

1.36 "Non-Foreign Affidavit" means a document in the form of Exhibit "M".

1.37 "NORM" means naturally occurring radioactive materials.

1.38 "Opinion of Counsel" means a document in the form of Exhibit "L".

1.39 "Permitted Encumbrances" means:

1.39.1 Royalties, overriding royalties, production payments, reversionary interests, convertible interests, net profits interests, division orders and similar burdens encumbering the Properties to the extent the net cumulative effect of such burdens do not operate to reduce the Net Revenue Interests of the Properties to less than the Net Revenue Interests set forth in Exhibit "A";

1.39.2 Consents to assignment and similar contractual provisions encumbering the Properties to which, prior to Closing, written waivers or consents are obtained from the appropriate parties;

1.39.3 Preferential rights to purchase encumbering any one (1) or more of the Properties to which, prior to Closing: (a) waivers are obtained from the appropriate parties, or (b) the time period for exercising said right has elapsed.

1.39.4 All rights to consent by, required notices to, filings with or other actions by a governmental entity or tribal authority in connection with the sale or conveyance of the Properties, if the same are customarily obtained subsequent to the transfer of title;

1.39.5 Rights reserved to or vested in a governmental entity or tribal authority having appropriate jurisdiction to control or regulate the Properties in any manner whatsoever, and all Laws of any such governmental entity or tribal authority;

1.39.6 Easements, rights-of-way, servitudes, surface leases, sub-surface leases, grazing rights, logging rights, canals, ditches, reservoirs, pipelines, utility lines, telephone lines, power lines, railways, streets, roads, highways and structures on, over and through the Properties, to the extent such rights, interests or structures do not materially interfere with the operation or ownership of the Properties;

1.39.7 The terms and conditions of all leases, units, agreements, contracts, instruments, licenses and permits associated with, attributable to or encumbering the Properties which have been filed with the appropriate governmental entity or tribal authority, placed of