

DECLARATION OF POOLING

WHEREAS, GRAND MESA OPERATING COMPANY is the owner of record of the following Oil and Gas Leases located in Washington County, Colorado, described as follows:

Lessor:	Roger L. Schenk and Diane R. Schenk, husband and wife
Lessee:	Landstar Associates, Inc.
Date:	June 11, 2012
Recorded:	Reception No. 854281
Description:	<u>Township 1 South, Range 51 West</u> Section 29: SW/4 <u>Township 2 South, Range 52 West</u> Section 2: SE/4
Lessor:	Volberding Farms, Inc., a Colorado corporation
Lessee:	Landstar Associates, Inc.
Date:	October 2, 2012
Recorded:	Reception No. 855521
Description:	<u>Township 2 South, Range 52 West</u> Section 2: SW/4 Section 11: NW/4

WHEREAS, the above-captioned leases grant the right, power and privilege to the Lessee or its assigns to pool or combine the acreage set out in said leases so as to form an oil production unit which in Lessee's judgment is necessary or advisable in order to properly develop and operate the premises; and

WHEREAS, the undersigned desires to pool the Oil and Gas Leases described above so as to form a separate operating unit for the production of oil.

NOW, THEREFORE, in consideration of the mutual benefits to be derived herefrom, the undersigned hereby exercises the privileges and options granted in the Oil and Gas Leases and does hereby pool such Oil and Gas Leases so as to form a separate operating unit for the production of oil as follows:

Township 2 South, Range 52 West

Section 2: Beginning at a point described as 2,384' FNL and 2,540' FWL, thence North 660' to the point of beginning. Thence East 660', thence South 1,320', thence West 1,320', thence North 1,320', thence East 660' to the point of beginning,

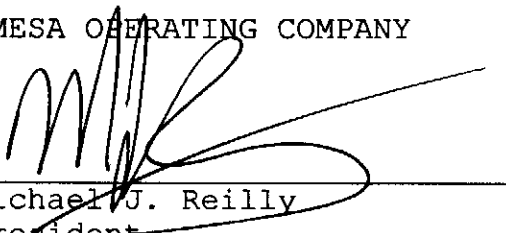
containing forty (40.00) acres, more or less. The undersigned does hereby give public notice of such pooling.

IN WITNESS WHEREOF, the undersigned have set their hands and seal this 19th day of July, 2013.

OPERATOR:

GRAND MESA OPERATING COMPANY

By:

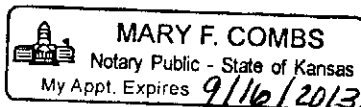

Michael J. Reilly
President

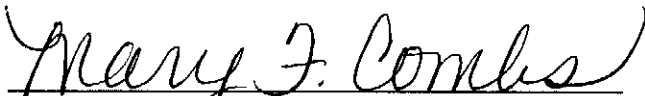
STATE OF KANSAS)
) SS
COUNTY OF SEDGWICK)

The foregoing instrument was acknowledged before me this 19th day of July, 2013, by Michael J. Reilly, President of Grand Mesa Operating Company, for the corporation.

My Commission Expires:

September 16, 2013




Mary F. Combs, Notary Public
8515 S. West Street
Haysville, KS 67060 (1633)