

# 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 E/2 of Section 12, Township 38 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 and producing Oil and/or Gas and associated liquid hydrocarbons from the following described lands, pursuant to the Leases, to wit:

Township 38 North, Range 17 West, N.M.P.M.  
Section 12: Lots 1 (33.49), 2 (33.90), 3 (34.32), 4 (34.73), W/2E/2  
(AKA E/2)

**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 11<sup>th</sup> day of December, 2008.

**Bill Barrett Corporation**

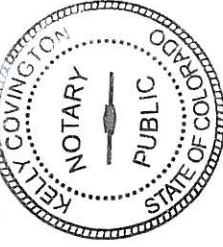
By Huntington T. Walker  
Huntington T. Walker  
Senior Vice President – Land

**ACKNOWLEDGEMENT:**

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

The foregoing instrument was acknowledged before me this 11<sup>th</sup> day of December, 2008, by Huntington T. Walker, as Senior Vice President – Land, of Bill Barrett Corporation.

WITNESS my hand and official seal.



My Commission Expires Dec 15 2000

Notary Public

EXHIBIT "A"  
Attached to and made a part of that certain Declaration of Pooling dated December 11, 2008  
Pertaining to E/2 of Section 12, T38N, R17W, N.M.P.M.  
Montezuma County, Colorado

Lease Schedule

BBC Lse No	Lessor	Lease Date	Legal Description	Entry
CO11083	JAMES HOWARD COATES, DEALING IN HIS SOLE AND SEPARATE PROPERTY	1/15/2007	Insofar as and only insofar as said lease covers: T38N-R17W Sec 12: W2SE	546410 2/6/07
CO10767	Guyrene R. McAfee	1/12/2006	Insofar as and only insofar as said lease covers: T38N-R17W Sec 12: Lots 1, 2, 3, 4	538226 2/16/06
CO10768	Charles M. McAfee & Company, LLLP	1/12/2006	Insofar as and only insofar as said lease covers: T38N-R17W Sec 12: Lots 1, 2, 3, 4	538226 2/16/06
CO10525	Ives Farms, Inc.	2/2/2005	Insofar as and only insofar as said lease covers: T38N-R17W Sec 12: W2NE	529241 2/18/05
CO10727	Glenna J. Harris	10/7/2005	Insofar as and only insofar as said lease covers: T38N-R17W Sec 12: W2NE	536594 12/1/05
CO10855	Guyrene R. McAfee	11/11/2005	Insofar as and only insofar as said lease covers: T38N-R17W Sec 12: W2NE	537091 12/21/05
Pending	BRENT RAY HAMILTON, DEALING IN HIS SSP	1/17/2008	Insofar as and only insofar as said lease covers: T38N-R17W Sec 12: W2NE	555887 4/28/08

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Carol Tullis Clerk/Recorder, Montezuma County, Co