

(This instrument grants a security interest by a utility.)
(This instrument contains after-acquired property provisions.)

TWENTY-THIRD SUPPLEMENTAL INDENTURE, dated August 1, 1976, made by and between **TRANSCONTINENTAL GAS PIPE LINE CORPORATION** (hereinafter called the "Company"), a corporation duly organized and existing under the laws of the State of Delaware having its principal place of business at 2700 South Post Oak Road, Houston, Texas, party of the first part, and **THE CHASE MANHATTAN BANK (NATIONAL ASSOCIATION)** (hereinafter called the "Trustee"), a national banking association organized and existing under the laws of the United States of America having its principal office at 1 Chase Manhattan Plaza, New York, N.Y., successor Trustee under the Mortgage and Deed of Trust hereinafter mentioned, and **C. F. RUGE**, whose address is 80 Michael Street, Iselin, New Jersey, as successor Individual Trustee under said Mortgage and Deed of Trust (said The Chase Manhattan Bank (National Association) as Trustee and said C. F. Ruge as Individual Trustee being hereinafter sometimes called the "Trustees"), parties of the second part;

WHEREAS, in order to secure First Mortgage Pipe Line Bonds of the Company, issuable in series, the Company heretofore made, executed and delivered to The Chase National Bank of the City of New York as Trustee and Carl E. Buckley as Individual Trustee its certain Mortgage and Deed of Trust dated May 15, 1949 (hereinafter sometimes called the "Original Indenture"); and

WHEREAS, three supplemental indentures, dated April 15, 1950, December 1, 1951 and December 1, 1954, respectively, supplementing and modifying the Original Indenture were heretofore executed and delivered between the Company and said The Chase National Bank of the City of New York and Carl E. Buckley; and

WHEREAS, by a Plan of Merger dated February 10, 1955, effective March 31, 1955, between The Chase National Bank of the City of New York and President and Directors of the Manhattan Company, said The Chase National Bank of the City of New York was merged into said President and Directors of the Manhattan Company which continued under the name and style of The Chase Manhattan Bank;

0.0.9.4

4328 W.2