

Section 6B.05 hereof, it will deliver or cause to be delivered to the Corporate Trustee

(1) a certificate of the Company stating in substance that the Company has completed the acquisition of gas leasehold estates constituting a part of the San Juan Project as defined in Section 1.12B hereof and of all gas wells or interests in gas wells acquired by the Company with said gas leasehold estates, including without limitation (i) those in the Fulcher-Kutz Field acquired by the Company from Western Natural Gas Company, (ii) those in or adjacent to the Blanco Field acquired by the Company from Wood River Oil and Refining Co., Inc., Rock Hill Oil Company, M. J. Florance and Florence A. Florance and/or Blanco Gas Company, (iii) those in or adjacent to the Blanco Field acquired by the Company from Largo Natural Gas Company, (iv) those in or adjacent to the Blanco Field acquired by the Company from Delhi Oil Corporation, and (v) those acquired or received by the Company in exchange or substitution for or in lieu of gas leasehold estates and/or gas wells or interests in gas wells initially so acquired by the Company pursuant to or as a result of exchanges or the participation of the Company in unitization, communitization or development contracts or arrangements or other joint ventures or common enterprises as permitted by subdivisions (6) and (7) of Section 8.01 hereof, but exclusive of gas leasehold estates initially so acquired by the Company which have been surrendered or have been allowed to expire, or which have been transferred in exchange for other gas leasehold estates or for an obligation to drill a well or wells, as permitted by subdivisions (6) and (8) of said Section 8.01; that the Company has expended on the acquisition of such gas leasehold estates and gas wells or interests in gas wells sums aggregating not less than \$4,136,807; and that the amounts so expended are not greater than the fair value to the Company of the gas leasehold estates and gas wells or interests in gas wells so acquired and owned by the Company at the date of said certificate, taking into account any rentals, royalties, reservations, liens or encumbrances or irregularities or defects of title affecting the same as specified in the opinion of counsel provided for in subdivision (2) of this paragraph;

(2) an opinion of counsel stating, in the opinion of such counsel, that the Company has good title to the gas leasehold estates acquired and owned by the Company as set forth in the