

136500

DECLARATION OF POOLING UNIT

The undersigned parties, being 100% of the Owners of the Oil & Gas Leases covering Section 33, T. 31 N., R. 52 E., MDM, in accordance with the pooling provisions within the respective Oil & Gas Leases identified in Exhibit "A" hereto, and in conformance with Rule 522.235 of the Nevada Oil and Gas Commission, do hereby establish and declare that the "pooling unit" for the TOMERA RANCH #33-1 WELL, drilled and completed in the Indian Wells formation at a depth interval of 1,155 to 1,246 feet on October 15, 1990, shall be the 40-acre quarter-quarter section described as:

Township 31 North, Range 52 East, MDM

Section 33: SW $\frac{1}{4}$ SW $\frac{1}{4}$

(situated in Eureka County, Nevada)

Accordingly, all interests in said lands and leases are effectively pooled and unitized as of the date of first production, and interests outside of said lands shall not be entitled to share in production from the Tomera Ranch #33-1 Well.

Dated this 8th day of April, 1991.

B & B PRODUCTION CO., a partnership

By: 

President of J.R. Bacon Drilling Co., Inc.
Secretary, Treasurer
general partner

(100% working interest owner until "payout")

FORELAND CORPORATION

By: 

Vice President

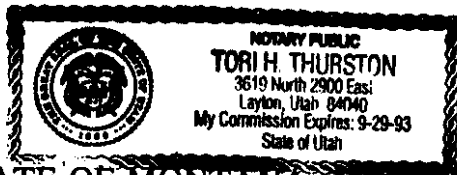
(5% overriding royalty, convertible to 30% working interest at "payout")

STATE OF UTAH)
 :SS
COUNTY OF WEBER)

On this 11 day of April, 1991, personally appeared before me, a notary public,
N. Thomas Steele, Vice-President of Foreland Corporation, personally known
to me to be the person whose name is subscribed to the above instrument who
acknowledged that he executed the instrument.

My Commission Expires:

9-29-93



Tori H. Thurston
NOTARY PUBLIC
Residing in Ogden, Utah

STATE OF MONTANA)
 :SS
COUNTY OF TOOLE)

On this 8th day of April, 1991, personally appeared before me, a notary public,
Laura A. Bacon, Secretary Treasurer
President of J.R. Bacon Drilling Co., Inc., a general
partner of B&B Production Co., personally known to me to be the person whose name
is subscribed to the above instrument who acknowledged that he executed the instrument.

My Commission Expires:

June 15, 1991

Laura A. Bacon
NOTARY PUBLIC
Residing in Shelby, Montana

EXHIBIT "A"

Oil & Gas Lease dated January 12, 1987 from FRANKLIN B. COOK, lessor, to FORELAND CORPORATION, lessee (recorded in Eureka County, Book 155, page 048; in Elko County, Book 607, page 250).

Oil & Gas Lease dated January 14, 1987 from CHARLES F. COOK, JR., lessor, to FORELAND CORPORATION, lessee (recorded in Eureka County, Book 156, page 382; in Elko County, Book 559, page 317).

Oil & Gas Lease dated January 22, 1987 from Chestine Cook and Dawn E. Cook as Co-Conservators of DANIEL W. COOK, lessor to FORELAND CORPORATION, lessee (recorded in Eureka County, Book 156, page 385; in Elko County, Book 559, page 320).

BOOK 222 PAGE 166
OFFICIAL RECORDS
RECORDED AT THE REQUEST OF
B + B Production Co.
'91 APR 29 P2:16

EUREKA COUNTY, NEVADA
M.N. REBALEATI, RECORDER
FILE NO. 136500 FEE \$7.00

BOOK 222 PAGE 168