

expenditures and/or indebtedness representing costs incurred by the Company in the acquisition, drilling, testing, completion, recompletion and/or equipping of gas wells (other than administrative or overhead charges applicable thereto), stating as to each such well that such well is located on acreage (including acreage located in any unitized area or on any unitized tract which is being developed pursuant to a unitization or communitization agreement to which the Company is a party) covered by either (A) one or more of the gas leasehold estates described in Division One or Division Two of Part III of Article Four of the Seventh Supplemental Indenture, in Part I of Article Six of the Eighth Supplemental Indenture, in Article One of the Ninth Supplemental Indenture, as modified by the Thirteenth Supplemental Indenture, in Article One of the Twelfth Supplemental Indenture, as modified by the Seventeenth Supplemental Indenture, in Part IV of Article One of the Fifteenth Supplemental Indenture, as modified by the Seventeenth Supplemental Indenture, or in Article One of the Sixteenth Supplemental Indenture, or (B) a gas leasehold estate or gas leasehold estates to which the Company has good title, and containing also the further statements with respect to such gas leasehold estate or estates and the instruments creating the same required by clause (5) of subdivision (c) of the second paragraph of Section 4.03;

(iii) the Company has good title to any real estate (other than gas leasehold estates), subject only to permitted encumbrances, and has acquired any rights of way, described in the certificate of the Company provided for in subdivision (1) of this Section, and that such real estate and the Company's interest in such rights of way are subject to the lien of this Indenture free and clear of all liens and encumbrances other than permitted encumbrances, or will be so subject to the lien of this Indenture upon the execution and delivery of specified instruments of conveyance, assignment and transfer;

(iv) all conditions precedent provided for in this Indenture relating to the withdrawal of the moneys in question have been complied with; and

(4) such instruments of conveyance, assignment or transfer, if any, as may be specified in the above required opinion of counsel.