

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 32-32-720					
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		1605 FNL 2488 FEL		SWNE	32	7.0 S	20.0 E	S			
Top of Uppermost Producing Zone		1872 FNL 1980 FEL		SWNE	32	7.0 S	20.0 E	S			
At Total Depth		1872 FNL 1980 FEL		SWNE	32	7.0 S	20.0 E	S			
21. COUNTY UINTAH			22. DISTANCE TO NEAREST LEASE LINE (Feet) 1605			23. NUMBER OF ACRES IN DRILLING UNIT 40					
			25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 16			26. PROPOSED DEPTH MD: 7375 TVD: 7326					
27. ELEVATION - GROUND LEVEL 4790			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 - 1300	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	5.5	0 - 7375	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 05/06/2013				EMAIL starpoint@etv.net			
API NUMBER ASSIGNED 43047537340000				APPROVAL  Permit Manager							

DRILLING PLAN

Axia Energy, LLC
Three Rivers Project
Three Rivers #32-32-720
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	3,148'	Oil & Associated Gas
Lower Green River*	5,143'	Oil & Associated Gas
Wasatch*	7,026'	Oil & Associated Gas
TD	7,375' (MD) 7,326' (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	7,375'	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 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 – 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 WGHT	VISC	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 3,172 psi (normal pressure gradient: 0.433 psi/ft).
 - b) Estimated maximum surface pressure will be approximately 1,612 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

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

AXIA ENERGY

Well location, THREE RIVERS #32-32-720, 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.

LINE TABLE		
LINE	DIRECTION	LENGTH
L1	S62°42'20"E	575.16'



SCALE

CERTIFICATE

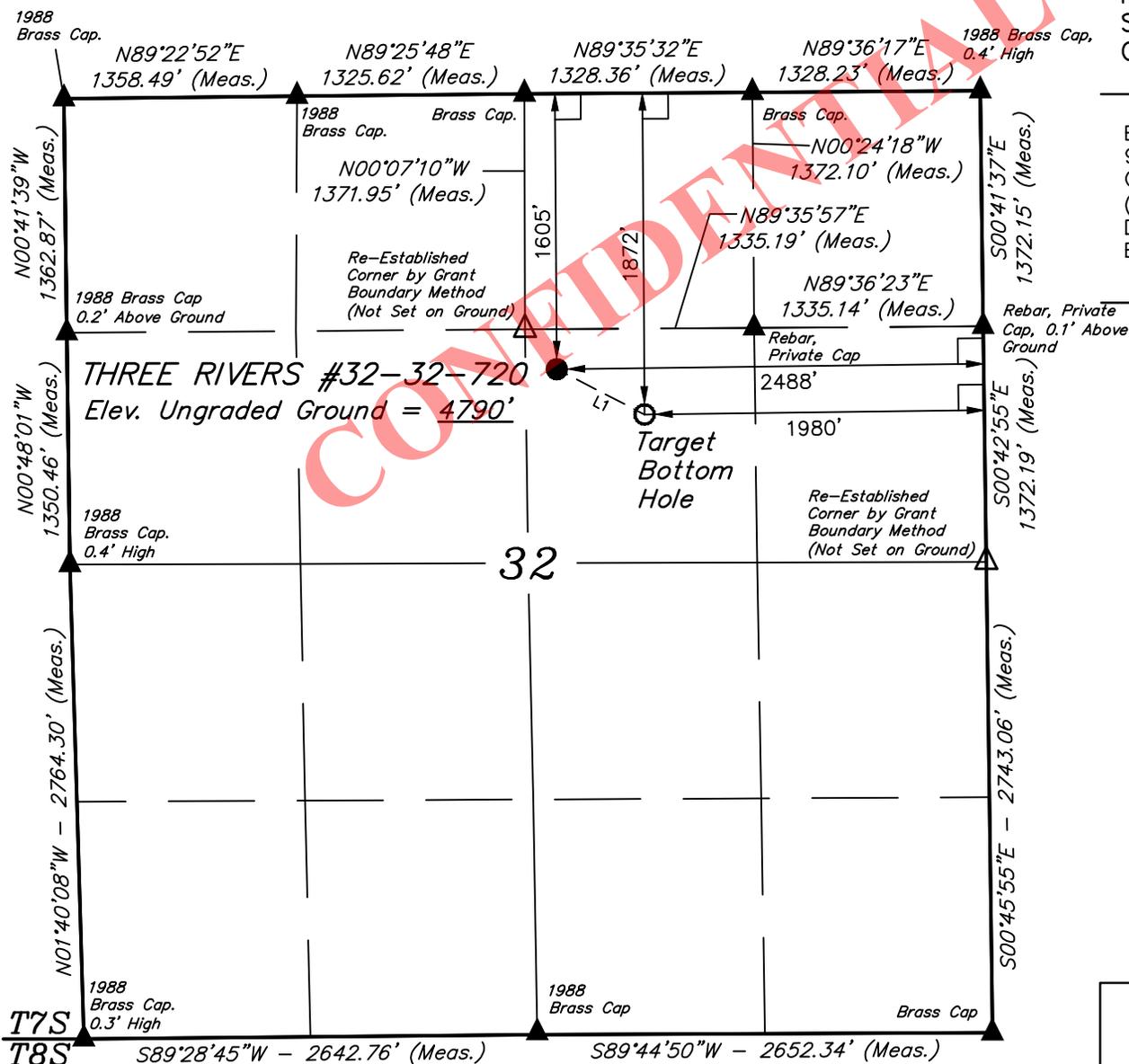
THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.



REV: 04-23-13 C.A.G.
 REV: 04-18-13 C.A.G.
 REV: 04-08-13 S.F.

REGISTERED LAND SURVEYOR
 REGISTRATION NO. 161319
 STATE OF UTAH
 04-23-13

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

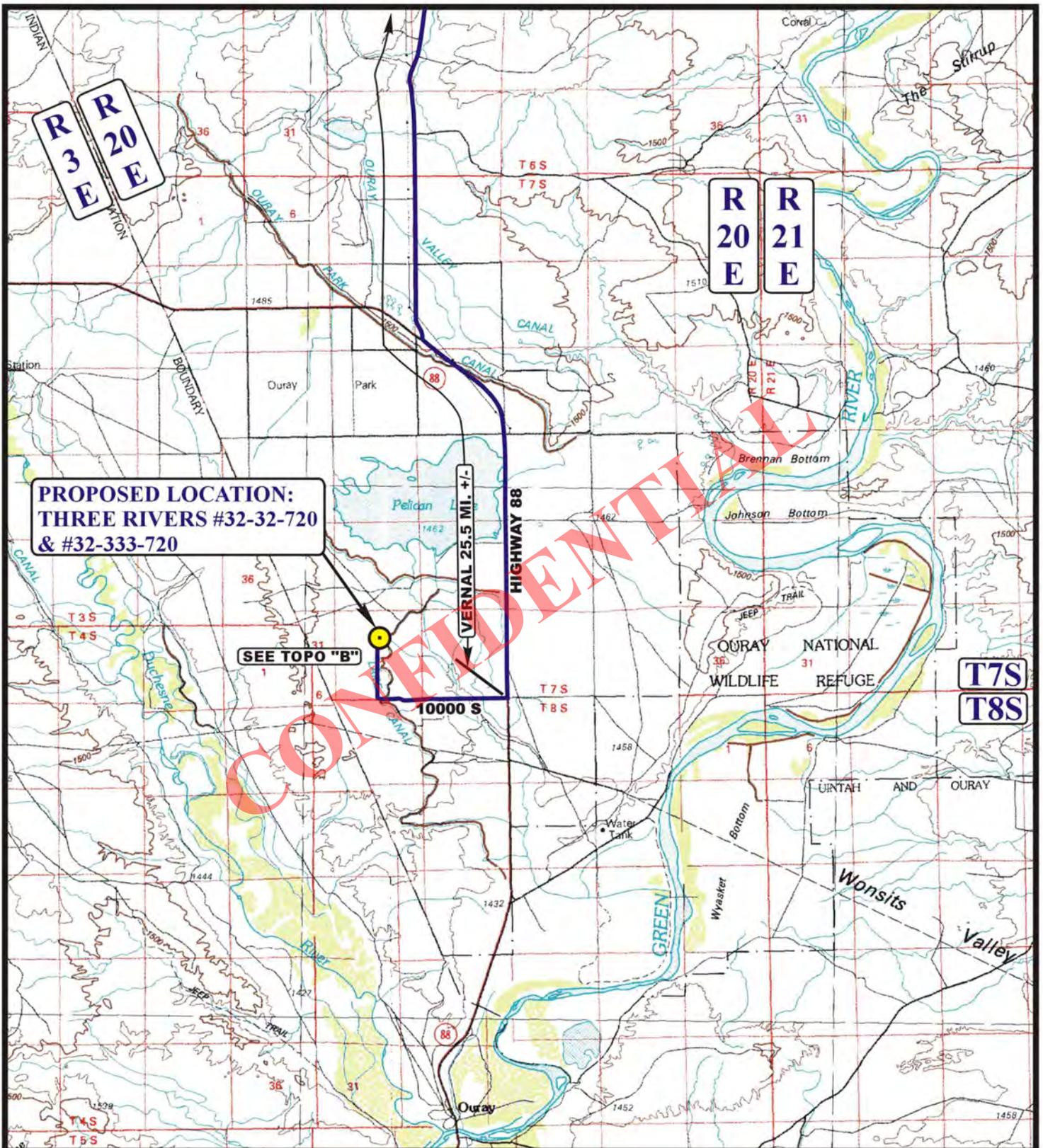


LEGEND:

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

NAD 83 (TARGET BOTTOM HOLE)		NAD 83 (SURFACE LOCATION)	
LATITUDE = 40°10'07.15" (40.168653)	LONGITUDE = 109°41'25.62" (109.690450)	LATITUDE = 40°10'09.76" (40.169378)	LONGITUDE = 109°41'32.21" (109.692281)
NAD 27 (TARGET BOTTOM HOLE)		NAD 27 (SURFACE LOCATION)	
LATITUDE = 40°10'07.29" (40.168692)	LONGITUDE = 109°41'23.12" (109.689756)	LATITUDE = 40°10'09.89" (40.169414)	LONGITUDE = 109°41'29.70" (109.691583)

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	



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

SEE TOPO "B"

VERNAL 25.5 MI. +/-

HIGHWAY 88

10000 S

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**



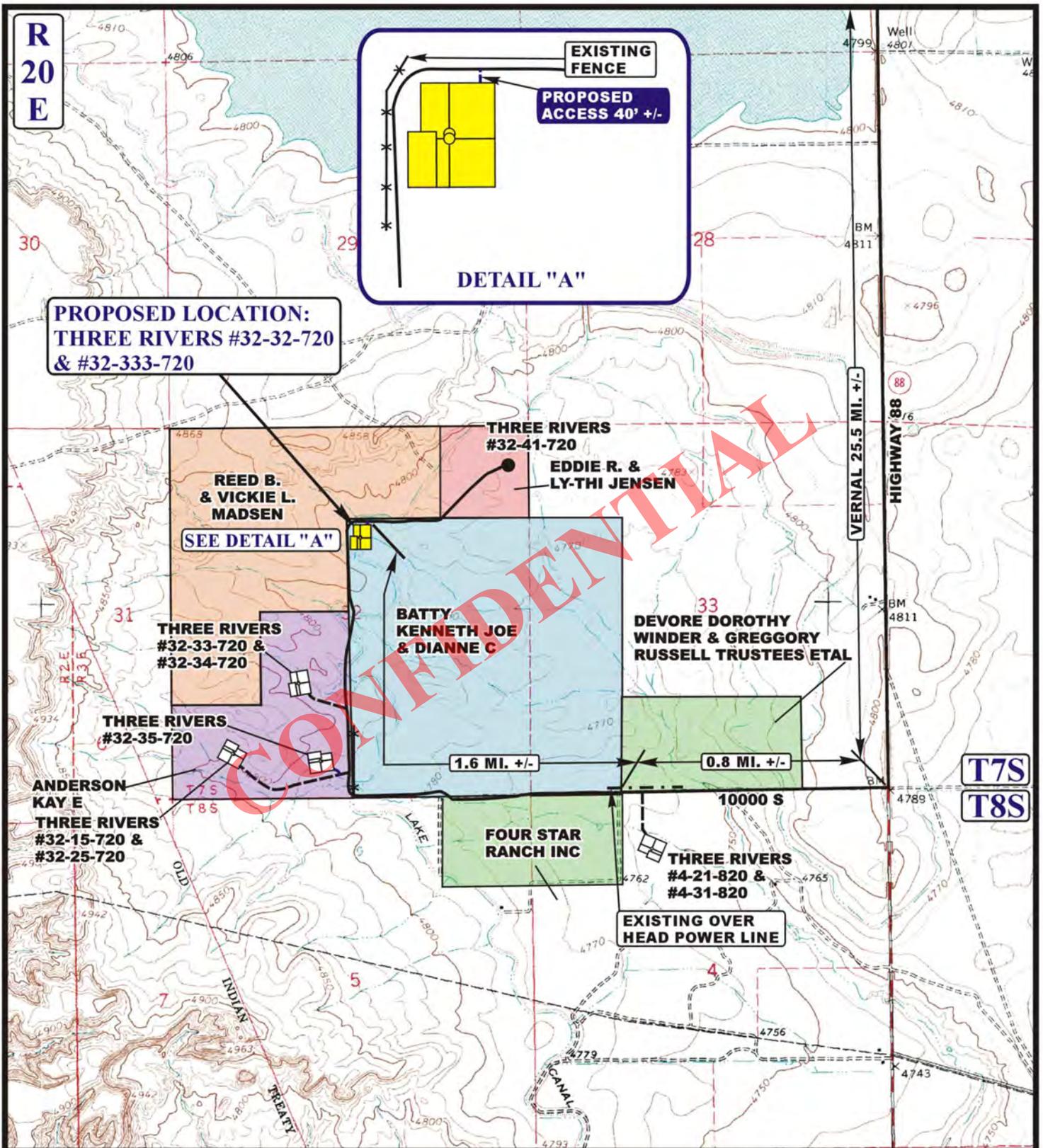
Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

**ACCESS ROAD
MAP**

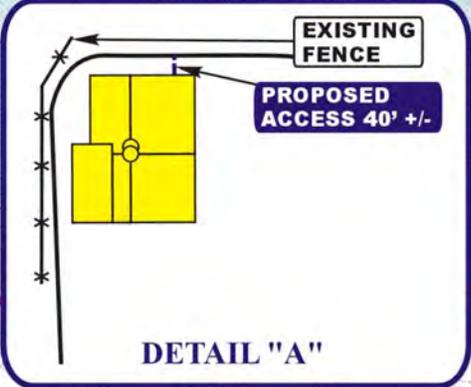
03 20 13
MONTH DAY YEAR



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



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



SEE DETAIL "A"

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

**THREE RIVERS
#32-35-720**

**ANDERSON
KAY E
THREE RIVERS
#32-15-720 &
#32-25-720**

**THREE RIVERS
#32-41-720**

**EDDIE R. &
LY-THI JENSEN**

**BATTY
KENNETH JOE
& DIANNE C**

**DEVORE DOROTHY
WINDER & GREGGORY
RUSSELL TRUSTEES ETAL**

**FOUR STAR
RANCH INC**

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

**EXISTING OVER
HEAD POWER LINE**

1.6 MI. +/-

0.8 MI. +/-

LEGEND:

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



AXIA ENERGY

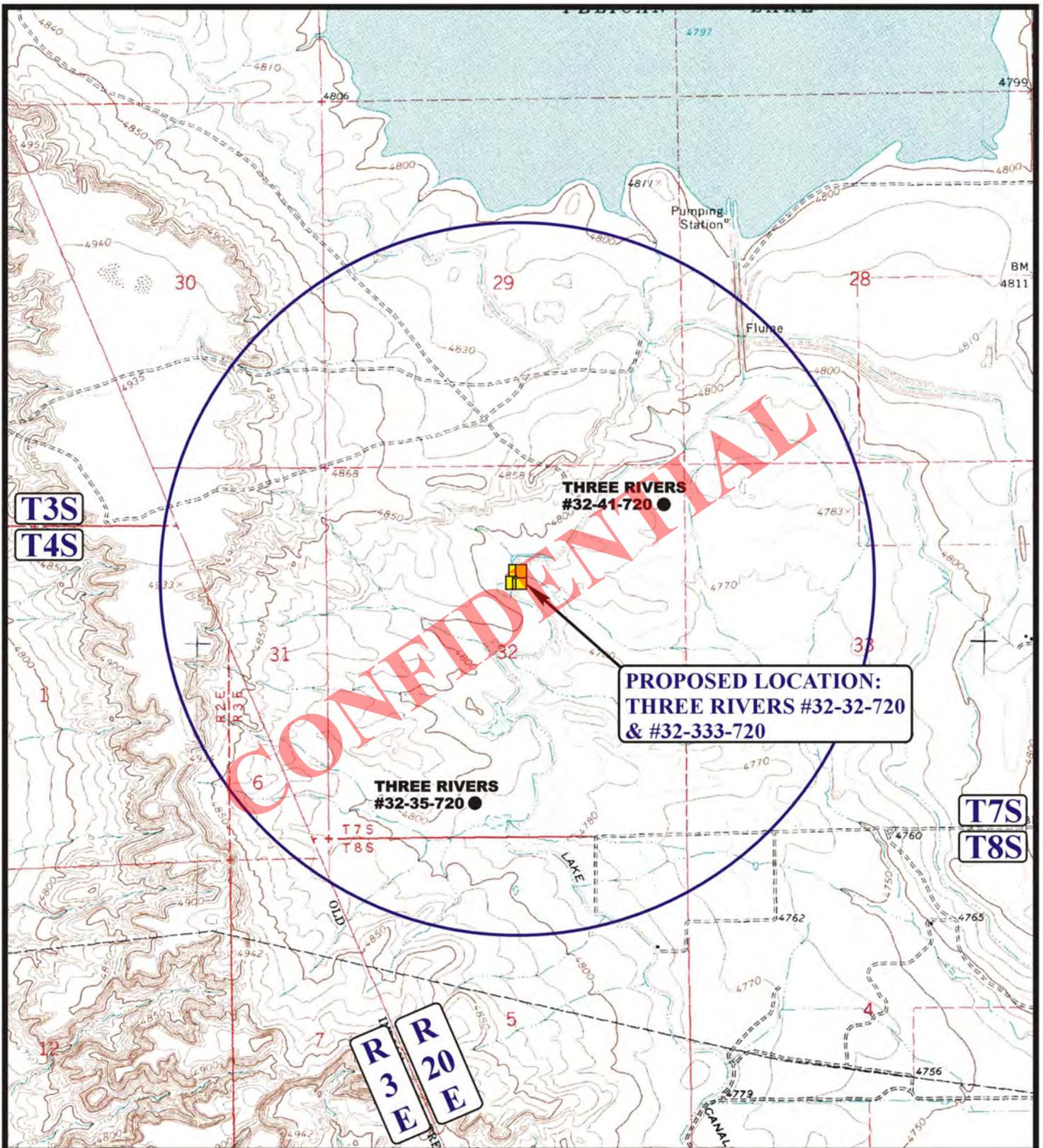
**THREE RIVERS #32-32-720 & #32-333-720
SECTION 32, T7S, R20E, S.L.B.&M.
SW 1/4 NE 1/4**

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

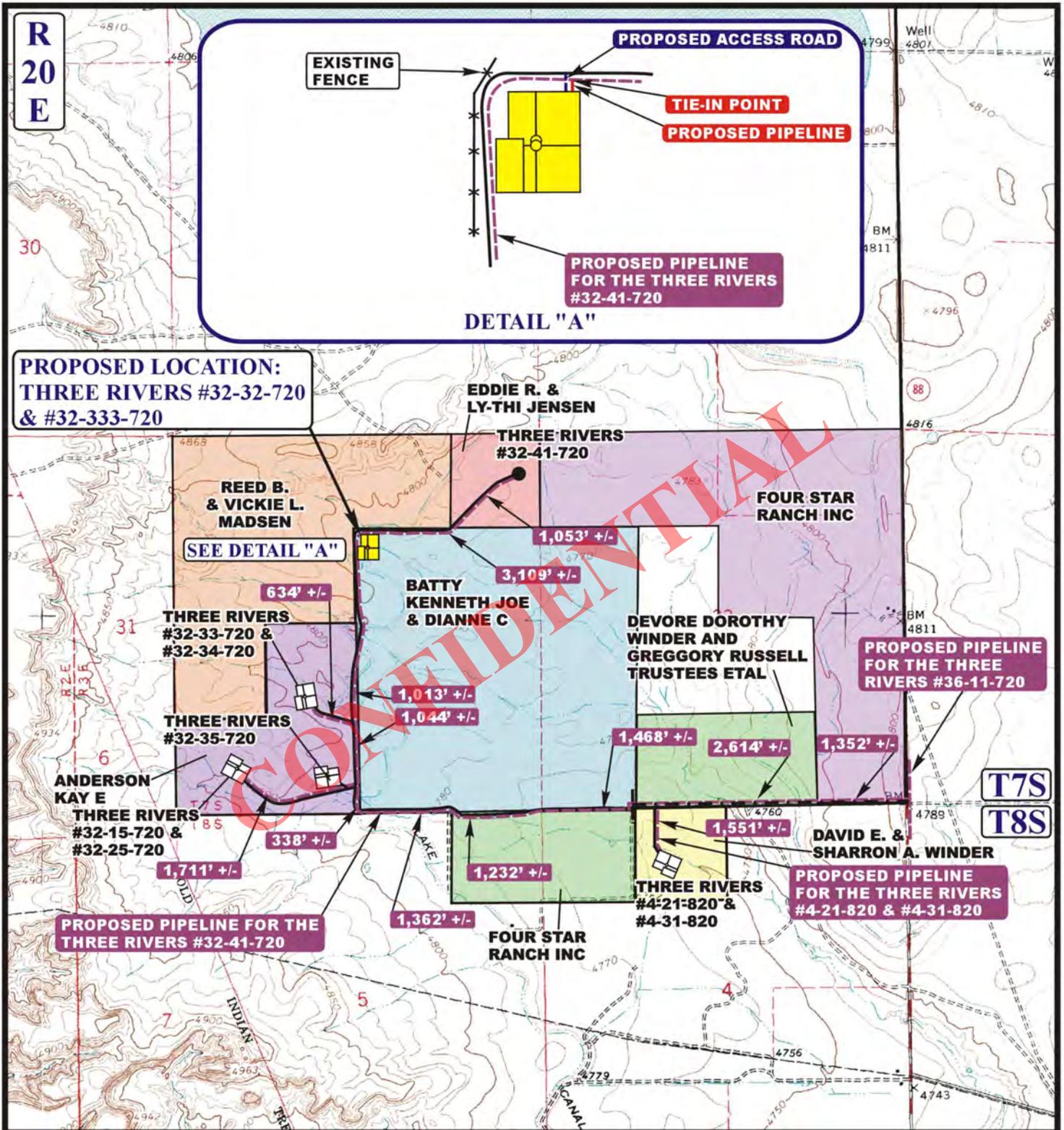
**ACCESS ROAD
MAP** 03 20 13
MONTH DAY YEAR

SCALE: 1" = 2000' DRAWN BY: A.T. REVISED: 00-00-00

**B
TOPO**



LEGEND:		AXIA ENERGY	
⊗ DISPOSAL WELLS	● PRODUCING WELLS	● ABANDONED WELLS	THREE RIVERS #32-32-720 & #32-333-720 SECTION 32, T7S, R20E, S.L.B.&M. SW 1/4 NE 1/4
● SHUT IN WELLS	● TEMPORARILY ABANDONED		
	Uintah Engineering & Land Surveying 85 South 200 East Vernal, Utah 84078 (435) 789-1017 * FAX (435) 789-1813		TOPOGRAPHIC 03 20 13 MAP MONTH DAY YEAR
			SCALE: 1" = 2000' DRAWN BY: A.T. REVISED: 00-00-00



APPROXIMATE TOTAL PIPELINE DISTANCE = 29' +/-

LEGEND:

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



AXIA ENERGY

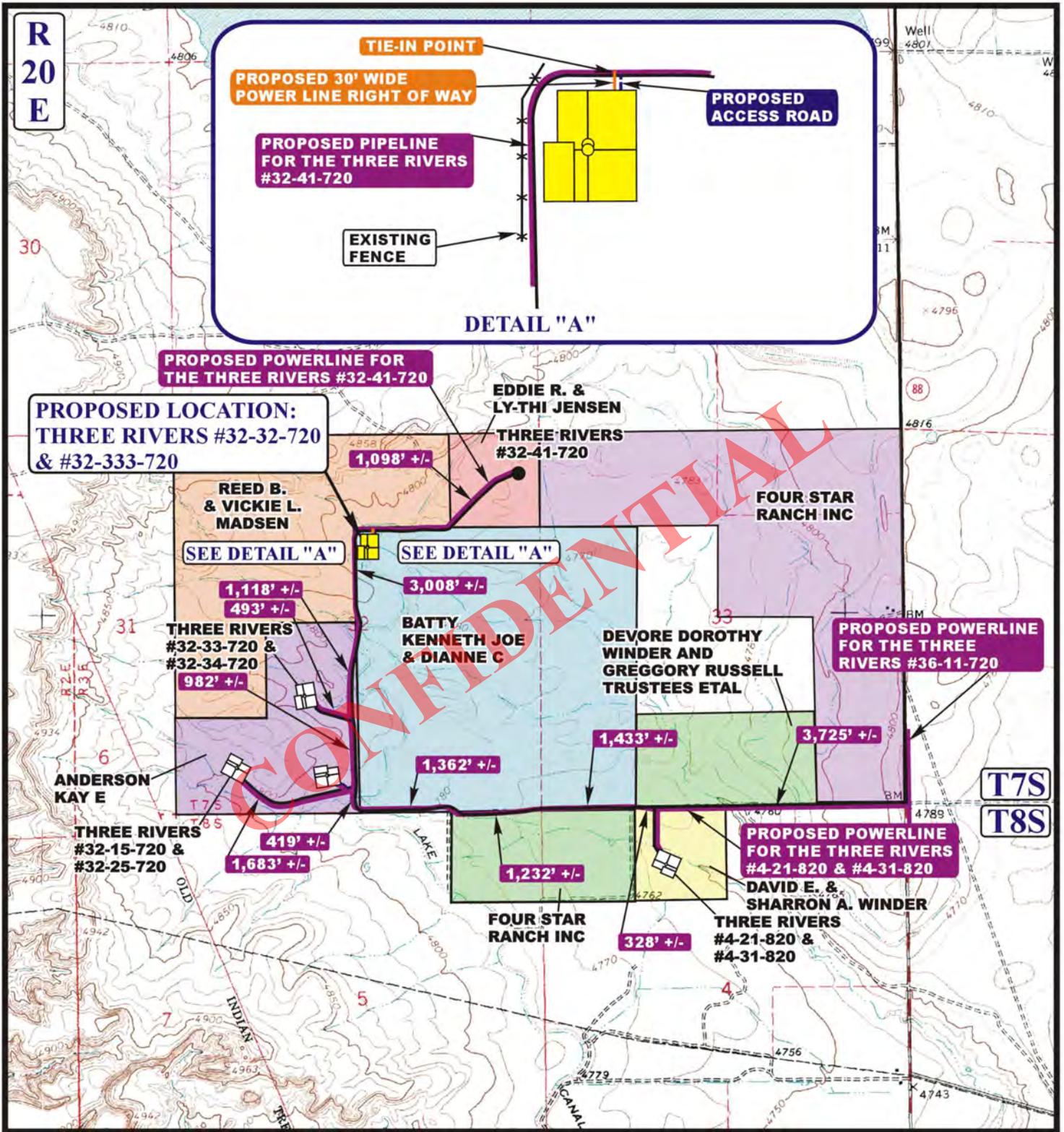
**THREE RIVERS #32-32-720 & #32-333-720
SECTION 32, T7S, R20E, S.L.B.&M.
SW 1/4 NE 1/4**



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





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



Axia Energy

Three Rivers 32-32-720
 Uintah County, Utah

Revision #1

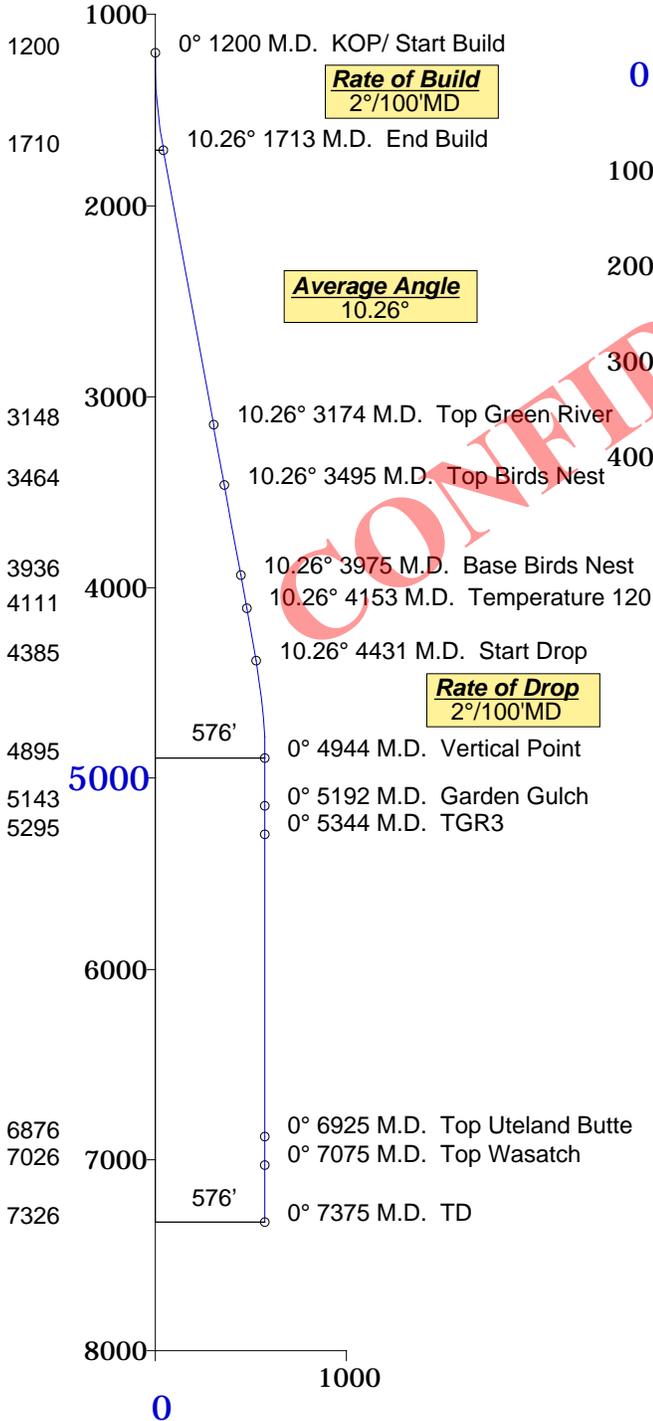
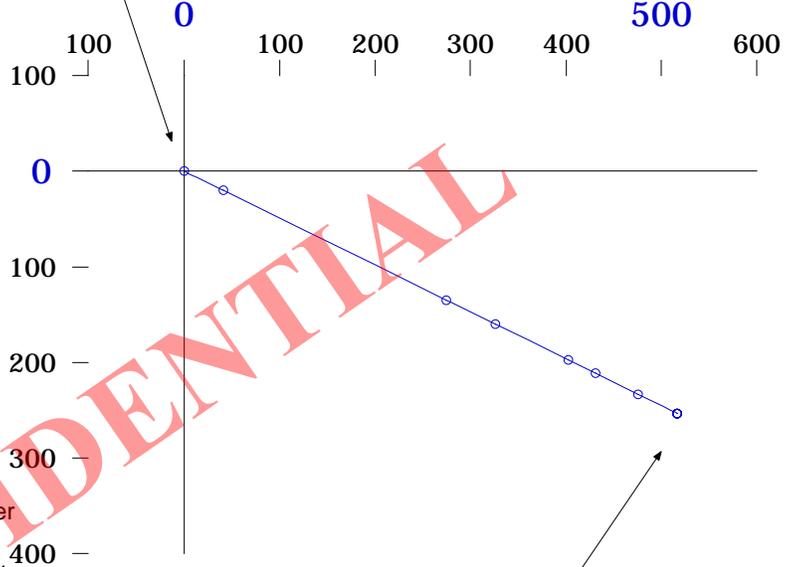
Horizontal Plan
 1" = 200'



Surface Location
 Y=7235525.54'
 X=2145542.31'
 NAD83

Plane of Proposal
 116.15° Azimuth

Vertical Section
 1" = 1000'



Rate of Build
 2°/100'MD

Average Angle
 10.26°

Rate of Drop
 2°/100'MD

Vertical Point
 575.67' Displacement from S/L
 @ 116.15° Azimuth from S/L
 South-253.69' East-516.76' of S/L
 TVD-4895' MD-4944'
 Y=7235271.9', X=2146059.1'
TD
 TVD-7326' MD-7375'

Top Green River	3148' TVD
Top Birds Nest	3464' TVD
Base Birds Nest	3936' TVD
Temperature 120	4111' TVD
Garden Gulch	5143' TVD
TGR 3	5295' TVD
Top Uteland Butte	6876' TVD
Top Wasatch	7026' TVD



Denver, Colorado
 303-463-1919

04-25-2013

Bighorn Directional, Inc.

Axia Energy
 Three Rivers 32-32-720
 Uintah County, Utah
 Revision #1



Minimum of Curvature
 Slot Location: 7235525.54', 2145542.31'
 Plane of Vertical Section: 116.15°

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	7235525.5	2145542.3	0.00	0.00	0.00	0.00
KOP/ Start Build											
1300.00	2.00	116.15	1299.98	-0.77	1.57	7235524.8	2145543.9	1.75	1.75	116.15	2.00
1400.00	4.00	116.15	1399.84	-3.08	6.26	7235522.5	2145548.6	6.98	6.98	116.15	2.00
1500.00	6.00	116.15	1499.45	-6.92	14.09	7235518.6	2145556.4	15.69	15.69	116.15	2.00
1600.00	8.00	116.15	1598.70	-12.29	25.03	7235513.3	2145567.3	27.88	27.88	116.15	2.00
1700.00	10.00	116.15	1697.47	-19.18	39.07	7235506.4	2145581.4	43.52	43.52	116.15	2.00
1712.97	10.26	116.15	1710.23	-20.18	41.12	7235505.4	2145583.4	45.80	45.80	116.15	2.00
End Build											
2212.97	10.26	116.15	2202.24	-59.43	121.05	7235466.1	2145663.4	134.85	134.85	116.15	0.00
2712.97	10.26	116.15	2694.24	-98.67	200.99	7235426.9	2145743.3	223.90	223.90	116.15	0.00
3174.10	10.26	116.15	3148.00	-134.86	274.71	7235390.7	2145817.0	306.03	306.03	116.15	0.00
Top Green River											
3212.97	10.26	116.15	3186.25	-137.91	280.92	7235387.6	2145823.2	312.95	312.95	116.15	0.00
3495.23	10.26	116.15	3464.00	-160.06	326.05	7235365.5	2145868.4	363.22	363.22	116.15	0.00
Top Birds Nest											
3712.97	10.26	116.15	3678.26	-177.15	360.86	7235348.4	2145903.2	402.00	402.00	116.15	0.00
3974.90	10.26	116.15	3936.00	-197.71	402.74	7235327.8	2145945.0	448.65	448.65	116.15	0.00
Base Birds Nest											
4152.74	10.26	116.15	4111.00	-211.67	431.17	7235313.9	2145973.5	480.32	480.32	116.15	0.00
Temperature 120											
4212.97	10.26	116.15	4170.26	-216.39	440.80	7235309.2	2145983.1	491.05	491.05	116.15	0.00
4430.96	10.26	116.15	4384.77	-233.50	475.65	7235292.0	2146018.0	529.87	529.87	116.15	0.00
Start Drop											
4530.96	8.26	116.15	4483.46	-240.59	490.09	7235285.0	2146032.4	545.96	545.96	116.15	2.00
4630.96	6.26	116.15	4582.66	-246.16	501.43	7235279.4	2146043.7	558.60	558.60	116.15	2.00
4730.96	4.26	116.15	4682.23	-250.20	509.66	7235275.3	2146052.0	567.76	567.76	116.15	2.00
4830.96	2.26	116.15	4782.06	-252.70	514.76	7235272.8	2146057.1	573.45	573.45	116.15	2.00

Bighorn Directional, Inc.

Axia Energy
 Three Rivers 32-32-720
 Uintah County, Utah
 Revision #1



Page: 2

Minimum of Curvature
 Slot Location: 7235525.54', 2145542.31'
 Plane of Vertical Section: 116.15°

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	
4930.96	0.26	116.15	4882.04	-253.67	516.74	7235271.9	2146059.0	575.64	575.64	116.15	2.00
4943.93	0.00	116.15	4895.00	-253.69	516.76	7235271.9	2146059.1	575.67	575.67	116.15	2.00
Vertical Point											
5191.93	0.00	116.15	5143.00	-253.69	516.76	7235271.9	2146059.1	575.67	575.67	116.15	0.00
Garden Gulch											
5343.93	0.00	116.15	5295.00	-253.69	516.76	7235271.9	2146059.1	575.67	575.67	116.15	0.00
TGR3											
6924.93	0.00	116.15	6876.00	-253.69	516.76	7235271.9	2146059.1	575.67	575.67	116.15	0.00
Top Uteland Butte											
7074.93	0.00	116.15	7026.00	-253.69	516.76	7235271.9	2146059.1	575.67	575.67	116.15	0.00
Top Wasatch											
7374.93	0.00	116.15	7326.00	-253.69	516.76	7235271.9	2146059.1	575.67	575.67	116.15	0.00
TD											
Final Station Closure Distance: 575.67'			Direction: 116.15°								

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 ~~XXXXXX County, Colorado~~, are described as follows:

UINTAH COUNTY, UTAH

Township 7S, Range 20E

Section 32 - SE/4 & S/2NE/4

Section 33 - W/2SW/4 & SW/4NW/4

JAB

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
Tab McGinlev, Vice President of Land

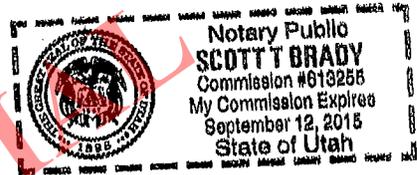
Acknowledgement

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



Scott T Brady
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 Axia 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

BOP Equipment

3000psi WP

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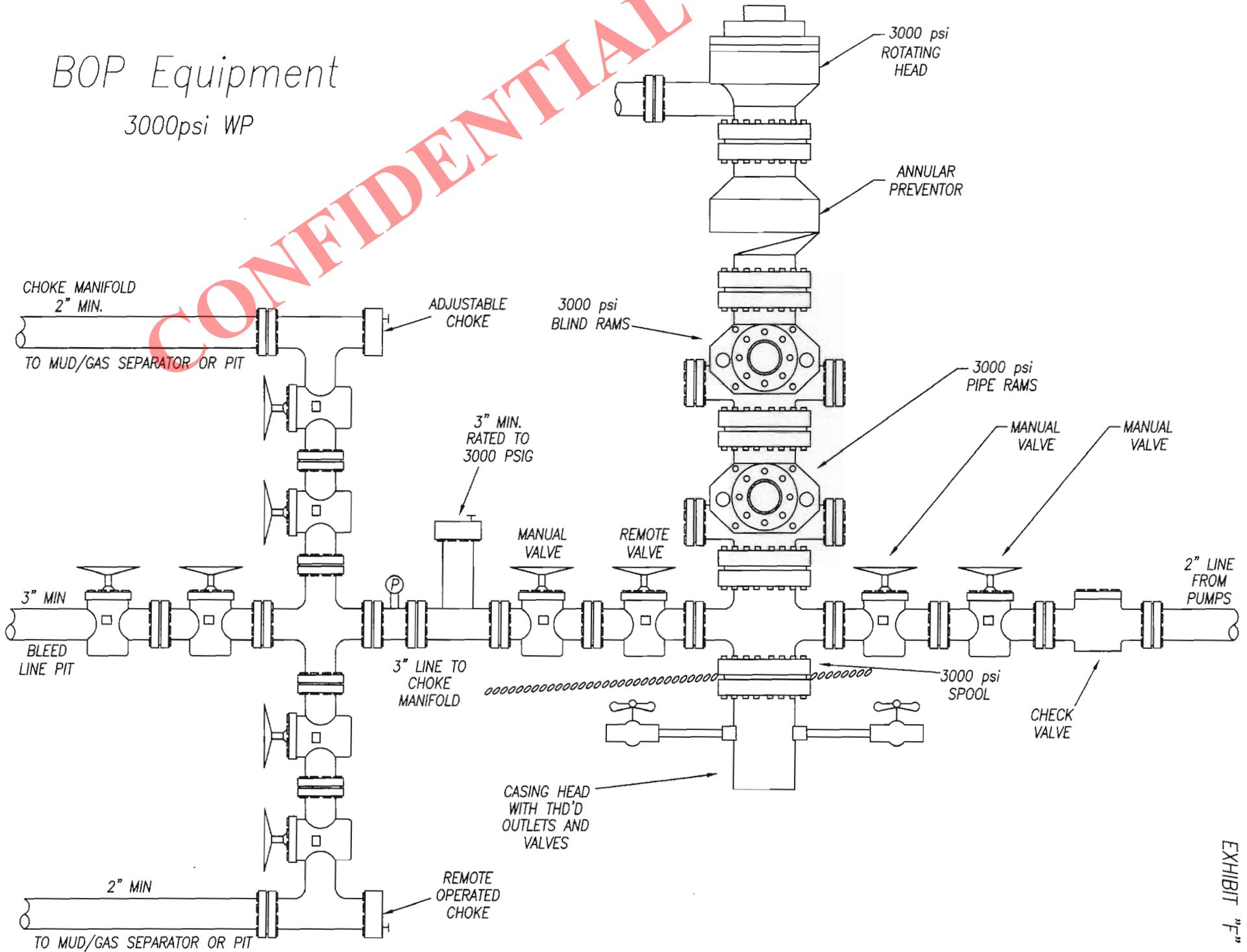


EXHIBIT "F"



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

May 6, 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 32-32-720**
Surface Location: SWNE, 1605' FNL & 2488' FEL, Sec. 32, T7S, R20E
Target Location: SWNE, 1872' 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: May 06, 2013

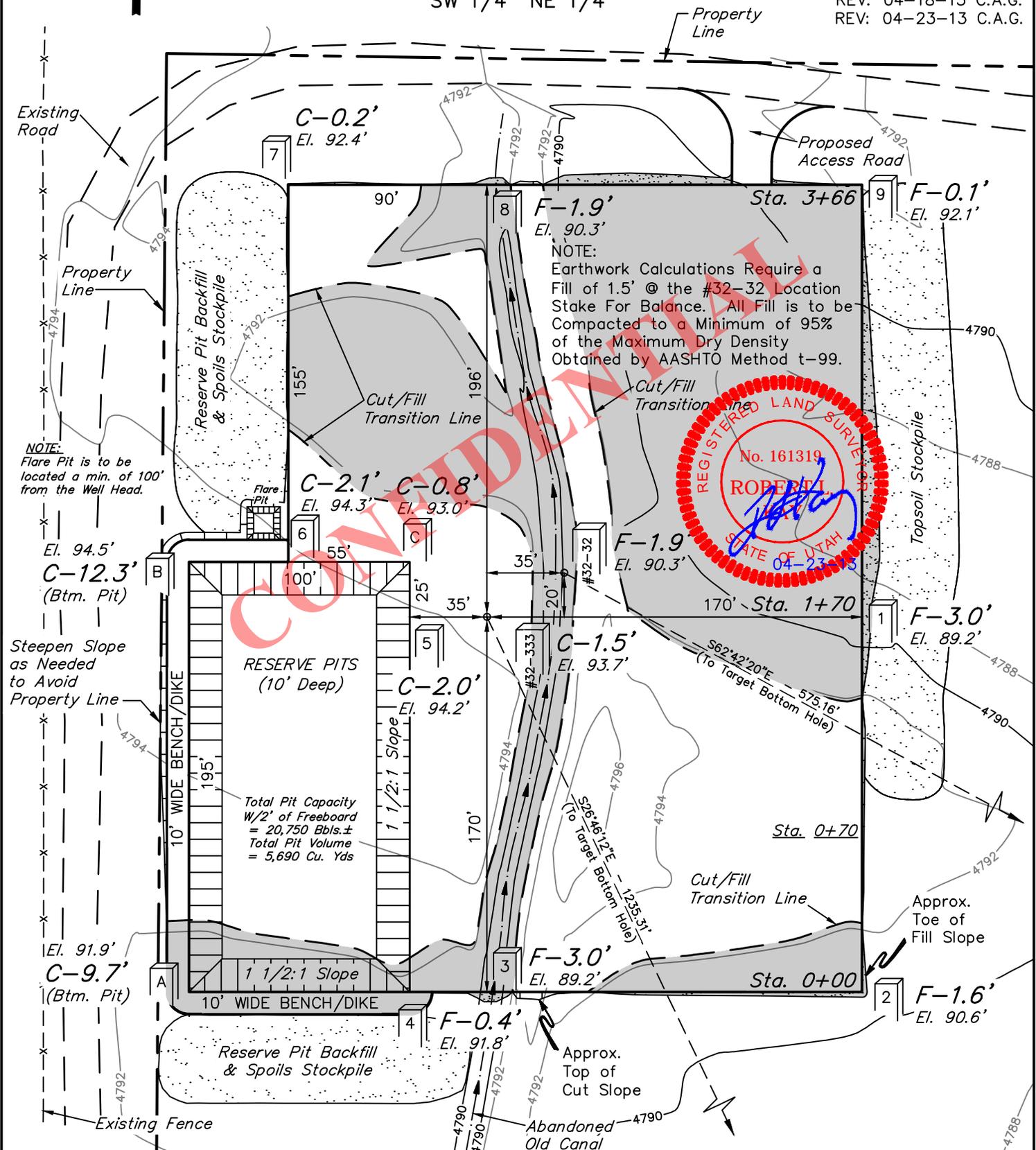
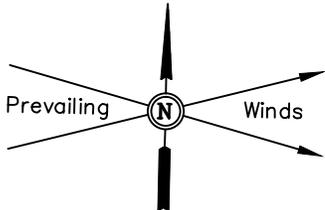
AXIA ENERGY

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.
 REV: 04-18-13 C.A.G.
 REV: 04-23-13 C.A.G.



Elev. Ungraded Ground At #32-333-720 Loc. Stake = 4793.7', UTAH 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: May 06, 2013

AXIA ENERGY

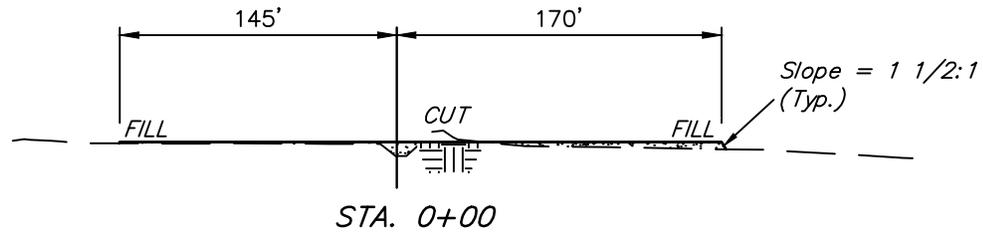
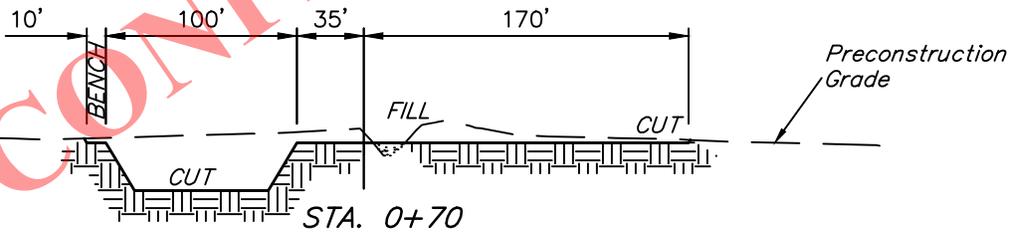
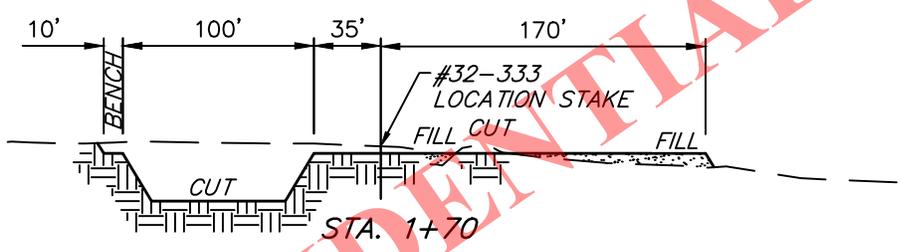
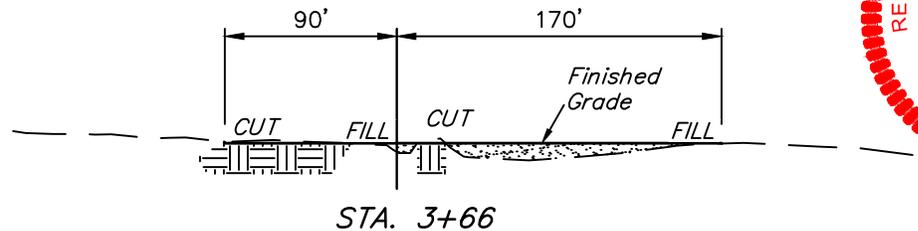
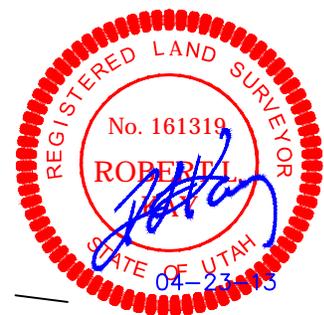
FIGURE #2

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'
1" = 40'

DATE: 03-24-13
DRAWN BY: C.A.G.
REV: 04-23-13 C.A.G.



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

AXIA ENERGY

TYPICAL RIG 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 #3

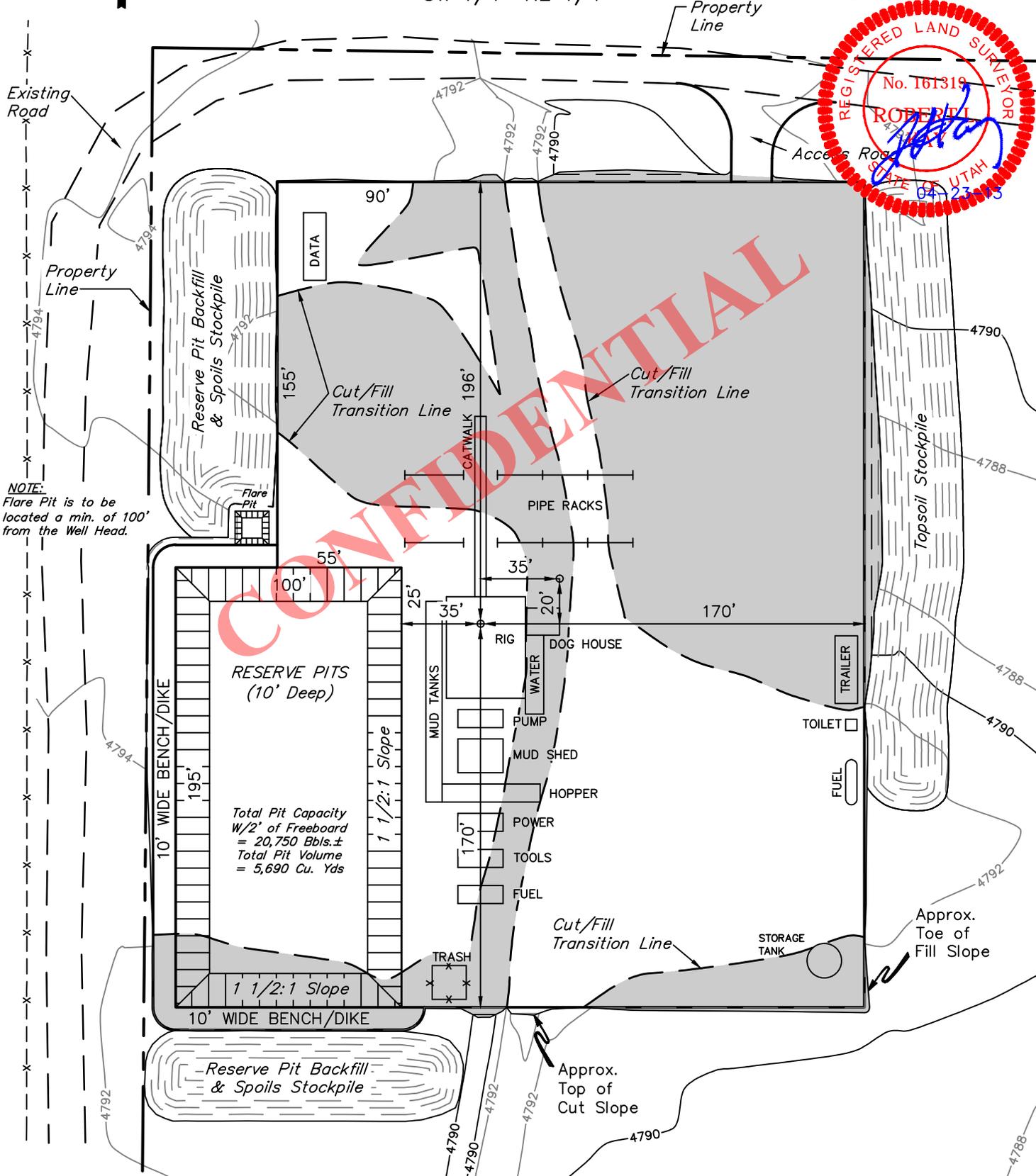
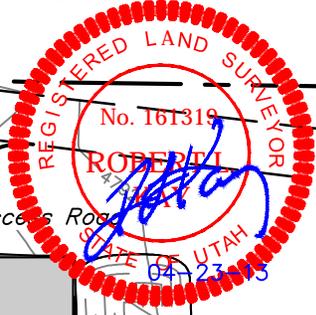
SCALE: 1" = 60'

DATE: 03-24-13

DRAWN BY: C.A.G.

REV: 04-18-13 C.A.G.

REV: 04-23-13 C.A.G.



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

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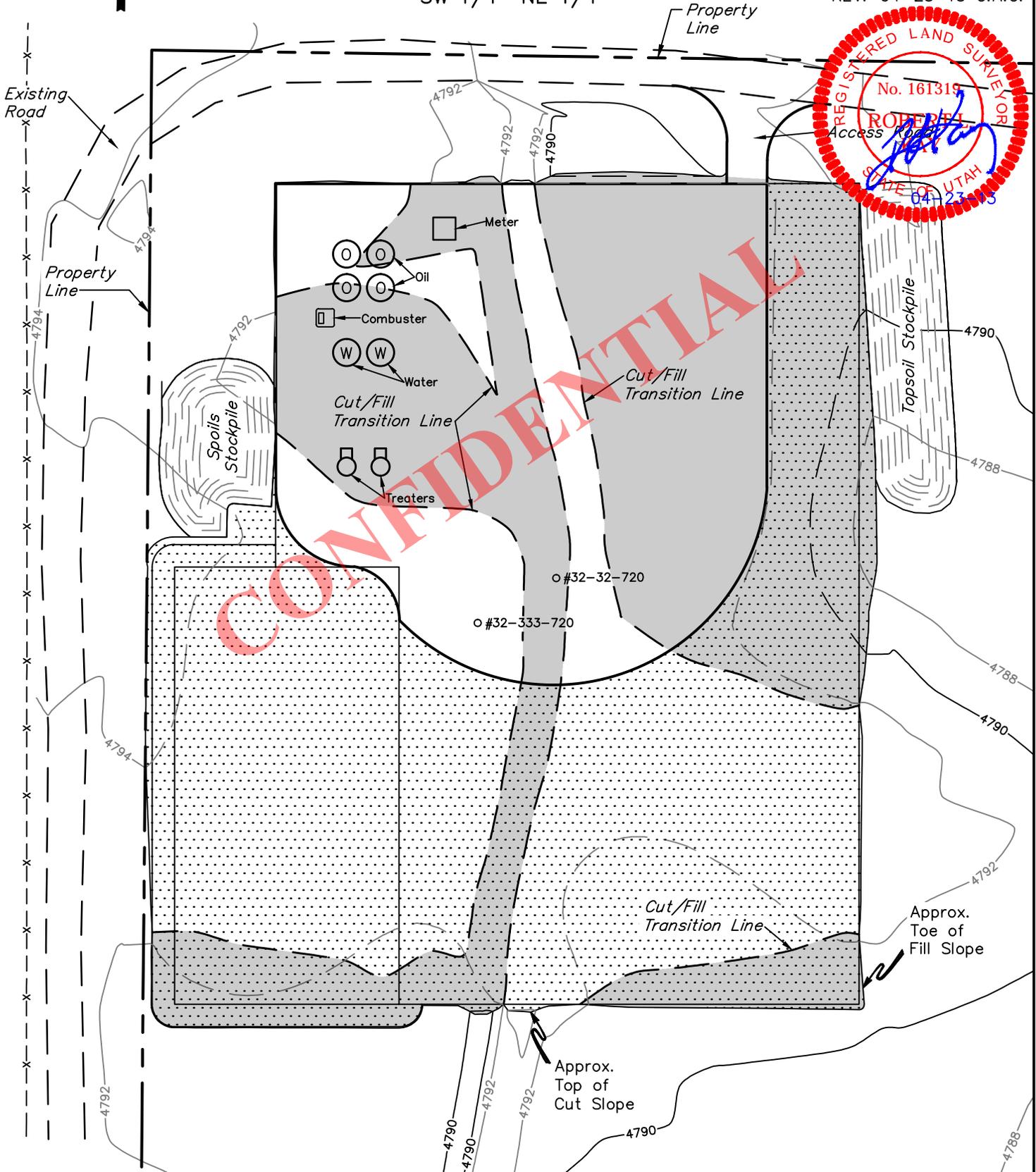
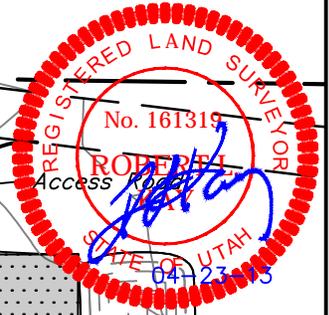
RESERVE PITS (10' Deep)
Total Pit Capacity W/2' of Freeboard = 20,750 Bbbls.±
Total Pit Volume = 5,690 Cu. Yds

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.
REV: 04-18-13 C.A.G.
REV: 04-23-13 C.A.G.



CONFIDENTIAL

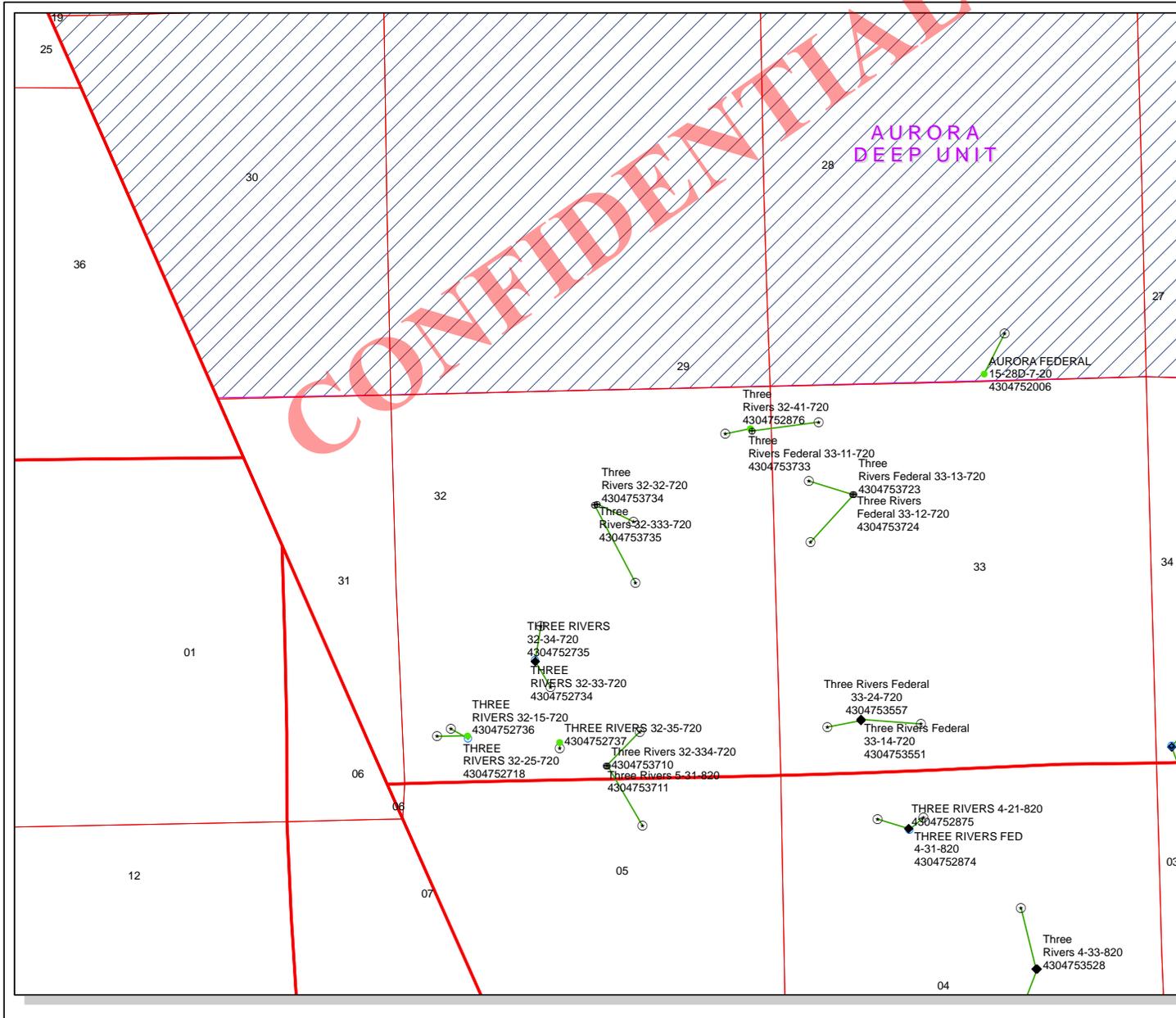
INTERIM RECLAMATION AREA

APPROXIMATE ACREAGES
UN-RECLAIMED = ± 0.995 ACRES

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

RECEIVED: May 06, 2013

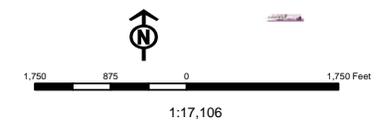
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API Number: 4304753734
Well Name: Three Rivers 32-32-720
Township T07.0S Range R20.0E Section 32
Meridian: SLBM
Operator: AXIA ENERGY LLC

Map Prepared:
 Map Produced by Diana Mason

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



Well Name	AXIA ENERGY LLC Three Rivers 32-32-720 43047537340000			
String	SURF	PROD		
Casing Size(")	8.625	5.500		
Setting Depth (TVD)	1300	7326		
Previous Shoe Setting Depth (TVD)	0	1300		
Max Mud Weight (ppg)	8.7	9.2		
BOPE Proposed (psi)	500	3000		
Casing Internal Yield (psi)	2950	5320		
Operators Max Anticipated Pressure (psi)	3172	8.3		

Calculations	SURF String	8.625	"	
Max BHP (psi)	.052*Setting Depth*MW=	588		
			BOPE Adequate For Drilling And Setting Casing at Depth?	
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	432	YES	diverter with rotating head
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	302	YES	OK
			*Can Full Expected Pressure Be Held At Previous Shoe?	
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	302	NO	OK
Required Casing/BOPE Test Pressure=		1300	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=	3505		
			BOPE Adequate For Drilling And Setting Casing at Depth?	
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	2626	YES	3M Ram Double BOP & Annular with
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	1893	YES	Diverter & Rotating Head
			*Can Full Expected Pressure Be Held At Previous Shoe?	
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	2179	NO	OK
Required Casing/BOPE Test Pressure=		3000	psi	
*Max Pressure Allowed @ Previous Casing Shoe=		1300	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	

43047537340000 Three Rivers 32-32-720

Casing Schematic

Surface

1278

1378

TOC @ *Uinta*
0.

995' fail
1200' ± BMSW
Surface
1300. MD
1300. TVD

8-5/8"
MW 8.7
Frac 19.3

3148' Green River

TOC @ 3600.
to 2668' @ 5% w/o
* Proposed to 2700'
* STIP

5143' Lower Green River

7026' Wasatch

5-1/2"
MW 9.2

Production
7375. MD
7326. TVD

1605 NL 2488 EL
-254 517
1859 FNL ✓ 1971 FEL ✓ OK

3W NE Sec 32-78-20E

✓ Stop crnts.

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Well name:	43047537340000 Three Rivers 32-32-720		
Operator:	AXIA ENERGY LLC		
String type:	Surface	Project ID:	43-047-53734
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: 92 °F
 Temperature gradient: 1.40 °F/100ft
 Minimum section length: 100 ft

Cement top: Surface

Burst

Max anticipated surface pressure: 1,144 psi
 Internal gradient: 0.120 psi/ft
 Calculated BHP 1,300 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 buoyed weight.
 Neutral point: 1,130 ft

Directional well information:

Kick-off point 1200 ft
 Departure at shoe: 2 ft
 Maximum dogleg: 2 °/100ft
 Inclination at shoe: 2 °

Re subsequent strings:

Next setting depth: 7,253 ft
 Next mud weight: 9.200 ppg
 Next setting BHP: 3,466 psi
 Fracture mud wt: 19.250 ppg
 Fracture depth: 1,300 ft
 Injection pressure: 1,300 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	1300	8.625	24.00	J-55	ST&C	1300	1300	7.972	6692
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	587	1343	2.285	1300	2950	2.27	27.1	244	9.00 J

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

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

Date: May 19, 2013
 Salt Lake City, Utah

Remarks:

Collapse is based on a vertical depth of 1300 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:	43047537340000 Three Rivers 32-32-720		
Operator:	AXIA ENERGY LLC		
String type:	Production	Project ID:	43-047-53734
Location:	UINTAH COUNTY		

Design parameters:

Collapse

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

Minimum design factors:

Collapse:

Design factor 1.125

Burst:

Design factor 1.00

Environment:

H2S considered? No
 Surface temperature: 74 °F
 Bottom hole temperature: 177 °F
 Temperature gradient: 1.40 °F/100ft
 Minimum section length: 1,000 ft

Cement top: 3,600 ft

Burst

Max anticipated surface pressure: 1,890 psi
 Internal gradient: 0.220 psi/ft
 Calculated BHP 3,501 psi

No backup mud specified.

Tension:

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

Tension is based on air weight.
 Neutral point: 6,353 ft

Directional Info - Build & Drop

Kick-off point 1200 ft
 Departure at shoe: 576 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	7375	5.5	17.00	J-55	LT&C	7326	7375	4.767	28572
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	3501	4910	1.402	3501	5320	1.52	124.5	247	1.98 J

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

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

Date: May 19, 2013
 Salt Lake City, Utah

Remarks:

Collapse is based on a vertical depth of 7326 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 32-32-720
API Number 43047537340000 **APD No** 7927 **Field/Unit** WILDCAT
Location: 1/4,1/4 SWNE Sec 32 Tw 7.0S Rng 20.0E 1605 FNL 2488 FEL
GPS Coord (UTM) 611346 4447370 **Surface Owner** Kenneth Joe & Dianne C. Batty

Participants

Dianne Batty (surface owner), Bart Hunting (surveyor), Jim Burns (permit contractor), John Busch (Axia)

Regional/Local Setting & Topography

This proposed location sits in the northwest corner of a large agricultural field out of reach of the pivot irrigation sprinkler. The location is approximately 1 mile south of Pelican Lake and 1.5 miles west of highway 88. The site is used for winter cattle pasture. There is an abandoned irrigation ditch running through the center of the location. Storm water flows from the north and west stream to this site and are stopped from entering the farm field by the abandoned irrigation ditch.

Surface Use Plan

Current Surface Use

Agricultural
Grazing

New Road Miles

0.01

Well Pad

Width 260 **Length** 366

Src Const Material

Offsite

Surface Formation

UNTA

Ancillary Facilities N

Waste Management Plan Adequate? Y

Environmental Parameters

Affected Floodplains and/or Wetlands N

Flora / Fauna

greasewood, sparse grasses, tamarisk

Soil Type and Characteristics

sandy clay loam

Erosion Issues Y

Drainage from the north and west comes through this area

Sedimentation Issues Y

Site Stability Issues N

Drainage Diversion Required? Y

Berm Required? Y**Erosion Sedimentation Control Required? Y**

Surface owner has requested a dike aboveon the north and west of the site to stop storm water which is currently stopped by the abandoned irrigation ditch.

Paleo Survey Run? N Paleo Potental Observed? N Cultural Survey Run? N Cultural Resources? N

Reserve Pit

Site-Specific Factors		Site Ranking
Distance to Groundwater (feet)	25 to 75	15
Distance to Surface Water (feet)	>1000	0
Dist. Nearest Municipal Well (ft)	>5280	0
Distance to Other Wells (feet)		20
Native Soil Type	Mod permeability	10
Fluid Type	TDS>10000	15
Drill Cuttings	Normal Rock	0
Annual Precipitation (inches)	10 to 20	5
Affected Populations		
Presence Nearby Utility Conduits	Not Present	0
	Final Score	65 1 Sensitivity Level

Characteristics / Requirements

The reserve pit is proposed in a cut stable location. It is 195ft x 100ft x 10ft deep. John Busch of Axia agreed to use a 16 mil liner and felt subliner.

Closed Loop Mud Required? N Liner Required? Y Liner Thickness 16 Pit Underlayment Required? Y

Other Observations / Comments

Two well pad:
Three Rivers 32-32-720
Three Rivers 32-333-720

Richard Powell
Evaluator

4/24/2013
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
7927	43047537340000	LOCKED	OW	P	No
Operator	AXIA ENERGY LLC		Surface Owner-APD	Kenneth Joe & Dianne C. Batty	
Well Name	Three Rivers 32-32-720		Unit		
Field	WILDCAT		Type of Work	DRILL	
Location	SWNE 32 7S 20E S 1605 FNL 2488 FEL GPS Coord (UTM) 611355E 4447378N				

Geologic Statement of Basis

Axia proposes to set 1,300 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 1,200 feet. A search of Division of Water Rights records shows 2 water wells within a 10,000 foot radius of the center of Section 32. Well uses are listed for irrigation, domestic, and stock watering. Depth is listed for only 1 well at 150 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. The proposed casing and cement program should adequately protect ground water in this area.

Brad Hill
APD Evaluator

5/20/2013
Date / Time

Surface Statement of Basis

This proposed 2 well pad is on fee surface with fee minerals. Surface owner Dianne Batty was in attendance for this onsite inspection. This site was preferred by the surface owner because as situated it is out of the way of farming operations and out of the way of irrigation equipment. But the land owner expressed concern about storm water runoff through this area. There is an abandoned irrigation canal running north and south through the middle of this location. The irrigation ditch currently stops storm water flow from entering the field and because the ditch will be removed with well construction the surface owner has requested that a dike be built between the location and the irrigated field to stop storm water from entering the field. Also the location will need to be built up with rock to protect against storm water coming through this area. There is not a clearly defined drainage which this proposed location blocks but there is a drainage on the north location edge which is caught by the abandoned ditch and then carried to the location area. John Busch of Axia agreed to build the requested dike below the location which will serve the same purpose as the abandoned canal and will build the location up to be elevated about any sheet flows.

The site of the reserve pit appears stable and a 16 mil liner and felt subliner will be used. The location itself must be bermed to keep fluids from exiting the site toward the irrigated farm land. Also, the land owner requested and Mr. Busch agreed to install a cattle guard and fence the location. With the above mentioned improvements this appears to be a good site for placement of this well.

Richard Powell
Onsite Evaluator

4/24/2013
Date / Time

Conditions of Approval / Application for Permit to Drill

Category	Condition
Pits	A synthetic liner with a minimum thickness of 16 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.
Surface	A dike shall be constructed between the location and the irrigated field to the south and east to stop storm water flows from entering the farm field. This dike will serve to replace the canal which will be removed for placement of this location.

CONFIDENTIAL

WORKSHEET APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 5/6/2013

API NO. ASSIGNED: 43047537340000

WELL NAME: Three Rivers 32-32-720

OPERATOR: AXIA ENERGY LLC (N3765)

PHONE NUMBER: 435 719-2018

CONTACT: Don Hamilton

PROPOSED LOCATION: SWNE 32 070S 200E

Permit Tech Review:

SURFACE: 1605 FNL 2488 FEL

Engineering Review:

BOTTOM: 1872 FNL 1980 FEL

Geology Review:

COUNTY: UINTAH

LATITUDE: 40.16939

LONGITUDE: -109.69224

UTM SURF EASTINGS: 611355.00

NORTHINGS: 4447378.00

FIELD NAME: WILDCAT

LEASE TYPE: 4 - Fee

LEASE NUMBER: Patented

PROPOSED PRODUCING FORMATION(S): WASATCH

SURFACE OWNER: 4 - Fee

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: 2013-06-12 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
- 12 - Cement Volume (3) - hmacdonald
- 15 - Directional - dmason
- 21 - RDCC - dmason
- 23 - Spacing - dmason
- 25 - Surface Casing - hmacdonald



GARY R. HERBERT
Governor

GREGORY S. BELL
Lieutenant Governor

State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Oil, Gas and Mining

JOHN R. BAZA
Division Director

Permit To Drill

Well Name: Three Rivers 32-32-720

API Well Number: 43047537340000

Lease Number: Patented

Surface Owner: FEE (PRIVATE)

Approval Date: 6/12/2013

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.

Cement volume for the 5 1/2" production string shall be determined from actual hole diameter in order to place cement from the pipe setting depth back to 2700' MD as indicated in the submitted drilling plan.

Surface casing shall be cemented to the surface.

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

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 over a horizontal line.

For John Rogers
Associate Director, Oil & Gas

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: Patented
Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
		7. UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL Oil Well		8. WELL NAME and NUMBER: Three Rivers 32-32-720
2. NAME OF OPERATOR: AXIA ENERGY LLC		9. API NUMBER: 43047537340000
3. ADDRESS OF OPERATOR: 1430 Larimer Ste 400 , Denver, CO, 80202	PHONE NUMBER: 720 746-5200 Ext	9. FIELD and POOL or WILDCAT: WILDCAT
4. LOCATION OF WELL FOOTAGES AT SURFACE: 1605 FNL 2488 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWNE Section: 32 Township: 07.0S Range: 20.0E Meridian: S		COUNTY: UINTAH
		STATE: UTAH
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA		
TYPE OF SUBMISSION	TYPE OF ACTION	
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start: <input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: <input checked="" type="checkbox"/> SPUD REPORT Date of Spud: 6/21/2013 <input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> ACIDIZE <input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> DEEPEN <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> WILDCAT WELL DETERMINATION <input type="checkbox"/> OTHER	
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12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.		
MIRU Pete Martin spud rig. Drill and set conductor casing. Release spud rig.		
Accepted by the Utah Division of Oil, Gas and Mining FOR RECORD ONLY June 24, 2013		
NAME (PLEASE PRINT) Cindy Turner	PHONE NUMBER 720 746-5209	TITLE Project Manager
SIGNATURE N/A		DATE 6/21/2013



SWNE S-32 T01S R20E 43-049-53734

Spud Notice

Cordell Wold <cwold@axiaenergy.com>

Thu, Jun 20, 2013 at 9:06 AM

To: Jess Peonio <jpeonio@axiaenergy.com>, Cindy Turner <cturner@axiaenergy.com>, Kenny Bascom <klbascom@ubtanet.com>, carol daniels <caroldaniels@utah.gov>, richard powell <richardpowell@utah.gov>

We are rigging up Pete Martin today (06/20/2013) and be setting conductors on Three Rivers 32-333-720 and ~~Three Rivers 32-32-720~~ on 06/21/2013.

Any questions

Cordell Wold
Axia Energy
701-570-5540

Sent from my Verizon Wireless 4G LTE DROID

RECEIVED
JUN 20 2013
DIV. OF OIL, GAS & MINING

CONFIDENTIAL



SWNE S-32 T07S R20E
API # 43047 53734

Resume of operations

Cordell Wold <cwold@axiaenergy.com>

Mon, Jun 24, 2013 at 7:58 AM

To: "caroldaniels@utah.gov" <caroldaniels@utah.gov>, "richardpowell@utah.gov" <richardpowell@utah.gov>, Dan Jarvis <danjarvis@utah.gov>

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

ProPetro has moved onto ~~Three Rivers~~ **Three Rivers 32-32-720** and will set surface casing on 06/24/2013 and move to Three Rivers 32-333-720 and set surface casing on 06/25/2013

Any questions;

Cordell Wold

Axia Energy

701-570-5540

RECEIVED

JUN 24 2013

DIV. OF OIL, GAS & MINING



CONFIDENTIAL

Capstar 321, Axia Energy, Three Rivers 32-32-720, BOP Test & Spud notice

TS 20E 32

klbascom <klbascom@ubtanet.com>

Wed, Jul 17, 2013 at 10:26 AM

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

<richardpowell@utah.gov>

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

Capstar #321 skidding from Axia energys Three Rivers 32-333-720 Wednesday 7/17/13 to Three Rivers 32-32-720, API# 43-047-53734, rig up & test BOP Wednesday night and drill out. Any Questions, contact Kenny Bascom @ 435-828-5550.

RECEIVED

JUL 17 2013

DIV. OF OIL, GAS & MINING



SWNE S-32 TOPS R2DE API# 4304753734

CONFIDENTIAL

Three Rivers 32-32-720- cement and casing

Ray Meeks <ray.meeks_bmg@hotmail.com>

Wed, Jul 24, 2013 at 12:11 AM

To: "caroldaniels@utah.gov" <caroldaniels@utah.gov>, "danjarvis@utah.gov" <danjarvis@utah.gov>, "richardpowell@utah.gov" <richardpowell@utah.gov>

Cc: "cwold@axiaenergy.com" <cwold@axiaenergy.com>, "klbascom@ubtanet.com" <klbascom@ubtanet.com>

We will be running 5 1/2" production casing and cementing on the Axia Three Rivers 32-32-720 late 7/24/13 or 7/25/13. TD was 7346'. Any questions please call me Ray Meeks 435-828-5550. rig 321 Capstar. Thank you

RECEIVED

JUL 24 2013

DIV. OF OIL, GAS & MINING

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: Patented																														
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SPUD 06/21/13: MIRU Pete Martin. Drilled and set 100' conductor csg. Cemented to surface. SET SURF CSG 06/23/13: MIRU Pro-Petro. Drilled and set 1,335' 8-5/8" surf csg. Cemented to surface. RESUMED DRILLING OPS 07/18/13: MIRU Capstar Drilling. Drilled to TD. Set and cemented 7264' 5-1/2" prod csg. DATE TD REACHED: 07/24/13 DRLG RIG RELEASED: 07/26/13 TMD: 7,346' TVD: 7,292' COMP START DATE: 08/23/13 1ST PROD DATE: 09/02/13 FORMATION: GRRV		<p style="margin: 0;">Accepted by the Utah Division of Oil, Gas and Mining</p> <p style="margin: 0;">FOR RECORD ONLY</p> <p style="margin: 0;">September 19, 2013</p>																														
NAME (PLEASE PRINT) Cindy Turner	PHONE NUMBER 720 746-5209	TITLE Project Manager																														
SIGNATURE N/A		DATE 9/18/2013																														

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: Patented
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	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: 10/1/2013	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
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	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input checked="" type="checkbox"/> OTHER	OTHER: <input type="text" value="Central Tank Facility"/>

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

NEW CENTRAL TANK FACILITY: Three Rivers CTB 32-7-20-02 See Attached for Proposal and Allocation Diagram

Approved by the Utah Division of Oil, Gas and Mining
Date: October 08, 2013
By: *D. K. Duff*

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

AXIA THREE RIVERS CENTRAL TANK FACILITY

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

Allocation Proposal:

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

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

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

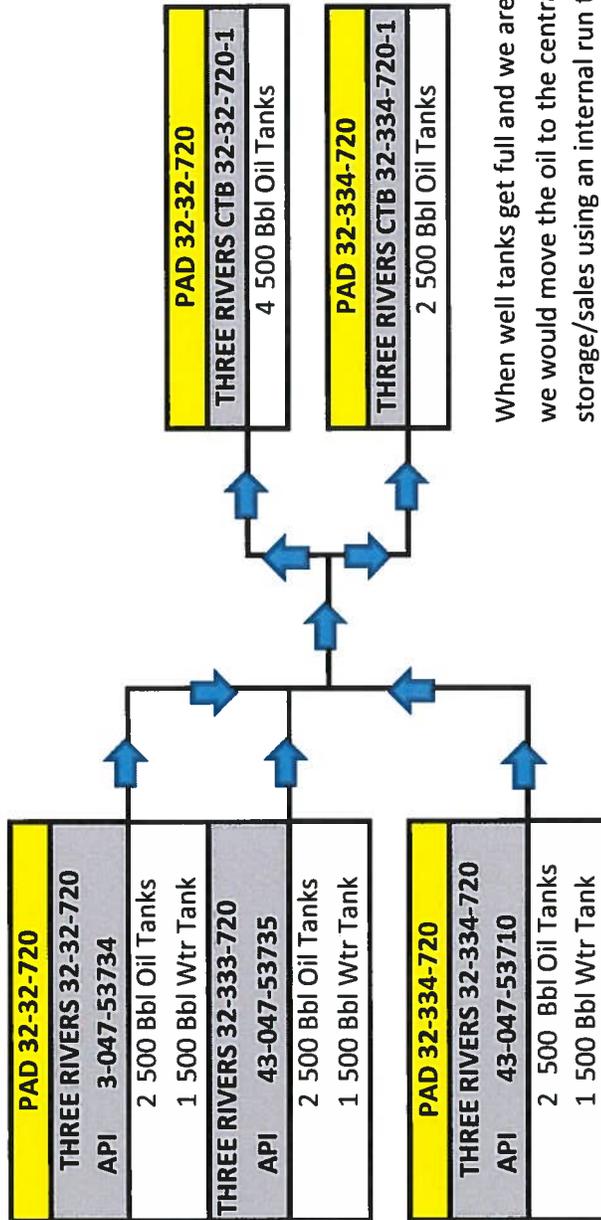
Proposed centralized storage facilities are set up by State or Federal lease number, or in the case of Fee wells, by common interest.

Reporting Requirements:

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

EFFECTIVE DATE: October 1, 2013

FACILITY: THREE RIVERS CTB 32-7-20-02
DESC: THREE RIVERS WELLS IN SECTION 32 OF TOWNSHIP 75-RNG 20E THAT CAN FLOW TO CENTRAL TANK BATTERY
 BASED ON COMMON INTEREST/LEASE NO
LEASE: FEE PRIVATE



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

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
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: Patented
		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
1. TYPE OF WELL Oil Well		7. UNIT or CA AGREEMENT NAME:
2. NAME OF OPERATOR: AXIA ENERGY LLC		8. WELL NAME and NUMBER: Three Rivers 32-32-720
3. ADDRESS OF OPERATOR: 1430 Larimer Ste 400 , Denver, CO, 80202		9. API NUMBER: 43047537340000
PHONE NUMBER: 720 746-5200 Ext		9. FIELD and POOL or WILDCAT: WILDCAT
4. LOCATION OF WELL FOOTAGES AT SURFACE: 1605 FNL 2488 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWNE Section: 32 Township: 07.0S Range: 20.0E Meridian: S		COUNTY: UINTAH
		STATE: UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input checked="" type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: 8/23/2013	<input checked="" type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: <input style="width: 100px;" type="text"/>

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

Axia Energy received APD approval for a WASATCH completion. However, there was a change in plans and only the GREEN RIVER was completed. Btm Perf: 7044'. Top of Wasatch: 7057'. PLEASE UPDATE ENTITY ACTION NUMBER 19087 TO GRRV.

**Accepted by the
Utah Division of
Oil, Gas and Mining
FOR RECORD ONLY
October 21, 2013**

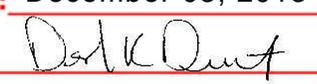
NAME (PLEASE PRINT) Cindy Turner	PHONE NUMBER 720 746-5209	TITLE Project Manager
SIGNATURE N/A	DATE 9/17/2013	

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: Patented
	6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
	7. UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL Oil Well	8. WELL NAME and NUMBER: Three Rivers 32-32-720
2. NAME OF OPERATOR: AXIA ENERGY LLC	9. API NUMBER: 43047537340000
3. ADDRESS OF OPERATOR: 1430 Larimer Ste 400 , Denver, CO, 80202	PHONE NUMBER: 720 746-5200 Ext
4. LOCATION OF WELL FOOTAGES AT SURFACE: 1605 FNL 2488 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWNE Section: 32 Township: 07.0S Range: 20.0E Meridian: S	9. FIELD and POOL or WILDCAT: WILDCAT
	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: 10/1/2013	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input checked="" type="checkbox"/> OTHER	OTHER: <input type="text" value="Variance Request"/>

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

Approved by the Utah Division of Oil, Gas and Mining
Date: December 03, 2013
By: 

NAME (PLEASE PRINT) Cindy Turner	PHONE NUMBER 720 746-5209	TITLE Project Manager
SIGNATURE N/A	DATE 11/7/2013	

Three Rivers #32-32-720

Notice of Intent start: Oct 1, 2013

Axia Energy, LLC respectfully requests a variance to the 1800 MCF/MO limit of flaring oil production associated gas on the subject well to the next Utah Board of Oil, Gas and Mining Hearing considering the next filing date. Axia Energy has constructed gas gathering infrastructure within the field and the subject well has been tied into the system but is awaiting gas gatherer ROW approval and construction to send the gas to sales. Axia Energy is requesting the variance to the next available Utah Board Hearing so that: a) production rates can be evaluated to properly size production equipment on the subject well and future wells, b) a decline curve can be evaluated for EUR determination and future planning of drill schedule and capital, and c) production will not be curtailed and EUR decreased due to the shut-in and potential damage to the reservoir (analogous projects operated by Axia Energy have shown a production and EUR decrease due to lengthy shut-ins). The last (Oct., '13) monthly flaring volume for the subject well was 2,921 MCF/MO and efforts will be made to minimize flaring by maximizing fuel usage until the hearing.

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

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:
	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:

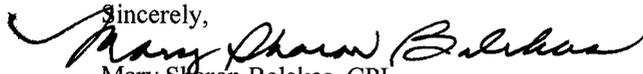
- 1) Request to Transfer Application or Permit to Drill for New, APD Approved & Drilled Wells
- 2) Request to Transfer Application or Permit to Drill – APD Pending
- 3) Two Completed Sundry Notice and Reports on Wells Form 9 regarding Change of Operator executed by Ultra Resources, Inc. and Axia Energy, 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

SUNDRY NOTICES AND REPORTS ON WELLS		5. LEASE DESIGNATION AND SERIAL NUMBER: See Attached Well List
		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
		7. UNIT or CA AGREEMENT NAME:
Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		8. WELL NAME and NUMBER: See Attached Well List
1. TYPE OF WELL OIL WELL <input checked="" type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER _____		9. API NUMBER:
2. NAME OF OPERATOR: Axia Energy, LLC <i>N37105</i>		10. FIELD AND POOL, OR WILDCAT:
3. ADDRESS OF OPERATOR: 1430 Larimer Street, Ste 400 CITY Denver STATE CO ZIP 80202		PHONE NUMBER: (720) 746-5200
4. LOCATION OF WELL FOOTAGES AT SURFACE: See Attached		COUNTY: Uintah
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:		STATE: UTAH

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

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

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

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

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

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

(This space for State use only)

APPROVED

JAN 16 2013

DIV. OIL GAS & MINING
 BY: *[Signature]*

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	4304753621		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		9
THREE RIVERS FEDERAL 8-52-820	Three Rivers Fed 08-52-820	8	080S	200E	4304752770	19156	Federal	Federal	OW	DRL	P	80	02/22/13
THREE RIVERS FEDERAL 8-53-820	Three Rivers Fed 08-53-820	8	080S	200E	4304752771	18992	Federal	Federal	OW	P	P		1
Three Rivers Federal 9-41-820	Three Rivers Fed 09-41-820	10	080S	200E	4304753556	19170	Federal	Federal	OW	DRL	P		08/20/13
THREE RIVERS FED 10-30-820	Three Rivers Fed 10-30-820	10	080S	200E	4304753555	19169	Federal	Federal	OW	DRL	P		08/20/13
Three Rivers Federal 10-31-820	Three Rivers Fed 10-31-820	10	080S	200E	4304753437		Federal	Federal	OW	APD	CCS		08/21/13
Three Rivers Federal 10-32-820	Three Rivers Fed 10-32-820	10	080S	200E	4304753415		Federal	Federal	OW	APD	CCS		08/21/13
THREE RIVERS FED 10-41-820	Three Rivers Fed 10-41-820	10	080S	200E	4304752948	19137	Federal	Federal	OW	DRL	P		02/22/13
THREE RIVERS FED 10-42-820	Three Rivers Fed 10-42-820	10	080S	200E	4304752949		Federal	Federal	OW	APD	APRVD		02/22/13
Three Rivers Federal 33-11-720	Three Rivers Fed 33-11-720	32	070S	200E	4304753733	19109	Federal	Fee	OW	DRL	P		07/17/13
Three Rivers Federal 33-12-720	Three Rivers Fed 33-12-720	33	070S	200E	4304753724	19250	Federal	Fee	OW	DRL	WOC		09/16/13
Three Rivers Federal 33-13-720	Three Rivers Fed 33-13-720	33	070S	200E	4304753723	19222	Federal	Fee	OW	DRL	WOC		09/16/13
Three Rivers Federal 33-14-720	Three Rivers Fed 33-14-720	33	070S	200E	4304753551	19107	Federal	Fee	OW	DRL	P	90	09/16/13
Three Rivers Federal 33-24-720	Three Rivers Fed 33-24-720	33	070S	200E	4304753557	19108	Federal	Fee	OW	DRL	P		07/09/13
THREE RIVERS FED 34-15-720	Three Rivers Fed 34-15-720	34	070S	200E	4304752965	18960	Federal	Fee	OW	P	P		
THREE RIVERS FED 34-23-720	Three Rivers Fed 34-23-720	34	070S	200E	4304752945	19049	Federal	Fee	OW	DRL	P	50	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	50	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	3	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

AMENDED REPORT FORM 8
(highlight changes)

WELL COMPLETION OR RECOMPLETION REPORT AND LOG

1a. TYPE OF WELL: OIL WELL GAS WELL DRY OTHER _____
 b. TYPE OF WORK: NEW WELL HORIZ LATS DEEP-EN RE-ENTRY DIFF RESVR OTHER _____

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

3. ADDRESS OF OPERATOR: **1430 Larimer St, Ste 400 CITY Denver STATE CO ZIP 50202** PHONE NUMBER: **(720) 746-5200**

4. LOCATION OF WELL (FOOTAGES)
 AT SURFACE: **SWNE 1605' FNL & 2488' FEL**
 AT TOP PRODUCING INTERVAL REPORTED BELOW: **1878' FNL & 1957' FEL**
 AT TOTAL DEPTH: **1922' FNL & 1966' FEL**

14. DATE SPUDDED: **6/21/13** 15. DATE T.D. REACHED: **7/24/13** 16. DATE COMPLETED: **9/12/13** ABANDONED READY TO PRODUCE 17. ELEVATIONS (DF, RKB, RT, GL): **4794' GL / 4807' KB**

18. TOTAL DEPTH: MD **7346** TVD **7292** 19. PLUG BACK T.D.: MD **7,218** TVD **7,164** 20. IF MULTIPLE COMPLETIONS, HOW MANY? * _____ 21. DEPTH BRIDGE MD _____ TVD _____

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

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

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

HOLE SIZE	SIZE/GRADE	WEIGHT (#/ft)	TOP (MD)	BOTTOM (MD)	STAGE CEMENTER DEPTH	CEMENT TYPE & NO. OF SACKS	SLURRY VOLUME (BBL)	CEMENT TOP **	AMOUNT PULLED
26	16		0	100		G 100	21	0	
12-1/4	8-5/8 J-55	24	0	1335		G 840	172	0 CIR	
7-3/4	5-1/2 J-55	17	0	7264		G 420	168	3426 CBL	

25. TUBING RECORD

SIZE	DEPTH SET (MD)	PACKER SET (MD)	SIZE	DEPTH SET (MD)	PACKER SET (MD)	SIZE	DEPTH SET (MD)	PACKER SET (MD)
2-7/8	4578							

26. PRODUCING INTERVALS					27. PERFORATION RECORD				
FORMATION NAME	TOP (MD)	BOTTOM (MD)	TOP (TVD)	BOTTOM (TVD)	INTERVAL (Top/Bot - MD)	SIZE	NO HOLES	PERFORATION STATUS	
(A) Green River	3172	7,057	3,143	7,028	5344 7044	.35	210	Open <input checked="" type="checkbox"/>	Squeezed <input type="checkbox"/>
(B)								Open <input type="checkbox"/>	Squeezed <input type="checkbox"/>
(C)								Open <input type="checkbox"/>	Squeezed <input type="checkbox"/>
(D)								Open <input type="checkbox"/>	Squeezed <input type="checkbox"/>

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

WAS WELL HYDRAULICALLY FRACTURED? YES NO IF YES -- DATE FRACTURED: **8/26/2013**

DEPTH INTERVAL	AMOUNT AND TYPE OF MATERIAL
5344' TO 7044'	Green River Hybrid Frac - 27,992 bbls slurry, 1,144,131 gal fluid, 882,385# 20/40 Premium White

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

30. WELL STATUS: **Prod**

31. INITIAL PRODUCTION

INTERVAL A (As shown in item #26)

DATE FIRST PRODUCED 9/2/2013		TEST DATE 10/1/2013		HOURS TESTED 24		TEST PRODUCTION RATES →	OIL - BBL 223	GAS - MCF 135	WATER - BBL 107	PROD METHOD Pumping
CHOKE SIZE 40	TBG PRESS 38	CSG PRESS 38	API GRAVITY 32.00	BTU - GAS	GAS/OIL RATIO 605	24 HR PRODUCTION RATES →	OIL - BBL 223	GAS - MCF 135	WATER - BBL 107	INTERVAL STATUS Open

INTERVAL B (As shown in item #26)

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

INTERVAL C (As shown in item #26)

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

INTERVAL D (As shown in item #26)

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

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

Used/Flared

33. SUMMARY OF POROUS ZONES (Include Aquifers):

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

34. FORMATION (Log) MARKERS:

Formation	Top (MD)	Bottom (MD)	Descriptions, Contents, etc.	Name	Top (Measured Depth)
				Green River	3.172
				Garden Gluch	5.173
				Uteland Butte	6.901
				Wasatch	7.057

35. ADDITIONAL REMARKS (Include plugging procedure)

36. I hereby certify that the foregoing and attached information is complete and correct as determined from all available records.

NAME (PLEASE PRINT) Cindy Turner TITLE Project Manager
 SIGNATURE *Cindy Turner* DATE 12-11-13

This report must be submitted within 30 days of

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

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

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

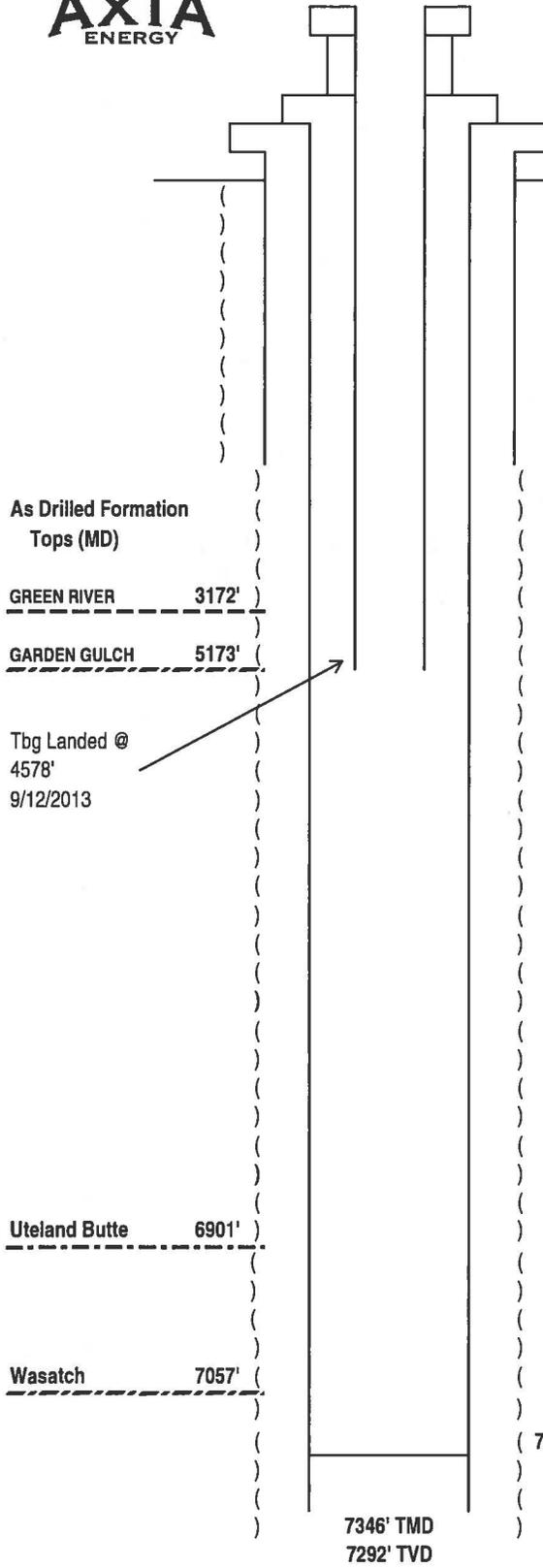
Send to: Utah Division of Oil, Gas and Mining
 1594 West North Temple, Suite 1210
 Box 145801
 Salt Lake City, Utah 84114-5801

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

WELLBORE DIAGRAM (after completion)



Company: Axia Energy, LLC
Lease Name: Three Rivers 32-32-720
Surface Location: SWNE Sec 32-T7S-R20E, 1605' FNL & 2488' FEL
Bottom Hole Location: SWNE Sec 32-T7S-R20E, 1922' FNL & 1966' FEL
County: Uintah, UT
Date: 12/11/2013



KB 4807'
GL 4794'

DRILLED 26" HOLE TO 100' - SET 16" CONDUCTOR
Cemented with 100 sxs to surface on 6/21/2013

DRILLED 12-1/4" HOLE 1350'
SURF CSG - 8-5/8" 24# J-55 ST&C (31 jts) 6/23/2013
Cement: 840 sxs to surface

TOC: 3426'

6 STAGE GREEN RIVER HYBRID FRAC				
5344	7044	Green River	3 spf	210 Holes
Frac - Hybrid (slickwater/gel)				
27,992 bbls slurry, 1,144,131 gal fluid & 882,385# 20/40 Premium White				

DRILLED 7-3/4" HOLE TO 7346' TMD
PROD CSG - 5 1/2" 17# J-55 LT&C (165 jts) Set @ 7264' 7/26/13
Cemented with 420 sxs Premium Lite

7346' TMD
7292' TVD

Job Number: 3232720
 Company: Axia Energy
 Lease/Well: Three Rivers 32-32-720
 Location: Vernal
 Rig Name: CapStar 321
 RKB:
 G.L. or M.S.L.:

State/Country: Uintah Co., Utah
 Declination:
 Grid:
 File name: C:\USERS\BURTRE~1\DESKTOP\32-32-~1\3232720.SVY
 Date/Time: 24-Jul-13 / 05:23
 Curve Name: TR 32-32-720 Surveys



WINSERVE SURVEY CALCULATIONS
 Minimum Curvature Method
 Vertical Section Plane 116.15
 Vertical Section Referenced to Wellhead
 Rectangular Coordinates Referenced to Wellhead

Measured Depth FT	Incl Angle Deg	Drift Direction Deg	True Vertical Depth	N-S FT	E-W FT	Vertical Section FT	CLOSURE		Dogleg Severity Deg/100
							Distance FT	Direction Deg	
.00	.00	.00	.00	.00	.00	.00	.00	.00	.00
1446.00	.50	112.00	1445.98	-2.36	5.85	6.29	6.31	112.00	.03
1531.00	2.10	139.60	1530.96	-3.69	7.20	8.09	8.09	117.12	1.97
1616.00	3.80	129.20	1615.84	-6.65	10.40	12.26	12.34	122.63	2.09
1703.00	6.00	138.00	1702.52	-11.86	15.67	19.29	19.65	127.11	2.66
1787.00	7.90	129.90	1785.90	-18.82	23.04	28.98	29.75	129.25	2.54
1873.00	9.20	125.80	1870.94	-26.64	33.15	41.50	42.53	128.78	1.67
1958.00	11.30	118.80	1954.59	-34.62	45.96	56.52	57.54	126.99	2.87
2048.00	12.70	117.20	2042.62	-43.39	62.49	75.22	76.08	124.78	1.60
2129.00	12.80	112.40	2121.62	-50.88	78.70	93.07	93.72	122.88	1.31
2214.00	12.70	113.00	2204.53	-58.12	96.01	111.80	112.23	121.19	.20
2299.00	12.60	111.40	2287.46	-65.16	113.24	130.37	130.65	119.91	.43
2384.00	12.20	109.10	2370.48	-71.48	130.36	148.52	148.67	118.74	.75
2470.00	12.60	107.40	2454.48	-77.26	147.90	166.81	166.86	117.58	.63

Measured Depth FT	Incl Angle Deg	Drift Direction Deg	True Vertical Depth	N-S FT	E-W FT	Vertical Section FT	CLOSURE		Dogleg Severity Deg/100
							Distance FT	Direction Deg	
2555.00	12.20	107.90	2537.49	-82.79	165.29	184.86	184.87	116.60	.49
2641.00	12.30	111.00	2621.54	-88.87	182.49	202.98	202.98	115.96	.77
2726.00	12.40	115.10	2704.57	-95.98	199.21	221.12	221.13	115.73	1.04
2811.00	12.00	117.90	2787.65	-103.99	215.28	239.08	239.08	115.78	.84
2897.00	11.60	116.60	2871.83	-112.04	230.91	256.66	256.66	115.88	.56
2982.00	10.60	116.10	2955.24	-119.31	245.58	273.02	273.03	115.91	1.18
3068.00	9.80	114.80	3039.88	-125.86	259.32	288.25	288.25	115.89	.97
3153.00	7.70	113.80	3123.89	-131.19	271.10	301.17	301.18	115.82	2.48
3238.00	7.60	121.60	3208.13	-136.43	281.10	312.46	312.46	115.89	1.23
3324.00	8.30	121.70	3293.31	-142.68	291.23	324.30	324.30	116.10	.81
3409.00	10.00	122.10	3377.22	-149.82	302.70	337.75	337.75	116.33	2.00
3495.00	11.80	114.00	3461.67	-157.37	317.06	353.96	353.96	116.40	2.74
3581.00	13.00	113.00	3545.66	-164.72	334.00	372.41	372.41	116.25	1.42
3665.00	13.10	111.30	3627.50	-171.87	351.56	391.33	391.33	116.05	.47
3751.00	12.80	109.00	3711.31	-178.52	369.65	410.49	410.50	115.78	.69
3836.00	11.60	111.60	3794.39	-184.73	386.50	428.35	428.38	115.55	1.55
3964.00	10.20	117.90	3920.08	-194.77	408.48	452.51	452.54	115.49	1.43
4050.00	10.10	116.50	4004.73	-201.70	421.96	467.66	467.69	115.55	.31
4135.00	7.70	111.50	4088.71	-207.11	433.93	480.79	480.82	115.51	2.96
4220.00	6.90	114.20	4173.02	-211.29	443.89	491.57	491.61	115.45	1.02
4306.00	6.80	115.70	4258.40	-215.62	453.19	501.83	501.86	115.44	.24
4391.00	6.70	124.70	4342.82	-220.62	461.80	511.76	511.79	115.54	1.25
4477.00	6.50	121.30	4428.25	-226.01	470.08	521.57	521.59	115.68	.51
4562.00	6.80	125.60	4512.68	-231.43	478.28	531.33	531.34	115.82	.68
4648.00	7.00	130.40	4598.05	-237.79	486.42	541.43	541.43	116.05	.71
4733.00	6.60	125.50	4682.46	-243.99	494.34	551.27	551.27	116.27	.83
4818.00	6.90	120.80	4766.87	-249.44	502.70	561.18	561.18	116.39	.74
4903.00	6.60	116.40	4851.28	-254.23	511.46	571.15	571.16	116.43	.70
4989.00	5.20	123.20	4936.82	-258.56	519.15	579.96	579.97	116.48	1.82
5074.00	4.70	145.60	5021.51	-263.54	524.34	586.82	586.84	116.68	2.33
5159.00	3.10	138.60	5106.31	-268.14	527.83	591.98	592.03	116.93	1.96
5245.00	1.50	140.50	5192.24	-270.75	530.08	595.15	595.22	117.06	1.86
5330.00	1.50	163.90	5277.21	-272.68	531.10	596.91	597.01	117.18	.72
5416.00	1.00	189.60	5363.19	-274.50	531.28	597.88	598.01	117.32	.86

Measured Depth FT	Incl Angle Deg	Drift Direction Deg	True Vertical Depth	N-S FT	E-W FT	Vertical Section FT	CLOSURE		Dogleg Severity Deg/100
							Distance FT	Direction Deg	
5501.00	1.00	221.50	5448.18	-275.79	530.67	597.90	598.05	117.46	.65
5629.00	1.20	237.50	5576.16	-277.34	528.80	596.90	597.12	117.68	.28
5715.00	1.60	213.00	5662.13	-278.83	527.39	596.29	596.56	117.87	.83
5800.00	2.30	219.90	5747.08	-281.14	525.64	595.75	596.11	118.14	.87
5886.00	2.10	216.90	5833.02	-283.72	523.59	595.04	595.52	118.45	.27
5971.00	2.10	207.60	5917.96	-286.35	521.94	594.71	595.32	118.75	.40
6057.00	2.10	202.00	6003.90	-289.21	520.61	594.79	595.55	119.05	.24
6142.00	1.20	159.00	6088.87	-291.48	520.35	595.55	596.43	119.26	1.73
6227.00	.20	54.90	6173.86	-292.23	520.79	596.27	597.18	119.30	1.49
6313.00	.40	.30	6259.86	-291.84	520.92	596.22	597.10	119.26	.38
6398.00	.20	69.00	6344.86	-291.49	521.06	596.19	597.05	119.22	.44
6484.00	.90	169.00	6430.86	-292.10	521.32	596.70	597.58	119.26	1.11
6569.00	1.00	183.90	6515.85	-293.49	521.40	597.38	598.33	119.37	.31
6654.00	1.30	163.60	6600.83	-295.16	521.62	598.31	599.34	119.50	.59
6740.00	1.40	165.70	6686.81	-297.11	522.16	599.66	600.77	119.64	.13
6825.00	1.60	172.30	6771.78	-299.30	522.57	600.99	602.21	119.80	.31
6911.00	2.30	172.00	6857.73	-302.19	522.97	602.63	604.01	120.02	.81
6996.00	1.40	168.40	6942.68	-304.90	523.42	604.22	605.75	120.22	1.07
7079.00	2.00	180.90	7025.65	-307.34	523.60	605.46	607.14	120.41	.85
7165.00	1.70	222.40	7111.60	-309.78	522.72	605.74	607.62	120.65	1.56
7250.00	2.50	176.40	7196.55	-312.57	521.98	606.31	608.41	120.91	2.12
PROJECTION TO BIT									
7346.00	2.50	176.40	7292.46	-316.74	522.25	608.39	610.79	121.24	.00