

estates initially so acquired by the Company which have been assigned or transferred in consideration of the drilling of a well or wells or obligations to drill wells as permitted by subdivision (6) of said Section 8.01, or of gas leasehold estates initially so acquired which have been subjected to any such joint venture or unitization or communitization agreement as permitted by subdivision (7) of said Section 8.01, or which have been surrendered or have been allowed to expire as permitted by subdivision (8) of said Section 8.01, and those in which the Company's rights have lapsed; that the Company has expended on the acquisition of such gas leasehold estates sums aggregating not less than \$1,500,000 (exclusive of sums paid by the Company for the acquisition of wells and appurtenant lease equipment located on acreage covered by gas leasehold estates so acquired by the Company); and that the amounts so expended are not greater than the fair value to the Company of the gas leasehold estates so acquired and owned by the Company at the date of said certificate, taking into account any rentals, royalties, overriding royalties, production payments, 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 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;

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

(4) a certificate signed by an independent geologist stating in substance that he has examined the certificate of the Company provided for in subdivision (1) of this paragraph and the instruments creating any gas leasehold estates described in such certificate and that in his opinion, taking into account any well or wells drilled thereon, any development or other contract obligations of the Company with respect thereto and any and all