

**DECLARATION
OF
COVENANTS AND RESTRICTIONS**

THIS DECLARATION, made on the 4th day of September, 1997 by Tennessee Gas Pipeline Company, a Delaware Corporation with its principal offices at 1001 Louisiana Street, Houston, Texas, hereinafter referred to as "Declarant".

WITNESSETH:

WHEREAS, Declarant is the owner of certain real property in the Town of French Creek, Chautauqua County, New York, more particularly described as follows:

SEE ATTACHED SCHEDULE "A"

NOW THEREFORE, Declarant hereby declares that all or portions of the properties described above shall be held, sold and conveyed subject to the following:

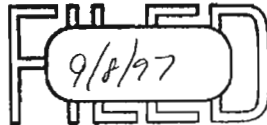
1. That certain Order on Consent entered into between Tennessee Gas Pipeline Company and the New York State Department of Environmental Conservation dated August 1, 1997 and governing the development and implementation of a Remedial Program on the properties.

2. A copy of the Order on Consent is available for inspection at the properties and at the offices of the New York State Department of Environmental Conservation.

IN WITNESS WHEREOF, this instrument has been signed by Tennessee Gas Pipeline Company, on the year and day first above set forth

TENNESSEE GAS PIPELINE COMPANY

CHAUT CO. CLERK'S OFFICE



AT 4:27 OCLOCK PM

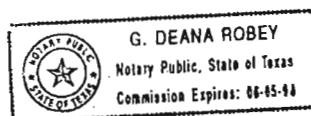
BY: _____

Gregory J. Odegard
Gregory J. Odegard
Vice-President

Environmental Health and Safety
for Tennessee Gas Pipeline Company

STATE OF TEXAS)
COUNTY OF HARRIS)SS:

On this 4th day of September, 1997, before me, the subscriber, personally appeared Gregory J. Odegard to me known, who being by me duly sworn, did depose and say that he resides in Harris County and is the Vice-President Environmental Health and Safety of TENNESSEE GAS PIPELINE COMPANY, the corporation described in and which executed the foregoing instrument, and that he signed his name thereto by authority of the Board of Directors of said corporation.



G. Deana Robey
Notary Public

SCHEDULE "A"

Legal Description

Parcels into the property located in the Town of French Creek, County of Chautauqua, State of New York, as follows:

1. Liber 709 of Deeds at page 122;
2. Liber 1084 of Deeds at page 548; and
3. Liber 2268 of Deeds at page 582.

No Parcels have been sold out of the above captioned properties.