STATE OF IOWA, MADISON COUNTY, ss.

Compared

Inst. No. 485 Filed for Record this 18 day of April 1975 at 1:30

Book 111 Page 339 Recording Fee 8.50 Mary E. Welty, Recorder, By MW Deputy

INSTRUMENT OF SUBORDINATION

WHEREAS, the State of Iowa, hereinafter called the "State", acting by and through the Iowa State Highway Commission, has undertaken the development of a highway improvement Project known as FN-169-3(8)--21-61 in Madison County, Iowa, along and upon Iowa Highway No. 169 pursuant to its statutory authority under Chapters 306 and 306A of the 1973 Code of Iowa; and

WHEREAS, the Natural Gas Pipeline Company of America, a Delaware corporation, with principal offices at 122 South Michigan Avenue, Chicago, Illinois, hereinafter called the "Company", holds certain pipeline easement interests for transportation of oil, gas and other petroleum products through the NW¼ of Section 23, T74N, R28W of the 5th P.M., Madison County, Iowa, portions of which lie within the limits of highway right of way for said Project; and

WHEREAS, it is necessary for the State to acquire, extinguish or subordinate the Company's interest in real estate so owned and occupied in said location and as hereinafter more particularly described to assure good and sufficient ownership by the State of said Highway as required by law;

NOW, THEREFORE, the Company, for and in consideration of the sum of One and No/100 ---------- ($1.00) Dollar, and other valuable consideration in hand paid by the State, receipt of which is hereby acknowledged, by these presents does hereby permanently subordinate all of its right, title and interest in and to the lands hereinafter described to the perpetual right, power and privilege of the State, its successors and assigns to use and occupy said lands for highway purposes, including the right to construct, operate and maintain thereon those highway facilities deemed necessary or desirable by the

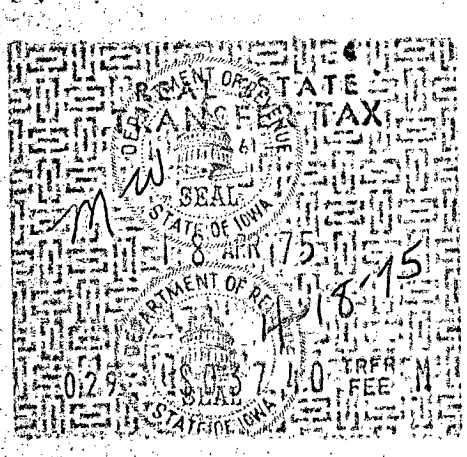
Iowa State Highway Commission, and it is understood and intended that the right, title and interest of the State shall be and remain superior at all times and in every particular and respect to the corresponding right, title and interest of the Company; provided, however, that the Company reserves to itself, its successors and assigns, all such rights, interests and privileges as may be used and enjoyed without interfering with the paramount right of the State to construct, operate and maintain highway facilities, including but not limited to, the right to construct, operate and maintain pipeline facilities and appurtenances on said real estate and the right to construct, operate and maintain additional pipeline facilities and appurtenances across said premises, provided such work does not interfere with such highway construction, operation and maintenance by the State; and the Company further will obtain and deliver to the State releases from all liens and encumbrances upon said right, title and interest of the Company to be subordinated to the State.

SAID LANDS ARE DESCRIBED AS FOLLOWS:

All that part of the right of way acquired by the State of Iowa for U.S. Highway No. 169 by the following Instruments of Record in the Office of the Madison County Recorder, Winterset, Iowa.

1. Warranty Deed (Louis B. Oberhauser et al., Grantors, Parcel No. 14) recorded August 29, 1974, in Book 104, Page 189, as Instrument No. 1421, being a part of the SE¼ NW¼ of Section 23, T74N, R28W of the 5th P.M., Madison County, Iowa.

2. Warranty Deed (Guy Williams and Addie Williams, Grantors, Parcel No. 15) recorded April 5, 1974, in Book 103, Page 668, as Instrument No. 583, being a part of the NE¼ NW¼ of Section 23, T74N, R28W of the 5th P.M., Madison County, Iowa.



IN WITNESS WHEREOF, the Company has caused this Instrument to be duly executed by its Vice President and its corporate seal affixed hereto this 11th day of APRIL, A.D., 1975.

ATTEST:

Asst. Secretary

NATURAL GAS PIPELINE
COMPANY OF AMERICA

By: J. E. Thompson
Vice President

LR

ACKNOWLEDGMENT

State of Illinois)
)
County of Cook)

I, Gloria Ellington, a Notary Public in and for said County, in the State aforesaid, do hereby certify that J. E. Thompson, personally known to me to be the Vice President of Natural Gas Pipeline Company of America, a corporation and J. L. Martin, personally known to me to be the Assistant Secretary of said corporation, and personally known to me to be the same persons whose names are subscribed to the foregoing instrument, appeared before me this day in person and severally acknowledged that as such Vice President and Assistant Secretary, respectively, they signed and delivered the said instrument and caused the corporate seal of said corporation to be affixed thereto, as their free and voluntary act and as the free and voluntary act and deed of said corporation, for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my official seal, this 14th day of April A.D. 1975

GLORIA ELLINGTON NOTARY PUBLIC COOK COUNTY

Gloria Ellington
Notary Public

My Commission Expires:
May 14 1977