

EXHIBIT H

THIRD AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
WHITE ENERGY, INC.

Pursuant to Section 303 of the Delaware General Corporation Law

The undersigned corporation (the “Corporation”), in order to amend and restate its Certificate of Incorporation (the “Certificate of Incorporation”), hereby certifies as follows:

- FIRST: The name of the Corporation is White Energy, Inc.
- SECOND: The date of filing of the Corporation’s original Certificate of Incorporation with the Secretary of State was May 30, 2006.
- THIRD: This Third Amended and Restated Certificate of Incorporation amends and restates the Certificate of Incorporation, as amended to date, and has been duly adopted in accordance with the provisions of Section 303 of the General Corporation Law of the State of Delaware.

The undersigned, an officer of the Corporation, in order to amend the Certificate of Incorporation, hereby certifies as follows:

1. The name of the Corporation is White Energy, Inc.
2. The address of the corporation’s registered office in Delaware is 1209 Orange Street, Wilmington, Delaware 19801. The Corporation Trust Company is the corporation’s registered agent at that address.
3. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.
4. The corporation shall have authority to issue a total of 15,000 shares of common stock of the par value of \$0.01 per share. Notwithstanding any other provisions contained herein to the contrary, for so long as Section 1123(a)(6) of the Bankruptcy Code (11 U.S.C. § 1123(a)(6)) is in effect and applicable to the Corporation, the Corporation shall not issue nonvoting equity securities.
5. The Board of Directors shall have the power to make, alter or repeal the by-laws of the corporation.

6. The election of the Board of Directors need not be by written ballot. Directors may be removed by the shareholders with or without cause.

7. To the fullest extent that the General Corporation Law of the State of Delaware or any other law of the State of Delaware as it exists on the date hereof or as it may hereafter be amended permits the limitation or elimination of the liability of directors, no director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. No amendment to, or modification or repeal of, this Section 7 shall adversely affect any right or protection of a director of the Corporation existing hereunder with respect to any act or omission occurring prior to such amendment, modification or repeal.

8. The Corporation shall indemnify and advance expenses to, and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (an "Indemnitee") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "proceeding"), by reason of the fact that he, or a person for whom he is the legal representative, is or was a director or an officer of the Corporation or, while a director or an officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Indemnitee. Notwithstanding the preceding sentence, the Corporation shall be required to indemnify, or advance expenses to, an Indemnitee in connection with a proceeding (or part thereof) commenced by such Indemnitee only if the commencement of such proceeding (or part thereof) by the Indemnitee was authorized by the Board of Directors of the Corporation.

9. The corporation elects not to be governed by Section 203 of the Delaware General Corporation Law.

Dated: March __, 2010

WHITE ENERGY, INC.

By: _____
Name:
Title: