

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 32-333-720
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) Patented	11. MINERAL OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input checked="" type="checkbox"/>	12. SURFACE OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input checked="" type="checkbox"/>
13. NAME OF SURFACE OWNER (if box 12 = 'fee') Kenneth Joe & Dianne C. Batty		14. SURFACE OWNER PHONE (if box 12 = 'fee') 435-789-3025
15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee') 1600 North 1500 West, ,		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	1625 FNL 2513 FEL	SWNE	32	7.0 S	20.0 E	S
Top of Uppermost Producing Zone	2732 FNL 1980 FEL	SWNE	32	7.0 S	20.0 E	S
At Total Depth	2732 FNL 1980 FEL	SWNE	32	7.0 S	20.0 E	S

21. COUNTY UINTAH	22. DISTANCE TO NEAREST LEASE LINE (Feet) 139	23. NUMBER OF ACRES IN DRILLING UNIT 40
27. ELEVATION - GROUND LEVEL 4793	25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 7	26. PROPOSED DEPTH MD: 7546 TVD: 7283
	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	13.00	24.0	J-55 LT&C	8.7	Premium Lite High Strength	145	2.97	11.5
							Class G	115	1.16	15.8	
Prod	7.875	5.0	0	7546	17.0	J-55 LT&C	9.2	Premium Lite High Strength	435	2.25	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 checked="" type="checkbox"/> AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)	<input type="checkbox"/> FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER
<input checked="" type="checkbox"/> DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)	<input checked="" type="checkbox"/> TOPOGRAPHICAL MAP

NAME Don Hamilton	TITLE Permitting Agent (Buys & Associates, Inc)	PHONE 435 719-2018
SIGNATURE	DATE 04/10/2013	EMAIL starpoint@etv.net
API NUMBER ASSIGNED 43047537130000		APPROVAL

Received: April 11, 2013

DRILLING PLAN

Axia Energy, LLC
Three Rivers Project
Three Rivers #32-333-720
SWNE Sec 32 T7S R20E
Uintah County, Utah

1. ESTIMATED FORMATION TOPS

FORMATION	TOP (TVD)	COMMENTS
Uinta	Surface	Gas & Degraded Oil; Possible Brackish H ₂ O
Green River	3,108'	Oil & Associated Gas
Lower Green River*	5,096'	Oil & Associated Gas
Wasatch*	6,983'	Oil & Associated Gas
TD	7,546' (MD) 7,283' (TVD)	

NOTE: Datum, Ground Level (GL) Elevation: 4,793'; 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		50-75	13 3/8				
SURFACE	11	1300 ±	8 5/8	24.0	J-55	LTC	0.0636
PRODUCTION	7 7/8	7,546'	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	8.097	7.972	1,370	2,950	381,000	244,000
5 1/2	4.892	4.767	4,910	5,320	273,000	247,000

*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# N-80 or equivalent marker collar or casing joints will be placed at the top of the Green River and approximately 400' above the Wasatch.

3. CEMENT PROGRAM

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

SURFACE (8 5/8): Cement Top: Surface
Lead: 145 sks, Premium Lightweight Cmt w/ additives, 11.50 ppg, 2.97 cf/sk, 50% excess
Tail: 115 sks Class G Cement w/ additives, 15.80 ppg, 1.16 cf/sk, 50% excess

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

PRODUCTION (5 1/2): Cement Top – 2,700'
435 sacks – Light Premium Cement w/ additives – 12.0 ppg, 2.25 cf/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 – 1300 ±	11" Diverter with Rotating Head
1300 ± – 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 WEIGHT	WISC	FLUID LOSS	COMMENTS
SURF – 1300 ±	8.4 – 8.7 ppg	32	NC	Spud Mud
1300 ± – 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 3,154 psi (normal pressure gradient: 0.433 psi/ft).
 - b) Estimated maximum surface pressure will be approximately 1,602 psi (estimated bottom hole minus pressure of partially evacuated hole (gradient: 0.220 psi/ft)).
- B)** No hydrogen sulfide is anticipated.

INTERVAL	CONDITION
SURF – 1300 ±	Lost Circulation Possible
1300 ± – 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
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T7S, R20E, S.L.B.&M.

AXIA ENERGY

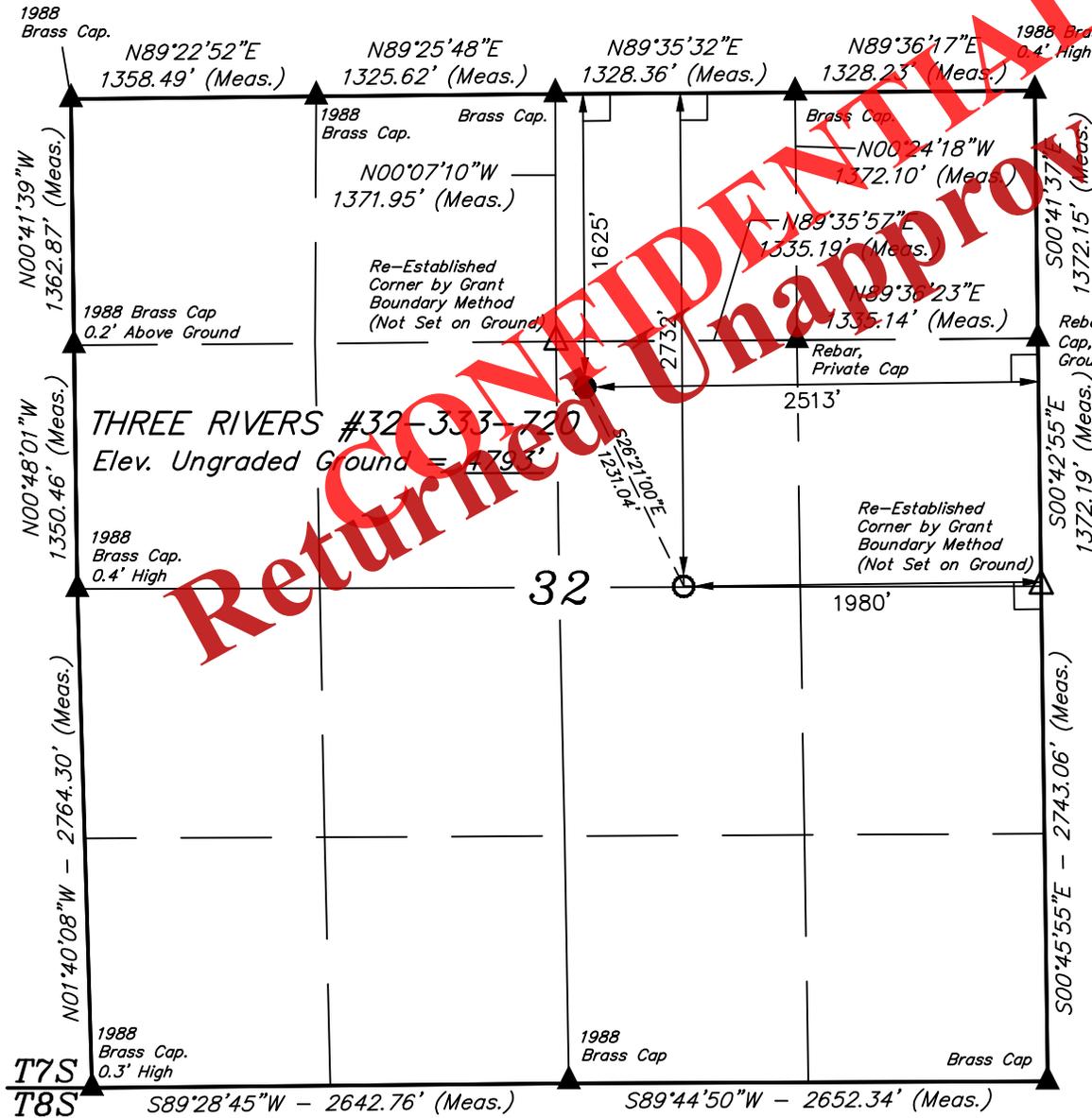
Well location, THREE RIVERS #32-333-720, located as shown in the SW 1/4 NE 1/4 of Section 32, T7S, R20E, S.L.B.&M., Uintah County, Utah.

BASIS OF ELEVATION

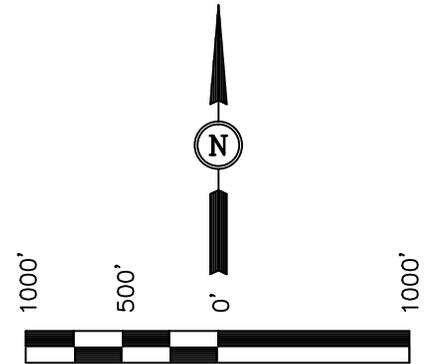
BENCH MARK (38EAM) LOCATED IN THE SW 1/4 OF SECTION 9, T7S, R20E, S.L.B.&M. TAKEN FROM THE PELICAN LAKE, QUADRANGLE, UTAH, UTAH COUNTY, 7.5 MINUTE QUAD (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 4942 FEET.

BASIS OF BEARINGS

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



Returned Unapproved
 CONFIDENTIAL



SCALE

CERTIFICATE

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

KAY
 REGISTERED LAND SURVEYOR
 REGISTRATION NO. 161319
 STATE OF UTAH
 04-08-13

REV: 04-08-13 S.F.

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

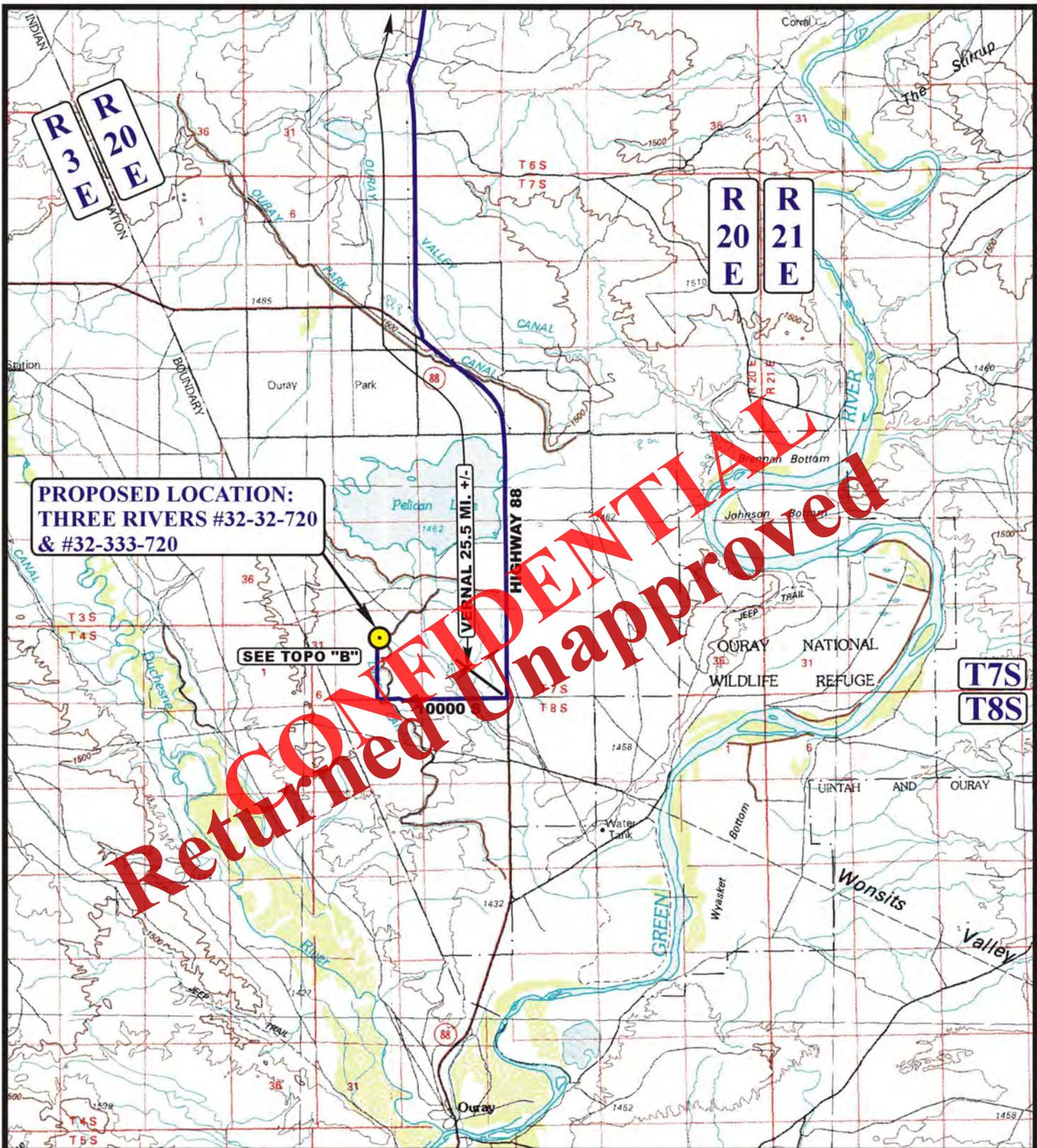
LEGEND:

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

NAD 83 (TARGET BOTTOM HOLE)	NAD 83 (SURFACE LOCATION)
LATITUDE = 40°09'58.66" (40.166294)	LATITUDE = 40°10'09.55" (40.169319)
LONGITUDE = 109°41'25.48" (109.690411)	LONGITUDE = 109°41'32.52" (109.692367)
NAD 27 (TARGET BOTTOM HOLE)	NAD 27 (SURFACE LOCATION)
LATITUDE = 40°09'58.79" (40.166331)	LATITUDE = 40°10'09.69" (40.169358)
LONGITUDE = 109°41'22.98" (109.689717)	LONGITUDE = 109°41'30.02" (109.691672)

SCALE 1" = 1000'	DATE SURVEYED: 03-24-13	DATE DRAWN: 03-19-13
PARTY B.H. E.C. C.A.G.	REFERENCES G.L.O. PLAT	
WEATHER WARM	FILE AXIA ENERGY	

Received: April 10, 2013



**PROPOSED LOCATION:
THREE RIVERS #32-32-720
& #32-333-720**

SEE TOPO "B"

VERNAL 25.5 MI. +/-

HIGHWAY 88

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LEGEND:

 **PROPOSED LOCATION**



AXIA ENERGY

**THREE RIVERS #32-32-720 & #32-333-720
SECTION 32, T7S, R20E, S.L.B.&M.
SW 1/4 NE 1/4**



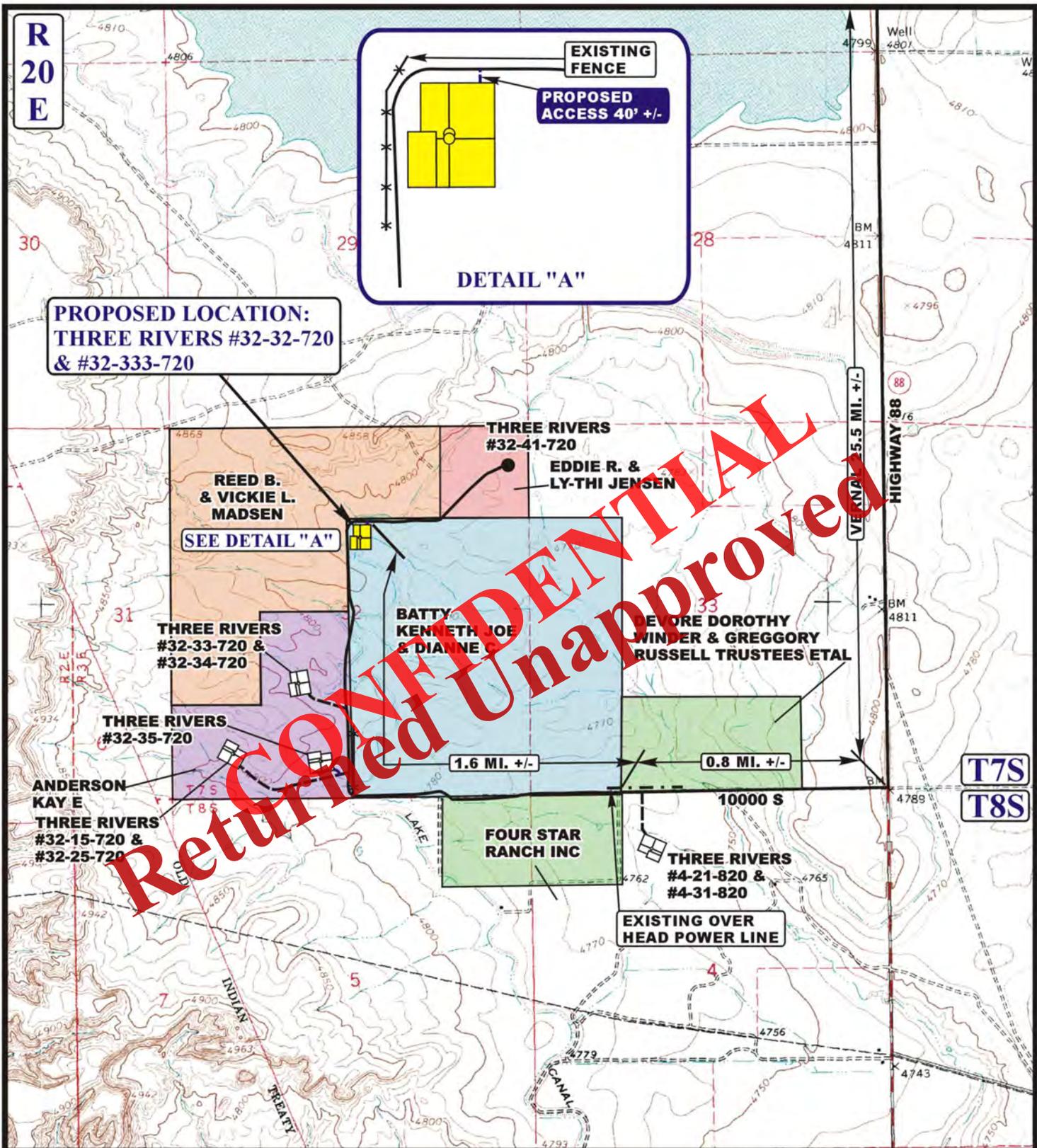
Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

**ACCESS ROAD
MAP**

03 20 13
MONTH DAY YEAR



SCALE: 1:100,000 DRAWN BY: A.T. REVISED: 00-00-00



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LEGEND:

- EXISTING ROAD
- - - PROPOSED ACCESS ROAD
- . - . - EXISTING POWER LINE
- * * * * * EXISTING FENCE



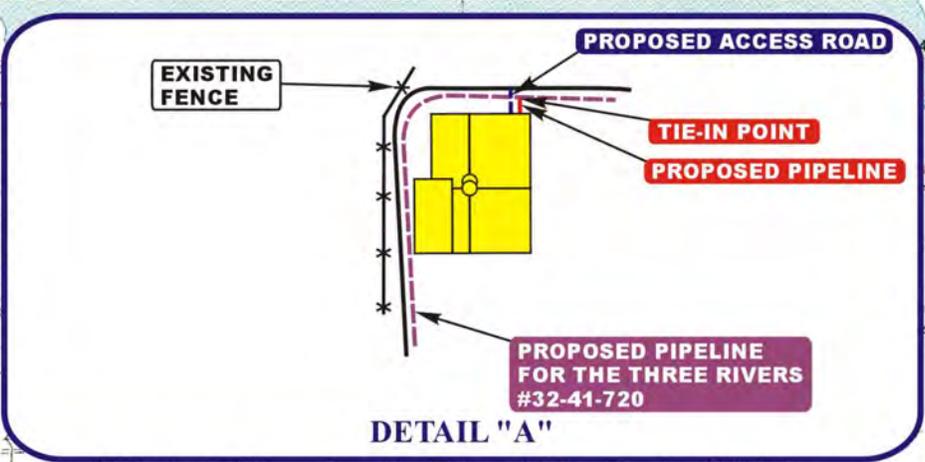
AXIA ENERGY

THREE RIVERS #32-32-720 & #32-333-720
SECTION 32, T7S, R20E, S.L.B.&M.
SW 1/4 NE 1/4

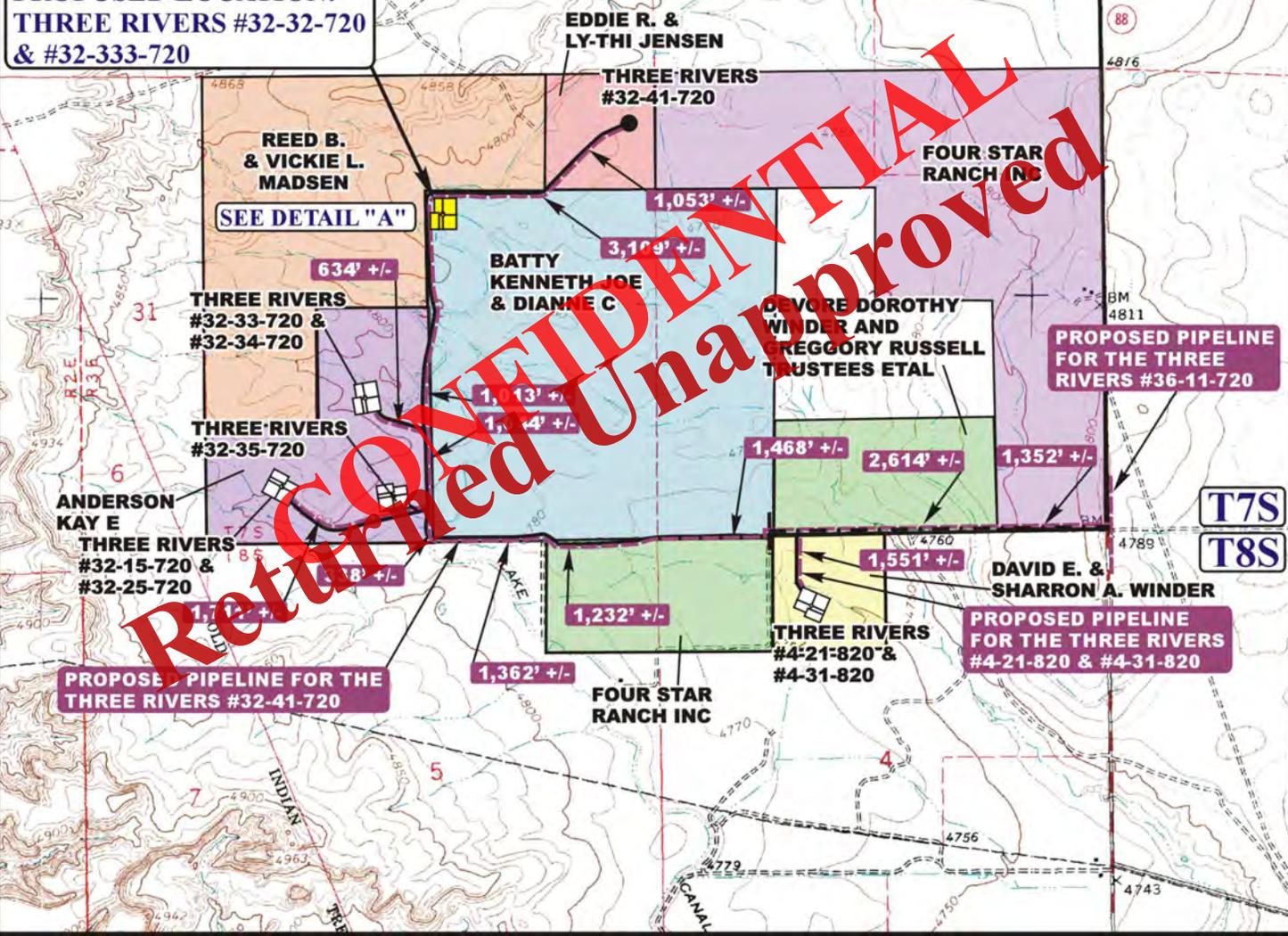
U&L S Uintah Engineering & Land Surveying
 85 South 200 East Vernal, Utah 84078
 (435) 789-1017 * FAX (435) 789-1813

ACCESS ROAD MAP	03 MONTH	20 DAY	13 YEAR	B TOPO
SCALE: 1" = 2000'	DRAWN BY: A.T.		REVISED: 00-00-00	

R
20
E



**PROPOSED LOCATION:
THREE RIVERS #32-32-720
& #32-333-720**



APPROXIMATE TOTAL PIPELINE DISTANCE = 29' +/-

LEGEND:

	PROPOSED ACCESS ROAD
	PROPOSED PIPELINE
	PROPOSED PIPELINE (SERVICING OTHER WELLS)
	EXISTING FENCE



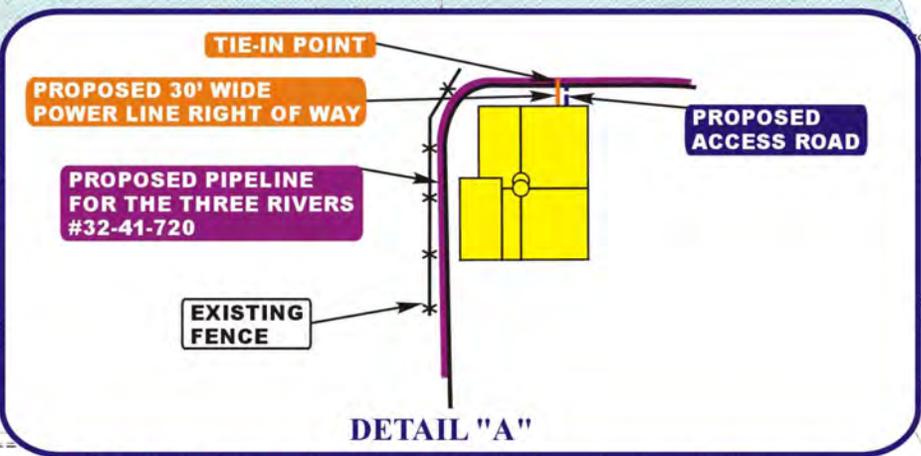
AXIA ENERGY

THREE RIVERS #32-32-720 & #32-333-720
SECTION 32, T7S, R20E, S.L.B.&M.
SW 1/4 NE 1/4

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

TOPOGRAPHIC MAP 03 20 13
MONTH DAY YEAR
SCALE: 1" = 2000' DRAWN BY: A.T. REVISED: 00-00-00 **D TOPO**

R
20
E



**PROPOSED LOCATION:
THREE RIVERS #32-32-720
& #32-333-720**

**PROPOSED POWERLINE FOR
THE THREE RIVERS #32-41-720**

**EDDIE R. &
LY-THI JENSEN
THREE RIVERS
#32-41-720**

**REED B.
& VICKIE L.
MADSEN**

**FOUR STAR
RANCH INC**

SEE DETAIL "A"

SEE DETAIL "A"

**THREE RIVERS
#32-33-720 &
#32-34-720**

**BATTY
KENNETH JOE
& DIANNE C**

**DEVORE DOROTHY
WINDER AND
GREGORY RUSSELL
TRUSTEES ETAL**

**PROPOSED POWERLINE
FOR THE THREE
RIVERS #36-11-720**

**ANDERSON
KAY E**

**THREE RIVERS
#32-15-720 &
#32-25-720**

**PROPOSED POWERLINE
FOR THE THREE
RIVERS
#4-21-820 & #4-31-820**

**DAVID E. &
SHARRON A. WINDER**

**FOUR STAR
RANCH INC**

**THREE RIVERS
#4-21-820 &
#4-31-820**

RECORDED & UNAPPROVED

APPROXIMATE TOTAL POWER LINE DISTANCE = 64' +/-

LEGEND:

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



AXIA ENERGY

**THREE RIVERS #32-32-720 & #32-333-720
SECTION 32, T7S, 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 03 20 13
MONTH DAY YEAR
SCALE: 1" = 2000' DRAWN BY: A.T. REVISED: 00-00-00



Axia Energy

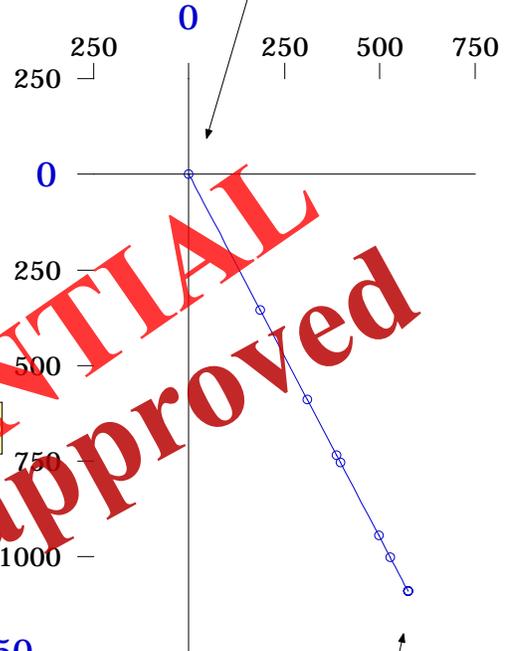
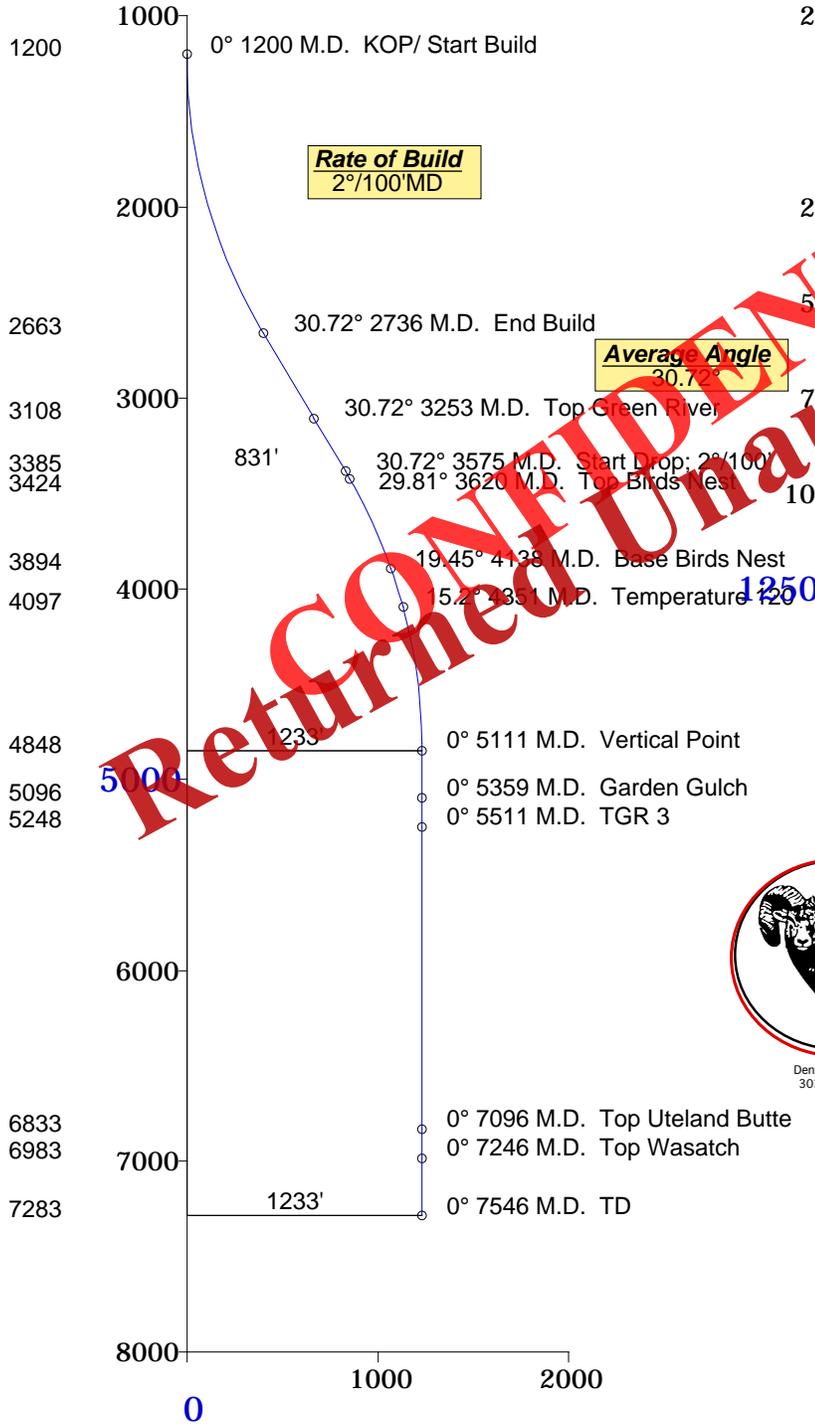
Three Rivers 32-333-720
 Uintah County, Utah

Horizontal Plan
 1" = 500'

Surface Location
 Y=7235503.814'
 X=2145518.681'
 NAD83

Plane of Proposal
 152.27° Azimuth

Vertical Section
 1" = 1000'



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Vertical Point
 1232.51' Displacement from S/L
 @ 152.27° Azimuth from S/L
 South-1090.94' East-573.51' of S/L
 TVD-4848' MD-5111'
 Y=7234412.9', X=2146092.2'
TD
 TVD-7283' MD-7546'



Denver, Colorado
 303-463-1919

Top Green River	3108' TVD
Top Birds Nest	3424' TVD
Base Birds Nest	3894' TVD
Temperature 120	4097' TVD
Garden Gulch	5096' TVD
TGR 3	5248' TVD
Top Uteland Butte	6833' TVD
Top Wasatch	6983' TVD

04-09-2013

Received: April 10, 2013

Bighorn Directional, Inc.

Axia Energy
Three Rivers 32-333-720
Uintah County, Utah



Minimum of Curvature
Slot Location: 7235503.81', 2145518.68'
Plane of Vertical Section: 152.27°

Measured Depth Feet	BORE Inc Degrees	HOLE Direction Degrees	True Vertical Depth Feet	RECTANGULAR COORDINATES		LAMBERT COORDINATES		Vertical Section Feet	CLOSURES		Dogleg Severity Deg/100'
				North(-South) Feet	East(-West) Feet	Y Feet	X Feet		Distance Feet	Direction Deg	
1200.00	0.00	0.00	1200.00	0.00	0.00	7235503.8	2145518.7	0.00	0.00	0.00	0.00
KOP/ Start Build											
1300.00	2.00	152.27	1299.98	-1.54	0.81	7235502.3	2145519.5	1.75	1.75	152.27	2.00
1400.00	4.00	152.27	1399.84	-6.18	3.25	7235497.6	2145521.9	6.98	6.98	152.27	2.00
1500.00	6.00	152.27	1499.45	-13.89	7.30	7235489.9	2145526.0	15.69	15.69	152.27	2.00
1600.00	8.00	152.27	1598.70	-24.68	12.97	7235479.1	2145531.7	27.88	27.88	152.27	2.00
1700.00	10.00	152.27	1697.47	-38.52	20.25	7235463.8	2145538.9	43.52	43.52	152.27	2.00
1800.00	12.00	152.27	1795.62	-55.41	29.13	7235448.4	2145547.8	62.60	62.60	152.27	2.00
1900.00	14.00	152.27	1893.06	-75.32	39.69	7235428.5	2145558.3	85.10	85.10	152.27	2.00
2000.00	16.00	152.27	1989.64	-99.23	51.64	7235405.6	2145570.3	110.98	110.98	152.27	2.00
2100.00	18.00	152.27	2085.27	-124.11	65.24	7235379.7	2145583.9	140.21	140.21	152.27	2.00
2200.00	20.00	152.27	2179.82	-152.92	80.39	7235350.9	2145599.1	172.77	172.77	152.27	2.00
2300.00	22.00	152.27	2273.77	-184.64	97.07	7235319.2	2145615.7	208.60	208.60	152.27	2.00
2400.00	24.00	152.27	2365.21	-219.23	115.25	7235284.6	2145633.9	247.67	247.67	152.27	2.00
2500.00	26.00	152.27	2455.84	-256.63	134.91	7235247.2	2145653.6	289.93	289.93	152.27	2.00
2600.00	28.00	152.27	2544.94	-296.82	156.04	7235207.0	2145674.7	335.33	335.33	152.27	2.00
2700.00	30.00	152.27	2632.39	-339.73	178.59	7235164.1	2145697.3	383.81	383.81	152.27	2.00
2735.98	30.72	152.27	2663.44	-355.82	187.06	7235148.0	2145705.7	401.99	401.99	152.27	2.00
End Build											
3235.98	30.72	152.27	3093.28	-581.91	305.91	7234921.9	2145824.6	657.42	657.42	152.27	0.00
3253.11	30.72	152.27	3108.00	-589.65	309.98	7234914.2	2145828.7	666.16	666.16	152.27	0.00
Top Green River											
3574.81	30.72	152.27	3384.56	-735.11	386.45	7234768.7	2145905.1	830.50	830.50	152.27	0.00
Start Drop											
3620.47	29.81	152.27	3424.00	-755.48	397.16	7234748.3	2145915.8	853.52	853.52	152.27	2.00
Top Birds Nest											
3674.81	28.72	152.27	3471.40	-778.99	409.52	7234724.8	2145928.2	880.08	880.08	152.27	2.00
3774.81	26.72	152.27	3559.92	-820.16	431.16	7234683.7	2145949.8	926.59	926.59	152.27	2.00

RETURNED TO APPROVED

Bighorn Directional, Inc.

Axia Energy
Three Rivers 32-333-720
Uintah County, Utah



Minimum of Curvature
Slot Location: 7235503.81', 2145518.68'
Plane of Vertical Section: 152.27°

Measured Depth Feet	BORE Inc Degrees	HOLE Direction Degrees	True Vertical Depth Feet	RECTANGULAR COORDINATES		LAMBERT COORDINATES		Vertical Section Feet	CLOSURES		Dogleg Severity Deg/100'
				North(-South) Feet	East(-West) Feet	Y Feet	X Feet		Distance Feet	Direction Deg	
3874.81	24.72	152.27	3650.00	-858.57	451.35	7234645.2	2145970.0	969.98	969.98	152.27	2.00
3974.81	22.72	152.27	3741.55	-894.18	470.07	7234609.6	2145988.8	1010.21	1010.21	152.27	2.00
4074.81	20.72	152.27	3834.45	-926.93	487.29	7234576.9	2146006.0	1047.21	1047.21	152.27	2.00
4138.22	19.45	152.27	3894.00	-946.21	497.42	7234557.6	2146016.1	1068.99	1068.99	152.27	2.00
Base Birds Nest											
4174.81	18.72	152.27	3928.58	-956.80	502.99	7234547.0	2146021.7	1080.95	1080.95	152.27	2.00
4274.81	16.72	152.27	4023.83	-983.74	517.15	7234520.4	2146035.8	1111.39	1111.39	152.27	2.00
4350.91	15.20	152.27	4097.00	-1002.26	526.89	7234501.6	2146045.6	1132.31	1132.31	152.27	2.00
Temperature 120											
4374.81	14.72	152.27	4120.08	-1007.72	529.76	7234496.1	2146048.4	1138.48	1138.48	152.27	2.00
4474.81	12.72	152.27	4217.23	-1023.71	540.80	7234475.1	2146059.5	1162.20	1162.20	152.27	2.00
4574.81	10.72	152.27	4315.14	-1046.89	550.25	7234457.1	2146068.9	1182.51	1182.51	152.27	2.00
4674.81	8.72	152.27	4413.69	-1061.63	558.10	7234442.2	2146076.8	1199.39	1199.39	152.27	2.00
4774.81	6.72	152.27	4512.78	-1073.52	564.35	7234430.3	2146083.0	1212.83	1212.83	152.27	2.00
4874.81	4.72	152.27	4612.28	-1082.34	568.99	7234421.5	2146087.7	1222.79	1222.79	152.27	2.00
4974.81	2.72	152.27	4712.06	-1088.09	572.01	7234415.7	2146090.7	1229.28	1229.28	152.27	2.00
5074.81	0.72	152.27	4812.01	-1090.74	573.41	7234413.1	2146092.1	1232.28	1232.28	152.27	2.00
5110.78	0.00	152.27	4847.99	-1090.94	573.51	7234412.9	2146092.2	1232.51	1232.51	152.27	2.00
Vertical Point											
5358.79	0.00	152.27	5095.99	-1090.94	573.51	7234412.9	2146092.2	1232.51	1232.51	152.27	0.00
Garden Gulch											
5510.79	0.00	152.27	5247.99	-1090.94	573.51	7234412.9	2146092.2	1232.51	1232.51	152.27	0.00
TGR 3											
7095.78	0.00	152.27	6832.99	-1090.94	573.51	7234412.9	2146092.2	1232.51	1232.51	152.27	0.00
Top Uteland Butte											
7245.78	0.00	152.27	6982.99	-1090.94	573.51	7234412.9	2146092.2	1232.51	1232.51	152.27	0.00
Top Wasatch											
7545.78	0.00	152.27	7282.99	-1090.94	573.51	7234412.9	2146092.2	1232.51	1232.51	152.27	0.00
TD											

Final Station Closure Distance: 1232.51' Direction: 152.27°

MEMORANDUM OF SURFACE USE AGREEMENT

State: Utah
County: Uintah
Owner: Kenneth Joe Batty
Operator: Axia Energy, LLC, 1430 Larimer Street, Suite 400, Denver, Colorado 80202
Effective Date: September 1, 2012

As of the Effective Date stated above, Owner, named above, executed and delivered to Operator, named above, a Surface Use Agreement (the "SUA") in which Owner has granted Operator certain rights to access the lands described below ("The Lands") for the purpose of exploring for and producing oil and gas from its oil and gas leases underlying the Lands and to construct drill pads, to drill oil and gas wells, and to construct and maintain associated production facilities, including pipelines. The Lands, all of which are situated in [redacted] are described as follows:

Township 7S, Range 20E
Section 32 - SE/4 & S/2NE/4
Section 33 - W/2SW/4 & SW/4NW/4

This SUA shall terminate upon the later of: (i) the expiration or termination of the underlying oil and gas leases held by Operator, its successor or assigns; or (ii) upon completion of final reclamation on the lands by Operator, its successors or assigns.

This Memorandum of Surface Use Agreement is executed by Owner and Operator and placed of record in the county in which the Lands are located for the purpose of placing all persons on notice of the existence of the Surface Use Agreement, which is not, at the request of both parties, being filed of record.

This Memorandum is signed by Owner and Operator, as of the date of the acknowledgment of their signatures below, but is effective for all purposes as of the Effective Date stated above.

OWNER:

By: Kenneth Joe Batty
Kenneth Joe Batty

OPERATOR:

AXIA ENERGY, LLC

By: Tab McGinlev, Vice President of Land

Received: April 10, 2013

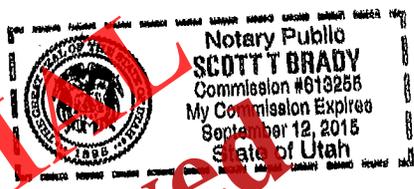
Acknowledgement

STATE OF UTAH)
COUNTY OF Utah)

The foregoing instrument was acknowledged before me this 11 day of September, 2012 by Kenneth Joe Batty.

Witness my hand and official seal.

My commission expires: 9-12-15



[Signature]
Notary Public

STATE OF COLORADO)
COUNTY OF DENVER)

The foregoing instrument was acknowledged before me this 23rd day of October, 2012, by Tab McGinley, appearing herein in his capacity as Vice President of Land of Ayla Energy, LLC

Witness my hand and official seal.

My commission expires: 7/6/13



My Commission Expires 7/6/13

Marci A. Winston
Notary Public

Address: 1430 Larimer Street
Suite 400
Denver, Colorado 80202

Returned Unapproved

BOP Equipment
3000psi WP

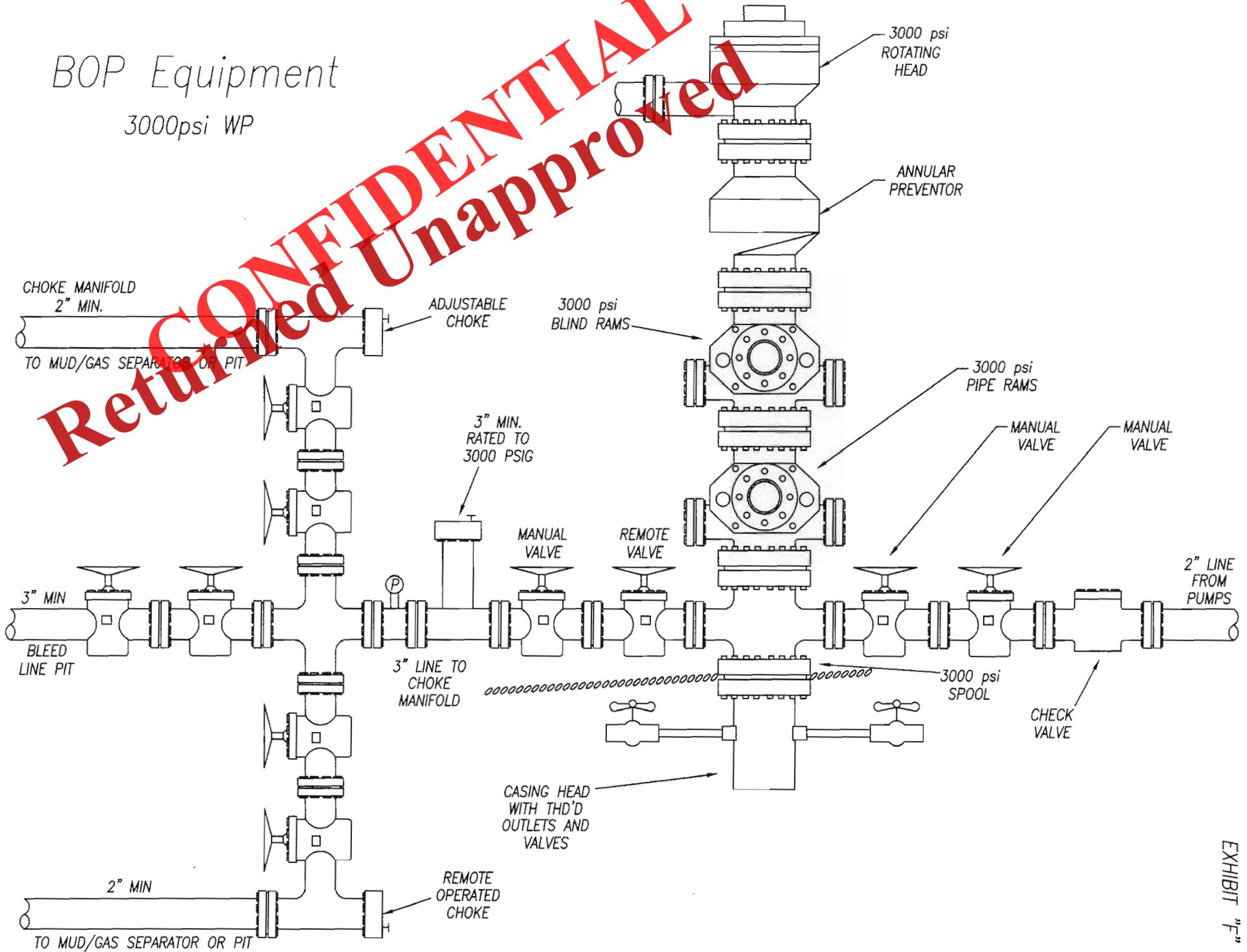


EXHIBIT "F"



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

April 10, 2013

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

RE: Request for Exception to Spacing – Axia Energy, LLC, **Three Rivers 32-333-720**
Surface Location: SWNE, 1625' FNL & 2513' FEL, Sec. 32, T7S, R20E
Target Location: SWNE, 2732' FNL & 1980' FEL, Sec. 32, T7S, R20E
SLB&M, Uintah County, Utah

Dear Diana:

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

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

Sincerely,

Don Hamilton
Agent for Axia Energy, LLC

cc: Jess A. Peonio, Axia Energy, LLC

Received: April 10, 2013

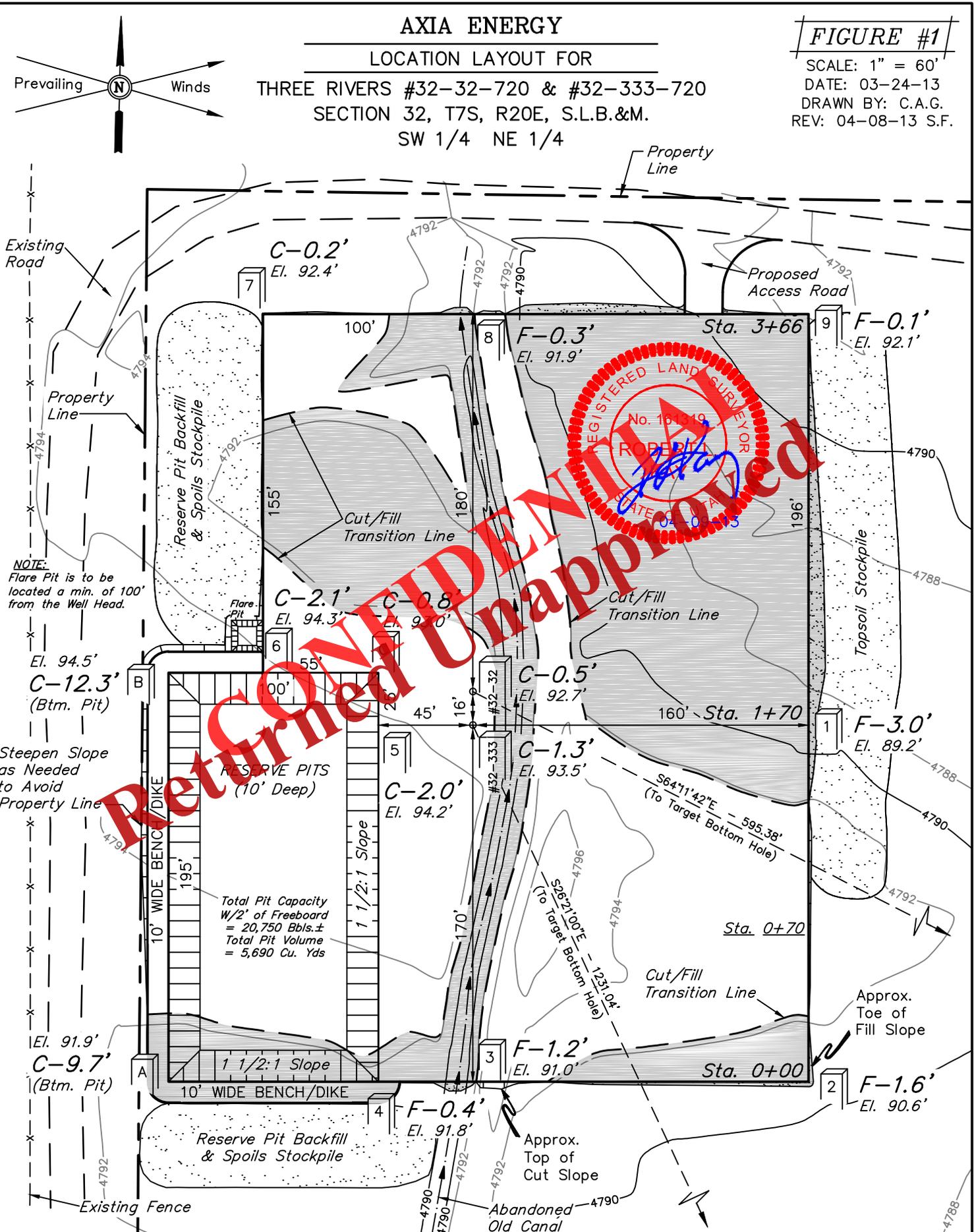
AXIA ENERGY

LOCATION LAYOUT FOR

THREE RIVERS #32-32-720 & #32-333-720
SECTION 32, T7S, R20E, S.L.B.&M.
SW 1/4 NE 1/4

FIGURE #1

SCALE: 1" = 60'
DATE: 03-24-13
DRAWN BY: C.A.G.
REV: 04-08-13 S.F.



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

Steepen Slope as Needed to Avoid Property Line

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 #32-333-720 Loc. Stake = 4793.5', UINAH ENGINEERING & LAND SURVEYING
FINISHED GRADE ELEV. AT #32-333-720 LOC. STAKE = 4792.2' 85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

Received: April 10, 2013

AXIA ENERGY

FIGURE #2

TYPICAL CROSS SECTIONS FOR

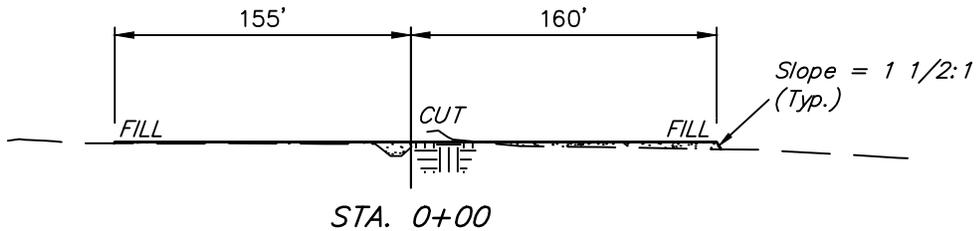
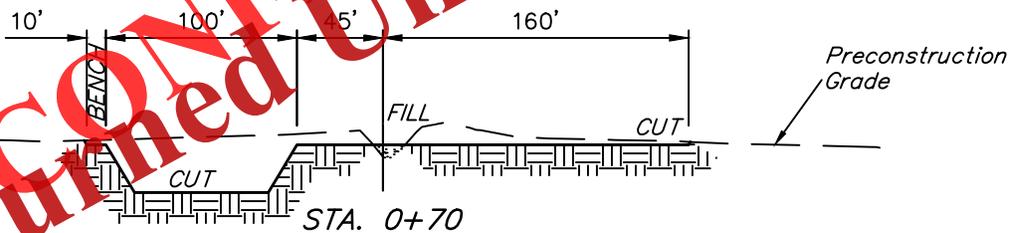
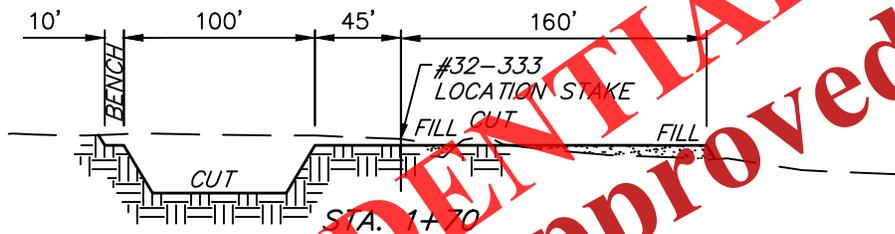
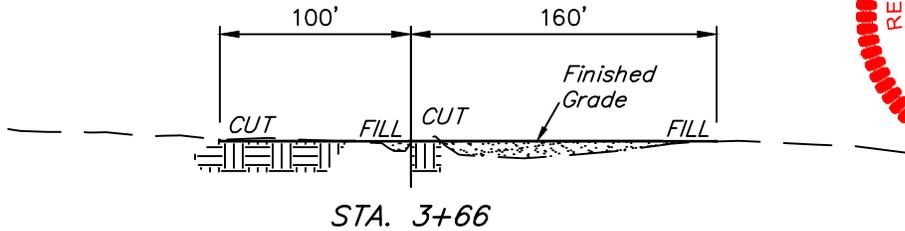
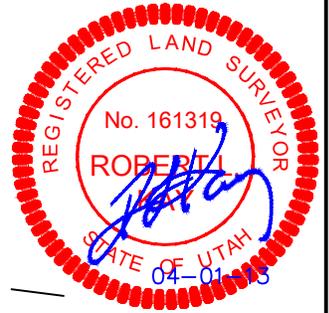
THREE RIVERS #32-32-720 & #32-333-720

SECTION 32, T7S, R20E, S.L.B.&M.

SW 1/4 NE 1/4

X-Section Scale
1" = 100'

DATE: 03-24-13
DRAWN BY: C.A.G.



Returned Unapproved
 CONFIDENTIAL

NOTE:

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

APPROXIMATE ACREAGES
WELL SITE DISTURBANCE = ± 4.016 ACRES

* NOTE:
FILL QUANTITY INCLUDES 5% FOR COMPACTION

APPROXIMATE YARDAGES

(6") Topsoil Stripping	=	2,060 Cu. Yds.
Remaining Location	=	8,150 Cu. Yds.
TOTAL CUT	=	10,210 CU. YDS.
FILL	=	4,730 CU. YDS.

EXCESS MATERIAL	=	5,480 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.)	=	4,910 Cu. Yds.
EXCESS UNBALANCE (After Interim Rehabilitation)	=	570 Cu. Yds.

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

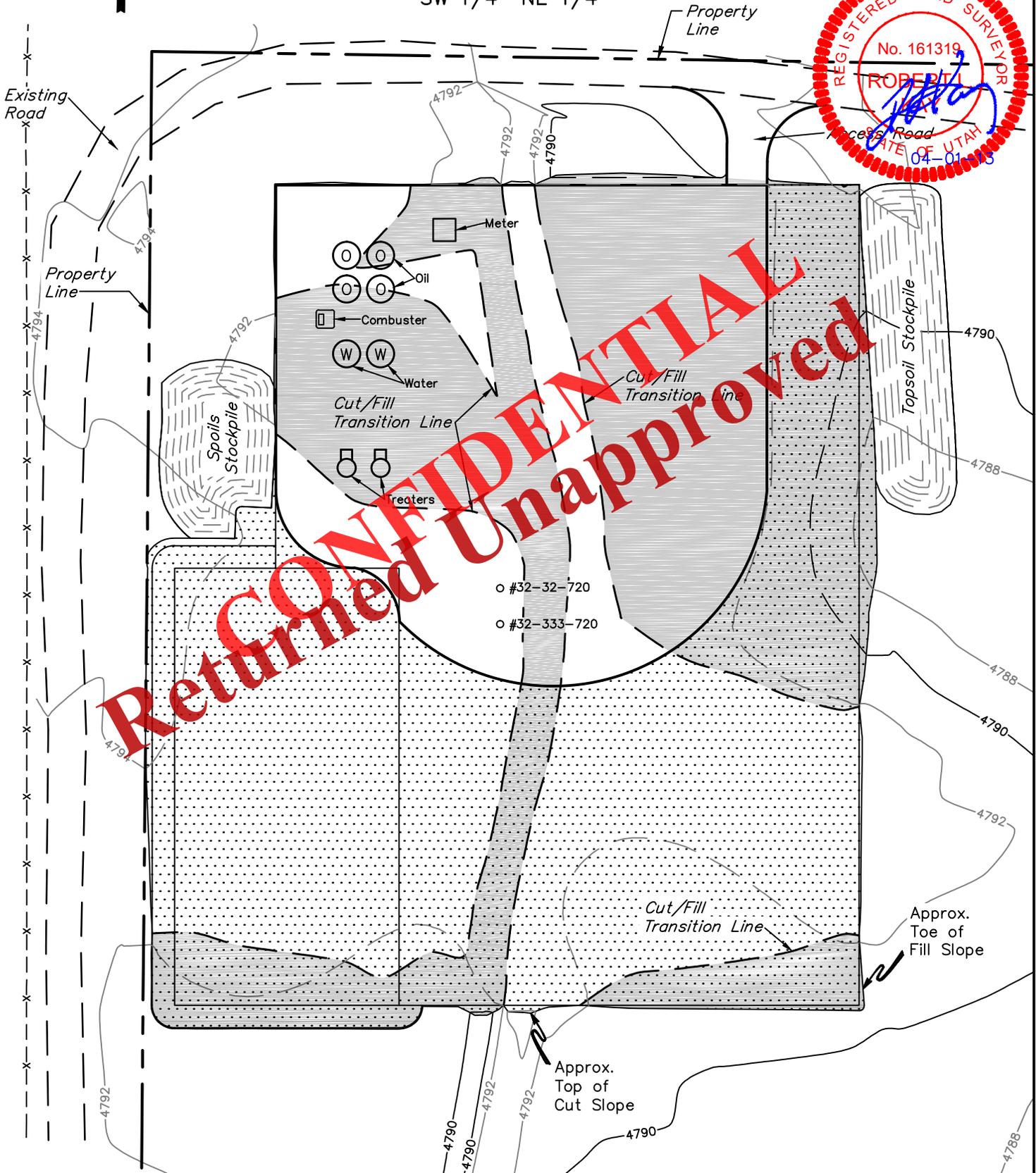
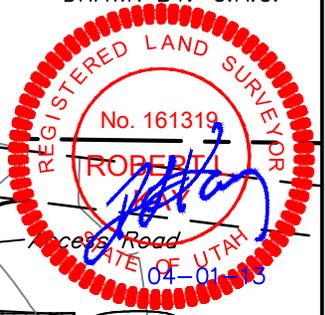
Received: April 10, 2013

AXIA ENERGY

INTERIM RECLAMATION PLAN FOR
THREE RIVERS #32-32-720 & #32-333-720
SECTION 32, T7S, R20E, S.L.B.&M.
SW 1/4 NE 1/4

FIGURE #4

SCALE: 1" = 60'
DATE: 03-24-13
DRAWN BY: C.A.G.



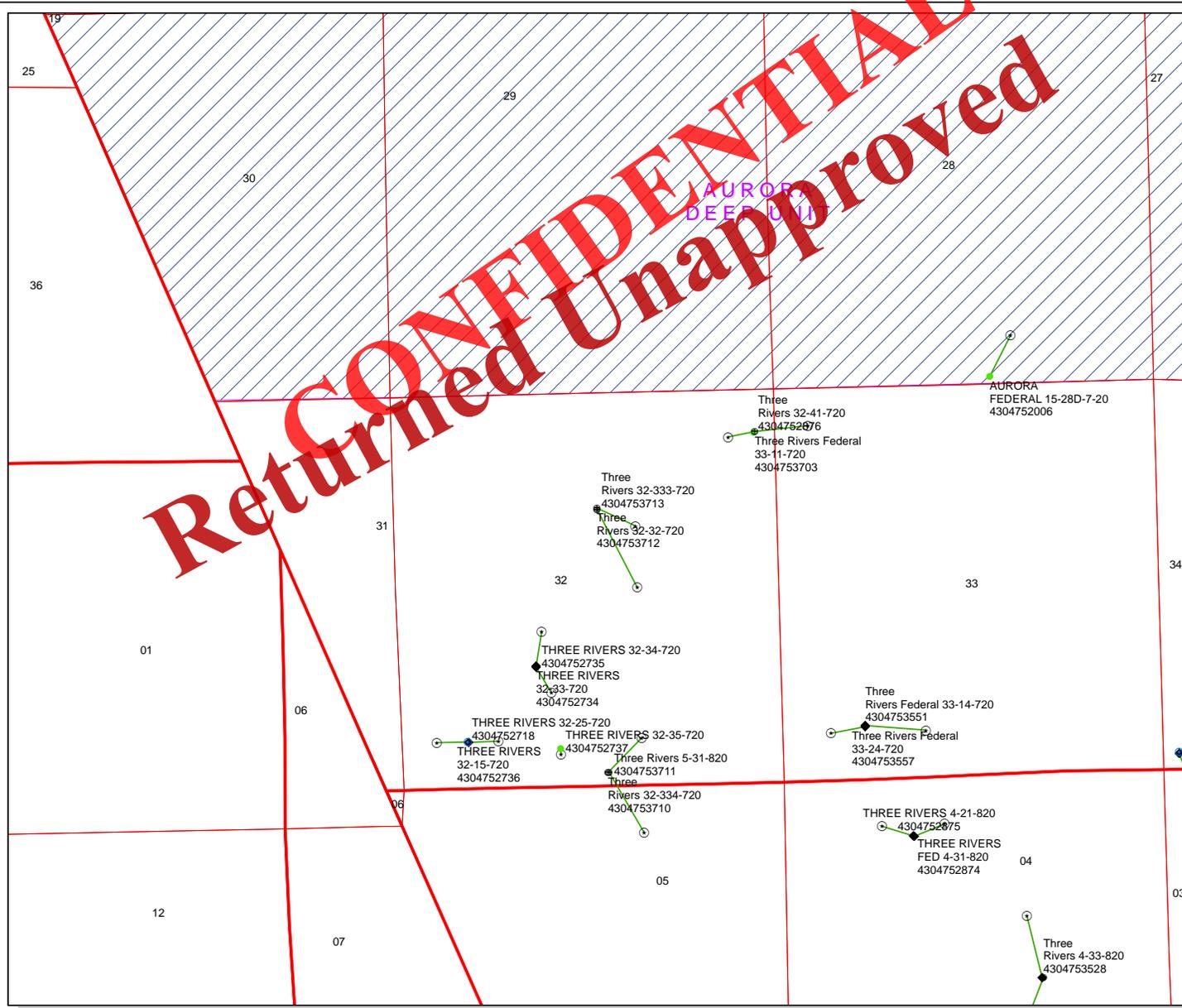
 INTERIM RECLAMATION AREA

APPROXIMATE ACREAGES
UN-RECLAIMED = ± 0.995 ACRES

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

Received: April 10, 2013

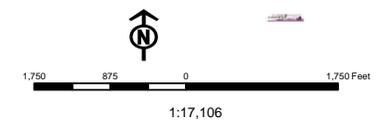
Returned Unapproved



API Number: 4304753713
Well Name: Three Rivers 32-333-720
Township T07.0S Range R20.0E Section 32
Meridian: SLBM
Operator: AXIA ENERGY LLC

Map Prepared:
 Map Produced by Diana Mason

- Units**
- ACTIVE
 - EXPLORATORY
 - GAS STORAGE
 - NF PP OIL
 - NF SECONDARY
 - PI OIL
 - PP GAS
 - PP GEOTHERMIL
 - PP OIL
 - SECONDARY
 - TERMINATED
- Fields**
- Unknown
 - ABANDONED
 - ACTIVE
 - COMBINED
 - INACTIVE
 - STORAGE
 - TERMINATED





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

May 02, 2013

AXIA ENERGY LLC
1430 Larimer Ste 400
Denver, CO 80202

Re: Application for Permit to Drill - UINTAH County, Utah

Ladies and Gentlemen:

The Application for Permit to Drill (APD) for the Three Rivers 32-333-720 well, API 43047537130000 that was submitted April 10, 2013 is being returned unapproved. If you plan on drilling this well in the future, you must first submit a new application.

Should you have any questions regarding this matter, please call me at (801) 538-5312.

Sincerely,

Diana Mason
Environmental Scientist

Enclosure

cc: Bureau of Land Management, Vernal, Utah

