

State of : Nebraska
County of : Washington

Recording Requested By And
When Recorded Return To:

Northern Natural Gas Company
1400 Smith
Houston, Texas 77002
Attn: General Counsel

50 DEC 20 AM 9:44

Mail Tax Statements To:

Northern Natural Gas Company
P. O. Box 1188
Houston, Texas 77251-1188
Attn: Supervisor, Ad Valorem Tax

CONVEYANCE, ASSIGNMENT AND BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS:

This Conveyance, Assignment and Bill of Sale (this "Conveyance"), effective as of December 31, 1990, at 11:20 p.m. Houston, Texas time (the "Effective Time"), is from **ENRON CORP.**, a Delaware corporation, (being the corporation formerly known as NORTHERN NATURAL GAS COMPANY, a Delaware corporation (herein called "Northern"), which by certificate of amendment filed with the Secretary of State of Delaware on or about March 28, 1980, changed its name to INTERNORTH, INC., a Delaware corporation, which by certificate of amendment filed with the Secretary of State of Delaware on or about April 10, 1986, changed its name to ENRON CORPORATION, a Delaware corporation, which by certificate of amendment filed with the Secretary of State of Delaware on or about April 17, 1986, changed its name to Enron Corp.), with its general office at 1400 Smith, Houston, Texas 77002 (herein called "Grantor"), in favor of **NORTHERN NATURAL GAS COMPANY**, a Delaware corporation, with its general office at 1400 Smith, Houston, Texas 77002 and whose mailing address is P. O. Box 1188, Houston, Texas 77251-1188: Attn: General Counsel (herein called "Grantee").

Recorded _____
General _____
Numerical _____
Photostat _____

STATE OF NEBRASKA COUNTY OF WASHINGTON SS
ENTERED IN NUMERICAL INDEX AND FILED FOR RECORD
INDEXED BY CLERK OF DISTRICT COURT, 19 90
AT 9:44 AM AND RECORDED IN BOOK
190 AT PAGE 20-33
CLERK: *[Signature]*
DEPUTY CLERK: *[Signature]*

NEBRASKA DOCUMENTARY
STAMP TAX
Date December 28, 1990
C. 441.00 By [Signature]

WHEREAS, on or about February 20, 1937, INTERSTATE PRODUCTION COMPANY, a Delaware corporation, merged into Northern; on or about September 21, 1931, MISSOURI VALLEY PIPELINE COMPANY, a Delaware corporation, changed its name to Northern Gas and Pipeline Company; on or about February 20, 1937, NORTHERN FUEL SUPPLY COMPANY, a Delaware corporation, merged into Northern; on or about June 30, 1934, NORTHERN GAS AND PIPELINE COMPANY, a Delaware corporation, merged into Northern; and on or about December 30, 1960, PERMIAN BASIN PIPELINE COMPANY, a Delaware corporation, merged into Northern; and

WHEREAS, Grantor owns 100% of the issued and outstanding capital stock of Grantee and wishes to convey to Grantee, as a contribution to the capital of Grantee, the Subject Property, herein described, being a portion of the assets of Northern Natural Gas Company, a division of Grantor.

PART I

GRANTING AND HABENDUM CLAUSES

A. GRANTING AND HABENDUM CLAUSES.

For good and valuable consideration, the receipt and sufficiency of which Grantor hereby acknowledges, Grantor hereby grants, bargains, assigns, conveys and delivers unto Grantee, its successors and assigns, all right, title, interest and estate of Grantor in and to the following described property, Save and Except any Excepted Property, herein defined, (collectively, the "Subject Property"):

1. Fee Lands. The tracts or parcels of land, interests in land and other interests, if any, described in Part I of Exhibit A hereto, (the "Fee Lands");

2. Pipelines. The pipelines described in Part II of Exhibit A hereto, and all extensions thereof and all additions thereto, whether or not expressly described herein, and all pipelines located on the Easements, herein defined, (the "Pipelines");

3. Easements. The easements, rights of way, servitudes, leases, surface leases, surface rights, interests in land, permits, licenses, grants affecting land, other interests, franchises, ordinances, orders, privileges, consents, condemnation judgments or awards, judgments on declaration of taking and judgments in trespass to try title and other judicial actions relating to title to land or interests in land, if any, described in Part III of Exhibit A hereto, and all amendments, corrections and restatements thereof and any other instruments granted in lieu of or in addition to the foregoing, if any, together with and including, without limitation, all easements, rights of way, servitudes, leases, surface leases,

EXHIBIT A - PART III (EASEMENTS)
WASHINGTON COUNTY, NEBRASKA

1990/09/19

REF. NO.	REC. NO.	P/L NO.	TYPE	GRANTOR	GRANTEE	INSTR. DATE	FILE DATE	BOOK	PAGE	FILE NO.	DESCRIPTION
2004235		NEB 512-1-001	EASEMENT	LALLMANN, ALBERT, AND CELIA LALLMANN		04/10/51	05/16/51	051	689		SW/4 NW/4 & SW/4 SEC 12-T18N-R9E
2004236		NEB 512-1-003	EASEMENT	ECHTENKAMP, AUGUST, AND ANANDA ECHTENKAMP		05/02/51	05/16/51	051	692		NW/4 SW/4 SEC 13-T18N-R9E
2004237		NEB 512-1-005	EASEMENT	STEMMERMAN, PAUL, AND MARY STEMMERMAN		09/22/53	09/29/53	L. MISC	646		NW/4 SW/4 SEC 13-T18N-R9E
2004238		NEB 512-1-004	EASEMENT	GIESSELMAN, MERRY J., AND HENRIETTA GIESSELMAN		05/06/51	05/16/51	051	693		NW/4 SEC 24-T18N-R9E
2004239		NEB 512-1-005	EASEMENT	WILGERKAMP, N. V.		05/06/51	05/16/51	051	695		SW/4 SEC 24-T18N-R9E
2004240		NEB 512-1-006	EASEMENT	KRUGER, F. U., AND LENA KRUGER		05/05/51	05/16/51	051	696		NW/4 SEC 25-T18N-R9E
2004241		NEB 512-1-007	EASEMENT	WILGERKAMP, JOHN, AND SOPHIA WILGERKAMP		05/13/51	05/16/51	051	682		SW/4 SEC 25-T18N-R9E
2004243		NEB 512-1-008	EASEMENT	VOGT, CARL, AND OTTO VOGT		05/12/51	05/16/51	051	683		NW/4 & LOT 4, BOTH IN SEC 36-T18N-R9E
2004244		NEB 512-1-009	EASEMENT	THOMPSON, ROSEMA L.		05/13/51	05/16/51	051	684		LOT 5 IN SEC 36-T18N-R9E & LOT 4 SEC 1-T17N-R9E
2004245		NEB 512-1-010	EASEMENT	GIESSELMAN, J. G., AND MARITA GIESSELMAN		05/12/51	05/16/51	051	685		S/2 NW/4 SEC 1-T17N-R9E
2004246		NEB 512-1-011	EASEMENT	VOGT, WILLIAM, AND ANNA L. VOGT		05/12/51	05/16/51	051	687		E/2 SW/4 SEC 1 & LOT 6 IN SEC 1-T17N-R9E
2004247		NEB 512-1-012	EASEMENT	LOOSING, LOUISE		05/13/51	05/16/51	051	688		W/2 W/2 NE/4 & E/2 NW/4 SEC 12-T17N-R9E