

such contract, file with the New York Trustee a CERTIFICATE OF THE COMPANY signed also by an Engineer selected by the Company, who may be in the employ of the Company, and who shall be acceptable to the New York Trustee, setting forth in substance as follows:

(1) A brief description of such contract and of the property covered thereby, and that such property is located in territory not fully explored;

(2) That such contract was made for the sole purpose of inducing the drilling of one or more test wells thereon, and that the making of such contract was in all respects, in the opinion of the signers, consistent with good operating practice on the part of the Company; and

(3) That the Company received, and will be entitled to receive, no cash or other property as consideration for such contract or for such assignment or transfer;

and to assign or transfer, free from the lien of this Indenture, any gas and/or oil leases, or interests therein, pursuant to any such contract made in accordance with this Paragraph.

D. To enter into or become a party to any joint venture or common enterprise with other holders of gas and/or oil leases or interests therein, for the purpose of unit development of gas and/or oil leases or interests therein owned by the Company and such other holders, respectively, and situated in the same territory, and in connection with such joint venture or common enterprise to assign or transfer, free from the lien of this Indenture, interests in any gas and/or oil leases owned by the Company in such territory in exchange for interests in any other gas and/or oil leases owned by others in such territory, *provided* that the interests so assigned or transferred to the Company upon any such exchange shall, in the opinion of the Company, be at least equal in value to the interests so assigned or transferred by the Company and shall forthwith become and be subject to the direct lien of this Indenture free from all other liens, charges or encumbrances prior to the lien of this Inden-