

(A) with respect to any of the leases, leaseholds, rights or interests therein assigned under and pursuant to eight Sales Contracts and Operating Agreements dated March 16, 1955, as amended on April 15, 1955, between the Company and Stanolind Oil and Gas Company, covering the Arboles, North Rosa, Cedar Hill, Bondad, Huerfano, Township, Rosa, and Ignacio areas, (i) gas cannot be produced in the opinion of the Company in commercial quantities on an economically feasible basis from the leases, leaseholds, rights or interests therein in such area, or from the part thereof surrendered, transferred, released or reassigned, or (ii) the leases, leaseholds, rights or interests therein in such area, or the portion thereof surrendered, transferred, released or reassigned, cannot, in the opinion of the Company, advantageously be developed, or further developed, by the Company; or (iii) the Company is required to surrender, transfer, release or reassign such leases, leaseholds, rights or interests therein pursuant to one of said Sales Contracts and Operating Contracts, the Company having the right to consider all leases, leaseholds, rights or interests therein constituting a given area as one group and also to take into account, with respect to any part of a given area, the development obligations of the Company with respect to the entire area, or

(B) with respect to the leases, leaseholds, rights or interests covered by the Assignment Contracts between the Company and Phillips Petroleum Company, dated January 9, 1953 and July 16, 1954, and between the Company and Colorado Oil & Gas Corporation dated March 2, 1953, as each contract has been amended, the Company is required or permitted, under certain provisions contained in such contracts, to reassign to the other contracting party a portion of the interests in the lease and leaseholds acquired by the Company from such other party.

In case of the surrender, transfer, release or reassignment by the Company of any lease, leasehold right or interest therein as provided in (A) or (B) above, the Company shall forthwith file an Officers' Certificate, dated within ten days of the date of such filing, setting forth the facts on the basis of which there has been compliance with the requirements stated in (A) or (B) above, as the case may be. The Company shall also file an Opinion of Counsel to the effect that, based upon such Officers' Certificate, such surrender, transfer, release or reassignment is required or permitted by the applicable designated contract.