

SECOND AMENDMENT TO GRANTS OF EASEMENT

THIS SECOND AMENDMENT TO GRANTS OF EASEMENT (this "Amendment") is made as of the 1st day of February, 2009 by and between **NORFOLK SOUTHERN RAILWAY COMPANY**, a Virginia corporation; **THE ALABAMA GREAT SOUTHERN RAILROAD COMPANY**, an Alabama corporation; **CENTRAL OF GEORGIA RAILROAD COMPANY**, a Georgia corporation; **GEORGIA SOUTHERN AND FLORIDA RAILWAY COMPANY**, a Georgia corporation; **THE SOUTH WESTERN RAILROAD COMPANY**, a Georgia corporation; (hereinafter together called "Grantor"); and **SOUTHERN NATURAL GAS COMPANY**, a Delaware general partnership (hereinafter called "Grantee").

RECITALS

WHEREAS, Grantor and Grantee entered into various Easement Agreements, see Exhibit A, as amended by that certain First Amendment to Grants of Easement dated April 28, 2005 (hereinafter collectively called the "Easement Agreements") for the construction, installation, maintenance and use of pipeline crossings and other occupations on property or right of way owned or operated by Grantor in the states of Alabama, Georgia, Louisiana, Mississippi, South Carolina and Tennessee; and

WHEREAS, Grantor and Grantee desire to amend the Easement Agreements to (1) add Elba Express Company, L.L.C., an affiliate of Grantee, as a party to the Easement Agreements, (2) to revise the fees payable for new pipeline crossings covered by the Easement Agreements, and (3) to make certain other changes to the Easement Agreements, as hereinafter stated.

NOW THEREFORE, in consideration of the mutual covenants contained herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Easement Agreements are hereby modified, and the parties hereto do agree, as follows:

1. **Addition of Elba Express Company.** By executing this Amendment, Elba Express Company, L.L.C. agrees that, from and after the date hereof, it shall be entitled to the benefits under, and agrees to be bound by the terms and conditions of, the Easement Agreements as an additional "Grantee" under such instruments.

2. **Modifications to Easement Agreements.**

a. Exhibit A of each Grant of Easement is revised so as to increase the fee payable for each new pipeline crossing (hereinafter called the "Crossing Fee") with a diameter between 6 inches and 48.9 inches from \$10,450.00 to \$11,400.00 payable in advance, effective on the **1st day of February, 2009** (hereinafter called the "Effective Date").

b. Paragraph 18 of each Grant of Easement is deleted in its entirety and the following paragraph is inserted in lieu thereof:



18. The term of this Easement Agreement (hereinafter called the "Term"), during which time Grantee shall be authorized to submit plans for the construction of new, modified or replacement crossings under the terms of this Easement Agreement, shall commence on the Effective Date and shall expire on the tenth (10th) anniversary of the Effective Date; provided, however, the easement herein granted to Grantee shall be perpetual as to any of the FACILITIES covered pursuant to and in accordance with this Easement Agreement. During the ninety (90) days preceding the expiration of the Term, Grantor and Grantee agree to negotiate in good faith to modify the fees paid by Grantee for new, modified and replacement crossings to reflect the then current conditions that affect the cost and value of the rights granted herein. If Grantor and Grantee are unable to agree on the amount of those fees prior to the expiration of the Term, which agreement shall be evidenced by a written amendment to this Easement Agreement, then the right of Grantee to construct new, modified or replacement crossings pursuant to this Easement Agreement shall automatically terminate. Such termination shall operate only to terminate the right of Grantee to construct new, modified or replacement crossings, and shall not affect the Grantee's rights with respect to the FACILITIES, which shall continue to be covered by the terms of this Easement Agreement.

c. Each Grant of Easement is hereby modified so as to automatically increase the "Crossing Fee" by ten per-cent (10%) every three years, commencing on the 1st day of February, 2012.

3. **Miscellaneous.** Grantor and Grantee acknowledge and agree that the Easement Agreements, as amended by this Amendment, remain in full force and effect. In the event of an inconsistency between the terms of this Amendment and the terms of the Easement Agreements, the terms of this Amendment shall control. This Amendment may be executed in multiple counterparts, each of which shall be deemed an original, and all of which shall together constitute one and the same document. This Amendment shall inure to the benefit of and be binding upon the parties hereto and their respective successors and assigns.

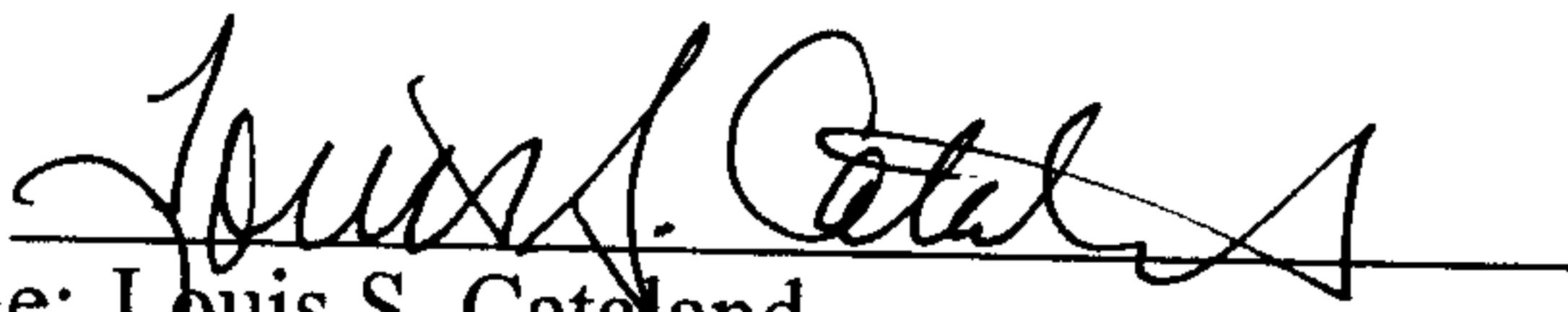
[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have executed this Amendment in duplicate, each part being an original, as of the date first above written.

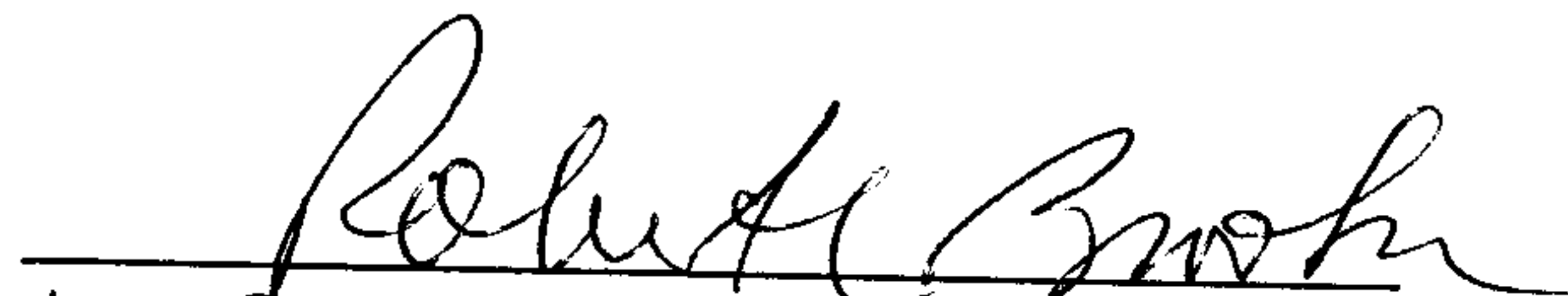
Witness:


Assistant Corporate Secretary

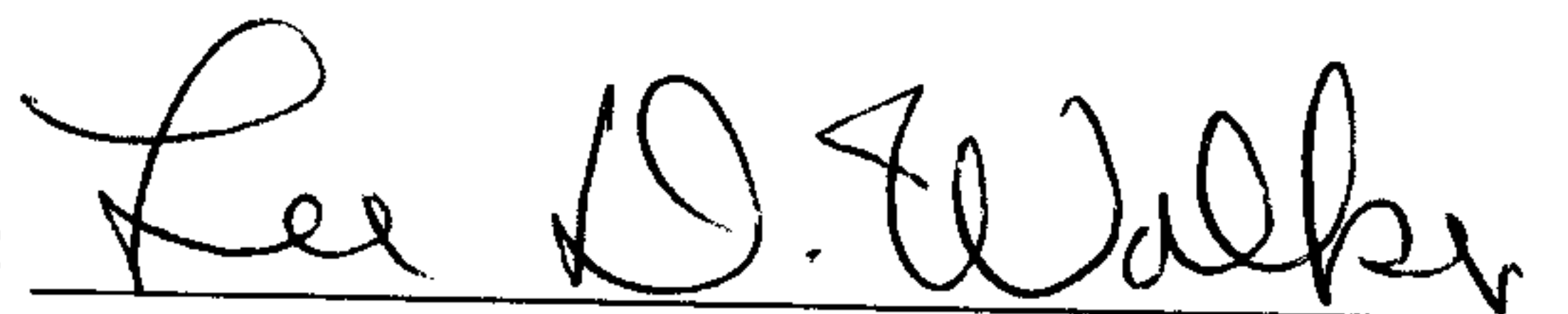
GRANTOR:
NORFOLK SOUTHERN RAILWAY
COMPANY;
THE ALABAMA GREAT SOUTHERN
RAILROAD COMPANY
CENTRAL OF GEORGIA RAILROAD
COMPANY;
GEORGIA SOUTHERN AND FLORIDA
RAILWAY COMPANY;
THE SOUTH WESTERN RAILROAD
COMPANY,

BY: 
Name: Louis S. Cataland
Title: Real Estate Manager


Witness:


As to Grantee
Robert L. Brooks

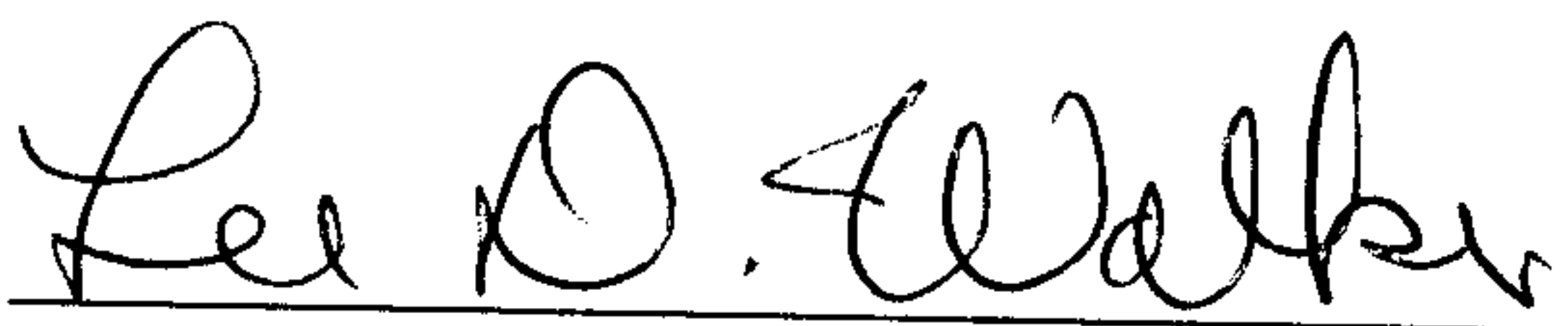
GRANTEE:
SOUTHERN NATURAL GAS
COMPANY, a Delaware general
partnership

BY: 
Name: Lee D. Walker
Title: Agent and Attorney-in-Fact

Witness:


As to Grantee
Robert L. Brooks

ELBA EXPRESS COMPANY, L.L.C., a
Delaware limited liability company

BY: 
Name: Lee D. Walker
Title: Agent and Attorney-in-Fact

ACKNOWLEDGMENT

State of Georgia

SS

County of Fulton



20090320000104480 4/10 \$39.00
Shelby Cnty Judge of Probate, AL
03/20/2009 11:45:32AM FILED/CERT

On this 25th day of February, 2009, Louis S. Cataland
and Mary Ann Mullady personally appeared before me, the undersigned, a
notary public, who acknowledges that they are the Real Estate Manager and Assistant
Corporate Secretary of the Central of Georgia Railroad Company, its affiliated operating
subsidiaries, and that they executed the foregoing on behalf of the said companies for the
purposes therein contained.

(Seal)

Kimisha O. Swain
Notary Public
NOTARY PUBLIC, HENRY COUNTY, GA
MY COMMISSION EXPIRES NOVEMBER 23, 2011

State of Alabama

SS

County of Jefferson

On this 1 day of FEBRUARY, 2009, Lee D. Walker personally
appeared before me, the undersigned, a notary public, who acknowledged that he is the
Agent and Attorney-in-Fact of Southern Natural Gas Company and that he executed the
foregoing on behalf of the said general partnership for the purposes therein contained.

(Seal)

Tommy G. Hill
Notary Public

My Commission Expires on February 8, 2010

State of Alabama

SS

County of Jefferson


On this 1 day of FEBRUARY, 2009, Lee D. Walker personally
appeared before me, the undersigned, a notary public, who acknowledged that he is the
Agent and Attorney-in-Fact of Elba Express Company, L.L.C. and that he executed the
foregoing on behalf of the said limited liability company.

(Seal)

Tommy G. Hill
Notary Public

My Commission Expires on February 8, 2010


EXHIBIT A


20090320000104480 5/10 \$39.00
Shelby Cnty Judge of Probate, AL
03/20/2009 11:45:32AM FILED/CERT

1. Grant of Easement dated April 29, 2002 between Norfolk Southern Railway Company and Southern Natural Gas Company at various locations in the County of Lamar, State of Georgia.
2. Grant of Easement dated April 29, 2002 between Alabama Great Southern Railroad Company and Southern Natural Gas Company at various locations in the Orleans Parish, State of Louisiana.
3. Grant of Easement dated March 6, 2002, between Norfolk Southern Railway Company and Southern Natural Gas Company at various locations in the County of Autauga, State of Alabama.
4. Grant of Easement dated April 29, 2002, between Central of Georgia Railroad Company and Southern Natural Gas Company at various locations in the County of Jefferson, State of Georgia.
5. Grant of Easement dated April 29, 2002, between Central of Georgia Railroad Company and Southern Natural Gas Company at various locations in the County of Jenkins, State of Georgia.
6. Grant of Easement dated April 29, 2002, between Central of Georgia Railroad Company and Southern Natural Gas Company at various locations in the County of Jones, State of Georgia.
7. Grant of Easement dated April 29, 2002, between Norfolk Southern Railway Company and Southern Natural Gas Company at various locations in the County of Aiken, South Carolina.
8. Grant of Easement dated April 29, 2002, between Norfolk Southern Railway Company and Southern Natural Gas Company at various locations in the County of Hamilton, State of Tennessee.
9. Grant of Easement dated April 29, 2002, between Norfolk Southern Railway Company and Southern Natural Gas Company at various locations in the County of Bradley, State of Tennessee.
10. Grant of Easement dated April 29, 2002, between The Alabama Great Southern Railroad Company and Southern Natural Gas Company at various locations in the County of Clarke, State of Mississippi.
11. Grant of Easement dated April 29, 2002, between The Alabama Great Southern Railroad Company and Southern Natural Gas Company at various locations in the St. Bernard Parish, State of Louisiana.

12. Grant of Easement dated April 29, 2002, between the Central of Georgia Railroad Company and Southern Natural Gas Company at various locations in the County of Richmond, State of Georgia.
13. Grant of Easement dated April 29, 2002, between the Central of Georgia Railroad Company and Southern Natural Gas Company at various locations in the County of Polk, State of Georgia.
14. Grant of Easement dated April 29, 2002, between the Central of Georgia Railroad Company and Southern Natural Gas Company at various locations in the County of Monroe, State of Georgia.
15. Grant of Easement dated April 29, 2002, between the Central of Georgia Railroad Company and Southern Natural Gas Company at various locations in the County of Lamar, State of Georgia.
16. Grant of Easement dated April 29, 2002, between Norfolk Southern Railway Company and Southern Natural Gas Company at various locations in the County of Crawford, State of Georgia.
17. Grant of Easement dated April 29, 2002, between Norfolk Southern Railway Company and Southern Natural Gas Company at various locations in the County of Cobb, State of Georgia.
18. Grant of Easement dated April 29, 2002, between Norfolk Southern Railway Company and Southern Natural Gas Company at various locations in the County of Clayton, State of Georgia.
19. Grant of Easement dated April 29, 2002, between Central of Georgia Railroad Company and Southern Natural Gas Company at various locations in the County of Burke, State of Georgia
20. Grant of Easement dated April 29, 2002, between Central of Georgia Railroad Company and Southern Natural Gas Company at various locations in the County of Carroll, State of Georgia.
21. Grant of Easement dated April 29, 2002, between Central of Georgia Railroad Company and Southern Natural Gas Company at various locations in the County of Baldwin, State of Georgia.
22. Grant of Easement dated April 29, 2002, between Norfolk Southern Railway Company and Southern Natural Gas Company at various locations in the County of Harris, State of Georgia.

23. Grant of Easement dated April 29, 2002, between Norfolk Southern Railway Company and Southern Natural Gas Company at various locations in the County of Floyd, State of Georgia.
24. Grant of Easement dated April 29, 2002, between Norfolk Southern Railway Company and Southern Natural Gas Company at various locations in the County of Douglas, State of Georgia.
25. Grant of Easement dated April 29, 2002, between Central of Georgia Railroad Company and Southern Natural Gas Company at various locations in the County of Lee, State of Alabama.
26. Grant of Easement dated April 29, 2002, between Central of Georgia Railroad Company and Southern Natural Gas Company at various locations in the County of Jefferson, State of Alabama.
27. Grant of Easement dated April 29, 2002, between Central of Georgia Railroad Company and Southern Natural Gas Company at various locations in the County of Henry, State of Georgia.
28. Grant of Easement dated April 29, 2002, between Central of Georgia Railroad Company and Southern Natural Gas Company at various locations in the County of Chatham, State of Georgia.
29. Grant of Easement dated April 29, 2002, between Norfolk Southern Railway Company and Southern Natural Gas Company at various locations in the County of Spalding, State of Georgia.
30. Grant of Easement dated April 29, 2002, between Norfolk Southern Railway Company and Southern Natural Gas Company at various locations in the County of Whitfield, State of Georgia.
31. Grant of Easement dated April 29, 2002, between Central of Georgia Railroad Company and Southern Natural Gas Company at various locations in the County of Muscogee, State of Georgia.
32. Grant of Easement dated April 29, 2002, between Central of Georgia Railroad Company and Southern Natural Gas Company at various locations in the County of Upson, State of Georgia.
33. Grant of Easement dated April 29, 2002, between Norfolk Southern Railway Company and Southern Natural Gas Company at various locations in the County of Bibb, State of Georgia.

34. Grant of Easement dated April 29, 2002, between Central of Georgia Railroad Company and Southern Natural Gas Company at various locations in the County of Russell, State of Alabama.
35. Grant of Easement dated April 29, 2002, between The Alabama Great Southern Railroad Company and Southern Natural Gas Company at various locations in the County of Jefferson, State of Alabama.
36. Grant of Easement dated April 29, 2002, between The Alabama Great Southern Railroad Company and Southern Natural Gas Company at various locations in the County of Tuscaloosa, State of Alabama.
37. Grant of Easement dated April 29, 2002, between Norfolk Southern Railway Company and Southern Natural Gas Company at various locations in the County of Calhoun, State of Alabama.
38. Grant of Easement dated April 29, 2002, between Norfolk Southern Railway Company and Southern Natural Gas Company at various locations in the County of Cleburne, State of Alabama.
39. Grant of Easement dated April 29, 2002, between Norfolk Southern Railway Company and Southern Natural Gas Company at various locations in the County of Hale, State of Alabama.
40. Grant of Easement dated April 29, 2002, between Norfolk Southern Railway Company and Southern Natural Gas Company at various locations in the County of Jefferson, State of Alabama.
41. Grant of Easement dated April 29, 2002, between Norfolk Southern Railway Company and Southern Natural Gas Company at various locations in the County of Perry, State of Alabama.
-  42. Grant of Easement dated April 29, 2002, between Norfolk Southern Railway Company and Southern Natural Gas Company at various locations in the County of Shelby, State of Alabama.
43. Grant of Easement dated April 29, 2002, between Norfolk Southern Railway Company and Southern Natural Gas Company at various locations in the County of Saint Clair, State of Alabama.
44. Grant of Easement dated April 29, 2002, between Norfolk Southern Railway Company and Southern Natural Gas Company at various locations in the County of Talladega, State of Alabama.

45. Grant of Easement dated April 29, 2002, between Norfolk Southern Railway Company and Southern Natural Gas Company at various locations in the County of Walker, State of Alabama.
46. Grant of Easement dated April 29, 2002, between Norfolk Southern Railway Company and Southern Natural Gas Company at various locations in the County of Shelby, State of Alabama.
47. Grant of Easement dated April 29, 2002, between Central of Georgia Railroad Company and Southern Natural Gas Company at various locations in the County of Spalding, State of Georgia.
48. Grant of Easement dated April 29, 2002, between The Southwestern Railroad Company and Southern Natural Gas Company at various locations in the County of Dougherty, State of Georgia.
49. Grant of Easement dated August 1, 2002, between Georgia Southern and Florida Railway Company and Southern Natural Gas Company at various locations in the County of Columbia, State of Florida.
50. Grant of Easement dated August 1, 2002, between Central of Georgia Railroad Company and Southern Natural Gas Company at various locations in the County of Early, State of Georgia.
51. Grant of Easement dated August 1, 2002, between Georgia Southern and Florida Railway Company and Southern Natural Gas Company at various locations in the County of Hamilton, State of Florida.
52. Grant of Easement dated August 1, 2002, between Georgia Southern and Florida Railway Company and Southern Natural Gas Company at various locations in the County of Lowndes, State of Georgia.
53. Grant of Easement dated August 1, 2002, between Central of Georgia Railroad Company and Southern Natural Gas Company at various locations in the County of Randolph, State of Georgia.
54. Grant of Easement dated August 1, 2002, between Central of Georgia Railroad Company and Southern Natural Gas Company at various locations in the County of Russell, State of Alabama.
55. Grant of Easement dated August 1, 2002, between The Southwestern Railroad Company and Southern Natural Gas Company at various locations in the County of Sumter, State of Georgia.

56. Grant of Easement dated August 1, 2002, between The Southwestern Railroad Company and Southern Natural Gas Company at various locations in the County of Terrell, State of Georgia.
57. Grant of Easement dated August 1, 2002, between Georgia Southern and Florida Railway Company and Southern Natural Gas Company, successor in interest to South Georgia Natural Gas Company at various locations in the County of Tift, State of Georgia.
58. Grant of Easement dated September 26, 2006, between Norfolk Southern Railway Company and Southern Natural Gas Company at various locations in the County of Glynn, State of Georgia.
59. Grant of Easement dated September 26, 2002, between Norfolk Southern Railway Company and Southern Natural Gas Company at various locations in the County of Effingham, State of Georgia.
60. Grant of Easement dated September 26, 2002, between Norfolk Southern Railway Company and Southern Natural Gas Company at various locations in the County of Nassau, State of Florida.

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