



R2009021457

200902240021457

Receipt # T20090023396

Karen A. Stukel Will County Recorder 9P

JD Date 02/24/2009

Time 15:29:35

Recording Fees:

\$29.75

IL Rental Hsng. Support Program:

\$10.00

Name and Address of Document Preparer:

Kinder Morgan Operating L.P. "A"
370 Van Gordon Street
Lakewood, CO 80228

Return Documents to:

Elizabeth R. Muratet, Esq.
Gable & Gotwals
100 West 5th Street, Suite 1100
Tulsa, Oklahoma 74103-4217

Parcel ID No.

See attached Exhibit "A"

Address of Property/Nearest Known Intersecting Streets:

Pipeline Properties - no street address

Grantee's Name and Address:

ONEOK North System, L.L.C.
100 West 5th Street
Tulsa, Oklahoma 74103

Legal Description:

See Exhibit "A" attached to document to be recorded.

{688078;}

1/9c

PREPARED BY: Aaron P. Roffwarg, Bracewell & Giuliani LLP, 711 Louisiana, Suite 2300, Houston, Texas 77002,
Tel. (713) 221-1117 AND WHEN RECORDED MAIL TO: Elizabeth Muratet, GableGotwals, 100 West 5th Street, Suite
1100, Tulsa, Oklahoma 74103

**CONVEYANCE AND ASSIGNMENT OF EASEMENTS,
LICENSES, PERMITS AND LEASES**

THIS CONVEYANCE AND ASSIGNMENT OF EASEMENTS, LICENSES, PERMITS AND LEASES (this "Assignment") is executed on this 4th day of October, 2007, but made effective as of 7:00 AM Central Time on the 5th day of October, 2007 (the "Effective Time") by and among KINDER MORGAN OPERATING L.P. "A", a Delaware limited partnership with an address of 500 Dallas, Suite 1000, Houston, Texas 77002 (formerly known as Hydrocarbon Transportation, Inc., Northern Gas Products Co. and Enron Liquids Pipeline Operating Limited Partnership) ("ASSIGNOR") and ONEOK NORTH SYSTEM, L.L.C., a Delaware limited liability company with an address of 100 West 5th Street, Tulsa, Oklahoma, 74103 ("ASSIGNEE"). This Assignment is made pursuant to that certain Purchase and Sale Agreement (the "Purchase Agreement") dated as of June 29, 2007 by and between Assignor and ONEOK Partners Intermediate Limited Partnership. Unless otherwise defined herein, all capitalized terms used herein shall have the same meanings attributed to them as are set forth in the Purchase Agreement.

1. NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and confessed, ASSIGNOR hereby grants, bargains, conveys, delivers, assigns, and transfers to ASSIGNEE, effective as of the Effective Time, regardless of the date of execution, all of ASSIGNOR's right, title and interest in and to, together with all privileges appurtenant thereto, including, but not limited to, all fixtures, pipelines and improvements located thereon, the Easements, Permits, leases and other assets listed and more particularly described on "Exhibit A" attached hereto and made a part hereof (the "Subject Assets").

TO HAVE AND TO HOLD the Subject Assets unto ASSIGNEE, its successors and assigns forever.

2. This Assignment is being executed in connection with, and is subject to the terms, conditions, representations and warranties set forth in, the Purchase Agreement and shall neither add to nor detract from the rights of the parties under the Purchase Agreement.

3. Assignee hereby expressly assumes and agrees to pay, discharge and perform, in accordance with their terms, all liabilities of Assignor under the instruments creating the Subject Assets, excluding the Retained Liabilities.

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4. This Assignment shall be binding upon and inure to the benefit of the respective designees, successors and permitted assigns of the ASSIGNOR and ASSIGNEE, and may be executed in a number of identical counterparts, each of which for all purposes is to be deemed as original, and all of which constitute, collectively, one instrument.

5. This Assignment shall be governed by and construed in accordance with the laws of the state in which the Subject Assets are located.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be duly executed on date first set forth above but is made effective as of the Effective Time.

ASSIGNOR:

ASSIGNEE:

KINDER MORGAN OPERATING L.P. "A", a Delaware limited partnership

ONEOK NORTH SYSTEM, L.L.C.

By: Kinder Morgan G.P., Inc., its general partner

By: 
Name: Joseph Listengart
Title: Vice President

By: 
Name: Joseph Listengart
Title: Vice President

ACKNOWLEDGEMENTS

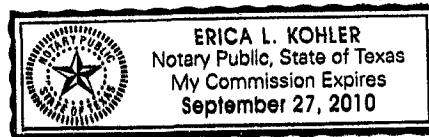
STATE OF TEXAS)
) ss.
COUNTY OF HARRIS)

The foregoing instrument was acknowledged before me this 4th day of October, 2007, by Joseph Listengart as Vice President of Kinder Morgan G.P., Inc., as general partner of Kinder Morgan Operating L.P. "A".

Witness my hand and official seal.

My commission no. 12585640-7 expires:
September 27, 2010

Erica L. Kohler
Notary Public



STATE OF TEXAS)
) ss.
COUNTY OF HARRIS)

The foregoing instrument was acknowledged before me this 4th day of October 2007, by Joseph Listengart as Vice President of ONEOK North System, L.L.C.

Witness my hand and official seal.

My commission no. 12585640-7 expires:
September 27, 2010

Erica L. Kohler
Notary Public

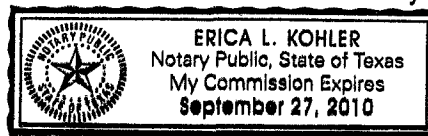


EXHIBIT "A"
WILL COUNTY, ILLINOIS

Record#	Caption	Grantor	Grantee	DocDate	Book	Page	PageFile	PIN's	Description
IL-106-004-003*WIL	Easement	Commonwealth Edison Co.	Hydrocarbon Transportation, Inc.	3/9/1970				01-05-100-007 01-05-300-010 01-05-300-011 01-08-100-016 01-08-300-005 01-17-100-002 01-17-300-002 01-20-100-004 01-20-300-001	Secs 5, 8, 17, 20 in Wheatland TWP (T37N-R9E) in Will Co., (B) Approx 2.58 miles in Edison's Sta 18-W ROW in Secs 3-5, Lockport TWP (T36N-R10E), Will Co., (C) Approx .85 miles in Edison's Will Co. Station property & Joliet-Tiedtville-Chicago ROW in Secs 2 & 3, Lockport TWP (T36N-R10E), Will Co. (D) Approx 7.30 miles in Edison's Sta 18-Bedford Park ROW in Secs 1 & 2, Lockport TWP (T36N-R10E), & in Sec 36, DuPage TWP (T37N-R10E), all in Will Co.
IL-106-089-RRX	[LICENSE]	Elgin-Joliet & Eastern Railway Co.	Northern Gas Products Co.	6/15/1966				01-20-500-003	T37N-R9E, 3rd P.M., Sec 20: SW/4 - p/l across RR ROW at Survey Sta 3149+08.5 at Normantown, Illinois, Said property being W of 252nd Ave
IL-106-094	Pipeline Easement	Varley, Merwin L. and Adeline M. Varley	Northern Gas Products Co.	2/21/1966	2208	469	R66 3613	01-21-300-002	T37N-R9E, 3rd P.M., Sec 21: SW/4 SW/4 Said property being N of (119th St.) Sec 28: W/2 NW/4 Said property being S of (119th St.)
IL-106-096	Pipeline Easement	Culver, James F.	Northern Gas Products Co.	9/2/1965	2194	061	R66 739	01-28-100-002	T37N-R9E, 3rd P.M., Sec 28: E/2 NW/4 (pipeline shall be located in the ROW, & not closer than 5 ft from, the S Hwy Line of TWP Rd between Sec 22 & 28), Said property being S of 119th St.
IL-106-106	Pipeline Easement	Birkett, Reese L.	Hydrocarbon Transportation, Inc.	6/29/1967			R67 9882	01-26-100-001 01-26-100-008	T37N-R9E, 3rd P.M., Sec 26: A tract in NW/4 described as follows: Commencing at point 6.9 ft S of Common corner of Secs 22, 23, 26, 27; thence SE'y 37 ft to pt 28.3 ft S of centerline of 119th St.; thence E'y 368.7 ft

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IL-106-118-001	Pipeline Easement	Mather, Reinette D.	Northern Gas Products Co.	1/26/1966 9/23/1988	2208	457	R66 3602 R89 3366	02-29-100-009	T37N-R10E, 3rd P.M.,- Sec 29: N/2 NW/4 (pipeline will run 10 ft S of & parallel to N property line) subject to Partial Release dated 09/23/88 & recorded at File # R89-00366 on 01/20/89 of Public Records of Will County, IL, said property being E of Williams (Weber) Road.
IL-106-134A	Agreement	Material Service Corp.	Hydrocarbon Transportation, Inc.	10/1/1981				04-02-300-007 04-03-301-006	T36N-R10E, 3rd P.M., Sec 3
IL-106-139-RRX	Pipe Line License	Atchison, Topeka & Santa Fe Railway Co.	Hydrocarbon Transportation, Inc.	5/18/1967				04-02-502-003	T36N-R10E, 3rd P.M., Sec 2: SW/4 - p/l across RR ROW near Lockport, Illinois, said property being N of New Avenue
IL-106-143-001	Easement Agreement	Texaco Inc.	Hydrocarbon Transportation, Inc.	12/19/1967				04-02-400-004	T36N-R10E, 3rd P.M., Sec 2: (Texaco Lockport Refinery) - Covering small portion of property between I & M Canal & RR ROW
IL-106-143-002	Easement Agreement	Texaco, Inc.	Hydrocarbon Transportation, Inc.	11/17/1976				04-02-400-004	T36N-R10E, 3rd P.M.,- Sec 2: SE/4, said property being W of High Road
IL-106-144-001-RRX	[Agreement]	Gulf, Mobile and Ohio Railroad Co. [c/o Illinois Central Railroad Co.]	Northern Gas Products Co.	3/6/1967				04-02-503-002	T36N-R10E, 3rd P.M., Sec 2: E/2 - RR crossing 1964 ft N of MP 30 near Romeoville, IL, said property being N of New Avenue.
IL-106-151	Easement	Commonwealth Edison Co.	Hydrocarbon Transportation, Inc.	3/9/1970				02-36-300-009 02-36-300-010 02-36-400-012	T37N-R10E, 3rd P.M., Sec 36: SW/4 SE/4 NW/4 SE/4 SE/4

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IL-106-152	Pipeline Easement	Haehnel, Max, and Agnes Haehnel	Northern Gas Products Co.	11/28/1966			R67 5741	02-36-400-012 02-36-400-013 02-36-200-003	T37N-R10E, 3rd P.M., Sec 36: 66 ft construction easement along W line of the following described parcel & a 33 ft permanent easement along W/2 of construction easement. All a part of S-3/8 of E/2 NE/4 & NE/4 SE/4. Also a permanent easement ft located in SW/c of above described property. The 24 ft dimension shall extend from E to W. A construction easement is also granted for this facility & extends 33 ft to E, N & W from the permanent easement. Said property being N of
IL-107-051A	Cathodic Protection Contract	Felman, Marie L.	Hydrocarbon Transportation, Inc.	4/23/1971			R71-9885	03-32-400-002	T36N-R9E, 3rd P.M., Sec 32: A part of SE/4 SE/4 lying S and E of the Commonwealth Edison Right of Way, said property being S of Caton Farm Road.
IL-306-001	Pipeline Easement Agreement	Union Oil Co. of California [c/o Unocal Corporation]	Hydrocarbon Transportation, Inc.	10/14/1975			R76 38480	02-36-400-011 02-36-400-012 02-36-400-013 02-36-200-003 02-36-200-006 02-25-401-008 02-35-200-006 02-35-200-012 02-36-100-010	T37N-R10E, 3rd P.M. (R76 38480 Description "A"), Sec 25: SE/4, sd property lying N of 127th St.; Sec 35: NE/4, sd property lying E of New Avenue; Sec 36: NE/4 & NW/4 C/L described as follows: Comm. at NE/c Sec. 36, thence S 0 dg 18' 00" W 847.7 ft; thence S 89 dgs 10' 50" W 41.37 ft to True POB; thence N 0 dg 38' 50" E 313.35 ft; thence N 0 dg 35' 40" W 142.8 ft; thence N 1 dg 10' 10" E 348.55 ft; thence N 45 dgs 37' 20" W 5.5 ft; thence S 87 dgs 35' 10" W 118.0 ft; thence S 89 dgs 43' 05" W 345.15 ft; thence S 89 dgs 06' 25" W 840.2 ft; thence N 0 dg 21' 45" E 36.8 ft; thence N 0 dg 21' 45" E 53.55 ft; thence N 0 dg 59' 45" W 771.45 ft; thence N 9 dgs 29' 45" W 360 ft; thence N 8 dgs 47' 45" W 487.11 ft to a point on S property line of HTI Truck Rack Site. ROW being 2 ft

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IL-314-004-001*WIL	Easement	Commonwealth Edison Co.	Hydrocarbon Transportation, Inc.	12/5/1977			R 77-50866	10-19-300-001 10-19-300-002 10-19-400-005 10-19-400-007 10-20-300-005 10-20-300-006 10-21-300-002 10-21-400-006 10-21-300-004	T34N-R9E, 3rd P.M., Secs 19, 20 & 21
IL-314-026	Easement	First National Bank of Joliet, Tr., Frank Arbanas Trust (Trust #280)	Hydrocarbon Transportation, Inc.	4/11/1977			R77 15422	10-20-400-006	T34N-R9E, 3rd P.M., Sec 20: Commencing at a point 14 ft W of W bank of Moose Island in Des Plaines River, 2450 ft E & 12 ft N of SW/c Sec. 20; thence continuing E on a line parallel to & 12 ft N of S sec line of Sec. 20
IL-314-030-RRX	Pipe Line License	Atchison, Topeka & Santa Fe Railway Co.	Hydrocarbon Transportation, Inc.	3/3/1977				10-28-500-001	T34N-R9E, 3rd P.M., Sec 21: SE/4 - p/l across RR ROW at MP 2+3409 near Joliet, Illinois,
IL-314-034	Agreement Granting Pipeline Easement	Mobil Joliet Refinery Corporation	Hydrocarbon Transportation, Inc.	1/1/1986			86-6986	10-22-100-006 10-23-200-001	T34N-R9E, 3rd P.M., Secs 22 & 23: (Pipeline) The c/l of a 1 ft wide pipeline esmt descr'd as follows: Comm. at the SW/C of said Sec 22; thence N 89 dgs 59' 45" E 132.1 ft along S line of said Sec 22 to the intersection
IL-316-001-001*WIL	Easement	Commonwealth Edison Co.	UPG, Inc.	12/30/1980			R83-06689	10-19-300-001 10-19-300-002 10-19-400-005 10-19-400-007 10-20-300-005 10-20-300-006 10-21-300-002 10-21-400-006 10-21-300-004	T34N-R9E, 3rd P.M., Secs 19, 20 & 21: Parcel Nos. 13, 16, 18, 19 & 20 in Commonwealth Edison Company & Wilton Center-Plano Right-of-Way in S/2.
IL-316-025-RRX	Pipeline License	Atchison, Topeka & Santa Fe Railway Co.	UPG, Inc.	1/29/1981				10-28-500-001	T34N-R9E, 3rd P.M.,- Sec 21: SE/4 - p/l across RR ROW at MP 2+3414 at Sta 139+74

EXHIBIT "A"
WILL COUNTY, ILLINOIS

Record#	Caption	Grantor	Grantee	DocDate	Book	Page	PageFile	PIN's	Description
IL-316-029	Agreement Granting Pipeline Easement	Mobil Joliet Refinery Corp.	UPG, Inc.	6/1/1981			R82-06064	10-22-100-006 10-23-200-001	T34N-R9E, 3rd P.M., Sec 22 & 23: Easement Description No. 1 (Pipeline): Comm. at the SW/C Sec 22, th N 89 dgs 59' 45" E 132.1 ft along S line of Sec 22 to the intersection of E ROW line of I-55 and said S Sec line Sec 22; th N 0 dg 32' 50" W 83.5 ft to POB; th N 89 dgs 59' 45" E 68 ft; th N 0 dg 32' 50" W 236 ft parallel with said E ROW line of I-55; th N 89 dgs 59' 45" E 4320 ft parallel with & 6 ft N of said N line of Commonwealth Edison Co. property to pt 80 ft NW'ly from the c/l of the Atchison, Topeka & Santa Fe RR; th N 19 dgs 11' 57" E 3085 ft parallel with and 80 ft NW'ly from said c/l of RR extending into Sec 23; th N 10 dgs 34' 07" E 390 ft; th N 63 dgs 48' 27" E 88 ft to a pt 77 ft NW'ly from said c/l of RR; th N 19 dgs 11' 57" E 73.2 ft pt 67 ft NW'ly from