

AGREEMENT OF CONSOLIDATION AND MERGER
AND
ARTICLES AND CERTIFICATE OF INCORPORATION
OF THE
MOUNTAIN FUEL SUPPLY COMPANY

(A consolidation of the Wasatch Gas Company, Ogden Gas Company, and Utah Gas and Coke Company, and a merger of the Western Public Service Corporation, the Mountain Fuel Supply Company, Uinta Pipe Line Company, and The Aspen Mountain Gas Company, all corporations of the same kind, engaged in the same general business, into a Consolidated Corporation, organized under the laws of the State of Utah, under the name of Mountain Fuel,Supply Company).

United States of America,)
 : ss.
State of Utah.)

This certificate and agreement made as of the First day of April, A.D. 1935, by and between the Wasatch Gas Company, a corporation of the State of Utah, by its President and Secretary and the Directors thereof, parties of the first part; Ogden Gas Company, a corporation of the State of Utah, by its President and Secretary and the Directors thereof, parties of the second part; and Utah Gas and Coke Company, a corporation of the State of Utah, by its President and Secretary and the Directors thereof, parties of the third part; all hereinafter sometimes referred to collectively as "Constituent Corporations "; the Western Public Service Corporation, a corporation of the State of Delaware, by its President and Secretary and the Directors thereof, parties of the fourth part; Mountain Fuel Supply Company, a corporation of the State of Delaware, by its President and Secretary and the Directors thereof, parties of the fifth part; Uinta Pipe Line Company, a corporation of the State of Delaware, by its President and Secretary and the Directors thereof, parties of the sixth part; and The Aspen Mountain Gas Company, a corporation of the State of Wyoming, by its President and Secretary and the Directors thereof, parties of the seventh part, all hereinafter sometimes referred to collectively as the "Merged Corporations"; and the following persons who are Directors in one or more of the Consolidated or Merged Corporations, to-wit:

T. B. Gregory, O.D. Donnell, L. B. Denning, D.E. Mitchell, J. M. Simpson, J. C. Donnell II, F. B. Firmin, A.M. Gee, and J. H. DeVine, (who are hereinafter sometimes designated collectively as "Incorporators"), parties of the eighth part hereto,

W I T N E S S E T H :

1. That the Constituent Corporations, said Wasatch Gas Company, (hereinafter^{sometimes}/referred to as the "Wasatch Company"), said Ogden Gas Company, (hereinafter sometimes referred to as the "Ogden Company"), and said Utah Gas and Coke Company (hereinafter sometimes referred to as the "Utah Company "), respectively party of the first part, party of the second part and party of the third part hereto, are each a corporation organized under and in pursuance of the laws of the State of Utah, and each is organized for the purpose of and is generally engaged in manufacturing, producing, generating, transmitting, purchasing, distributing, or selling natural and artificial gas and gas by-products and gas appliances for light, heat, power or otherwise, and each is engaged in one or more of the purposes aforesaid in one or more of the following counties in the State of Utah, to-wit: Weber, Morgan, Davis, Summit, Salt Lake, Utah, and Wasatch, and in one or more of the cities, towns and villiges located in said Counties, and each has full lawful power and authority to consolidate, on~~e~~ with the other, under the laws of the State of Utah, and the formation thereby of a new consolidated corporation which will become the owner and succeed to all of the rights, privileges, primary and secondary franchises, licenses and certificates of convenience and necessity, and all property, real and personal, and all subscriptions and debts due of whatever kind, and all corporate and other rights and interests of all of the corporations so consolidated, (hereinafter sometimes separately and sometimes collectively referred to as "Consolidated Properties"),

considerations therein expressed, and that the execution of the same was the free and voluntary act and deed of the Lessor, and I further certify, if Lessor is a corporation, it appeared by the officer who signed on its behalf, and such officer to me acknowledged that the execution of said lease was by authority duly granted.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and the year last above written.

Notarial seal affixed

My commission expires:
Jan. 31, 1937

Jos. A. Longhran
Notary Public

LANDOWNER'S CONSENT
(Must be procured in all instances)

The undersigned, owner (herein referred to in the singular number whether one or more) of the premises hereinabove described, hereby consents to the subletting of same in accordance with the above and foregoing agreement.

WITNESS;

A.O. Lunt

H. B. Crouch
Owner.

Filed for record and recorded May 2 A.D., 1936, at 1 o'clock P.M.

Flaurie E. White
County Recorder

No. 17444.

GRANT OF EASEMENT AND RIGHTS OF WAY

Arthur Whittier

Thornley Land and Stock Co.; Albert Whittier; V.R. Bohman, deceased, Estate, (Nancy Bohman, Administratrix); and Emma G. Gamble, all of Peterson, County of Morgan, State of Utah,

GRANTORS to PETERSON PIPE LINE CO., of Peterson, County of Morgan, State of Utah, GRANTEE, for the sum of \$1.00 and other good and valuable consideration, the following perpetual Easement and Rights of Way along and across the following tracts of land in Morgan County, State of Utah, for ingress, egress and regress, for the purpose of digging a trench, laying a pipe line, filling trench, and to repair, maintain or remove pipe along a strip of land one rod wide, more or less, one half of said strip to be on either side of the following Transit Line, to-wit:

Thornley Land and Stock Co., In the North half of Sec. 12, T. 4 N. R. 1 E., Salt Lake Base and Meridian. Beginning at a point 4,835 feet S. 65° W. from the N.E. Cor. of said section 12, and Running thence N. 69° E. 77 feet; thence N. 54° E. 100 feet; thence N. 55° E. 65 feet; thence N. 42° E. 100 feet; thence N. 58° E. 165 feet; thence N. 87° E. 200 feet; thence N. 73° E. 80 feet; thence N. 84° E. 190 feet; thence S. 88° E. 530 feet; thence S. 68° 30' E. 170 feet; thence N. 73° E. 563 feet; thence N. 37° E. 400 feet, more or less, to the N. side of the S.W. $\frac{1}{4}$ of the N.E. $\frac{1}{4}$ of said Sec. 12.

Albert Whittier, In the N. $\frac{1}{2}$ of N.E. $\frac{1}{4}$ Sec. of Sec. 12, T. 4 N. R. 1 E. of Salt Lake Base and Meridian. Beginning at a point 1,320 feet South and 2,070 feet West from the N.E. Cor. of said Sec. 12, and Running thence N. 37° E. 70 feet; thence N. 50° E. 170 feet; thence N. 52° E. 95 feet; thence N. 41° 30' E. 100 feet; thence N. 45° E. 680 feet; thence N. 60° E. 300 feet; thence N. 66° 30' E. 750 feet; thence N. 39° 30' E. 140 feet, more or less to the North boundary of said Sec. 12.

Also, Beginning at a point 860 feet South and 1,160 feet West from the N.E. Cor. of said Sec. 12, and Running thence N. 10° E. 200 feet; thence N. 19° E. 200 feet; thence N. 30° E. 100 feet.

V. R. Bohman, deceased, Estate, (Nancy Bohman, Administratrix), In the S.E. $\frac{1}{4}$ of the S.E. $\frac{1}{4}$ Sec. of Section 1, T. 4 N. R. 2 E. of Salt Lake Base and Meridian. Beginning at a point 270 feet West from the S.E. Corner of said Sec. 1, and Running thence N. 41° 30' E. 50 feet; thence N. 11° E. 200 feet; thence N. 22° E. 520 feet; more or less, to the East boundary of said Sec. 1.