

This Assignment and Conveyance is executed and delivered subject to the right of the Trustee, or the successor Corporate Trustee, pursuant to the above mentioned Plan to receive certain sums of money under and pursuant to the terms and provisions of an agreement of even date herewith between the Trustee and WI Owner, which agreement does not, however, restrict the WI Owner's free and unencumbered right to transfer, convey, mortgage or otherwise dispose of, or deal with the properties assigned and conveyed herein. Trustee reserves the right, in the exercise of his power so to do under the Bankruptcy Laws of the United States and pursuant to the Plan, to terminate such of Sunset's gas purchase contracts as he and WI Owner may mutually agree upon.

The undersigned hereby declare that the total consideration paid for the property in Upshur County, West Virginia, herein conveyed is \$10,000.

PART II

ASSIGNMENT AND CONVEYANCE OF OIL AND GAS AND OTHER PROPERTIES WITH RESERVATION OF PRODUCTION PAYMENT

PP Owner, for valuable consideration, to PP Owner in hand paid by WI Owner, the receipt and sufficiency of which are hereby acknowledged, and pursuant to the Plan and in compliance with the orders entered in such proceeding, and in further consideration of the covenants and agreements herein made by WI Owner, by these presents does grant, sell, convey, assign, deliver and set over unto WI Owner, effective from the date hereof, but with revenues and expenses to be accounted for with respect to production commencing with the Conveyance Effective Date, all of the property and assets of every kind or character acquired by PP Owner from the Trustee pursuant to Part I of this Assignment and Conveyance;

EXCEPTING, however, and reserving unto PP Owner as a PRODUCTION PAYMENT, (i) an undivided sixty-five per cent (65%) of all of the Subject Hydrocarbons which may be produced and saved from the PP Effective Date to October 1, 1982, or to the end of the period of time specified in Section 4 hereof, whichever first occurs, and if such period of time specified in Section 4 does not end prior to