API Well Number: 43047532730000

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

FORM 3
AMENDED REPORT ☑

APPLICATION FOR PERMIT TO DRILL

1. WELL NAME and NUMBER Three Rivers 2-33-820	
2. TYPE OF WORK DRILL NEW WELL ◉ REENTER P&A WELL ○ DEEPEN WELL ○	**3. FIELD OR WILDCAT** WILDCAT
4. TYPE OF WELL Oil Well Coalbed Methane Well: NO	**5. UNIT or COMMUNITIZATION AGREEMENT NAME**
6. NAME OF OPERATOR AXIA ENERGY LLC	**7. OPERATOR PHONE** 720 746-5200
8. ADDRESS OF OPERATOR 1430 Larimer Ste 400, Denver, CO, 80202	**9. OPERATOR E-MAIL** rsatre@axiaenergy.com
10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE) ML-49318	**11. MINERAL OWNERSHIP** FEDERAL ○ INDIAN ○ STATE ◉ FEE ○
	12. SURFACE OWNERSHIP FEDERAL ○ INDIAN ○ STATE ◉ FEE ○
13. NAME OF SURFACE OWNER (if box 12 = 'fee')	**14. SURFACE OWNER PHONE (if box 12 = 'fee')**
15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee')	**16. SURFACE OWNER E-MAIL (if box 12 = 'fee')**
17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN')	**18. INTEND TO COMMINGLE PRODUCTION FROM MULTIPLE FORMATIONS** YES ○ (Submit Commingling Application) NO ◉
	19. SLANT VERTICAL ○ DIRECTIONAL ◉ HORIZONTAL ○

20. LOCATION OF WELL	FOOTAGES	QTR-QTR	SECTION	TOWNSHIP	RANGE	MERIDIAN
LOCATION AT SURFACE	2569 FNL 2107 FEL	SWNE	2	8.0 S	20.0 E	S
Top of Uppermost Producing Zone	1980 FSL 1980 FEL	NWSE	2	8.0 S	20.0 E	S
At Total Depth	1980 FSL 1980 FEL	NWSE	2	8.0 S	20.0 E	S

21. COUNTY UINTAH	**22. DISTANCE TO NEAREST LEASE LINE (Feet)** 1980	**23. NUMBER OF ACRES IN DRILLING UNIT** 40
	25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 16	**26. PROPOSED DEPTH** MD: 7310 TVD: 7201
27. ELEVATION - GROUND LEVEL 4798	**28. BOND NUMBER** LPM9046682	**29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE** 49-2262 - RNI at Green River

Hole, Casing, and Cement Information

String	Hole Size	Casing Size	Length	Weight	Grade & Thread	Max Mud Wt.	Cement	Sacks	Yield	Weight
SURF	11	8.625	0 - 1500	32.0	J-55 LT&C	8.7	Premium Lite High Strength	200	2.97	11.5
							Class G	115	1.16	15.8
PROD	7.875	5.5	0 - 7310	17.0	J-55 LT&C	9.2	Premium Lite High Strength	430	2.31	12.0

ATTACHMENTS

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

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

NAME Don Hamilton	**TITLE** Permitting Agent (Buys & Associates, Inc)	**PHONE** 435 719-2018
SIGNATURE	**DATE** 10/02/2012	**EMAIL** starpoint@etv.net

API NUMBER ASSIGNED
43047532730000

APPROVAL

Permit Manager

RECEIVED: December 10, 2012

DRILLING PLAN

Axia Energy, LLC
Three Rivers Project
Three Rivers #2-33-820
SWNE Sec 2 T8S R20E
Uintah County, Utah

1. ESTIMATED FORMATION TOPS

FORMATION	TOP (TVD)	COMMENTS
Uinta	Surface	Gas & Degraded Oil; Possible Brackish H_2O
Green River	2,876'	Oil & Associated Gas
Lower Green River*	4,842'	Oil & Associated Gas
Wasatch*	6,701'	Oil & Associated Gas
TD 7,310' (MD)	7,201' (TVD)	

NOTE: Datum, Ground Level (GL) Elevation: 4,799; 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	1500 ±	8 ⅝	32.0	J-55	LTC	0.0609
PRODUCTION	7 ⅞	7,310'	5 ½	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 ⅝	7.921	7.796	2,530	3,930	503,000	417,000
5 ½	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

RECEIVED: October 02, 2012

FLOAT EQUIPMENT

SURFACE (8 5/8): Float Shoe, 1 JNT Casing, Float Collar

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

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

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

NOTE: 5 ½" 17# 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: 200 sks, Premium Lightweight Cmt w/ additives, 11.50 ppg, 2.97 cf/sk, 50% excess

Tail: 115 sks Class G Cement w/ additives, 15.80 ppg, 1.16 cf/sk, 50% excess

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

PRODUCTION (5 ½): Cement Top – 2,500'

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

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

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

A) For Surface casing, if cement falls or does not circulate to surface, cement will be topped off.

B) Cement will not be placed down annulus with a 1" pipe unless 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:

RECEIVED: October 02, 2012

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.

INTERVAL	BOP EQUIPMENT
0 – 1500 ±	11" Diverter with Rotating Head
1500 ± – 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.

INTERVAL	MUD WGHT	VISC	FLUID LOSS	COMMENTS
SURF – 1500 ±	8.4 – 8.7 ppg	32	NC	Spud Mud
1500 ± – TD	8.6 – 9.2 ppg	40	NC	DAP/Gel

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

6. ABNORMAL CONDITIONS

A) No abnormal pressures or temperatures are anticipated.

a) Estimated bottom hole pressure at TD will be approximately 3,118 psi (normal pressure gradient: 0.433 psi/ft).

b) Estimated maximum surface pressure will be approximately 1,584 psi (estimated bottom hole minus pressure of partially evacuated hole (gradient: 0.220 psi/ft)).

B) No hydrogen sulfide is anticipated.

INTERVAL	CONDITION
SURF – 1500 ±	Lost Circulation Possible
1500 ± – TD	Lost Circulation Possible

7. AUXILIARY EQUIPMENT

A) Choke Manifold

RECEIVED: October 02, 2012

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).

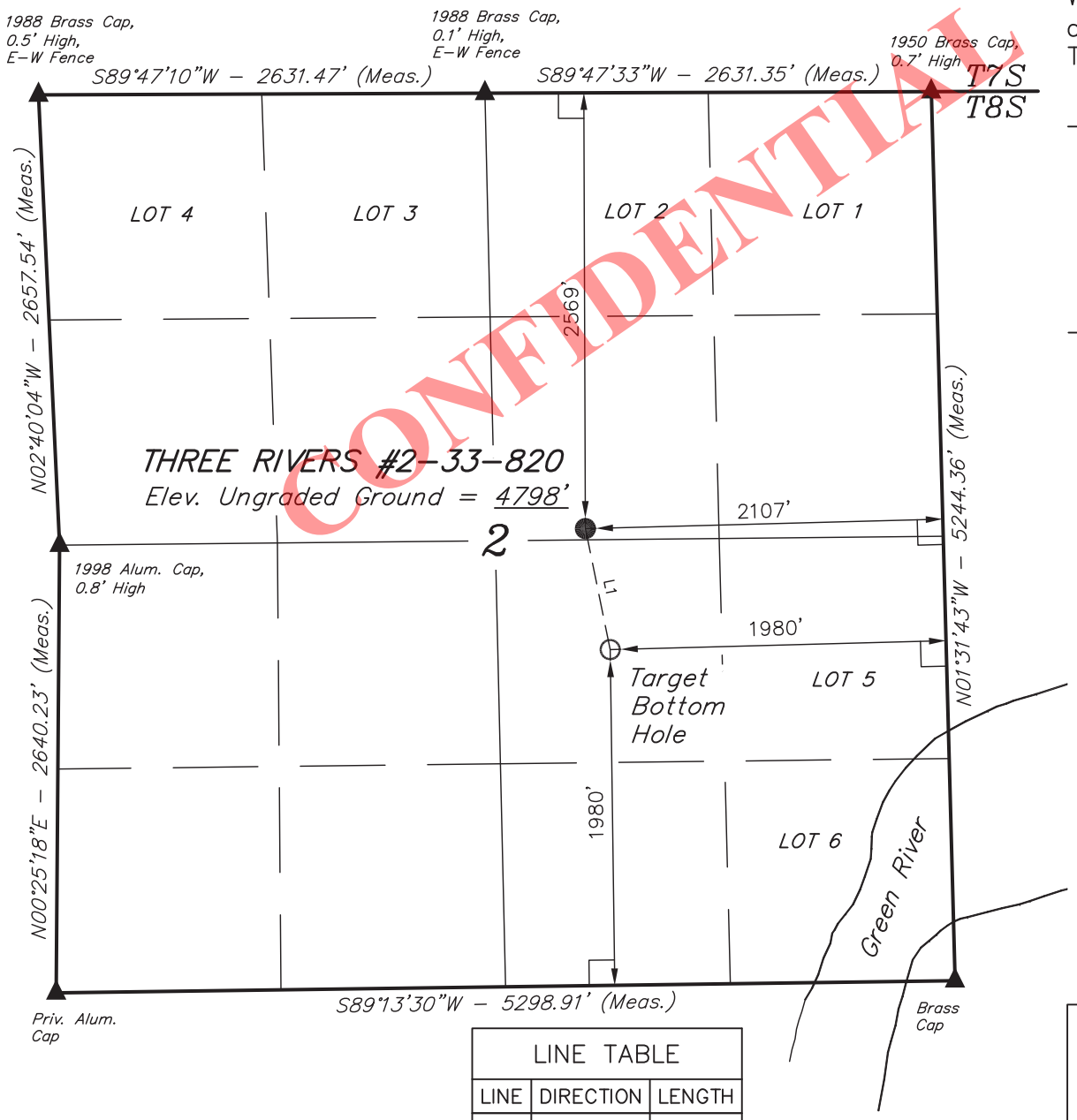
9. HAZARDOUS MATERIALS

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.

RECEIVED: October 02, 2012

API Well Number: 43047532730000

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



LINE TABLE		
LINE	DIRECTION	LENGTH
L1	S11°34'41"E	728.19'

LEGEND:

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

NAD 83 (TARGET BOTTOM HOLE)	NAD 83 (SURFACE LOCATION)
LATITUDE = 40°09'00.64" (40.150178)	LATITUDE = 40°09'07.69" (40.152136)
LONGITUDE = 109°37'59.93" (109.633314)	LONGITUDE = 109°38'01.80" (109.633833)
NAD 27 (TARGET BOTTOM HOLE)	**NAD 27 (SURFACE LOCATION)**
LATITUDE = 40°09'00.77" (40.150214)	LATITUDE = 40°09'07.82" (40.152172)
LONGITUDE = 109°37'57.43" (109.632619)	LONGITUDE = 109°37'59.30" (109.633139)

AXIA ENERGY

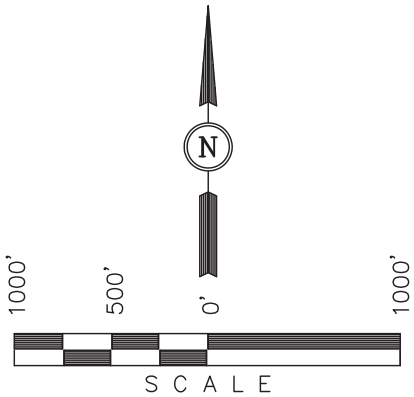
Well location, THREE RIVERS #2-33-820, located as shown in the SW 1/4 NE 1/4 of Section 2, T8S, R20E, S.L.B.&M., Uintah County, Utah.

BASIS OF ELEVATION

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

BASIS OF BEARINGS

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



CERTIFICATE

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

REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH

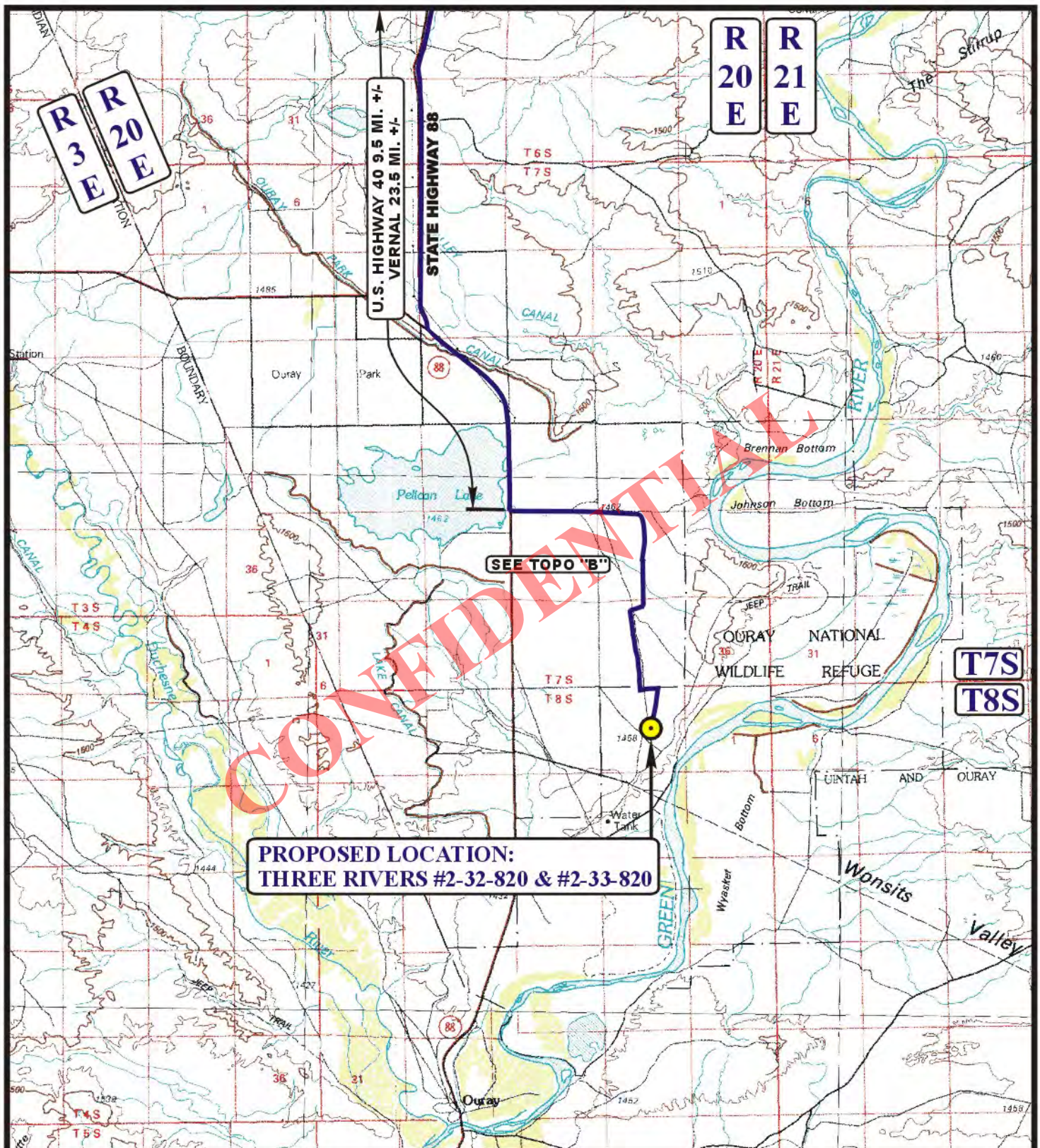
STATE OF UTAH · REGISTERED LAND SURVEYOR · NO. 161319 · ROBERT L. KAY · 09-07-12

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

SCALE	DATE SURVEYED:	DATE DRAWN:
1" = 1000'	09-04-12	09-05-12
PARTY: B.H. R.H. Z.L.	REFERENCES: G.L.O. PLAT	
WEATHER: HOT	FILE: AXIA ENERGY	

RECEIVED: October 02, 2012

API Well Number: 43047532730000



LEGEND:

PROPOSED LOCATION

N

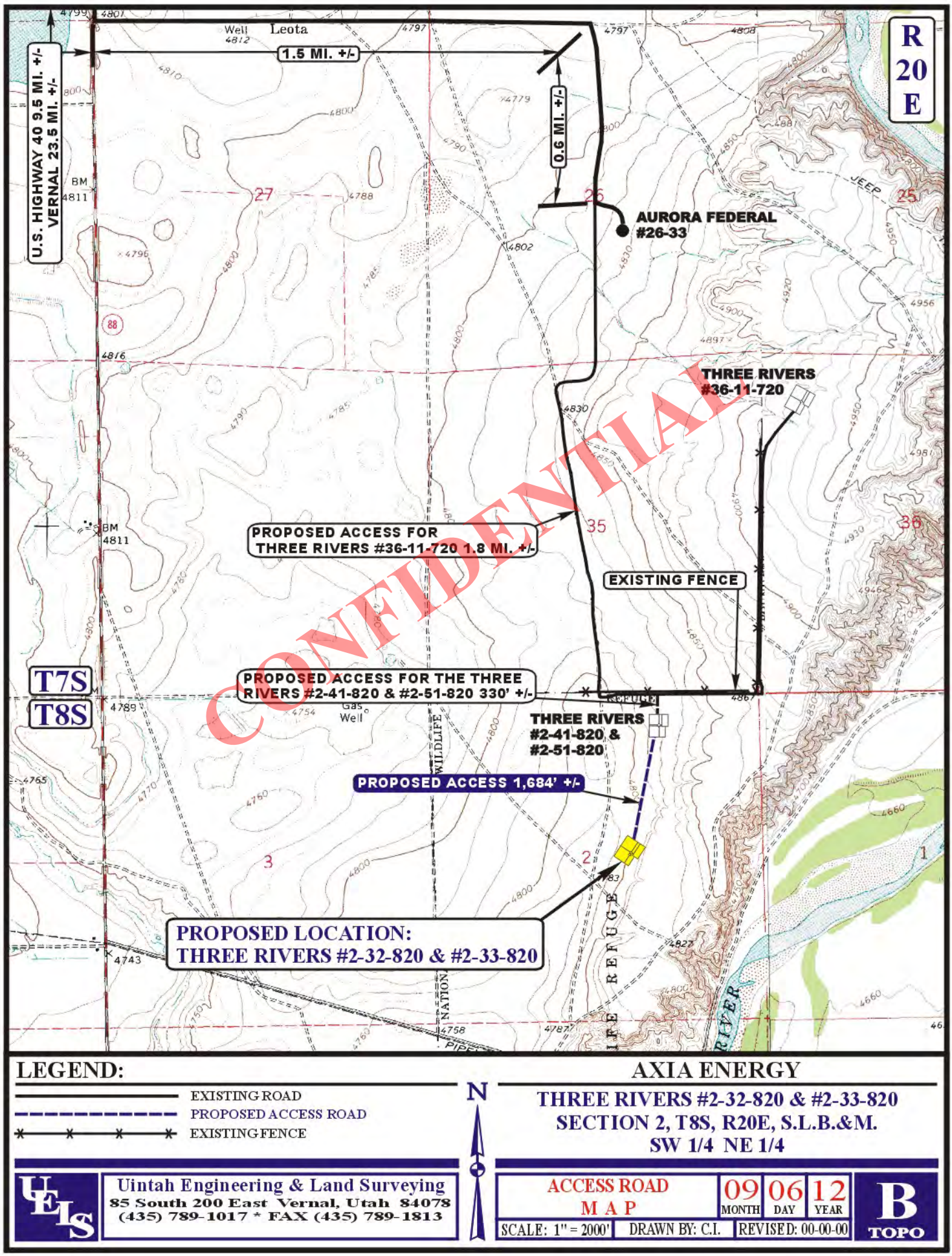
AXIA ENERGY

THREE RIVERS #2-32-820 & #2-33-820
SECTION 2, T8S, R20E, S.L.B.&M.
SW 1/4 NE 1/4

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

ACCESS ROAD MAP	09 MONTH	06 DAY	12 YEAR	A TOPO
SCALE: 1:100,000	DRAWN BY: C.I.	REVISED: 00-00-00		

API Well Number: 43047532730000



LEGEND:

EXISTING ROAD

PROPOSED ACCESS ROAD

EXISTING FENCE

N

AXIA ENERGY

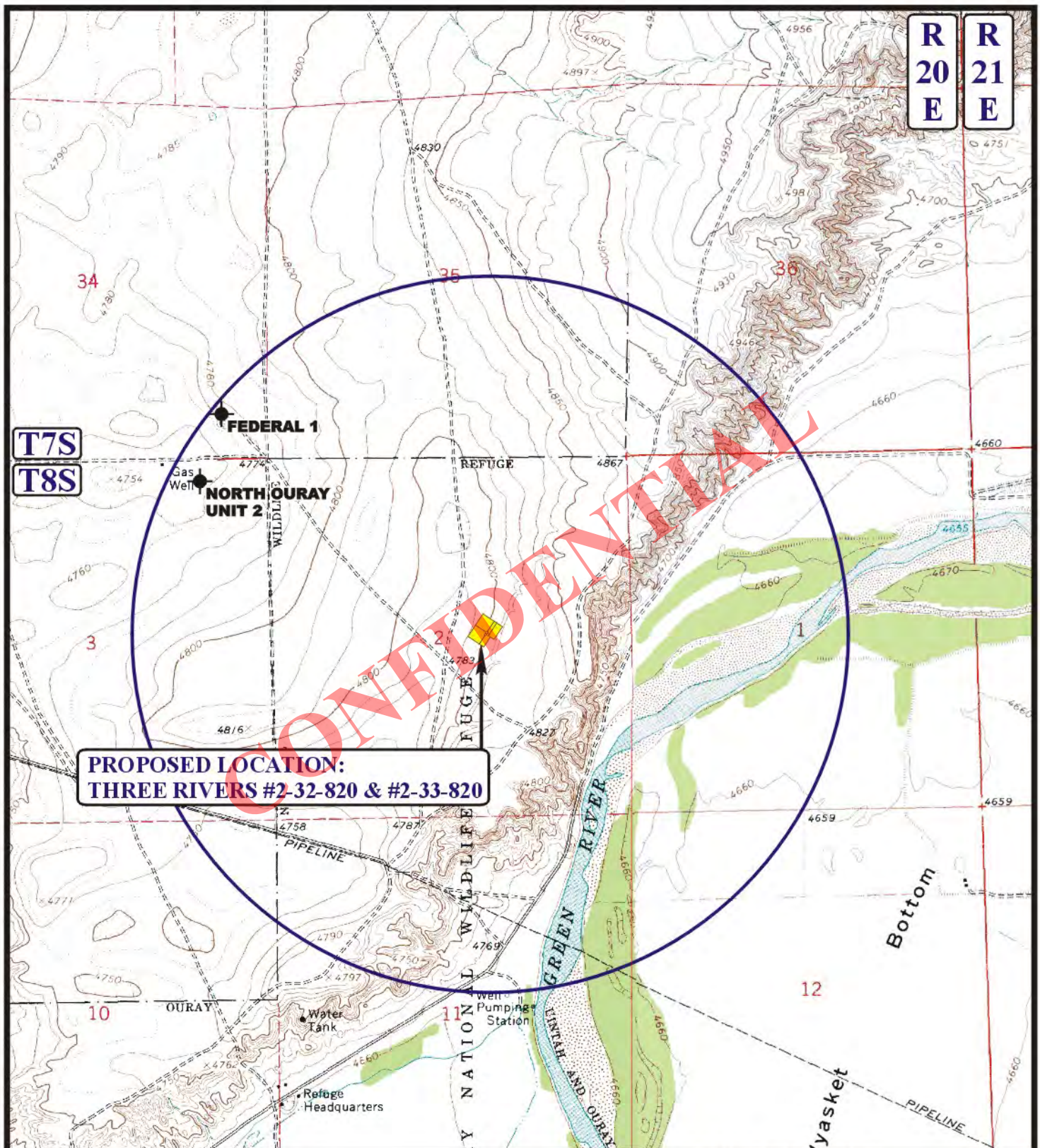
THREE RIVERS #2-32-820 & #2-33-820
SECTION 2, T8S, R20E, S.L.B.&M.
SW 1/4 NE 1/4

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

ACCESS ROAD MAP | 09 MONTH | 06 DAY | 12 YEAR | B TOPO

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

API Well Number: 43047532730000



LEGEND:

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

N

AXIA ENERGY

THREE RIVERS #2-32-820 & #2-33-820
SECTION 2, T8S, R20E, S.L.B.&M.
SW 1/4 NE 1/4

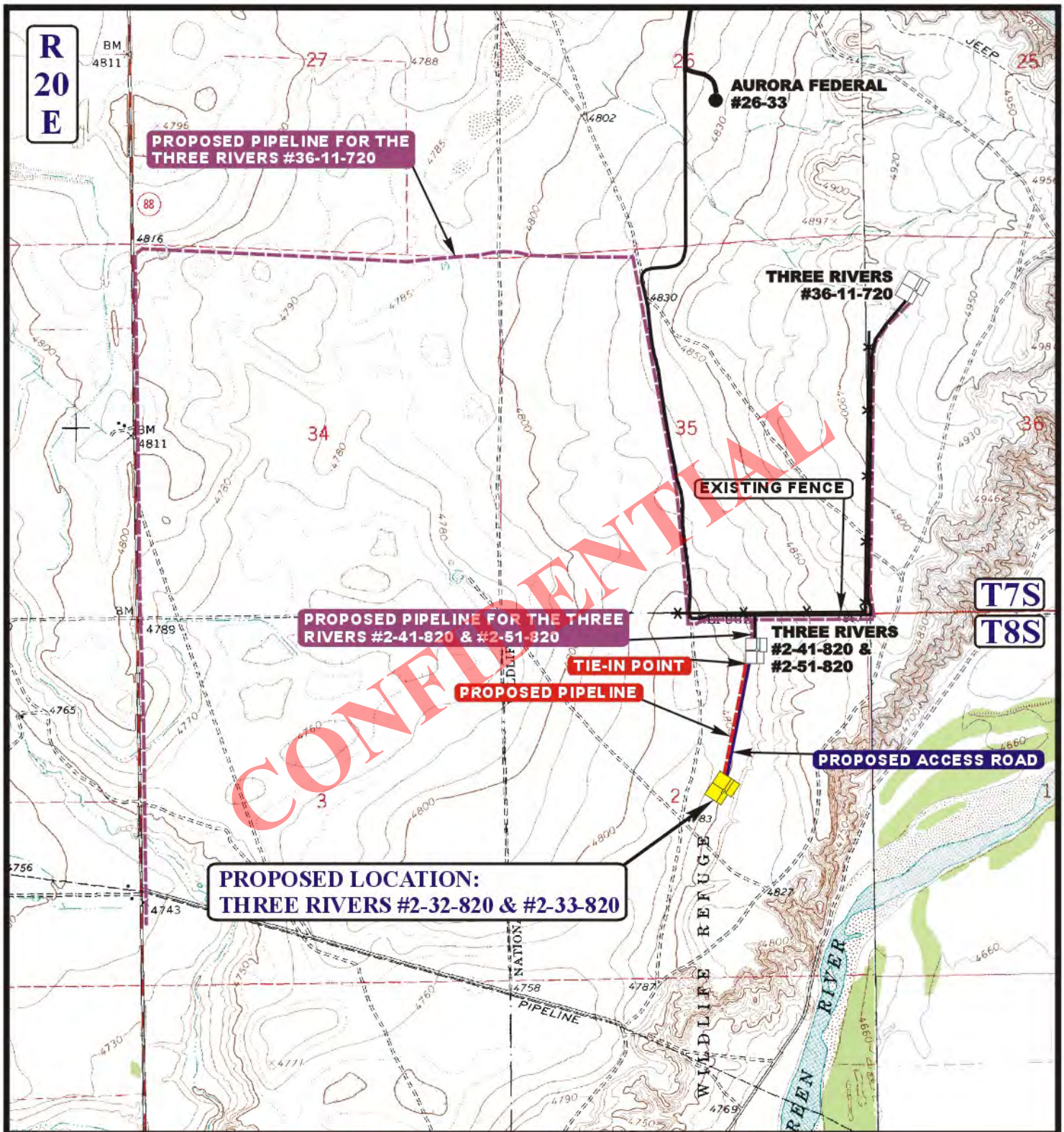
Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

TOPOGRAPHIC MAP | 09 MONTH | 06 DAY | 12 YEAR

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

C TOPO

API Well Number: 43047532730000



APPROXIMATE TOTAL PIPELINE DISTANCE = 1,669' +/-

LEGEND:

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

N

AXIA ENERGY

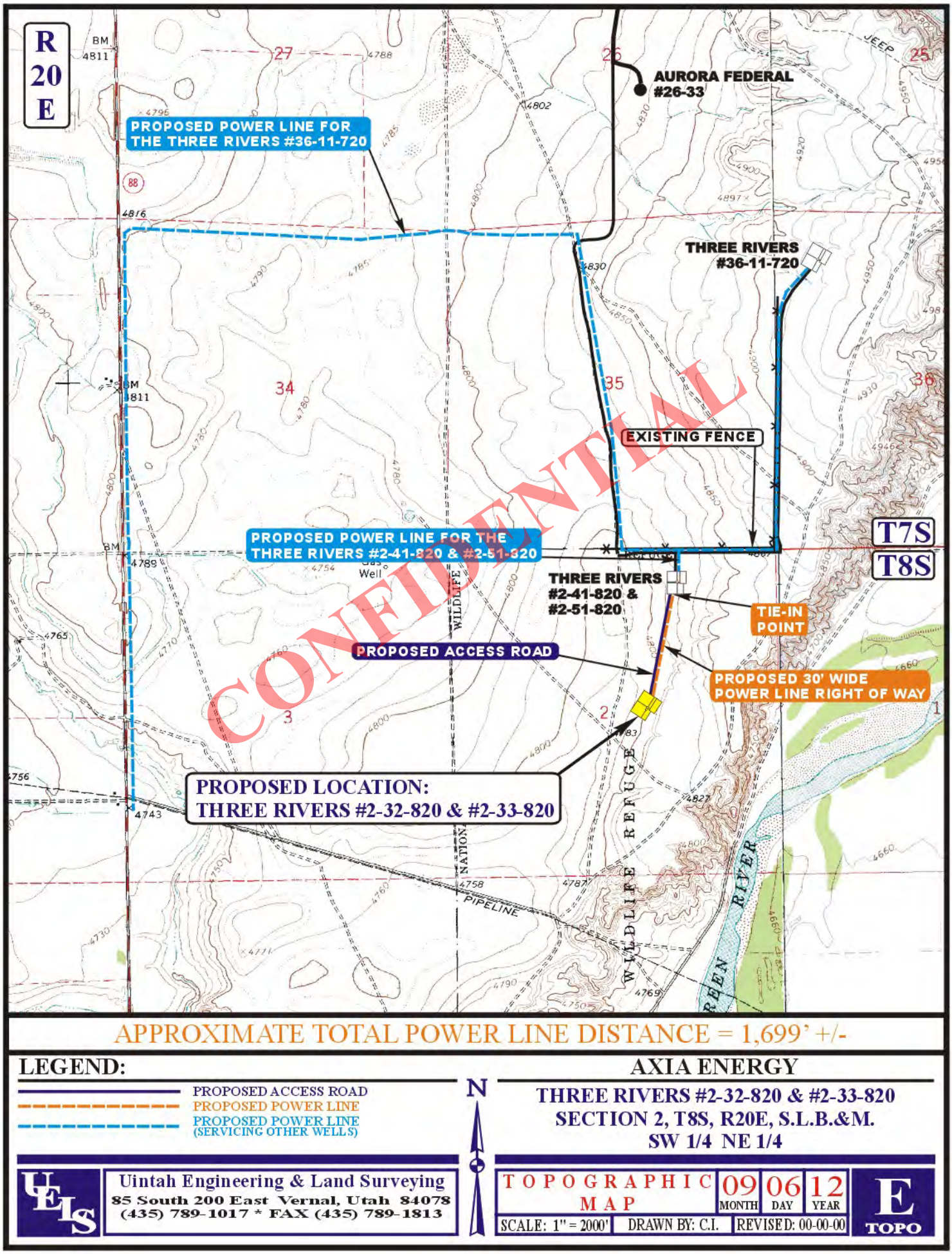
THREE RIVERS #2-32-820 & #2-33-820
SECTION 2, T8S, R20E, S.L.B.&M.
SW 1/4 NE 1/4

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

TOPOGRAPHIC MAP | 09 MONTH | 06 DAY | 12 YEAR | D TOPO

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

API Well Number: 43047532730000



APPROXIMATE TOTAL POWER LINE DISTANCE = 1,699' +/-

LEGEND:

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

N

AXIA ENERGY

THREE RIVERS #2-32-820 & #2-33-820
SECTION 2, T8S, R20E, S.L.B.&M.
SW 1/4 NE 1/4

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

TOPOGRAPHIC MAP	09 MONTH	06 DAY	12 YEAR	E TOPO
SCALE: 1" = 2000'	DRAWN BY: C.I.	REVISED: 00-00-00		

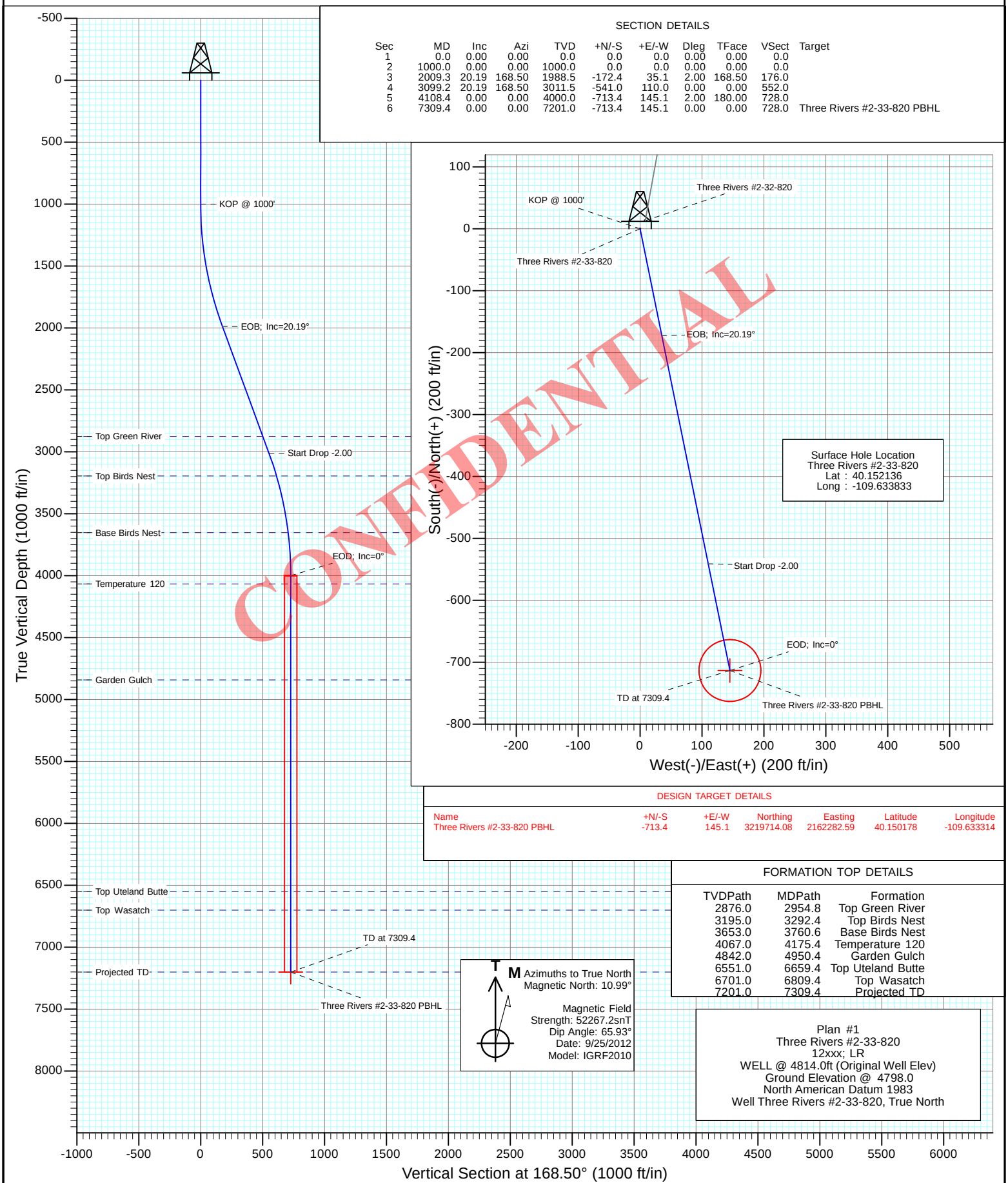
Axia Energy

Project: Uintah County, UT
Site: SEC 2-T8S-R20E
Well: Three Rivers #2-33-820
Wellbore: DD
Design: Plan #1

CATHEDRAL

SECTION DETAILS

Sec	MD	Inc	Azi	TVD	+N/-S	+E/-W	Dleg	TFace	VSect	Target
1	0.0	0.00	0.00	0.0	0.0	0.0	0.00	0.00	0.0	
2	1000.0	0.00	0.00	1000.0	0.0	0.0	0.00	0.00	0.0	
3	2009.3	20.19	168.50	1988.5	-172.4	35.1	2.00	168.50	176.0	
4	3099.2	20.19	168.50	3011.5	-541.0	110.0	0.00	0.00	552.0	
5	4108.4	0.00	0.00	4000.0	-713.4	145.1	2.00	180.00	728.0	
6	7309.4	0.00	0.00	7201.0	-713.4	145.1	0.00	0.00	728.0	Three Rivers #2-33-820 PBHL



Surface Hole Location
Three Rivers #2-33-820
Lat : 40.152136
Long : -109.633833

DESIGN TARGET DETAILS

Name	+N/-S	+E/-W	Northing	Easting	Latitude	Longitude
Three Rivers #2-33-820 PBHL	-713.4	145.1	3219714.08	2162282.59	40.150178	-109.633314

FORMATION TOP DETAILS

TVDPath	MDPath	Formation
2876.0	2954.8	Top Green River
3195.0	3292.4	Top Birds Nest
3653.0	3760.6	Base Birds Nest
4067.0	4175.4	Temperature 120
4842.0	4950.4	Garden Gulch
6551.0	6659.4	Top Uteland Butte
6701.0	6809.4	Top Wasatch
7201.0	7309.4	Projected TD

T M Azimuths to True North
Magnetic North: 10.99°

Magnetic Field
Strength: 52267.2snT
Dip Angle: 65.93°
Date: 9/25/2012
Model: IGRF2010

Plan #1
Three Rivers #2-33-820
12xxx; LR
WELL @ 4814.0ft (Original Well Elev)
Ground Elevation @ 4798.0
North American Datum 1983
Well Three Rivers #2-33-820, True North

RECEIVED: October 02, 2012

Planning Report

Database:	USA EDM 5000 Multi Users DB	**Local Co-ordinate Reference:**	Well Three Rivers #2-33-820
Company:	Axia Energy	**TVD Reference:**	WELL @ 4814.0ft (Original Well Elev)
Project:	Uintah County, UT	**MD Reference:**	WELL @ 4814.0ft (Original Well Elev)
Site:	SEC 2-T8S-R20E	**North Reference:**	True
Well:	Three Rivers #2-33-820	**Survey Calculation Method:**	Minimum Curvature
Wellbore:	DD		
Design:	Plan #1		

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

Site	SEC 2-T8S-R20E				
Site Position:		**Northing:**	3,222,459.91 ft	**Latitude:**	40.157697
From:	Lat/Long	**Easting:**	2,162,546.84 ft	**Longitude:**	-109.632158
Position Uncertainty:	0.0 ft	**Slot Radius:**	13.200 in	**Grid Convergence:**	1.23 °

Well	Three Rivers #2-33-820				
Well Position	**+N/-S**	0.0 ft	**Northing:**	3,220,424.18 ft	**Latitude:**	40.152136
	+E/-W	0.0 ft	**Easting:**	2,162,122.20 ft	**Longitude:**	-109.633833
Position Uncertainty		0.0 ft	**Wellhead Elevation:**	ft	**Ground Level:**	4,798.0 ft

Wellbore	DD			
Magnetics	**Model Name**	**Sample Date**	**Declination (°)**	**Dip Angle (°)**	**Field Strength (nT)**
	IGRF2010	9/25/2012	10.99	65.93	52,267

Design	Plan #1				
Audit Notes:					
Version:		**Phase:**	PLAN	**Tie On Depth:**	0.0
Vertical Section:	**Depth From (TVD) (ft)**	**+N/-S (ft)**	**+E/-W (ft)**	**Direction (°)**	
	0.0	0.0	0.0	168.50	

Plan Sections

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)	TFO (°)	Target
0.0	0.00	0.00	0.0	0.0	0.0	0.00	0.00	0.00	0.00	
1,000.0	0.00	0.00	1,000.0	0.0	0.0	0.00	0.00	0.00	0.00	
2,009.3	20.19	168.50	1,988.5	-172.4	35.1	2.00	2.00	0.00	168.50	
3,099.2	20.19	168.50	3,011.5	-541.0	110.0	0.00	0.00	0.00	0.00	
4,108.4	0.00	0.00	4,000.0	-713.4	145.1	2.00	-2.00	0.00	180.00	
7,309.4	0.00	0.00	7,201.0	-713.4	145.1	0.00	0.00	0.00	0.00	Three Rivers #2-33-8

Planning Report

Database:	USA EDM 5000 Multi Users DB	**Local Co-ordinate Reference:**	Well Three Rivers #2-33-820
Company:	Axia Energy	**TVD Reference:**	WELL @ 4814.0ft (Original Well Elev)
Project:	Uintah County, UT	**MD Reference:**	WELL @ 4814.0ft (Original Well Elev)
Site:	SEC 2-T8S-R20E	**North Reference:**	True
Well:	Three Rivers #2-33-820	**Survey Calculation Method:**	Minimum Curvature
Wellbore:	DD		
Design:	Plan #1		

Planned Survey

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Comments / Formations
0.0	0.00	0.00	0.0	0.0	0.0	0.0	0.00	0.00	
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	168.50	1,100.0	-1.7	0.3	1.7	2.00	2.00	
1,200.0	4.00	168.50	1,199.8	-6.8	1.4	7.0	2.00	2.00	
1,300.0	6.00	168.50	1,299.5	-15.4	3.1	15.7	2.00	2.00	
1,400.0	8.00	168.50	1,398.7	-27.3	5.6	27.9	2.00	2.00	
1,500.0	10.00	168.50	1,497.5	-42.6	8.7	43.5	2.00	2.00	
1,600.0	12.00	168.50	1,595.6	-61.3	12.5	62.6	2.00	2.00	
1,700.0	14.00	168.50	1,693.1	-83.4	17.0	85.1	2.00	2.00	
1,800.0	16.00	168.50	1,789.6	-108.8	22.1	111.0	2.00	2.00	
1,900.0	18.00	168.50	1,885.3	-137.4	27.9	140.2	2.00	2.00	
2,000.0	20.00	168.50	1,979.8	-169.3	34.4	172.8	2.00	2.00	
2,009.3	20.19	168.50	1,988.5	-172.4	35.1	176.0	2.00	2.00	EOB; Inc=20.19°
2,100.0	20.19	168.50	2,073.7	-203.1	41.3	207.3	0.00	0.00	
2,200.0	20.19	168.50	2,167.5	-236.9	48.2	241.8	0.00	0.00	
2,300.0	20.19	168.50	2,261.4	-270.7	55.1	276.3	0.00	0.00	
2,400.0	20.19	168.50	2,355.3	-304.5	61.9	310.8	0.00	0.00	
2,500.0	20.19	168.50	2,449.1	-338.4	68.8	345.3	0.00	0.00	
2,600.0	20.19	168.50	2,543.0	-372.2	75.7	379.8	0.00	0.00	
2,700.0	20.19	168.50	2,636.8	-406.0	82.6	414.3	0.00	0.00	
2,800.0	20.19	168.50	2,730.7	-439.8	89.5	448.8	0.00	0.00	
2,900.0	20.19	168.50	2,824.5	-473.6	96.3	483.3	0.00	0.00	
2,954.8	20.19	168.50	2,876.0	-492.1	100.1	502.2	0.00	0.00	Top Green River
3,000.0	20.19	168.50	2,918.4	-507.4	103.2	517.8	0.00	0.00	
3,099.2	20.19	168.50	3,011.5	-541.0	110.0	552.0	0.00	0.00	Start Drop -2.00
3,100.0	20.17	168.50	3,012.3	-541.2	110.1	552.3	2.00	-2.00	
3,200.0	18.17	168.50	3,106.7	-573.4	116.6	585.2	2.00	-2.00	
3,292.4	16.32	168.50	3,195.0	-600.3	122.1	612.6	2.00	-2.00	Top Birds Nest
3,300.0	16.17	168.50	3,202.2	-602.3	122.5	614.7	2.00	-2.00	
3,400.0	14.17	168.50	3,298.8	-628.0	127.7	640.8	2.00	-2.00	
3,500.0	12.17	168.50	3,396.1	-650.3	132.3	663.6	2.00	-2.00	
3,600.0	10.17	168.50	3,494.2	-669.3	136.1	683.0	2.00	-2.00	
3,700.0	8.17	168.50	3,592.9	-684.9	139.3	698.9	2.00	-2.00	
3,760.6	6.96	168.50	3,653.0	-692.7	140.9	706.9	2.00	-2.00	Base Birds Nest
3,800.0	6.17	168.50	3,692.2	-697.1	141.8	711.4	2.00	-2.00	
3,900.0	4.17	168.50	3,791.7	-706.0	143.6	720.4	2.00	-2.00	
4,000.0	2.17	168.50	3,891.6	-711.4	144.7	725.9	2.00	-2.00	
4,100.0	0.17	168.50	3,991.6	-713.4	145.1	728.0	2.00	-2.00	
4,108.4	0.00	0.00	4,000.0	-713.4	145.1	728.0	2.00	-2.00	EOD; Inc=0°
4,175.4	0.00	0.00	4,067.0	-713.4	145.1	728.0	0.00	0.00	Temperature 120
4,200.0	0.00	0.00	4,091.6	-713.4	145.1	728.0	0.00	0.00	
4,300.0	0.00	0.00	4,191.6	-713.4	145.1	728.0	0.00	0.00	
4,400.0	0.00	0.00	4,291.6	-713.4	145.1	728.0	0.00	0.00	

RECEIVED: October 02, 2012

Planning Report

Database:	USA EDM 5000 Multi Users DB	**Local Co-ordinate Reference:**	Well Three Rivers #2-33-820
Company:	Axia Energy	**TVD Reference:**	WELL @ 4814.0ft (Original Well Elev)
Project:	Uintah County, UT	**MD Reference:**	WELL @ 4814.0ft (Original Well Elev)
Site:	SEC 2-T8S-R20E	**North Reference:**	True
Well:	Three Rivers #2-33-820	**Survey Calculation Method:**	Minimum Curvature
Wellbore:	DD		
Design:	Plan #1		

Planned Survey

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Comments / Formations
4,500.0	0.00	0.00	4,391.6	-713.4	145.1	728.0	0.00	0.00	
4,600.0	0.00	0.00	4,491.6	-713.4	145.1	728.0	0.00	0.00	
4,700.0	0.00	0.00	4,591.6	-713.4	145.1	728.0	0.00	0.00	
4,800.0	0.00	0.00	4,691.6	-713.4	145.1	728.0	0.00	0.00	
4,900.0	0.00	0.00	4,791.6	-713.4	145.1	728.0	0.00	0.00	
4,950.4	0.00	0.00	4,842.0	-713.4	145.1	728.0	0.00	0.00	Garden Gulch
5,000.0	0.00	0.00	4,891.6	-713.4	145.1	728.0	0.00	0.00	
5,100.0	0.00	0.00	4,991.6	-713.4	145.1	728.0	0.00	0.00	
5,200.0	0.00	0.00	5,091.6	-713.4	145.1	728.0	0.00	0.00	
5,300.0	0.00	0.00	5,191.6	-713.4	145.1	728.0	0.00	0.00	
5,400.0	0.00	0.00	5,291.6	-713.4	145.1	728.0	0.00	0.00	
5,500.0	0.00	0.00	5,391.6	-713.4	145.1	728.0	0.00	0.00	
5,600.0	0.00	0.00	5,491.6	-713.4	145.1	728.0	0.00	0.00	
5,700.0	0.00	0.00	5,591.6	-713.4	145.1	728.0	0.00	0.00	
5,800.0	0.00	0.00	5,691.6	-713.4	145.1	728.0	0.00	0.00	
5,900.0	0.00	0.00	5,791.6	-713.4	145.1	728.0	0.00	0.00	
6,000.0	0.00	0.00	5,891.6	-713.4	145.1	728.0	0.00	0.00	
6,100.0	0.00	0.00	5,991.6	-713.4	145.1	728.0	0.00	0.00	
6,200.0	0.00	0.00	6,091.6	-713.4	145.1	728.0	0.00	0.00	
6,300.0	0.00	0.00	6,191.6	-713.4	145.1	728.0	0.00	0.00	
6,400.0	0.00	0.00	6,291.6	-713.4	145.1	728.0	0.00	0.00	
6,500.0	0.00	0.00	6,391.6	-713.4	145.1	728.0	0.00	0.00	
6,600.0	0.00	0.00	6,491.6	-713.4	145.1	728.0	0.00	0.00	
6,659.4	0.00	0.00	6,551.0	-713.4	145.1	728.0	0.00	0.00	Top Uteland Butte
6,700.0	0.00	0.00	6,591.6	-713.4	145.1	728.0	0.00	0.00	
6,800.0	0.00	0.00	6,691.6	-713.4	145.1	728.0	0.00	0.00	
6,809.4	0.00	0.00	6,701.0	-713.4	145.1	728.0	0.00	0.00	Top Wasatch
6,900.0	0.00	0.00	6,791.6	-713.4	145.1	728.0	0.00	0.00	
7,000.0	0.00	0.00	6,891.6	-713.4	145.1	728.0	0.00	0.00	
7,100.0	0.00	0.00	6,991.6	-713.4	145.1	728.0	0.00	0.00	
7,200.0	0.00	0.00	7,091.6	-713.4	145.1	728.0	0.00	0.00	
7,300.0	0.00	0.00	7,191.6	-713.4	145.1	728.0	0.00	0.00	
7,309.4	0.00	0.00	7,201.0	-713.4	145.1	728.0	0.00	0.00	TD at 7309.4 - Projected TD - Three Rivers #2-3

Targets

Target Name - hit/miss target - Shape	Dip Angle (°)	Dip Dir. (°)	TVD (ft)	+N/-S (ft)	+E/-W (ft)	Northing (ft)	Easting (ft)	Latitude	Longitude
Three Rivers #2-33-820 - plan hits target center - Circle (radius 50.0)	0.00	0.00	7,201.0	-713.4	145.1	3,219,714.08	2,162,282.59	40.150178	-109.633314

Planning Report

Database:	USA EDM 5000 Multi Users DB	**Local Co-ordinate Reference:**	Well Three Rivers #2-33-820
Company:	Axia Energy	**TVD Reference:**	WELL @ 4814.0ft (Original Well Elev)
Project:	Uintah County, UT	**MD Reference:**	WELL @ 4814.0ft (Original Well Elev)
Site:	SEC 2-T8S-R20E	**North Reference:**	True
Well:	Three Rivers #2-33-820	**Survey Calculation Method:**	Minimum Curvature
Wellbore:	DD		
Design:	Plan #1		

Formations

Measured Depth (ft)	Vertical Depth (ft)	Name	Lithology	Dip (°)	Dip Direction (°)
2,954.8	2,876.0	Top Green River			
3,292.4	3,195.0	Top Birds Nest			
3,760.6	3,653.0	Base Birds Nest			
4,175.4	4,067.0	Temperature 120			
4,950.4	4,842.0	Garden Gulch			
6,659.4	6,551.0	Top Uteland Butte			
6,809.4	6,701.0	Top Wasatch			
7,309.4	7,201.0	Projected TD			

Plan Annotations

Measured Depth (ft)	Vertical Depth (ft)	Local Coordinates +N/-S (ft)	Local Coordinates +E/-W (ft)	Comment
1,000.0	1,000.0	0.0	0.0	KOP @ 1000'
2,009.3	1,988.5	-172.4	35.1	EOB; Inc=20.19°
3,099.2	3,011.5	-541.0	110.0	Start Drop -2.00
4,108.4	4,000.0	-713.4	145.1	EOD; Inc=0°
7,309.4	7,201.0	-713.4	145.1	TD at 7309.4

RECEIVED: October 02, 2012

API Well Number: 43047532730000

Axia Energy

Uintah County, UT
SEC 2-T8S-R20E
Three Rivers #2-33-820
DD
Plan #1

Anticollision Report

25 September, 2012

RECEIVED: October 02, 2012

Anticollision Report

Company:	Axia Energy	**Local Co-ordinate Reference:**	Well Three Rivers #2-33-820
Project:	Uintah County, UT	**TVD Reference:**	WELL @ 4814.0ft (Original Well Elev)
Reference Site:	SEC 2-T8S-R20E	**MD Reference:**	WELL @ 4814.0ft (Original Well Elev)
Site Error:	0.0ft	**North Reference:**	True
Reference Well:	Three Rivers #2-33-820	**Survey Calculation Method:**	Minimum Curvature
Well Error:	0.0ft	**Output errors are at**	2.00 sigma
Reference Wellbore	DD	**Database:**	USA EDM 5000 Multi Users DB
Reference Design:	Plan #1	**Offset TVD Reference:**	Offset Datum

Reference	Plan #1

Filter type:	GLOBAL FILTER APPLIED: All wellpaths within 200'+ 100/1000 of reference		
Interpolation Method:	MD Interval 100.0ft	**Error Model:**	ISCWSA
Depth Range:	Unlimited	**Scan Method:**	Closest Approach 3D
Results Limited by:	Maximum center-center distance of 930.9ft	**Error Surface:**	Elliptical Conic
Warning Levels Evaluated at:	2.00 **Sigma**		

Survey Tool Program **Date** 9/25/2012

From (ft)	To (ft)	Survey (Wellbore)	Tool Name	Description
0.0	7,309.4	Plan #1 (DD)	MWD	Geolink MWD

Summary

Site Name Offset Well - Wellbore - Design	Reference Measured Depth (ft)	Offset Measured Depth (ft)	Distance Between Centres (ft)	Distance Between Ellipses (ft)	Separation Factor	Warning
SEC 2-T8S-R20E						
Three Rivers #2-32-820 - DD - Plan #1	1,000.0	1,000.0	15.6	12.1	4.534	CC, ES, SF

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

RECEIVED: October 02, 2012

Anticollision Report

Company:	Axia Energy	**Local Co-ordinate Reference:**	Well Three Rivers #2-33-820
Project:	Uintah County, UT	**TVD Reference:**	WELL @ 4814.0ft (Original Well Elev)
Reference Site:	SEC 2-T8S-R20E	**MD Reference:**	WELL @ 4814.0ft (Original Well Elev)
Site Error:	0.0ft	**North Reference:**	True
Reference Well:	Three Rivers #2-33-820	**Survey Calculation Method:**	Minimum Curvature
Well Error:	0.0ft	**Output errors are at**	2.00 sigma
Reference Wellbore	DD	**Database:**	USA EDM 5000 Multi Users DB
Reference Design:	Plan #1	**Offset TVD Reference:**	Offset Datum

Offset Design SEC 2-T8S-R20E - Three Rivers #2-32-820 - DD - Plan #1

Offset Site Error: 0.0 ft

Survey Program: 0-MWD

Offset Well Error: 0.0 ft

Reference Measured Depth (ft)	Reference Vertical Depth (ft)	Offset Measured Depth (ft)	Offset Vertical Depth (ft)	Semi Major Axis Reference (ft)	Semi Major Axis Offset (ft)	Highside Toolface (°)	Offset Wellbore Centre +N/-S (ft)	Offset Wellbore Centre +E/-W (ft)	Distance Between Centres (ft)	Distance Between Ellipses (ft)	Total Uncertainty Axis	Separation Factor	Warning
0.0	0.0	0.0	0.0	0.0	0.0	32.59	13.1	8.4	15.6				
100.0	100.0	100.0	100.0	0.1	0.1	32.59	13.1	8.4	15.6	15.3	0.29	53.109	
200.0	200.0	200.0	200.0	0.3	0.3	32.59	13.1	8.4	15.6	14.9	0.64	24.245	
300.0	300.0	300.0	300.0	0.5	0.5	32.59	13.1	8.4	15.6	14.6	0.99	15.708	
400.0	400.0	400.0	400.0	0.7	0.7	32.59	13.1	8.4	15.6	14.2	1.34	11.618	
500.0	500.0	500.0	500.0	0.8	0.8	32.59	13.1	8.4	15.6	13.9	1.69	9.217	
600.0	600.0	600.0	600.0	1.0	1.0	32.59	13.1	8.4	15.6	13.5	2.04	7.639	
700.0	700.0	700.0	700.0	1.2	1.2	32.59	13.1	8.4	15.6	13.2	2.39	6.522	
800.0	800.0	800.0	800.0	1.4	1.4	32.59	13.1	8.4	15.6	12.8	2.74	5.690	
900.0	900.0	900.0	900.0	1.5	1.5	32.59	13.1	8.4	15.6	12.5	3.09	5.047	
1,000.0	1,000.0	1,000.0	1,000.0	1.7	1.7	32.59	13.1	8.4	15.6	12.1	3.43	4.534	CC, ES, SF
1,100.0	1,100.0	1,099.4	1,099.4	1.9	1.9	-141.66	14.8	8.7	18.5	14.7	3.78	4.898	
1,200.0	1,199.8	1,198.1	1,197.9	2.1	2.1	-151.24	19.9	9.6	28.0	23.9	4.13	6.784	
1,300.0	1,299.5	1,295.4	1,294.9	2.3	2.3	-157.83	28.1	11.1	44.4	40.0	4.46	9.953	
1,400.0	1,398.7	1,390.7	1,389.5	2.5	2.5	-161.57	39.3	13.1	67.7	62.9	4.79	14.116	
1,500.0	1,497.5	1,483.5	1,481.2	2.7	2.7	-163.71	53.2	15.5	97.5	92.3	5.12	19.046	
1,600.0	1,595.6	1,573.1	1,569.3	3.0	3.0	-164.97	69.4	18.4	133.5	128.0	5.43	24.577	
1,700.0	1,693.1	1,659.3	1,653.5	3.4	3.3	-165.74	87.5	21.6	175.5	169.7	5.74	30.590	
1,800.0	1,789.6	1,743.1	1,734.8	3.8	3.6	-166.22	107.4	25.2	223.0	217.0	6.03	36.962	
1,900.0	1,885.3	1,828.9	1,817.9	4.3	3.9	-166.62	128.4	28.9	274.2	267.9	6.33	43.312	
2,000.0	1,979.8	1,912.9	1,899.3	4.8	4.2	-166.95	149.0	32.6	328.4	321.7	6.62	49.573	
2,100.0	2,073.7	1,995.8	1,979.6	5.4	4.6	-167.45	169.4	36.2	384.2	377.3	6.95	55.246	
2,200.0	2,167.5	2,078.8	2,059.9	5.9	4.9	-167.84	189.7	39.8	440.1	432.8	7.29	60.359	
2,300.0	2,261.4	2,161.7	2,140.2	6.5	5.3	-168.15	210.0	43.5	495.9	488.3	7.63	65.013	
2,400.0	2,355.3	2,244.6	2,220.5	7.1	5.6	-168.39	230.4	47.1	551.8	543.9	7.97	69.264	
2,500.0	2,449.1	2,327.5	2,300.8	7.7	6.0	-168.59	250.7	50.7	607.7	599.4	8.31	73.161	
2,600.0	2,543.0	2,410.4	2,381.1	8.3	6.4	-168.76	271.0	54.3	663.6	655.0	8.65	76.747	
2,700.0	2,636.8	2,493.3	2,461.4	8.9	6.7	-168.90	291.4	57.9	719.5	710.5	8.99	80.055	
2,800.0	2,730.7	2,576.2	2,541.7	9.5	7.1	-169.02	311.7	61.6	775.4	766.1	9.33	83.116	
2,900.0	2,824.5	2,659.1	2,622.0	10.1	7.5	-169.12	332.0	65.2	831.3	821.6	9.67	85.956	
3,000.0	2,918.4	2,742.0	2,702.3	10.7	7.8	-169.21	352.4	68.8	887.2	877.2	10.01	88.598	

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

RECEIVED: October 02, 2012

Anticollision Report

Company:	Axia Energy	**Local Co-ordinate Reference:**	Well Three Rivers #2-33-820
Project:	Uintah County, UT	**TVD Reference:**	WELL @ 4814.0ft (Original Well Elev)
Reference Site:	SEC 2-T8S-R20E	**MD Reference:**	WELL @ 4814.0ft (Original Well Elev)
Site Error:	0.0ft	**North Reference:**	True
Reference Well:	Three Rivers #2-33-820	**Survey Calculation Method:**	Minimum Curvature
Well Error:	0.0ft	**Output errors are at**	2.00 sigma
Reference Wellbore	DD	**Database:**	USA EDM 5000 Multi Users DB
Reference Design:	Plan #1	**Offset TVD Reference:**	Offset Datum

Reference Depths are relative to WELL @ 4814.0ft (Original Well Elev)
Offset Depths are relative to Offset Datum
Central Meridian is -111.500000 °

Coordinates are relative to: Three Rivers #2-33-820
Coordinate System is US State Plane 1983, Utah Northern Zone
Grid Convergence at Surface is: 1.23°

RECEIVED: October 02, 2012

BOP Equipment

3000psi WP

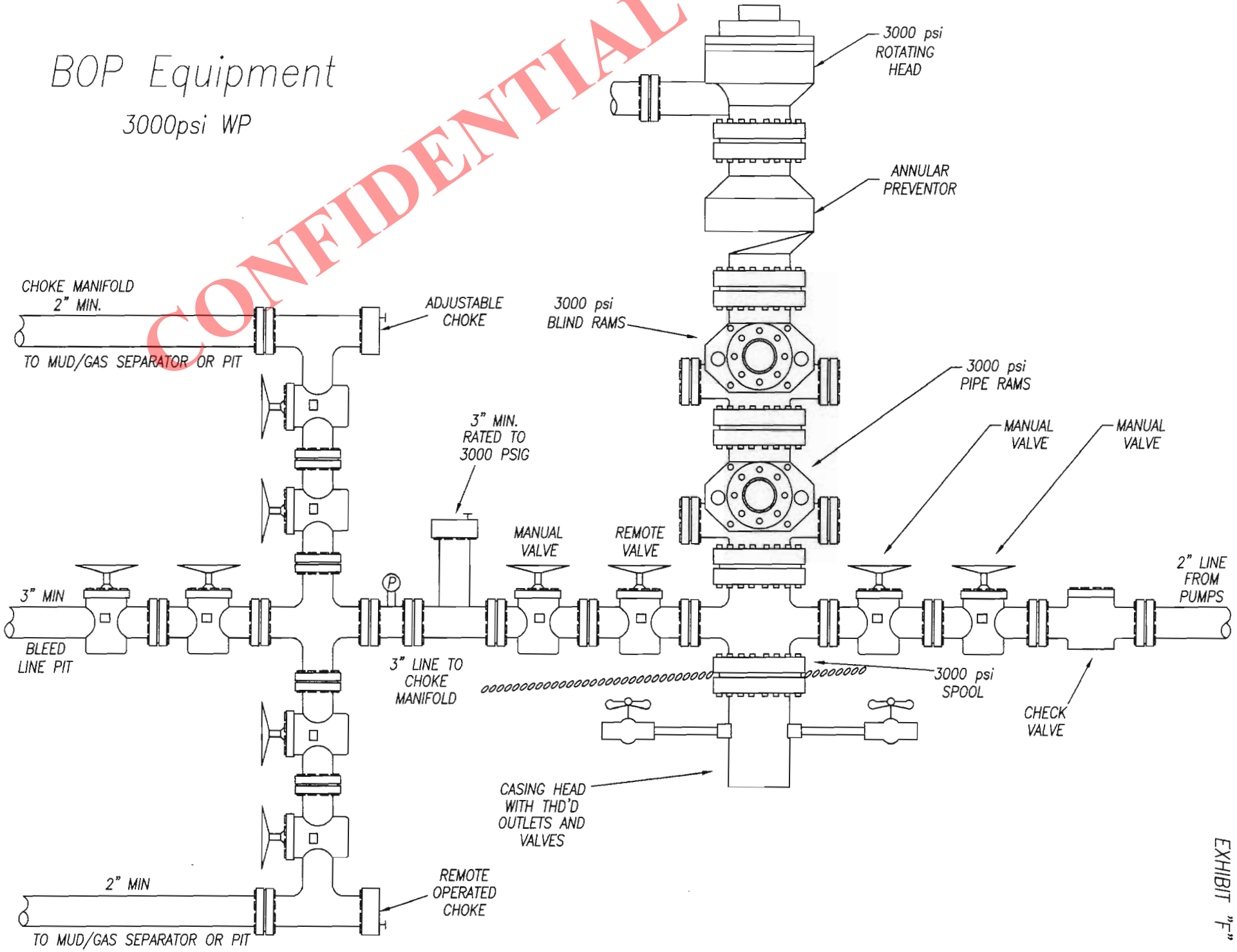


EXHIBIT "F"

RECEIVED: October 02, 2012

Star Point Enterprises, Inc.

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 2-33-820**
Surface Location: 2569' FNL & 2107' FEL, SW/4 NE/4, Section 2, T8S, R20E,
Target Location: 1980' FSL & 1980' FEL, NW/4 SE/4, Section 2, 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.

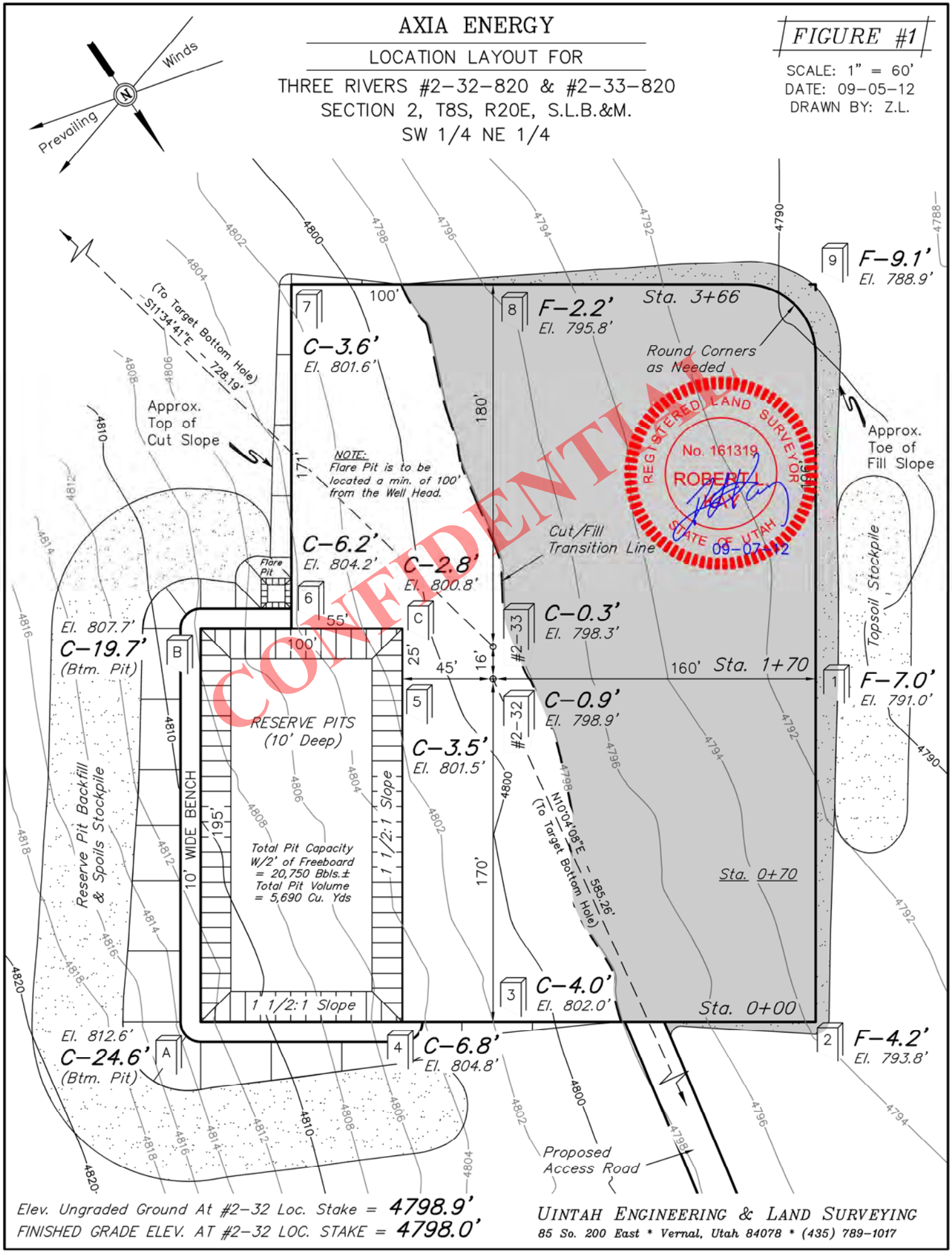
Sincerely,

Don Hamilton
Agent for Axia Energy, LLC

cc: Jess A. Peonio, Axia Energy, LLC

RECEIVED: October 02, 2012

API Well Number: 43047532730000



API Well Number: 43047532730000

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

DATE: 09-05-12
DRAWN BY: Z.L.

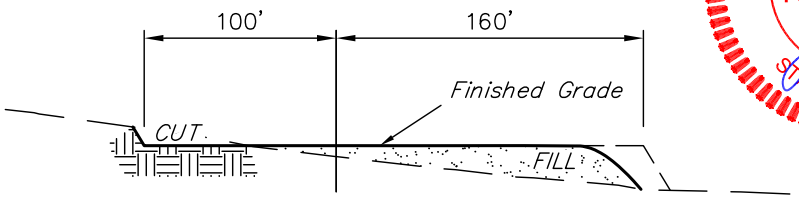
AXIA ENERGY

TYPICAL CROSS SECTIONS FOR

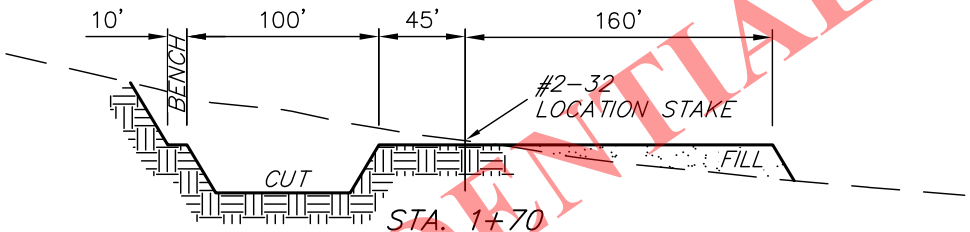
THREE RIVERS #2-32-820 & #2-33-820
SECTION 2, T8S, R20E, S.L.B.&M.
SW 1/4 NE 1/4

FIGURE #2

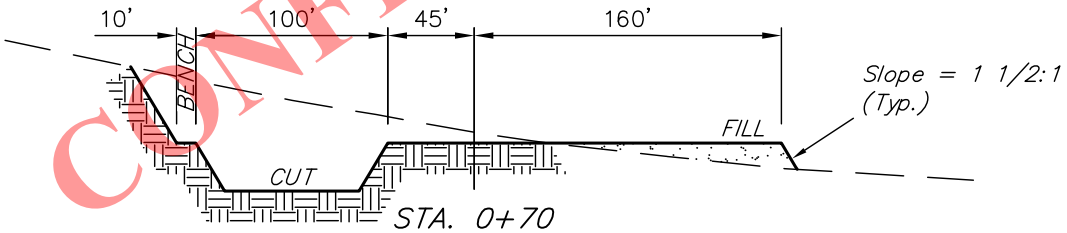
REGISTERED LAND SURVEYOR
No. 161319
ROBERT L. KAY
STATE OF UTAH
09-07-12



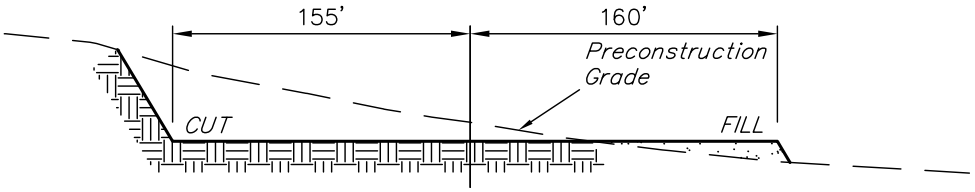
STA. 3+66



STA. 1+70



STA. 0+70



STA. 0+00

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

APPROXIMATE ACREAGES

WELL SITE DISTURBANCE = ± 3.570 ACRES
ACCESS ROAD DISTURBANCE = ± 1.116 ACRES
PIPELINE DISTURBANCE = ± 1.106 ACRES
TOTAL = ± 5.792 ACRES

* *NOTE:*
FILL QUANTITY INCLUDES 5% FOR COMPACTION

APPROXIMATE YARDAGES

(6") Topsoil Stripping	=	*2,290* Cu. Yds.
Remaining Location	=	*17,190* Cu. Yds.
TOTAL CUT	=	*19,480* CU. YDS.
FILL	=	*9,450* CU. YDS.

EXCESS MATERIAL	=	*10,030* Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.)	=	*5,140* Cu. Yds.
EXCESS UNBALANCE (After Interim Rehabilitation)	=	*4,980* Cu. Yds.

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

RECEIVED: October 02, 2012

AXIA ENERGY

TYPICAL RIG LAYOUT FOR

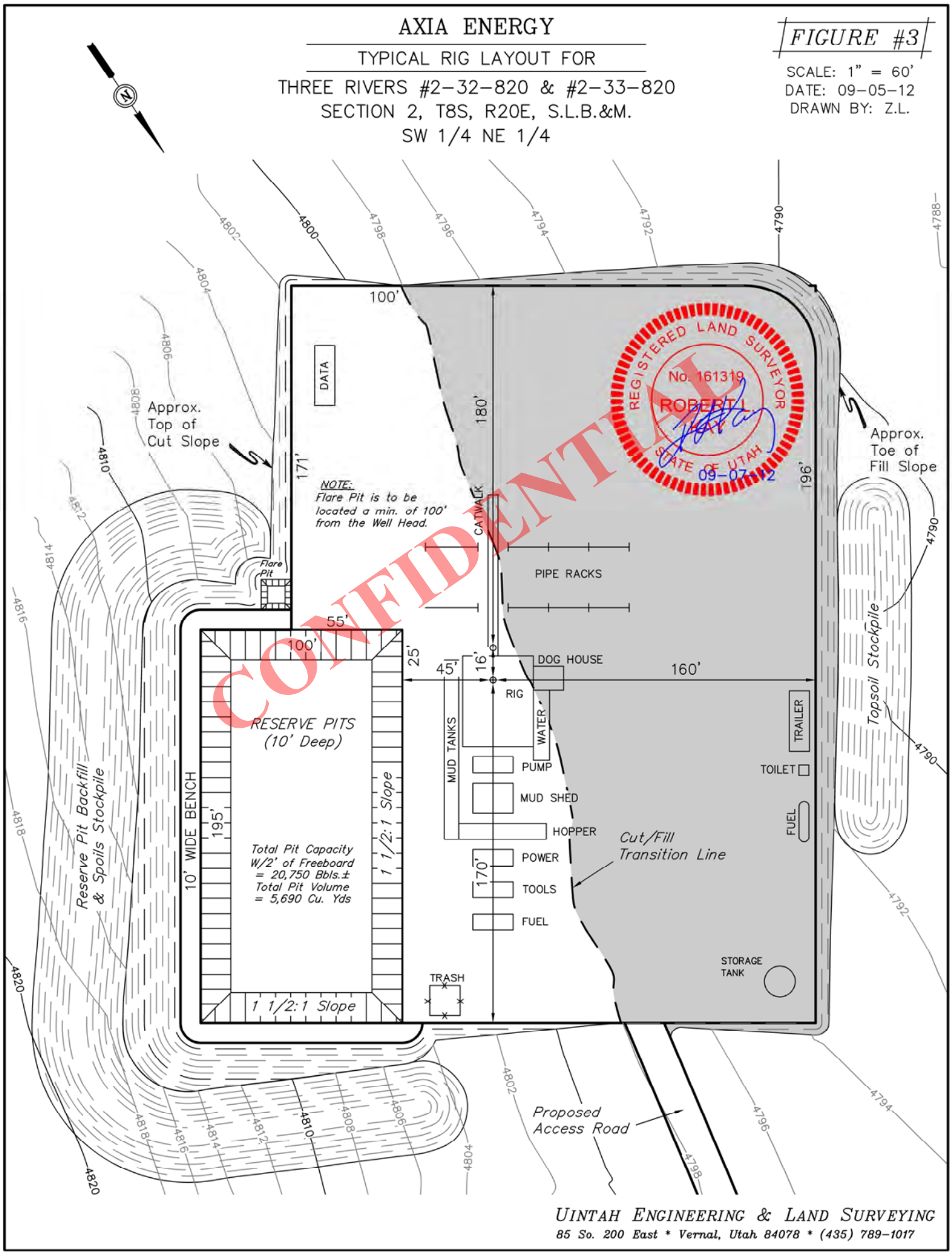
THREE RIVERS #2-32-820 & #2-33-820

SECTION 2, T8S, R20E, S.L.B.&M.

SW 1/4 NE 1/4

FIGURE #3

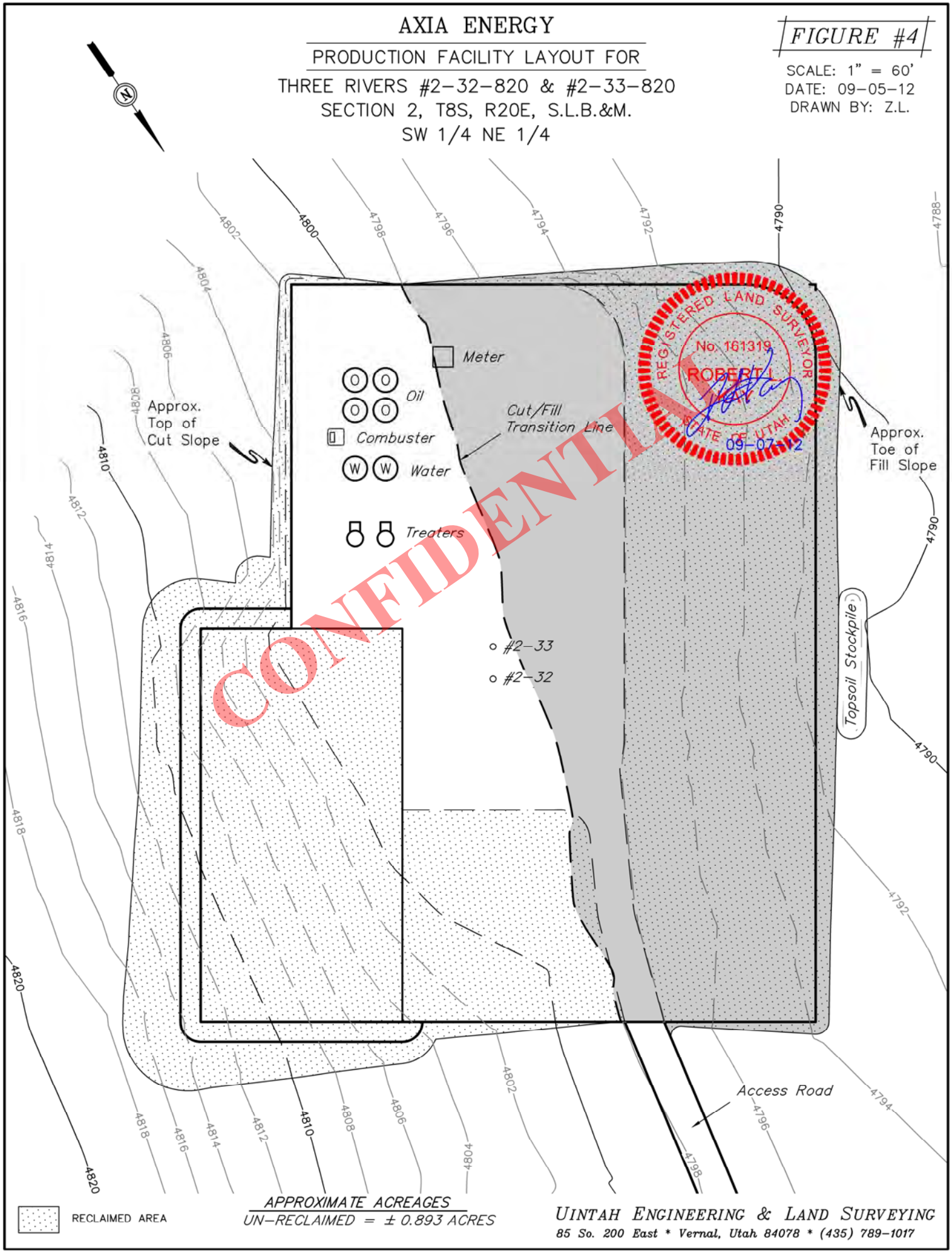
SCALE: 1" = 60'
DATE: 09-05-12
DRAWN BY: Z.L.



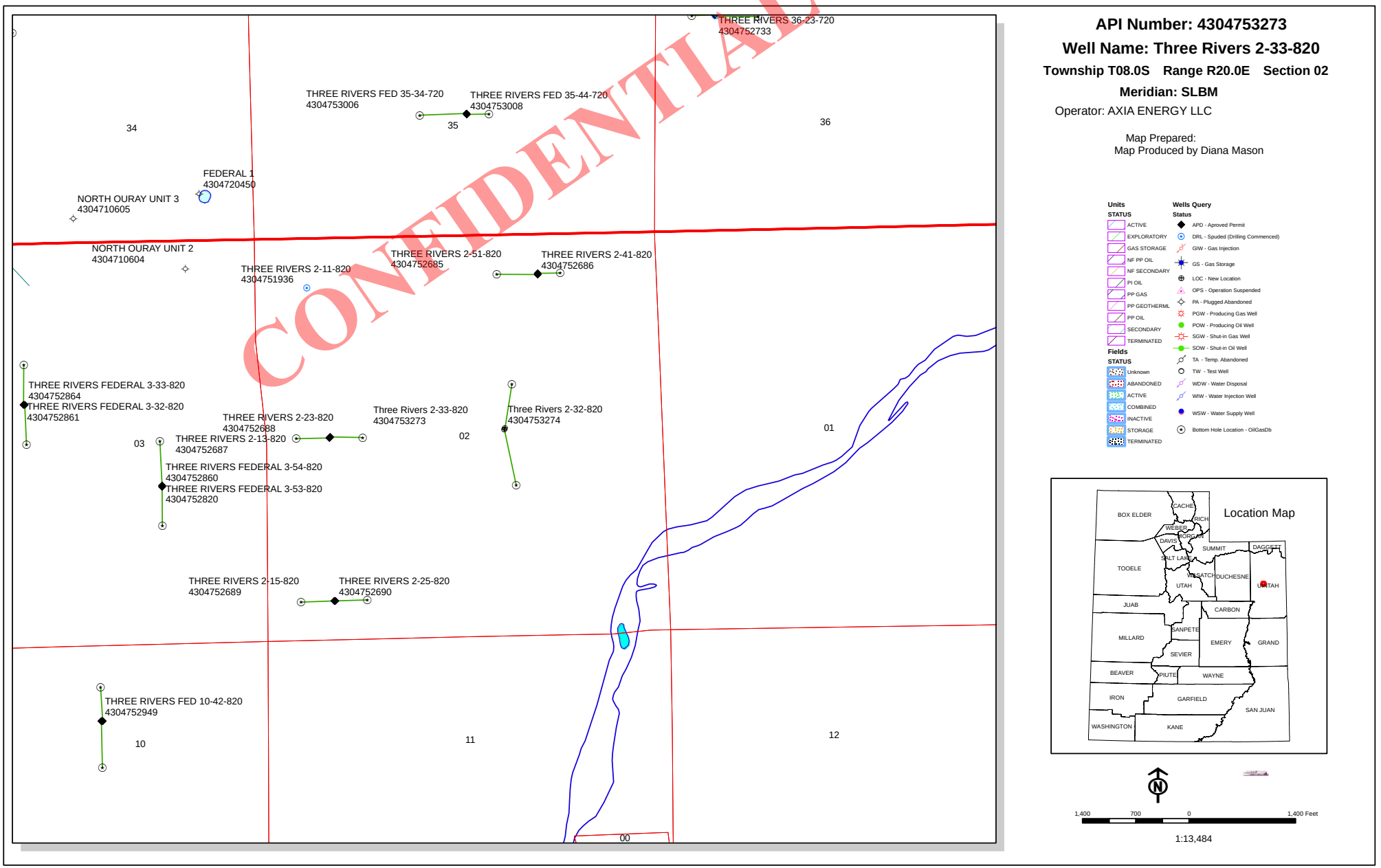
UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

RECEIVED: October 02, 2012

API Well Number: 43047532730000



API Well Number: 43047532730000



API Number: 4304753273

Well Name: Three Rivers 2-33-820

Township T08.0S Range R20.0E Section 02

Meridian: SLBM

Operator: AXIA ENERGY LLC

Map Prepared:
Map Produced by Diana Mason

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

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

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

1,400 700 0 1,400 Feet

1:13,484

Axia Approval

Inbox x

People (5)

Jeff Conley 8:58 AM (24 minutes ago)

to me, Brad, rsatre, Jim, Lavonne

Greetings,

The following wells have been cleared for both arch and paleo:

(4304753273) Three Rivers 2-33-820
(4304753274) Three Rivers 2-32-820

Thank you,

Jeff Conley
SITLA Resource Specialist

API Well Number: 43047532730000

BOPE REVIEW AXIA ENERGY LLC Three Rivers 2-33-820 43047532730000

Well Name	AXIA ENERGY LLC Three Rivers 2-33-820 43047532730000			
String	SURF	PROD		
Casing Size(")	8.625	5.500		
Setting Depth (TVD)	1500	7310		
Previous Shoe Setting Depth (TVD)	0	1500		
Max Mud Weight (ppg)	8.7	9.2		
BOPE Proposed (psi)	1000	3000		
Casing Internal Yield (psi)	3930	5320		
Operators Max Anticipated Pressure (psi)	3118	8.2		

Calculations	SURF String	8.625	"	
Max BHP (psi)	.052*Setting Depth*MW=	679		
			BOPE Adequate For Drilling And Setting Casing at Depth?	
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	499	YES	diverter with rotating head
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	349	YES	OK
			***Can Full Expected Pressure Be Held At Previous Shoe?**	
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	349	NO	OK
Required Casing/BOPE Test Pressure=		1500	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=	3497		
			BOPE Adequate For Drilling And Setting Casing at Depth?	
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	2620	YES	
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	1889	YES	OK
			***Can Full Expected Pressure Be Held At Previous Shoe?**	
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	2219	NO	OK
Required Casing/BOPE Test Pressure=		3000	psi	
***Max Pressure Allowed @ Previous Casing Shoe=**		1500	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

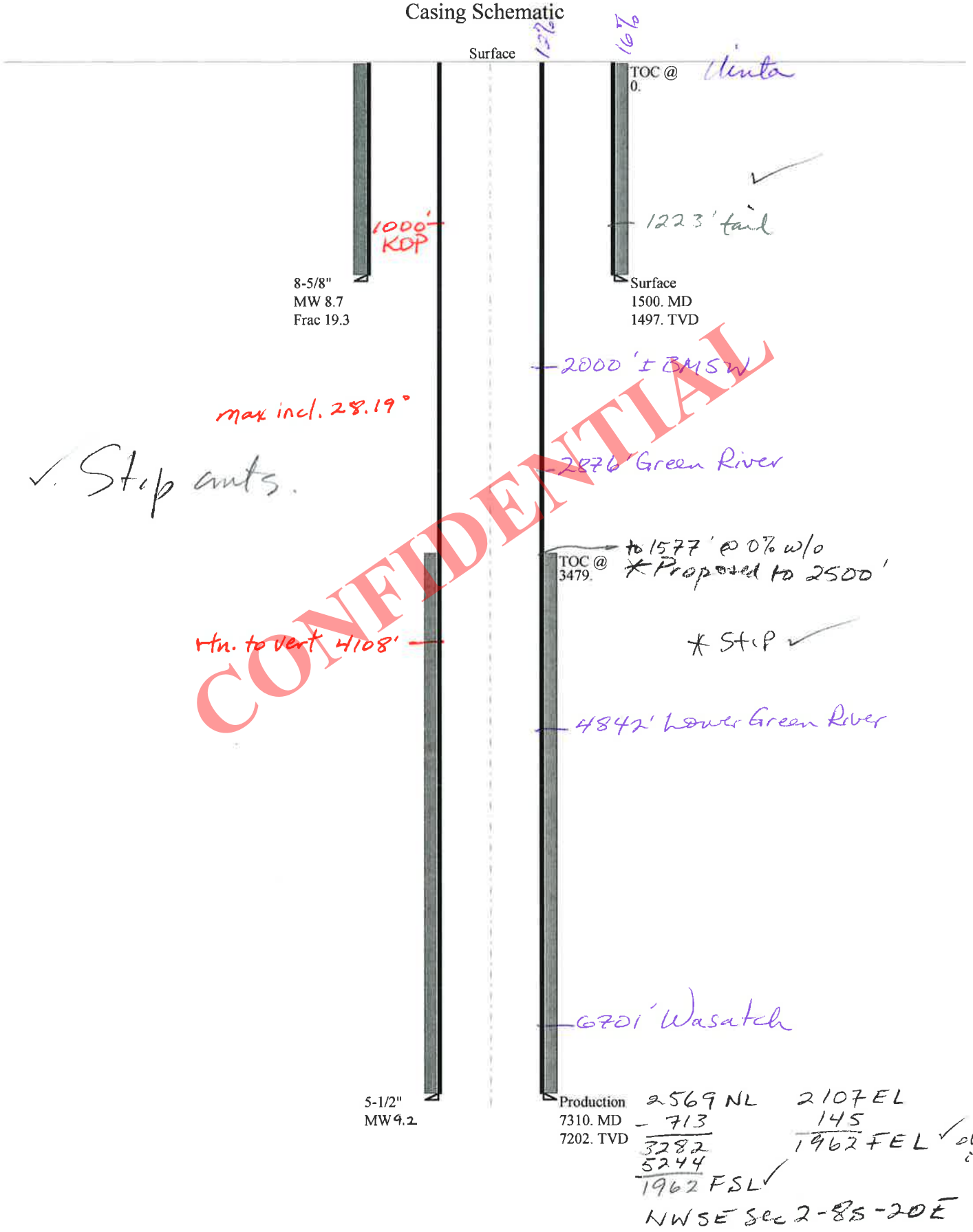
Calculations	String		"	
Max BHP (psi)	.052*Setting Depth*MW=			
			BOPE Adequate For Drilling And Setting Casing at Depth?	
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=		NO	
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=		NO	
			***Can Full Expected Pressure Be Held At Previous Shoe?**	
Pressure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

RECEIVED: November 29, 2012

API Well Number: 43047532730000

43047532730000 Three Rivers 2-33-820

Casing Schematic



API Well Number: 43047532730000

Well name:	**43047532730000 Three Rivers 2-33-820**
Operator:	**AXIA ENERGY LLC**
String type:	Surface
Project ID:	43-047-53273
Location:	UINTAH COUNTY

Design parameters:

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

Burst
Max anticipated surface pressure: 1,318 psi
Internal gradient: 0.120 psi/ft
Calculated BHP 1,497 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: 1,305 ft

Environment:
H2S considered? No
Surface temperature: 74 °F
Bottom hole temperature: 95 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 100 ft

Cement top: Surface

Directional well information:
Kick-off point 1000 ft
Departure at shoe: 44 ft
Maximum dogleg: 2 °/100ft
Inclination at shoe: 10 °

Re subsequent strings:
Next setting depth: 7,202 ft
Next mud weight: 9.200 ppg
Next setting BHP: 3,442 psi
Fracture mud wt: 19.250 ppg
Fracture depth: 1,497 ft
Injection pressure: 1,497 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	1500	8.625	32.00	J-55	LT&C	1497	1500	7.875	12088

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	677	2480	3.664	1497	3930	2.62	47.9	417	8.70 J

Prepared by: Helen Sadik-Macdonald
Div of Oil,Gas & Mining
Phone: 801 538-5357
FAX: 801-359-3940
Date: November 21,2012
Salt Lake City, Utah

Remarks:
Collapse is based on a vertical depth of 1497 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.
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.

API Well Number: 43047532730000

Well name:	**43047532730000 Three Rivers 2-33-820**
Operator:	**AXIA ENERGY LLC**
String type:	Production
Project ID:	43-047-53273
Location:	UINTAH COUNTY

Design parameters:

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

Burst
Max anticipated surface pressure: 1,857 psi
Internal gradient: 0.220 psi/ft
Calculated BHP 3,442 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: 6,305 ft

Environment:
H2S considered? No
Surface temperature: 74 °F
Bottom hole temperature: 175 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 1,000 ft

Cement top: 3,212 ft

Directional Info - Build & Drop
Kick-off point 1000 ft
Departure at shoe: 728 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	7310	5.5	17.00	J-55	LT&C	7202	7310	4.767	28320

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	3442	4910	1.427	3442	5320	1.55	122.4	247	2.02 J

Prepared by: Helen Sadik-Macdonald
Div of Oil,Gas & Mining
Phone: 801 538-5357
FAX: 801-359-3940
Date: November 8,2012
Salt Lake City, Utah

Remarks:
Collapse is based on a vertical depth of 7202 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 2-33-820						
API Number	43047532730000	**APD No**	6937	**Field/Unit**	WILDCAT		
Location: 1/4,1/4	SWNE	**Sec** 2	**Tw** 8.0S	**Rng** 20.0E	2569 FNL	2107 FEL	
GPS Coord (UTM)	616359 4445543	**Surface Owner**					

Participants

Don Hamilton and Jim Burns (permit contractors), Cody Rich (surveyor), John Busch (Axia representative), Jeff Connelly and Jim Davis (SITLA), Dan Schaad and Chris Dipple (USFWS)

Regional/Local Setting & Topography

This location slopes to the east toward the Green River about 1/2 mile east. The soil here is very sandy and erodible. Pelican Lake is approximately 3 miles north west.

Surface Use Plan

Current Surface Use
Wildlfe Habitat

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

Ancillary Facilities N

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

Waste Management Plan Adequate? Y

Environmental Parameters

Affected Floodplains and/or Wetlands N

Flora / Fauna

grasses, some greasewood, prickly pear

Pronghorn habitat

Soil Type and Characteristics

Sandy Loam

Erosion Issues Y

Highly erodible soil

Sedimentation Issues Y

Site Stability Issues N

Drainage Diverson Required? N

Berm Required? Y

RECEIVED: December 10, 2012

Permeable soil and close proximity to Green River.

Erosion Sedimentation Control Required? Y

Location should be bermed

Paleo Survey Run? Y **Paleo Potental Observed?** N **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 BBC 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

2 well pad to be shared with the Three Rivers 2-32-820 (API # 43-047-53274)

Richard Powell	10/16/2012
Evaluator	**Date / Time**

RECEIVED: December 10, 2012

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

APD No	API WellNo	Status	Well Type	Surf Owner	CBM
6937	43047532730000	LOCKED	OW	S	No
Operator	AXIA ENERGY LLC		**Surface Owner-APD**		
Well Name	Three Rivers 2-33-820		**Unit**		
Field	WILDCAT		**Type of Work**	DRILL	
Location	SWNE 2 8S 20E S 2569 FNL 2107 FEL GPS Coord (UTM) 616367E 4445542N				

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 2,000 feet. A search of Division of Water Rights records shows 9 water wells within a 10,000 foot radius of the center of Section 2. Wells in the area are listed for domestic use, irrigation, industrial, oil field use and stock watering. Depths of the wells ranges from 40 to 300 feet. Listed wells probably produce from the Uinta Formation. The surface formation at this site is 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. Production casing cement should be brought up to or above the base of the moderately saline ground water in order to isolate it from fresher waters uphole.

Brad Hill — **APD Evaluator**

11/6/2012 — **Date / Time**

Surface Statement of Basis

This location is on state surface with state minerals. The surface is leased to the USFWS and currently managed as part of the Ouray National Wildlife Refuge. SITLA representative Jim Davis stated that he had no concerns with drilling at this site. John Busch who represented Axia suggested moving the reserve pit spoils pile to be less visible from the refuge land near the river. Dan Schaad and Chris Dipple of the USFWS appreciated this suggestion and it was agreed that this would be done. Ben Williams of the Utah DWR stated that this is pronghorn habitat but made no recommendations. This site appears to be OK for placement of this well pad.

Richard Powell — **Onsite Evaluator**

10/16/2012 — **Date / Time**

Conditions of Approval / Application for Permit to Drill

Category	Condition
Pits	A synthetic liner with a minimum thickness of 20 mils with a felt subliner shall be properly installed and maintained in the reserve pit.
Surface	Drainages adjacent to the proposed pad shall be diverted around the location.
Surface	The well site shall be bermed to prevent fluids from leaving the pad.
Surface	The reserve pit shall be fenced upon completion of drilling operations.

RECEIVED: December 10, 2012

API Well Number: 43047532730000

WORKSHEET
APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 10/2/2012
API NO. ASSIGNED: 43047532730000
WELL NAME: Three Rivers 2-33-820
OPERATOR: AXIA ENERGY LLC (N3765)
PHONE NUMBER: 435 719-2018
CONTACT: Don Hamilton

PROPOSED LOCATION: SWNE 02 080S 200E
Permit Tech Review: ✔

SURFACE: 2569 FNL 2107 FEL
Engineering Review: ✔

BOTTOM: 1980 FSL 1980 FEL
Geology Review: ✔

COUNTY: UINTAH
LATITUDE: 40.15218
LONGITUDE: -109.63373
UTM SURF EASTINGS: 616367.00
NORTHINGS: 4445542.00
FIELD NAME: WILDCAT
LEASE TYPE: 3 - State
LEASE NUMBER: ML-49318
PROPOSED PRODUCING FORMATION(S): WASATCH
SURFACE OWNER: 3 - State
COALBED METHANE: NO

RECEIVED AND/OR REVIEWED:

- ✔ **PLAT**
- ✔ **Bond:** STATE - LPM9046682
- ☐ **Potash**
- ☐ **Oil Shale 190-5**
- ☐ **Oil Shale 190-3**
- ☐ **Oil Shale 190-13**
- ✔ **Water Permit:** 49-2262 - RNI at Green River
- ✔ **RDCC Review:** 2012-12-04 00:00:00.0
- ☐ **Fee Surface Agreement**
- ☐ **Intent to Commingle**

Commingling Approved

LOCATION AND SITING:

- ☐ **R649-2-3.**

Unit:

- ☐ **R649-3-2. General**
- ✔ **R649-3-3. Exception**
- ✔ **Drilling Unit**

Board Cause No: R649-3-11
Effective Date:
Siting:

- ✔ **R649-3-11. Directional Drill**

Comments: Presite Completed

Stipulations:
1 - Exception Location - bhill
5 - Statement of Basis - bhill
10 - Cement Ground Water - hmacdonald
15 - Directional - dmason
21 - RDCC - dmason
23 - Spacing - dmason
25 - Surface Casing - hmacdonald

RECEIVED: December 10, 2012

GARY R. HERBERT
Governor
GREGORY S. BELL
Lieutenant Governor

State of Utah
DEPARTMENT OF NATURAL RESOURCES
MICHAEL R. STYLER
Executive Director
Division of Oil, Gas and Mining
JOHN R. BAZA
Division Director

Permit To Drill
****

Well Name: Three Rivers 2-33-820
API Well Number: 43047532730000
Lease Number: ML-49318
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.

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

This proposed well is located in an area for which drilling units (well spacing patterns) have not been established through an order of the Board of Oil, Gas and

Mining (the “Board”). In order to avoid the possibility of waste or injury to correlative rights, the operator is requested, once the well has been drilled, completed, and has produced, to analyze geological and engineering data generated therefrom, as well as any similar data from surrounding areas if available. As soon as is practicable after completion of its analysis, and if the analysis suggests an area larger than the quarter-quarter section upon which the well is located is being drained, the operator is requested to seek an appropriate order from the Board establishing drilling and spacing units in conformance with such analysis by filing a Request for Agency Action with the Board.

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

Surface casing shall be cemented to the surface.

The 5 ½” casing string cement shall be brought back to ±1300’ to isolate base of moderately saline ground water.

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:

For John Rogers
Associate Director, Oil & Gas

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

FORM 9

5.LEASE DESIGNATION AND SERIAL NUMBER: ML-49318

SUNDRY NOTICES AND REPORTS ON WELLS

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

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL
Oil Well

8. WELL NAME and NUMBER:
Three Rivers 2-33-820

2. NAME OF OPERATOR:
AXIA ENERGY LLC

9. API NUMBER:
43047532730000

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

PHONE NUMBER:
720 746-5200 Ext

9. FIELD and POOL or WILDCAT:
WILDCAT

4. LOCATION OF WELL
FOOTAGES AT SURFACE:
2569 FNL 2107 FEL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
Qtr/Qtr: SWNE Section: 02 Township: 08.0S Range: 20.0E Meridian: S

COUNTY:
UINTAH

STATE:
UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
☐ NOTICE OF INTENT Approximate date work will start:	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
✓ SPUD REPORT Date of Spud: 3/7/2013	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
☐ DRILLING REPORT Report Date:	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

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

MIRU Pete Martin Spud Rig. Spud 03-07-13. Drill to 65', set 16" casing and set to surface. Release rig. STATUS: Wait on Drilling Rig to resume operations

Accepted by the
Utah Division of
Oil, Gas and Mining
FOR RECORD ONLY
March 11, 2013

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Cindy Turner	720 746-5209	Project Manager
SIGNATURE		**DATE**
N/A		3/11/2013

RECEIVED: Mar. 11, 2013

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

FORM 9

5.LEASE DESIGNATION AND SERIAL NUMBER: ML-49318

SUNDRY NOTICES AND REPORTS ON WELLS

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

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL
Oil Well

8. WELL NAME and NUMBER:
Three Rivers 2-33-820

2. NAME OF OPERATOR:
AXIA ENERGY LLC

9. API NUMBER:
43047532730000

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

PHONE NUMBER:
720 746-5200 Ext

9. FIELD and POOL or WILDCAT:
WILDCAT

4. LOCATION OF WELL
FOOTAGES AT SURFACE:
2569 FNL 2107 FEL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
Qtr/Qtr: SWNE Section: 02 Township: 08.0S Range: 20.0E Meridian: S

COUNTY:
UINTAH

STATE:
UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
✓ NOTICE OF INTENT Approximate date work will start: 3/15/2013	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
	✓ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
☐ SPUD REPORT Date of Spud:	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
☐ DRILLING REPORT Report Date:	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

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

Axia Energy, LLC respectfully requests the following change from the approved permit: SURFACE CASING: FROM: 1,500' 8-5/8" 32.00# J-55 STC TO: 1,500' 8-5/8" 24.00# J-55 STC

Approved by the Utah Division of Oil, Gas and Mining

Date: March 12, 2013

By: Dark K Quist

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Cindy Turner	720 746-5209	Project Manager
SIGNATURE		**DATE**
N/A		3/11/2013

RECEIVED: Mar. 11, 2013

API Well Number: 43047532730000

Well name:	**43047532730000 Three Rivers 2-33-820**
Operator:	**AXIA ENERGY LLC**
String type:	Surface
Project ID:	43-047-53273
Location:	UINTAH COUNTY

Design parameters:

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

Burst
Max anticipated surface pressure: 1,318 psi
Internal gradient: 0.120 psi/ft
Calculated BHP 1,497 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: 1,305 ft

Environment:
H2S considered? No
Surface temperature: 74 °F
Bottom hole temperature: 95 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 100 ft

Cement top: Surface

Directional well information:
Kick-off point 1000 ft
Departure at shoe: 44 ft
Maximum dogleg: 2 °/100ft
Inclination at shoe: 10 °

Re subsequent strings:
Next setting depth: 7,202 ft
Next mud weight: 9.200 ppg
Next setting BHP: 3,442 psi
Fracture mud wt: 19.250 ppg
Fracture depth: 1,497 ft
Injection pressure: 1,497 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	1500	8.625	32.00	J-55	LT&C	1497	1500	7.875	12088

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	677	~~2480~~ 1370	~~3.664~~ 2.024 ✓	1497	~~3930~~ 2950	~~2.62~~ 1.97 ✓	47.9	~~417~~ 244	~~8.70~~ J 5.09 J ✓

Prepared by: Helen Sadik-Macdonald
Div of Oil,Gas & Mining
Phone: 801 538-5357
FAX: 801-359-3940
Date: November 21,2012
Salt Lake City, Utah

Remarks:
Collapse is based on a vertical depth of 1497 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.
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.

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

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

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

5.LEASE DESIGNATION AND SERIAL NUMBER: ML-49318

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL Oil Well

8. WELL NAME and NUMBER: Three Rivers 2-33-820

2. NAME OF OPERATOR: AXIA ENERGY LLC

9. API NUMBER: 43047532730000

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

PHONE NUMBER: 720 746-5200 Ext

9. FIELD and POOL or WILDCAT: WILDCAT

4. LOCATION OF WELL
FOOTAGES AT SURFACE: 2569 FNL 2107 FEL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWNE Section: 02 Township: 08.0S Range: 20.0E Meridian: S

COUNTY: UINTAH

STATE: UTAH

11.

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

TYPE OF SUBMISSION	TYPE OF ACTION		
✓ NOTICE OF INTENT Approximate date work will start: 4/10/2013	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
	✓ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
☐ SPUD REPORT Date of Spud:	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
☐ DRILLING REPORT Report Date:	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

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

Axia Energy requests a bottom hole location change from the approved permit per the attached plat. An updated directional plan showing the change is also attached. Cement requuirements will be followed per the approved permit.

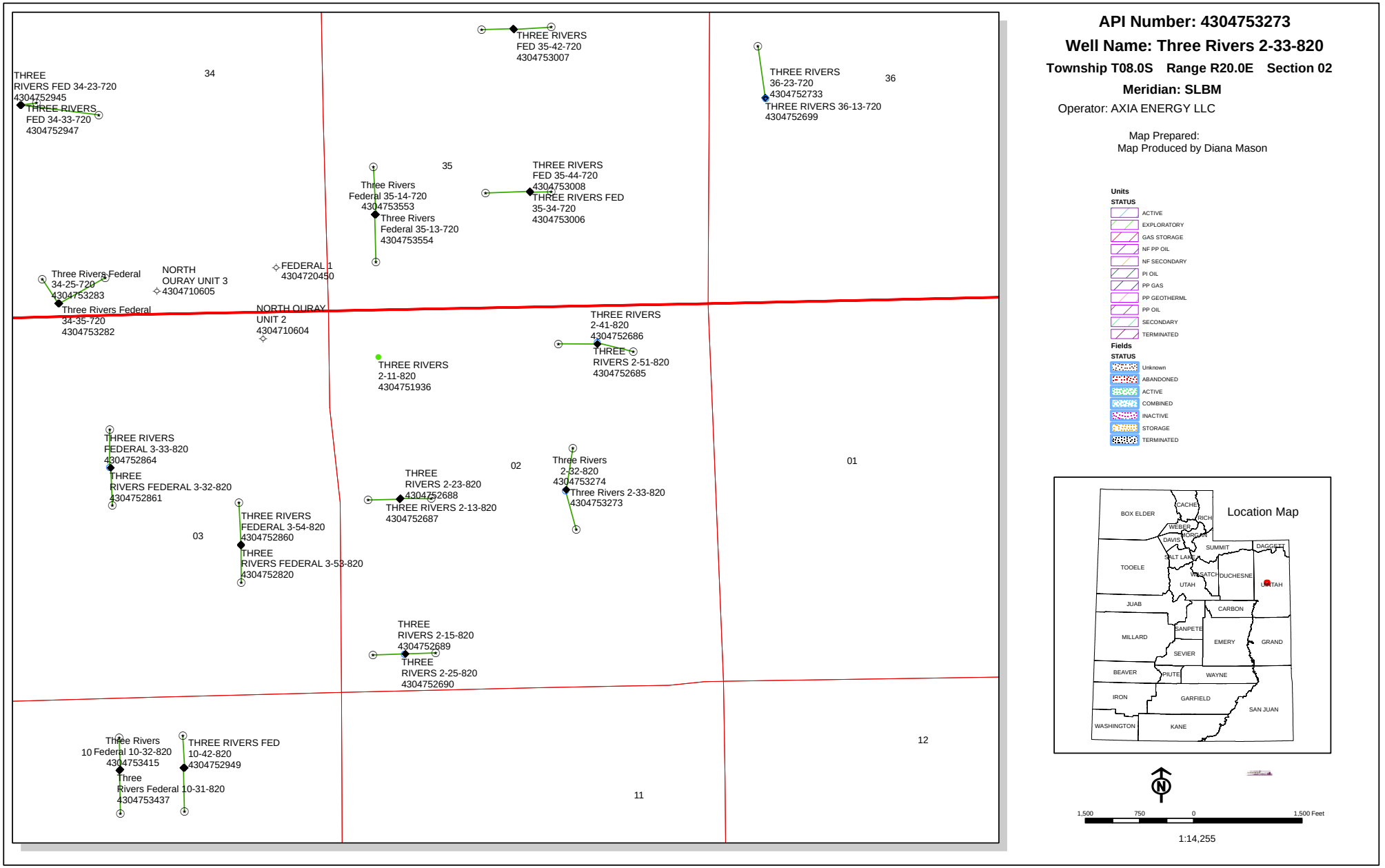
Approved by the Utah Division of Oil, Gas and Mining

Date: March 20, 2013

By:

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Cindy Turner	720 746-5209	Project Manager
SIGNATURE		**DATE**
N/A		3/12/2013

RECEIVED: Mar. 12, 2013



API Number: 4304753273

Well Name: Three Rivers 2-33-820

Township T08.0S Range R20.0E Section 02

Meridian: SLBM

Operator: AXIA ENERGY LLC

Map Prepared:
Map Produced by Diana Mason

Units

STATUS

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

Fields

STATUS

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

1,500 750 0 1,500 Feet

1:14,255

RECEIVED: Mar. 15, 2013

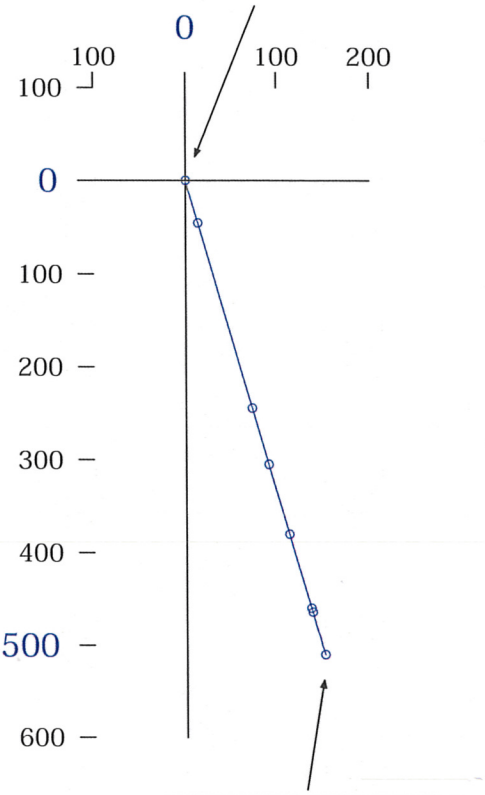
Axia Energy

Three Rivers 2-33-820
Uintah County, Utah

Horizontal Plan
1" = 200'

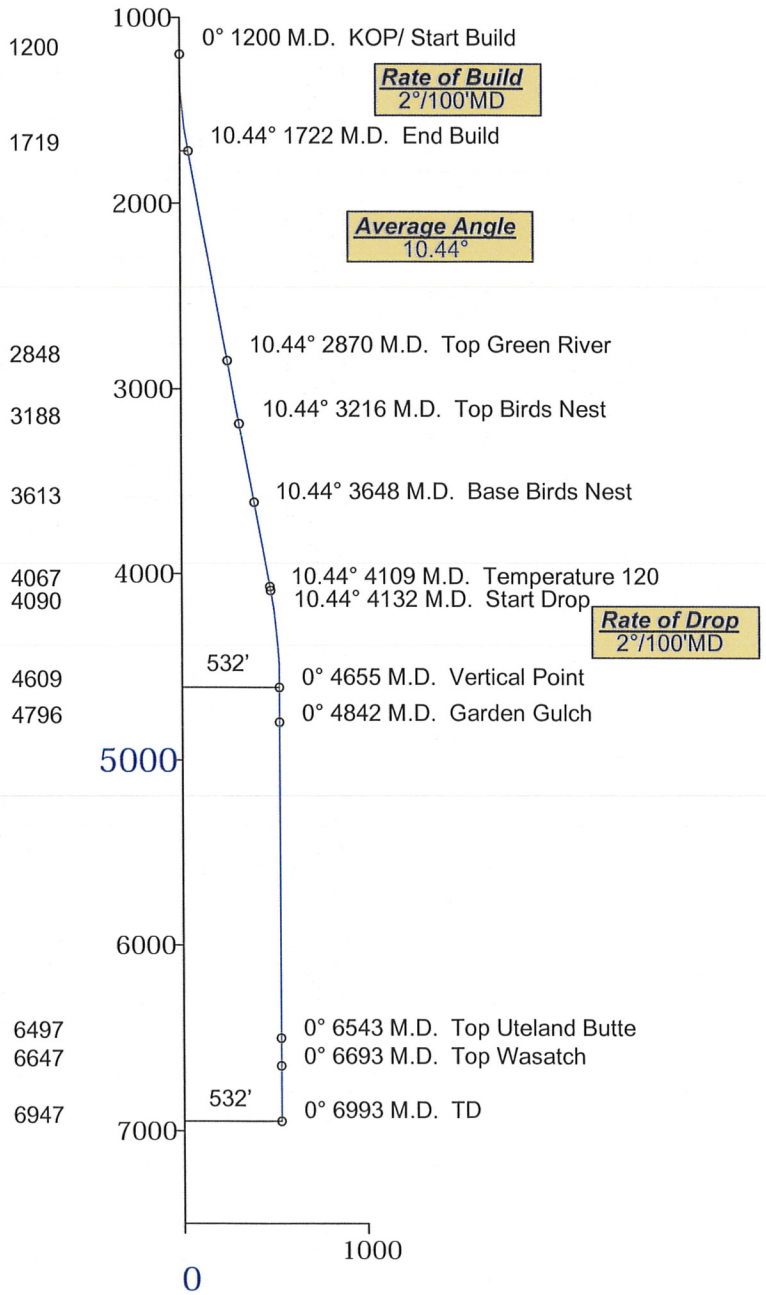
N

Surface Location
Lat 40° 09' 07.69"
Long 109° 38' 01.80"
Y=7229581.78'
X=2162002.74'
NAD83



Plane of Proposal
163.48° Azimuth

Vertical Section
1" = 1000'



Vertical Point
531.89' Displacement from S/L
@ 163.48° Azimuth from S/L
South-509.95' East-151.21' of S/L
TVD-4609' MD-4655'
Y=7229071.8', X=2162153.9'
TD
TVD-6947' MD-6993'

Bighorn Directional Incorporated
Denver, Colorado
303-463-1919

03-07-2013

Bighorn Directional, Inc.

Axia Energy
Three Rivers 2-33-820
Uintah County, Utah

Minimum of Curvature
Slot Location: 7229581.78', 2162002.74'
Plane of Vertical Section: 163.48°

Measured Depth Feet	BORE Inc Degrees	HOLE Direction Degrees	True Vertical Depth Feet	RECTANGULAR COORDINATES North(-South) Feet	East(-West) Feet	LAMBERT COORDINATES Y Feet	X Feet	Vertical Section Feet	CLOSURES Distance Feet	Direction Deg	Dogleg Severity Deg/100'
1200.00	0.00	0.00	1200.00	0.00	0.00	7229581.8	2162002.7	0.00	0.00	0.00	0.00
KOP/ Start Build											
1300.00	2.00	163.48	1299.98	-1.67	0.50	7229580.1	2162003.2	1.75	1.75	163.48	2.00
1400.00	4.00	163.48	1399.84	-6.69	1.98	7229575.1	2162004.7	6.98	6.98	163.48	2.00
1500.00	6.00	163.48	1499.45	-15.05	4.46	7229566.7	2162007.2	15.69	15.69	163.48	2.00
1600.00	8.00	163.48	1598.70	-26.73	7.93	7229555.1	2162010.7	27.88	27.88	163.48	2.00
1700.00	10.00	163.48	1697.47	-41.73	12.37	7229540.1	2162015.1	43.52	43.52	163.48	2.00
1722.26	10.45	163.48	1719.37	-45.51	13.50	7229536.3	2162016.2	47.47	47.47	163.48	2.00
End Build											
2222.26	10.45	163.48	2211.09	-132.42	39.26	7229449.4	2162042.0	138.12	138.12	163.48	0.00
2722.26	10.45	163.48	2702.80	-219.33	65.03	7229362.5	2162067.8	228.77	228.77	163.48	0.00
2869.91	10.45	163.48	2848.00	-244.99	72.64	7229336.8	2162075.4	255.53	255.53	163.48	0.00
Top Green River											
3215.63	10.45	163.48	3188.00	-305.08	90.46	7229276.7	2162093.2	318.21	318.21	163.48	0.00
Top Birds Nest											
3222.26	10.45	163.48	3194.52	-306.23	90.80	7229275.5	2162093.5	319.41	319.41	163.48	0.00
3647.80	10.45	163.48	3613.00	-380.19	112.73	7229201.6	2162115.5	396.56	396.56	163.48	0.00
Base Birds Nest											
3722.26	10.45	163.48	3686.23	-393.14	116.57	7229188.6	2162119.3	410.06	410.06	163.48	0.00
4109.45	10.45	163.48	4067.00	-460.43	136.53	7229121.3	2162139.3	480.25	480.25	163.48	0.00
Temperature 120											
4132.45	10.45	163.48	4089.63	-464.43	137.71	7229117.3	2162140.5	484.42	484.42	163.48	0.00
Start Drop											
4232.45	8.45	163.48	4188.26	-480.17	142.38	7229101.6	2162145.1	500.83	500.83	163.48	2.00
4332.45	6.45	163.48	4287.42	-492.59	146.06	7229089.2	2162148.8	513.79	513.79	163.48	2.00
4432.45	4.45	163.48	4386.96	-501.69	148.76	7229080.1	2162151.5	523.28	523.28	163.48	2.00
4532.45	2.44	163.48	4486.77	-507.45	150.47	7229074.3	2162153.2	529.28	529.28	163.48	2.00
4632.45	0.45	163.48	4586.74	-509.86	151.18	7229071.9	2162153.9	531.81	531.81	163.48	2.00

Bighorn Directional, Inc.

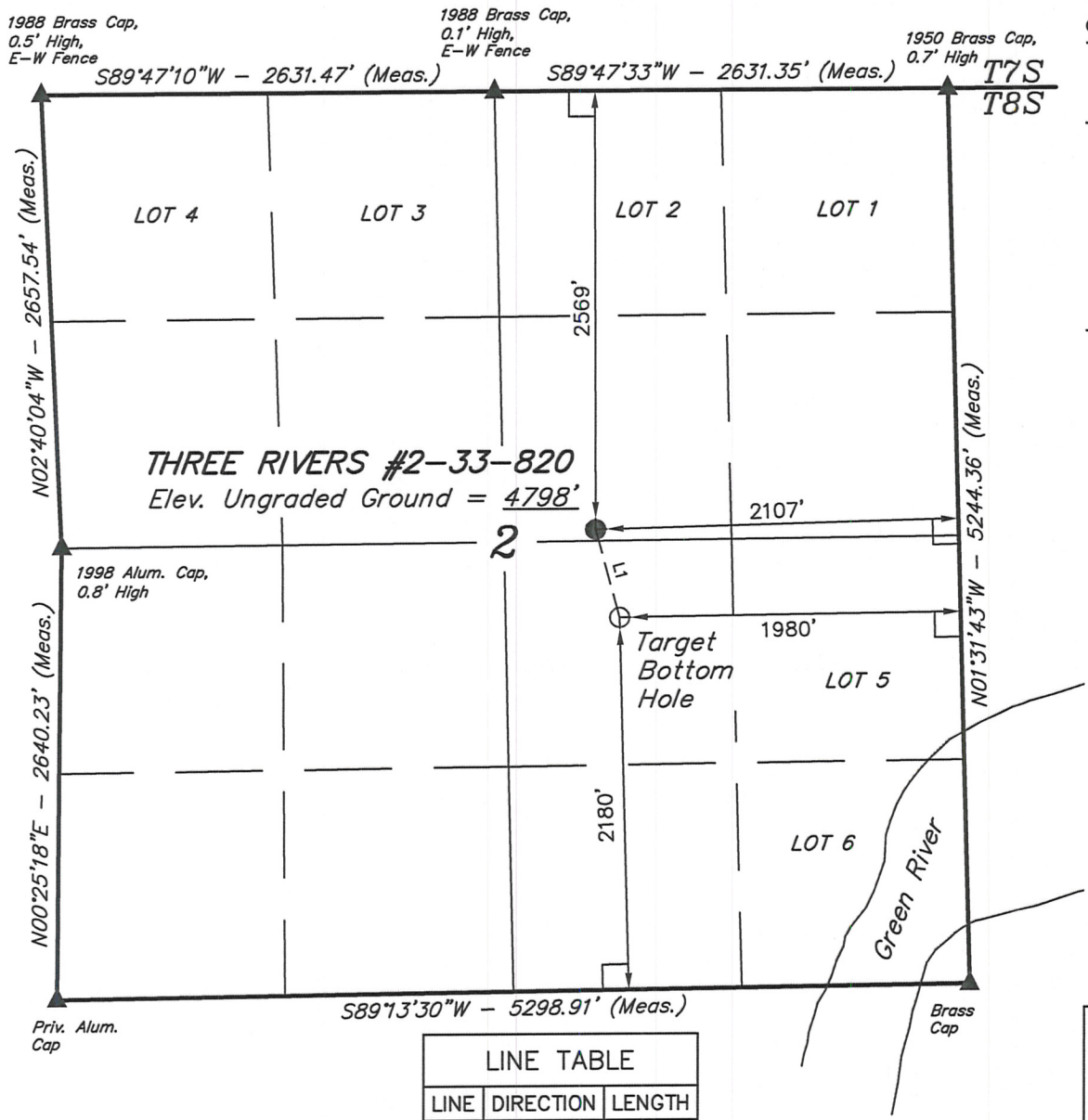
Axia Energy
Three Rivers 2-33-820
Uintah County, Utah

Minimum of Curvature
Slot Location: 7229581.78', 2162002.74'
Plane of Vertical Section: 163.48°

Measured Depth Feet	BORE Inc Degrees	HOLE Direction Degrees	True Vertical Depth Feet	RECTANGULAR COORDINATES North(-South) Feet	East(-West) Feet	LAMBERT COORDINATES Y Feet	X Feet	Vertical Section Feet	CLOSURES Distance Feet	Direction Deg	Dogleg Severity Deg/100'
4654.72	0.00	163.48	4609.00	-509.95	151.21	7229071.8	2162153.9	531.89	531.89	163.48	2.00
Vertical Point											
4841.72	0.00	163.48	4796.00	-509.95	151.21	7229071.8	2162153.9	531.89	531.89	163.48	0.00
Garden Gulch											
6542.72	0.00	163.48	6497.00	-509.95	151.21	7229071.8	2162153.9	531.89	531.89	163.48	0.00
Top Uteland Butte											
6692.72	0.00	163.48	6647.00	-509.95	151.21	7229071.8	2162153.9	531.89	531.89	163.48	0.00
Top Wasatch											
6992.72	0.00	163.48	6947.00	-509.95	151.21	7229071.8	2162153.9	531.89	531.89	163.48	0.00
TD											

Final Station Closure Distance: 531.89' Direction: 163.48°

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



LINE TABLE		
LINE	DIRECTION	LENGTH
L1	S15°20'13"E	532.39'

LEGEND:

└ = 90° SYMBOL

● = PROPOSED WELL HEAD.

▲ = SECTION CORNERS LOCATED.

NAD 83 (TARGET BOTTOM HOLE)	NAD 83 (SURFACE LOCATION)
LATITUDE = 40°09'02.62" (40.150728)	LATITUDE = 40°09'07.69" (40.152136)
LONGITUDE = 109°37'59.99" (109.633331)	LONGITUDE = 109°38'01.80" (109.633833)
NAD 27 (TARGET BOTTOM HOLE)	NAD 27 (SURFACE LOCATION)
LATITUDE = 40°09'02.75" (40.150764)	LATITUDE = 40°09'07.82" (40.152172)
LONGITUDE = 109°37'57.49" (109.632636)	LONGITUDE = 109°37'59.30" (109.633139)

AXIA ENERGY

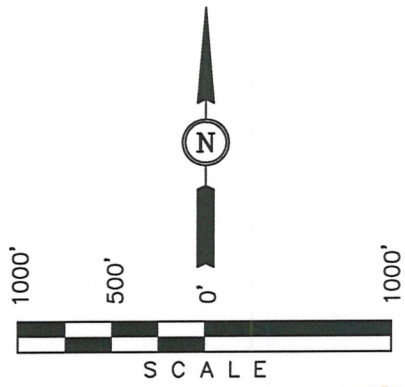
Well location, THREE RIVERS #2-33-820, located as shown in the SE 1/4 NE 1/4 of Section 2, T8S, R20E, S.L.B.&M., Uintah County, Utah.

BASIS OF ELEVATION

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

BASIS OF BEARINGS

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



CERTIFICATE

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

REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH

02-25-13

REV.: 02-22-13 A.T.

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

SCALE	DATE SURVEYED:	DATE DRAWN:
1" = 1000'	09-04-12	09-05-12
PARTY: B.H. R.H. Z.L.	REFERENCES: G.L.O. PLAT	
WEATHER: HOT	FILE: AXIA ENERGY	

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

FORM 9

5.LEASE DESIGNATION AND SERIAL NUMBER: ML-49318

SUNDRY NOTICES AND REPORTS ON WELLS

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

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL
Oil Well

8. WELL NAME and NUMBER:
Three Rivers 2-33-820

2. NAME OF OPERATOR:
AXIA ENERGY LLC

9. API NUMBER:
43047532730000

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

PHONE NUMBER:
720 746-5200 Ext

9. FIELD and POOL or WILDCAT:
WILDCAT

4. LOCATION OF WELL
FOOTAGES AT SURFACE:
2569 FNL 2107 FEL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
Qtr/Qtr: SWNE Section: 02 Township: 08.0S Range: 20.0E Meridian: S

COUNTY:
UINTAH

STATE:
UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
✓ NOTICE OF INTENT Approximate date work will start: 3/26/2013	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
☐ SPUD REPORT Date of Spud:	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
☐ DRILLING REPORT Report Date:	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	✓ OTHER	OTHER: Drill and Set Surf Csg

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

Axia Energy plans to MIRU Pro Petro Rig 5. Drill to surface casing TD, run surface casing and cement to surface. Release Pro-Petro rig and wait for drilling rig to move in mid April, 2013.

Approved by the Utah Division of Oil, Gas and Mining

Date: March 28, 2013

By: Dark K Quist

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Cindy Turner	720 746-5209	Project Manager
SIGNATURE		**DATE**
N/A		3/23/2013

RECEIVED: Mar. 23, 2013

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

FORM 9

5.LEASE DESIGNATION AND SERIAL NUMBER: ML-49318

SUNDRY NOTICES AND REPORTS ON WELLS

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

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL
Oil Well

8. WELL NAME and NUMBER:
Three Rivers 2-33-820

2. NAME OF OPERATOR:
AXIA ENERGY LLC

9. API NUMBER:
43047532730000

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

PHONE NUMBER:
720 746-5200 Ext

9. FIELD and POOL or WILDCAT:
WILDCAT

4. LOCATION OF WELL
FOOTAGES AT SURFACE:
2569 FNL 2107 FEL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
Qtr/Qtr: SWNE Section: 02 Township: 08.0S Range: 20.0E Meridian: S

COUNTY:
UINTAH

STATE:
UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
✓ NOTICE OF INTENT Approximate date work will start: 4/10/2013	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
	✓ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
☐ SPUD REPORT Date of Spud:	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
☐ DRILLING REPORT Report Date:	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

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

Axia Energy, LLC respectfully requests changes to the previously approved APD as follows: TMD: From 7,310' to 6,993' TVD: From 7,201' to 6,947' Production Casing will be run 0-6,993' and cement volumes will be altered to insure previously approved top of cement.

Approved by the Utah Division of Oil, Gas and Mining

Date: March 28, 2013

By: Dark K Quist

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Cindy Turner	720 746-5209	Project Manager
SIGNATURE		**DATE**
N/A		3/13/2013

RECEIVED: Mar. 13, 2013

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

FORM 9

5.LEASE DESIGNATION AND SERIAL NUMBER: ML-49318

SUNDRY NOTICES AND REPORTS ON WELLS

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

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL
Oil Well

8. WELL NAME and NUMBER:
Three Rivers 2-33-820

2. NAME OF OPERATOR:
AXIA ENERGY LLC

9. API NUMBER:
43047532730000

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

PHONE NUMBER:
720 746-5200 Ext

9. FIELD and POOL or WILDCAT:
WILDCAT

4. LOCATION OF WELL
FOOTAGES AT SURFACE:
2569 FNL 2107 FEL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
Qtr/Qtr: SWNE Section: 02 Township: 08.0S Range: 20.0E Meridian: S

COUNTY:
UINTAH

STATE:
UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
☐ NOTICE OF INTENT Approximate date work will start:	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
☐ SPUD REPORT Date of Spud:	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
✓ DRILLING REPORT Report Date: 4/15/2013	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

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

MIRU Capstar Drilling Rig 321. Resume drilling operations 04/07/2013. Drilled to 7,030' TMD/6,981' TVD. Reached TD 04-12-2013. Ran 158 jts 5-1/2" 17.00# J-55 LTC and set at 7,006'. Cemented with 420 sxs Class G cement. Rig Released 04/13/2013 @ Noon. CURRENT STATUS: Wait on Completion

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

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Cindy Turner	720 746-5209	Project Manager
SIGNATURE		**DATE**
N/A		4/16/2013

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

FORM 9

5.LEASE DESIGNATION AND SERIAL NUMBER: ML-49318

SUNDRY NOTICES AND REPORTS ON WELLS

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

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL
Oil Well

8. WELL NAME and NUMBER:
Three Rivers 2-33-820

2. NAME OF OPERATOR:
AXIA ENERGY LLC

9. API NUMBER:
43047532730000

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

PHONE NUMBER:
720 746-5200 Ext

9. FIELD and POOL or WILDCAT:
WILDCAT

4. LOCATION OF WELL
FOOTAGES AT SURFACE:
2569 FNL 2107 FEL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
Qtr/Qtr: SWNE Section: 02 Township: 08.0S Range: 20.0E Meridian: S

COUNTY:
UINTAH

STATE:
UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
✓ NOTICE OF INTENT Approximate date work will start: 4/27/2013	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
	☐ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
	☐ CHANGE WELL STATUS	✓ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
☐ SPUD REPORT Date of Spud:	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
☐ DRILLING REPORT Report Date:	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

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

APD to drill and complete a WASATCH well was approved on 12/10/2012. Axia Energy, LLC respectfully requests your permission to complete the Green River formation and then commingle the Wasatch and the Green River formations. Attached is information per R649-3-22.

Approved by the Utah Division of Oil, Gas and Mining

Date: May 13, 2013

By: Dark K Quist

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Cindy Turner	720 746-5209	Project Manager
SIGNATURE		**DATE**
N/A		4/18/2013

AFFIDAVIT OF LEASE OWNERSHIP

I, Tab McGinley, Affiant, being duly sworn depose and say:

THAT, I am the Vice President of Land for Axia energy, LLC, a Delaware limited liability corporation authorized to do business in Colorado (hereinafter referred to as "Axia"), 1430 Larimer Street, Suite 400, Denver, CO 80202. Axia owns, operates and manages oil and gas interests in the State of Utah including the lands described below located in Uintah County, Utah.

WHEREAS, Axia Energy, LLC is the owner of 100% of the contiguous oil and gas leases in Section 2-T8S-R20E of Uintah County, Utah, per attached Exhibit.

Further Affiant sayeth not.

Subscribed and sworn to before me this 16th day of April, 2013.

Tab McGinley
Vice President, Land

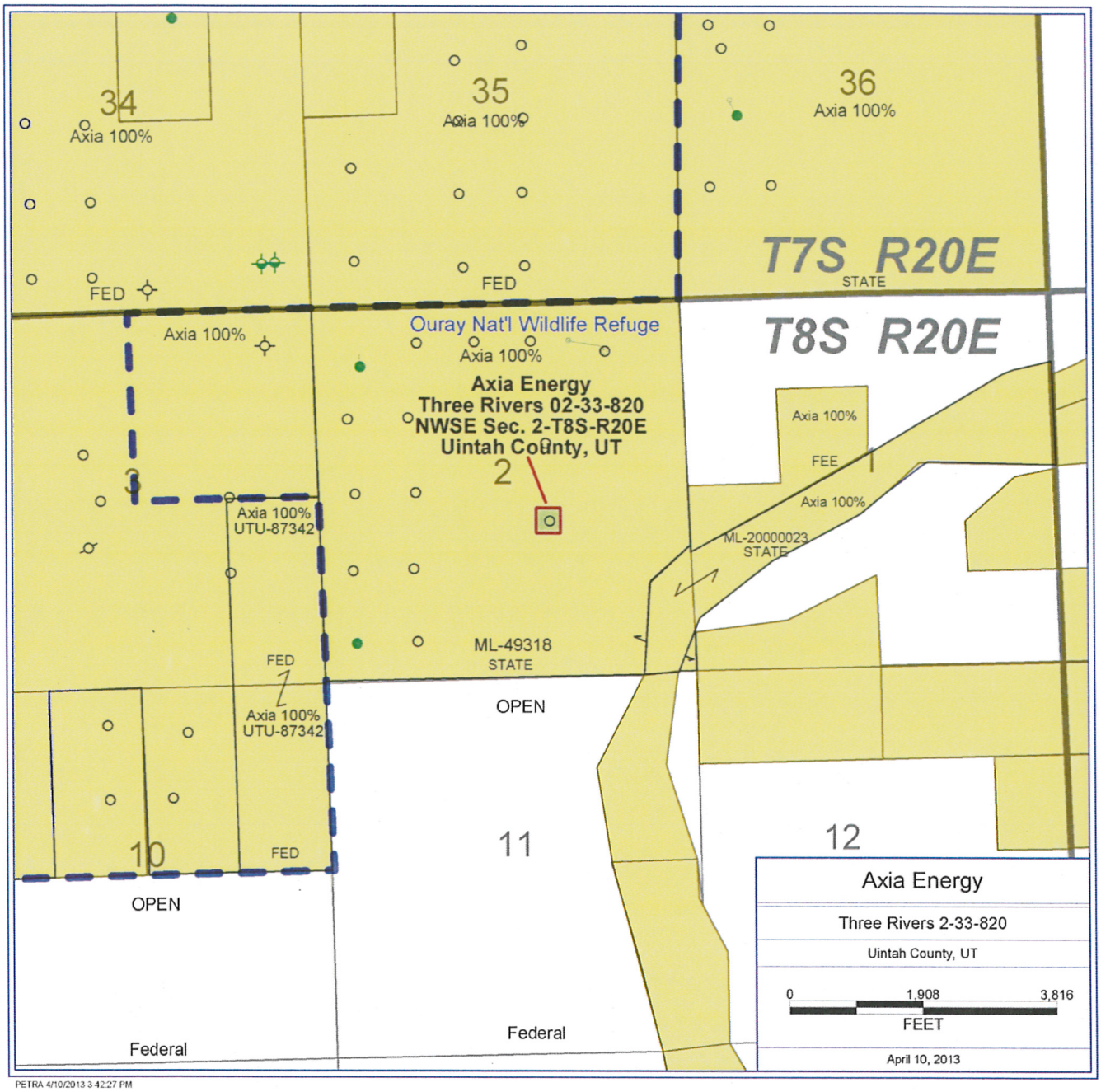
STATE OF COLORADO)
} ss
COUNTY OF DENVER)

The foregoing instrument was acknowledged before me by Tab McGinley, Vice President of Land, this 16th day of April, 2013.

Notary Public

Notary seal:

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


34
Axia 100%
35
Axia 100%
36
Axia 100%
T7S R20E
STATE
FED
FED
Ouray Nat'l Wildlife Refuge
Axia 100%
T8S R20E
Axia Energy
Three Rivers 02-33-820
NWSE Sec. 2-T8S-R20E
Uintah County, UT
2
Axia 100%
FEE
Axia 100%
ML-20000023
STATE
Axia 100%
UTU-87342
ML-49318
STATE
FED
Axia 100%
UTU-87342
OPEN
10
FED
OPEN
11
12
Federal
Federal
Axia Energy
Three Rivers 2-33-820
Uintah County, UT
0
1,908
3,816
FEET
April 10, 2013
PETRA 4/10/2013 3:42:27 PM

Attachment to Sundry Notice Form 9

Three Rivers 2-33-820

API: 43047532730000

Notice of intent – commingle Wasatch and Green formations

1.1 Exhibit A showing location of the well.

1.2 Method of Completion: the pools will be completed from the lower portion of the well (Wasatch) to the upper portion of the well (Green River) in succession. Intervals will be selectively perforated and fracture stimulated starting in the lower portion of the well. A composite bridge plug will be set to isolate the previously perforated/stimulated interval, and additional perforations will be added and fracture stimulated. Perforating/Stimulation will occur in this manner through the Wasatch and Green River formations in 8-10 stages. Once all desired intervals have been perforated, stimulated and isolated, all composite plugs will be drilled out. A tubing string with rod pump will be run to produce Wasatch and Green River oil in a commingled fashion.

2 Allocation should never be necessary due to equal mineral ownership in all pools. However, if it ever became necessary, allocation would be based on individual formation production percentages developed during the initial testing of the well.

3 Affidavit of Lease Ownership - Acknowledgement that Axia Energy, LLC is 100% owner of contiguous oil and gas leases in Section 2-T8S-R20E

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

FORM 9

5.LEASE DESIGNATION AND SERIAL NUMBER: ML-49318

SUNDRY NOTICES AND REPORTS ON WELLS

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

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL
Oil Well

8. WELL NAME and NUMBER:
Three Rivers 2-33-820

2. NAME OF OPERATOR:
AXIA ENERGY LLC

9. API NUMBER:
43047532730000

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

PHONE NUMBER:
720 746-5200 Ext

9. FIELD and POOL or WILDCAT:
WILDCAT

4. LOCATION OF WELL
FOOTAGES AT SURFACE:
2569 FNL 2107 FEL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
Qtr/Qtr: SWNE Section: 02 Township: 08.0S Range: 20.0E Meridian: S

COUNTY:
UINTAH

STATE:
UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
☐ NOTICE OF INTENT Approximate date work will start:	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
☑ SUBSEQUENT REPORT Date of Work Completion: 4/30/2013	☑ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
☐ SPUD REPORT Date of Spud:	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
☐ DRILLING REPORT Report Date:	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

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

Axia Energy, LLC previously requested permission to commingle the Wasatch/Green River formations. However, there was a change in plans and we request your approval for a GREEN RIVER Completion. Bottom Perf = 6,672', Top of Wasatch = 6,690'. Please update Entity Action Number 18943 to GRRV.

Approved by the Utah Division of Oil, Gas and Mining

Date: August 09, 2013

By: Dark K Quist

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Cindy Turner	720 746-5209	Project Manager
SIGNATURE		**DATE**
N/A		7/29/2013

RECEIVED: Jul. 29, 2013

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

FORM 9

5.LEASE DESIGNATION AND SERIAL NUMBER: ML-49318

SUNDRY NOTICES AND REPORTS ON WELLS

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

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL Oil Well

8. WELL NAME and NUMBER: Three Rivers 2-33-820

2. NAME OF OPERATOR: AXIA ENERGY LLC

9. API NUMBER: 43047532730000

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

PHONE NUMBER: 720 746-5200 Ext

9. FIELD and POOL or WILDCAT: WILDCAT

4. LOCATION OF WELL
FOOTAGES AT SURFACE: 2569 FNL 2107 FEL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWNE Section: 02 Township: 08.0S Range: 20.0E Meridian: S

COUNTY: UINTAH

STATE: UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
☐ NOTICE OF INTENT Approximate date work will start:	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
✓ SUBSEQUENT REPORT Date of Work Completion: 7/4/2013	☐ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
☐ SPUD REPORT Date of Spud:	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
☐ DRILLING REPORT Report Date:	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	✓ OTHER	OTHER: Prod gas into pipeline

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

In an effort to minimize gas flaring and venting within the Ouray National Wildlife Refuge, Axia Energy, LLC requests permission to tie in associated gas produced from oil production into a completed pipeline and use the gas between wells with common mineral ownership, to run production equipment and well facilities. With approval, this will minimize the gas flaring/venting within the Refuge (although the wells are within allowable limits of flaring/venting per UDOGM regulations.) The SITLA mineral leases that are affected are ML-50510 and ML-49318. They share the same mineral owner (SITLA) and the gas will not be used off leases.

Approved by the Utah Division of Oil, Gas and Mining

Date: October 07, 2013

By: Dark K Quist

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Cindy Turner	720 746-5209	Project Manager
SIGNATURE N/A		**DATE** 7/3/2013

RECEIVED: Jul. 03, 2013

Sundry Number: 39711 API well number: 43047352730000

Dustin Doucet< dustindoucet@utah.gov>

RE: FW: Utah Sundries - Produce and Use Gas

1 message

Jess Peonio< jpeonio@axiaenergy.com> Wed, Aug 28, 2013 at 2:39 PM
To: Dustin Doucet <dustindoucet@utah.gov>
Cc: Taryn Frenzel <tfrenzel@axiaenergy.com>, Rick Satre <rsatre@axiaenergy.com>, Cindy Turner <cturner@axiaenergy.com>

Dustin:

To address Randy and your questions:

Currently, Axia Energy is not selling the gas, but rather flaring at well sites. To minimize the flaring, Axia proposes to utilize as much of the gas as possible with “use”.

To address the gas measurement question:

Axia does meter and record individual gas from the wells. Usage is estimated based on manufacturer specs for use. The remainder is flared at a smokeless flare/combustor site. All leases in question produce more than the usage number, therefore there is no royalties to be paid at the current time as the leases state that royalties are to be paid if gas is used off lease.

Once QEP has tied into Axia’s internal infrastructure, we will continue to measure individual well locations via meter, and also meter the inlet and outlet of our compression into QEP. Production will be allocated to the wells based on the well meters and royalties paid accordingly.

I hope this addresses your questions. Let me know if further clarification is necessary.

Thanks.

Jess A. Peonio

Sr. Drilling Engineer/Regulatory Manager

Axia Energy

1430 Larimer, Suite #400; Denver, CO 80202

O: 720-746-5212; C: 303-349-6026

F: 720-746-5201; jpeonio@axiaenergy.com

From: Gxvwlq#Grxfhw#^p dlor=gxvwlqgrxfhwC xwdk1jry'#
Sent: Wkxuvgd|/#Dxjxvw#55/#5346#k=73#DP
To: Mnvv#Shrqlr
Subject: Izg=#IZ =#Xwdk#Vxqgulhv#0 Surgxfh#dqg#Xvh#Jdv

Jess,

Not sure if I ever sent these questions our auditor had about your sundries you submitted on July 3rd or not. I went on vacation that day and I think I may have dropped the ball on getting these questions to you. Anyway we need to address these questions and then depending on the answers update the sundries. Probably the main issue is are these wells being metered separately before going into the common line and if not how is allocation done back to the each well. Also are there different royalty owners etc. in the two leases? See Randy's questions below and let me know. Thanks.

Dustin

---------- Forwarded message ----------
From: **Randy Thackeray** <randythackeray@utah.gov>
Date: Tue, Jul 2, 2013 at 6:58 AM
Subject: Re: FW: Utah Sundries - Produce and Use Gas
To: Dustin Doucet <dustindoucet@utah.gov>

If the gas is used across all well sites, how is the gas measured for production, used, transported,flared, etc? Is an estimated volume used for each well? Is there an allocation method used in reporting? Do they have a schematic of the system, tie-in points, sales points, flare points, etc.? A main concern is how they know how much each well site is using and if we should require a method similar to Newfield's for correct volume of gas transported off site.

On Mon, Jul 1, 2013 at 2:46 PM, Dustin Doucet <dustindoucet@utah.gov> wrote:

Any issue with this? We discussed this last week I think. Take a look and let me know what you think.

---------- Forwarded message ----------
From: **Jess Peonio** <jpeonio@axiaenergy.com>
Date: Mon, Jul 1, 2013 at 12:45 PM
Subject: FW: Utah Sundries - Produce and Use Gas
To: "Dustin Doucet (dustindoucet@utah.gov)" <dustindoucet@utah.gov>
Cc: Cindy Turner <cturner@axiaenergy.com>

Sundry Number: 39711 API well number: 43047352730000

Dustin:

Please take a look at the attached. Is this what you were looking for concerning tying in wells with the same mineral owner and utilizing that gas on lease?

The second page will have which wells are affected and list them and their API #'s.

Just want to make sure this is what you were requesting prior to submitting electronically.

Thanks,

Jess

Jess A. Peonio

Sr. Drilling Engineer/Regulatory Manager

Axia Energy

1430 Larimer, Suite #400; Denver, CO 80202

O: 720-746-5212; C: 303-349-6026

F: 720-746-5201; jpeonio@axiaenergy.com

From: Flqg|#Wxuqhu#
Sent: Z hgqhvgd|/#Mxqh#59/#5346#;=89#DP
To: Mnvv#Shrqlr
Cc: Eu|fh#Krgkhu
Subject: Xwdk#Vxqgulhv#0 Surgxfh#dqg#Xvh#Jdv
Importance: Klj k

Jess, If this looks ok, we will send to the State Today.

Anyway, let me know. Do I need to send a copy of the sundries to Lavonne Garrison @ SITLA.

Thanks,

Cindy Turner

AXIA ENERGY, LLC

1430 Larimer Street

Suite 400

Denver, CO 80202

Phone: 720-746-5209

Cell: 303-328-8613

cturner@axiaenergy.com

From: Mvv#Shrqlr#
Sent: Wxhvgd|/#Mxqh#58/#5346#7=49#SP
To: Eu|fh#Krqghu=#Flgg|#Wxuqhu
Subject: Xwdk#Vxqgu|

Need to submit a sundry to the State of Utah with the following fields:

1. Oil Well
   4. NA
   5. ML-50510 & ML-49318
   8. See below
   9. See below
   11. Other – see below

12. Axia Energy, LLC, in an effort to minimize gas flaring and venting within the Ouray National Wildlife Refuge, requests permission to tie in associated gas produced from oil production on the below wells into a completed pipeline and utilize the gas between wells to run production equipment and well facilities. With approval, this will minimize gas flaring/venting within the Refuge (although the wells are within allowable limits of flaring/venting per UDOGM regulations). The SITLA mineral leases that are affected are ML-50510 & ML-49318, share the same mineral owner (SITLA) and the gas will not be utilized off lease.

Three Rivers #36-31-720 (API #.....)

Three Rivers #36-11-720 (API #....)

Three Rivers #36-23-720 (API #.....)

Three Rivers #2-51-820 (API #.....)

Three Rivers #2-33-820 (API #.....)

Three Rivers #2-11-820 (API #.....)

Three Rivers #2-13-820 (API #.....)

Three Rivers #2-23-820 (API #.....)

Three Rivers #2-15-820 (API #.....)

Bryce – add the API #'s above for each well.

Please send to me for review prior to sending to the State.

Thanks.

Jess A. Peonio

Sr. Drilling Engineer/Regulatory Manager

Axia Energy

1430 Larimer, Suite #400; Denver, CO 80202

O: 720-746-5212; C: 303-349-6026

F: 720-746-5201; jpeonio@axiaenergy.com

--

Dustin K. Doucet

Petroleum Engineer

Division of Oil, Gas and Mining

1594 West North Temple, Ste 1210

Salt Lake City, Utah 84116

801.538.5281 (ofc)

801.359.3940 (fax)

web: www.ogm.utah.gov

--

Dustin K. Doucet

Petroleum Engineer

Division of Oil, Gas and Mining

1594 West North Temple, Ste 1210

Salt Lake City, Utah 84116

801.538.5281 (ofc)

801.359.3940 (fax)

web: www.ogm.utah.gov

Attachment to Sundry for Ouray Refuge
LEASES ML-50510 & ML-49318

WELL NAME	API NUMBER
Three Rivers 36-31-720	430475269700
Three Rivers 36-11-720	430475191500
Three Rivers 36-23-720	430475273300
Three Rivers 02-51-820	430475268500
Three Rivers 02-33-820	430475327300
Three Rivers 02-11-820	430475193600
Three Rivers 02-13-820	430475268700
Three Rivers 02-23-820	430475268800
Three Rivers 02-15-820	430475268900

RECEIVED: Jul. 03, 2013

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

FORM 9

5.LEASE DESIGNATION AND SERIAL NUMBER: ML-49318

SUNDRY NOTICES AND REPORTS ON WELLS

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

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL
Oil Well

8. WELL NAME and NUMBER:
Three Rivers 2-33-820

2. NAME OF OPERATOR:
AXIA ENERGY LLC

9. API NUMBER:
43047532730000

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

PHONE NUMBER:
720 746-5200 Ext

9. FIELD and POOL or WILDCAT:
WILDCAT

4. LOCATION OF WELL
FOOTAGES AT SURFACE:
2569 FNL 2107 FEL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
Qtr/Qtr: SWNE Section: 02 Township: 08.0S Range: 20.0E Meridian: S

COUNTY:
UINTAH

STATE:
UTAH

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

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

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

NEW CENTRAL TANK FACILITY: Three Rivers CTB ST ML-49318 See Attached for Proposal and Allocation Diagram

Approved by the Utah Division of Oil, Gas and Mining

Date: October 08, 2013

By: Dark K Quist

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

RECEIVED: Sep. 11, 2013

AXIA THREE RIVERS CENTRAL TANK FACILITY

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

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

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

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

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

Reporting Requirements:

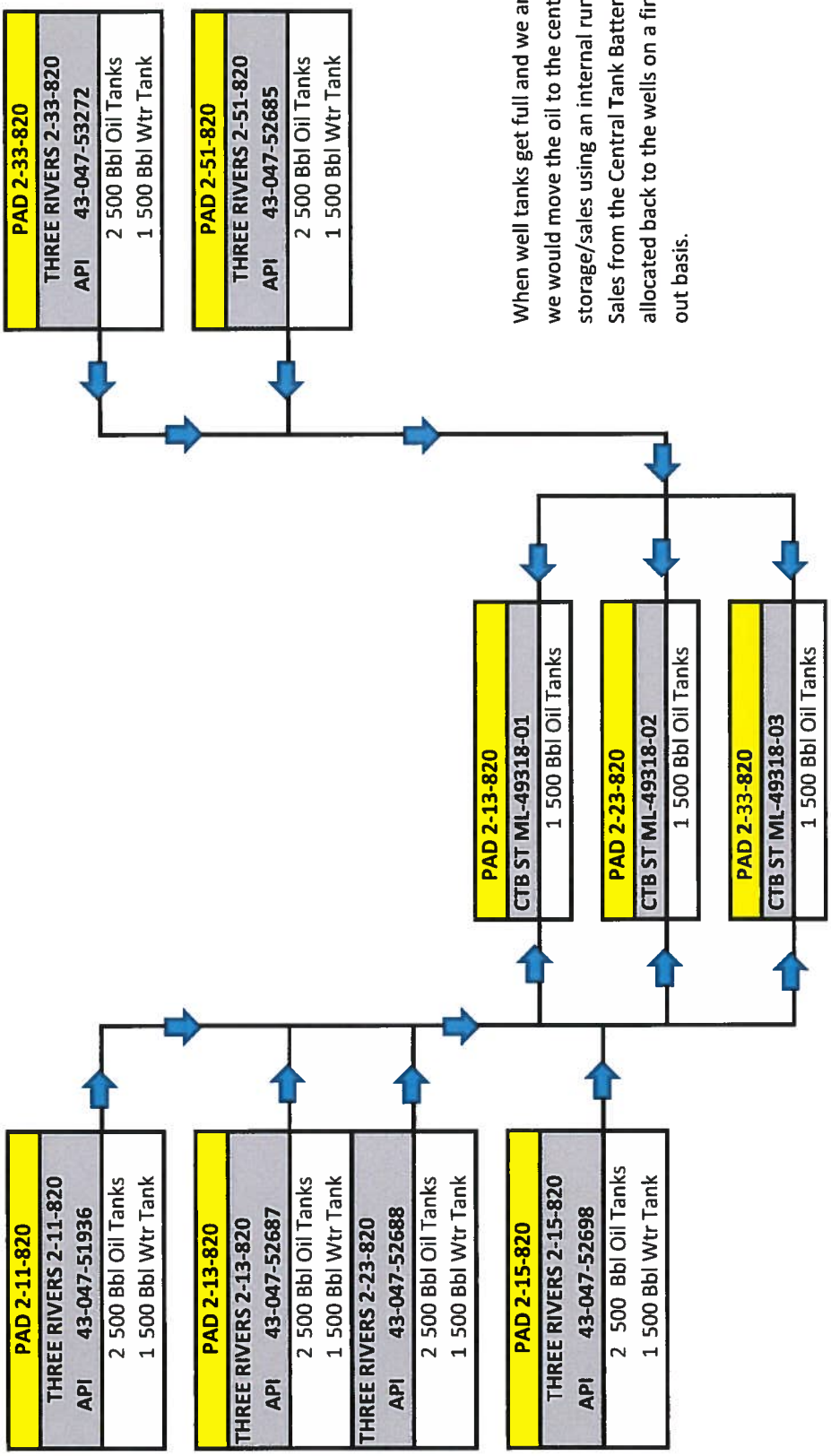
- When oil is transferred to the central tank battery from a well location, the volume will appear on Form 11 (Monthly Disposition Report) as transported volume for the applicable entity location.
- A Form 12 (Transfer of Oil) for the volume going to the CTB will be prepared with any applicable internal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

EFFECTIVE DATE: October 1, 2013

NAME: THREE RIVERS CTB ST ML-49318

DESC: THREE RIVERS WELLS IN SECTION 2 OF TWNSHP 8S-RNG 20E THAT CAN FLOW TO CENTRAL TANK BATTERY BASED ON COMMON INTEREST/LEASE NO

LEASE: STATE LEASE ML-49318



API Well Number: 43047532730000

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

PBTVD 6909'
BHL@TD: 2113 FSL
1927 FEL

AMENDED REPORT ☐ (highlight changes)

FORM 8

WELL COMPLETION OR RECOMPLETION REPORT AND LOG

5. LEASE DESIGNATION AND SERIAL NUMBER: ML-49318

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

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

7. UNIT or CA AGREEMENT NAME:

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

8. WELL NAME and NUMBER: Three Rivers 2-33-820

2. NAME OF OPERATOR: Axia Energy, LLC.

9. API NUMBER: 4304753273

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: SWNE 2569' FNL & 2107' FEL
AT TOP PRODUCING INTERVAL REPORTED BELOW: NWSE 2113' FSL & 1927' FEL
AT TOTAL DEPTH: NWSE 2172' FSL & 1948' FEL

11. QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: SWNE 2 08S 20E S

12. COUNTY: UNITAH

13. STATE: UTAH

14. DATE SPUDDED: 3/7/2013

15. DATE T.D. REACHED: 4/12/2013

16. DATE COMPLETED: 5/12/2013 ABANDONED ☐ READY TO PRODUCE ☑

17. ELEVATIONS (DF, RKB, RT, GL): 4798' GL / 4815' KB

18. TOTAL DEPTH: MD 7,030 TVD 6,981

19. PLUG BACK T.D.: MD 6,959 TVD 6,913

20. IF MULTIPLE COMPLETIONS, HOW MANY? *

21. DEPTH BRIDGE PLUG SET: MD TVD

22. TYPE ELECTRIC AND OTHER MECHANICAL LOGS RUN (Submit copy of each)
SD-DSN-ACTR, Mud Log, CBL

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

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

HOLE SIZE	SIZE/GRADE	WEIGHT (#/ft.)	TOP (MD)	BOTTOM (MD)	STAGE CEMENTER DEPTH	CEMENT TYPE & NO. OF SACKS	SLURRY VOLUME (BBL)	CEMENT TOP **	AMOUNT PULLED
24	16		0	65		G 90	20	0	
12-1/4	8-5/8 J-55	24	0	1,482		G 560	78	0 CIR	
7-3/4	5-1/2 J-55	17	0	7,006		G 420	198	2218 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	4,500							

26. PRODUCING INTERVALS / 27. PERFORATION RECORD

FORMATION NAME	TOP (MD)	BOTTOM (MD)	TOP (TVD)	BOTTOM (TVD)	INTERVAL (Top/Bot - MD)	SIZE	NO. HOLES	PERFORATION STATUS
(A) Green River	2,859	6,690	2,852	6,624	4,993 6,672	.35	201	Open ☑ Squeezed ☐
(B)								Open ☐ Squeezed ☐
(C)								Open ☐ Squeezed ☐
(D)								Open ☐ Squeezed ☐

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

WAS WELL HYDRAULICALLY FRACTURED? YES ☐ NO ☐ IF YES -- DATE FRACTURED:

DEPTH INTERVAL	AMOUNT AND TYPE OF MATERIAL
4,993' TO 6,672'	Green River Hybrid Frac - 26,454 bbls slurry, 1,068,802 gal fluid & 829,900# 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:

30. WELL STATUS: Prod

(5/2013)

(CONTINUED ON BACK)

RECEIVED: Jul. 29, 2013

31. INITIAL PRODUCTION

INTERVAL A (As shown in Item #26)

DATE FIRST PRODUCED:	TEST DATE:	HOURS TESTED:	TEST PRODUCTION RATES: →	OIL – BBL:	GAS – MCF:	WATER – BBL:	PROD. METHOD:
5/12/2013	6/1/2013	24		164	107	183	Pumping

CHOKE SIZE:	TBG. PRESS.	CSG. PRESS.	API GRAVITY	BTU – GAS	GAS/OIL RATIO	24 HR PRODUCTION RATES: →	OIL – BBL:	GAS – MCF:	WATER – BBL:	INTERVAL STATUS:
48	40	40	31.00		652		164	107	183	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.)

SOLD

33. SUMMARY OF POROUS ZONES (Include Aquifers):

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

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

34. FORMATION (Log) MARKERS:

Name	Top (Measured Depth)
Green River	2,859
Garden Gluch	4,807
Uteland Butte	6,497
Wasatch	6,690

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 7/29/2013

This report must be submitted within 30 days of

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

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

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

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

Phone: 801-538-5340

Fax: 801-359-3940

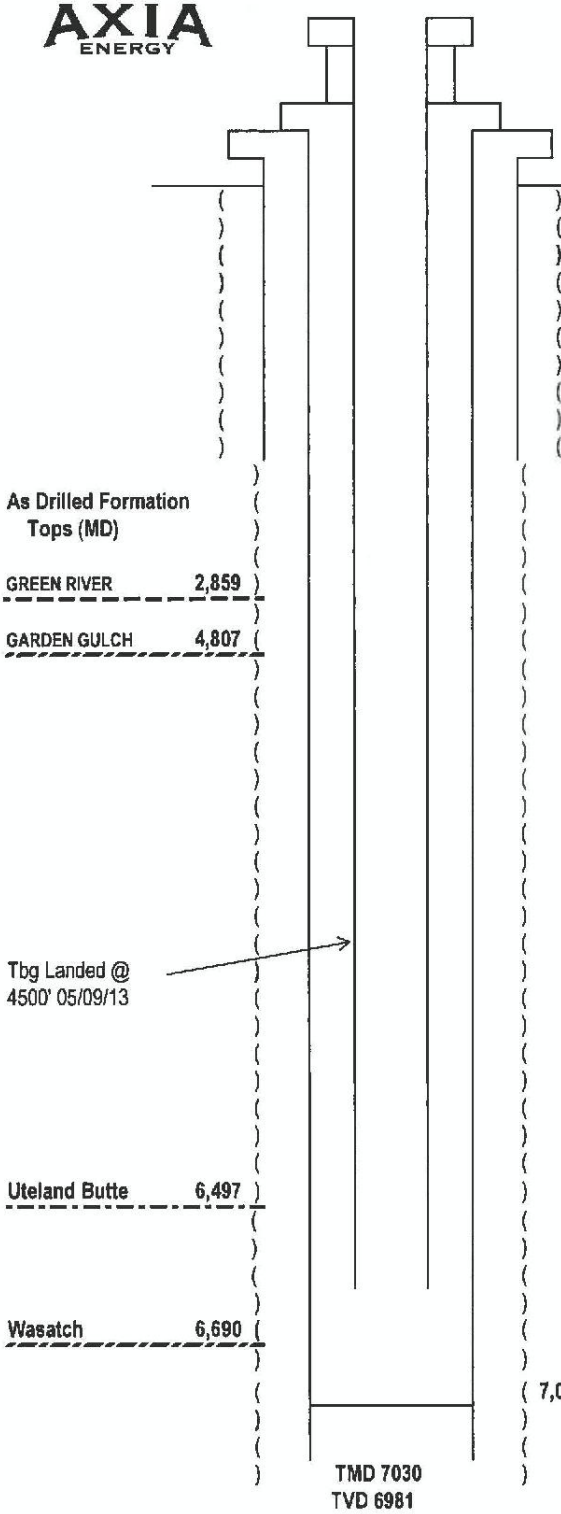
(5/2013)

RECEIVED: Jul. 29, 2013

WELLBORE DIAGRAM (after completion)

AXIA ENERGY

Company:	Axia Energy, LLC
Lease Name:	Three Rivers 02-33-820
Surface Location:	SWNE Sec 02-T8S-R20E, 2569' FNL & 2107' FEL
Bottom Hole Location:	NWSE Sec 02-T8S-R20E, 2113' FSL & 1927' FEL
County:	Uintah, UT
Date:	7/29/2013



KB 4,815'

GL 4,798'

DRILLED 24" HOLE TO 65' - SET 16" CONDUCTOR
Cemented with 90 sxs to surface 03-06-2013

DRILLED 12-1/4" HOLE TO 1502'
1485 **SURF CSG - 8-5/8" 24# J-55 ST&C (36 jts) Set 03/27/13**
Cement: 560 sxs Class "G" to surface

As Drilled Formation Tops (MD)

GREEN RIVER 2,859

GARDEN GULCH 4,807

Tbg Landed @ 4500' 05/09/13

Uteland Butte 6,497

Wasatch 6,690

TOC 2218'

STAGE 6					
	4993 #	5241	Green River	3 spf	24 Holes
	Frac - Hybrid (slickwater/gel)				
	3497 bbls slurry, 142,793 gal fluid, & 116,640# 20/40 Premium White				
STAGE 5					
	5290	5548	Green River	3 spf	27 Holes
	Frac - Hybrid (slickwater/gel)				
	2196 bbls slurry, 89,196 gal fluid, & 66,660# 20/40 Premium White				
STAGE 4					
	5664	5919	Green River	3 spf	39 Holes
	Frac - Hybrid (slickwater/gel)				
	4212 bbls slurry, 168,657 gal fluid, & 145,500# 20/40 Premium White				
STAGE 3					
	5972	5243	Green River	3 spf	39 Holes
	Frac - Hybrid (slickwater/gel)				
	6730 bbls slurry, 272,708 gal fluid & 207,100# 20/40 Premium White				
STAGE 2					
	6292	6485	Green River	3 spf	36 Holes
	Frac - Hybrid (slickwater/gel)				
	4427 bbls slurry, 179,278 gal fluid & 149,200# 20/40 Premium White				
STAGE 1					
	6507	6672	Green River	3 spf	36 Holes
	Frac - Hybrid (slickwater/gel)				
	5392 bbls slurry, 216,170 gal fluid, 144,800# 20/40 Premium White				

DRILLED 7-3/4" HOLE TO ' 6,915' TMD
7,006' **PROD CSG - 5 1/2" 17# J-55 LT&C (158 jts) Set @ 7006' 11/01/12**
Cemented with 420 sxs Premium Lite

TMD 7030
TVD 6981

RECEIVED: Jul. 29, 2013

Bighorn Directional Incorporated

Job Number: 4052013
Company: Axia Energy
Lease/Well: Three Rivers 2-33-820
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: 10.89
Grid Convergence: 1.19527 E
Date: Friday, April 12, 2013

Calculated by HawkEye Software
Minimum Curvature Method
Vertical Section Plane 163.48°
Northing (US ft): 7229595.11 Easting (US ft): 2162011.00
Latitude: 40°09'7.8200" N Longitude: -109°38'1.6900" W
Well Location: 2569 FNL, 2107 FEL, Section 2, T8S, R20E, Meridian 26, Uintah County, UT
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
1539.00	0.30	259.70	1538.99	-0.72	-3.96	-0.44	0.02
1582.00	0.40	195.90	1581.99	-0.88	-4.12	-0.32	0.88
1635.00	2.50	162.30	1634.97	-2.16	-3.82	0.99	4.11
1677.00	4.20	160.70	1676.90	-4.49	-3.03	3.44	4.05
1720.00	3.70	166.60	1719.80	-7.32	-2.19	6.40	1.50
1763.00	3.90	165.00	1762.70	-10.09	-1.49	9.25	0.53
1806.00	5.00	171.60	1805.57	-13.35	-0.83	12.56	2.82
1848.00	6.30	165.70	1847.37	-17.40	0.00	16.68	3.39
1891.00	8.20	167.30	1890.02	-22.67	1.26	22.10	4.44
1934.00	9.10	166.60	1932.53	-28.97	2.72	28.55	2.11
1976.00	8.80	167.70	1974.02	-35.34	4.18	35.07	0.82
2019.00	8.60	166.80	2016.53	-41.69	5.61	41.56	0.56
2062.00	9.30	158.90	2059.00	-48.06	7.60	48.24	3.29
2105.00	10.90	155.30	2101.34	-55.00	10.55	55.72	4.00
2147.00	12.00	155.30	2142.50	-62.57	14.03	63.98	2.62
2190.00	12.10	154.80	2184.55	-70.71	17.82	72.86	0.34
2233.00	12.00	153.50	2226.61	-78.79	21.73	81.71	0.67
2275.00	11.90	152.40	2267.70	-86.53	25.68	90.26	0.59
2318.00	12.10	153.80	2309.76	-94.51	29.73	99.06	0.82
2361.00	12.00	158.60	2351.81	-102.71	33.35	107.95	2.34
2403.00	12.10	157.70	2392.88	-110.85	36.61	116.68	0.51
2446.00	12.00	156.20	2434.94	-119.11	40.13	125.60	0.76
2488.00	12.10	159.90	2476.01	-127.24	43.40	134.33	1.85
2531.00	12.10	160.60	2518.06	-135.72	46.45	143.33	0.34
2574.00	12.40	164.40	2560.08	-144.42	49.19	152.44	2.00
2617.00	12.50	163.70	2602.07	-153.33	51.73	161.71	0.42
2659.00	12.00	161.50	2643.11	-161.83	54.39	170.62	1.63
2702.00	11.80	161.50	2685.19	-170.24	57.21	179.48	0.47
2745.00	11.30	160.70	2727.32	-178.39	60.00	188.08	1.22
2787.00	11.20	161.20	2768.51	-186.13	62.67	196.27	0.33
2830.00	11.00	164.60	2810.71	-194.04	65.11	204.55	1.59
2873.00	10.30	166.20	2852.96	-201.73	67.11	212.49	1.77
2916.00	9.80	163.30	2895.30	-208.97	69.08	219.99	1.65
2959.00	8.90	161.10	2937.73	-215.62	71.21	226.97	2.25
3001.00	8.10	161.40	2979.27	-221.50	73.21	233.17	1.91
3044.00	8.30	164.40	3021.83	-227.36	75.01	239.30	1.10
3086.00	8.60	167.20	3063.38	-233.34	76.52	245.47	1.21
3129.00	9.70	168.80	3105.83	-240.03	77.93	252.28	2.63
3172.00	9.70	169.60	3148.21	-247.15	79.29	259.49	0.31
3214.00	10.50	164.90	3189.56	-254.32	80.93	266.84	2.73
3257.00	11.90	164.40	3231.74	-262.38	83.14	275.19	3.26

RECEIVED: Jul. 29, 2013

Measured Depth (Ft)	INC Deg	AZM Deg	TVD (Ft)	NS (Ft)	EW (Ft)	VS (Ft)	DLS °/100Ft
3300.00	11.70	162.70	3273.83	-270.81	85.63	283.98	0.93
3342.00	12.00	159.80	3314.94	-278.97	88.40	292.59	1.59
3385.00	12.50	157.30	3356.96	-287.46	91.74	301.68	1.69
3428.00	11.60	154.80	3399.01	-295.67	95.38	310.58	2.42
3470.00	11.30	153.40	3440.18	-303.17	99.02	318.81	0.97
3513.00	11.30	157.00	3482.34	-310.81	102.55	327.14	1.64
3556.00	12.20	159.70	3524.44	-318.95	105.77	335.86	2.45
3599.00	13.10	160.10	3566.40	-327.79	109.01	345.26	2.10
3641.00	13.70	162.00	3607.26	-337.00	112.17	354.98	1.77
3684.00	13.40	160.40	3649.06	-346.54	115.41	365.05	1.12
3727.00	12.20	156.80	3690.99	-355.41	118.87	374.54	3.35
3769.00	11.10	152.50	3732.13	-363.07	122.49	382.91	3.34
3812.00	10.80	153.00	3774.34	-370.33	126.23	390.94	0.73
3855.00	11.30	157.50	3816.55	-377.82	129.67	399.09	2.32
3898.00	11.80	157.20	3858.67	-385.76	132.98	407.65	1.17
3940.00	11.30	157.50	3899.82	-393.52	136.22	416.01	1.20
3983.00	11.20	163.80	3942.00	-401.42	139.00	424.38	2.87
4026.00	10.90	159.70	3984.20	-409.25	141.58	432.61	1.96
4069.00	10.00	167.70	4026.49	-416.71	143.78	440.39	3.97
4111.00	9.30	167.20	4067.90	-423.58	145.31	447.42	1.68
4154.00	9.20	166.80	4110.34	-430.32	146.87	454.31	0.28
4197.00	9.00	165.50	4152.80	-436.92	148.49	461.11	0.67
4239.00	8.30	164.00	4194.32	-443.01	150.15	467.42	1.75
4282.00	7.90	163.50	4236.89	-448.83	151.85	473.48	0.94
4325.00	7.60	159.60	4279.50	-454.33	153.68	479.27	1.41
4368.00	7.50	160.40	4322.12	-459.64	155.61	484.91	0.34
4410.00	7.00	157.90	4363.79	-464.59	157.49	490.20	1.41
4453.00	7.00	160.40	4406.47	-469.49	159.36	495.42	0.71
4496.00	6.20	163.00	4449.18	-474.18	160.91	500.36	1.99
4538.00	5.20	168.20	4490.98	-478.21	161.97	504.52	2.68
4581.00	4.80	177.80	4533.81	-481.91	162.43	508.21	2.15
4624.00	5.00	180.70	4576.66	-485.58	162.48	511.74	0.74
4667.00	4.80	176.10	4619.50	-489.25	162.58	515.29	1.02
4709.00	3.60	181.40	4661.38	-492.33	162.67	518.26	3.00
4752.00	2.60	191.80	4704.32	-494.63	162.43	520.40	2.66
4795.00	2.80	196.20	4747.27	-496.59	161.94	522.14	0.67
4837.00	2.20	207.90	4789.23	-498.29	161.28	523.58	1.87
4880.00	1.80	214.70	4832.21	-499.57	160.51	524.59	1.08
4923.00	1.90	209.70	4875.19	-500.75	159.77	525.51	0.44
4966.00	1.80	201.50	4918.16	-502.00	159.17	526.53	0.66
5007.00	2.00	196.00	4959.14	-503.28	158.74	527.65	0.66
5050.00	2.60	192.60	5002.11	-504.96	158.32	529.13	1.43
5092.00	1.80	177.10	5044.07	-506.55	158.14	530.60	2.36
5135.00	2.10	159.80	5087.05	-507.96	158.45	532.05	1.53
5178.00	1.10	147.20	5130.03	-509.05	158.94	533.23	2.45
5221.00	1.50	166.20	5173.02	-509.94	159.30	534.19	1.36
5263.00	1.10	175.50	5215.01	-510.87	159.46	535.13	1.07
5306.00	0.80	154.40	5258.01	-511.56	159.63	535.83	1.06
5349.00	1.30	172.00	5301.00	-512.31	159.82	536.61	1.37
5392.00	1.30	172.90	5343.99	-513.28	159.95	537.57	0.05
5434.00	1.20	170.60	5385.98	-514.18	160.08	538.48	0.27
5477.00	0.40	182.80	5428.97	-514.78	160.15	539.07	1.89
5520.00	1.00	171.10	5471.97	-515.30	160.20	539.58	1.43
5562.00	0.80	143.20	5513.96	-515.90	160.43	540.22	1.13
5605.00	0.90	179.60	5556.96	-516.47	160.61	540.83	1.25
5648.00	0.90	166.80	5599.95	-517.14	160.69	541.49	0.47

RECEIVED: Jul. 29, 2013

Measured Depth (Ft)	INC Deg	AZM Deg	TVD (Ft)	NS (Ft)	EW (Ft)	VS (Ft)	DLS °/100Ft
5690.00	1.50	179.40	5641.95	-518.01	160.78	542.34	1.55
5733.00	1.10	169.30	5684.93	-518.98	160.86	543.30	1.07
5776.00	1.20	172.00	5727.93	-519.83	161.00	544.15	0.26
5818.00	1.30	159.70	5769.92	-520.71	161.22	545.06	0.68
5861.00	1.40	156.00	5812.90	-521.65	161.61	546.07	0.31
5904.00	1.60	174.50	5855.89	-522.73	161.88	547.18	1.21
5947.00	1.80	154.50	5898.87	-523.94	162.23	548.44	1.45
5989.00	1.50	165.80	5940.85	-525.06	162.64	549.64	1.05
6032.00	1.60	161.40	5983.84	-526.18	162.97	550.80	0.36
6075.00	2.10	162.50	6026.81	-527.50	163.40	552.19	1.17
6117.00	1.70	153.70	6068.79	-528.79	163.91	553.57	1.18
6160.00	2.40	157.80	6111.76	-530.20	164.53	555.10	1.66
6203.00	2.40	163.00	6154.73	-531.89	165.14	556.89	0.51
6246.00	1.80	153.70	6197.70	-533.36	165.70	558.46	1.60
6288.00	2.20	151.60	6239.67	-534.66	166.37	559.90	0.97
6331.00	2.40	155.20	6282.64	-536.20	167.14	561.59	0.57
6374.00	2.10	154.10	6325.60	-537.73	167.87	563.26	0.70
6416.00	2.50	160.10	6367.57	-539.28	168.51	564.94	1.11
6459.00	2.30	166.70	6410.53	-541.00	169.03	566.73	0.79
6502.00	2.40	150.70	6453.50	-542.63	169.67	568.47	1.54
6544.00	2.60	151.10	6495.46	-544.23	170.56	570.26	0.48
6587.00	2.40	156.80	6538.42	-545.91	171.39	572.11	0.74
6630.00	2.30	145.40	6581.38	-547.45	172.23	573.82	1.11
6673.00	2.20	155.30	6624.35	-548.91	173.07	575.46	0.93
6716.00	2.20	152.80	6667.32	-550.39	173.79	577.09	0.22
6758.00	2.20	155.40	6709.28	-551.84	174.49	578.68	0.24
6801.00	2.60	145.10	6752.25	-553.39	175.40	580.42	1.36
6844.00	2.20	150.00	6795.21	-554.91	176.37	582.15	1.04
6886.00	2.50	159.00	6837.17	-556.46	177.10	583.85	1.13
6929.00	2.50	158.40	6880.13	-558.21	177.78	585.72	0.06
6972.00	2.50	145.10	6923.09	-559.85	178.66	587.54	1.35
Projection To TD							
7030.00	2.50	145.10	6981.04	-561.92	180.11	589.94	0.00

RECEIVED: Jul. 29, 2013

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

FORM 9

5.LEASE DESIGNATION AND SERIAL NUMBER: ML-49318

SUNDRY NOTICES AND REPORTS ON WELLS

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

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL
Oil Well

8. WELL NAME and NUMBER:
Three Rivers 2-33-820

2. NAME OF OPERATOR:
ULTRA RESOURCES INC

9. API NUMBER:
43047532730000

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

PHONE NUMBER:
303 645-9810 Ext

9. FIELD and POOL or WILDCAT:
THREE RIVERS

4. LOCATION OF WELL
FOOTAGES AT SURFACE:
2569 FNL 2107 FEL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
Qtr/Qtr: SWNE Section: 02 Township: 08.0S Range: 20.0E Meridian: S

COUNTY:
UINTAH

STATE:
UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
☐ NOTICE OF INTENT Approximate date work will start:	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
☑ SUBSEQUENT REPORT Date of Work Completion: 3/7/2013	☑ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
☐ SPUD REPORT Date of Spud:	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
☐ DRILLING REPORT Report Date:	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

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

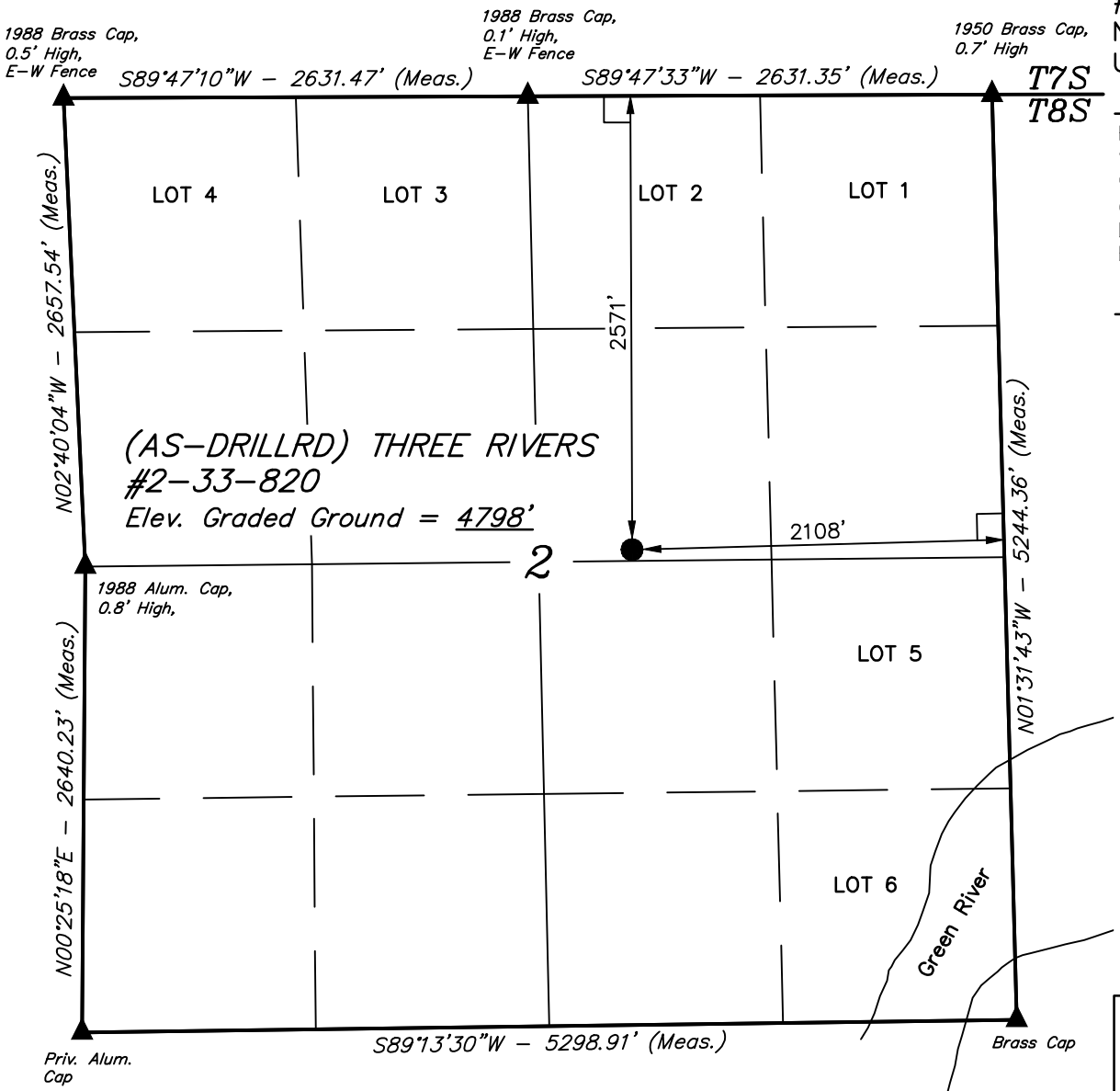
Ultra requests to update the SHL per As-Drilled plat attached.

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

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

RECEIVED: Mar. 17, 2014

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



ULTRA RESOURCES, INC.

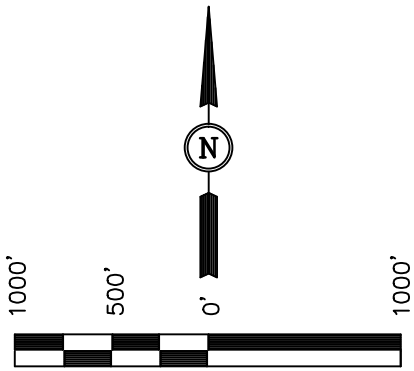
Well location, (AS-DRILLED) THREE RIVERS #2-33-820, located as shown in the SW 1/4 of NE 1/4 of Section 2, T8S, R20E, S.L.B.&M., UINTAH County, Utah.

BASIS OF ELEVATION

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

BASIS OF BEARINGS

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



SCALE

CERTIFICATE

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

REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH

REGISTERED LAND SURVEYOR No. 161319 STATE OF UTAH 02-03-14

LEGEND:

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

NAD 83 (AS-DRILLED SURFACE LOCATION)	
LATITUDE	= 40°09'07.63" (40.152119)
LONGITUDE	= 109°38'01.77" (109.633825)
NAD 27 (AS-DRILLED SURFACE LOCATION)	
LATITUDE	= 40°09'07.76" (40.152156)
LONGITUDE	= 109°37'59.28" (109.633133)

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

SCALE: 1" = 1000'	DATE SURVEYED: 01-28-14	DATE DRAWN: 02-01-14
PARTY: C.A. J.F. E.C.	REFERENCES: G.L.O. PLAT	
WEATHER: COLD	FILE: ULTRA RESOURCES, INC.	

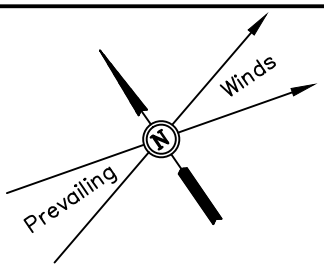
RECEIVED: Mar. 17, 2014

ULTRA RESOURCES, INC.

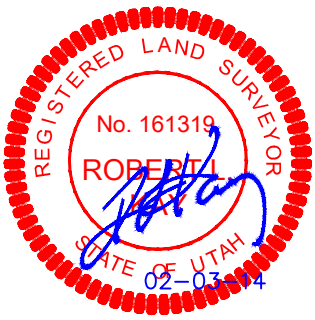
AS-BUILT SITE PLAN FOR

THREE RIVERS FEDERAL #2-33-820
SECTION 2, T8S, R20E, S.L.B.&M.
2571' FNL 2108' FEL

FIGURE #1



SCALE: 1" = 60'
DATE: 02-01-14
DRAWN BY: E.C.



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

RECEIVED: Mar. 17, 2014