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**DECLARATION OF POOLING
AND UNIT DESIGNATION**

STATE OF COLORADO §
COUNTY OF WELD §

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, the undersigned parties are the owners and holders of the oil and gas leases and the leasehold estate under the leases described in Exhibit "A" attached hereto and made a part hereof, insofar as said leases cover lands lying within the unit herein designated; and

WHEREAS, each of said leases authorizes pooling of lands covered by the leases in the manner set forth herein; and

WHEREAS, the E/2 of NE/4 of Section 5 - Township 5 North - Range 64 West - 6th P.M. has been designated as an 80 acre drilling and spacing unit for the Codell and Niobrara formations under COGCC Cause No. 407; and

WHEREAS, the W/2 of NE/4 of Section 5 - Township 5 North - Range 64 West - 6th P.M. has been designated as an 80 acre drilling and spacing unit for the Codell and Niobrara formations under COGCC Cause No. 407; and

WHEREAS, the State of Colorado, acting by and through the Colorado Oil and Gas Conservation Commission, under Rule 318A and the Policy on Staff Administration Application of the Greater Wattenberg Special Well Location Rule 318A dated April 26, 1999, authorized a 160-acre drilling and spacing unit for the production of oil and/or gas from the Codell and Niobrara Formations from a fifth well location underlying the governmental quarter section in which said lands and leases are located;

NOW, THEREFORE, in order to conform to the pattern of drilling and spacing units prescribed by the COGCC, the undersigned parties do hereby pool and combine said leases and the lands covered thereby to form a pooled drilling and spacing unit consisting of the following-described lands in Weld County, Colorado, to wit:

Township 5 North, Range 64 West, 6th P.M.
Section 5: NE/4, containing 160 acres, more or less

for all oil, gas and associated hydrocarbons which may be produced from the Codell and/or Niobrara Formations, from and only from such Rule 318A.a(2) well located in the center of the described 160 acre governmental quarter section which is currently anticipated to be the Noffsinger/Mininger-Pfeif #5-C well. This Declaration of Pooling and Unit Declaration shall not affect production from the Cause No. 407 locations (the Mininger-Pfeif #41-5, the Mininger-Pfeif #1, the Noffsinger #31-5 and the proposed Noffsinger #32-5) on the existing 80 acre drilling and spacing units, nor shall it affect the Segregation Agreement dated May 30, 2000, and recorded under Reception No. 2773546 which relates to the 80 acre drilling and spacing unit consisting of the W/2 of NE/4 of said Section 5.

This instrument shall be binding upon the Lessors of said leases, Overriding Royalty owners therein and upon the undersigned parties, and their respective successors and assigns.

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IN WITNESS WHEREOF, this instrument, dated May 11, 2001, is executed as set forth below and effective as of the date of first production.

MAY 24 2001
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Petroleum Development Corporation

Lyco Energy Corporation

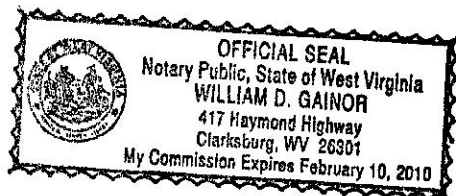
By: *Eric R. Stearns*
Eric R. Stearns
Vice President - Exploration and Development

By: *Robert G. Moore, Jr.*
Robert G. Moore, Jr.
Vice President-Land and Contracts

STATE OF WEST VIRGINIA §
§
COUNTY OF HARRISON §

BEFORE ME, the undersigned authority, on this day personally appeared **ERIC R. STEARNS**, in his capacity as Vice President - Exploration and Development of **PETROLEUM DEVELOPMENT CORPORATION**, a corporation created under the laws of Nevada, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity stated, and as the act and deed of said corporation.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 14th day of May, 2001.

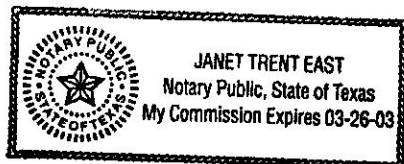


William D. Gainor
Notary Public, State of West Virginia
Printed Name: WILLIAM D. GAINOR
My Commission Expires: 2/10/2010

STATE OF TEXAS §
§
COUNTY OF DALLAS §

BEFORE ME, the undersigned authority, on this day personally appeared **ROBERT G. MOORE, JR.**, Vice President of **LYCO ENERGY CORPORATION**, a Delaware corporation, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity stated, and as the act and deed of said corporation.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 11th day of May, 2001.



Janet Trent East
Notary Public, State of Texas
Printed Name: Janet Trent East
My Commission Expires: March 26, 2003

Noffsinger/Mininger-Pfeif #5-C

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EXHIBIT "A"
to Declaration of Pooling and Unit Designation

Leases subject to Declaration of Pooling and Unitization:

1. LYCO LEASE NO: CO-0228-01-1A
LESSOR: Mininger Farms, Inc.
LESSEE: Cache Resources, Inc.
LEASE DATE: June 24, 1982
RECORDING
INFORMATION: Book 0971, Reception No. 01896383
SUBJECT LANDS: Township 5 North, Range 64 West, 6th P.M.:
Section 5: the NE/4
2. LYCO LEASE NO: CO-0228-01-1B
LESSOR: Mininger Farms, Inc.
LESSEE: Cache Resources, Inc.
LEASE DATE: June 25, 1982
RECORDING
INFORMATION: Book 0976, Reception No. 01902727
SUBJECT LANDS: Township 5 North, Range 64 West, 6th P.M.:
Section 5: the NE/4
3. LYCO LEASE NO: CO-0228-01-1C
LESSOR: Harold H. Pfeif and Gladys Pfeif, husband and wife
LESSEE: J. Michael McGhee
LEASE DATE: July 14, 1981
RECORDING
INFORMATION: Book 0949, Reception No. 01870852
SUBJECT LANDS: Township 5 North, Range 64 West, 6th P.M.:
Section 5: the NE/4

End of Exhibit "A"