RESOLUTION
NO. H-26-67
HOPI TRIBE

WHEREAS:

1. Mining Lease (Contract No. 14-20-0450-5743) was entered into on June 6, 1966 by the Hopi Tribe of Arizona as "Lessor" and Sentry Royalty Company, a Nevada Corporation, as "Lessee", which Mining Lease is now of record in the Official Records in the office of the Navajo County Clerk, Arizona, in Docket Book 259 at pages 385 - 412.

2. Sentry Royalty Company, a Nevada Corporation, (hereinafter called "Sentry") is a wholly owned subsidiary of Peabody Coal Company, an Illinois Corporation, (hereinafter called "Peabody"), and Sentry desires to assign all of its interest in said Mining Lease to Peabody.

3. Subject to certain conditions Peabody has agreed to sell to Kennecott Copper Corporation, a New York Corporation, (hereinafter called "Kennecott") all of the assets of Peabody including its interest in said Mining Lease, and under the terms of such agreement it is proposed that title to said Mining Lease shall be taken in the name of Peabody Coal Company, a Delaware corporation, (hereinafter called Peabody-Delaware), it presently being proposed that such sales shall be accomplished by the execution (among other documents) of a certain Conveyance of Coal Properties and Reservation of Production Payment from Peabody to Peabody-Delaware in Part I, and a Conveyance of Reserved Production

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Payment from Peabody to Green River Coal Company, a Delaware corporation, (hereinafter called "Green River") in Part II.

4. Sentry proposes to accomplish transfer of its interest in said Mining Lease to Peabody by the execution and delivery of appropriate form of Assignment of Mining Lease, and Peabody proposes to accomplish assignment of its interest in said Mining Lease by the execution and delivery to Peabody-Delaware of said Conveyance and the execution and delivery of appropriate form of assignment of Mining Lease.

5. Article IX of said Mining Lease requires the approval of the Secretary of the Interior of the United States of America and the Hopi Tribe to any assignments of the Lessee's interest in said Mining Lease.

NOW, THEREFORE, BE IT RESOLVED THAT:

1. The Hopi Tribal Council does hereby approve, adopt, ratify and confirm said Mining Lease, dated June 6, 1966.

2. The Hopi Tribal Council does hereby approve and consent to the assignment of said Mining Lease from Sentry to Peabody, including all right, title and interest in and to any slurry pipeline right-of-way or rights-of-way granted pursuant to said Mining Lease.

3. The Hopi Tribal Council does hereby approve and consent to the assignment of said Mining Lease from Peabody to Peabody Delaware, including all right, title and interest in and to any slurry pipeline right-of-way or rights-of-way granted pursuant to said Lease, and does further approve and consent to the creation and reservation of a production payment and the transfer

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of such production payment by Peabody to Green River; provided, however, the approval and consent of the Hopi Tribal Council to the assignment of said Mining Lease from Peabody to Peabody-Delaware is upon the following conditions:

(a) that Kennecott guarantee the due performance by Peabody-Delaware of all of the convenants and agreements on the Lessee's part contained in said Mining Lease and the payment of all damages, costs and expenses which by virtue of said Mining Lease may be recoverable from Peabody-Delaware by the Hopi Tribe; and

(b) that Kennecott pay or cause to be paid to the Hopi Tribe a transfer fee of $10.00 which shall be paid to the Secretary of the Interior or his duly authorized representative for the benefit of the Hopi Tribe.

4. The Chairman of the Hopi Tribal Council is hereby empowered, authorized and directed to approve the above mentioned Assignment of Mining Lease from Sentry to Peabody, and from Peabody-Delaware.

5. The Chairman of the Hopi Tribal Council is hereby empowered, authorized and directed to approve said Conveyance (including Part I and Part II) from Peabody to Peabody-Delaware and to Green River, including the creation, reservation and transfer of a production payment burdening said Mining Lease, such approval by the Tribal Chairman to be made on behalf of the Hopi Tribe.

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C E R T I F I C A T I O N

I hereby certify that the foregoing Resolution was duly considered by the Hopi Tribal Council at a duly called meeting at which a quorum was present, and that the same was passed by a vote of 8 in favor and 0 opposed, 1 abstaining, on the 27 day of September, 1967, after full and free discussion on the merits.

Logan Koopee

LOGAN KOOPEE, CHAIRMAN
Hopi Tribal Council

ATTEST:

Kedric Outah

KEDRIC OUTAH, Acting Secretary
Hopi Tribal Council

APPROVED: Sept. 29, 1967

Joseph M. Lucero

JOSEPH M. LUCERO
Acting Superintendent
Hopi Indian Agency

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