

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 Worley 14-19-7-44 well located in the SESW, 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 Worley 14-19-7-44 (the "Pooled Unit"), situated in Phillips County, Colorado, to wit:

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

Section: 19 E/2 of SW/4 and the W/2 of the SE/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 12th day of July, 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 E/2 of SW/4 and the W/2 of the SE/4,
creating a 160 acre unit comprised of:

Phillips County, Colorado

Lessor:	Carol Gueck
Lessee:	Omimex Petroleum, Inc.
Lease Date:	July 10, 2010
Lands Covered:	80 acres in W/2 of SW/4; Section 19, T7N, R44W
Recording Data:	Doc.
Lessor:	Bryce Worley
Lessee:	Omimex Petroleum, Inc.
Lease Date:	October 4, 2001
Lands Covered:	80 acres in E/2 of SW/4; Section 19, T7N, R44W
Recording Data:	Doc. 216393