

sold, warranted, aliened, remised, released, conveyed; assigned, transferred, mortgaged, hypothecated, pledged, set over and confirmed, and by these presents does grant, bargain, sell, warrant, alien, remise, release, convey, assign, transfer, mortgage, hypothecate, pledge, set over and confirm unto Morgan Guaranty Trust Company of New York and Robert P. Howe, the Trustees as aforesaid, and their successors in trust and assigns forever, subject to all of the terms and provisions of the Mortgage, all and singular the following described properties--that is to say:

I

Fee Lands and Improvements Thereon

All tracts or parcels of land, together with all buildings, structures, machinery, pipe lines, compressors, equipment and appliances situated on said lands and appurtenances thereto described in Exhibit "A" annexed hereto and made a part hereof for all purposes.

II

Pipe Lines, Rights-of-Way and Franchises

All of the pipe lines of the Company for the transportation and supply of natural gas situated on the properties hereinafter described, together with all of the surface leases, surface rights, rights-of-way, servitudes, easements, permits and grants identified, described and tabulated in Exhibit "B" annexed hereto and forming a part hereof, and all of the franchises, privileges, permits, grants, licenses and consents identified, described and tabulated in Exhibit "C" annexed hereto and forming a part hereof.

TO HAVE AND TO HOLD all of the aforesaid properties, real, personal and mixed, mortgaged, pledged and conveyed by the Company as aforesaid, unto the Trustees and each of them and their successors in the trust and their assigns forever; SUBJECT, HOWEVER, to the exceptions, reservations and to permitted liens as defined and provided in the Mortgage.

And the Company does hereby covenant and agree to warrant and forever defend all of the aforesaid properties and any rights thereunto appertaining unto the aforesaid Trustees, and successors in trust and assigns forever.

IN WITNESS WHEREOF, the Company has caused this instrument to be executed on its behalf by one of its Vice Presidents and its corporate seal to