

DISSOLUTION, ACCOUNTING, TERMINATION
AND CANCELLATION OF CERTIFICATE OF
LIMITED PARTNERSHIP OF
WESTERN-WINDFALL, LTD.

THIS AGREEMENT is made effective as of the 17th day of August, 1982, between WESTERN GAS, OIL AND MINING LTD. ("Western"), a corporation organized under the laws of Nevada, and WINDFALL VENTURE ("Windfall"), a partnership composed of William L. Wilson, William E. Foster, Kenneth E. Johnson, Chan Edmonds and Robert G. Wilson, with respect to the facts set forth in the following recitals:

RECITALS

A. On February 10, 1981, the parties to this Agreement (the "Parties") entered into an Agreement forming WESTERN-WINDFALL, LTD. ("Western-Windfall"), a limited partnership whereunder Western was the general partner and Windfall was the limited partner, the Certificate of Limited Partnership Agreement of which is recorded in Book 92 at Pages 133 through 165, inclusive, in the Official Records of Eureka County, Nevada and in Book 1609 at Pages 874 through 914, inclusive, in the Official Records of Washoe County, Nevada, which recorded instrument is hereby incorporated herein by reference.

B. By Agreement of August 17, 1982 (the "Purchase Agreement"), Western bought and acquired the limited partnership interest of Windfall in Western-Windfall which Agreement has been closed, the purchase price required to be paid to Windfall has been fully paid, all assets of Western-windfall have been transferred assigned and conveyed to Western, and, in accordance with the Agreement Western-Windfall is now required to be terminated.

AGREEMENT

THEREFORE, in view of the foregoing Recitals, in consideration of the mutual promises and undertakings of the Parties and other valuable consideration, the receipt and adequacy of which is acknowledged, the Parties agree as follows:

1. Dissolution. In accordance with the provisions of the Purchase Agreement, by mutual consent Western-Windfall is dissolved as of August 17, 1982.

2. Agreed Accounting. In lieu of an accounting, the Parties agree that the Purchase Agreement and the purchase price paid to Windfall pursuant thereto constitutes a mutually agreed partnership accounting and full consideration and payment for all of Windfall's rights and interests in Western-Windfall, its properties and assets.

3. Termination of Partnership. In consideration of the payment of the purchase price for the rights and interests of Windfall in Western-Windfall and the transfer of all of the partnership assets to Western, all as specified in the Purchase Agreement, the partnership known as Western-Windfall is hereby terminated.

4. Cancellation of Certificate of Limited Partnership. In view of the foregoing provisions contained in this Agreement, the Parties have agreed to cancel and do hereby cancel the Certificate of Limited Partnership of Western-Windfall recorded in Eureka and Washoe Counties Nevada, at the books and pages of the official records of such counties as specified in the foregoing Recitals.

EXECUTED and effective as of the day and year first above written.

WESTERN GAS, OIL AND MINING LTD.

By John R. Buckley

WINDFALL VENTURE

By William L. Wilson

William L. Wilson
General Partner

STATE OF MASSACHUSETTS)

COUNTY OF SUFFOLK)

ss.

On the 29th day of September, 1982 personally appeared before me John R. Buckley as an Officer of WESTERN GAS, OIL AND MINING LTD., who, being by me duly sworn, states that he executed this instrument on behalf of WESTERN GAS, OIL AND MINING LTD. for the purposes therein mentioned.

My commission expires: 4/14/89



Mary Ellen O'Connell
Notary Public

Address:

STATE OF COLORADO

)
) ss.
)

COUNTY OF MESA

On the 22nd day of September, 1982 personally appeared before me William L. Wilson as the General Partner of WINDFALL VENTURE, who, being by me duly sworn, states that he executed this instrument on behalf of WINDFALL VENTURE for the purposes therein mentioned.

My commission expires: 10-15-83

Patricia Murphy
Notary Public
Address: P.O. Box 2188
Grand Junction, CO 81502



RECORDED AT REQUEST OF
W. L. Wilson
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OFFICIAL RECORDS
EUREKA COUNTY, NEVADA
WILLIS A. REPARD, RECORDER
FILE NO. 85530
FEE \$ 6.00