

DECLARATION OF POOLING

THIS DECLARATION is made effective as of December 10, 2015, by and among W-F PRODUCTION, LLC, 4600 S Downing Street, Englewood, Colorado 80113 (the foregoing party being hereinafter referred to as "Lessee"); and ANADARKO E & P ONSHORE LLC and ANADARKO LAND CORP., PO Box 173779, Denver, Colorado 80217-3779, COBANK, FCB, PO Box 2940, Wichita, Kansas 67201 and RAINES FARMS, LLLP, 17002 County Road 205, Limon, Colorado 80828 (the foregoing five [5] parties being hereinafter referred to as "Mineral Owners").

WITNESSETH, THAT:

WHEREAS, Lessee is the owner of the oil and gas leasehold estate under the oil and gas leases (the Leases) set forth and described on Exhibit "A" attached hereto and made a part hereof, insofar as such Leases cover the lands lying within the Pooled Area designated below; and

WHEREAS, Mineral Owners are the owners of the oil and gas mineral estate covered by the Pooled Area designated below; and

WHEREAS, Lessee and Mineral Owners desire to pool the oil and gas leasehold and mineral and royalty interests covered by the Leases and lands lying in the Pooled Area designated below.

NOW THEREFORE, in consideration of the premises, Lessee and Mineral Owners, and each of them, do hereby establish and designate the lands described below as a single pooled and consolidated unit and area (the "Pooled Area") for the exploration, development and production of oil, gas and associated hydrocarbons, and do hereby declare that all mineral interests, and all royalty interests in the Leases and lands are hereby consolidated, combined and pooled, as to the following described lands in Lincoln County, Colorado, containing 240.00 acres, more or less, to wit:

Township 10 South, Range 56 West, 6th P.M.

Section 20: SE $\frac{1}{4}$ SW $\frac{1}{4}$, S $\frac{1}{2}$ SE $\frac{1}{4}$

Section 29: NE $\frac{1}{4}$ NW $\frac{1}{4}$, N $\frac{1}{2}$ NE $\frac{1}{4}$

If the Leases contain provisions which require the filing of a written designation or declaration instrument of record in order to effectuate pooling, consolidation or unitization, the filing of this

instrument in Lincoln County, Colorado shall satisfy such requirements; provided, that the filing of this instrument shall not thereby exhaust any pooling or unitization rights and powers of Lessees which were granted and delegated in the Leases. This instrument shall not be considered a cross-conveyance of title to the leases and lands within the Pooled Area.

This Declaration of Pooling shall continue in force and effect for a period of one (1) year from the date hereof, and so long thereafter as oil and/or gas are capable of being produced from the Pooled Area, unless sooner terminated or modified in writing by the parties hereto.

The interests of Anadarko E & P Onshore LLC and Anadarko Land Corp. in the lands located in Section 29 of the Pooled Area are subject to that certain Farmout Option Contract dated September 20, 2012, between Anadarko E & P Onshore LLC and Anadarko Land Corp., as "Farmor", and Wiepking - Fullerton Energy, L.L.C., as "Operator". Under such contract, Operator has the option to drill certain test wells and earn oil and gas leases, covering, among other lands, Farmor's presently unleased interest in the Pooled Area. By its execution of this agreement, Wiepking - Fullerton Energy, L.L.C. acknowledges that any lease issued pursuant to such Farmout Option Contract will also be subject to this Declaration of Pooling as to lands within the Pooled Area.

The terms hereof shall be binding upon and shall inure to the benefit of Lessee and Mineral Owners, and those parties on behalf of whom the parties hereto have executed this instrument, as well as their respective successors and assigns.

This instrument may be executed in any number of counterparts, each of which shall be considered an original for all purposes, and shall be binding upon the party so executing the same.

IN WITNESS WHEREOF, this instrument is executed as of the day and year first above set forth.

WIEPKING - FULLERTON ENERGY, L.L.C.

By: 

Jeff Wiepking, Manager

LESSEE:

W-F PRODUCTION, LLC

By: _____

Jeff Wiepking, Manager

MINERAL OWNERS:

ANADARKO E & P ONSHORE LLC
ANADARKO LAND CORP.

By: _____

Patrick G. McGraw
Agent and Attorney-in-Fact

COBANK, FCB

RAINES FARMS, LLLP

By: _____

(Title)

By: _____

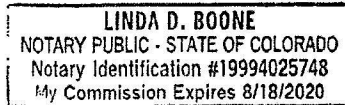
Robert W. Raines, General Partner

AcknowledgmentsState of COLORADO)

ss.

County of ARAPAHOE)

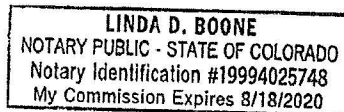
The foregoing instrument was acknowledged before me this 30 day of AUGUST, 2016, by Jeff Wiepking, Manager of Wiepking - Fullerton Energy, L.L.C., on behalf of such entity. Witness my hand and official seal.

My commission expires: 8/18/2020 Notary Public*Linda D Boone*State of COLORADO)

ss.

County of ARAPAHOE)

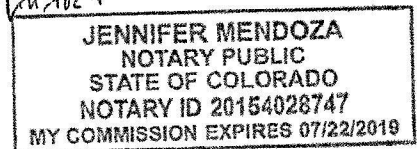
The foregoing instrument was acknowledged before me this 30 day of AUGUST, 2016, by Jeff Wiepking, Manager of W-F Production, LLC, on behalf of such entity. Witness my hand and official seal.

My commission expires: 8/18/2020 Notary Public*Linda D. Boone*State of Colorado)

ss.

County of DENVER)

The foregoing instrument was acknowledged before me this 29th day of September, 2016, by Patrick G. McManis, Attorney-in-Fact of Anadarko E & P Onshore LLC and Anadarko Land Corp., on behalf of such entities. Witness my hand and official seal.

My commission expires: 7.22.2019*Jennifer Mendoza*
Notary Public

State of _____)

ss.

County of _____)

The foregoing instrument was acknowledged before me this ____ day of _____, 2015, by _____, _____ of CoBank, FCB. Witness my hand and official seal.

LESSEE:

W-F PRODUCTION, LLC

By: _____
Jeff Wiepking, Manager

MINERAL OWNERS:

ANADARKO E & P ONSHORE LLC
ANADARKO LAND CORP.

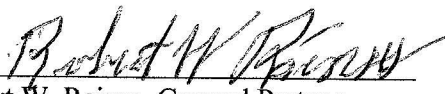
By: _____
Attorney-in-Fact

COBANK, FCB

RAINES FARMS, LLLP

By: _____

(Title)

By: 
Robert W. Raines, General Partner

County of _____) ss.

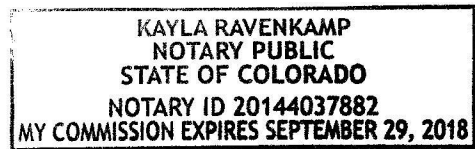
The foregoing instrument was acknowledged before me this ____ day of _____, 2015, by _____, _____ of CoBank, FCB. Witness my hand and official seal.

My commission expires:

Notary Public

State of Colorado)

County of Lincoln) ss.



The foregoing instrument was acknowledged before me this 10th day of December, 2015, by **Robert W. Raines, General Partner of Raines Farms, LLLP**, on behalf of such entity. Witness my hand and official seal.

My commission expires:

9/29/18

Notary Public

A handwritten signature in cursive script, appearing to read "Kayla Ravenkamp".

Jeff Wiepking, Manager

LESSEE:

W-F PRODUCTION, LLC

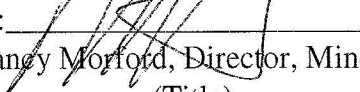
By: _____
Jeff Wiepking, Manager

MINERAL OWNERS:

ANADARKO E & P ONSHORE LLC
ANADARKO LAND CORP.

COBANK, FCB

By
Attorney-in-Fact
RAINES FARMS, LLLP

By:  _____
Nancy Morford, Director, Minerals
(Title)

By: _____
Robert W. Raines, General Partner

State of Kansas)

)

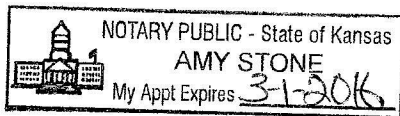
ss.

County of Sedgwick)

The foregoing instrument was acknowledged before me this 9th day of December, 2015, by Nancy Morford, Director, Minerals, of CoBank, FCB. Witness my hand and official seal.

My commission expires: 3-1-2016

Amy Stone
Notary Public



State of _____)

)

ss.

County of _____)

The foregoing instrument was acknowledged before me this ____ day of _____, 2015, by Robert W. Raines, General Partner of Raines Farms, LLLP, on behalf of such entity. Witness my hand and official seal.

Notary Public

My commission expires: