

EXHIBIT "C" 402

THIS AGREEMENT made and entered into this 19 day of December, 1956, by and between BELFER CORPORATION, a New York corporation having its principal office at 42 Broadway, New York, New York (hereinafter referred to as BELFER CORP.), and ARTHUR B. BELFER, RACHEL BELFER, LAWRENCE RUBEN, SELMA RUBEN, JACK SALTZ, ANITA SALTZ and A. B. BELFER, Trustee for ROBERT BELFER, doing business as BELFER NATURAL GAS COMPANY, (hereinafter collectively referred to as BELFER NATURAL):

WITNESSETH

WHEREAS, BELFER NATURAL has conveyed to BELFER CORP. by instrument dated September 10, 1956, a Production Payment in the Primary Amount of \$500,000.00 plus a Secondary Amount equal to six (6%) percent per annum on the outstanding balances on the Primary Amount from time to time remaining unpaid, and recorded in the office of the County Clerk, Sublette County, Pinedale, Wyoming, on September 26, 1956 in Book 16 of the Oil and Gas Leases at Page 25; and

WHEREAS, BELFER CORP. entered into a Loan Agreement with the Bankers Trust Company dated September 24, 1956 under which agreement Bankers Trust Company agreed to lend BELFER CORP. \$300,000.00 against delivery of a Note in the principal sum of \$300,000.00; and

WHEREAS, to secure the payment of the indebtedness evidenced by the Note, including the interest thereon, BELFER CORP. conveyed, transferred and assigned unto William E. Pelley, as Trustee, by a Deed of Trust dated September 24, 1956 and recorded in the County Clerk's office in Pinedale, Wyoming, in Book 10 of the Mortgages at Page 107, that certain Production Payment conveyed by BELFER NATURAL to BELFER CORP. dated September 10, 1956 hereinabove referred to and, in addition thereto, that certain Production