

Declaration of Pooling

WHEREAS, the undersigned parties are the owners of the Oil and Gas Leases described in Exhibit "A", attached hereto and made a part hereof, insofar as said leases cover lands lying within the unit herein below designated, and;

WHEREAS, the provisions of each of said lease(s) as originally written, or as amended, grant the Lessee the right and power to pool and combine the lands covered by each of said leases, or portion or portions thereof, with other lands for the exploration and development thereof and the production there from of oil, gas and other hydrocarbons associated therewith;

NOW, THEREFORE, pursuant to the rights granted by law and under each of the leases described in Exhibit "A", attached hereto, and as a result of the successful completion of the Gueck 5-19-7-44 well located in the SWNW, Section 19, T7N, R44W, as a well capable of producing oil and gas in paying quantities from the Niobrara formation, the undersigned parties hereby consolidate and pool the following described lands into a single unit for the production of oil, gas and associated hydrocarbons from the formation described below, exclusively for the Gueck 5-19-7-44 (the "Pooled Unit"), situated in Phillips County, Colorado, to wit:

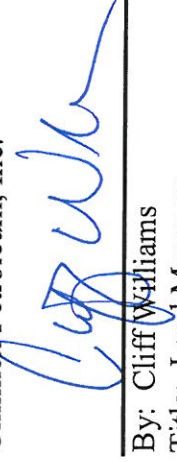
Township 7 North, Range 44 West, 6th P.M.

Section 19: S/2 of NW/4 and the N/2 of SW/4

Limited to the depth from the surface of the earth to the base of the Niobrara Formation

IN WITNESS WHEREOF: this Declaration of Pooling is executed as of this 17th day of May, 2010, but shall be effective for all purposes as of the date of first production of oil and gas produced from the Pooled Unit. This agreement may be executed in any number of counterparts, each of which shall be considered an original for all purposes.

Ominex Petroleum, Inc.



By: Cliff Williams

Title: Land Manager

EXHIBIT "A"

Attached to and made a part of that certain Declaration of Pooling covering:

Township 7 North, Range 44 West, 6th P.M.
Section 19: S/2 of NW/4 and the N/2 of SW/4

Phillips County, Colorado

Lessor:	Mark W. Gueck and Susan K. Gueck
Lessee:	Omimex Petroleum, Inc.
Lease Date:	June 25, 2003
Lands Covered:	80 acres in S/2 of the NW/4, Section 19; T7N, R44W
Recording Data:	Doc. 221107
Lessor:	Bryce Worley and Louis Worley
Lessee:	Omimex Petroleum, Inc.
Lease Date:	October 4, 2001
Lands Covered:	80 acres in N/2 of the SW/4; Section 19, T7N, R44W.
Recording Data:	Doc. 216393
Lessor:	David T. Holt
Lessee:	Omimex Petroleum, Inc.
Lease Date:	March 3, 2008
Lands Covered:	80 acres in N/2 of the SW/4; Section 19, T7N, R44W
Recording Data:	Doc. 227829
Lessor:	Gene F. Lang
Lessee:	Omimex Petroleum, Inc.
Lease Date:	March 3, 2008
Lands Covered:	80 acres in N/2 of the SW/4; Section 19, T7N, R44W
Recording Data:	Doc. 227830