

(1) a certificate of the Company stating in substance that the Company has completed the acquisition of the gas leasehold estates described in Article One of the Sixteenth Supplemental Indenture;

(2) an opinion of counsel stating, in the opinion of such counsel, that the Company has good title to the gas leasehold estates referred to in the certificate of the Company provided for in subdivision (1) of this paragraph, and containing also the further statements with respect to such gas leasehold estates and the instruments creating the same required by clause (5) of subdivision (c) of the second paragraph of Section 4.03; and

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

The Company covenants and agrees that, as promptly as practicable after the execution and delivery of the Seventeenth Supplemental Indenture and in any event not later than the time of the delivery to the Corporate Trustee of the documents provided for in the first paragraph of Section 6D.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 Second Permian-San Juan Project as defined in Section 1.12D hereof and as described generally in Part I of Article Three of the Twenty-third Supplemental Indenture, including without limitation (i) gas leasehold estates covering acreage located in the San Juan Basin in San Juan and/or Rio Arriba Counties, New Mexico, or acreage located in gas fields in La Plata County, Colorado, acquired by the Company pursuant to the agreements referred to in clauses (i) to (vi), inclusive, of subdivision (23) of Part I of Article Three of the Twenty-third Supplemental Indenture, and (ii) those acquired or received by the Company in exchange or substitution for or in lieu of gas leasehold estates initially so acquired by the Company pursuant to or as a result of the participation of the Company in any joint venture or unitization or communitization agreement as permitted by subdivision (7) of said Section 8.01, but exclusive of interests in gas leasehold