

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 2-32-820								
2. TYPE OF WORK DRILL NEW WELL <input checked="" type="checkbox"/> REENTER P&A WELL <input type="checkbox"/> DEEPEN WELL <input type="checkbox"/>						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 <input type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input checked="" type="checkbox"/> FEE <input type="checkbox"/>			12. SURFACE OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input checked="" type="checkbox"/> FEE <input type="checkbox"/>			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 <input type="checkbox"/> (Submit Commingling Application) NO <input checked="" type="checkbox"/>			19. SLANT VERTICAL <input type="checkbox"/> DIRECTIONAL <input checked="" type="checkbox"/> HORIZONTAL <input type="checkbox"/>								
20. LOCATION OF WELL		FOOTAGES		QTR-QTR	SECTION	TOWNSHIP	RANGE	MERIDIAN						
LOCATION AT SURFACE		2556 FNL 2098 FEL		SWNE	2	8.0 S	20.0 E	S						
Top of Uppermost Producing Zone		1980 FNL 1980 FEL		SWNE	2	8.0 S	20.0 E	S						
At Total Depth		1980 FNL 1980 FEL		SWNE	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								
27. ELEVATION - GROUND LEVEL 4799			25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 16			26. PROPOSED DEPTH MD: 7313 TVD: 7313								
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 - 7313	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														
<input checked="" type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER						<input checked="" type="checkbox"/> COMPLETE DRILLING PLAN								
<input type="checkbox"/> AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)						<input type="checkbox"/> FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER								
<input checked="" type="checkbox"/> DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)						<input checked="" type="checkbox"/> TOPOGRAPHICAL MAP								
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 43047532740000				APPROVAL  Permit Manager										

DRILLING PLAN

Axia Energy, LLC
Three Rivers Project
Three Rivers #2-32-820
SWNE Sec 2 T8S R20E
Uintah County, Utah

1. ESTIMATED FORMATION TOPS

FORMATION	TOP (TVD)	COMMENTS
Uinta	Surface	Gas & Degraded Oil; Possible Brackish H ₂ O
Green River	2,926'	Oil & Associated Gas
Lower Green River*	4,897'	Oil & Associated Gas
Wasatch*	6,746'	Oil & Associated Gas
TD	7,313' (MD) 7,246' (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 5/8	32.0	J-55	LTC	0.0609
PRODUCTION	7 7/8	7,313'	5 1/2	17.0	J-55	LTC	0.0232

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

Casing Specs

SIZE (in)	ID (in)	DRIFT DIA (in)	COLLAPSE RESISTANCE (psi)	INTERNAL YIELD (psi)	TENSILE YIELD (lbs)	JOINT STRENGTH (lbs)
8 5/8	7.921	7.796	2,530	3,930	503,000	417,000
5 1/2	4.892	4.767	4,910	5,320	272,000	273,000

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

FLOAT EQUIPMENT

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

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

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

3. CEMENT PROGRAM

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

SURFACE (8 5/8): Cement Top: Surface
Lead: 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 1/2): 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:

- 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 3,138 psi (normal pressure gradient: 0.433 psi/ft).
 - b) Estimated maximum surface pressure will be approximately 1,594 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

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

8. SURVEY & LOGGING PROGRAMS

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

9. HAZARDOUS MATERIALS

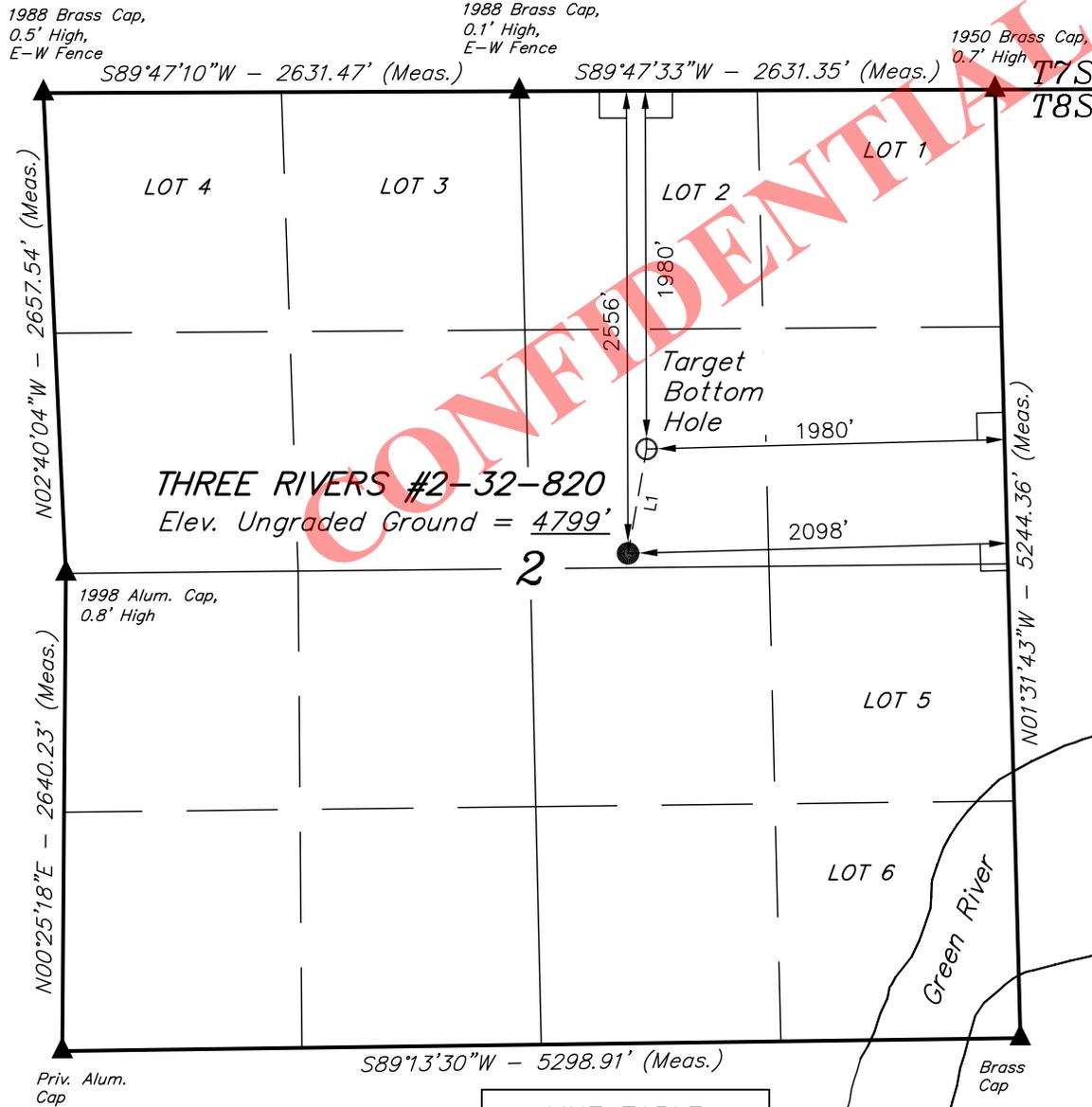
In accordance with Superfund Amendments and Reauthorization Act of 1986 (SARA) Title III, no chemicals subject to reporting in an amount equal to or greater than 10,000 pounds will be used, produced, stored, transported, or disposed of annually in association with the drilling of this well.

CONFIDENTIAL

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

AXIA ENERGY

Well location, THREE RIVERS #2-32-820, located as shown in the SW 1/4 NE 1/4 of Section 2, T8S, R20E, S.L.B.&M., Uintah County, Utah.

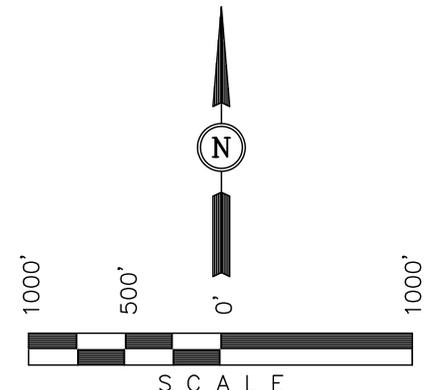


BASIS OF ELEVATION

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.

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

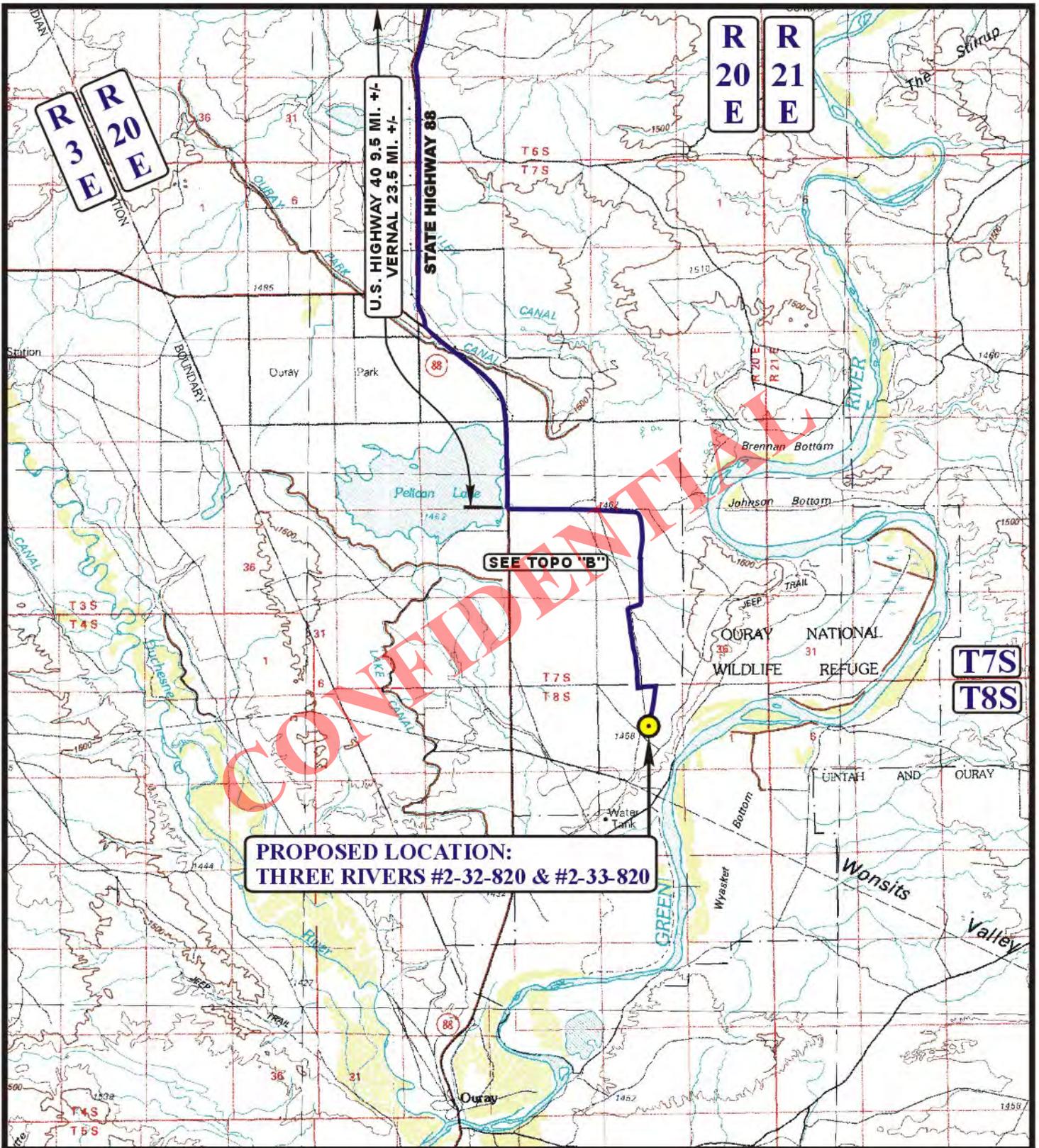
LINE TABLE		
LINE	DIRECTION	LENGTH
L1	N10°04'08"E	585.26'

LEGEND:

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

NAD 83 (TARGET BOTTOM HOLE)		NAD 83 (SURFACE LOCATION)	
LATITUDE = 40°09'13.51" (40.153753)	LONGITUDE = 109°38'00.37" (109.633436)	LATITUDE = 40°09'07.82" (40.152172)	LONGITUDE = 109°38'01.69" (109.633803)
NAD 27 (TARGET BOTTOM HOLE)		NAD 27 (SURFACE LOCATION)	
LATITUDE = 40°09'13.64" (40.153789)	LONGITUDE = 109°37'57.87" (109.632742)	LATITUDE = 40°09'07.95" (40.152208)	LONGITUDE = 109°37'59.19" (109.633108)

UINTAH ENGINEERING & LAND SURVEYING		
85 SOUTH 200 EAST - VERNAL, UTAH 84078		
(435) 789-1017		
SCALE 1" = 1000'	DATE SURVEYED: 09-04-12	DATE DRAWN: 09-05-12
PARTY B.H. R.H. Z.L.		REFERENCES G.L.O. PLAT
WEATHER HOT		FILE AXIA ENERGY



**PROPOSED LOCATION:
THREE RIVERS #2-32-820 & #2-33-820**

SEE TOPO "B"

LEGEND:

● PROPOSED LOCATION



AXIA ENERGY

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



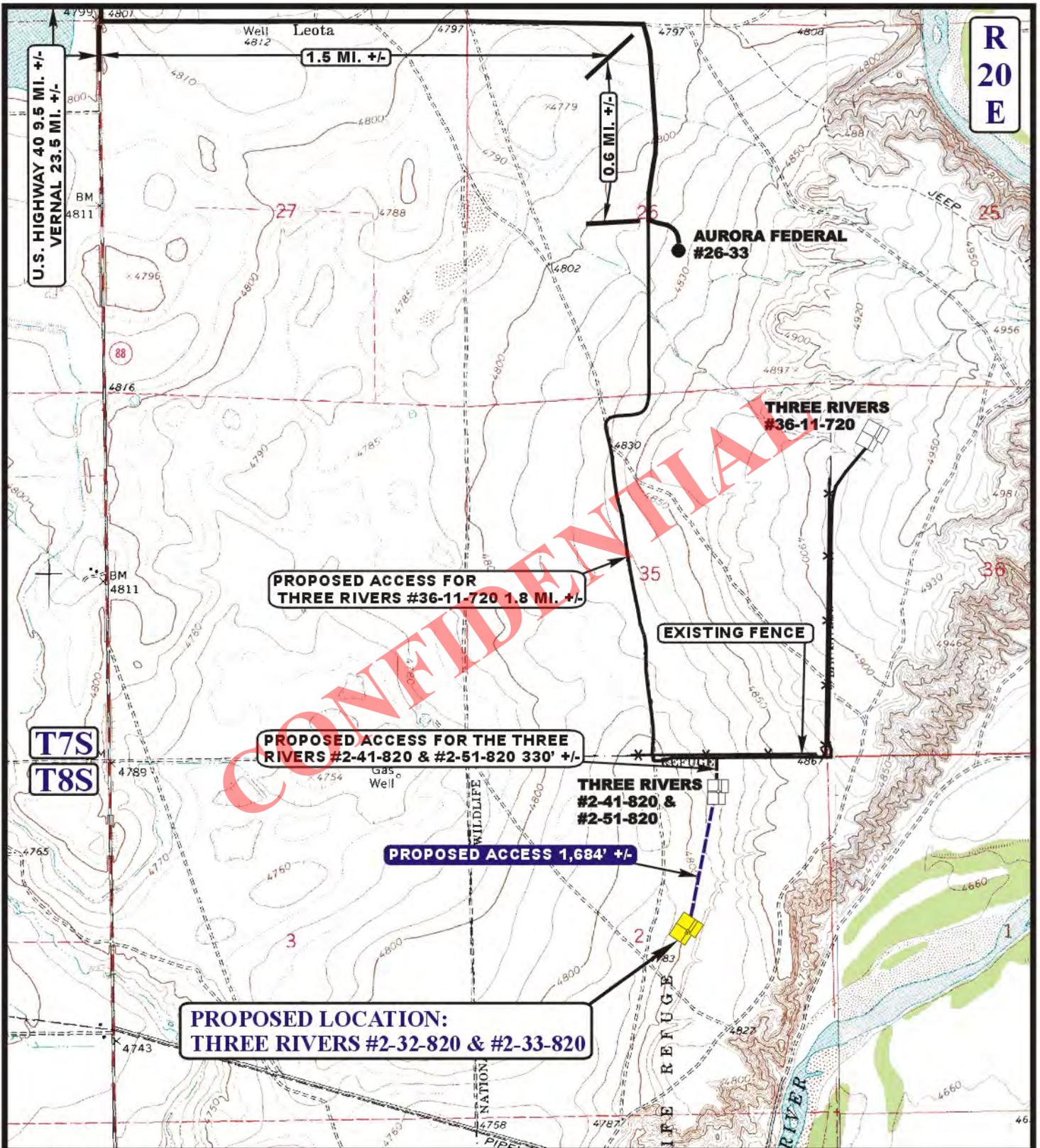
Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

**ACCESS ROAD
MAP**

09 06 12
MONTH DAY YEAR



SCALE: 1:100,000 DRAWN BY: C.I. REVISED: 00-00-00



**R
20
E**

**PROPOSED ACCESS FOR
THREE RIVERS #36-11-720 1.8 MI. +/-**

**PROPOSED ACCESS FOR THE THREE
RIVERS #2-41-820 & #2-51-820 330' +/-**

PROPOSED ACCESS 1,684' +/-

**PROPOSED LOCATION:
THREE RIVERS #2-32-820 & #2-33-820**

LEGEND:

-  EXISTING ROAD
-  PROPOSED ACCESS ROAD
-  EXISTING FENCE

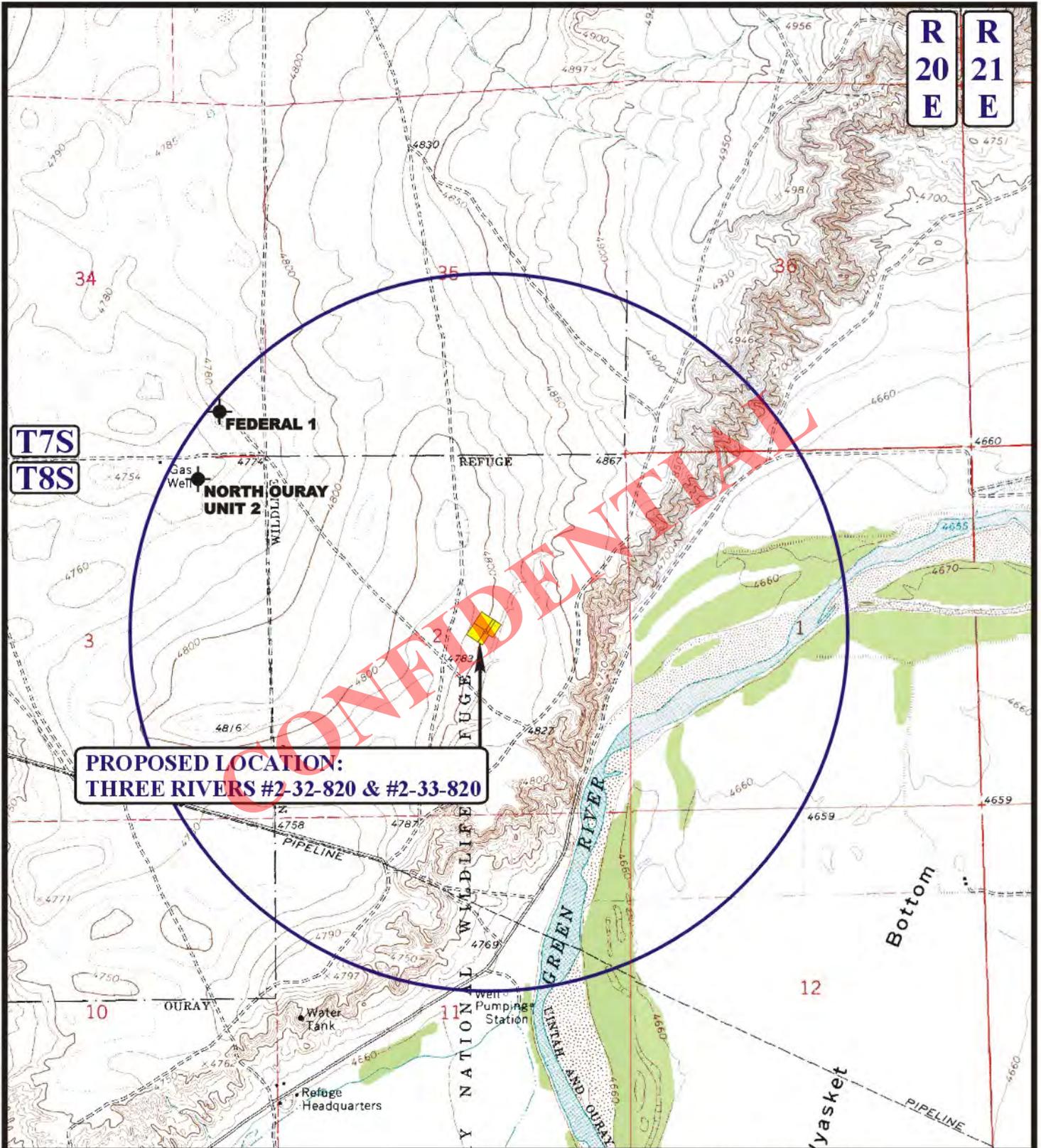


AXIA ENERGY

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

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

**ACCESS ROAD
MAP** **09 06 12**
MONTH DAY YEAR **B**
SCALE: 1" = 2000' DRAWN BY: C.I. REVISED: 00-00-00 **TOPO**



**PROPOSED LOCATION:
THREE RIVERS #2-32-820 & #2-33-820**

LEGEND:

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



AXIA ENERGY

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



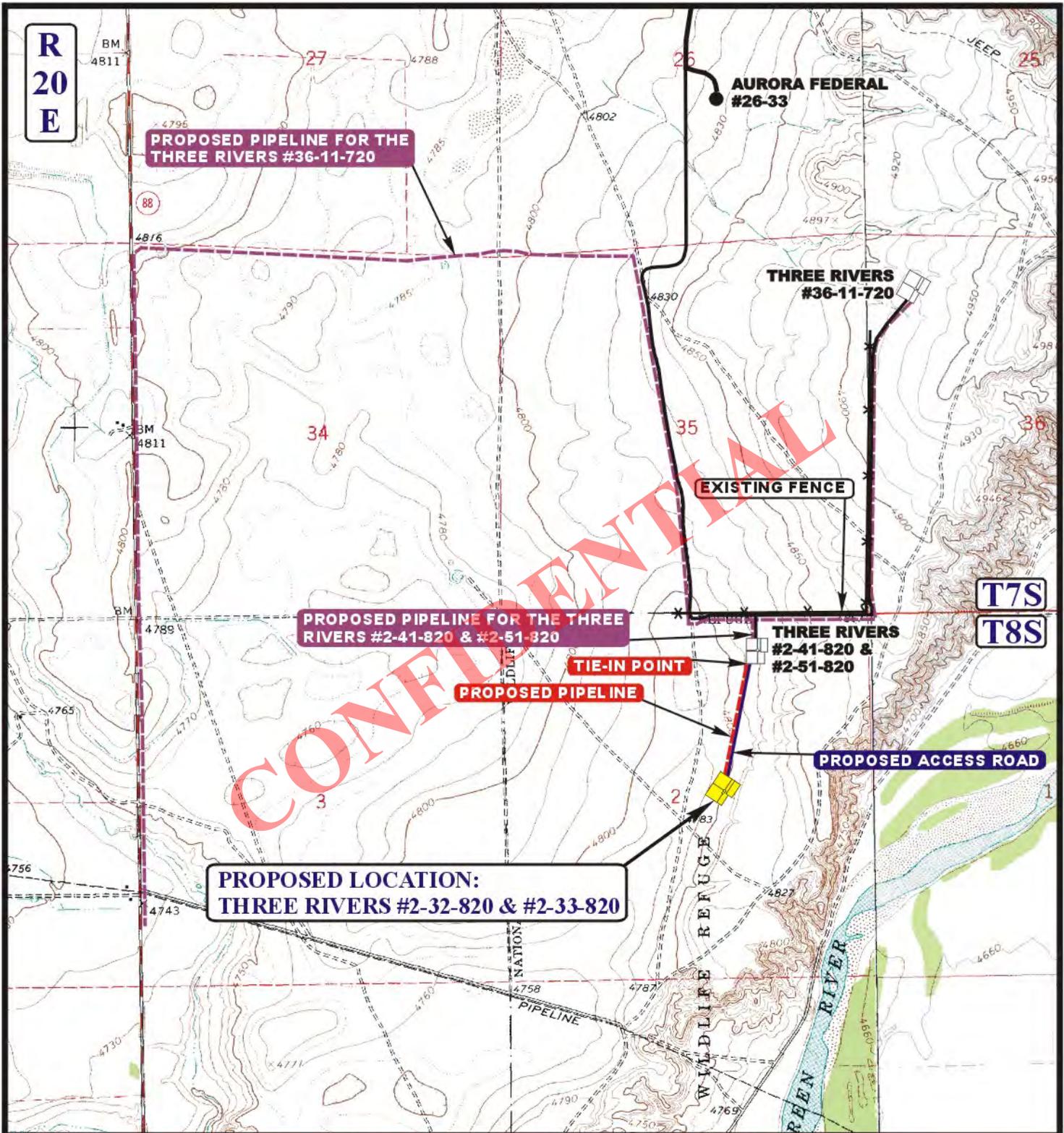
Utah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

**TOPOGRAPHIC
MAP**

09 06 12
MONTH DAY YEAR

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





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

LEGEND:

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



AXIA ENERGY

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



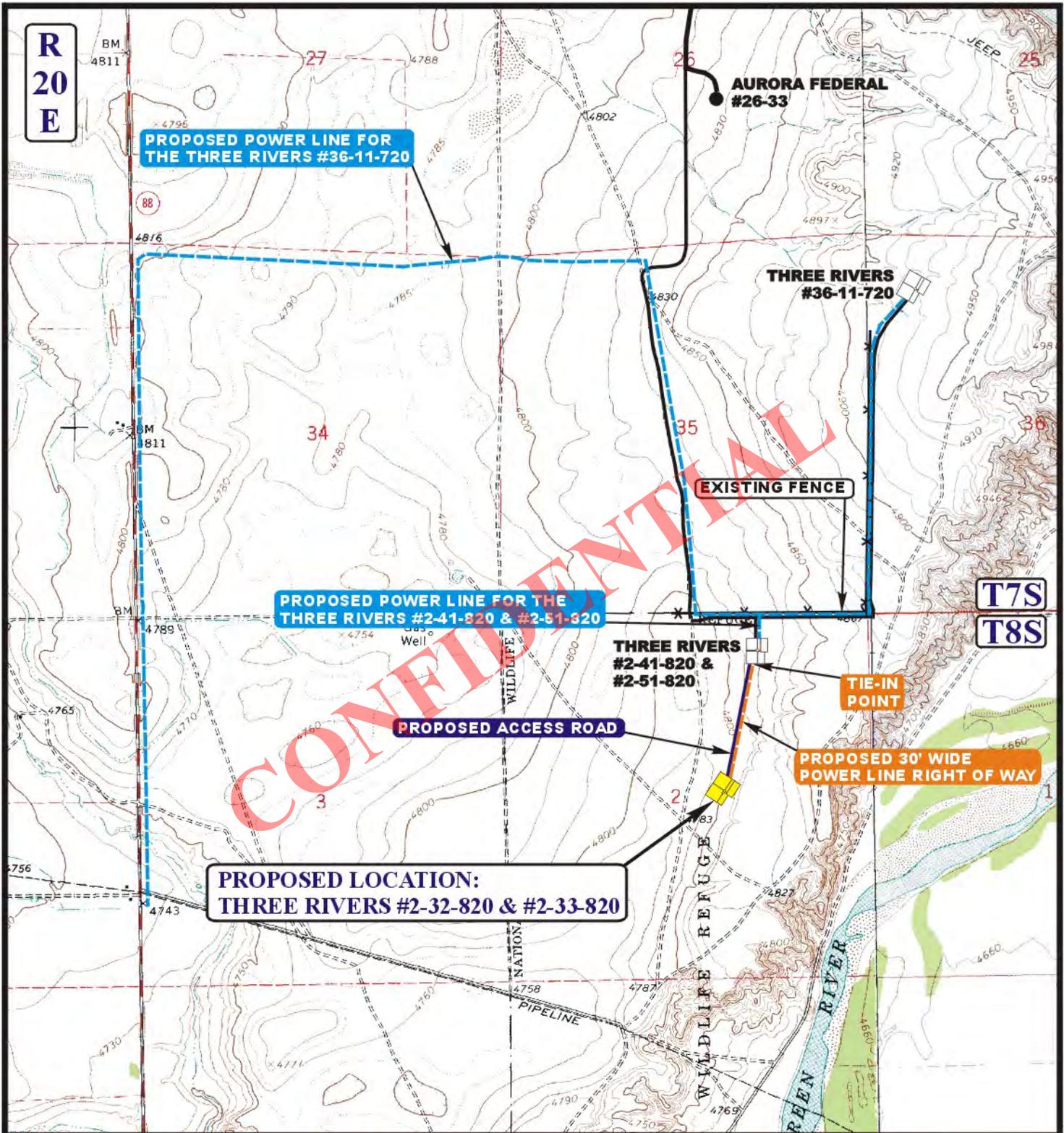
Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

**TOPOGRAPHIC
MAP**

09 06 12
MONTH DAY YEAR

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

**D
TOPO**



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

LEGEND:

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

AXIA ENERGY

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



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**TOPOGRAPHIC
MAP**

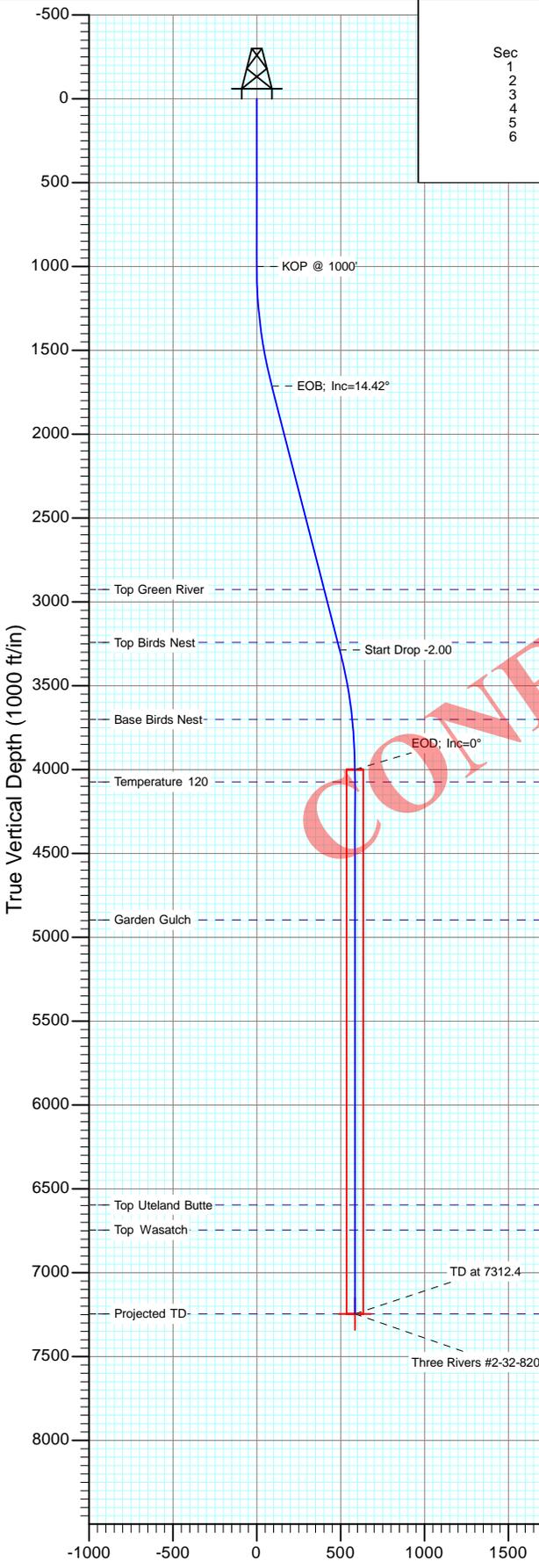
09 06 12
MONTH DAY YEAR

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

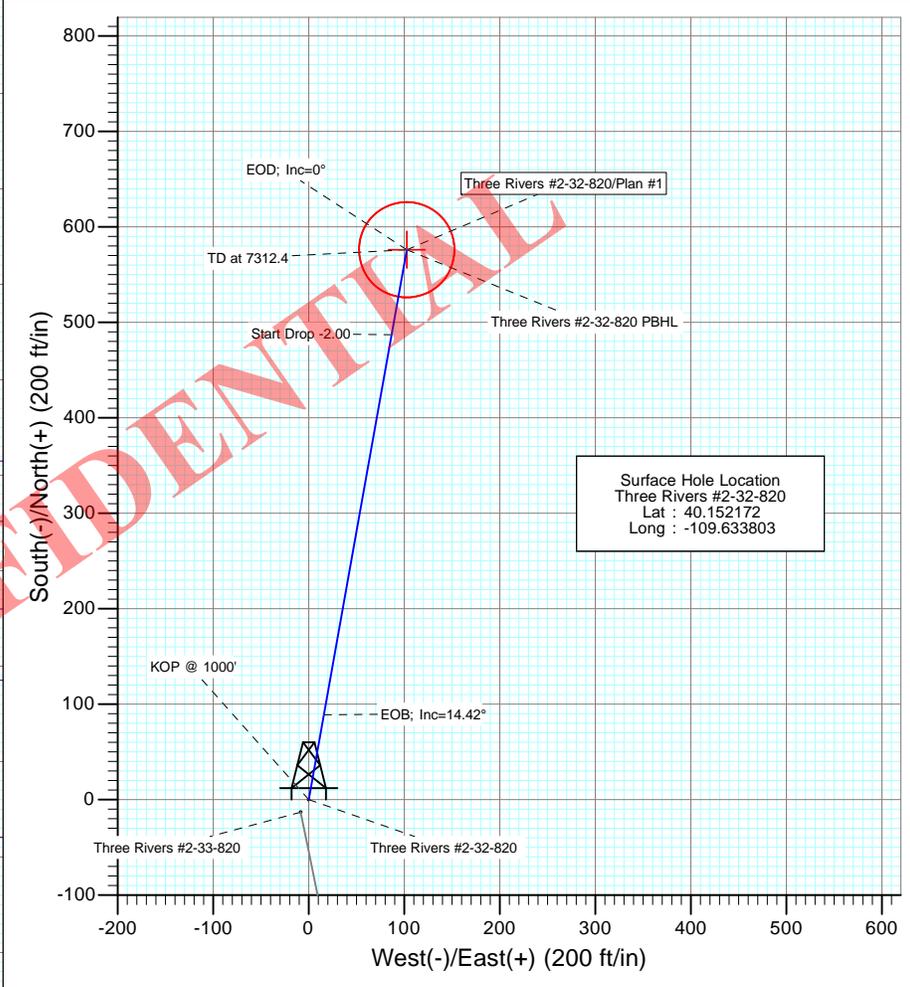


Axia Energy

Project: Uintah County, UT
 Site: SEC 2-T8S-R20E
 Well: Three Rivers #2-32-820
 Wellbore: DD
 Design: Plan #1



SECTION DETAILS										
Sec	MD	Inc	Azi	TVD	+N/-S	+E/-W	Dleg	TFace	VSec	Target
1	0.0	0.00	0.00	0.0	0.0	0.0	0.00	0.00	0.0	
2	1000.0	0.00	0.00	1000.0	0.0	0.0	0.00	0.00	0.0	
3	1721.2	14.42	10.10	1713.6	88.9	15.8	2.00	10.10	90.3	
4	3345.2	14.42	10.10	3286.4	487.1	86.8	0.00	0.00	494.8	
5	4066.4	0.00	0.00	4000.0	576.0	102.6	2.00	180.00	585.1	
6	7312.4	0.00	0.00	7246.0	576.0	102.6	0.00	0.00	585.1	Three Rivers #2-32-820 PBHL



DESIGN TARGET DETAILS						
Name	+N/-S	+E/-W	Northing	Easting	Latitude	Longitude
Three Rivers #2-32-820 PBHL	576.0	102.6	3221015.59	2162220.51	40.153753	-109.633436

FORMATION TOP DETAILS		
TVDPath	MDPath	Formation
2926.0	2973.0	Top Green River
3242.0	3299.3	Top Birds Nest
3701.0	3766.8	Base Birds Nest
4074.0	4140.4	Temperature 120
4897.0	4963.4	Garden Gulch
6596.0	6662.4	Top Uteland Butte
6746.0	6812.4	Top Wasatch
7246.0	7312.4	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 #2-32-820
 12xx: LR
 WELL @ 4814.0ft (Original Well Elev)
 Ground Elevation @ 4798.0
 North American Datum 1983
 Well Three Rivers #2-32-820, True North

Planning Report

Database:	USA EDM 5000 Multi Users DB	Local Co-ordinate Reference:	Well Three Rivers #2-32-820
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 #2-32-820	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 #2-32-820					
Well Position	+N/-S	0.0 ft	Northing:	3,220,437.47 ft	Latitude:	40.152172
	+E/-W	0.0 ft	Easting:	2,162,130.30 ft	Longitude:	-109.633803
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
	IGRF2010	9/25/2012	(°)	(°)	(nT)
			10.99	65.93	52,267

Design	Plan #1			
Audit Notes:				
Version:	Phase:	PLAN	Tie On Depth:	0.0
Vertical Section:	Depth From (TVD)	+N/-S	+E/-W	Direction
	(ft)	(ft)	(ft)	(°)
	0.0	0.0	0.0	10.10

Plan Sections										
Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)	TFO (°)	Target
0.0	0.00	0.00	0.0	0.0	0.0	0.00	0.00	0.00	0.00	
1,000.0	0.00	0.00	1,000.0	0.0	0.0	0.00	0.00	0.00	0.00	
1,721.2	14.42	10.10	1,713.6	88.9	15.8	2.00	2.00	0.00	10.10	
3,345.2	14.42	10.10	3,286.4	487.1	86.8	0.00	0.00	0.00	0.00	
4,066.4	0.00	0.00	4,000.0	576.0	102.6	2.00	-2.00	0.00	180.00	
7,312.4	0.00	0.00	7,246.0	576.0	102.6	0.00	0.00	0.00	0.00	Three Rivers #2-32-8:

Planning Report

Database:	USA EDM 5000 Multi Users DB	Local Co-ordinate Reference:	Well Three Rivers #2-32-820
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 #2-32-820	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	10.10	1,100.0	1.7	0.3	1.7	2.00	2.00	
1,200.0	4.00	10.10	1,199.8	6.9	1.2	7.0	2.00	2.00	
1,300.0	6.00	10.10	1,299.5	15.5	2.8	15.7	2.00	2.00	
1,400.0	8.00	10.10	1,398.7	27.4	4.9	27.9	2.00	2.00	
1,500.0	10.00	10.10	1,497.5	42.8	7.6	43.5	2.00	2.00	
1,600.0	12.00	10.10	1,595.6	61.6	11.0	62.6	2.00	2.00	
1,700.0	14.00	10.10	1,693.1	83.8	14.9	85.1	2.00	2.00	
1,721.2	14.42	10.10	1,713.6	88.9	15.8	90.3	2.00	2.00	EOB; Inc=14.42°
1,800.0	14.42	10.10	1,789.9	108.2	19.3	109.9	0.00	0.00	
1,900.0	14.42	10.10	1,886.8	132.7	23.6	134.8	0.00	0.00	
2,000.0	14.42	10.10	1,983.6	157.3	28.0	159.7	0.00	0.00	
2,100.0	14.42	10.10	2,080.5	181.8	32.4	184.7	0.00	0.00	
2,200.0	14.42	10.10	2,177.3	206.3	36.7	209.6	0.00	0.00	
2,300.0	14.42	10.10	2,274.2	230.8	41.1	234.5	0.00	0.00	
2,400.0	14.42	10.10	2,371.0	255.4	45.5	259.4	0.00	0.00	
2,500.0	14.42	10.10	2,467.9	279.9	49.9	284.3	0.00	0.00	
2,600.0	14.42	10.10	2,564.7	304.4	54.2	309.2	0.00	0.00	
2,700.0	14.42	10.10	2,661.6	328.9	58.6	334.1	0.00	0.00	
2,800.0	14.42	10.10	2,758.4	353.4	63.0	359.0	0.00	0.00	
2,900.0	14.42	10.10	2,855.3	378.0	67.3	383.9	0.00	0.00	
2,973.0	14.42	10.10	2,926.0	395.9	70.5	402.1	0.00	0.00	Top Green River
3,000.0	14.42	10.10	2,952.1	402.5	71.7	408.8	0.00	0.00	
3,100.0	14.42	10.10	3,048.9	427.0	76.1	433.7	0.00	0.00	
3,200.0	14.42	10.10	3,145.8	451.5	80.4	458.6	0.00	0.00	
3,299.3	14.42	10.10	3,242.0	475.9	84.8	483.4	0.00	0.00	Top Birds Nest
3,300.0	14.42	10.10	3,242.6	476.1	84.8	483.6	0.00	0.00	
3,345.2	14.42	10.10	3,286.4	487.1	86.8	494.8	0.00	0.00	Start Drop -2.00
3,400.0	13.33	10.10	3,339.6	500.1	89.1	508.0	2.00	-2.00	
3,500.0	11.33	10.10	3,437.3	521.1	92.8	529.3	2.00	-2.00	
3,600.0	9.33	10.10	3,535.7	538.8	96.0	547.2	2.00	-2.00	
3,700.0	7.33	10.10	3,634.6	553.0	98.5	561.7	2.00	-2.00	
3,766.8	5.99	10.10	3,701.0	560.6	99.9	569.5	2.00	-2.00	Base Birds Nest
3,800.0	5.33	10.10	3,734.0	563.9	100.4	572.7	2.00	-2.00	
3,900.0	3.33	10.10	3,833.7	571.3	101.8	580.3	2.00	-2.00	
4,000.0	1.33	10.10	3,933.6	575.3	102.5	584.3	2.00	-2.00	
4,066.4	0.00	0.00	4,000.0	576.0	102.6	585.1	2.00	-2.00	EOD; Inc=0°
4,100.0	0.00	0.00	4,033.6	576.0	102.6	585.1	0.00	0.00	
4,140.4	0.00	0.00	4,074.0	576.0	102.6	585.1	0.00	0.00	Temperature 120
4,200.0	0.00	0.00	4,133.6	576.0	102.6	585.1	0.00	0.00	
4,300.0	0.00	0.00	4,233.6	576.0	102.6	585.1	0.00	0.00	
4,400.0	0.00	0.00	4,333.6	576.0	102.6	585.1	0.00	0.00	

Planning Report

Database:	USA EDM 5000 Multi Users DB	Local Co-ordinate Reference:	Well Three Rivers #2-32-820
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 #2-32-820	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	4,433.6	576.0	102.6	585.1	0.00	0.00	
4,600.0	0.00	0.00	4,533.6	576.0	102.6	585.1	0.00	0.00	
4,700.0	0.00	0.00	4,633.6	576.0	102.6	585.1	0.00	0.00	
4,800.0	0.00	0.00	4,733.6	576.0	102.6	585.1	0.00	0.00	
4,900.0	0.00	0.00	4,833.6	576.0	102.6	585.1	0.00	0.00	
4,963.4	0.00	0.00	4,897.0	576.0	102.6	585.1	0.00	0.00	Garden Gulch
5,000.0	0.00	0.00	4,933.6	576.0	102.6	585.1	0.00	0.00	
5,100.0	0.00	0.00	5,033.6	576.0	102.6	585.1	0.00	0.00	
5,200.0	0.00	0.00	5,133.6	576.0	102.6	585.1	0.00	0.00	
5,300.0	0.00	0.00	5,233.6	576.0	102.6	585.1	0.00	0.00	
5,400.0	0.00	0.00	5,333.6	576.0	102.6	585.1	0.00	0.00	
5,500.0	0.00	0.00	5,433.6	576.0	102.6	585.1	0.00	0.00	
5,600.0	0.00	0.00	5,533.6	576.0	102.6	585.1	0.00	0.00	
5,700.0	0.00	0.00	5,633.6	576.0	102.6	585.1	0.00	0.00	
5,800.0	0.00	0.00	5,733.6	576.0	102.6	585.1	0.00	0.00	
5,900.0	0.00	0.00	5,833.6	576.0	102.6	585.1	0.00	0.00	
6,000.0	0.00	0.00	5,933.6	576.0	102.6	585.1	0.00	0.00	
6,100.0	0.00	0.00	6,033.6	576.0	102.6	585.1	0.00	0.00	
6,200.0	0.00	0.00	6,133.6	576.0	102.6	585.1	0.00	0.00	
6,300.0	0.00	0.00	6,233.6	576.0	102.6	585.1	0.00	0.00	
6,400.0	0.00	0.00	6,333.6	576.0	102.6	585.1	0.00	0.00	
6,500.0	0.00	0.00	6,433.6	576.0	102.6	585.1	0.00	0.00	
6,600.0	0.00	0.00	6,533.6	576.0	102.6	585.1	0.00	0.00	
6,662.4	0.00	0.00	6,596.0	576.0	102.6	585.1	0.00	0.00	Top Uteland Butte
6,700.0	0.00	0.00	6,633.6	576.0	102.6	585.1	0.00	0.00	
6,800.0	0.00	0.00	6,733.6	576.0	102.6	585.1	0.00	0.00	
6,812.4	0.00	0.00	6,746.0	576.0	102.6	585.1	0.00	0.00	Top Wasatch
6,900.0	0.00	0.00	6,833.6	576.0	102.6	585.1	0.00	0.00	
7,000.0	0.00	0.00	6,933.6	576.0	102.6	585.1	0.00	0.00	
7,100.0	0.00	0.00	7,033.6	576.0	102.6	585.1	0.00	0.00	
7,200.0	0.00	0.00	7,133.6	576.0	102.6	585.1	0.00	0.00	
7,300.0	0.00	0.00	7,233.6	576.0	102.6	585.1	0.00	0.00	
7,312.4	0.00	0.00	7,246.0	576.0	102.6	585.1	0.00	0.00	TD at 7312.4 - Projected TD - Three Rivers #2-

Targets									
Target Name	Dip Angle (°)	Dip Dir. (°)	TVD (ft)	+N/-S (ft)	+E/-W (ft)	Northing (ft)	Easting (ft)	Latitude	Longitude
Three Rivers #2-32-820 - hit/miss target - Shape - Circle (radius 50.0)	0.00	0.00	7,246.0	576.0	102.6	3,221,015.59	2,162,220.51	40.153753	-109.633436

Planning Report

Database:	USA EDM 5000 Multi Users DB	Local Co-ordinate Reference:	Well Three Rivers #2-32-820
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 #2-32-820	Survey Calculation Method:	Minimum Curvature
Wellbore:	DD		
Design:	Plan #1		

Formations					
Measured Depth (ft)	Vertical Depth (ft)	Name	Lithology	Dip (°)	Dip Direction (°)
2,973.0	2,926.0	Top Green River			
3,299.3	3,242.0	Top Birds Nest			
3,766.8	3,701.0	Base Birds Nest			
4,140.4	4,074.0	Temperature 120			
4,963.4	4,897.0	Garden Gulch			
6,662.4	6,596.0	Top Uteland Butte			
6,812.4	6,746.0	Top Wasatch			
7,312.4	7,246.0	Projected TD			

Plan Annotations					
Measured Depth (ft)	Vertical Depth (ft)	Local Coordinates		Comment	
		+N/-S (ft)	+E/-W (ft)		
1,000.0	1,000.0	0.0	0.0	KOP @ 1000'	
1,721.2	1,713.6	88.9	15.8	EOB; Inc=14.42°	
3,345.2	3,286.4	487.1	86.8	Start Drop -2.00	
4,066.4	4,000.0	576.0	102.6	EOD; Inc=0°	
7,312.4	7,246.0	576.0	102.6	TD at 7312.4	

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Axia Energy

Uintah County, UT

SEC 2-T8S-R20E

Three Rivers #2-32-820

DD

Plan #1

Anticollision Report

25 September, 2012

CONFIDENTIAL

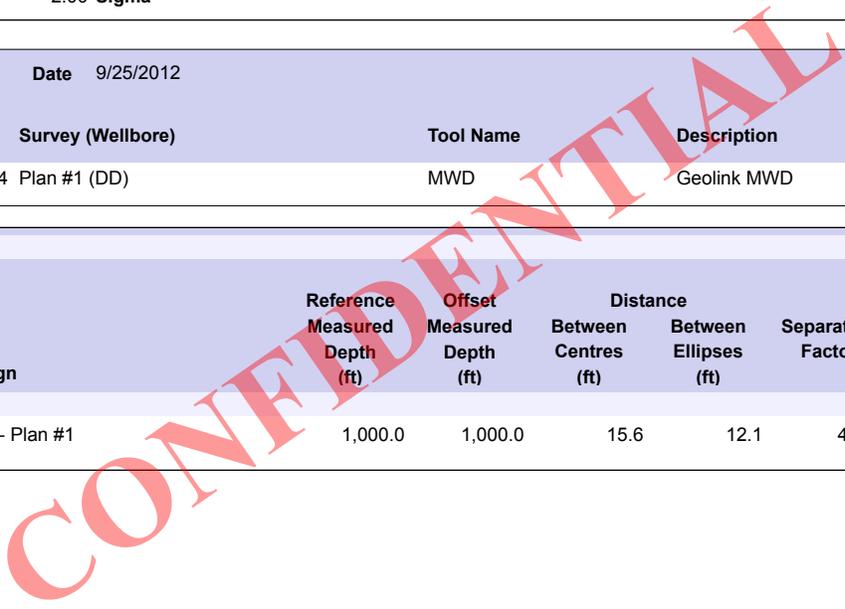
Anticollision Report

Company:	Axia Energy	Local Co-ordinate Reference:	Well Three Rivers #2-32-820
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 #2-32-820	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
Depth Range:	Unlimited
Results Limited by:	Maximum center-center distance of 931.2ft
Warning Levels Evaluated at:	2.00 Sigma
Error Model:	ISCWSA
Scan Method:	Closest Approach 3D
Error Surface:	Elliptical Conic

Survey Tool Program	Date	9/25/2012			
From (ft)	To (ft)	Survey (Wellbore)	Tool Name	Description	
0.0	7,312.4	Plan #1 (DD)	MWD	Geolink MWD	

Summary							
Site Name	Reference Measured Depth (ft)	Offset Measured Depth (ft)	Distance		Separation Factor	Warning	
Offset Well - Wellbore - Design			Between Centres (ft)	Between Ellipses (ft)			
SEC 2-T8S-R20E							
Three Rivers #2-33-820 - DD - Plan #1	1,000.0	1,000.0	15.6	12.1	4.534	CC, ES, SF	



Anticollision Report

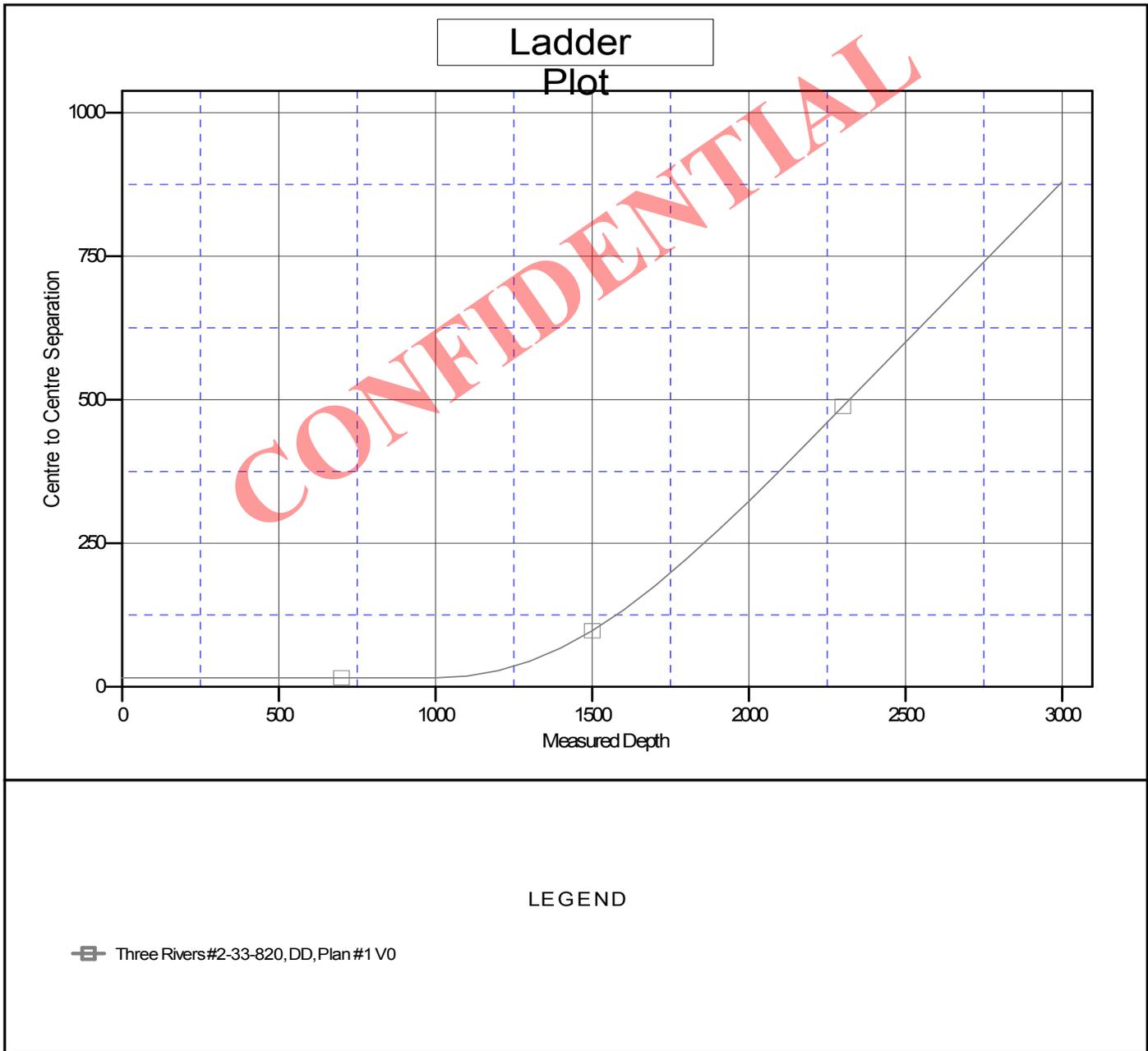
Company:	Axia Energy	Local Co-ordinate Reference:	Well Three Rivers #2-32-820
Project:	Uintah County, UT	TVD Reference:	WELL @ 4814.0ft (Original Well Elev)
Reference Site:	SEC 2-T8S-R20E	MD Reference:	WELL @ 4814.0ft (Original Well Elev)
Site Error:	0.0ft	North Reference:	True
Reference Well:	Three Rivers #2-32-820	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													Offset Site Error:	0.0 ft
SEC 2-T8S-R20E - Three Rivers #2-33-820 - DD - Plan #1													Offset Well Error:	0.0 ft
Survey Program: 0-MWD														
Reference		Offset		Semi Major Axis			Distance			Total	Separation	Warning		
Measured Depth (ft)	Vertical Depth (ft)	Measured Depth (ft)	Vertical Depth (ft)	Reference (ft)	Offset (ft)	Highside Toolface (°)	Offset Wellbore Centre +N/-S (ft)	+E/-W (ft)	Between Centres (ft)	Between Ellipses (ft)	Uncertainty Axis	Factor		
0.0	0.0	0.0	0.0	0.0	0.0	-147.41	-13.1	-8.4	15.6					
100.0	100.0	100.0	100.0	0.1	0.1	-147.41	-13.1	-8.4	15.6	15.3	0.29	53.109		
200.0	200.0	200.0	200.0	0.3	0.3	-147.41	-13.1	-8.4	15.6	14.9	0.64	24.245		
300.0	300.0	300.0	300.0	0.5	0.5	-147.41	-13.1	-8.4	15.6	14.6	0.99	15.708		
400.0	400.0	400.0	400.0	0.7	0.7	-147.41	-13.1	-8.4	15.6	14.2	1.34	11.618		
500.0	500.0	500.0	500.0	0.8	0.8	-147.41	-13.1	-8.4	15.6	13.9	1.69	9.217		
600.0	600.0	600.0	600.0	1.0	1.0	-147.41	-13.1	-8.4	15.6	13.5	2.04	7.639		
700.0	700.0	700.0	700.0	1.2	1.2	-147.41	-13.1	-8.4	15.6	13.2	2.39	6.522		
800.0	800.0	800.0	800.0	1.4	1.4	-147.41	-13.1	-8.4	15.6	12.8	2.74	5.690		
900.0	900.0	900.0	900.0	1.5	1.5	-147.41	-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	-147.41	-13.1	-8.4	15.6	12.1	3.43	4.534	CC, ES, SF	
1,100.0	1,100.0	1,099.5	1,099.5	1.9	1.9	-163.28	-14.8	-8.0	18.5	14.7	3.78	4.899		
1,200.0	1,199.8	1,198.3	1,198.1	2.1	2.1	-172.90	-19.8	-7.0	28.0	23.9	4.13	6.789		
1,300.0	1,299.5	1,295.7	1,295.2	2.3	2.3	-179.55	-28.1	-5.3	44.5	40.0	4.46	9.965		
1,400.0	1,398.7	1,391.2	1,389.9	2.5	2.5	176.61	-39.2	-3.1	67.7	62.9	4.79	14.136		
1,500.0	1,497.5	1,484.0	1,481.7	2.7	2.7	174.36	-53.1	-0.3	97.5	92.4	5.11	19.077		
1,600.0	1,595.6	1,573.7	1,569.9	3.0	3.0	172.94	-69.2	3.0	133.6	128.2	5.43	24.626		
1,700.0	1,693.1	1,659.9	1,654.1	3.4	3.3	171.98	-87.3	6.7	175.6	169.9	5.73	30.662		
1,800.0	1,789.9	1,742.7	1,734.5	3.8	3.6	171.36	-106.9	10.7	222.4	216.3	6.05	36.765		
1,900.0	1,886.8	1,823.0	1,811.7	4.2	3.9	170.86	-128.2	15.0	271.6	265.3	6.37	42.617		
2,000.0	1,983.6	1,900.0	1,885.3	4.6	4.3	170.42	-150.5	19.6	323.2	316.5	6.70	48.278		
2,100.0	2,080.5	1,976.0	1,957.3	5.0	4.7	170.01	-174.5	24.4	377.1	370.0	7.02	53.729		
2,200.0	2,177.3	2,054.7	2,031.1	5.4	5.1	169.63	-200.9	29.8	432.7	425.4	7.35	58.907		
2,300.0	2,274.2	2,137.6	2,108.9	5.9	5.6	169.32	-228.9	35.5	488.6	480.9	7.68	63.600		
2,400.0	2,371.0	2,220.5	2,186.8	6.3	6.0	169.07	-257.0	41.2	544.5	536.4	8.02	67.892		
2,500.0	2,467.9	2,303.4	2,264.6	6.8	6.5	168.86	-285.0	46.9	600.3	592.0	8.36	71.830		
2,600.0	2,564.7	2,386.3	2,342.4	7.2	7.0	168.69	-313.0	52.6	656.2	647.5	8.70	75.453		
2,700.0	2,661.6	2,469.2	2,420.2	7.7	7.5	168.55	-341.1	58.3	712.1	703.1	9.04	78.799		
2,800.0	2,758.4	2,552.1	2,498.0	8.1	8.0	168.43	-369.1	64.0	768.0	758.7	9.38	81.897		
2,900.0	2,855.3	2,635.0	2,575.8	8.6	8.5	168.32	-397.1	69.7	823.9	814.2	9.72	84.773		
3,000.0	2,952.1	2,717.9	2,653.7	9.0	9.0	168.23	-425.2	75.4	879.8	869.8	10.06	87.450		

Anticollision Report

Company:	Axia Energy	Local Co-ordinate Reference:	Well Three Rivers #2-32-820
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 #2-32-820	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) Coordinates are relative to: Three Rivers #2-32-820
 Offset Depths are relative to Offset Datum Coordinate System is US State Plane 1983, Utah Northern Zone
 Central Meridian is -111.500000 ° Grid Convergence at Surface is: 1.23°



BOP Equipment

3000psi WP

CONFIDENTIAL

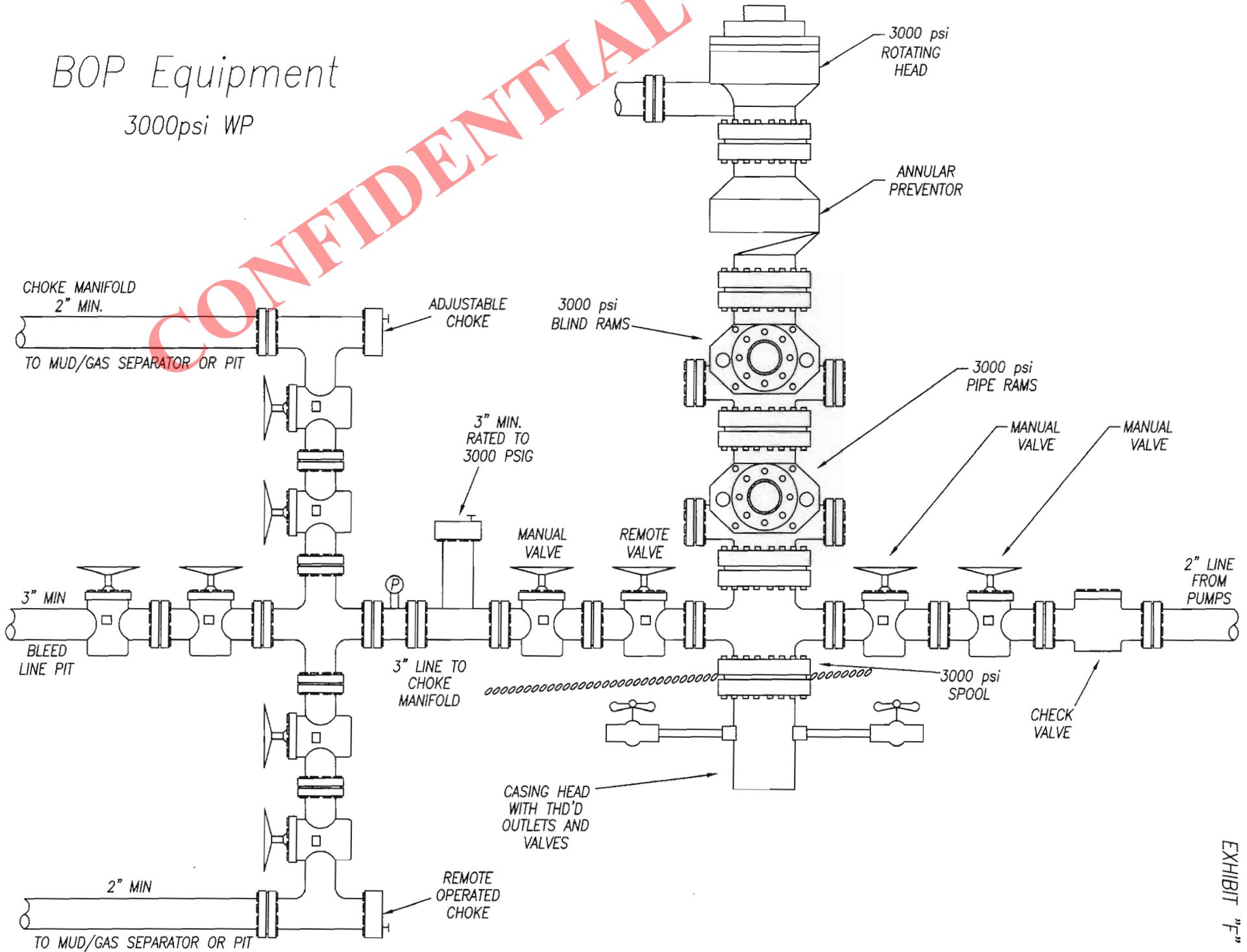


EXHIBIT "F"



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

September 26, 2012

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

RE: Application for Permit to Drill – Axia Energy, LLC – **Three Rivers 2-32-820**
Surface Location: 2556' FNL & 2098' FEL, SW/4 NE/4, Section 2, T8S, R20E,
Target Location: 1980' FNL & 1980' FEL, SW/4 NE/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

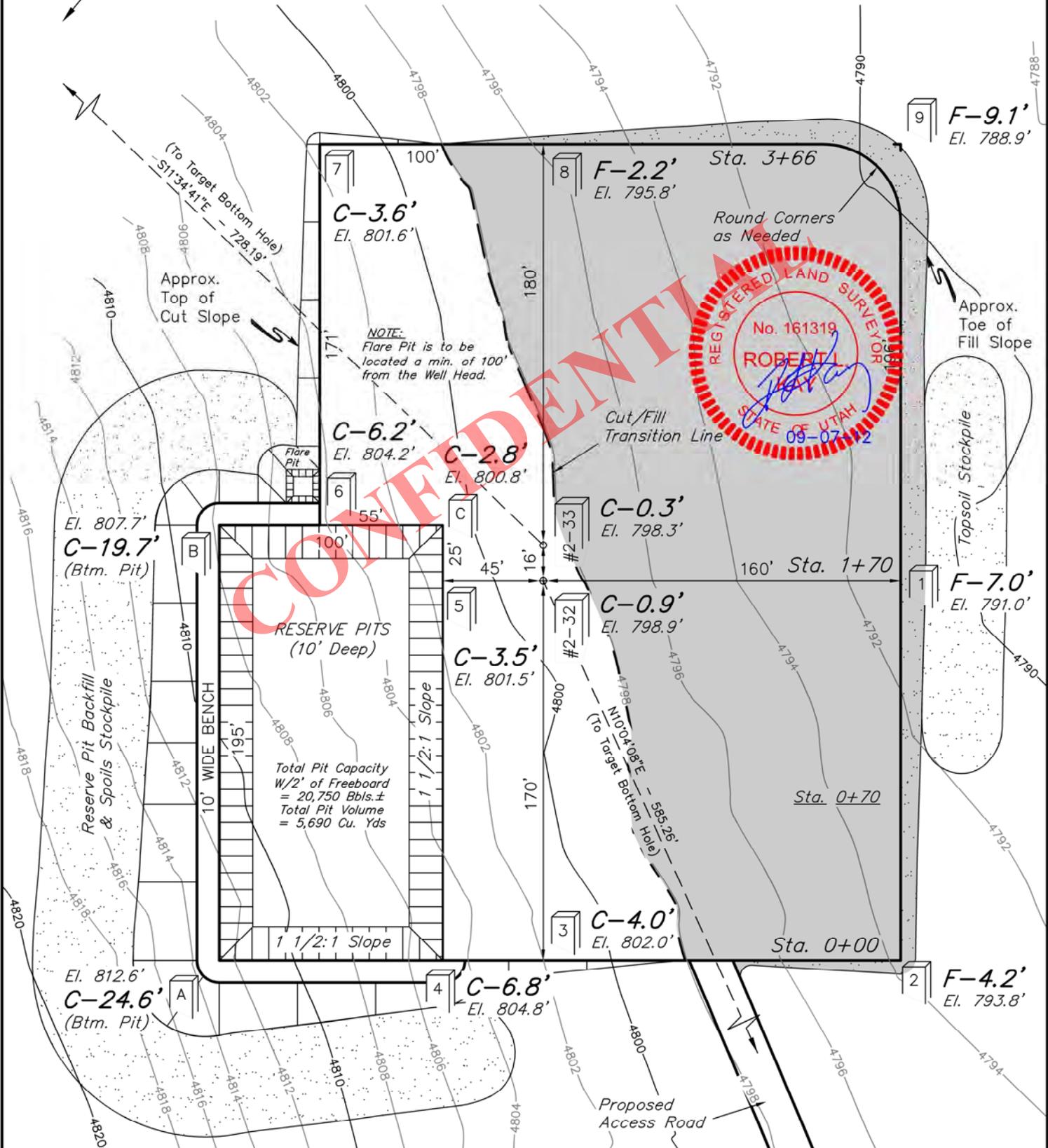
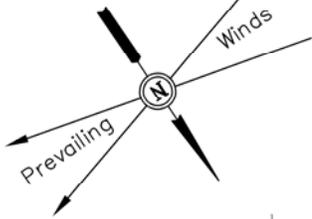
AXIA ENERGY

LOCATION 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 #1

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



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

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RESERVE PITS
(10' Deep)

Total Pit Capacity
W/2' of Freeboard
= 20,750 Bbls.±
Total Pit Volume
= 5,690 Cu. Yds

Elev. Ungraded Ground At #2-32 Loc. Stake = 4798.9'
FINISHED GRADE ELEV. AT #2-32 LOC. STAKE = 4798.0'

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

RECEIVED - OCTOBER 02, 2012

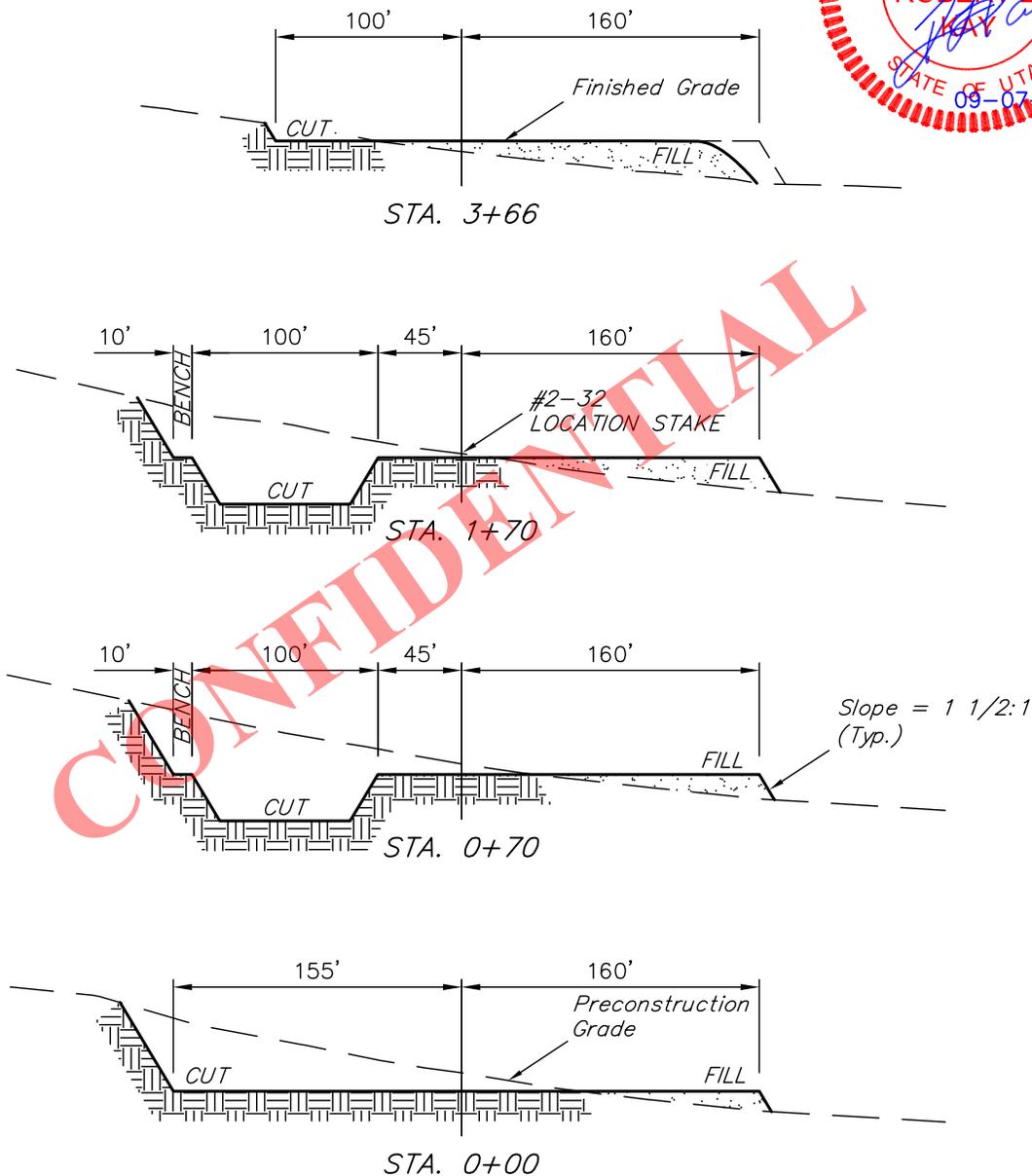
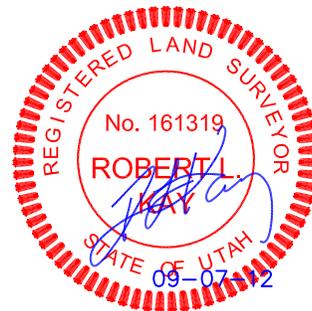
AXIA ENERGY

FIGURE #2

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

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

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



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.

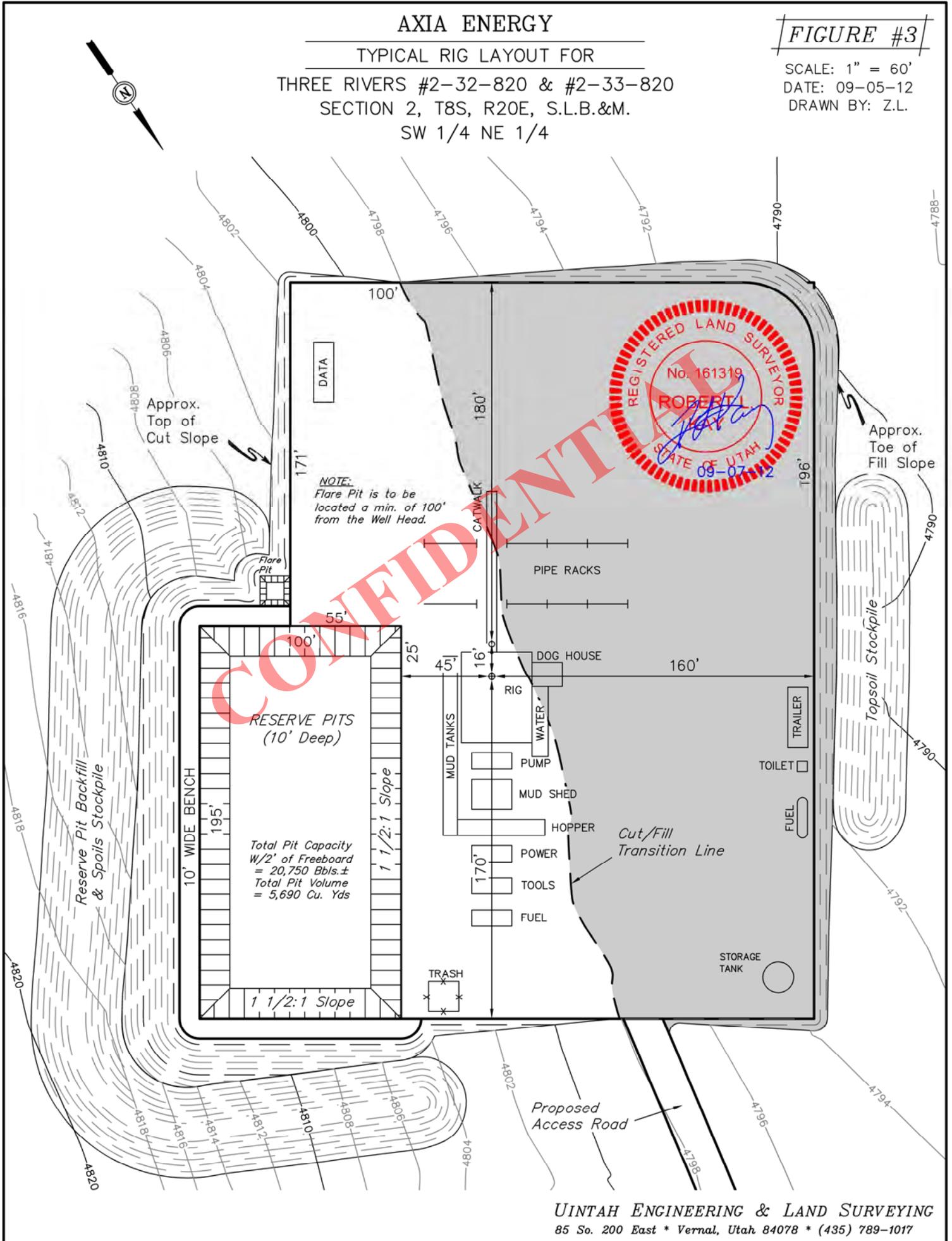
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AXIA ENERGY

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.



DATA

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

RESERVE PITS
(10' Deep)

Total Pit Capacity
W/2' of Freeboard
= 20,750 Bbbls.±
Total Pit Volume
= 5,690 Cu. Yds

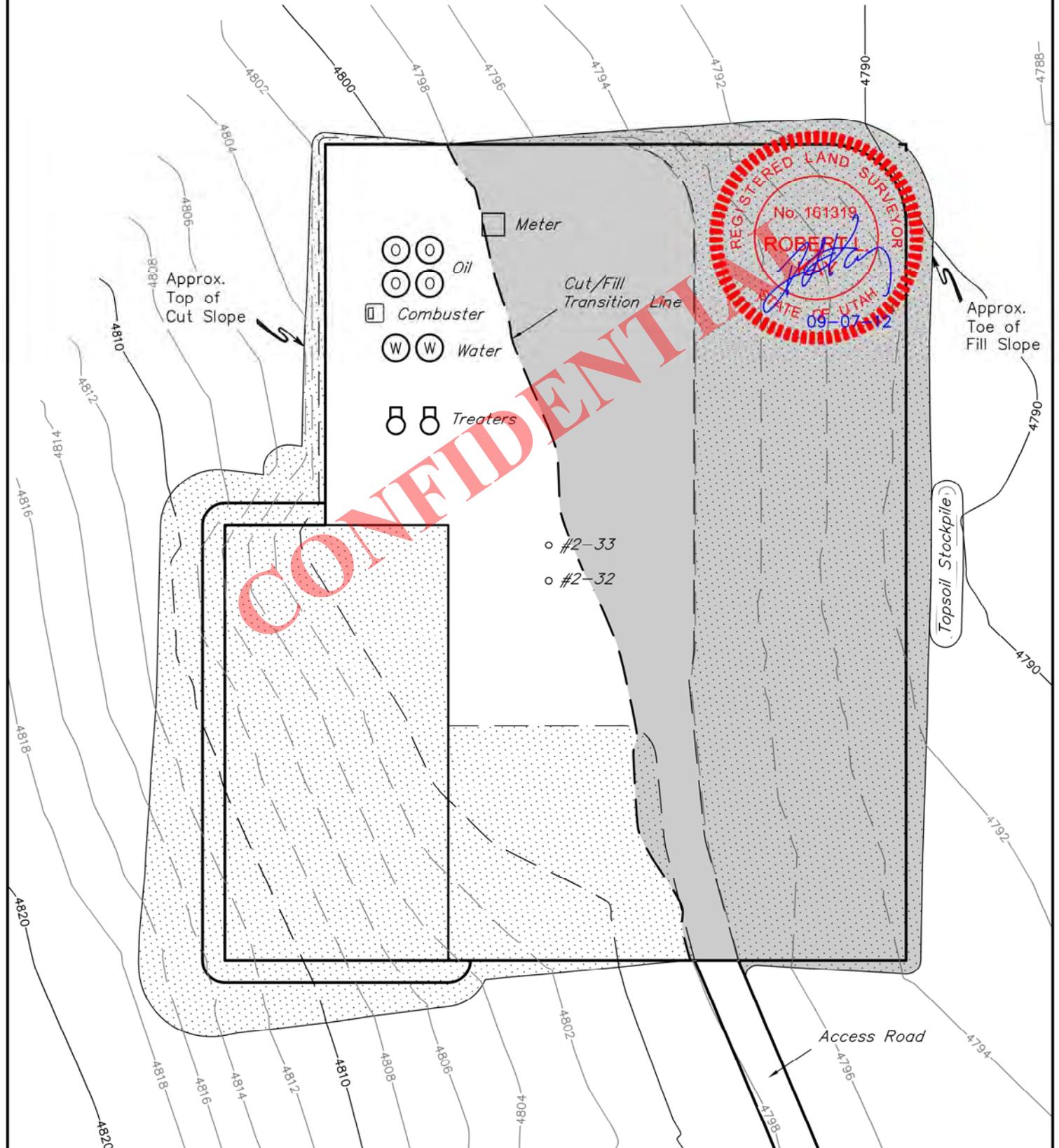


AXIA ENERGY

PRODUCTION FACILITY 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 #4

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

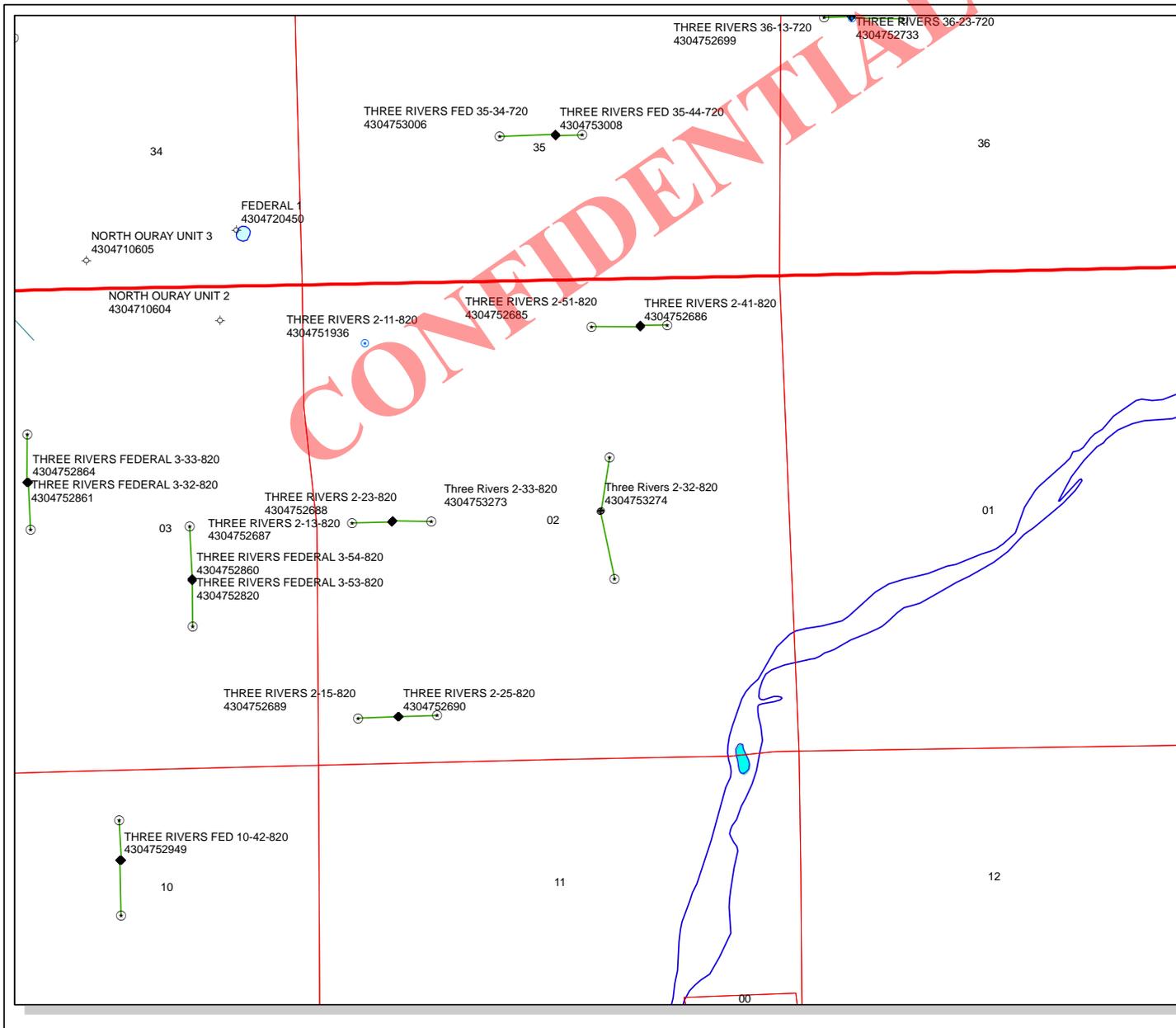


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RECLAIMED AREA

APPROXIMATE ACREAGES
UN-RECLAIMED = ± 0.893 ACRES

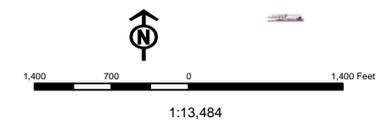
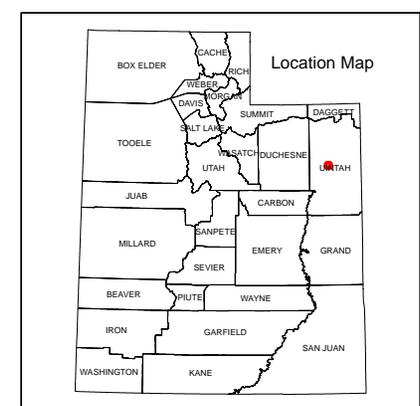
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API Number: 4304753274
Well Name: Three Rivers 2-32-820
Township T08.0S Range R20.0E Section 02
Meridian: SLBM
Operator: AXIA ENERGY LLC

Map Prepared:
 Map Produced by Diana Mason

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





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1 of 147

COMPOSE

NYT Global Home - [British Leaders Oppose Bail for Preacher Abu Qatada](#) - 2 hours ago

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- Starred
- Important
- Sent Mail
- Drafts
- BLM (9)**
- Cabinet
- Electronic filing
- Eng. Tech
- Follow up
- Misc
- Priority
- Tariq
- Less
- Chats
- All Mail
- Spam
- Trash
- Manage labels
- Create new label

Axia Approval

Inbox x

People (5)

Jeff Conley

8:58 AM (24 minutes ago) ★ [] []

Jeff Conl

to me, Brad, rsatre, Jim, Lavonne

TRUST LAI

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

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BOPE REVIEW AXIA ENERGY LLC Three Rivers 2-32-820 43047532740000

Well Name	AXIA ENERGY LLC Three Rivers 2-32-820 43047532740000			
String	SURF	PROD		
Casing Size(")	8.625	5.500		
Setting Depth (TVD)	1500	7247		
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)	3138	8.3		

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	

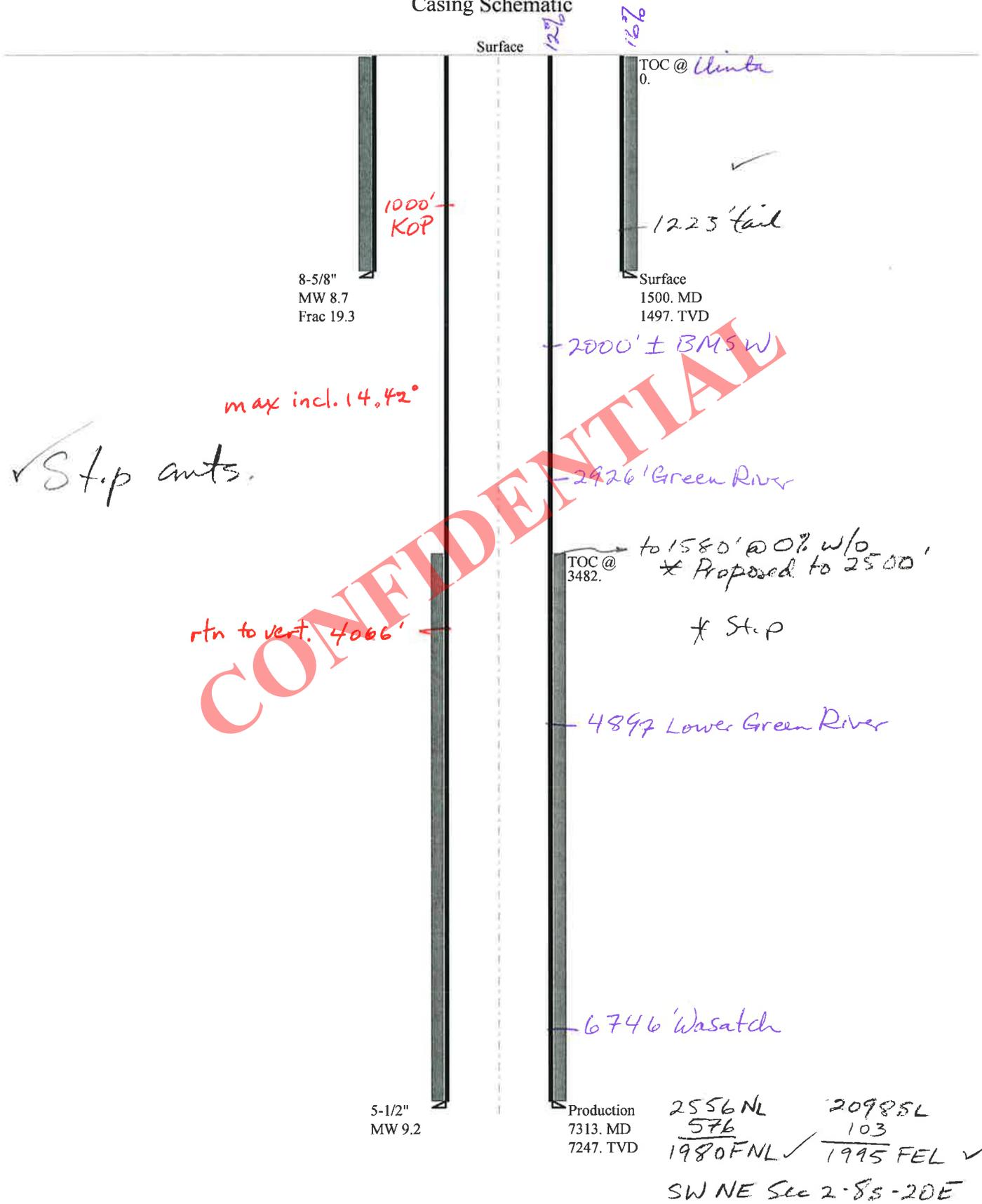
Calculations	PROD String	5.500	"	
Max BHP (psi)	.052*Setting Depth*MW=	3467		
			BOPE Adequate For Drilling And Setting Casing at Depth?	
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	2597	YES	
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	1873	YES	OK
			*Can Full Expected Pressure Be Held At Previous Shoe?	
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	2203	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	

43047532740000 Three Rivers 2-32-820

Casing Schematic



1000' KOP

8-5/8"
MW 8.7
Frac 19.3

max incl. 14.42°

✓ St.p amts.

rtn to vert. 4066'

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TOC @ *Umba*
0.

12 1/2" casing
1223' tail

Surface
1500. MD
1497. TVD

2000' ± BMSW

2926' Green River

to 1580' @ 0% w/o
* Proposed to 2500'

* St.p

4897 Lower Green River

6746' Wasatch

5-1/2"
MW 9.2

Production
7313. MD
7247. TVD

2556 NL	2098 SL
576	103
1980 FNL ✓	1995 FEL ✓

SW NE Sec 2-8S-20E

Well name:	43047532740000 Three Rivers 2-32-820		
Operator:	AXIA ENERGY LLC	Project ID:	43-047-53274
String type:	Surface		
Location:	UINTAH COUNTY		

Design parameters:

Collapse

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

Minimum design factors:

Collapse:

Design factor 1.125

Burst:

Design factor 1.00

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

Burst

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

No backup mud specified.

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

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: 7,247 ft
 Next mud weight: 9.200 ppg
 Next setting BHP: 3,463 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	ST&C	1497	1500	7.875	11969
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	372	7.76 J

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

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

Date: November 20, 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

Well name:	43047532740000 Three Rivers 2-32-820		
Operator:	AXIA ENERGY LLC		
String type:	Production	Project ID:	43-047-53274
Location:	UINTAH COUNTY		

Design parameters:

Collapse

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

Burst

Max anticipated surface pressure: 1,869 psi
 Internal gradient: 0.220 psi/ft
 Calculated BHP: 3,463 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: 6,302 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: 3,482 ft

Directional well information:

Kick-off point: 1000 ft
 Departure at shoe: 585 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	7313	5.5	17.00	J-55	LT&C	7247	7313	4.767	28332
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	3463	4910	1.418	3463	5320	1.54	123.2	247	2.00 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 7247 ft, a mud weight of 9.2 ppg. The casing is considered to be evacuated for collapse purposes. Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

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

ON-SITE PREDRILL EVALUATION

Utah Division of Oil, Gas and Mining

Operator AXIA ENERGY LLC
Well Name Three Rivers 2-32-820
API Number 43047532740000 **APD No** 6938 **Field/Unit** WILDCAT
Location: 1/4,1/4 SWNE **Sec 2 Tw** 8.0S **Rng** 20.0E 2556 FNL 2098 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 is placed on the west side of the River inside the Ouray National Wildlife Refuge. 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 northwest.

Surface Use Plan

Current Surface Use
Wildlfe Habitat

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

Ancillary Facilities N

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

Waste Management Plan Adequate? Y

Environmental Parameters

Affected Floodplains and/or Wetlands N

Flora / Fauna

Grasses, some greasewood, prickly pear
Pronghorn habitat

Soil Type and Characteristics

Sandy Loam

Erosion Issues Y

Erodible soil

Sedimentation Issues Y

Site Stability Issues N

Drainage Diverson Required? N

Berm Required? Y

Permeable soil and close proximity to Green River.

Erosion Sedimentation Control Required? N

Paleo Survey Run? Y Paleo Potential 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 2-33-820 (API # 43-047-53273)

Richard Powell
Evaluator

10/16/2012
Date / Time

Application for Permit to Drill Statement of Basis

Utah Division of Oil, Gas and Mining

APD No	API WellNo	Status	Well Type	Surf Owner	CBM
6938	43047532740000	LOCKED	OW	S	No
Operator	AXIA ENERGY LLC		Surface Owner-APD		
Well Name	Three Rivers 2-32-820		Unit		
Field	WILDCAT		Type of Work	DRILL	
Location	SWNE 2 8S 20E S 2556 FNL (UTM) 616370E 4445546N		2098 FEL	GPS Coord	

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	The well site shall be bermed to prevent fluids from leaving the pad.
Surface	Drainages adjacent to the proposed pad shall be diverted around the location.
Surface	The reserve pit shall be fenced upon completion of drilling operations.

WORKSHEET APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 10/2/2012

API NO. ASSIGNED: 43047532740000

WELL NAME: Three Rivers 2-32-820

OPERATOR: AXIA ENERGY LLC (N3765)

PHONE NUMBER: 435 719-2018

CONTACT: Don Hamilton

PROPOSED LOCATION: SWNE 02 080S 200E

Permit Tech Review:

SURFACE: 2556 FNL 2098 FEL

Engineering Review:

BOTTOM: 1980 FNL 1980 FEL

Geology Review:

COUNTY: UINTAH

LATITUDE: 40.15221

LONGITUDE: -109.63370

UTM SURF EASTINGS: 616370.00

NORTHINGS: 4445546.00

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 - hmadonald
 15 - Directional - dmason
 21 - RDCC - dmason
 23 - Spacing - dmason
 25 - Surface Casing - hmadonald



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 2-32-820
API Well Number: 43047532740000
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).

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

Surface casing shall be cemented to the surface.

Additional Approvals:

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

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

Notification Requirements:

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

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

Contact Information:

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

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

Reporting Requirements:

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

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

Approved By:

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

For John Rogers
Associate Director, Oil & Gas

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9
5. LEASE DESIGNATION AND SERIAL NUMBER: ML-49318	
6. IF INDIAN, ALLOTTEE OR TRIBE NAME:	
7. UNIT or CA AGREEMENT NAME:	
8. WELL NAME and NUMBER: Three Rivers 2-32-820	
9. API NUMBER: 43047532740000	
9. FIELD and POOL or WILDCAT: WILDCAT	
COUNTY: UINTAH	
STATE: UTAH	

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.

1. TYPE OF WELL Oil Well	8. WELL NAME and NUMBER: Three Rivers 2-32-820
2. NAME OF OPERATOR: AXIA ENERGY LLC	9. API NUMBER: 43047532740000
3. ADDRESS OF OPERATOR: 1430 Larimer Ste 400 , Denver, CO, 80202	9. FIELD and POOL or WILDCAT: WILDCAT
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2556 FNL 2098 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWNE Section: 02 Township: 08.0S Range: 20.0E Meridian: S	PHONE NUMBER: 720 746-5200 Ext

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 3/15/2014	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input checked="" type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: <input style="width: 100px;" type="text"/>

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

Axia Energy LLC respectfully requests a one year extension of the state permit for the referenced well. This is the first extension that has been requested.

Approved by the Utah Division of Oil, Gas and Mining
Date: November 18, 2013
By:

NAME (PLEASE PRINT) Don Hamilton	PHONE NUMBER 435 719-2018	TITLE Permitting Agent (Buys & Associates, Inc)
SIGNATURE N/A	DATE 11/12/2013	



The Utah Division of Oil, Gas, and Mining

- State of Utah
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

Request for Permit Extension Validation Well Number 43047532740000

API: 43047532740000

Well Name: Three Rivers 2-32-820

Location: 2556 FNL 2098 FEL QTR SWNE SEC 02 TWP 080S RNG 200E MER S

Company Permit Issued to: AXIA ENERGY LLC

Date Original Permit Issued: 12/10/2012

The undersigned as owner with legal rights to drill on the property as permitted above, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision. Following is a checklist of some items related to the application, which should be verified.

- If located on private land, has the ownership changed, if so, has the surface agreement been updated? Yes No
- Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location? Yes No
- Has there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well? Yes No
- Have there been any changes to the access route including ownership, or rightof- way, which could affect the proposed location? Yes No
- Has the approved source of water for drilling changed? Yes No
- Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation? Yes No
- Is bonding still in place, which covers this proposed well? Yes No

Signature: Don Hamilton

Date: 11/12/2013

Title: Permitting Agent (Buys & Associates, Inc) Representing: AXIA ENERGY LLC

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

Request to Transfer Application or Permit to Drill

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

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

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

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

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

RECEIVED
DEC 16 2013

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

DIV. OF OIL, GAS & MINING

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

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

ROUTING
 CDW

X - Change of Operator (Well Sold)

Operator Name Change/Merger

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

10/1/2013

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

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

OPERATOR CHANGES DOCUMENTATION

Enter date after each listed item is completed

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

DATA ENTRY:

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

BOND VERIFICATION:

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

LEASE INTEREST OWNER NOTIFICATION:

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

COMMENTS:

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

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

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

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



Ultra Resources, Inc.

December 13, 2013

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

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

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

Dear Ms. Medina:

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

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

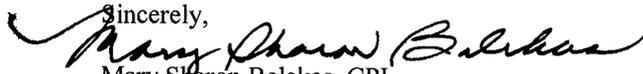
- 1) Request to Transfer Application or Permit to Drill for New, APD Approved & Drilled Wells
- 2) Request to Transfer Application or Permit to Drill – APD Pending
- 3) Two Completed Sundry Notice and Reports on Wells Form 9 regarding Change of Operator executed by Ultra Resources, Inc. and Axia Energy,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

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

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

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

Sincerely,


Mary Sharon Balakas, CPL
Director of Land

cc: Cindy Turner, Axia Energy, LLC

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

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS		5. LEASE DESIGNATION AND SERIAL NUMBER: See Attached Well List
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:
1. TYPE OF WELL OIL WELL <input checked="" type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER _____		7. UNIT or CA AGREEMENT NAME:
2. NAME OF OPERATOR: Ultra Resources, Inc. N4045		8. WELL NAME and NUMBER: See Attached Well List
3. ADDRESS OF OPERATOR: 304 Inverness Way South CITY Englewood STATE CO ZIP 80112		9. API NUMBER:
4. LOCATION OF WELL FOOTAGES AT SURFACE: See Attached		10. FIELD AND POOL, OR WILDCAT:
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:		COUNTY: Uintah
		STATE: UTAH

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

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

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

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

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

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

APPROVED

JAN 16 2013

DIV. OIL GAS & MINING
BY: Rachel Medina

(This space for State use only)

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

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

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

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

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

FORM 9

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1. TYPE OF WELL OIL WELL <input checked="" type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER _____		9. API NUMBER:
2. NAME OF OPERATOR: Axia Energy, LLC N37165		10. FIELD AND POOL, OR WILDCAT:
3. ADDRESS OF OPERATOR: 1430 Larimer Street, Ste 400 CITY Denver STATE CO ZIP 80202		PHONE NUMBER: (720) 746-5200
4. LOCATION OF WELL FOOTAGES AT SURFACE: See Attached		COUNTY: Uintah
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:		STATE: UTAH

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	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> VENT OR FLARE
	<input type="checkbox"/> CHANGE WELL NAME	<input type="checkbox"/> PLUG BACK	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> PRODUCTION (START/RESUME)	<input type="checkbox"/> WATER SHUT-OFF
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> OTHER: _____
	<input type="checkbox"/> CONVERT WELL TYPE	<input type="checkbox"/> RECOMPLETE - DIFFERENT FORMATION	

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

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

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

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

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

(This space for State use only)

APPROVED

JAN 16 2013

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

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

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

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

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

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9
5. LEASE DESIGNATION AND SERIAL NUMBER: ML-49318	
6. IF INDIAN, ALLOTTEE OR TRIBE NAME:	
7. UNIT or CA AGREEMENT NAME:	
8. WELL NAME and NUMBER: Three Rivers 2-32-820	
9. API NUMBER: 43047532740000	
9. FIELD and POOL or WILDCAT: THREE RIVERS	
COUNTY: UINTAH	
STATE: UTAH	

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.

1. TYPE OF WELL Oil Well	
2. NAME OF OPERATOR: ULTRA RESOURCES INC	
3. ADDRESS OF OPERATOR: 304 Inverness Way South #295 , Englewood, CO, 80112	PHONE NUMBER: 303 645-9810 Ext
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2556 FNL 2098 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWNE Section: 02 Township: 08.0S Range: 20.0E Meridian: S	

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 7/21/2014	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input checked="" type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: <input style="width: 100px;" type="text"/>

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

This well was originally permitted by Axia. Ultra requests the following changes to fit our pad design and drilling program: (1) Change TD from 7,313 MD/ 7,313 TVD to 6,945 MD/ 6,896 TVD; (2) Change the SHL per attached plat dated 6-16-14; (3) Update drilling plan and directional plan. Ultra's directional drilling letter is also attached.

Approved by the
 July 10, 2014
 Oil, Gas and Mining

Date: _____

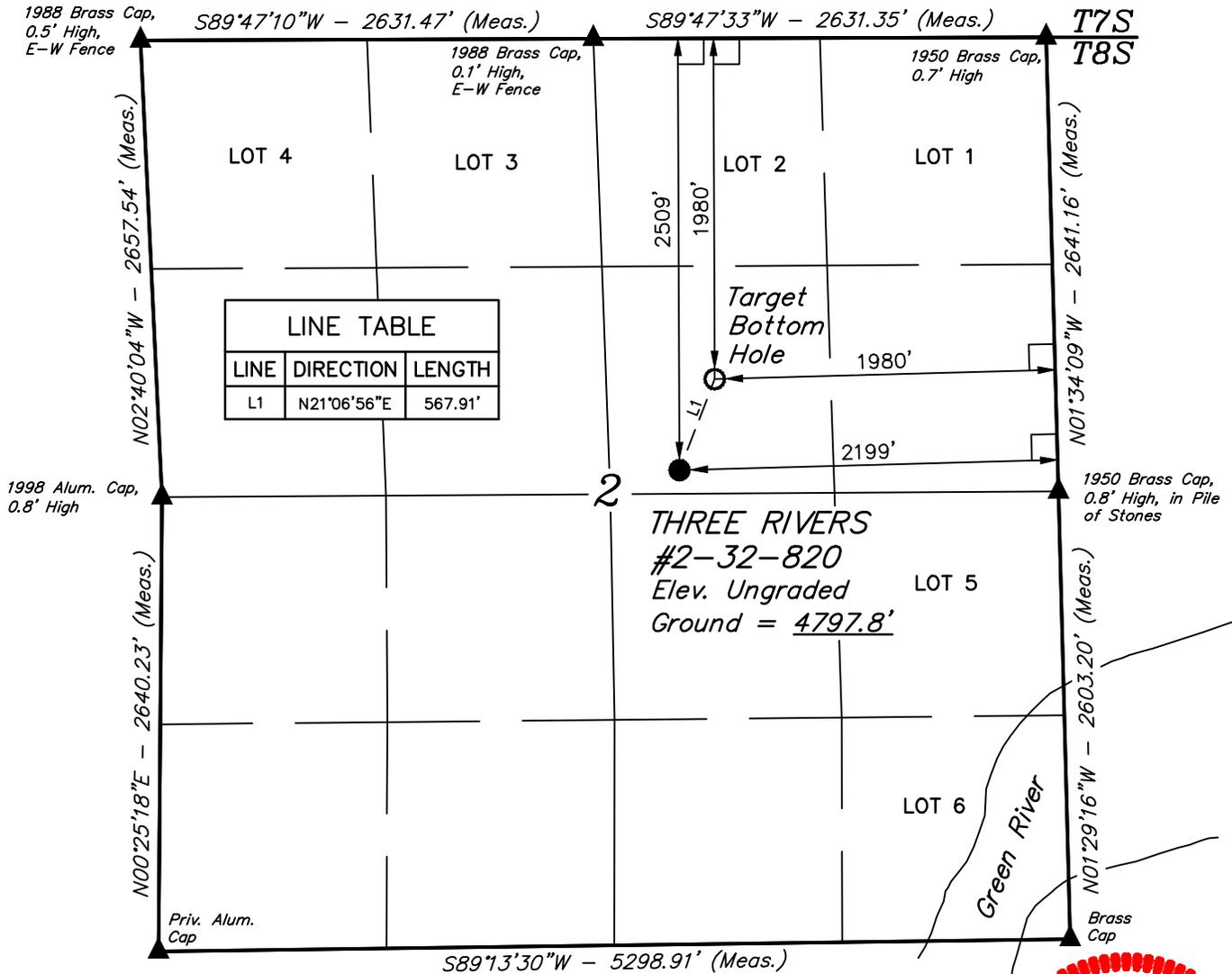
By: DeKQ

NAME (PLEASE PRINT) Jenna Anderson	PHONE NUMBER 303 645-9804	TITLE Permitting Assistant
SIGNATURE N/A	DATE 7/7/2014	

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

LEGEND:

- └ = 90° SYMBOL
- = PROPOSED WELLHEAD.
- = TARGET BOTTOM HOLE.
- ▲ = SECTION CORNERS LOCATED.
- △ = SECTION CORNERS RE-ESTABLISHED. (Not Set on Ground.)



NAD 83 (TARGET BOTTOM HOLE)	NAD 83 (SURFACE LOCATION)
LATITUDE = 40°09'13.47" (40.153742)	LATITUDE = 40°09'08.24" (40.152289)
LONGITUDE = 109°38'00.30" (109.633417)	LONGITUDE = 109°38'02.94" (109.634150)

CERTIFICATE

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

ROBERT L. KAY
REGISTERED LAND SURVEYOR
REGISTRATION NO. 76319
STATE OF UTAH 06-18-14

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

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.

ULTRA RESOURCES, INC.

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

SURVEYED BY: M.P., R.R.	SURVEY DATE: 05-21-14
DRAWN BY: H.W.	DATE DRAWN: 05-28-14
SCALE: 1" = 1000'	REVISED: 00-00-00

WELL LOCATION PLAT



UELS, LLC
Corporate Office * 85 South 200 East
Vernal, UT 84078 * (435) 789-1017



ULTRA RESOURCES, INC.

MASTER
8 - POINT DRILLING PROGRAM

Slim Hole Design
8 5/8" Surface & 5 1/2" Production Casing Design

DATED: 07-03-14

Directional Wells located on Ultra leases in
Three Rivers Project:

Three Rivers 2-32-820

SHL: Sec 2 (SWNE) T8S R20E

Uintah, Utah

ONSHORE OIL & GAS ORDER NO. 1
Approval of Operations on Onshore
Federal and Indian Oil and Gas Leases

All lease and/or unit operations are to be conducted in such a manner that full compliance is made with the applicable laws, regulations (CFR 43, Part 3160) and the approved Application for Permit to Drill. The operator is considered fully responsible for the actions of his subcontractors. A copy of the approved APD must be on location during construction, drilling, and completion operations.

1. Formation Tops

The estimated tops of important geologic markers are as follows:

<u>Formation Top</u>	<u>Top (TVD)</u>	<u>Comments</u>
Uinta	Surface	
BMSW	2,058' MD / 2,050' TVD	
Green River	2,893' MD / 2,871' TVD	
Mahogany	4,231' MD / 4,186' TVD	
Garden Gulch	4,870' MD / 4,821' TVD	Oil & Associated Gas
Lower Green River*	5,035' MD / 4,986' TVD	Oil & Associated Gas
Wasatch	6,745' MD / 6,696' TVD	Oil & Associated Gas
TD	6,945' MD / 6,896' TVD	

Asterisks (*) denotes target pay intervals

All shows of fresh water and minerals will be reported and protected. A sample will be taken of any water flows and a water analysis furnished to the BLM. Oil and gas shows will be adequately tested for commercial possibilities, reported and protected by casing and cement.

2. BOP Equipment

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

INTERVAL

0 - 1,000' MD / 1,000' TVD
1,000' MD / 1,000' TVD – 6,945' MD / 6,896' TVD

BOP EQUIPMENT

11" Diverter with Rotating Head
3,000# Ram Double BOP & Annular with
Diverter & Rotating Head

NOTE: Drilling spool to accommodate choke and kill lines.

3. Casing and Float Equipment Program**CASING:**

Directional Well	Hole Size	OD	Depth MD/TVD	Wt.	Grade & Connection	Cond.
Surface	11"	8 5/8"	1,000' MD / 1,000' TVD	24.0 ppf	J-55, LTC	New
Production	7 7/8"	5 1/2"	6,945' MD / 6,896' TVD	17.0 ppf	J-55, LTC	New

CASING SPECIFICATIONS:

Directional Well	Casing OD	Casing ID / Drift ID	Collapse (psi)	Int. Yield (psi)	Ten. Yield (lb)	Jt. Strength (lb)
Surface	8 5/8"	8.097" / 7.972"	1,370	2,950	381,000	244,000
Production	5 1/2"	4.492" / 4.767"	4,910	5,320'	273,000	229,000

FLOAT EQUIPMENT:**SURFACE (8 5/8")**

Float Shoe, 1 joint casing, float collar

Centralizers: 1 each 1st 4 Joints then every 4th joint to surface**PRODUCTION (5 1/2")**

Float Shoe, 1 joint casing, float collar

Centralizers: 1 each 1st 4 Joints then every 3rd joint to 500' into surface casing**4. Cementing Programs****CONDUCTOR (13 3/8")**

Ready Mix – Cement to surface

SURFACE (8 5/8")

Surface – 500'

Cement Top - Surface

Lead: 80 sks, Premium Lightweight Cmt w/ additives, 11.5 ppg, 2,97 cf/sk 50% excess

500' – 1,000' MD / 1,000' TVD± Tail: 115 sks Glass G Cement w/ additives, 15.8 ppg, 1.16 cf/sx, 50% excess

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

PRODUCTION (5 1/2")

500' - 4,000' TVD ±

Cement Top – 500'

Lead: 225 sks – Econocem Cement w/ 0.25 lbm Poly-E-Flake, 1% Granulite TR 1/4, 5 lbm Kol-Seal; 11.0 ppg; 3.54 cf/sx; 15% excess

4,000' – 6,945' MD / 6,896' TVD Tail: 450 sks, Expandacem Cement w/ 0.25 lbm Poly-E-Flake, 1 lbm Granulite TR 1/4, 2 lbm Kol-Seal; 14.0 pp; 1.349 cf/sk; 15% excess

Note: Lead Cement will be brought to 4,000' which will give a minimum of 500' above Lower Green River.

- A) For Surface casing, if cement falls or does not circulate to surface, cement will be topped off.
- B) Cement will not be placed down annulus with a 1" pipe unless BLM is contacted.
- C) The Bureau of Land Management will be notified 24 hours prior to running casing and cementing.
- D) As per 43 CFR 3160, Onshore Oil and Gas Order No.2, Drilling Operations, Part B:
- 1) All waiting on cement times shall be adequate to achieve a minimum of 500 psi compressive strength at the casing shoe (minimum of 8 hours) prior to drilling out.
 - 2) Prior to drilling out cement, casing will be pressure tested to 1500 psi. Pressure decline must not be greater than 10% (150 psi) in 30 minutes.
 - 3) Progress reports, Form 3160-5 "Sundry Notices and Reports on Wells", shall be filed with the Field Manager within 30 days after the work is completed.
 - 4) Setting of each string of casing, size, grade, weight of casing set, hole size, setting depth, amounts and type of cement used, whether cement circulated or the top of the cement behind the casing, depth of cementing tools used, casing test method and results, and the date work was done. Show the spud date on the first reports submitted.
 - 5) Temperature or bond logs must be submitted for each well where the casing cement was not circulated to the surface.

- 6) A pressure integrity test of each casing shoe shall be performed. Formation at the shoe shall be tested to a minimum of the mud weight equivalent anticipated to control the formation pressure to the next casing depth or at total depth of the well. This test shall be performed after drilling 5-10 feet of new hole.

5. Mud Program

The proposed circulating mediums to be employed in drilling are as follows:

Interval	Mud Type	Viscosity	Fluid Loss	pH	Mud Wt. (ppg)
0 – 1,000' MD / 1,000' TVD	Water/Spud Mud	32	No Control (NC)	7.0 -8.2	<8.8
1,000' MD / 1,000' TVD - 6,945' MD / 6,896' TVD	DAP System	40 - 60	10 - 18	7.0-8.2	<10.0

- A) For Surface Sufficient quantities of mud materials will be maintained or readily accessible for the purpose of assuring well control during the course of drilling operations. A mud test shall be performed every 24 hours after mudding up to determine, as applicable: density, viscosity, gel strength, filtration, and pH.
- B) The mud monitoring equipment on location will be installed by top of Green River and will be able to monitor at a minimum the pit volume totalizer (PVT), stroke counter, and flow sensor
- C) Flare line discharge will be located no less than 100 feet from the wellhead using straight or targeted 'T' and anchors.

6. Evaluation Program - Testing, Logging, and Coring

- 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: None anticipated.
- F) Formation to TD; record and monitor gas shows and record drill times (normal mud logging duties).

7. Anticipated Pressures and H.S.

- A) The expected bottom hole pressure is 3,500 – 3,650 psig. Normal pressures are anticipated from surface to approximately TD. These pressures will be controlled by a blowout preventer stack, annular BOP, choke manifold, mud/gas separator, surface equipment and drilling mud. A supply of barite to weight the mud to a balancing specific gravity, if necessary, will be on location.
- B) Maximum expected surface pressure will be based on the frac gradient of the casing shoe. The design of the casing assumes that the MASP will be the fracture pressure at the shoe less a column of gas.
- C) No hydrogen sulfide gas is anticipated, however if H₂S is encountered, the guidelines in Onshore Oil and Gas Order No. 6 will be complied with.

8. Other Information and Notification Requirements

- A) There shall be no deviation from the proposed drilling and/or workover program as approved. Any changes in operation must have prior approval from the *Utah Division of Oil, Gas and Mining*, and the BLM Vernal (when drilling on Federal leases).

Three Rivers 2-32-820

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- 1) Anticipated starting date will be upon approval. It is anticipated that completion operations will begin within 15 days after the well has been drilled.
 - 2) It is anticipated that the drilling and completion of this well will take approximately 90 days.
- B) Notification Requirements for *Utah Division of Oil, Gas and Mining*:**
- ***Within 24 hrs. of spud (Carol Daniels at 801/538-5284)***
 - ***24 hrs. prior to testing BOP equipment (Dan Jarvis 801/538-5338 or 231-8956)***
 - ***24 hrs. prior to cementing or testing casing (Dan Jarvis)***
 - ***Within 24 hrs. of making any emergency changes to APD (Dustin Doucet 801/538-5281 or 733-0983)***
- C) Notification Requirements BLM Vernal when drilling on Federal leases as follows: (Cade T Taylor @ cctaylor@blm.gov and Blm_ut_vn_opreport@blm.gov):**
- ***Within 24 hrs. of spud (Carol Daniels at 801/538-5284)***
 - ***24 hrs. prior to testing BOP equipment (Dan Jarvis 801/538-5338 or 231-8956)***
 - ***24 hrs. prior to cementing or testing casing (Dan Jarvis)***
 - ***Within 24 hrs. of making any emergency changes to APD (Dustin Doucet 801/538-5281 or 733-0983)***
- D) Any changes in the program must be approved by the *Utah Division of Oil, Gas and Mining* and or the BLM Vernal Office. "Sundry Notices and Reports on Wells" (form 3160-5) must be filed for all changes of plans. Emergency approval may be obtained orally, but such approval does not waive the written report requirement.**
- 1) Should the well be successfully completed for production, the BLM Pinedale Field Office must be notified when it is placed in a producing status. The notification shall provide, as a minimum, the following information items:
 - Operator name, address, and telephone number.
 - Well name and number.
 - Well location (1/4 1/4, Section, Township, Range and P.M.)
 - Date well was placed in a producing status (date of first production for which royalty will be paid).
 - The nature of the well's production, (i.e., crude oil, or crude oil and casing head gas, or natural gas and entrained liquid hydrocarbons).
 - The Federal or Indian lease prefix and number on which the well is located. As appropriate, the unit agreement name, number and participating area name. As appropriate, the communitization agreement number.



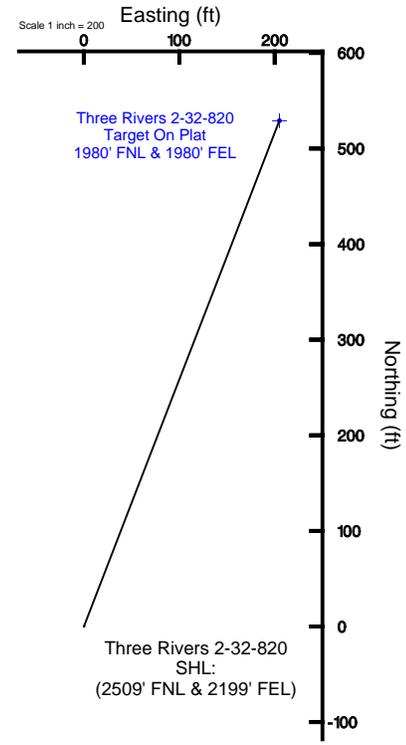
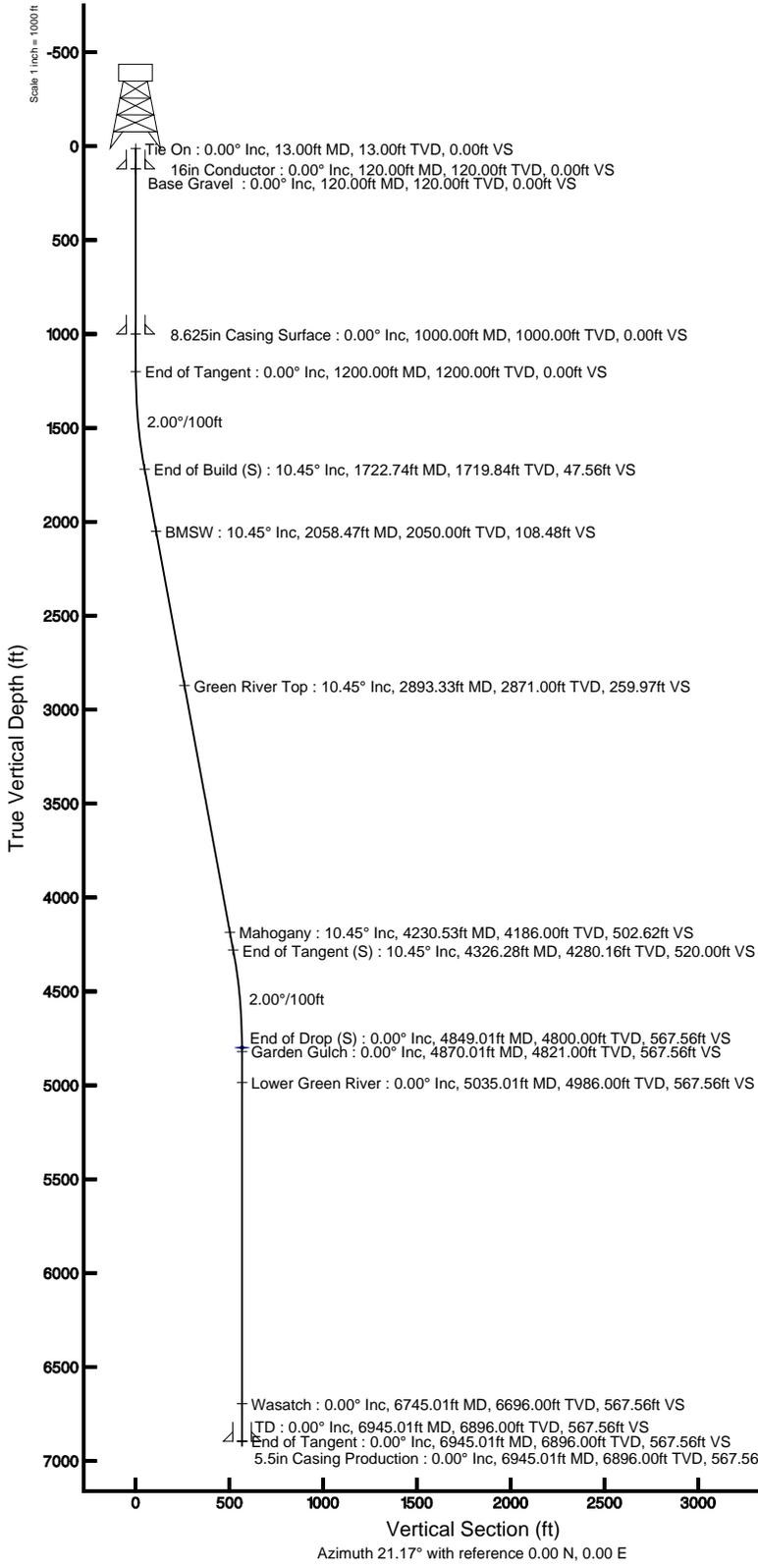
ULTRA RESOURCES, INC

Location: Three Rivers Slot: Three Rivers 2-32-820 (2509' FNL & 2199' FEL)
 Field: UINTAH COUNTY Well: Three Rivers 2-32-820
 Facility: Sec.02-T8S-R20E Wellbore: Three Rivers 2-32-820 PWB

Targets						
Name	MD (ft)	TVD (ft)	Local N (ft)	Local E (ft)	Grid East (US ft)	Grid North (US ft)
Three Rivers 2-32-820 Target On Plat 1980' FNL & 1980' FEL	4849.01	4800.00	529.24	204.99	2162106.97	720148.93

Well Profile Data							
Design Comment	MD (ft)	Inc (°)	Az (°)	TVD (ft)	Local N (ft)	Local E (ft)	DLS (°/100ft)
Tie On	13.00	0.000	21.173	13.00	0.00	0.00	0.00
End of Tangent	1200.00	0.000	21.173	1200.00	0.00	0.00	0.00
End of Build (S)	1722.74	10.455	21.173	1719.84	44.35	17.18	2.00
End of Tangent (S)	4326.28	10.455	21.173	4280.16	484.89	187.81	0.00
End of Drop (S)	4849.01	0.000	21.173	4800.00	529.24	204.99	2.00
End of Tangent	6945.01	0.000	21.173	6896.00	529.24	204.99	0.00

Location Information				
Facility Name	Grid East (US ft)	Grid North (US ft)	Latitude	Longitude
Sec.02-T8S-R20E	210436.623	720148.976	40°09'26.431"N	109°38'34.350"W
Slot	Local N (ft)	Local E (ft)	Grid East (US ft)	Grid North (US ft)
Three Rivers 2-32-820 (2509' FNL & 2199' FEL)	-1840.69	2436.99	2161913.083	720635.576
Rig on Three Rivers 2-32-820 (2509' FNL & 2199' FEL) (RT) to Mud line (N) Site: Three Rivers 2-32-820 (2509' FNL & 2199' FEL)				4810.8
Mean Sea Level to Mud line (N) Site: Three Rivers 2-32-820 (2509' FNL & 2199' FEL)				0
Rig on Three Rivers 2-32-820 (2509' FNL & 2199' FEL) (RT) to Mean Sea Level				4810.8
Plot reference wellbore in Three Rivers 2-32-820 PWB				
True vertical depths are referenced to Rig on Three Rivers 2-32-820 (2509' FNL & 2199' FEL) (RT)				Grid System: NAD83 / Lambert Utah SP_Central Zone (4300), US feet
Measured depths are referenced to Rig on Three Rivers 2-32-820 (2509' FNL & 2199' FEL) (RT)				North Reference: True north
Rig on Three Rivers 2-32-820 (2509' FNL & 2199' FEL) (RT) to Mean Sea Level: 4810.8 feet				Scale: True distance
Mean Sea Level to Mud line (N) Site: Three Rivers 2-32-820 (2509' FNL & 2199' FEL): 0 feet				Depths are in feet
Coordinates are in feet referenced to Slot				Created by: welliams on 6/20/2014





Planned Wellpath Report

Three Rivers 2-32-820 PWP

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REFERENCE WELLPATH IDENTIFICATION			
Operator	ULTRA RESOURCES, INC	Slot	Three Rivers 2-32-820 (2509' FNL & 2199' FEL)
Area	Three Rivers	Well	Three Rivers 2-32-820
Field	UINTAH COUNTY	Wellbore	Three Rivers 2-32-820 PWB
Facility	Sec.02-T8S-R20E		

REPORT SETUP INFORMATION			
Projection System	NAD83 / Lambert Utah SP, Central Zone (4302), US feet	Software System	WellArchitect® 3.0.0
North Reference	True	User	Ewilliams
Scale	0.999914	Report Generated	6/20/2014 at 9:55:23 AM
Convergence at slot	1.20° East	Database/Source file	WellArchitectDB/Three_Rivers_2-32-820_PWB.xml

WELLPATH LOCATION	Local coordinates		Grid coordinates		Geographic coordinates	
	North[ft]	East[ft]	Easting[US ft]	Northing[US ft]	Latitude	Longitude
Slot Location	-1840.69	2438.99	2161913.08	7229635.58	40°09'08.240"N	109°38'02.940"W
Facility Reference Pt			2159436.62	7231425.08	40°09'26.431"N	109°38'34.350"W
Field Reference Pt			2156630.96	7236613.42	40°10'18.270"N	109°39'09.100"W

WELLPATH DATUM			
Calculation method	Minimum curvature	Rig on Three Rivers 2-32-820 (2509' FNL & 2199' FEL) (RT) to Facility Vertical Datum	4810.
Horizontal Reference Pt	Slot	Rig on Three Rivers 2-32-820 (2509' FNL & 2199' FEL) (RT) to Mean Sea Level	4810.
Vertical Reference Pt	Rig on Three Rivers 2-32-820 (2509' FNL & 2199' FEL) (RT)	Rig on Three Rivers 2-32-820 (2509' FNL & 2199' FEL) (RT) to Mud Line at Slot (Three Rivers 2-32-820 (2509' FNL & 2199' FEL))	4810.
MD Reference Pt	Rig on Three Rivers 2-32-820 (2509' FNL & 2199' FEL) (RT)	Section Origin	N 0.0
Field Vertical Reference	Mean Sea Level	Section Azimuth	21.17



Planned Wellpath Report

Three Rivers 2-32-820 PWP

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REFERENCE WELLPATH IDENTIFICATION

Operator	ULTRA RESOURCES, INC	Slot	Three Rivers 2-32-820 (2509' FNL & 2199' FEL)
Area	Three Rivers	Well	Three Rivers 2-32-820
Field	UINTAH COUNTY	Wellbore	Three Rivers 2-32-820 PWB
Facility	Sec.02-T8S-R20E		

WELLPATH DATA (83 stations) † = interpolated/extrapolated station

MD [ft]	Inclination [°]	Azimuth [°]	TVD [ft]	Vert Sect [ft]	North [ft]	East [ft]	Latitude	Longitude	DLS [°/100ft]	Comments
0.00†	0.000	21.173	0.00	0.00	0.00	0.00	40°09'08.240"N	109°38'02.940"W	0.00	
13.00	0.000	21.173	13.00	0.00	0.00	0.00	40°09'08.240"N	109°38'02.940"W	0.00	
113.00†	0.000	21.173	113.00	0.00	0.00	0.00	40°09'08.240"N	109°38'02.940"W	0.00	
120.00†	0.000	21.173	120.00	0.00	0.00	0.00	40°09'08.240"N	109°38'02.940"W	0.00	Base Gravel
213.00†	0.000	21.173	213.00	0.00	0.00	0.00	40°09'08.240"N	109°38'02.940"W	0.00	
313.00†	0.000	21.173	313.00	0.00	0.00	0.00	40°09'08.240"N	109°38'02.940"W	0.00	
413.00†	0.000	21.173	413.00	0.00	0.00	0.00	40°09'08.240"N	109°38'02.940"W	0.00	
513.00†	0.000	21.173	513.00	0.00	0.00	0.00	40°09'08.240"N	109°38'02.940"W	0.00	
613.00†	0.000	21.173	613.00	0.00	0.00	0.00	40°09'08.240"N	109°38'02.940"W	0.00	
713.00†	0.000	21.173	713.00	0.00	0.00	0.00	40°09'08.240"N	109°38'02.940"W	0.00	
813.00†	0.000	21.173	813.00	0.00	0.00	0.00	40°09'08.240"N	109°38'02.940"W	0.00	
913.00†	0.000	21.173	913.00	0.00	0.00	0.00	40°09'08.240"N	109°38'02.940"W	0.00	
1013.00†	0.000	21.173	1013.00	0.00	0.00	0.00	40°09'08.240"N	109°38'02.940"W	0.00	
1113.00†	0.000	21.173	1113.00	0.00	0.00	0.00	40°09'08.240"N	109°38'02.940"W	0.00	
1200.00	0.000	21.173	1200.00	0.00	0.00	0.00	40°09'08.240"N	109°38'02.940"W	0.00	
1213.00†	0.260	21.173	1213.00	0.03	0.03	0.01	40°09'08.240"N	109°38'02.940"W	2.00	
1313.00†	2.260	21.173	1312.97	2.23	2.08	0.80	40°09'08.261"N	109°38'02.930"W	2.00	
1413.00†	4.260	21.173	1412.80	7.91	7.38	2.86	40°09'08.313"N	109°38'02.903"W	2.00	
1513.00†	6.260	21.173	1512.38	17.08	15.93	6.17	40°09'08.397"N	109°38'02.861"W	2.00	
1613.00†	8.260	21.173	1611.57	29.72	27.71	10.73	40°09'08.514"N	109°38'02.802"W	2.00	
1713.00†	10.260	21.173	1710.26	45.81	42.72	16.55	40°09'08.662"N	109°38'02.727"W	2.00	
1722.74	10.455	21.173	1719.84	47.56	44.35	17.18	40°09'08.678"N	109°38'02.719"W	2.00	
1813.00†	10.455	21.173	1808.61	63.94	59.62	23.09	40°09'08.829"N	109°38'02.643"W	0.00	
1913.00†	10.455	21.173	1906.95	82.08	76.54	29.65	40°09'08.996"N	109°38'02.558"W	0.00	
2013.00†	10.455	21.173	2005.29	100.23	93.46	36.20	40°09'09.164"N	109°38'02.474"W	0.00	
2058.47†	10.455	21.173	2050.00	108.48	101.16	39.18	40°09'09.240"N	109°38'02.435"W	0.00	BMSW
2113.00†	10.455	21.173	2103.63	118.38	110.39	42.76	40°09'09.331"N	109°38'02.389"W	0.00	
2213.00†	10.455	21.173	2201.96	136.52	127.31	49.31	40°09'09.498"N	109°38'02.305"W	0.00	
2313.00†	10.455	21.173	2300.30	154.67	144.23	55.86	40°09'09.665"N	109°38'02.221"W	0.00	
2413.00†	10.455	21.173	2398.64	172.81	161.15	62.42	40°09'09.832"N	109°38'02.136"W	0.00	
2513.00†	10.455	21.173	2496.98	190.96	178.07	68.97	40°09'10.000"N	109°38'02.052"W	0.00	
2613.00†	10.455	21.173	2595.32	209.11	194.99	75.53	40°09'10.167"N	109°38'01.967"W	0.00	
2713.00†	10.455	21.173	2693.66	227.25	211.91	82.08	40°09'10.334"N	109°38'01.883"W	0.00	
2813.00†	10.455	21.173	2792.00	245.40	228.83	88.63	40°09'10.501"N	109°38'01.799"W	0.00	
2893.33†	10.455	21.173	2871.00	259.97	242.42	93.90	40°09'10.636"N	109°38'01.731"W	0.00	Green River Top
2913.00†	10.455	21.173	2890.34	263.54	245.75	95.19	40°09'10.669"N	109°38'01.714"W	0.00	
3013.00†	10.455	21.173	2988.68	281.69	262.67	101.74	40°09'10.836"N	109°38'01.630"W	0.00	
3113.00†	10.455	21.173	3087.02	299.84	279.60	108.30	40°09'11.003"N	109°38'01.545"W	0.00	
3213.00†	10.455	21.173	3185.36	317.98	296.52	114.85	40°09'11.170"N	109°38'01.461"W	0.00	
3313.00†	10.455	21.173	3283.70	336.13	313.44	121.40	40°09'11.337"N	109°38'01.377"W	0.00	
3413.00†	10.455	21.173	3382.04	354.27	330.36	127.96	40°09'11.505"N	109°38'01.292"W	0.00	
3513.00†	10.455	21.173	3480.38	372.42	347.28	134.51	40°09'11.672"N	109°38'01.208"W	0.00	
3613.00†	10.455	21.173	3578.72	390.57	364.20	141.07	40°09'11.839"N	109°38'01.123"W	0.00	
3713.00†	10.455	21.173	3677.06	408.71	381.12	147.62	40°09'12.006"N	109°38'01.039"W	0.00	
3813.00†	10.455	21.173	3775.40	426.86	398.04	154.17	40°09'12.173"N	109°38'00.954"W	0.00	



Planned Wellpath Report
 Three Rivers 2-32-820 PWP
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REFERENCE WELLPATH IDENTIFICATION			
Operator	ULTRA RESOURCES, INC	Slot	Three Rivers 2-32-820 (2509' FNL & 2199' FEL)
Area	Three Rivers	Well	Three Rivers 2-32-820
Field	UINTAH COUNTY	Wellbore	Three Rivers 2-32-820 PWB
Facility	Sec.02-T8S-R20E		

WELLPATH DATA (83 stations) † = interpolated/extrapolated station										
MD [ft]	Inclination [°]	Azimuth [°]	TVD [ft]	Vert Sect [ft]	North [ft]	East [ft]	Latitude	Longitude	DLS [°/100ft]	Comments
3913.00†	10.455	21.173	3873.74	445.00	414.96	160.73	40°09'12.341"N	109°38'00.870"W	0.00	
4013.00†	10.455	21.173	3972.08	463.15	431.88	167.28	40°09'12.508"N	109°38'00.786"W	0.00	
4113.00†	10.455	21.173	4070.42	481.29	448.80	173.84	40°09'12.675"N	109°38'00.701"W	0.00	
4213.00†	10.455	21.173	4168.76	499.44	465.73	180.39	40°09'12.842"N	109°38'00.617"W	0.00	
4230.53†	10.455	21.173	4186.00	502.62	468.69	181.54	40°09'12.872"N	109°38'00.602"W	0.00	Mahogany
4313.00†	10.455	21.173	4267.10	517.59	482.65	186.94	40°09'13.010"N	109°38'00.532"W	0.00	
4326.28	10.455	21.173	4280.16	520.00	484.89	187.81	40°09'13.032"N	109°38'00.521"W	0.00	
4413.00†	8.720	21.173	4365.67	534.44	498.36	193.03	40°09'13.165"N	109°38'00.454"W	2.00	
4513.00†	6.720	21.173	4464.76	547.87	510.89	197.88	40°09'13.289"N	109°38'00.392"W	2.00	
4613.00†	4.720	21.173	4564.25	557.84	520.18	201.48	40°09'13.380"N	109°38'00.345"W	2.00	
4713.00†	2.720	21.173	4664.04	564.33	526.23	203.83	40°09'13.440"N	109°38'00.315"W	2.00	
4813.00†	0.720	21.173	4763.99	567.33	529.03	204.91	40°09'13.468"N	109°38'00.301"W	2.00	
4849.01	0.000	21.173	4800.00†	567.56	529.24	204.99	40°09'13.470"N	109°38'00.300"W	2.00	
4870.01†	0.000	21.173	4821.00	567.56	529.24	204.99	40°09'13.470"N	109°38'00.300"W	0.00	Garden Gulch
4913.00†	0.000	21.173	4863.99	567.56	529.24	204.99	40°09'13.470"N	109°38'00.300"W	0.00	
5013.00†	0.000	21.173	4963.99	567.56	529.24	204.99	40°09'13.470"N	109°38'00.300"W	0.00	
5035.01†	0.000	21.173	4986.00	567.56	529.24	204.99	40°09'13.470"N	109°38'00.300"W	0.00	Lower Green River
5113.00†	0.000	21.173	5063.99	567.56	529.24	204.99	40°09'13.470"N	109°38'00.300"W	0.00	
5213.00†	0.000	21.173	5163.99	567.56	529.24	204.99	40°09'13.470"N	109°38'00.300"W	0.00	
5313.00†	0.000	21.173	5263.99	567.56	529.24	204.99	40°09'13.470"N	109°38'00.300"W	0.00	
5413.00†	0.000	21.173	5363.99	567.56	529.24	204.99	40°09'13.470"N	109°38'00.300"W	0.00	
5513.00†	0.000	21.173	5463.99	567.56	529.24	204.99	40°09'13.470"N	109°38'00.300"W	0.00	
5613.00†	0.000	21.173	5563.99	567.56	529.24	204.99	40°09'13.470"N	109°38'00.300"W	0.00	
5713.00†	0.000	21.173	5663.99	567.56	529.24	204.99	40°09'13.470"N	109°38'00.300"W	0.00	
5813.00†	0.000	21.173	5763.99	567.56	529.24	204.99	40°09'13.470"N	109°38'00.300"W	0.00	
5913.00†	0.000	21.173	5863.99	567.56	529.24	204.99	40°09'13.470"N	109°38'00.300"W	0.00	
6013.00†	0.000	21.173	5963.99	567.56	529.24	204.99	40°09'13.470"N	109°38'00.300"W	0.00	
6113.00†	0.000	21.173	6063.99	567.56	529.24	204.99	40°09'13.470"N	109°38'00.300"W	0.00	
6213.00†	0.000	21.173	6163.99	567.56	529.24	204.99	40°09'13.470"N	109°38'00.300"W	0.00	
6313.00†	0.000	21.173	6263.99	567.56	529.24	204.99	40°09'13.470"N	109°38'00.300"W	0.00	
6413.00†	0.000	21.173	6363.99	567.56	529.24	204.99	40°09'13.470"N	109°38'00.300"W	0.00	
6513.00†	0.000	21.173	6463.99	567.56	529.24	204.99	40°09'13.470"N	109°38'00.300"W	0.00	
6613.00†	0.000	21.173	6563.99	567.56	529.24	204.99	40°09'13.470"N	109°38'00.300"W	0.00	
6713.00†	0.000	21.173	6663.99	567.56	529.24	204.99	40°09'13.470"N	109°38'00.300"W	0.00	
6745.01†	0.000	21.173	6696.00	567.56	529.24	204.99	40°09'13.470"N	109°38'00.300"W	0.00	Wasatch
6813.00†	0.000	21.173	6763.99	567.56	529.24	204.99	40°09'13.470"N	109°38'00.300"W	0.00	
6913.00†	0.000	21.173	6863.99	567.56	529.24	204.99	40°09'13.470"N	109°38'00.300"W	0.00	
6945.01	0.000	21.173	6896.00	567.56	529.24	204.99	40°09'13.470"N	109°38'00.300"W	0.00	ID



Planned Wellpath Report

Three Rivers 2-32-820 PWP

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REFERENCE WELLPATH IDENTIFICATION

Operator	ULTRA RESOURCES, INC	Slot	Three Rivers 2-32-820 (2509' FNL & 2199' FEL)
Area	Three Rivers	Well	Three Rivers 2-32-820
Field	UINTAH COUNTY	Wellbore	Three Rivers 2-32-820 PWB
Facility	Sec.02-T8S-R20E		

HOLE & CASING SECTIONS - Ref Wellbore: Three Rivers 2-32-820 PWB Ref Wellpath: Three Rivers 2-32-820 PWP

String/Diameter	Start MD [ft]	End MD [ft]	Interval [ft]	Start TVD [ft]	End TVD [ft]	Start N/S [ft]	Start E/W [ft]	End N/S [ft]	End E/W [ft]
16in Conductor	13.00	120.00	107.00	13.00	120.00	0.00	0.00	0.00	0.00
12.25in Open Hole	120.00	1000.00	880.00	120.00	1000.00	0.00	0.00	0.00	0.00
8.625in Casing Surface	13.00	1000.00	987.00	13.00	1000.00	0.00	0.00	0.00	0.00
7.875in Open Hole	1000.00	6945.01	5945.01	1000.00	6896.00	0.00	0.00	529.24	204.99
5.5in Casing Production	13.00	6945.01	6932.01	13.00	6896.00	0.00	0.00	529.24	204.99

TARGETS

Name	MD [ft]	TVD [ft]	North [ft]	East [ft]	Grid East [US ft]	Grid North [US ft]	Latitude	Longitude	Shape
1) Three Rivers 2-32-820 Target On Plat 1980' FNL & 1980' FEL	4849.01	4800.00	529.24	204.99	2162106.97	7230168.93	40°09'13.470"N	109°38'00.300"W	point



Planned Wellpath Report

Three Rivers 2-32-820 PWP

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REFERENCE WELLPATH IDENTIFICATION

Operator	ULTRA RESOURCES, INC	Slot	Three Rivers 2-32-820 (2509' FNL & 2199' FEL)
Area	Three Rivers	Well	Three Rivers 2-32-820
Field	UINTAH COUNTY	Wellbore	Three Rivers 2-32-820 PWB
Facility	Sec.02-T8S-R20E		

WELLPATH COMMENTS

MD [ft]	Inclination [°]	Azimuth [°]	TVD [ft]	Comment
120.00	0.000	21.173	120.00	Base Gravel
2058.47	10.455	21.173	2050.00	BMSW
2893.33	10.455	21.173	2871.00	Green River Top
4230.53	10.455	21.173	4186.00	Mahogany
4870.01	0.000	21.173	4821.00	Garden Gulch
5035.01	0.000	21.173	4986.00	Lower Green River
6745.01	0.000	21.173	6696.00	Wasatch
6945.01	0.000	21.173	6896.00	TD



Ultra Resources, Inc.

July 3, 2014

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

RE: Directional Drilling – Docket No. 2013-030 / Cause No. 270-02

Three Rivers 2-32-820

Surface Location: 2509' FNL & 2199' FEL, SWNE, Sec. 2, T8S, R20E

Target Location: 1980' FNL & 1980' FEL, SWNE, Sec. 2, T8S, R20E

SLB&M, Uintah County, Utah

Mr. Doucet:

Ultra Resources, Inc. ("Ultra") respectfully submits the below specifics concerning the proposed directional drilling of the subject well:

- Ultra is the sole owner of 100% of the leasehold rights within 460' around proposed bottom hole location and point of penetration of productive interval.
- The directional drilling of the well is proposed to limit surface disturbance within the project and affected surface owners.

Therefore, based on the above stated information, Ultra requests the permit be granted pursuant to Cause No. 270-02.

Thank you in advance for your consideration. Please feel free to contact me at 303-645-9810 if you have any questions or comments.

Sincerely,

Debbie Ghani
Sr. Permitting Specialist

/dg

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
1. TYPE OF WELL Oil Well	6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
2. NAME OF OPERATOR: ULTRA RESOURCES INC	7. UNIT or CA AGREEMENT NAME:
3. ADDRESS OF OPERATOR: 304 Inverness Way South #295 , Englewood, CO, 80112	8. WELL NAME and NUMBER: Three Rivers 2-32-820
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2509 FNL 2199 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWNE Section: 02 Township: 08.0S Range: 20.0E Meridian: S	9. API NUMBER: 43047532740000
PHONE NUMBER: 303 645-9809 Ext	9. FIELD and POOL or WILDCAT: THREE RIVERS
COUNTY: Uintah	STATE: UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 12/7/2014	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input checked="" type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: <input style="width: 100px;" type="text"/>

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.
 Ultra respectfully requests a one year extension on the state permit for the referenced well. This is the first extension that has been requested.

Approved by the
November 10, 2014
Oil, Gas and Mining

Date: _____
By: 

NAME (PLEASE PRINT) Jenna Anderson	PHONE NUMBER 303 645-9804	TITLE Permitting Assistant
SIGNATURE N/A	DATE 11/7/2014	



The Utah Division of Oil, Gas, and Mining

- State of Utah
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

Request for Permit Extension Validation Well Number 43047532740000

API: 43047532740000

Well Name: Three Rivers 2-32-820

Location: 2509 FNL 2199 FEL QTR SWNE SEC 02 TWP 080S RNG 200E MER S

Company Permit Issued to: ULTRA RESOURCES INC

Date Original Permit Issued: 12/10/2012

The undersigned as owner with legal rights to drill on the property as permitted above, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision. Following is a checklist of some items related to the application, which should be verified.

- If located on private land, has the ownership changed, if so, has the surface agreement been updated? Yes No

- Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location? Yes No

- Has there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well? Yes No

- Have there been any changes to the access route including ownership, or rightof- way, which could affect the proposed location? Yes No

- Has the approved source of water for drilling changed? Yes No

- Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation? Yes No

- Is bonding still in place, which covers this proposed well? Yes No

Signature: Jenna Anderson

Date: 11/7/2014

Title: Permitting Specialist Representing: ULTRA RESOURCES INC



GARY R. HERBERT
Governor

SPENCER J. COX
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

December 24, 2015

Ultra Resources, Inc.
116 Inverness Dr. E Ste. 400
Englewood, CO 80112

Re: APD Rescinded – Three Rivers 2-32-820, Sec. 2, T. 8S, R. 20E
Uintah County, Utah API No. 43-047-53274

Ladies and Gentlemen:

The Application for Permit to Drill (APD) for the subject well was approved by the Division of Oil, Gas and Mining (Division) on December 10, 2012. On November 18, 2013 and November 10, 2014 the Division granted a one-year APD extension. No drilling activity at this location has been reported to the division. Therefore, approval to drill the well is hereby rescinded, effective December 24, 2015.

A new APD must be filed with this office for approval prior to the commencement of any future work on the subject location.

If any previously unreported operations have been performed on this well location, it is imperative that you notify the Division immediately.

Sincerely,


Diana Mason
Environmental Scientist

cc: Well File
SITLA, Ed Bonner