

amount of any cash and the fair value and general nature of any other consideration received by the Company as the proceeds of such property;

(b) if and only if the consideration received, or the fair value of the property to be released as stated in the engineer's certificate required by subdivision (c) of this Section, is in excess of \$50,000, an opinion of counsel to the effect that such property has been taken by the exercise of the power of eminent domain or has been purchased by a governmental body or agency in the exercise of a right which it had to purchase the same, or is being disposed of pursuant to a valid order of a court or other governmental body, agency or instrumentality requiring the disposition of such property, as the case may be;

(c) in case any such property is being disposed of pursuant to an order as aforesaid, a certificate of an engineer (who shall be an independent engineer if the fair value of such property as stated in such certificate is in excess of \$250,000) stating in his opinion the fair value, as of a date not more than thirty days prior to the date of such certificate, of the property to be released; and

(d) an amount of cash (and/or purchase money obligations as permitted by Section 8.04) equal to any proceeds of such property (or the fair value of such property as stated in any certificate furnished pursuant to the foregoing subdivision (c), if in excess of such proceeds, if any). The provisions of this subdivision (d) are subject to the provisions of Section 8.10."

SECTION 24. Section 8.12 of the Mortgage is hereby modified by inserting in the next to last paragraph of said Section immediately after the words "Western Natural Gas Company pledged hereunder" the following: "or in connection with the release of shares of stock of Northwest Production Corporation (or other shares of stock, obligations or other securities received in exchange therefor as permitted by Section 8.03A) pledged hereunder".

SECTION 25. Section 14.06 of the Mortgage is hereby modified by inserting in the first sentence of said Section, immediately after the