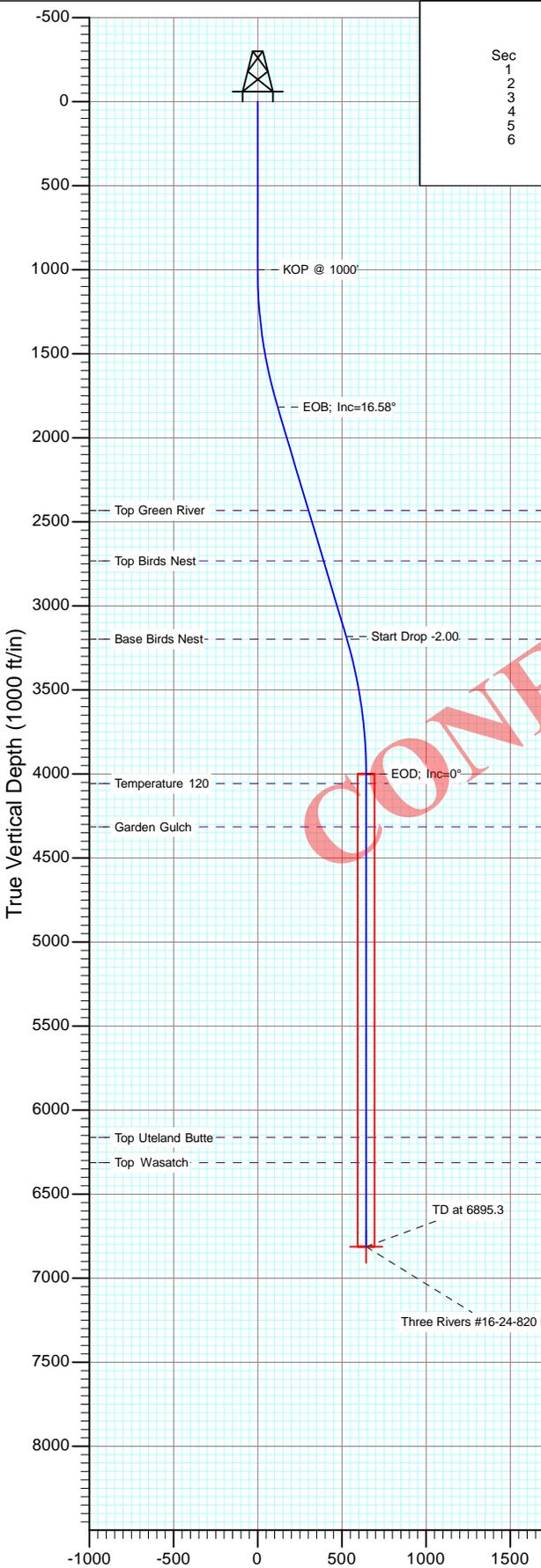
SCALE: 1" = 2000'

DRAWN BY: C.I.

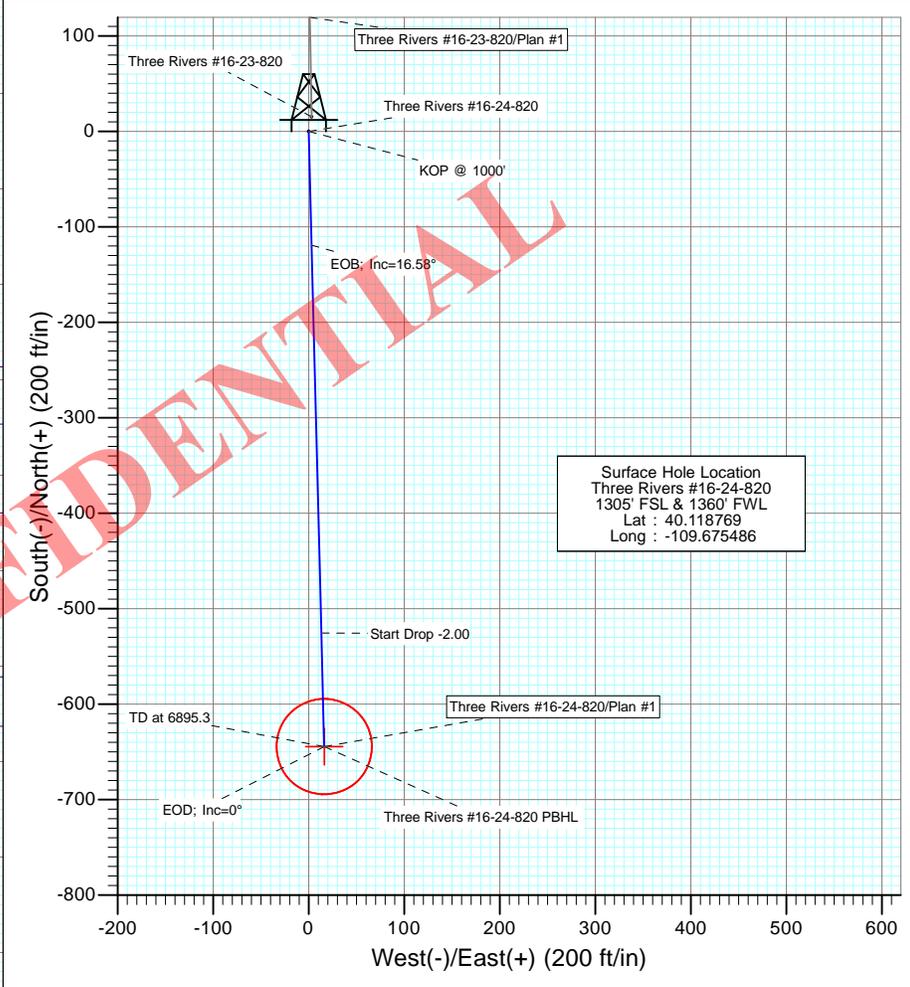
REVISED: 08-14-12

Axia Energy

Project: Uintah County, UT  
 Site: SEC 16-T8S-R20E  
 Well: Three Rivers #16-24-820  
 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	1829.2	16.58	178.56	1817.6	-119.1	3.0	2.00	178.56	119.2	
4	3253.1	16.58	178.56	3182.4	-525.4	13.2	0.00	0.00	525.6	
5	4082.3	0.00	0.00	4000.0	-644.5	16.2	2.00	180.00	644.7	
6	6895.3	0.00	0.00	6813.0	-644.5	16.2	0.00	0.00	644.7	Three Rivers #16-24-820 PBHL



Surface Hole Location  
 Three Rivers #16-24-820  
 1305' FSL & 1360' FWL  
 Lat : 40.118769  
 Long : -109.675486

CONFIDENTIAL

DESIGN TARGET DETAILS						
Name	+N/-S	+E/-W	Northing	Easting	Latitude	Longitude
Three Rivers #16-24-820 PBHL	-644.5	16.2	3207378.33	2150764.48	40.117000	-109.675428

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

Magnetic Field  
 Strength: 52248.7snT  
 Dip Angle: 65.90°  
 Date: 9/7/2012  
 Model: IGRF2010

FORMATION TOP DETAILS		
TVDPath	MDPath	Formation
2433.0	2471.2	Top Green River
2733.0	2784.3	Top Birds Nest
3198.0	3269.4	Base Birds Nest
4057.0	4139.3	Temperature 120
4315.0	4397.3	Garden Gulch
6163.0	6245.3	Top Uteland Butte
6313.0	6395.3	Top Wasatch

Plan #1  
 Three Rivers #16-24-820  
 12xxx; LR  
 WELL @ 4755.0ft (Original Well Elev)  
 Ground Elevation @ 4739.0  
 North American Datum 1983  
 Well Three Rivers #16-24-820, True North

Vertical Section at 178.56° (1000 ft/in)

Planning Report

<b>Database:</b>	USA EDM 5000 Multi Users DB	<b>Local Co-ordinate Reference:</b>	Well Three Rivers #16-24-820
<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 #16-24-820	<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 #16-24-820					
<b>Well Position</b>	<b>+N/-S</b>	0.0 ft	<b>Northing:</b>	3,208,022.38 ft	<b>Latitude:</b>	40.118769
	<b>+E/-W</b>	0.0 ft	<b>Easting:</b>	2,150,734.73 ft	<b>Longitude:</b>	-109.675486
<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	178.56

<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	
1,829.2	16.58	178.56	1,817.6	-119.1	3.0	2.00	2.00	0.00	178.56	
3,253.1	16.58	178.56	3,182.4	-525.4	13.2	0.00	0.00	0.00	0.00	
4,082.3	0.00	0.00	4,000.0	-644.5	16.2	2.00	-2.00	0.00	180.00	
6,895.3	0.00	0.00	6,813.0	-644.5	16.2	0.00	0.00	0.00	0.00	Three Rivers #16-24-i

Planning Report

<b>Database:</b>	USA EDM 5000 Multi Users DB	<b>Local Co-ordinate Reference:</b>	Well Three Rivers #16-24-820
<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 #16-24-820	<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	178.56	1,100.0	-1.7	0.0	1.7	2.00	2.00	
1,200.0	4.00	178.56	1,199.8	-7.0	0.2	7.0	2.00	2.00	
1,300.0	6.00	178.56	1,299.5	-15.7	0.4	15.7	2.00	2.00	
1,400.0	8.00	178.56	1,398.7	-27.9	0.7	27.9	2.00	2.00	
1,500.0	10.00	178.56	1,497.5	-43.5	1.1	43.5	2.00	2.00	
1,600.0	12.00	178.56	1,595.6	-62.6	1.6	62.6	2.00	2.00	
1,700.0	14.00	178.56	1,693.1	-85.1	2.1	85.1	2.00	2.00	
1,800.0	16.00	178.56	1,789.6	-110.9	2.8	110.0	2.00	2.00	
1,829.2	16.58	178.56	1,817.6	-119.1	3.0	119.2	2.00	2.00	EOB; Inc=16.58°
1,900.0	16.58	178.56	1,885.5	-139.3	3.5	139.4	0.00	0.00	
2,000.0	16.58	178.56	1,981.4	-167.9	4.2	167.9	0.00	0.00	
2,100.0	16.58	178.56	2,077.2	-196.4	4.9	196.5	0.00	0.00	
2,200.0	16.58	178.56	2,173.0	-224.9	5.7	225.0	0.00	0.00	
2,300.0	16.58	178.56	2,268.9	-253.5	6.4	253.5	0.00	0.00	
2,400.0	16.58	178.56	2,364.7	-282.0	7.1	282.1	0.00	0.00	
2,471.2	16.58	178.56	2,433.0	-302.3	7.6	302.4	0.00	0.00	Top Green River
2,500.0	16.58	178.56	2,460.6	-310.5	7.8	310.6	0.00	0.00	
2,600.0	16.58	178.56	2,556.4	-339.1	8.5	339.2	0.00	0.00	
2,700.0	16.58	178.56	2,652.2	-367.6	9.3	367.7	0.00	0.00	
2,784.3	16.58	178.56	2,733.0	-391.6	9.9	391.8	0.00	0.00	Top Birds Nest
2,800.0	16.58	178.56	2,748.1	-396.1	10.0	396.2	0.00	0.00	
2,900.0	16.58	178.56	2,843.9	-424.7	10.7	424.8	0.00	0.00	
3,000.0	16.58	178.56	2,939.8	-453.2	11.4	453.3	0.00	0.00	
3,100.0	16.58	178.56	3,035.6	-481.7	12.1	481.9	0.00	0.00	
3,200.0	16.58	178.56	3,131.5	-510.2	12.8	510.4	0.00	0.00	
3,253.1	16.58	178.56	3,182.4	-525.4	13.2	525.6	0.00	0.00	Start Drop -2.00
3,269.4	16.26	178.56	3,198.0	-530.0	13.3	530.2	2.00	-2.00	Base Birds Nest
3,300.0	15.65	178.56	3,227.4	-538.4	13.6	538.6	2.00	-2.00	
3,400.0	13.65	178.56	3,324.1	-563.7	14.2	563.9	2.00	-2.00	
3,500.0	11.65	178.56	3,421.7	-585.6	14.7	585.8	2.00	-2.00	
3,600.0	9.65	178.56	3,520.0	-604.0	15.2	604.2	2.00	-2.00	
3,700.0	7.65	178.56	3,618.8	-619.1	15.6	619.3	2.00	-2.00	
3,800.0	5.65	178.56	3,718.2	-630.6	15.9	630.8	2.00	-2.00	
3,900.0	3.65	178.56	3,817.8	-638.7	16.1	638.9	2.00	-2.00	
4,000.0	1.65	178.56	3,917.7	-643.3	16.2	643.5	2.00	-2.00	
4,082.3	0.00	0.00	4,000.0	-644.5	16.2	644.7	2.00	-2.00	EOD; Inc=0°
4,100.0	0.00	0.00	4,017.7	-644.5	16.2	644.7	0.00	0.00	
4,139.3	0.00	0.00	4,057.0	-644.5	16.2	644.7	0.00	0.00	Temperature 120
4,200.0	0.00	0.00	4,117.7	-644.5	16.2	644.7	0.00	0.00	
4,300.0	0.00	0.00	4,217.7	-644.5	16.2	644.7	0.00	0.00	
4,397.3	0.00	0.00	4,315.0	-644.5	16.2	644.7	0.00	0.00	Garden Gulch

Planning Report

<b>Database:</b>	USA EDM 5000 Multi Users DB	<b>Local Co-ordinate Reference:</b>	Well Three Rivers #16-24-820
<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 #16-24-820	<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
4,400.0	0.00	0.00	4,317.7	-644.5	16.2	644.7	0.00	0.00	
4,500.0	0.00	0.00	4,417.7	-644.5	16.2	644.7	0.00	0.00	
4,600.0	0.00	0.00	4,517.7	-644.5	16.2	644.7	0.00	0.00	
4,700.0	0.00	0.00	4,617.7	-644.5	16.2	644.7	0.00	0.00	
4,800.0	0.00	0.00	4,717.7	-644.5	16.2	644.7	0.00	0.00	
4,900.0	0.00	0.00	4,817.7	-644.5	16.2	644.7	0.00	0.00	
5,000.0	0.00	0.00	4,917.7	-644.5	16.2	644.7	0.00	0.00	
5,100.0	0.00	0.00	5,017.7	-644.5	16.2	644.7	0.00	0.00	
5,200.0	0.00	0.00	5,117.7	-644.5	16.2	644.7	0.00	0.00	
5,300.0	0.00	0.00	5,217.7	-644.5	16.2	644.7	0.00	0.00	
5,400.0	0.00	0.00	5,317.7	-644.5	16.2	644.7	0.00	0.00	
5,500.0	0.00	0.00	5,417.7	-644.5	16.2	644.7	0.00	0.00	
5,600.0	0.00	0.00	5,517.7	-644.5	16.2	644.7	0.00	0.00	
5,700.0	0.00	0.00	5,617.7	-644.5	16.2	644.7	0.00	0.00	
5,800.0	0.00	0.00	5,717.7	-644.5	16.2	644.7	0.00	0.00	
5,900.0	0.00	0.00	5,817.7	-644.5	16.2	644.7	0.00	0.00	
6,000.0	0.00	0.00	5,917.7	-644.5	16.2	644.7	0.00	0.00	
6,100.0	0.00	0.00	6,017.7	-644.5	16.2	644.7	0.00	0.00	
6,200.0	0.00	0.00	6,117.7	-644.5	16.2	644.7	0.00	0.00	
6,245.3	0.00	0.00	6,163.0	-644.5	16.2	644.7	0.00	0.00	Top Uteland Butte
6,300.0	0.00	0.00	6,217.7	-644.5	16.2	644.7	0.00	0.00	
6,395.3	0.00	0.00	6,313.0	-644.5	16.2	644.7	0.00	0.00	Top Wasatch
6,400.0	0.00	0.00	6,317.7	-644.5	16.2	644.7	0.00	0.00	
6,500.0	0.00	0.00	6,417.7	-644.5	16.2	644.7	0.00	0.00	
6,600.0	0.00	0.00	6,517.7	-644.5	16.2	644.7	0.00	0.00	
6,700.0	0.00	0.00	6,617.7	-644.5	16.2	644.7	0.00	0.00	
6,800.0	0.00	0.00	6,717.7	-644.5	16.2	644.7	0.00	0.00	
6,895.3	0.00	0.00	6,813.0	-644.5	16.2	644.7	0.00	0.00	TD at 6895.3 - Three Rivers #16-24-820 PBHL

Targets									
Target Name	Dip Angle (°)	Dip Dir. (°)	TVD (ft)	+N/-S (ft)	+E/-W (ft)	Northing (ft)	Easting (ft)	Latitude	Longitude
Three Rivers #16-24-820 - hit/miss target - Shape - plan hits target center - Circle (radius 50.0)	0.00	0.00	6,813.0	-644.5	16.2	3,207,378.33	2,150,764.48	40.117000	-109.675428

Formations					
Measured Depth (ft)	Vertical Depth (ft)	Name	Lithology	Dip (°)	Dip Direction (°)
2,471.2	2,433.0	Top Green River			
2,784.3	2,733.0	Top Birds Nest			
3,269.4	3,198.0	Base Birds Nest			
4,139.3	4,057.0	Temperature 120			
4,397.3	4,315.0	Garden Gulch			
6,245.3	6,163.0	Top Uteland Butte			
6,395.3	6,313.0	Top Wasatch			

Planning Report

<b>Database:</b>	USA EDM 5000 Multi Users DB	<b>Local Co-ordinate Reference:</b>	Well Three Rivers #16-24-820
<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 #16-24-820	<b>Survey Calculation Method:</b>	Minimum Curvature
<b>Wellbore:</b>	DD		
<b>Design:</b>	Plan #1		

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'
1,829.2	1,817.6	-119.1	3.0	EOB; Inc=16.58°
3,253.1	3,182.4	-525.4	13.2	Start Drop -2.00
4,082.3	4,000.0	-644.5	16.2	EOD; Inc=0°
6,895.3	6,813.0	-644.5	16.2	TD at 6895.3

CONFIDENTIAL

# **Axia Energy**

**Uintah County, UT**

**SEC 16-T8S-R20E**

**Three Rivers #16-24-820**

**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 #16-24-820
<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 #16-24-820	<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>Error Model:</b>	ISCWSA
<b>Depth Range:</b>	Unlimited	<b>Scan Method:</b>	Closest Approach 3D
<b>Results Limited by:</b>	Maximum center-center distance of 889.5ft	<b>Error Surface:</b>	Elliptical Conic
<b>Warning Levels Evaluated at:</b>	2.00 Sigma		

<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	6,895.3	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 #16-23-820 - DD - Plan #1	1,000.0	1,000.0	15.6	12.2	4.544	CC, ES, SF	

Anticollision Report

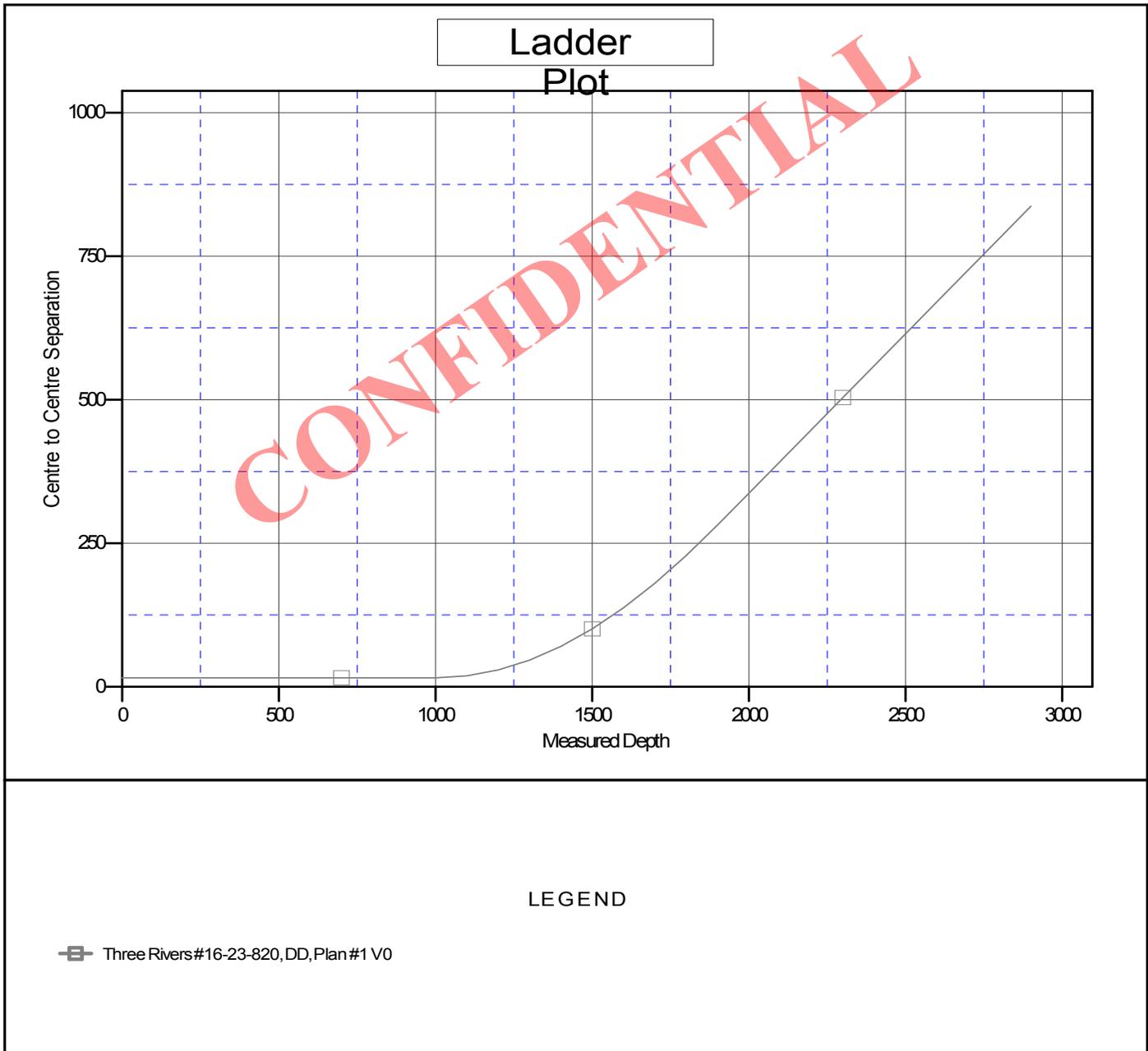
<b>Company:</b>	Axia Energy	<b>Local Co-ordinate Reference:</b>	Well Three Rivers #16-24-820
<b>Project:</b>	Uintah County, UT	<b>TVD Reference:</b>	WELL @ 4755.0ft (Original Well Elev)
<b>Reference Site:</b>	SEC 16-T8S-R20E	<b>MD Reference:</b>	WELL @ 4755.0ft (Original Well Elev)
<b>Site Error:</b>	0.0ft	<b>North Reference:</b>	True
<b>Reference Well:</b>	Three Rivers #16-24-820	<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													SEC 16-T8S-R20E - Three Rivers #16-23-820 - DD - Plan #1	Offset Site Error:	0.0 ft
Survey Program: 0-MWD														Offset Well Error:	0.0 ft
Reference		Offset		Semi Major Axis			Distance				Total	Separation	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)	Uncertainty Axis	Factor			
0.0	0.0	0.0	0.0	0.0	0.0	11.37	15.3	3.1	15.6						
100.0	100.0	100.0	100.0	0.1	0.1	11.37	15.3	3.1	15.6	15.3	0.29	53.234			
200.0	200.0	200.0	200.0	0.3	0.3	11.37	15.3	3.1	15.6	15.0	0.64	24.302			
300.0	300.0	300.0	300.0	0.5	0.5	11.37	15.3	3.1	15.6	14.6	0.99	15.745			
400.0	400.0	400.0	400.0	0.7	0.7	11.37	15.3	3.1	15.6	14.3	1.34	11.645			
500.0	500.0	500.0	500.0	0.8	0.8	11.37	15.3	3.1	15.6	13.9	1.69	9.239			
600.0	600.0	600.0	600.0	1.0	1.0	11.37	15.3	3.1	15.6	13.6	2.04	7.657			
700.0	700.0	700.0	700.0	1.2	1.2	11.37	15.3	3.1	15.6	13.2	2.39	6.537			
800.0	800.0	800.0	800.0	1.4	1.4	11.37	15.3	3.1	15.6	12.9	2.74	5.704			
900.0	900.0	900.0	900.0	1.5	1.5	11.37	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	11.37	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	-169.46	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	-173.07	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	-175.51	30.5	2.8	46.5	42.0	4.46	10.430			
1,400.0	1,398.7	1,390.4	1,389.1	2.5	2.5	-176.92	41.9	2.6	70.4	65.6	4.78	14.717			
1,500.0	1,497.5	1,482.8	1,480.6	2.7	2.7	-177.75	55.9	2.3	100.8	95.7	5.10	19.777			
1,600.0	1,595.6	1,572.1	1,568.3	3.0	3.0	-178.26	72.2	2.0	137.6	132.1	5.40	25.465			
1,700.0	1,693.1	1,657.8	1,652.0	3.4	3.2	-178.59	90.5	1.7	180.3	174.6	5.69	31.675			
1,800.0	1,789.6	1,739.4	1,731.3	3.8	3.6	-178.81	110.2	1.3	228.7	222.7	5.97	38.328			
1,900.0	1,885.5	1,817.3	1,806.2	4.2	3.9	-178.98	131.1	0.9	281.8	275.5	6.26	45.022			
2,000.0	1,981.4	1,896.3	1,881.8	4.7	4.2	-179.11	154.1	0.5	337.0	330.5	6.56	51.353			
2,100.0	2,077.2	1,979.4	1,961.2	5.2	4.6	-179.21	178.7	0.0	392.6	385.7	6.87	57.122			
2,200.0	2,173.0	2,062.6	2,040.7	5.6	5.0	-179.28	203.2	-0.4	448.2	441.0	7.18	62.396			
2,300.0	2,268.9	2,145.7	2,120.1	6.1	5.4	-179.34	227.8	-0.9	503.8	496.3	7.49	67.235			
2,400.0	2,364.7	2,228.8	2,199.5	6.6	5.8	-179.38	252.3	-1.3	559.3	551.5	7.80	71.694			
2,500.0	2,460.6	2,311.9	2,278.9	7.1	6.3	-179.42	276.9	-1.8	614.9	606.8	8.11	75.813			
2,600.0	2,556.4	2,395.1	2,358.3	7.6	6.7	-179.45	301.4	-2.3	670.5	662.1	8.42	79.632			
2,700.0	2,652.2	2,478.2	2,437.8	8.1	7.1	-179.48	326.0	-2.7	726.1	717.4	8.73	83.183			
2,800.0	2,748.1	2,561.3	2,517.2	8.7	7.5	-179.50	350.5	-3.2	781.7	772.6	9.04	86.491			
2,900.0	2,843.9	2,644.5	2,596.6	9.2	8.0	-179.52	375.1	-3.6	837.2	827.9	9.35	89.583			

Anticollision Report

<b>Company:</b>	Axia Energy	<b>Local Co-ordinate Reference:</b>	Well Three Rivers #16-24-820
<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 #16-24-820	<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 #16-24-820  
 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**

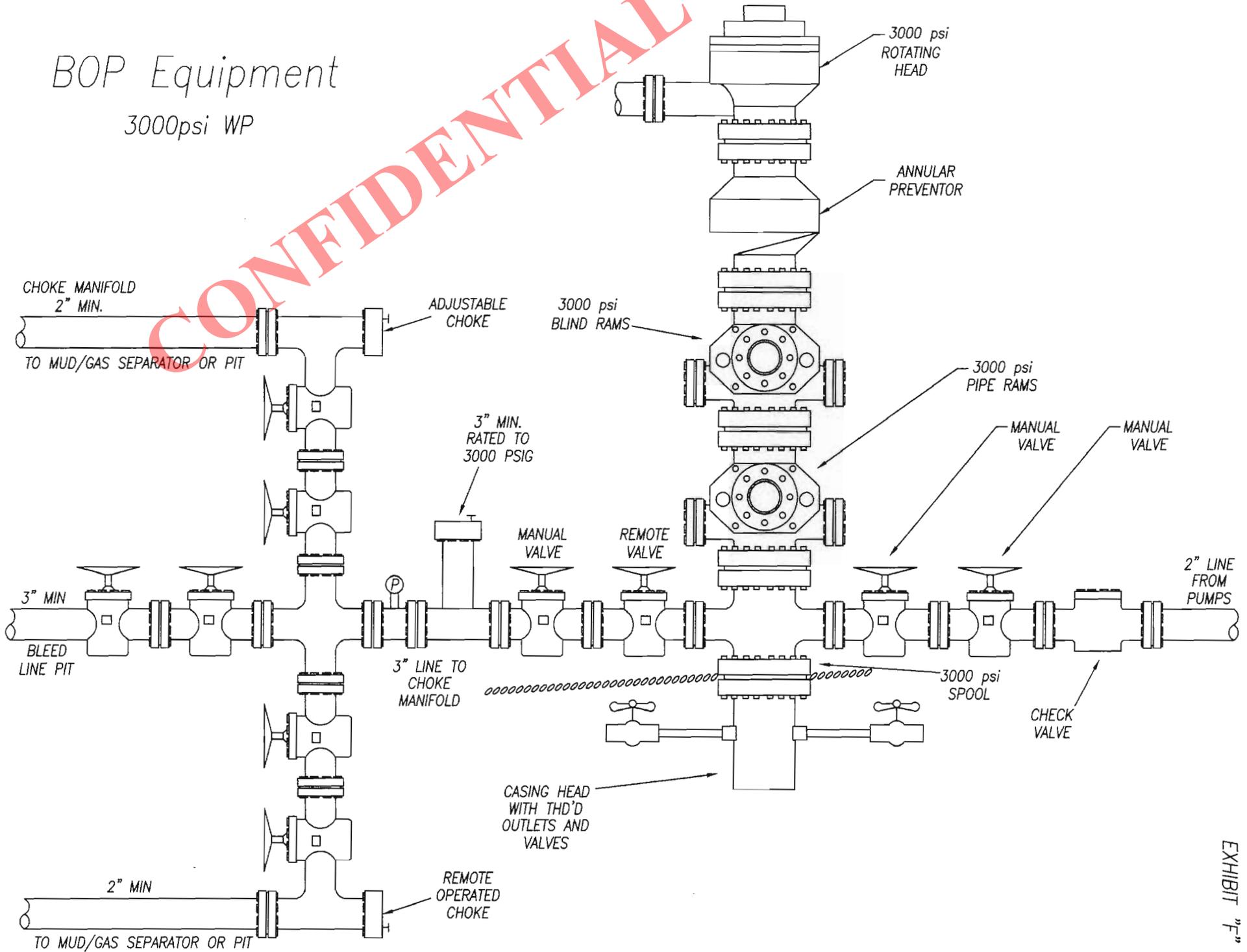


EXHIBIT "F"



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 16-24-820**  
*Surface Location:* 1305' FSL & 3304' FEL, SE/4 SW/4, Section 16, T8S, R20E,  
*Target Location:* 660' FSL & 3300' FEL, SE/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.

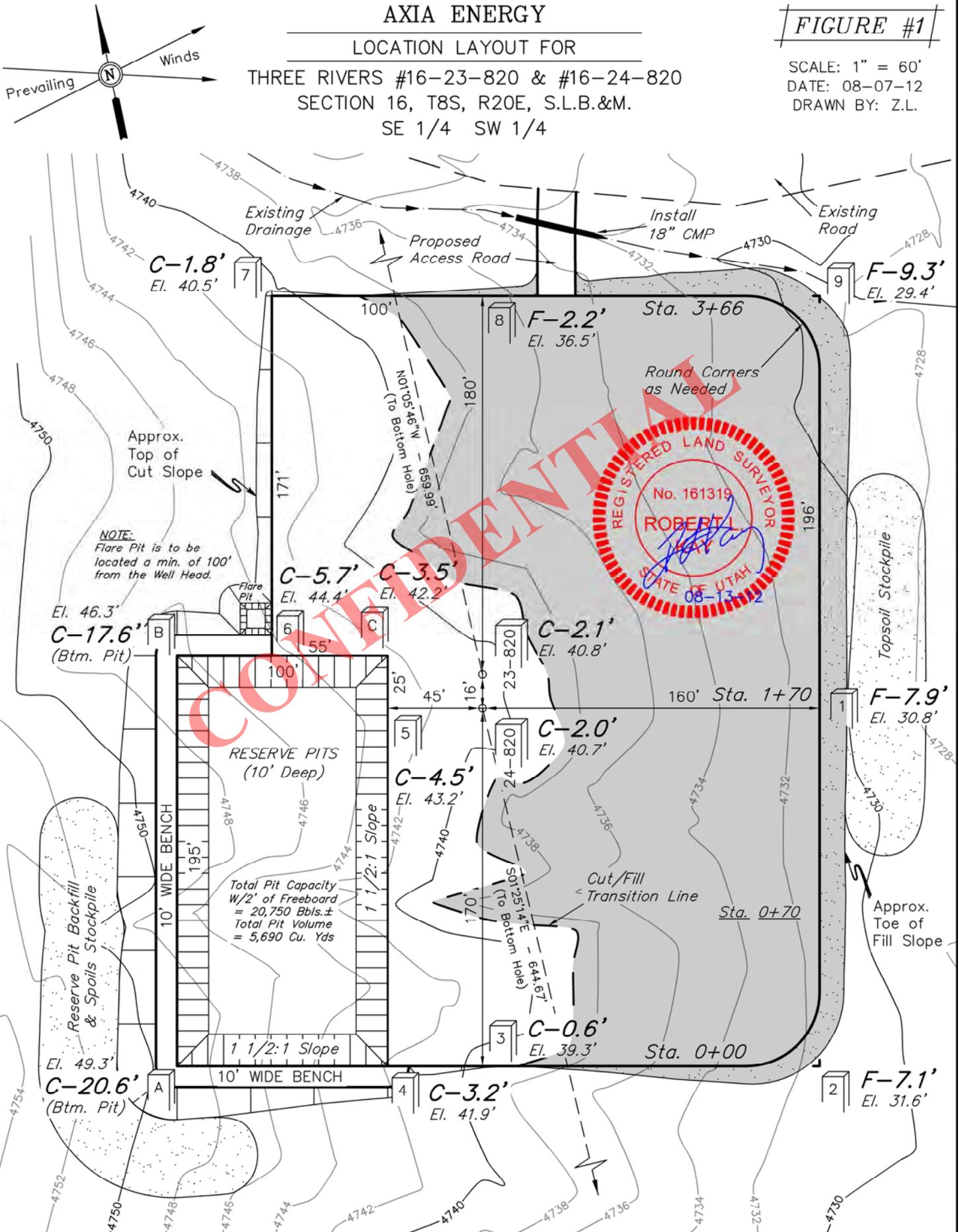
SE 1/4 SW 1/4

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

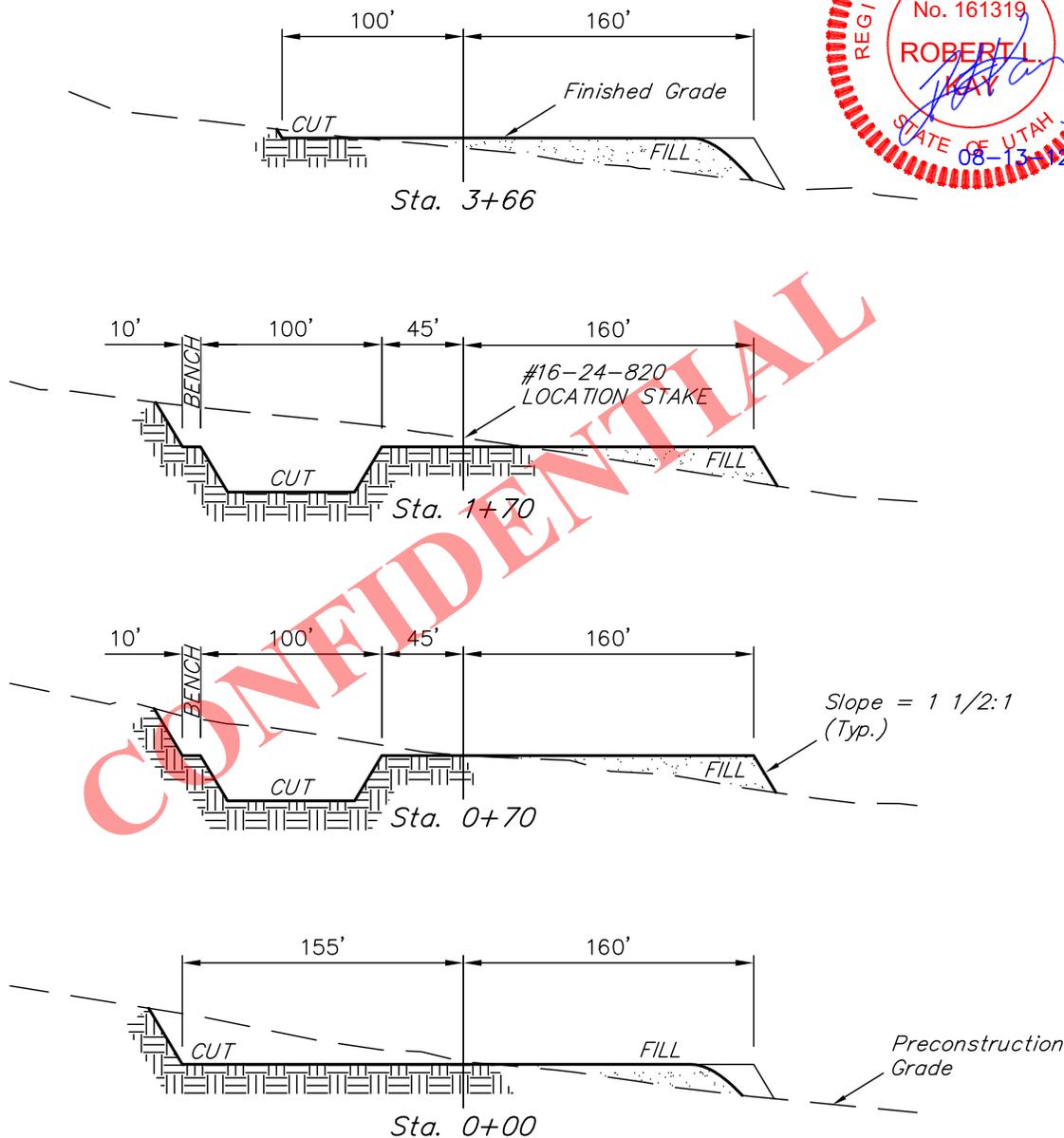
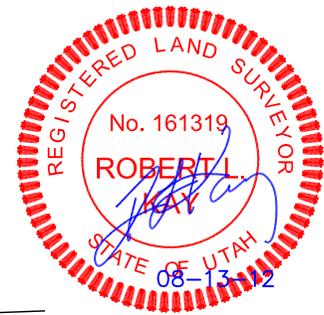
**AXIA ENERGY**

**FIGURE #2**

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

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.



**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

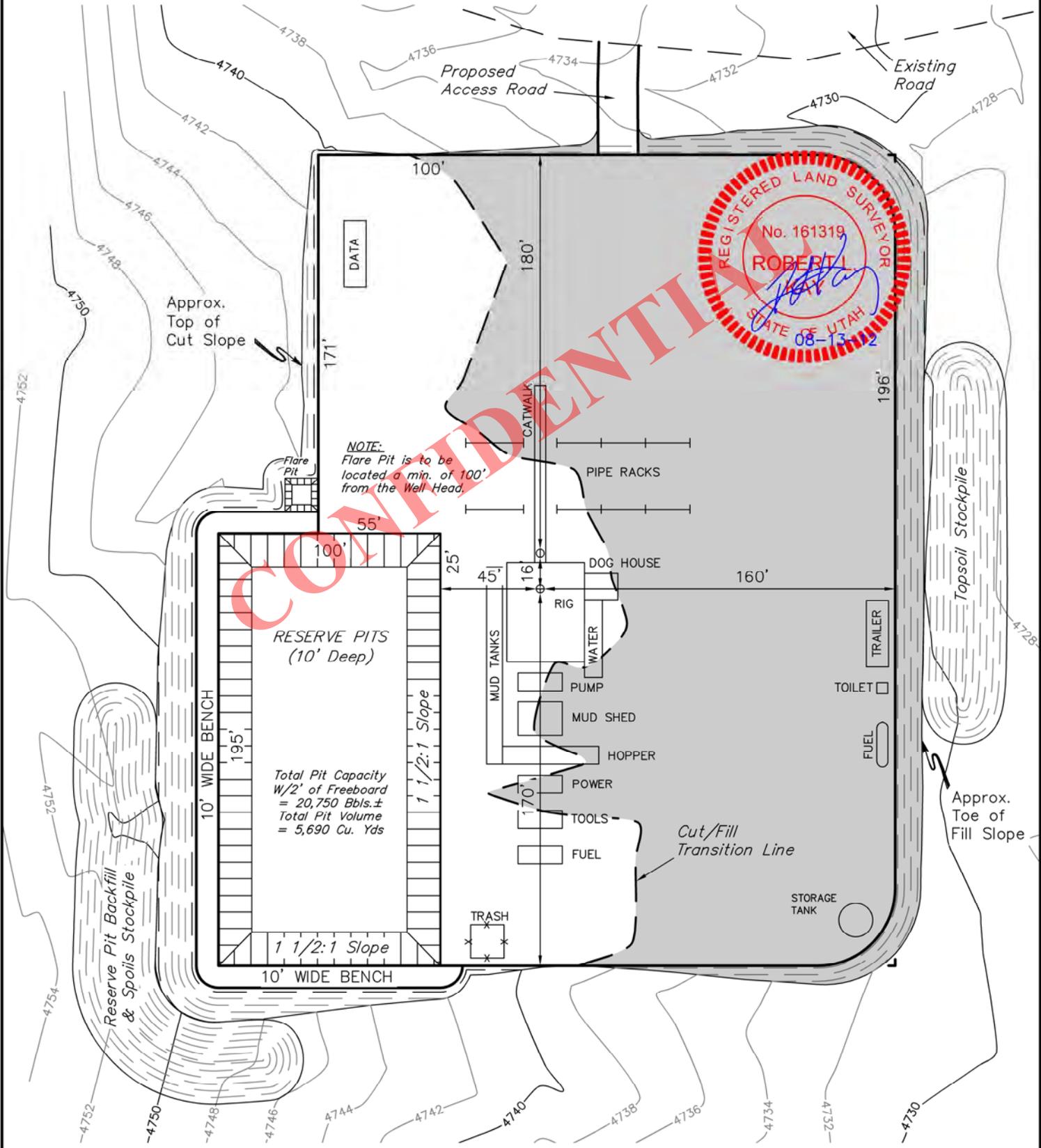
# AXIA ENERGY

## 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.



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

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

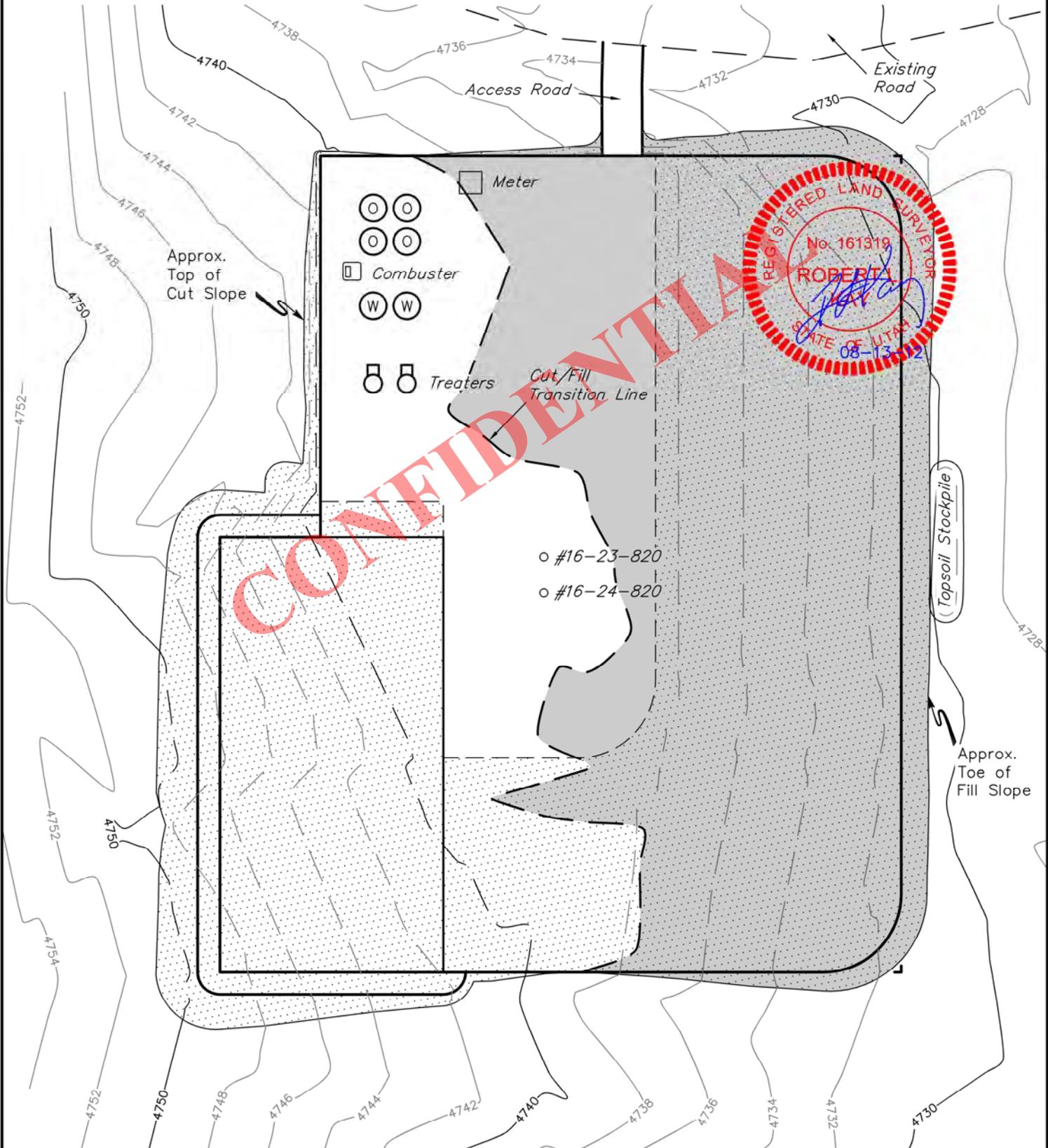
# AXIA ENERGY

## 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.

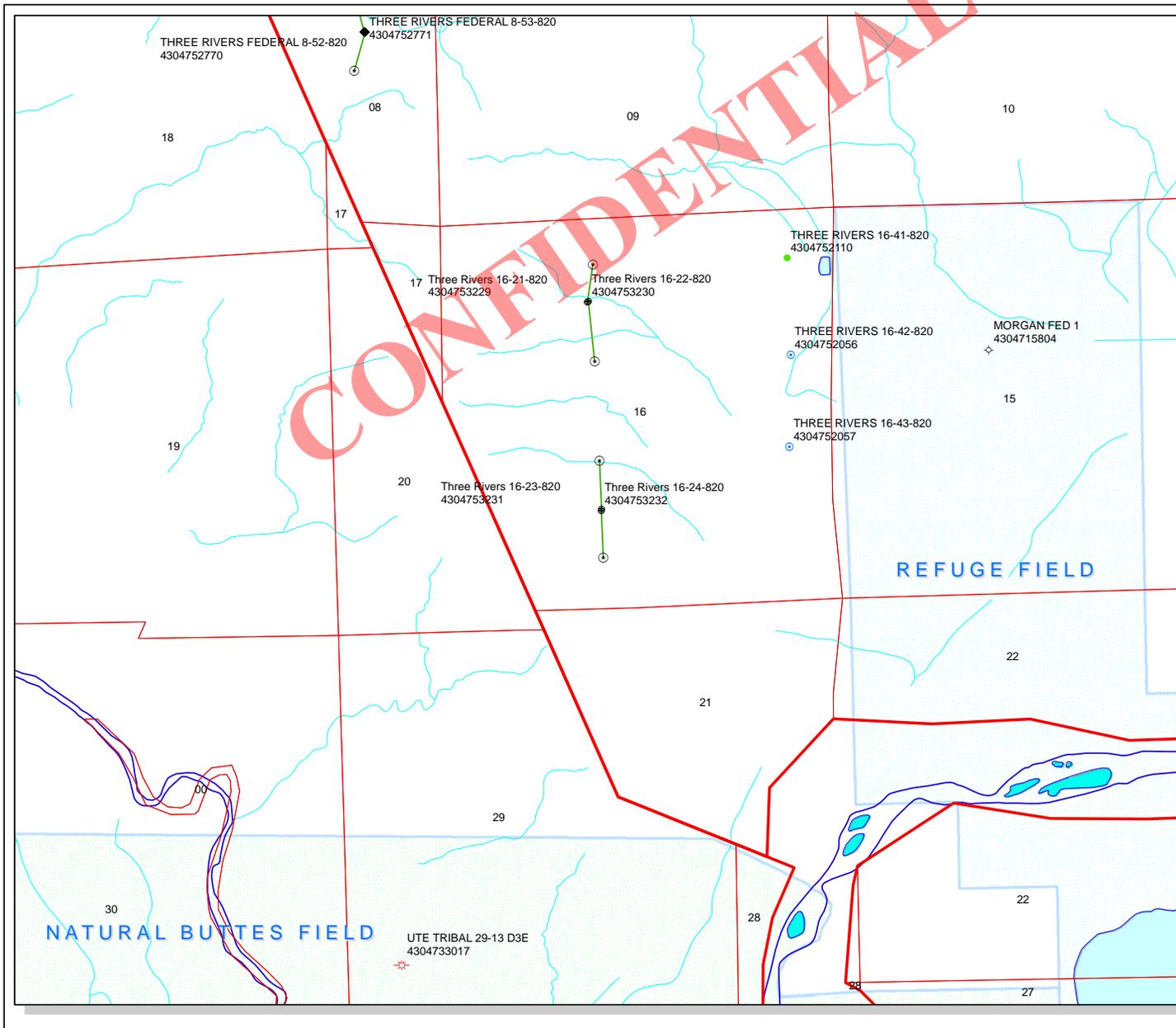


**CONFIDENTIAL**

RECLAIMED AREA

APPROXIMATE ACREAGES  
UN-RECLAIMED = ± 0.779 ACRES

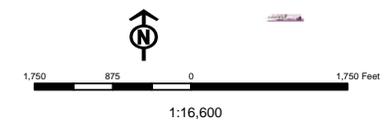
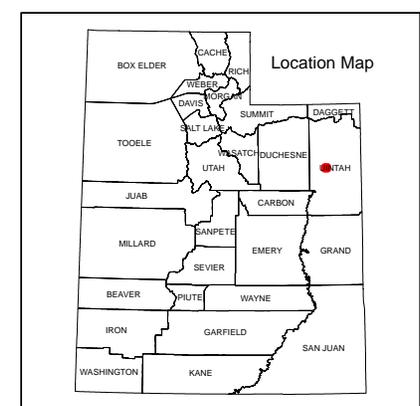
UINTAH ENGINEERING & LAND SURVEYING  
85 So. 200 East \* Vernal, Utah 84078 \* (435) 789-1017



**API Number: 4304753232**  
**Well Name: Three Rivers 16-24-820**  
**Township T08.0S Range R20.0E Section 16**  
**Meridian: SLBM**  
**Operator: AXIA ENERGY LLC**

Map Prepared:  
 Map Produced by Diana Mason

Units STATUS	Wells Query Status
ACTIVE	APD - Approved Permit
EXPLORATORY	DRL - Spudded (Drilling Commenced)
GAS STORAGE	GIW - Gas Injection
NF PP OIL	GS - Gas Storage
NF SECONDARY	LOC - New Location
PI OIL	OPS - Operation Suspended
PP GAS	PA - Plugged Abandoned
PP GEOTHERML	PGW - Producing Gas Well
PP OIL	POW - Producing Oil Well
SECONDARY	SGW - Shut-in Gas Well
TERMINATED	SOW - Shut-in Oil Well
Unknown	TA - Temp. Abandoned
ABANDONED	TW - Test Well
ACTIVE	WDW - Water Disposal
COMBINED	WW - Water Injection Well
INACTIVE	WSW - Water Supply Well
STORAGE	Bottom Hole Location - Oil/Gas/Dls
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 16-24-820 43047532320000

Well Name	AXIA ENERGY LLC Three Rivers 16-24-820 43047532320000			
String	Surf	Prod		
Casing Size(")	8.625	5.500		
Setting Depth (TVD)	1000	6813		
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	5320		
Operators Max Anticipated Pressure (psi)	2950	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=	3259		
			BOPE Adequate For Drilling And Setting Casing at Depth?	
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	2441	YES	
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	1760	YES	OK
			*Can Full Expected Pressure Be Held At Previous Shoe?	
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	1980	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	

# 43047532320000 Three Rivers 16-24-820

## Casing Schematic

Surface

127  
182

Winter  
TOC @ 161. to 0' @ 13% w/o, tail 695'  
\* Stop ✓

500' ± BMSW

740' tail

Surface  
1000. MD  
1000. TVD

8-5/8" 1000' KOP  
MW 8.7

Frac 19.3

16.58° max incl.

✓ Stop cont.

rt'n to vert. 2812'

**CONFIDENTIAL**

to 1950' @ 4% w/o  
\* Proposed to 2000'  
\* Stop ✓

TOC @ 3064.

2433' Green River

4315' Lower Green River

6315' Wasatch

5-1/2"  
MW 9.2

Production  
6895. MD  
6813. TVD

1305SL

-645

660FSL ✓

3304EL

16

3320FEL ✓

OK

SE SW 1/4 16-85-20E

Well name:	<b>43047532320000 Three Rivers 16-24-820</b>		
Operator:	<b>AXIA ENERGY LLC</b>		
String type:	Surface	Project ID:	43-047-53229
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: 6,813 ft  
 Next mud weight: 9.200 ppg  
 Next setting BHP: 3,256 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	8058
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	5.599	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>43047532320000 Three Rivers 16-24-820</b>		
Operator:	<b>AXIA ENERGY LLC</b>		
String type:	Production	Project ID:	43-047-53229
Location:	UINTAH COUNTY		

**Design parameters:**

**Collapse**

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

**Burst**

Max anticipated surface pressure: 1,757 psi  
 Internal gradient: 0.220 psi/ft  
 Calculated BHP: 3,256 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: 1.80 (J)  
 Buttress: 1.60 (J)  
 Premium: 1.50 (J)  
 Body yield: 1.60 (B)

Tension is based on air weight.  
 Neutral point: 5,945 ft

**Environment:**

H2S considered? No  
 Surface temperature: 74 °F  
 Bottom hole temperature: 169 °F  
 Temperature gradient: 1.40 °F/100ft  
 Minimum section length: 1,000 ft

Cement top: 3,064 ft

**Directional Info - Build & Drop**

Kick-off point: 1000 ft  
 Departure at shoe: 645 ft  
 Maximum dogleg: 2 °/100ft  
 Inclination at shoe: 0 °

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	6895	5.5	17.00	J-55	LT&C	6813	6895	4.767	26713
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	3256	4910	1.508	3256	5320	1.63	115.8	247	2.13 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 6813 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

*Engineering responsibility for use of this design will be that of the purchaser.*

# ON-SITE PREDRILL EVALUATION

## Utah Division of Oil, Gas and Mining

**Operator** AXIA ENERGY LLC  
**Well Name** Three Rivers 16-24-820  
**API Number** 43047532320000 **APD No** 6924 **Field/Unit** UNDESIGNATED  
**Location: 1/4,1/4 SESW Sec 16 Tw 8.0S Rng 20.0E 1305 FSL 3304 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 mile 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

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

**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**

Grasses, prickly pear  
Pronghorn habitat

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

Sandy soil with gravel on surface

#### **Erosion Issues** Y

Erodible soil

#### **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 16-23-820 (API # 43-047-53231)

Richard Powell  
**Evaluator**

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

---

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

---

<b>APD No</b>	<b>API WellNo</b>	<b>Status</b>	<b>Well Type</b>	<b>Surf Owner</b>	<b>CBM</b>
6924	43047532320000	SITLA	OW	S	No
<b>Operator</b>	AXIA ENERGY LLC		<b>Surface Owner-APD</b>		
<b>Well Name</b>	Three Rivers 16-24-820		<b>Unit</b>		
<b>Field</b>	UNDESIGNATED		<b>Type of Work</b>	DRILL	
<b>Location</b>	SESW 16 8S 20E S 1305 FSL 3304 FEL GPS Coord (UTM) 612870E 4441781N				

**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**

<b>Category</b>	<b>Condition</b>
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: 43047532320000

WELL NAME: Three Rivers 16-24-820

OPERATOR: AXIA ENERGY LLC (N3765)

PHONE NUMBER: 435 719-2018

CONTACT: Don Hamilton

PROPOSED LOCATION: SESW 16 080S 200E

Permit Tech Review: 

SURFACE: 1305 FSL 3304 FEL

Engineering Review: 

BOTTOM: 0660 FSL 3300 FEL

Geology Review: 

COUNTY: UINTAH

LATITUDE: 40.11878

LONGITUDE: -109.67544

UTM SURF EASTINGS: 612870.00

NORTHINGS: 4441781.00

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 - LPM9046682
- Potash
- Oil Shale 190-5
- Oil Shale 190-3
- Oil Shale 190-13
- Water Permit: 49-2262 - RNI at Green River
- RDCC Review:
- Fee Surface Agreement
- Intent to Commingle

Commingling Approved

## LOCATION AND SITING:

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

Comments: Presite Completed

Stipulations: 1 - Exception Location - dmason  
 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 16-24-820  
**API Well Number:** 43047532320000  
**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



4304753232  
SE SW 5-16 T08S R20E

---

## Spud Notice

---

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

Mon, May 13, 2013 at 10:06 PM

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

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

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>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>7. UNIT or CA AGREEMENT NAME:</b>	<b>8. WELL NAME and NUMBER:</b> Three Rivers 16-24-820
<b>1. TYPE OF WELL</b> Oil Well	<b>9. API NUMBER:</b> 43047532320000
<b>2. NAME OF OPERATOR:</b> AXIA ENERGY LLC	<b>9. FIELD and POOL or WILDCAT:</b> UNDESIGNATED
<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> 1307 FSL 3313 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: 6/20/2013	<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 checked="" 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 type="checkbox"/> OTHER	OTHER: <input style="width: 100px;" type="text"/>

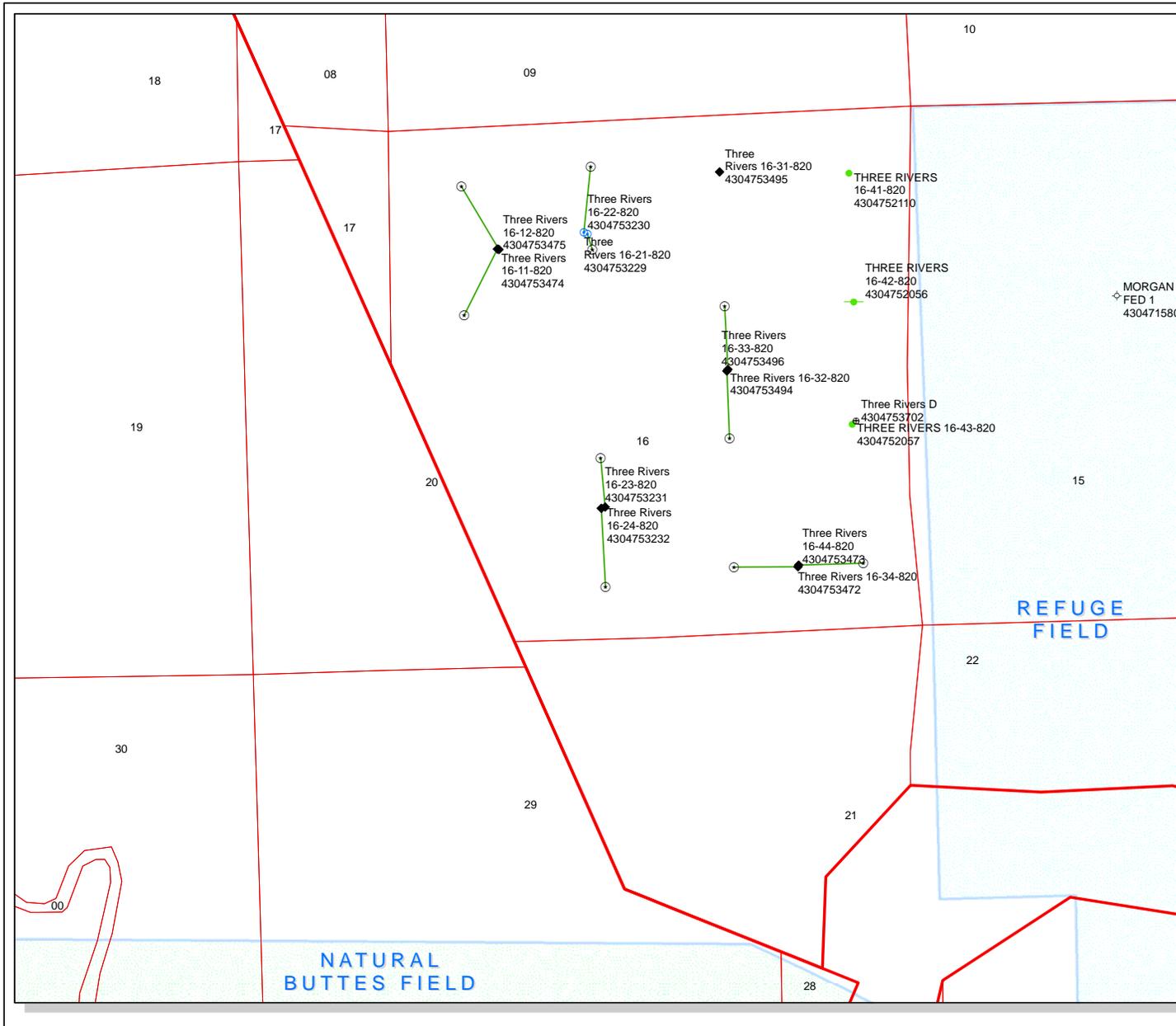
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

Axia Energy, LLC respectfully requests changes to the previously approved APD as follows: Surface hole location from 1305' FSL and 3304' FEL to 1307' FSL and 3313' FEL. Bottom hole location from 660' FSL and 3300' FEL to 500' FSL and 3300' FEL. (See attached rev Plat & dir drlg plan) Proposed depth from 6895' TD to 6763' 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:** May 22, 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> 5/8/2013	

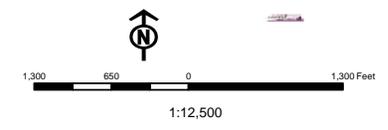


**API Number: 4304753232**  
**Well Name: Three Rivers 16-24-820**  
**Township T08.0S Range R20.0E Section 16**  
**Meridian: SLBM**  
**Operator: AXIA ENERGY LLC**

Map Prepared:  
 Map Produced by Diana Mason

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

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



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 16-24-820 (API # 43047532320000)  
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.

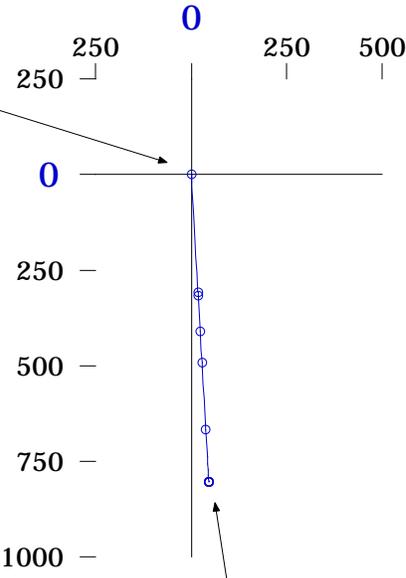
Sincerely,  
AXIA ENERGY, LLC

Jess Peonio  
Senior Drilling Engineer & Regulatory Manager



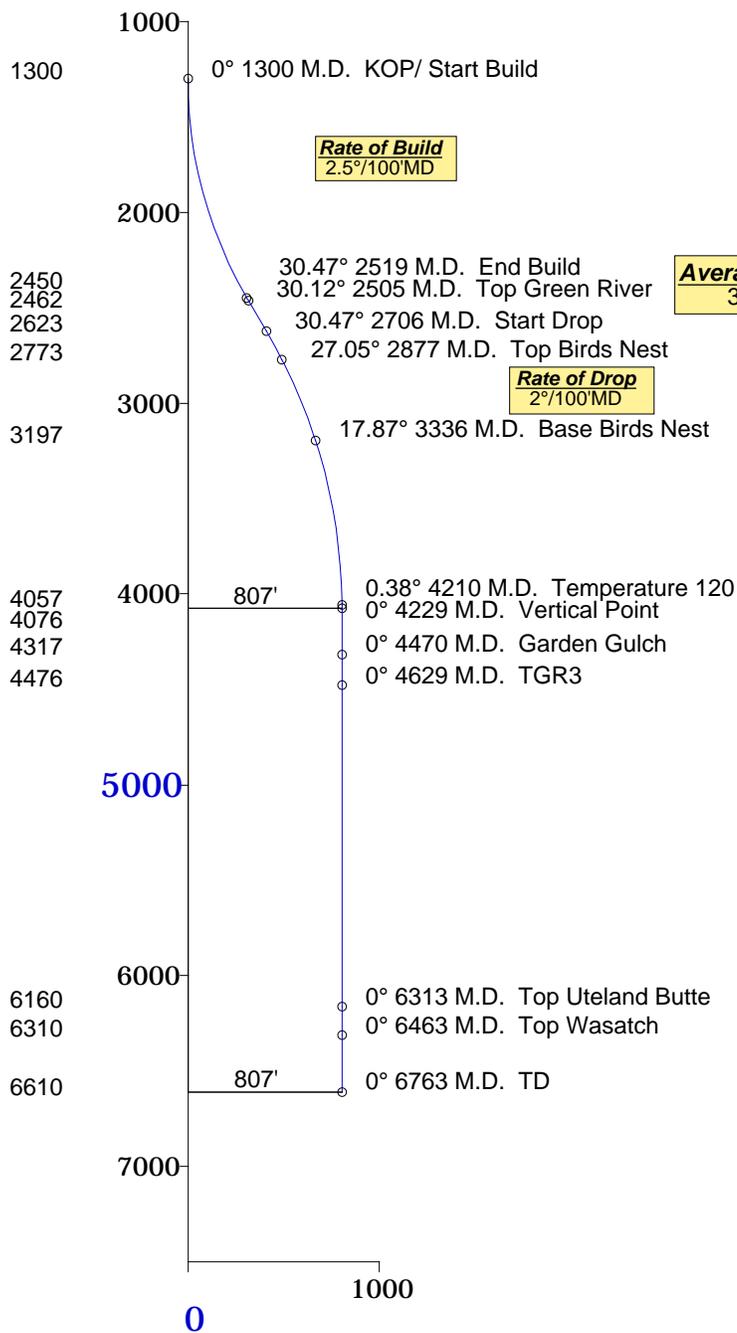
**Axia Energy**  
 Three Rivers 16-24-820  
 Uintah County, Utah

**Horizontal Plan**  
 1" = 500'



**Plane of Proposal**  
 176.74° Azimuth

**Vertical Section**  
 1" = 1000'



**Rate of Build**  
 2.5°/100' MD

**Average Angle**  
 30.47°

**Rate of Drop**  
 2°/100' MD

**Vertical Point**  
 806.98' Displacement from S/L  
 @ 176.74° Azimuth from S/L  
 South-805.67' East-45.96' of S/L  
 TVD-4076' MD-4229'  
 Y=7216386', X=2150646.3'  
**TD**  
 TVD-6610' MD-6763'

Top Green River	2450' TVD
Top Birds Nest	2773' TVD
Base Birds Nest	3197' TVD
Temperature 120	4057' TVD
Garden Gulch	4317' TVD
TGR3	4476' TVD
Top Uteland Butte	6160' TVD
Top Wasatch	6310' TVD



05-02-2013

# Bighorn Directional, Inc.

Axia Energy  
Three Rivers 16-24-820  
Uintah County, Utah



Minimum of Curvature  
Slot Location: 7217191.71', 2150600.36'  
Plane of Vertical Section: 176.73°

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	7217191.7	2150600.4	0.00	0.00	0.00	0.00
KOP/ Start Build											
1400.00	2.50	176.73	1399.97	-2.18	0.12	7217189.5	2150600.5	2.18	2.18	176.74	2.50
1500.00	5.00	176.73	1499.75	-8.71	0.50	7217183.0	2150600.9	8.72	8.72	176.74	2.50
1600.00	7.50	176.73	1599.14	-19.58	1.12	7217172.1	2150601.5	19.61	19.61	176.74	2.50
1700.00	10.00	176.73	1697.97	-34.76	1.98	7217156.9	2150602.3	34.82	34.82	176.74	2.50
1800.00	12.50	176.73	1796.04	-54.24	3.09	7217137.5	2150603.5	54.33	54.33	176.74	2.50
1900.00	15.00	176.73	1893.17	-77.97	4.45	7217113.7	2150604.8	78.09	78.09	176.74	2.50
2000.00	17.50	176.73	1989.17	-105.90	6.04	7217085.8	2150606.4	106.07	106.07	176.74	2.50
2100.00	20.00	176.73	2083.85	-137.99	7.87	7217053.7	2150608.2	138.21	138.21	176.74	2.50
2200.00	22.50	176.73	2177.05	-174.17	9.94	7217017.5	2150610.3	174.46	174.46	176.74	2.50
2300.00	25.00	176.73	2268.57	-214.38	12.23	7216977.3	2150612.6	214.73	214.73	176.74	2.50
2400.00	27.50	176.73	2358.25	-258.53	14.75	7216933.2	2150615.1	258.95	258.95	176.74	2.50
2500.00	30.00	176.73	2445.92	-306.55	17.49	7216885.2	2150617.8	307.05	307.05	176.74	2.50
2504.72	30.12	176.73	2450.00	-308.91	17.62	7216882.8	2150618.0	309.41	309.41	176.74	2.50
Top Green River											
2518.91	30.47	176.73	2462.25	-316.05	18.03	7216875.7	2150618.4	316.57	316.57	176.74	2.50
End Build											
2705.64	30.47	176.73	2623.19	-410.60	23.42	7216781.1	2150623.8	411.26	411.26	176.74	0.00
Start Drop											
2805.64	28.47	176.73	2710.24	-459.72	26.23	7216732.0	2150626.6	460.46	460.46	176.74	2.00
2876.56	27.05	176.74	2773.00	-492.70	28.11	7216699.0	2150628.5	493.50	493.50	176.74	2.00
Top Birds Nest											
2905.64	26.47	176.73	2798.96	-505.77	28.85	7216685.9	2150629.2	506.59	506.59	176.74	2.00
3005.64	24.47	176.73	2889.23	-548.71	31.30	7216643.0	2150631.7	549.60	549.60	176.74	2.00
3105.64	22.47	176.73	2980.95	-588.47	33.57	7216603.2	2150633.9	589.43	589.43	176.74	2.00
3205.64	20.47	176.73	3074.01	-625.02	35.66	7216566.7	2150636.0	626.03	626.03	176.74	2.00
3305.64	18.47	176.73	3168.28	-658.30	37.55	7216533.4	2150637.9	659.37	659.37	176.74	2.00

# Bighorn Directional, Inc.

Axia Energy  
Three Rivers 16-24-820  
Uintah County, Utah



Minimum of Curvature  
Slot Location: 7217191.71', 2150600.36'  
Plane of Vertical Section: 176.73°

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	
3335.86	17.87	176.73	3197.00	-667.71	38.09	7216524.0	2150638.5	668.79	668.79	176.74	2.00
Base Birds Nest											
3405.64	16.47	176.73	3263.66	-688.27	39.26	7216503.4	2150639.6	689.39	689.39	176.74	2.00
3505.64	14.47	176.73	3360.04	-714.91	40.78	7216476.8	2150641.1	716.07	716.07	176.74	2.00
3605.64	12.47	176.73	3457.28	-738.17	42.11	7216453.5	2150642.5	739.37	739.37	176.74	2.00
3705.64	10.47	176.73	3555.28	-758.03	43.24	7216433.7	2150643.6	759.26	759.26	176.74	2.00
3805.64	8.47	176.73	3653.91	-774.46	44.18	7216417.3	2150644.5	775.72	775.72	176.74	2.00
3905.64	6.47	176.73	3753.05	-787.44	44.92	7216404.3	2150645.3	788.72	788.72	176.74	2.00
4005.64	4.47	176.73	3852.59	-796.96	45.46	7216394.7	2150645.8	798.26	798.26	176.74	2.00
4105.64	2.47	176.73	3952.40	-803.01	45.81	7216388.7	2150646.2	804.32	804.32	176.74	2.00
4205.64	0.47	176.73	4052.36	-805.58	45.96	7216386.1	2150646.3	806.89	806.89	176.74	2.00
4210.27	0.38	176.73	4057.00	-805.61	45.96	7216386.1	2150646.3	806.92	806.92	176.74	2.00
Temperature 120											
4229.27	0.00	176.73	4076.00	-805.67	45.96	7216386.0	2150646.3	806.98	806.98	176.74	2.00
Vertical Point											
4470.27	0.00	176.73	4317.00	-805.67	45.96	7216386.0	2150646.3	806.98	806.98	176.74	0.00
Garden Gulch											
4629.27	0.00	176.73	4476.00	-805.67	45.96	7216386.0	2150646.3	806.98	806.98	176.74	0.00
TGR3											
6313.27	0.00	176.73	6160.00	-805.67	45.96	7216386.0	2150646.3	806.98	806.98	176.74	0.00
Top Uteland Butte											
6463.27	0.00	176.73	6310.00	-805.67	45.96	7216386.0	2150646.3	806.98	806.98	176.74	0.00
Top Wasatch											
6763.27	0.00	176.73	6610.00	-805.67	45.96	7216386.0	2150646.3	806.98	806.98	176.74	0.00
TD											
Final Station Closure Distance: 806.98' Direction: 176.74°											



CONFIDENTIAL

SESU S-16 T08S R20E

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

klbascom <klbascom@ubtanet.com>

Thu, May 30, 2013 at 1:29 PM

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

Cc: Cordell Wold <cwold@axiaenergy.com>

Capstar #321 moving from Axia energys Three Rivers 16-22-820 Friday 5/31/13 to Three Rivers 16-24-820, API# 43-047-53232, rig up & test BOP Saturday morning 6/1/13 & drill out early morning. Any Questions, contact Kenny Bascom @ 435-828-0697.

RECEIVED

MAY 30 2013

DIV. OF OIL, GAS & MINING



SESW 5-16 TOSS R20E

CONFIDENTIAL

---

## Capstar 321, Axia Energy, Three Rivers 16-24-820 Prod casing/Cement

---

klbascom <klbascom@ubtanet.com>

Thu, Jun 6, 2013 at 6:09 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, cturner@axiaenergy.com, Bryce Holder <bholder@axiaenergy.com>

Capstar 321 reached Production TD 6785', 6/6/13 @ 13:00 on Axia Energy's Three Rivers 16-24-820, ~~API# 43-047-53232~~, plan to run & cement 5.5" production casing Friday 6/7/13. Any questions contact Kenny Bascom @ 435-828-0697.

Thank You

Kenny Bascom

RECEIVED  
JUN 06 2013  
DIV. OF OIL, GAS & MINING

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 16-24-820		
<b>2. NAME OF OPERATOR:</b> AXIA ENERGY LLC	<b>9. API NUMBER:</b> 43047532320000		
<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> 1307 FSL 3313 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 checked="" type="checkbox"/> SPUD REPORT Date of Spud: 5/14/2013  <input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> ACIDIZE  <input type="checkbox"/> CHANGE TO PREVIOUS PLANS  <input type="checkbox"/> CHANGE WELL STATUS  <input type="checkbox"/> DEEPEN  <input type="checkbox"/> OPERATOR CHANGE  <input type="checkbox"/> PRODUCTION START OR RESUME  <input type="checkbox"/> REPERFORATE CURRENT FORMATION  <input type="checkbox"/> TUBING REPAIR  <input type="checkbox"/> WATER SHUTOFF  <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING  <input type="checkbox"/> CHANGE TUBING  <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS  <input type="checkbox"/> FRACTURE TREAT  <input type="checkbox"/> PLUG AND ABANDON  <input type="checkbox"/> RECLAMATION OF WELL SITE  <input type="checkbox"/> SIDETRACK TO REPAIR WELL  <input type="checkbox"/> VENT OR FLARE  <input type="checkbox"/> SI TA STATUS EXTENSION  <input 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.			
Move In Rig Up Pete Martin, Drilled to 100'. Set 100' 16" conductor casing and cemented to cement surface.			
<b>Accepted by the Utah Division of Oil, Gas and Mining FOR RECORD ONLY August 21, 2013</b>			
<b>NAME (PLEASE PRINT)</b> Cindy Turner	<b>PHONE NUMBER</b> 720 746-5209	<b>TITLE</b> Project Manager	
<b>SIGNATURE</b> N/A		<b>DATE</b> 8/21/2013	

<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>1. TYPE OF WELL</b> Oil Well		<b>6. IF INDIAN, ALLOTTEE OR TRIBE NAME:</b>  <b>7. UNIT or CA AGREEMENT NAME:</b>
<b>2. NAME OF OPERATOR:</b> AXIA ENERGY LLC		<b>8. WELL NAME and NUMBER:</b> Three Rivers 16-24-820
<b>3. ADDRESS OF OPERATOR:</b> 1430 Larimer Ste 400 , Denver, CO, 80202		<b>9. API NUMBER:</b> 43047532320000
<b>4. LOCATION OF WELL</b> <b>FOOTAGES AT SURFACE:</b> 1307 FSL 3313 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>4. LOCATION OF WELL</b> <b>FOOTAGES AT SURFACE:</b> 1307 FSL 3313 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>4. LOCATION OF WELL</b> <b>FOOTAGES AT SURFACE:</b> 1307 FSL 3313 FEL <b>QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:</b> Qtr/Qtr: SESW Section: 16 Township: 08.0S Range: 20.0E Meridian: S		<b>STATE:</b> UTAH
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA		
<b>TYPE OF SUBMISSION</b>	<b>TYPE OF ACTION</b>	
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE <input checked="" type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	
<input checked="" type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: 6/21/2013	<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"/> SPUD REPORT Date of Spud:	<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	
<input type="checkbox"/> DRILLING REPORT Report Date:	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 APD approval on 12/10/2012 to complete the WASATCH formation. However, there was a change in plans and only the GREEN RIVER Formation was completed. Bottom Perf = 6,382'. Top of Wasatch = 6,397'. Please update Entity Action Number 19038 to GRRV		
<b>Accepted by the          Utah Division of          Oil, Gas and Mining          FOR RECORD ONLY          September 04, 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> 9/3/2013	

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9	
<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 16-24-820	
<b>3. ADDRESS OF OPERATOR:</b> 1430 Larimer Ste 400 , Denver, CO, 80202		<b>9. API NUMBER:</b> 43047532320000	
<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> 1307 FSL 3313 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.			
<p>SPUD 05/14/13: MIRU Pete Martin. Drilled and set 100' conductor csg. Cemented to surface. SET SURF CSG 05/22/13: MIRU Pro-Petro. Drilled and set 1023' 8-5/8" surf csg. Cemented to surface. RESUMED DRILLING OPS 06/01/13: MIRU Capstar Drilling. Drilled to TD. Set and cemented 6762' 5-1/2" prod csg. DATE TD REACHED: 06/06/13 DRLG RIG RELEASED: 06/08/13 TMD: 6,785' TVD: 6,665' COMP START DATE: 06/28/13 1st PROD DATE: 07/06/13 FORMATION: GREEN RIVER</p>			
<p><b>Accepted by the Utah Division of Oil, Gas and Mining FOR RECORD ONLY October 02, 2013</b></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> 9/18/2013	

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 16-24-820	
<b>2. NAME OF OPERATOR:</b> AXIA ENERGY LLC	<b>9. API NUMBER:</b> 43047532320000	
<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> 1307 FSL 3313 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		
<b>TYPE OF SUBMISSION</b>	<b>TYPE OF ACTION</b>	
<input checked="" type="checkbox"/> <b>NOTICE OF INTENT</b> Approximate date work will start: <b>10/1/2013</b>  <input type="checkbox"/> <b>SUBSEQUENT REPORT</b> Date of Work Completion:  <input type="checkbox"/> <b>SPUD REPORT</b> Date of Spud:  <input type="checkbox"/> <b>DRILLING REPORT</b> Report Date:	<input type="checkbox"/> ACIDIZE <input type="checkbox"/> ALTER CASING <input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> DEEPEN <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> PLUG BACK <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> APD EXTENSION <input type="checkbox"/> WILDCAT WELL DETERMINATION <input checked="" type="checkbox"/> OTHER	
OTHER: <input style="width: 100px;" type="text" value="Central Tank Facility"/>		
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.		
<b>NEW CENTRAL TANK FACILITY: Three Rivers CTB ST ML-49319 See Attached for Proposal and Allocation Diagram</b>		
<b>Approved by the Utah Division of Oil, Gas and Mining</b>  <b>Date:</b> <u>October 08, 2013</u>  <b>By:</b> <u><i>D. K. Duff</i></u>		
<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.

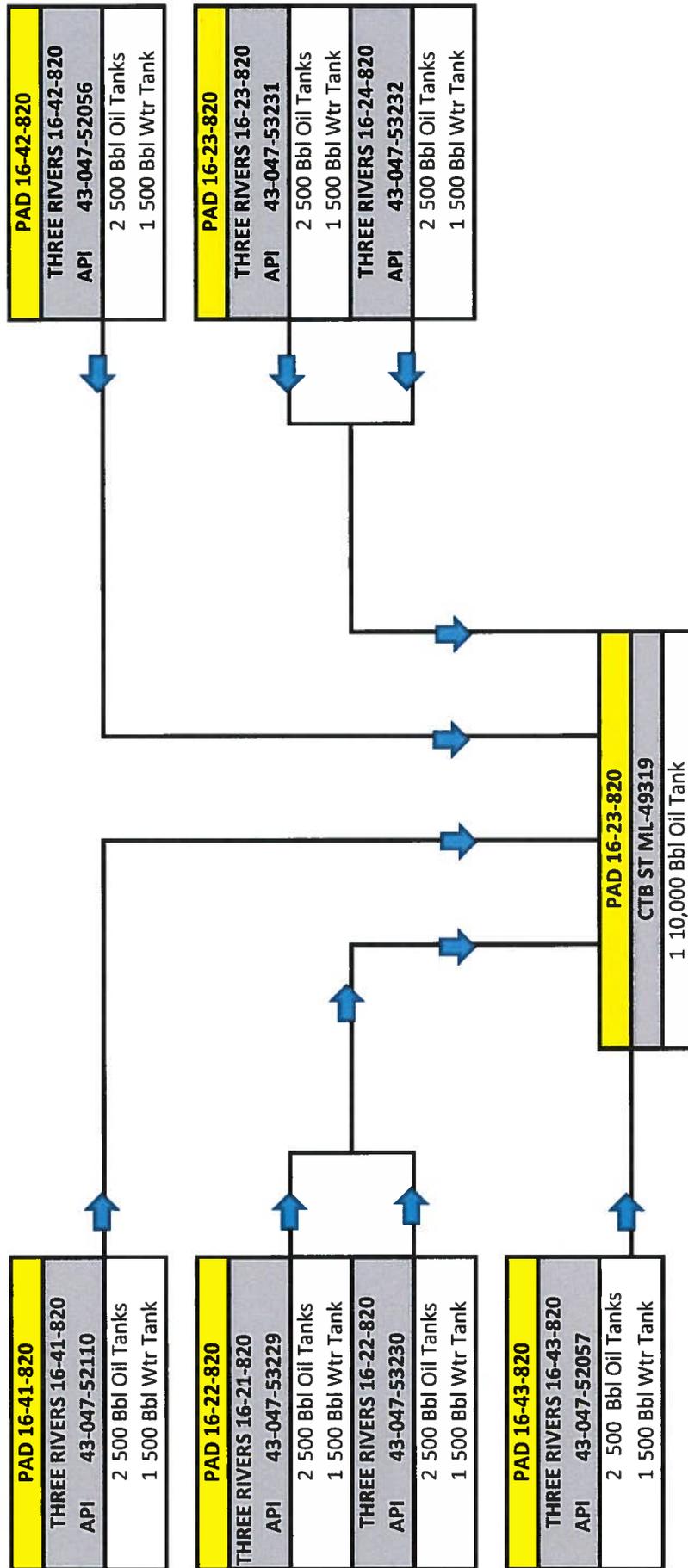
Proposed centralized storage facilities are set up by State or Federal lease number, or in the case of Fee wells, by common interest.

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-RNG 20E THAT CAN FLOW TO CENTRAL TANK BATTERY  
**LEASE:** BASED ON COMMON INTEREST/LEASE NO STATE LEASE ML-49319



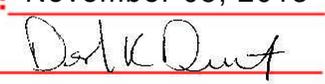
When well tanks get full and we are unable to sell, we would move the oil to the central facility for storage/sales using an internal run ticket. Sales from the Central Tank Battery would be allocated back to the wells on a first in - first out basis.

<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 16-24-820
4. LOCATION OF WELL FOOTAGES AT SURFACE: 1307 FSL 3313 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESW Section: 16 Township: 08.0S Range: 20.0E Meridian: S	9. API NUMBER: 43047532320000
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 checked="" type="checkbox"/> NOTICE OF INTENT 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"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input 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 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:** 

NAME (PLEASE PRINT) Cindy Turner	PHONE NUMBER 720 746-5209	TITLE Project Manager
SIGNATURE N/A	DATE 9/12/2013	

Three Rivers #16-24-820

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 5,060 MCF/MO and efforts will be made to minimize flaring by maximizing fuel usage until the hearing.

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

AMENDED REPORT  FORM 8  
(highlight changes)

5. LEASE DESIGNATION AND SERIAL NUMBER:  
**ML-49319**

**WELL COMPLETION OR RECOMPLETION REPORT AND LOG**

1a. TYPE OF WELL: OIL WELL  GAS WELL  DRY  OTHER \_\_\_\_\_

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

6. IF INDIAN, ALLOTTEE OR TRIBE NAME

7. UNIT or CA AGREEMENT NAME

8. WELL NAME and NUMBER:  
**Three Rivers 16-24-820**

2. NAME OF OPERATOR:  
**Axia Energy, LLC.**

9. API NUMBER:  
**4304753232**

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

PHONE NUMBER:  
**(720) 746-5200**

10 FIELD AND POOL, OR WILDCAT  
**WILDCAT**

4. LOCATION OF WELL (FOOTAGES)  
AT SURFACE: **SESW 1307' FSL & 3313' FEL**  
AT TOP PRODUCING INTERVAL REPORTED BELOW: **SESW 520' FSL & 3230' FEL**  
AT TOTAL DEPTH: **SESW 538' FSL & 3220' FEL**

11. QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:  
**SESW 16 8S 20E S**

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

14. DATE SPUDDED: **5/14/13** 15. DATE T.D. REACHED: **6/6/13** 16. DATE COMPLETED: **7/10/13** ABANDONED  READY TO PRODUCE  17. ELEVATIONS (OF, RKB, RT, GL): **4741' GL / 4758' KB**

18. TOTAL DEPTH: MD **6785** TVD **6665** 19. PLUG BACK T.D.: MD **6,715** TVD **6,595** 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)  
**SD-DSN-ACTR, Mud Log, CBL**

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

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

HOLE SIZE	SIZE/GRADE	WEIGHT (#/ft.)	TOP (MD)	BOTTOM (MD)	STAGE CEMENTER DEPTH	CEMENT TYPE & NO. OF SACKS	SLURRY VOLUME (BBL)	CEMENT TOP **	AMOUNT PULLED
26	16		0	100		G 100	21	0 CIR	
12-1/4	8-5/8 J-55	24	0	1023		G 675	138	0 CIR	
7-3/4	5-1/2 J-55	17	0	6762		G 430	172	1776 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	4580							

26. PRODUCING INTERVALS

FORMATION NAME	TOP (MD)	BOTTOM (MD)	TOP (TVD)	BOTTOM (TVD)	INTERVAL (Top/Bot - MD)	SIZE	NO. HOLES	PERFORATION STATUS
(A) Green River	2478	6,397	2,447	6,276	4603 6382	.43	222	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: **6/30/2013**

DEPTH INTERVAL	AMOUNT AND TYPE OF MATERIAL
4603 TO 6382	Green River Hybrid Frac - 26,652 bbls slurry, 1,077,282 gal fluid, 873,360# 20/40 Premium White

29. ENCLOSED ATTACHMENTS:

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

30. WELL STATUS:

**Prod**

31. INITIAL PRODUCTION

INTERVAL A (As shown in Item #26)

DATE FIRST PRODUCED: 7/6/2013		TEST DATE: 7/27/2013		HOURS TESTED: 24		TEST PRODUCTION RATES: →		OIL - BBL: 236	GAS - MCF: 333	WATER - BBL: 357	PROD. METHOD: Pumping
CHOKE SIZE: 40	TBG. PRESS. 38	CSG. PRESS. 38	API GRAVITY 33.00	BTU - GAS	GAS/OIL RATIO 1,411	24 HR PRODUCTION RATES: →		OIL - BBL: 236	GAS - MCF: 333	WATER - BBL: 357	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	2,478
				Garden Gluch	4,431
				Uteland Butte	6,255
				Wasatch	6,397

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 11/5/2013

This report must be submitted within 30 days of

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

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

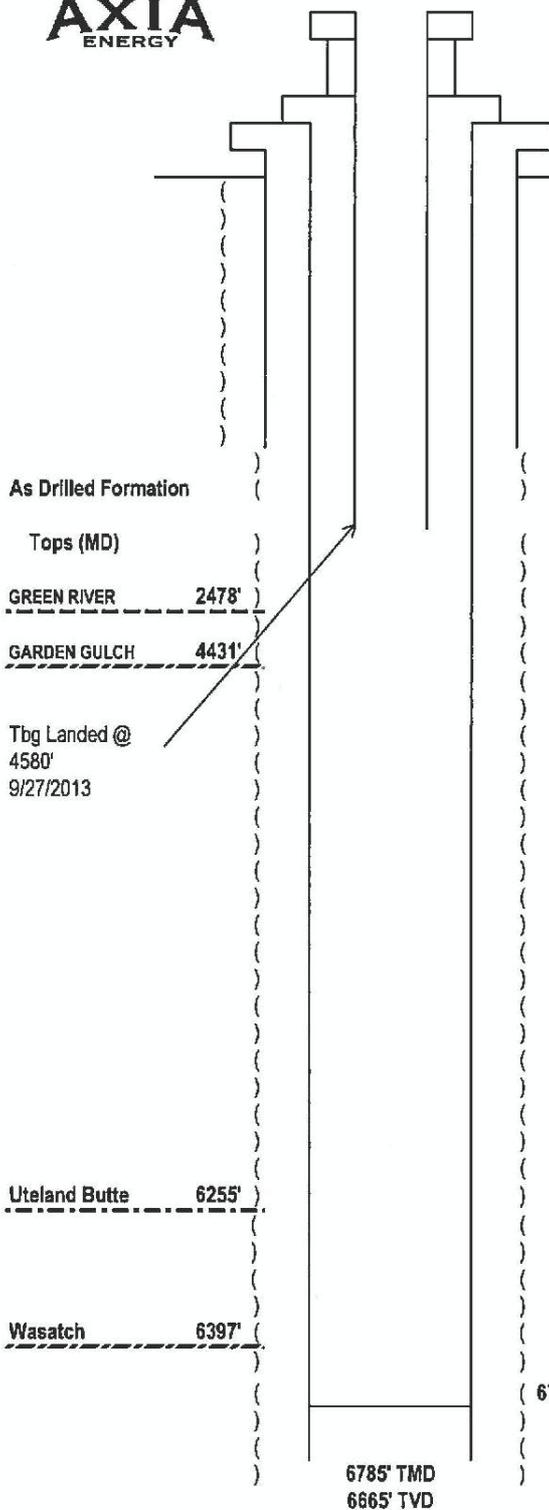
\*\* ITEM 24: Cement Top - Show how reported top(s) of cement were determined (circulated (CIR), calculated (CAL), cement bond log (CBL), temperature survey (TS)).

Send to: Utah Division of Oil, Gas and Mining Phone: 801-538-5340  
 1594 West North Temple, Suite 1210  
 Box 145801 Fax: 801-359-3940  
 Salt Lake City, Utah 84114-5801

**WELLBORE DIAGRAM (after completion)**



Company: Axia Energy, LLC
Lease Name: Three Rivers 16-24-820
Surface Location: SESW Sec 16-T8S-R20E, 1307' FSL & 3313' FEL
Bottom Hole Location: SESW Sec 16-T8S-R20E, 538' FSL & 3220' FEL
County: Uintah, UT
Date: 11/4/2013



KB 4758'

GL 4741'

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

DRILLED 12-1/4" HOLE 1040'  
( 1023' SURF CSG - 8-5/8" 24# J-55 ST&C (23 jts) 5/22/2013  
Cement: 675 sxs to surface

TOC: 1776'

<b>GREEN RIVER 7 STAGE HYBRID FRAC (slickwater/gel)</b>				
4603'	6382'	Green River	3 spf	222 Holes
26,652 bbls slurry, 1,077,282 gal fluid & 873,360# 20/40 Premium White				

DRILLED 7-3/4" HOLE TO 6785' TMD  
PROD CSG - 5 1/2" 17# J-55 LT&C (154 jts) Set @ 6762' 6/7/13  
Cemented with 430 sxs Premium Lite



Job Number: 5312013  
 Company: Axia Energy  
 Lease/Well: Three Rivers 16-24-820  
 Location: Vernal  
 Rig Name: Super Single  
 State/County: UTAH/ Uintah  
 Country: USA  
 API Number:

Elevation (To MSL): 0.00 ft  
 RKB: 0.00 ft  
 Projection System: US State Plane 1983  
 Projection Group: Utah Central Zone  
 Projection Datum: GRS80  
 Magnetic Declination: 10.91  
 Grid Convergence: 1.16808 E  
 Date: Thursday, June 06, 2013

Calculated by HawkEye Software  
 Minimum Curvature Method  
 Vertical Section Plane 176.47°  
 Northing (US ft): 7219999.53 Easting (US ft): 2150334.60  
 Latitude: 40°07'35.3875" N Longitude: -109°40'34.5635" 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
1079.00	1.30	211.50	1078.91	-10.44	-6.40	10.02	0.12
1164.00	1.40	175.10	1163.89	-12.29	-6.81	11.85	1.00
1247.00	2.00	171.30	1246.85	-14.74	-6.50	14.31	0.74
1333.00	3.90	181.40	1332.73	-19.14	-6.35	18.72	2.28
1418.00	3.80	189.40	1417.54	-24.81	-6.88	24.34	0.64
1503.00	5.80	184.50	1502.24	-31.87	-7.68	31.34	2.40
1589.00	6.90	183.70	1587.71	-41.36	-8.35	40.77	1.28
1673.00	8.90	183.50	1670.91	-52.88	-9.07	52.22	2.38
1758.00	10.50	178.50	1754.69	-67.19	-9.27	66.49	2.13
1844.00	12.00	177.80	1839.04	-83.96	-8.72	83.26	1.75
1929.00	13.50	173.40	1921.94	-102.64	-7.24	102.00	2.10
2015.00	15.30	174.10	2005.23	-123.90	-4.92	123.37	2.10
2100.00	16.30	173.40	2087.02	-146.91	-2.40	146.48	1.20
2186.00	18.20	171.50	2169.15	-172.18	0.97	171.92	2.30
2271.00	19.50	171.20	2249.59	-199.33	5.10	199.27	1.53
2356.00	19.70	169.70	2329.67	-227.45	9.84	227.62	0.64
2442.00	20.00	167.40	2410.56	-256.06	15.64	256.54	0.97
2527.00	20.70	168.60	2490.25	-284.98	21.78	285.78	0.96
2612.00	20.90	165.80	2569.71	-314.40	28.47	315.56	1.19
2698.00	21.50	163.90	2649.89	-344.41	36.60	346.01	1.06
2783.00	21.70	166.70	2728.93	-374.67	44.53	376.70	1.24
2868.00	22.00	166.10	2807.82	-405.42	51.97	407.85	0.44
2954.00	22.80	169.70	2887.34	-437.45	58.82	440.24	1.85
3039.00	23.10	172.50	2965.61	-470.19	63.94	473.23	1.33
3125.00	23.30	174.80	3044.66	-503.85	67.69	507.07	1.08
3210.00	22.90	172.20	3122.84	-536.98	71.46	540.36	1.29
3296.00	22.20	175.90	3202.27	-569.77	74.89	573.30	1.84
3381.00	20.30	178.10	3281.49	-600.52	76.53	604.10	2.42
3467.00	17.60	177.80	3362.82	-628.43	77.52	632.01	3.14
3552.00	15.70	174.00	3444.26	-652.71	79.22	656.35	2.58
3680.00	12.70	173.40	3568.33	-683.92	82.64	687.71	2.35
3766.00	12.00	176.50	3652.34	-702.24	84.28	706.09	1.12
3851.00	10.60	175.20	3735.69	-718.85	85.47	722.75	1.67
3936.00	9.00	169.20	3819.45	-733.17	87.37	737.16	2.23
4022.00	8.40	177.10	3904.46	-746.05	88.95	750.11	1.55
4107.00	7.90	181.00	3988.61	-758.09	89.16	762.14	0.88
4193.00	5.90	182.90	4073.98	-768.42	88.83	772.43	2.34
4278.00	6.00	184.50	4158.52	-777.21	88.26	781.17	0.23
4363.00	3.70	192.00	4243.21	-784.32	87.35	788.21	2.80
4449.00	1.40	251.70	4329.13	-787.37	85.77	791.15	3.75
4577.00	1.70	291.10	4457.09	-787.17	82.51	790.76	0.85
4705.00	1.10	301.60	4585.05	-785.85	79.70	789.26	0.51

Measured Depth (Ft)	INC Deg	AZM Deg	TVD (Ft)	NS (Ft)	EW (Ft)	VS (Ft)	DLS °/100Ft
4791.00	1.80	354.60	4671.03	-784.07	78.87	787.44	1.67
4876.00	1.70	3.10	4755.99	-781.48	78.81	784.85	0.33
4962.00	1.40	2.40	4841.95	-779.16	78.92	782.54	0.35
5047.00	3.50	358.40	4926.87	-775.53	78.89	778.91	2.48
5132.00	3.60	1.40	5011.71	-770.27	78.89	773.66	0.25
5218.00	3.10	357.50	5097.56	-765.24	78.85	768.65	0.64
5346.00	1.20	37.00	5225.47	-760.71	79.51	764.17	1.80
5432.00	1.20	31.60	5311.45	-759.23	80.52	762.75	0.13
5517.00	0.90	73.10	5396.44	-758.28	81.63	761.86	0.94
5603.00	0.70	105.90	5482.43	-758.22	82.78	761.88	0.57
5688.00	0.50	84.10	5567.43	-758.33	83.65	762.04	0.35
5773.00	0.60	106.10	5652.42	-758.41	84.44	762.17	0.27
5859.00	0.90	98.90	5738.42	-758.64	85.54	762.47	0.36
5944.00	0.70	130.10	5823.41	-759.08	86.60	762.97	0.55
6030.00	0.40	134.30	5909.40	-759.63	87.21	763.56	0.35
6115.00	0.80	125.50	5994.40	-760.18	87.91	764.15	0.48
6200.00	0.40	128.20	6079.39	-760.71	88.63	764.72	0.47
6286.00	0.60	135.50	6165.39	-761.21	89.18	765.26	0.24
6371.00	0.90	165.90	6250.38	-762.18	89.65	766.25	0.57
6457.00	1.10	150.70	6336.37	-763.55	90.22	767.66	0.38
6542.00	0.90	131.30	6421.36	-764.71	91.12	768.87	0.46
6628.00	1.10	164.10	6507.35	-765.95	91.86	770.15	0.69
6713.00	1.10	168.00	6592.33	-767.53	92.25	771.75	0.09
6735.00	1.20	163.90	6614.33	-767.96	92.36	772.19	0.59
<b>Projection to Bit / TD</b>							
6785.00	1.20	163.90	6664.31	-768.96	92.65	773.21	0.00

**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