

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: Ricky Dale Bradney, a single man
Lessee: Dennis A. Oliver and Associates, Inc.
Date: September 16, 2013
Recorded: Reception No. 859230
Description: Township 3 South, Range 53 West
Section 23: W/2

Lessor: Rita Wilson Beine Estate
Lessee: Grand Mesa Operating Company
Date: January 29, 2014
Memo Recorded: Reception No. 859338
Description: Township 3 South, Range 53 West
Section 23: W/2

Lessor: Rena B. Schmidt and Donald LeRoy Schmidt,
wife and husband
Lessee: Dennis A. Oliver and Associates, Inc.
Date: September 16, 2013
Recorded: Reception No. 858177
Description: Township 3 South, Range 53 West
Section 23: W/2

Lessor: Dagny M. Bradney Trust
Lessee: Dennis A. Oliver and Associates, Inc.
Date: September 16, 2013
Recorded: Reception No. 858345
Description: Township 3 South, Range 53 West
Section 23: W/2

Lessor: Wilma Etter Family Trust
Lessee: Dennis A. Oliver and Associates, Inc.
Date: September 16, 2013
Recorded: Reception No. 858344
Description: Township 3 South, Range 53 West
Section 23: W/2

Lessor: Urland Gulf, LLC
Lessee: Dennis A. Oliver and Associates, Inc.
Date: December 4, 2013
Memo Recorded: Reception No. 858827
Description: Township 3 South, Range 53 West
Section 15: SE/4
Section 22: NE/4

Lessor: Q7 Farms, LLC
Lessee: Grand Mesa Operating Company
Date: May 12, 2014
Memo Recorded: Reception No. 859698
Description: Township 3 South, Range 53 West
Section 22: E/2

Lessor: Raymond W. Thomas
Lessee: Dennis A. Oliver and Associates, Inc.
Date: September 1, 2013
Recorded: Reception No. 857937
Description: Township 3 South, Range 53 West
Section 21: NW/4
Section 22: E/2

Lessor: Ronald W. Thomas
Lessee: Dennis A. Oliver and Associates, Inc.
Date: September 1, 2013
Recorded: Reception No. 857929
Description: Township 3 South, Range 53 West
Section 21: NW/4
Section 22: E/2

Lessor: Ernest Wagner, a married man dealing in
his sole and separate property
Lessee: Wildcat Resources, Inc.
Date: July 10, 2015
Recorded: Reception No. 862839
Description: Township 3 South, Range 53 West
Section 22: E/2

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:

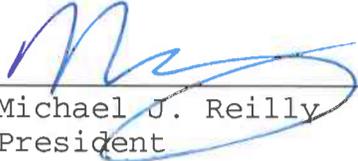
Township 3 South, Range 53 West

A tract of land in the SW/4 of Section 23-3S-53W and the NE/4 of Section 22-3S-53W described as: Beginning at a point described as 1737 feet from the North line and 184 feet from the West line of Section 23, Township 3 South, Range 53 West, thence North 660 feet to the point of beginning, thence East 660 feet, thence South 1,320 feet, thence West 1,320 feet, thence North 1,320 feet, thence East 660 feet to the point of beginning,

containing forty (40) acres, more or less, and the undersigned does hereby give public notice of such pooling.

IN WITNESS WHEREOF, the undersigned have set their hands and seal this 23rd day of July, 2015.

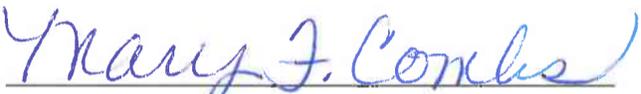
GRAND MESA OPERATING COMPANY

By: 
Michael J. Reilly
President

STATE OF KANSAS)
) SS
COUNTY OF SEDGWICK)

The foregoing instrument was acknowledged before me this 23rd day of July, 2015, by Michael J. Reilly, President of Grand Mesa Operating Company, for the corporation.

My Commission Expires:
September 16, 2017


Mary F. Combs, Notary Public
8515 S. West Street
Haysville, KS 67060 (1549)

