

WEBSTER SZANYI LLP

ATTORNEYS AT LAW

A. Timothy Webster
Partner

February 22, 2012

James Drumm
New York State Department
Of Environmental Conservation
Division of Environmental Remediation
625 Broadway, 12th Floor
Albany, New York 12233-7016



**Re: Tennessee Gas Pipeline
Stations 245 and 254**

Dear Jim:

As requested, I am sending color copies of the filed Declaration of Covenants and Restrictions for Tennessee Gas Pipeline compressor Stations 245 and 254.

If you have any questions or require any additional information, please do not hesitate to call me.

Very truly yours,

/s/ A. Timothy Webster

A. Timothy Webster

DECLARATION of COVENANTS and RESTRICTIONS

THIS COVENANT is made the 16TH day of DECEMBER 2011, by Tennessee Gas Pipeline Company, L.L.C., ("TGPL"), a Delaware limited liability company, and having an office for the transaction of business at 1001 Louisiana Street, Houston, Texas 77002.

WHEREAS, TGPL Compressor Station 254 is the subject of an Order on Consent executed by TGPL as part of the New York State Department of Environmental Conservation's (the "Department's") State Superfund Program, namely that parcel of real property located in the Town of Chatham, County of Columbia, State of New York, which is part of lands being more particularly described in Appendix "A," attached to this declaration and made a part hereof, and hereinafter referred to as "the Property"; and

WHEREAS, the Department approved a remedy to eliminate or mitigate all significant threats to the environment presented by the contamination disposed at the Property and such remedy requires that a portion of the Property be subject to restrictive covenants.

NOW, THEREFORE, TGPL, for itself and its successors and/or assigns, covenants that:

First, the Property subject to this Declaration of Covenants and Restrictions is as shown in the shaded area on the map attached to this declaration as Appendix "B" and made a part hereof (hereinafter referred to as the "Restricted Property").

Second, unless prior written approval by the Department or, if the Department shall no longer exist, any New York State agency or agencies subsequently created to protect the environment of the State and the health of the State's citizens, hereinafter referred to as "the Relevant Agency," is first obtained, where contamination remains at the Restricted Property subject to the provisions of the Operations and Maintenance Plan ("OMP"), there shall be no construction, use or occupancy of the Restricted Property that results in the disturbance or excavation of the Restricted Property which threatens the integrity of the engineering controls or which results in unacceptable human exposure to contaminated soils.

Third, the owner of the Restricted Property shall not disturb, remove, or otherwise interfere with the installation, use, operation, and maintenance of engineering controls required for the Remedy, which are described in the OMP, unless in each instance the owner first obtains a written waiver of such prohibition from the Department or Relevant Agency.

Fourth, the owner of the Restricted Property shall prohibit the Restricted Property from ever being used for purposes other than for purposes consistent with the transmission of natural gas without the express written waiver of such prohibition by the Department or Relevant Agency.

Fifth, the owner of the Restricted Property shall continue in full force and effect any institutional and engineering controls required for the Remedy and maintain such controls, unless the owner first obtains permission to discontinue such controls from the Department or Relevant Agency, in compliance with the approved OMP, subject to modifications as approved by the Department or Relevant Agency.

Sixth, this Declaration is and shall be deemed a covenant that shall run with the land and shall be binding upon all future owners of the Restricted Property, and shall provide that the owner and its successors and assigns consent to enforcement by the Department or Relevant Agency of the prohibitions and restrictions that the Order on Consent requires to be recorded, and hereby covenant not to contest the authority of the Department or Relevant Agency to seek enforcement.

Seventh, any deed of conveyance of the Restricted Property, or any portion thereof, shall recite, unless the Department or Relevant Agency has consented to the termination of such covenants and restrictions, that said conveyance is subject to this Declaration of Covenants and Restrictions.

IN WITNESS WHEREOF, the undersigned has executed this instrument the day written below.

Tennessee Gas Pipeline Company, L.L.C.

By: Adrienne G. Mason

Print Name: Adrienne G. Mason

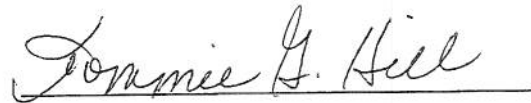
Title: Agent and Attorney-in-fact Date: 12/16/2011

STATE OF ALABAMA)

) s.s.:

COUNTY OF JEFFERSON)

On the 16 day of December, in the year 2011, before me, the undersigned, personally appeared Adrienne G. Mason, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.

A handwritten signature in cursive script, reading "Tommie G. Hill", is written over a horizontal line.

Notary Public State of Alabama

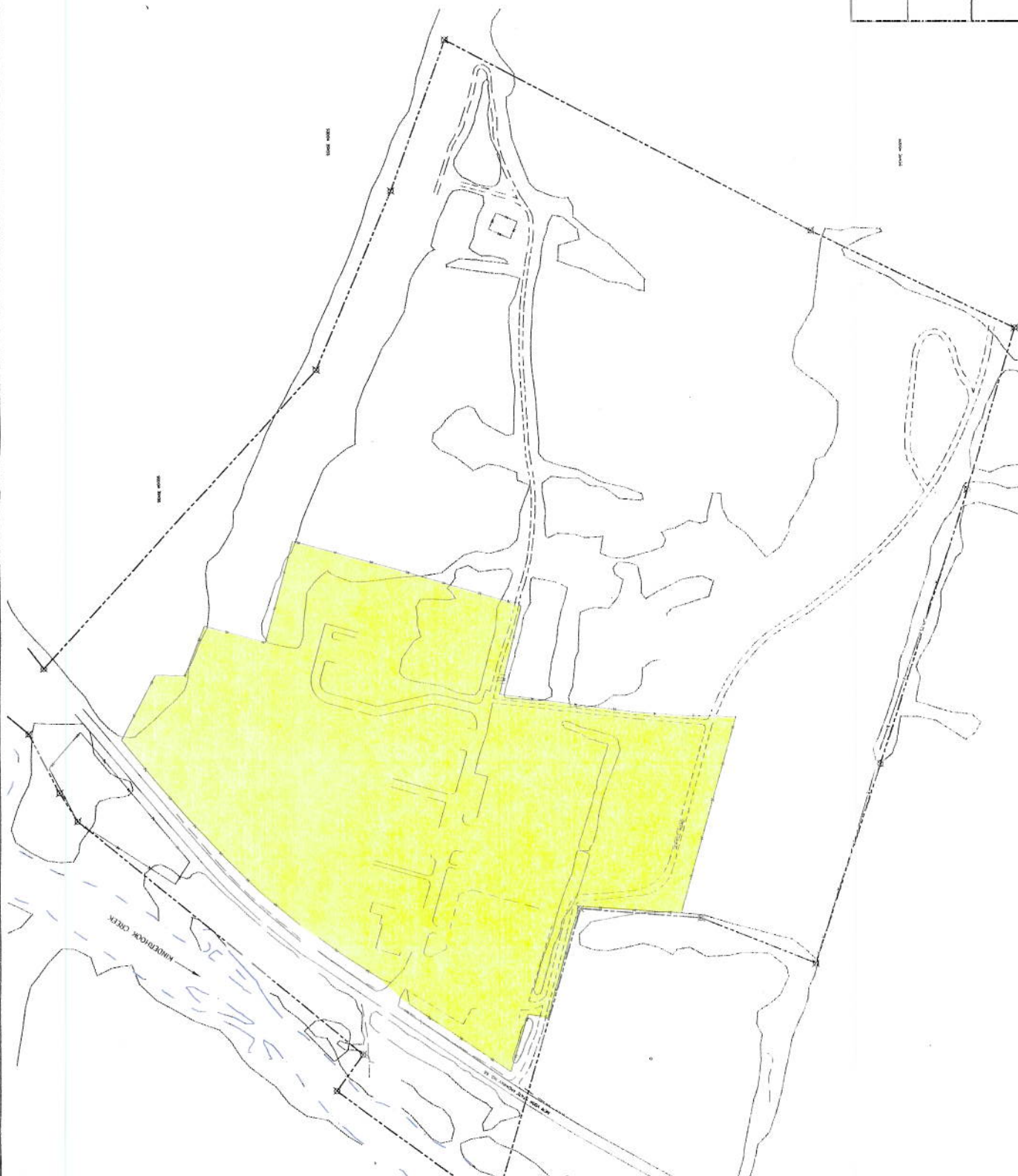
My Commission expires: 2/8/2014

APPENDIX A

Legal Description

Parcels into the property known as Compressor Station 254 and located in the Town of Chatham, County of Columbia, and State of New York, as follows:

1. Liber 352 of Deeds at Page 169;
2. Liber 475 of Deeds at Page 55; and
3. Liber 548 of Deeds at Page 1066



LEGEND:

- FENCE
- TREE LINE
- EDGE OF WATER
- PROPERTY LINE
- PROPERTY CORNER
- ATTEMPTED DRAINAGE
- FENCED INDUSTRIAL AREA

GENERAL NOTES:

1. THIS FIGURE HAS BEEN PREPARED BASED ON A COMBINATION OF THE FOLLOWING: A. AERIAL PHOTOGRAPHY DATED 5/15/95, AND AN ENVIRON BASE MAP (DAURON CAD) FILE NUMBER 112005M1 DATED 3/29/96.
2. ALL LOCATIONS, DIMENSIONS, AND SITE FEATURES ARE APPROXIMATE.

0 100' 200'
APPROXIMATE SCALE: 1" = 100'

TENNESSEE GAS PIPELINE COMPANY
AN EL PASO ENERGY COMPANY
COMPRESSOR STATION 264
NASSAU, NEW YORK

SITE MAP

