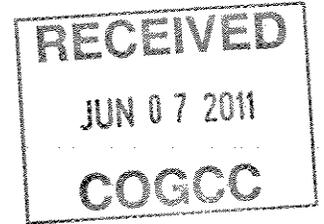




02530745

MATRIX ENERGY, LLC

P.O. Box 271309
Ft. Collins, CO 80527
Phone: 970-282-1211
Fax: 970- 282-1233



June 1, 2011

Eclipse Energy, LLC
PO Box 271309
Fort Collins, CO 80527

RE: Notice of 318A.e Well Proposal
Codell/Niobrara – (New) Well
Well Name: Varra 43-9-11
Section 9, T5N, R65W
Weld County, Colorado

Dear Mr. Schwartz:

Matrix Energy, LLC ("Matrix") intends to propose, drill and operate the referenced well pursuant to paragraph 6 of Rule 318A.e., Order 1R-100 of the Colorado Oil and Gas Conservation Commission ("COGCC").

Additional information for this well:

1. Wellbore Spacing Unit
The wellbore spacing unit will be comprised of the SE $\frac{1}{4}$ NE $\frac{1}{4}$ of Section 9, NE $\frac{1}{4}$ SE $\frac{1}{4}$ of Section 9, SW $\frac{1}{4}$ NW $\frac{1}{4}$ of Section 10, and the NW $\frac{1}{4}$ SW $\frac{1}{4}$ of Section 10 in T5N, R65W as depicted on the enclosed plat. The working interest attributable to the Codell/Niobrara formations in the contributing 40 acre quarter-quarter section will be utilized to determine the interest of the parties in the proposed 160 acres spacing unit for this well.
2. Target Formations
This well will be drilled to a total depth to sufficiently test the Codell/Niobrara formations.
3. Surface and Bottom Hole Locations
Surface Location: 2370' FNL, 245' FEL, Section 9, T5N, R65N
Bottom Hole Location: 2550' FSL, 100' FEL, Section 9, T5N, R65W
4. Anticipated Spud Date
Second Quarter 2011

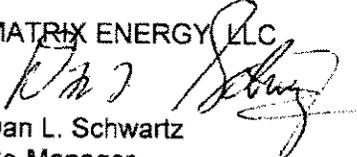
Pursuant to the aforementioned rule, you have twenty (20) days from your receipt of this notice to object to this proposal. In the event you do not respond to this notice or enter an objection within the established time period, the proposed 160 acre spacing unit for the Codell/Niobrara formation set forth herein shall be established. However, should you have no objection to this proposal, please so indicate by signing in the space provided below and returning one copy to the undersigned at your earliest convenience. Your cooperation in this matter is greatly appreciated so the Matrix may timely continue the permitting process for this well.

A formal well proposal, including Matrix's proposed AFE and JOA will be forthcoming under separate cover.

Thank you in advance for your timely consideration and response to this proposal. Please feel free to contact me at 970-282-1211 should you have any questions.

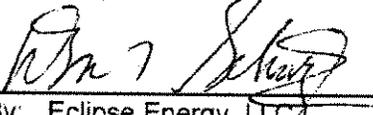
Yours truly,

MATRIX ENERGY, LLC


Dan L. Schwartz
Co-Manager

Encl.

Pursuant to the paragraph 6 of Rule 318A.e., Order 1R-100 of the Colorado Oil and Gas Conservation Commission, the undersigned has received notice from Matrix Energy, LLC of its intention to drill and operate the Varra 43-9-11 well in Section 9, T5N, R65W, 6th P.M. Weld County, Colorado and the undersigned hereby waives the minimum twenty (20) day written notice requirement as provided by said rule.


By: Eclipse Energy, LLC

Date: 6/2/2011

Pursuant to the aforementioned rule, you have twenty (20) days from your receipt of this notice to object to this proposal. In the event you do not respond to this notice or enter an objection within the established time period, the proposed 160 acre spacing unit for the Codell/Niobrara formation set forth herein shall be established. However, should you have no objection to this proposal, please so indicate by signing in the space provided below and returning one copy to the undersigned at your earliest convenience. Your cooperation in this matter is greatly appreciated so the Matrix may timely continue the permitting process for this well.

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Dan L. Schwartz
Co-Manager

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Merit Energy, Company

By: _____

Date: _____

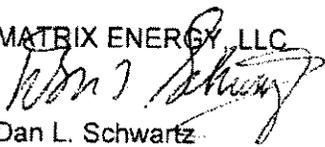
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Dan L. Schwartz
Co-Manager

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By: Barry Snyder

Date: _____

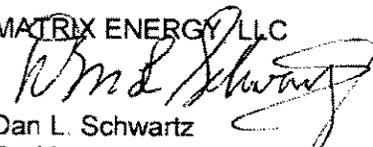
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Dan L. Schwartz
Co-Manager

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By: RT Energy, LLC

Date: _____

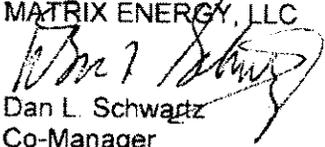
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Dan L. Schwartz
Co-Manager

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By: _____
Paragon Investment Group, LLC.

Date: _____

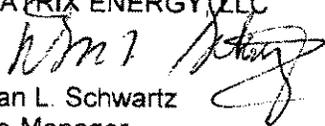
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Dan L. Schwartz
Co-Manager

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By: Clayton Hartman

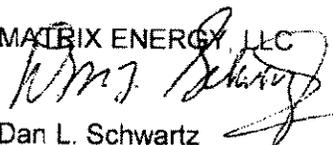
Date: _____

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Dan L. Schwartz
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By: _____
Billiken Resources, LLC

Date: _____

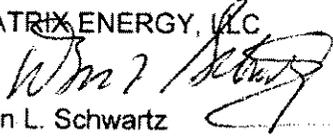
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MATRIX ENERGY, LLC

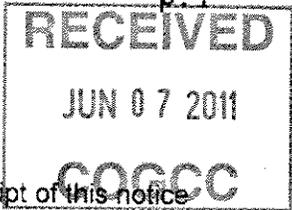

Dan L. Schwartz
Co-Manager

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By: Andele Energy, LLC

Date: _____



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MATRIX ENERGY, LLC

[Handwritten Signature]
 Dan L. Schwartz
 Co-Manager

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By: Taku Resources, LLC

Date: _____

