

0-11-29N-13W



OIL CON. DIV. DECLARATION OF POOLING
DIST. 3

Revenue #1

KNOW ALL MEN BY THESE PRESENTS: That

WHEREAS, Robert L. Bayless, PO Box 168, Farmington NM 87499, is the owner of the following described Oil and Gas Leases insofar as said leases cover the formations lying between the surface and the base of the Pictured Cliffs formation:

<u>LESSOR</u>	<u>LESSEE</u>	<u>DATE</u>	<u>BK.</u>	<u>PG.</u>
J. C. McCrea	H.W.L. Harrington	02/18/52	175	436
Ann Stallings, widow of L.L. Stallings, et al	Weldon C. Julander	10/05/59	438	48
C.R. Irvin & wife, Rose Irvin	Weldon C. Julander	10/05/59	435	51
J.D. Coggins & wife, Pauline D. Coggins	J.P. Leyendecker, Jr.	06/29/61	500	56
John W. Utton, a/k/a John Utton, Jr., & wife, Lucille Utton	Rodney P. Calvin	03/02/60	450	50
Denver & Rio Grande Western Railroad Co.	John J. Redfern, Jr.	12/10/59	445	2
American Tank & Steel Corp.	John J. Redfern, Jr.	07/19/60	457	168
Skelly Oil Company	Redfern & Herd, Inc.	05/17/62	517	188
Claude M. Carroll & wife, Rhea Carroll	Weldon C. Julander	01/28/60	447	15
The Youngstown Sheet & Tube Company	John J. Redfern, Jr.	06/08/62	529	73
Wyan Martin, et al, sole heirs of Julia Martin	Tenneco Oil Co.	11/01/67	656	360
Dresser Industries, Inc.	Howard E. Henderson	12/14/67	656	330

R. E. Jones, et ux	Howard E. Henderson	10/30/67	662	78
Ben B. Thomas, et ux	Howard E. Henderson	10/30/67	656	199
C. J. McKinney, et ux	Howard E. Henderson	10/19/67	656	200
Raymond L. Kysar, Jr., et ux	Howard E. Henderson	11/07/67	656	210
Industrial Supply Co.	J. P. Leyendecker, Jr.	02/24/61	486	193
The Bovaird Supply Co.	J. P. Leyendecker, Jr.	02/24/61	490	135
Earl B. Darrow, Jr., Guardian for Sally Darrow, Susan Darrow & Allen B. Darrow	J. P. Leyendecker, Jr.	02/24/61	500	55
Conoco, Inc.	Robert L. Bayless	05/01/96	unrecorded	

WHEREAS, the oil and gas leases above referred to being owned by Robert L. Bayless gave and granted the Lessees the right and power to pool or unitize all or any part of the land covered thereby with other land, lease or leases in the vicinity thereof to form a unit for the production of natural gas; and

WHEREAS, Robert L. Bayless deems it necessary and advisable to pool and combine the above described leases and acreage to comprise a unit for the production of natural gas from formations lying between the surface and the base of the Pictured Cliffs formation;

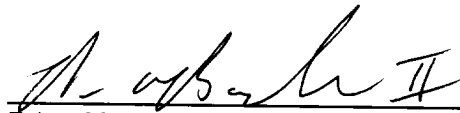
NOW, THEREFORE, in conformity with the terms and provisions contained in each of the above described oil and gas leases, Robert L. Bayless does hereby identify and designate the following described lands as constituting a pooled unit which is hereby created for the purpose of drilling for and producing natural gas from formations lying between the surface and the base of the Pictured Cliffs formation consistent with the terms and provisions of such oil and gas leases, to-wit:

Township 29 North, Range 13 West, N.M.P.M.
San Juan County, New Mexico

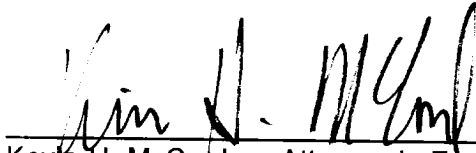
Section 11: SE/4, containing
160 acres, more or less,

and the various tracts of land hereinabove described as covered by each of the aforesaid oil
and gas leases shall be and they are hereby combined into such pooled unit.

IN WITNESS WHEREOF, this Declaration of Pooling is executed this
11th day of June, 1996.



Price M. Bayless II as Attorney-in-Fact for
Robert L. Bayless



Kevin H. McCord as Attorney-in-Fact for
Robert L. Bayless

STATE OF NEW MEXICO)
COUNTY OF SAN JUAN) ss

Eileen Morris
Notary Public

09/20/96