

(d) It is provided in such First Amended Plan of Reorganization, as modified, (the Plan) that there be transferred, assigned and conveyed to PP Owner all of the Property (as defined in the bid of WI Owner, dated December 15, 1970, as amended thereafter, and attached as Exhibits to the Plan) of Sunset, and it was also provided and intended by the Plan that immediately upon the acquisition thereof, PP Owner would transfer, assign and convey the Property to WI Owner subject to the reservation of a production payment by PP Owner.

(e) By an order heretofore entered in such proceedings, the Trustee was ordered and directed to execute and deliver this Assignment and Conveyance

(f) For all purposes of this Assignment and Conveyance, unless the context otherwise requires:

A. "PP Owner" and "WI Owner" shall include the successors and assigns of each.

B. "Exhibits" shall mean, collectively, all Exhibits attached hereto.

C. "Conveyance Effective Date" shall mean January 1, 1971 and "PP Effective Date" shall mean October 1, 1971, in each case at 7:00 a.m., determined as to each locality in accordance with the time then generally observed in such locality.

D. "Subject Interests" shall mean all of the properties, interests and rights described in subsections A to H, inclusive, of Section 1. The term "Subject Interest", when used with reference to any particular Subject Interest, shall mean and include (i) such Subject Interest as the same may be enlarged or diminished by the provisions of any contract, agreement or other instrument described in the Exhibits or by the discharge of any payments out of production, or by the removal of any charges or encumbrances to which such Subject Interest is subject, (ii) any and all renewals and extensions of such Subject Interest, (iii) all contracts and agreements supplemental to or amendatory of or in substitution for the contracts and agreements described in subsections B and C of Section 1 insofar as the same relate to such Subject Interest, and (iv) all rights, titles and interests accruing or attributable to such Subject Interest by virtue of its being included in any unit.