

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 32-25-720
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) FEE	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') Kay Anderson		14. SURFACE OWNER PHONE (if box 12 = 'fee') 801-224-2907
15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee') 683 W. 925 S., Ore, UT 84058		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	652 FSL 904 FWL	SWSW	32	7.0 S	20.0 E	S
Top of Uppermost Producing Zone	660 FSL 1320 FWL	SWSW	32	7.0 S	20.0 E	S
At Total Depth	660 FSL 1320 FWL	SWSW	32	7.0 S	20.0 E	S

21. COUNTY UINTAH	22. DISTANCE TO NEAREST LEASE LINE (Feet) 652	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: 9060 TVD: 9028	
27. ELEVATION - GROUND LEVEL 4800	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 - 1100	32.0	J-55 LT&C	8.7	Premium Lite High Strength	110	2.97	11.5
							Class G	115	1.16	15.8
PROD	7.875	5.5	0 - 9060	17.0	N-80 LT&C	9.2	Premium Lite High Strength	575	2.31	12.0

ATTACHMENTS

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

<input checked="" type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER	<input checked="" type="checkbox"/> COMPLETE DRILLING PLAN
<input 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 05/23/2012	EMAIL starpoint@etv.net
API NUMBER ASSIGNED 43047527180000	APPROVAL  Permit Manager	

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

AXIA ENERGY

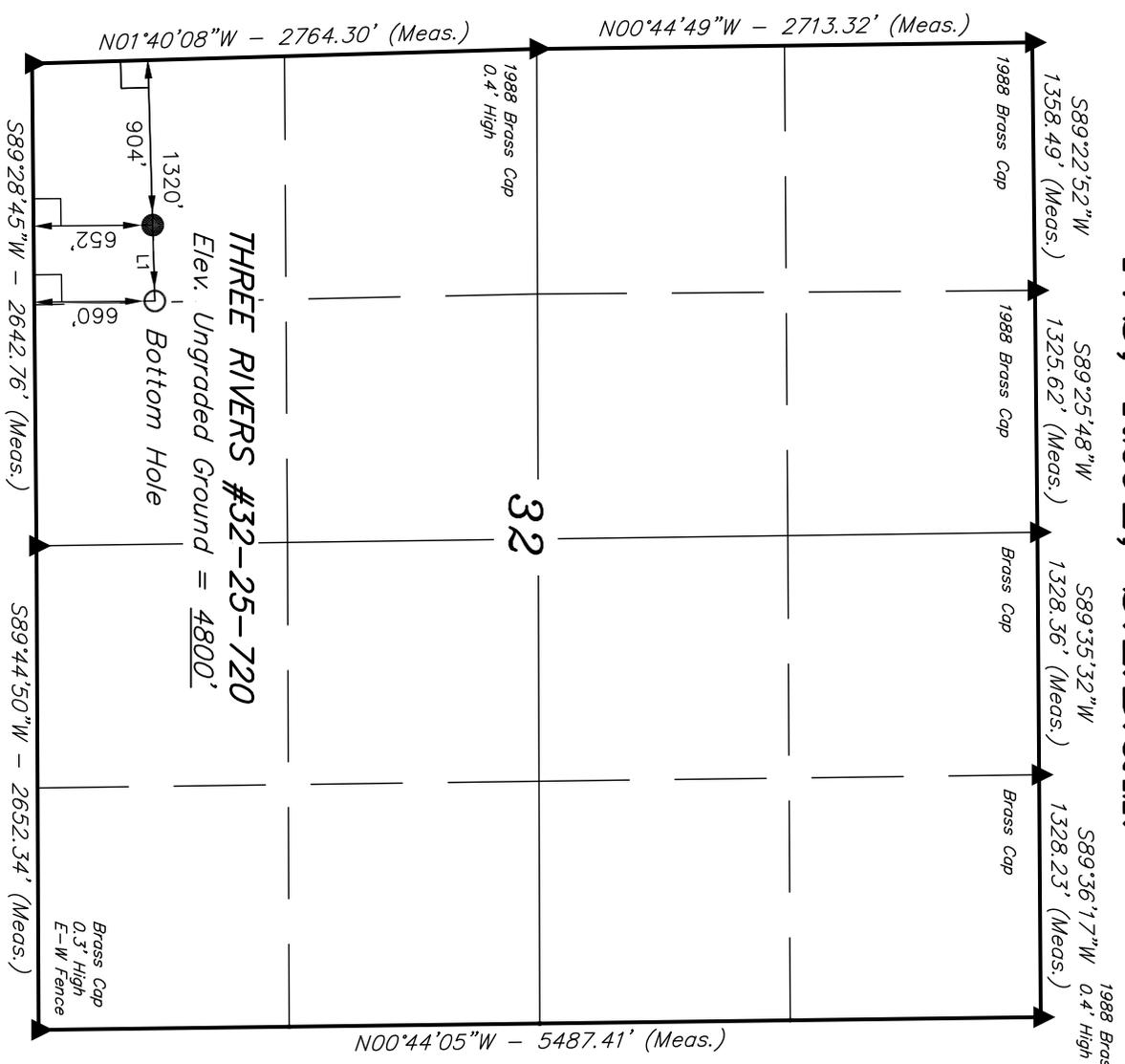
Well location, THREE RIVERS #32-25-720, located as shown in the SW 1/4 SW 1/4 of Section 32, T7S, R20E, S.L.B.&M., Uintah County, Utah.

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, UINTAH COUNTY, 7.5 MINUTE QUAD (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 4942 FEET.

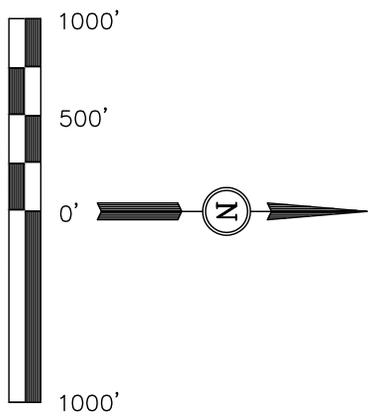
BASIS OF BEARINGS

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

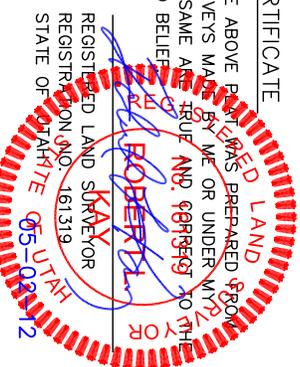


LINE TABLE		
LINE	DIRECTION	LENGTH
L1	N88°25'55\"E	416.04'

NAD 83 (TARGET BOTTOM HOLE)		NAD 83 (SURFACE LOCATION)	
LATITUDE = 40°09'37.85\"	(40.160514)	LATITUDE = 40°09'37.74\"	(40.160483)
LONGITUDE = 109°41'50.94\"	(109.697483)	LONGITUDE = 109°41'56.30\"	(109.698972)
NAD 27 (TARGET BOTTOM HOLE)		NAD 27 (SURFACE LOCATION)	
LATITUDE = 40°09'37.99\"	(40.160553)	LATITUDE = 40°09'37.88\"	(40.160522)
LONGITUDE = 109°41'47.50\"	(109.696528)	LONGITUDE = 109°41'53.79\"	(109.698275)



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.



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

SCALE 1" = 1000'
 DATE SURVEYED: 04-03-12 DATE DRAWN: 04-19-12

PARTY B.H. A.S. R.L.L. REFERENCES G.L.O. PLAT
 WEATHER WARM FILE AXIA ENERGY

- LEGEND:**
- 90° SYMBOL
 - PROPOSED WELL HEAD.
 - SECTION CORNERS LOCATED.