

WELLBORE SPECIFIC DECLARATION OF POOLING

This Wellbore Specific Declaration of Pooling ("Declaration") is made and entered into as of September 12, 2014 (the "Effective Date") by Cascade Petroleum LLC, whose address is 1331 17th Street, Suite 400, Denver, Colorado 80202 ("Lessee").

WHEREAS, Lessee is the present owner of the oil and gas leases identified and described on Exhibit "A", attached hereto and made a part hereof, as such leases may be extended, renewed, amended or ratified (the "Leases");

WHEREAS, Lessee has filed or intends to file with the Colorado Oil and Gas Conservation Commission, an application for a permit to drill the Gaede 9S-55W-08-16 well with a bottom hole located in the NWNE of Section 8 in Township 9 South, Range 55 West, 6th P.M., of Lincoln County, Colorado (the "Well"), as may be amended by Lessee; and

WHEREAS, each of the Leases grant Lessee the right, power and authority to pool, consolidate and combine said Leases and the lands covered thereby, or any portion thereof, with other lands or leases in the vicinity thereof, so as to create a pooled unit or units of the size and type herein described for the exploration, operation, development and production of oil, gas and associated hydrocarbons; and

WHEREAS, it is necessary and advisable, in the judgment of Lessee, to pool, consolidate and combine said Leases in order to properly operate the Pooled Area, as defined herein, for the exploration, operation, development and production of oil, gas and associated hydrocarbons, insofar and only insofar as they may be produced from the Well (the "Pooled Substances"); and

NOW, THEREFORE, Lessee, acting under and by virtue of the power and authority conferred and granted by the provisions of the Leases, does hereby pool, consolidate and combine the Leases into a single unit for the purpose of developing, operating, producing, storing, processing, and marketing the Pooled Substances from the following described lands (the "Pooled Area"):

Township 9 South, Range 55 West, 6th P.M.

Section 5: SWSE (40 acres)

Section 8: NWNE (40 acres)

Lincoln County, Colorado

Containing 80.00 acres, more or less

Insofar and only insofar as to the exploration, operation, development and production of oil, gas and associated hydrocarbons from the Well, the Pooled Area shall be developed and operated as an entirety. Notwithstanding the preceding sentence, nothing contained herein shall authorize or affect any transfer of title to any mineral interest, royalty interest, overriding royalty interest, working interest or other interest pooled pursuant to this Declaration.

Operations or production from the Well pursuant to this Declaration shall be deemed to be operations or production under each of the Leases. There shall be no obligation on Lessee to offset the Well, nor shall Lessee be required to separately measure Pooled Substances because of diverse ownership.

The royalty interests, overriding royalty interests, and other interests in production which now exist or which may hereafter be created, accruing or payable with respect to production of Pooled Substances from the Pooled Area shall be determined by allocating such production to the separately leased tracts into which the Pooled Area is now or may hereafter be divided. The portion of production of the Pooled Substances allocated to each separate tract shall be the portion that the total number of surface acres contained in the tract bears to the total number of surface acres in the Pooled Area. The royalty interests, overriding royalty interests or other interests in production which burden the working interest in each tract shall accrue to and be paid based upon and out of that portion of the production so allocated in the same manner and to the same extent as though the production so allocated to each separately leased tract had been produced from such tract under the terms of the Lease(s) covering such tract. Notwithstanding anything herein contained to the contrary, the Pooled Substances and the Pooled Area shall not in any way affect or be applicable to production from the Gaede 9S-55W-05-43 Well.

Lessee specifically reserves the right to correct, revise or amend this Declaration as deemed necessary at the discretion of Lessee, including but not limited to, (i) revising the size or configuration of the Pooled Area, (ii) revising the depths or formations covered by this Declaration, (iii) pooling any additional oil and gas leases or other interests covering the Pooled Lands that are acquired by Lessee subsequent to the

Effective Date; or (iv) revising this Declaration to add, delete or modify production from additional wells located in the Pooled Area. Any such correction, revision or amendment shall be filed in the Lincoln County Records.

The Pooled Area may be dissolved by Lessee, at any time and for any reason, by an instrument filed in the Lincoln County Records, upon which point this Declaration shall become null and void for all purposes.

This Declaration may be ratified by other parties owning an interest in the Leases, the Pooled Substances or the Pooled Area by separate instruments in writing, referring to this Declaration, and filed in the Lincoln County Records.

This Declaration shall be effective as of the Effective Date and shall continue in force so long as any of the Leases continue in force in accordance with their respective terms, unless sooner terminated in writing by Lessee. The terms and provisions of this Declaration shall inure to the benefit of, and shall be binding upon, Lessee and all of those owners of interests pooled by this Declaration, and their respective heirs, successors, and assigns.

CASCADE PETROLEUM LLC

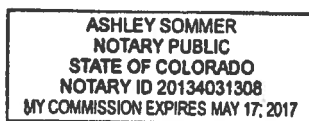
By: [Signature]
Name: Jason D. Dean
Title: Vice President, Land

STATE OF COLORADO §
CITY AND §
COUNTY OF DENVER §

The foregoing instrument was acknowledged before me this 12th day of September, 2014, by Jason D. Dean, appearing herein in his capacity as Vice President, Land of Cascade Petroleum LLC, a Delaware limited liability company, on behalf of said company.

Witness my hand and official seal.

My commission expires: 5-17-2017



[Signature]
Notary Public

Exhibit "A"

Attached to and made a part of that certain Declaration of Pooling dated September 12, 2014

Lease No. 1

Original Lessor: Andarko E&P Onshore LLC and Anadarko Land Corporation
Original Lessee: Cascade Petroleum LLC
Current Lessee: Cascade Petroleum LLC
Lease Date: May 21, 2014
Effective Date: May 21, 2014
Current Description: Township 9 South, Range 55 West, 6th P.M.
Section 5: ALL
Containing 646.72 acres, more or less
Recording Info: Unrecorded as of September 12, 2014
Lessee Lease No.: CO-001-0393

Lease No. 2

Original Lessor: C. Andrew Gaede, individually and as Trustee of the CFG Exempt Trust
f/b/o C. Andrew Gaede
Original Lessee: Meadows Oil & Gas Corporation
Current Lessee: Cascade Petroleum LLC
Lease Date: June 10, 2010
Effective Date: June 10, 2010
Current Description: Township 8 South, Range 55 West, 6th P.M.
Section 32: S2

Township 8 South, Range 56 West, 6th P.M.
Section 6: Lots 1, 2, 3, 4, 5, 6, 7, S2NE, SE, SENW [ada ALL]
Section 23: A tract of land more particularly described as: Beginning at
the NW/C of section, thence S 89°47'14" E along the North line of
section a distance of 1245.27 feet, thence S 15°34'26" E a distance of
2046.28 feet, thence S 56°34'29" E a distance of 4189.31 feet to a point
on the East line of section, thence S 00°23'28" E along the East line of
section a distance of 966.35 feet to the SE/C of section, thence S
89°52'47" W along the South line of section a distance of 5252.97 feet to
the SW/C of section, thence N 00°29'13" W along the West line of
section a distance of 5260.97 feet to the point of beginning, containing
371.96 acres, more or less.
Section 24: N2
Section 28: N2, W2SE, SW
Section 30: E2

Township 9 South, Range 55 West, 6th P.M.
Section 6: A tract of land more particularly described as: Beginning at
the NE/C of section, thence S 89°50'05" W along the North line of
section a distance of 2640.50 feet to the NW/C of NE, thence S
00°39'11" E along the West line of the E2 of section a distance of
1851.21 feet, thence S 74°38'23" E a distance of 1823.55 feet, thence S

00°34'56" West a distance of 131.32 feet, thence N 89°57'40" E a distance of 476.60 feet, thence S 06°32'43" E a distance of 130.89 feet, thence S 39°58'46" E a distance of 154.34 feet, thence S 01°49'15" W a distance of 134.82 feet, thence S 89°36'33" E a distance of 306.86 feet to a point on the East line of section, thence N 00°37'14" W along the East line of section a distance of 2858.05 feet, to the point of beginning, containing 137.75 acres, more or less.

Section 8: ALL

Township 9 South, Range 56 West, 6th P.M.

Section 6: Lots 3, 5, 6, 7, SENW, E2SW

Containing 3,603.57 acres, more or less

Recording Info: Original Oil and Gas Lease was recorded on August 13, 2010 as Instrument Number 334188 in the records of Lincoln County, Colorado, with a Correction of Lease recorded on October 19, 2010 as Instrument Number 334490 in the records of Lincoln County, Colorado

Lessee Lease No.: CO-001-1066