Signed, sealed and delivered by Transcon-TINENTAL GAS PIPE LINE CORPORATION in the presence of:

B. C. Bass (B. C. Bass)

M. R. McKenna (M. R. McKenna)

As Witnesses.

THE CHASE MANHATTAN BANK (NATIONAL Association),

(CORPORATE SEAL)

By E. L. Loser (E. L. Loser) Vice President.

Attest:

V. J. Marino (V. J. Marino) Assistant Secretary.

Signed, sealed and delivered by THE CHASE MANHATTAN BANK (National Association) in the presence of:

A. Delgrosso (A. Delgrosso)

J. Cosenza (J. Cosenza)

As Witnesses.

C. F. RUGE (C. F. Ruge) (L. S.)

Signed, sealed and delivered by C. F. Ruge in the presence of:

A. Delgrosso (A. Delgrosso)

J. Cosenza (J. Cosenza)

As Witnesses.