

SECTION 6. *Marketing and taking in kind.* The Production Payment Hydrocarbons shall be marketed by WI Owner or taken in kind by PP Owner in accordance with the following provisions:

A. With the exception of Production Payment Hydrocarbons taken in kind by PP Owner as hereinafter provided, WI Owner will market and sell the Production Payment Hydrocarbons on the same basis as WI Owner markets its share of the Subject Hydrocarbons, but never for less than the fair market value thereof at the wellhead when delivered, except that Production Payment Hydrocarbons sold and delivered under Production Sale Contracts shall be sold and delivered at the contract prices applicable thereto. The Production Payment Hydrocarbons shall be delivered to the credit of PP Owner, free of all Production Expenses, if, as and when produced, into the pipe lines to which the wells producing the same may be connected, or to such other point of purchase in or near the field where produced as is reasonably required in the marketing thereof. WI Owner shall duly perform all obligations performable by WI Owner under the Production Sale Contracts in accordance with the terms thereof and will take all appropriate measures to enforce performance under each Production Sale Contract of the obligations of the purchaser thereunder. Subject to the rights of purchasers under the Production Sale Contracts, and subject to the rights of PP Owner under Subdivision B of this Section 6, WI Owner shall be entitled at any time, and from time to time, to purchase all or any part of the Production Payment Hydrocarbons and, in such event, WI Owner shall pay to PP Owner on or before the last day of each calendar month next succeeding the calendar month in which any Production Payment Hydrocarbons are purchased by WI Owner, a price equal to the fair market value thereof at the wellhead at the time of purchase.

B. From time to time, upon the giving of at least sixty (60) days prior written notice to WI Owner, PP Owner shall be entitled to take in kind all or any part of the Production Payment Hydrocarbons, subject, however, to the rights of purchasers under then existing Production Sale Contracts. Each such notice shall specify the particular Subject Interest or Subject Interests from which Production Payment Hydrocarbons are to