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AFFIDÁVIT

(New Jersey)

STATE OF NEW YORK, SS.

C. F. Ruce, of full age and J. J. O'Connell, of full age, being duly sworn according to law, on their respective oaths depose and say: that C. F. Ruce is one of the Mortgagees and Trustees and The Chase Manharran Bank (National Association), a national banking association organized and existing under the laws of the United States of America, is the other of the Mortgagees and Trustees named in the within Mortgage and Deed of Trust, designated "Twenty-First Supplemental Indenture", between Trans-CONTINENTAL GAS PIPE LINE CORPORATION, party of the first part and THE CHASE MAN-HATTAN BANK (National Association), and C. F. Ruge, as Trustees, parties of the second part, dated December 1, 1970; that J. J. O'Connell is a Vice President of The Chase Man-HATTAN BANK (National Association), and is duly authorized to make this affidavit on its behalf and is the duly authorized agent of The Chase Manhattan Bank (National Association), for the purpose of making this affidavit on its behalf; that C. F. Ruce has accepted the aforesaid Mortgage and Deed of Trust as one of the Mortgagees and Trustees therein named and that J. J. O'Conneil has accepted the aforesaid Mortgage and Deed of Trust on behalf of The Chase Manhattan Bank (National Association); that J. J. O'CONNELL is the agent of The Chase Manhattan Bank (National Association), for the purpose of perfecting the aforesaid Mortgage and Deed of Trust and the lien thereof; and C. F. Ruce and J. J. O'Connell severally say that the aforesaid within Mortgage and Deed of Trust has been accepted in good faith and without intent of the Mortgagees and Trustees to hinder, defraud or delay creditors of the Mortgagor.

C. F. RUCE)

T. J. C. C. NNFLL

(J. J. O'CONNELL)

Sworn to and subscribed before me, a Notary Public in and for the County of New York, in the State of New York, at The City of New York, in said County and State, this 10th day of December, 1970.

JOAN M. COSENZA

NOTABY PUBLIC, State of New York

No. 24-5827690

Qualified in Kings County

Certificate Filed with New York Co. Clerk

Commission Expires March 30, 1972

[NOTABIAL SEAL]