

EXHIBIT C
NET PROFITS CONTRACT

THIS AGREEMENT, Made and entered upon this _____ day
of _____, 1954, by and between MALCO REFINERIES, INC.,
a New Mexico corporation, herein sometimes called "Malco," EL PASO
NATURAL GAS COMPANY, a Delaware corporation, herein sometimes
called "El Paso," CONTINENTAL OIL COMPANY, a Delaware corpora-
tion, herein sometimes called "Continental," Parties of the
First Part, herein for convenience, when referred to together,
called "First Parties," and NOVI OIL COMPANY, a Delaware corpor-
ation, herein called "Novi," Party of the Second Part,

W I T N E S S E T H:

For and in consideration of the conveyance by Novi to
First Parties of certain leases and for other valuable considera-
tions, it is agreed by and between the parties hereto as follows:

1. NET PROFITS INTEREST -

Subject to the conditions hereinafter set forth,
First Parties agree to pay to Novi a sum or sums representing
5% of the net profits (as hereinafter defined), herein referred
to as "said net profits interest," resulting from operations
for oil and gas by First Parties, or any of them, under those
certain leases committed to that certain Unit Agreement for the
Development and Operation of the Pinedale Unit Area and shown