



DECLARATION OF POOLING

WHEREAS, Bill Barrett Corporation is the owner of certain interests under the Oil and Gas Leases ("Leases") set forth on Exhibit "A" attached hereto, insofar as the Leases cover the W/2 of Section 15, Township 37 North, Range 17 West, N.M.P.M., Montezuma County, Colorado.

WHEREAS, either each of the Leases provides the Lessee thereunder the right to unitize or pool the Leases and the lands covered thereby, in whole or in part, so as to create a unit or pool as may or may not be required to conform with applicable rules and orders of the Colorado Oil and Gas Conservation Commission, or, in the absence of such right to unitize or pool by the Lessee in a particular Lease, Lessee has secured the consent of Lessor to unitize or pool the Leases.

NOW THEREFORE, acting under and by virtue of the pooling authority contained in the Leases and, in the absence of such right to unitize or pool by the Lessee in a particular Lease, acting under the consent of Lessor, the undersigned does pool, combine and designate the following lands (and the leasehold, mineral and royalty rights thereunder) as a unit for the purpose of drilling the Gray 14H-15-37-17 well and producing Oil and/or Gas and associated liquid hydrocarbons from the following described lands, pursuant to the Leases, to wit:

Township 37 North, Range 17 West, N.M.P.M.
Section 15: W/2 (containing 320.00 acres).

NOW THEREFORE, production from the Unit shall be allocated proportionately among all of the tracts within the Unit in the proportion which the number of surface acres in each tract bears to the total number of surface acres in the Unit.

IN WITNESS WHEREOF, this instrument is dated and effective the 29th day of May, 2008.

Bill Barrett Corporation

By Huntington T. Walker
Huntington T. Walker
Senior Vice President – Land



ACKNOWLEDGEMENT

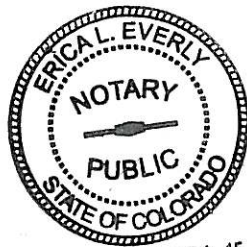
STATE OF COLORADO)
) ss.
CITY AND COUNTY OF DENVER)

The foregoing instrument was acknowledged before me this 29th day of May, 2008, by Huntington T. Walker, as Senior Vice President – Land, of Bill Barrett Corporation.

WITNESS my hand and official seal.



Notary Public



My Commission Expires Feb. 15, 2010

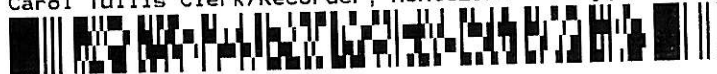


EXHIBIT "A"

Attached to and made a part of that certain
Declaration of Pooling dated May 29, 2008
Pertaining to the W/2 of Section 15, T37N,R17W, N.M.P.M.
Montezuma County, Colorado

Lease Schedule

<u>Lessor</u>	<u>Date</u>	<u>Lands</u> <u>Description</u>	<u>Recorded</u> <u>Book/Page</u>
Becker, Dalton, et al	4/28/75	Insofar only as the Lease pertains to: T37N,R17W, N.M.P.M. Section 15: NE/4NW/4, W/2NW/4	458/17
Duran, Juan	1/22/75	Insofar only as the Lease pertains to: T37N,R17W, N.M.P.M. Section 15: NW/4	453/229
Aiken, James, et ux	1/28/75	Insofar only as the Lease pertains to: T37N,R17W, N.M.P.M. Section 15: N/2SW/4	453/217
Saunders, Lavena	2/6/75	Insofar only as the Lease pertains to: T37N,R17W, N.M.P.M. Section 15: S/2SW/4	454/571
Martin, Oscar	3/21/75	Insofar only as the Lease pertains to: T37N,R17W, N.M.P.M. Section 15: S/2SW/4	454/795
Truelsen, Duvall, et ux, et al	2/17/76	Insofar only as the Lease pertains to: T37N,R17W, N.M.P.M. Section 15: S/2SW/4	461/682