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

C. J. Walsh (C. J. Walsh)

Nora Higney (Nora Higney)

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.