

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:	Nelson R. Brent a/k/a Nelson Brent, a married man dealing in his sole and separate property
Lessee:	Wildcat Resources, Inc.
Date:	September 15, 2015
Memo Recorded:	Reception No. 863716
Description:	<u>Township 5 South, Range 53 West</u> Section 18: Lots 3, 4 and E/2 SW/4 a/d/a SW/4
Lessor:	Jack Kennedy, a married man
Lessee:	Diamond Resources Co.
Date:	August 31, 2011
Recorded:	Reception No. 852580
Description:	<u>Township 5 South, Range 53 West</u> Section 18: Lots 3, 4 and E/2 SW/4 a/d/a SW/4
Lessor:	Maureen McMahan and William C. McMahan, wife and husband
Lessee:	Wildcat Resources, Inc.
Date:	December 1, 2015
Recorded:	Reception No. 863898
Description:	<u>Township 5 South, Range 53 West</u> Section 18: Lots 3, 4 and E/2 SW/4 a/d/a SW/4

Lessor: Margaret Mikkelson, a married woman
dealing in her sole and separate property
Lessee: Devon Energy Production Company, L. P.
Date: April 14, 2011
Recorded: Reception No. 851909
Description: Township 5 South, Range 53 West
Section 7: SW/4
Section 18: 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 5 South, Range 53 West

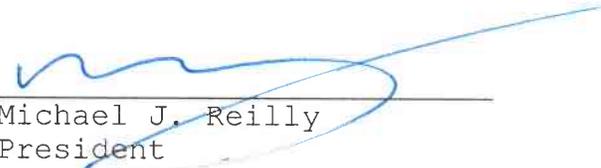
A tract of land in the W/2 of Section 18-5S-53W described as: Beginning at a point described as 2,525 feet from the South line and 1,647 feet from the West line of Section 18, Township 5 South, Range 53 West, thence North 660 feet to the point of beginning, thence East 660 feet, thence South 1,320 feet, 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 2 day of February, 2016.

GRAND MESA OPERATING COMPANY

By:



Michael J. Reilly
President

STATE OF KANSAS)
) SS
COUNTY OF SEDGWICK)

The foregoing instrument was acknowledged before me this 2nd day of February, 2016, by Michael J. Reilly, President of Grand Mesa Operating Company, for the corporation.

My Commission Expires:

September 16, 2017

Mary F. Combs

Mary F. Combs, Notary Public
8515 S. West Street 1568
Haysville, KS 67060

