

YATES COUNTY INDUSTRIAL DEVELOPMENT AGENCY

APPLICATION FOR SALE/LEASEBACK TRANSACTION

IMPORTANT NOTICE: The answers to the questions contained in this application are necessary to determine your firm's eligibility for tax exemptions and other assistance from Yates County Industrial Development Agency. These answers will also be used in the preparation of papers in this transaction. Accordingly, all questions should be answered accurately and completely by an officer or other employee of your firm who is thoroughly familiar with the business and affairs of your firm and who is also thoroughly familiar with the proposed project. This application is subject to acceptance by the Agency.

TO: YATES COUNTY INDUSTRIAL DEVELOPMENT AGENCY
One Keuka Business Park
Penn Yan, New York 14527
Attention: Executive Director

This application by applicant respectfully states:

APPLICANT: EMPIRE STATE PIPELINE AND EMPIRE PIPELINE, INC.

APPLICANT'S STREET ADDRESS: 6363 MAIN STREET

CITY: WILLIAMSVILLE STATE: NEW YORK ZIP CODE: 14221

PHONE NO.: (716) 857-7536 FAX: (716) 857-7439 EMAIL: kraemerr@natfuel.com

NAME OF PERSON(S) AUTHORIZED TO SPEAK FOR APPLICANT WITH RESPECT TO THIS APPLICATION: RONALD C. KRAEMER

IF APPLICANT IS REPRESENTED BY AN ATTORNEY, COMPLETE THE FOLLOWING:

Name of Firm:	Phillips Lytle, LLP	Keyser, Maloney & Winner, LLP
Name of Attorney:	John G. Schmidt, Jr., Esq. Milan K. Tyler, Esq.	George H. Winner, Jr., Esq. HSBC Bank Building, 2 nd Fl.
Address:	3400 HSBC Center Buffalo, NY 14203 Ph: (716) 847-7095 Fax: (716) 852-6100 E-mail: jschmidt@phillipslytle.com mt Tyler@phillipslytle.com	150 Lake Street Elmira, NY 14901 Ph: (607) 734-0990 Fax: (607) 378-6204 E-mail: gwinner@kmw-law.com

**** all correspondence to J. G. Schmidt, Jr., Esq., 3400 HSBC Center, Buffalo, NY 14203 ,
jschmidt@phillipslytle.com**

NOTE: PLEASE READ THE INSTRUCTIONS ON PAGE 2 BEFORE FILLING OUT THIS APPLICATION.

INSTRUCTIONS

1. The Agency will not approve any application unless, in the judgment of the Agency, said application contains sufficient information upon which to base a decision whether to approve or tentatively approve an action.
2. Fill in all blanks, using "none" or "not applicable" or "N/A" where the question is not appropriate to the project which is the subject of this application (the "Project").
3. If an estimate is given as the answer to a question, put "(est)" after the figure or answer which is estimated.
4. If more space is needed to answer any specific question, attach a separate sheet.
5. When completed, return two (2) copies of this application to the Agency at the address indicated on the first page of this application.
6. The Agency will not give final approval to this application until the Agency has received a completed environmental assessment form concerning the Project which is the subject of this application.
7. Please note that Article 6 of the Public Officers Law declares that all records in the possession of the Agency (with certain limited exceptions) are open to public inspection and copying. If the applicant feels that there are elements of the Project which are in the nature of trade secrets or information, the nature of which is such that if disclosed to the public or otherwise widely disseminated would cause substantial injury to the applicant's competitive position, the applicant may identify such elements in writing and request that such elements be kept confidential in accordance with Article 6 of the Public Officers Law.
8. The applicant will be required to pay to the Agency all actual costs incurred in connection with this application and the Project contemplated herein. The applicant will also be expected to pay all costs incurred by general counsel and special counsel to the Agency.
9. **The Agency has established an application fee of Two Hundred Fifty Dollars (\$250) to cover the anticipated costs of the Agency in processing this application. A check or money order made payable to the Agency must accompany each application. THIS APPLICATION WILL NOT BE ACCEPTED BY THE AGENCY UNLESS ACCOMPANIED BY THE APPLICATION FEE.**
10. The Agency has established a project fee for each project in which the Agency participates. **UNLESS THE AGENCY AGREES IN WRITING TO THE CONTRARY, THIS PROJECT FEE IS REQUIRED TO BE PAID BY THE APPLICANT AT OR PRIOR TO THE GRANTING OF ANY FINANCIAL ASSISTANCE BY THE AGENCY.**

FOR AGENCY USE ONLY

1.	Project Number	_____
2.	Date application Received by Agency	_____, 20__
3.	Date application referred to attorney for review	_____, 20__
4.	Date copy of application mailed to members	_____, 20__
5.	Date notice of Agency meeting on application posted	_____, 20__
6.	Date notice of Agency meeting on application mailed	_____, 20__
7.	Date of Agency meeting on application	_____, 20__
8.	Date Agency conditionally approved application	_____, 20__
9.	Date of mailing Notice of Public Hearing to affected Taxing Jurisdictions	_____, 20__
10.	Date of posting Notice of Public Hearing	_____, 20__
11.	Date of publication of Notice of Public Hearing	_____, 20__
12.	Date Public Hearing held	_____, 20__
13.	Date Environmental Assessment Form ("EAF") received	_____, 20__
14.	Date Agency completed environmental review	_____, 20__
15.	Date of County Legislature Approval	_____, 20__
16.	Date of final approval or rejection of application	_____, 20__

I. INFORMATION CONCERNING THE PROPOSED OCCUPANT OF THE PROJECT (HEREINAFTER, THE "COMPANY").

A. Identity of Company:

1. Company Name: EMPIRE STATE PIPELINE AND EMPIRE PIPELINE, INC.

Present Address: 6363 MAIN STREET

Town/City: WILLIAMSVILLE

State: NEW YORK

Zip Code: 14221

Employer's ID No.: 38-2850873 (EMPIRE STATE PIPELINE FEDERAL ID NUMBER)

Phone: (716) 857-7536 Fax: (716) 857-7439 Email: kraemerr@natfuel.com

2. If the Company differs from the Applicant, give details of relationship: N/A

3. Indicate type of business organization of Company:

a. Corporation. If so, incorporated in what country? US; What State? NEW YORK; Date Incorporated: 7/12/2005; Type of Corporation? DOMESTIC BUSINESS CORPORATION; authorized to do business in New York? Yes X; No _____. **EMPIRE PIPELINE, INC.**

b. Partnership. If so, indicate type of partnership _____; Number of general partners _____; Number of limited partners _____.

c. Limited Liability Company. If so, formed in what state? Date Formed _____; Authorized to do business in New York? Yes; No _____. **EMPIRE STATE PIPELINE**, joint venture. See 4 below and EXHIBIT A.

d. Sole proprietorship.

4. Is the Company a subsidiary or direct or indirect affiliate of any other organization(s)? If so, indicate name of related organization(s) and relationship:

Empire State Pipeline is the legal name under which two New York Limited Liability Companies, Empire State Pipeline Company, LLC ("Empire LLC") and St. Clair Pipeline Company, LLC ("St. Clair LLC"), do business as a joint venture. The facilities of Empire State Pipeline are owned by Empire LLC and St. Clair LLC as tenants in common. The joint venture was formed 12/22/1988. Both Empire LLC and St. Clair LLC are subsidiaries of National Fuel Gas Company. Empire Pipeline, Inc. is a wholly-owned subsidiary of National Fuel Gas Company. SEE EXHIBIT A.

B. Management of Company:

1. List all owners, members, officers, directors and partners (complete all columns for each person): EMPIRE STATE PIPELINE AND EMPIRE PIPELINE, INC.

NAME AND HOME ADDRESS	OFFICE HELD	OTHER PRINCIPAL BUSINESS
DAVID F. SMITH 9295 HUNT CLUB LANE CLARENCE, NY 14031	PRESIDENT	
RONALD C. KRAEMER 52 BARON COURT GETZVILLE, NY 14068	VICE PRESIDENT	
RONALD J. TANSKI 99 DEERHURST PARK KENMORE, NY 14217	TREASURER	
JAMES R. PETERSON 27 LEHN SPRINGS DRIVE WILLIAMSVILLE, NY 14221	SECRETARY	

2. Is the Company or management of the Company now a plaintiff or a defendant in any civil or criminal litigation? Yes ___; No X.
3. Has any person listed above ever been convicted of a criminal offense (other than a minor traffic violation)? Yes ___; No X.
4. Has any person listed above or any concern with whom such person has been connected ever been in receivership or been adjudicated a bankrupt? Yes ___; No X.
5. Has the Company been cited by any regulatory authority for environmental violations? Yes ___; No X. Empire State Pipeline has not been cited for environmental violations since it has been acquired by the National Fuel Gas Company system in 2003.
6. If the answer to any of questions 2 through 5 is yes, please, furnish details in a separate attachment.

C. Principal owners of Company:

1. Is Company publicly held? Yes ___; No X. If yes, please list exchanges where stocks are traded:

NATIONAL FUEL GAS COMPANY IS PUBLICLY TRADED ON THE NEW YORK STOCK EXCHANGE.

2. If no, list all stockholders having a 5% or more interest in the Company: SEE ITEM A4.

NAME	ADDRESS	PERCENTAGE OF HOLDING

D. Company's principal bank(s) of account: JPMORGAN CHASE BANK, N.A.
2300 MAIN PLACE TOWER BUFFALO, NY 14202.

E. Please attach copies of the Company's financial statements (audited preferred) for the last four years. ANNUAL REPORTS TO THE NYSPSC ARE AVAILABLE ON REQUEST.

F. Please attach your Company's business plan, including projected financial statements for the next three years. TO BE PROVIDED ON REQUEST.

NOTE: For items E and F, confidentiality may be maintained upon your specific request.

II. DATA REGARDING PROPOSED PROJECT.

A. Description of the Project: (Please provide a brief narrative description of the Project.)

78 +/- MILES OF NATURAL GAS TRANSPORTATION PIPELINE CROSSING PORTIONS OF ONTARIO, YATES, SCHUYLER, CHEMUNG, STEUBEN COUNTIES AND A 20,620 HP COMPRESSOR STATION IN GENESEE COUNTY. SEE EXHIBIT A

B. Location of the Project: VARIOUS – AVAILABLE ON REQUEST

1. Street Address:
2. City of:
3. Town of:
4. Village of:
5. County of:
6. School District:

C. Description of the Project site:

1. Approximate size (in acres or square feet) of the Project site: _____. Is a map, survey or sketch of the Project site attached? Yes X; No _____.
SEE EXHIBIT A-1
2. Are there existing buildings on the Project site? Yes ____; No X.
 - a. If yes, indicate the number of buildings on the site: _____. Also, please briefly identify each existing building and indicate the approximate size (in square feet) of each such building:
 - b. Are the existing buildings in operation? Yes ____; No _____. If yes, describe present use of present buildings:
 - c. Are the existing buildings abandoned? Yes ____; No _____. About to be abandoned? Yes ____; No _____. If yes, describe:
 - d. Attach photograph of any existing buildings.
3. Utilities serving the Project site:
Water-Municipal: N/A
Other (describe)
Sewer-Municipal: N/A
Other (describe)
Electric-Utility: N/A
Other (describe)
Heat-Utility: N/A
Other (describe)

4. Present legal owner of the Project site: VARIOUS – AVAILABLE ON REQUEST

- a. If the Company owns the Project site, indicate date of purchase: _____, 20____; purchase price: \$_____.
- b. If Company does not own the Project site, does Company have an option signed with the owner to purchase the Project site? Yes____; No X. If yes, indicate date option signed with the owner: _____, 20____; and the date the option expires: _____, 20____.
- c. If the Company does not own the Project site, is there a relationship legally or by common control between the Company and the present owner of the Project site? Yes____; No X. If yes, describe;

ACQUISITION OF RIGHTS OF WAY IN PROGRESS

- 5. a. Zoning District in which the Project site is located: N/A
- b. Are there any variances or special permits affecting the Project site? Yes X; No____. If yes, list below and attach copies of all such variances or special permits:

SEE EXHIBIT F

D. Description of Proposed Construction:

- 1. Does part of the Project consist of the acquisition or construction of a new building or buildings? Yes____; No X. If yes, indicate number and size of new buildings:

- 2. Does part of the Project consist of additions and/or renovations to existing buildings located on the Project site? Yes____; No X. If yes, indicate the buildings to be expanded or renovated, the size of any expansions and the nature of expansion and/or renovation:

3. Describe the principal uses to be made by the Company of the building or buildings to be acquired, constructed or expanded: N/A

E. Description of the Equipment:

1. Does a part of the Project consist of the acquisition or installation of machinery, equipment or other personal property (the "Equipment")? Yes X; No _____. If yes, describe the Equipment:

SEE EXHIBIT A

2. With respect to the Equipment to be acquired, will any of the Equipment be Equipment which has previously been used? Yes ____; No X. If yes, please provide detail:

3. Describe the principal uses to be made by the Company of the Equipment to be acquired or installed:

SEE EXHIBIT A

F. Project Use:

1. What are the principal products to be produced at the Project?

TRANSPORTATION OF NATURAL GAS

2. What are the principal activities to be conducted at the Project?

TRANSPORTATION OF NATURAL GAS

3. Does the Project include facilities or property that are primarily used in making retail sales of goods or services to customers who personally visit such facilities? Yes ___; No X. If yes, please provide detail:
4. If the answer to question 3 is yes, what percentage of the cost of the Project will be expended on such facilities or property primarily used in making retail sales of goods or services to customers who personally visit the Project? _____%
5. If the answer to question 3 is yes, and the answer to question 4 is more than 33.33%, indicate whether any of the following apply to the Project:
- a. Will the Project be operated by a not-for-profit corporation? Yes ___; No ___. If yes, please explain:
- b. Is the Project likely to attract a significant number of visitors from outside the economic development region in which the Project will be located? Yes ___; No ___. If yes, please explain:
- c. Would the Project occupant, but for the contemplated financial assistance from the Agency, locate the related jobs outside the State of New York? Yes ___; No ___. If yes, please explain:
- d. Is the predominant purpose of the Project to make available goods or services which would not, but for the Project, be reasonably accessible to the residents of the city, town or village within which the Project will be located, because of a lack of reasonably accessible retail trade facilities offering such goods or services? Yes ___; No ___. If yes, please provide detail:
- e. Will the Project be located in one of the following: (i) an area designed as an economic development zone pursuant to Article 18-B of the General Municipal Law; or (ii) a census tract or block numbering area (or census tract or block numbering area contiguous thereto) which, according to the most recent census data, has (x) a poverty rate of at least 20% for the year in which the data relates, or at least 20% of households receiving public

assistance, and (y) an unemployment rate of at least 1.25 times the statewide unemployment rate for the year to which the data relates? Yes ____; No _____. If yes, please explain:

6. If the answers to any of subdivisions c. through e. of question 5 is yes, will the Project preserve permanent, private sector jobs or increase the overall number of permanent, private sector jobs in the State of New York? Yes ____; No _____. If yes, please explain:

7. Will the completion of the Project result in the removal of a plant or facility of the Company or another proposed occupant of the Project (a "Project Occupant") from one area of the State of New York to another area of the State of New York? Yes ____; No X. If yes, please explain:

8. Will the completion of the Project result in the abandonment of one or more plants or facilities of the Company located in the State of New York? Yes ____; No X. If yes, please provide detail:

9. If the answer to either question 7 or question 8 is yes, indicate whether any of the following apply to the Project:
 - a. Is the Project reasonably necessary to preserve the competitive position of the Company on such Project Occupant in its industry? Yes ____; No _____. If yes, please provide detail:

 - b. Is the Project reasonably necessary to discourage the Company or such Project Occupant from removing such other plant or facility to a location outside the State of New York? Yes ____; No _____. If yes, please provide detail:

10. Will the Project be owned by a not-for-profit corporation? Yes _____; No X.
If yes, please provide detail:
11. If the answer to 10 is yes, is the corporation exempt from taxation under Section 501(c) of the Internal Revenue Code of 1986, as amended?
Yes _____; No _____. If yes, please indicate details and which subsection of Section 501(c).
12. If the answer to question 10 is yes, indicate whether any of the following apply to the Project:
- a. Is the Project a housing facility primarily designed to be occupied by individuals 60 years of age or older? Yes _____; No _____. If yes, please explain:
 - b. Is the Project a dormitory for an educational institution? Yes _____; No _____. If yes, please explain:
 - c. Is the Project a facility as defined in Article 28 of the Public Health Law? Yes _____; No _____. If yes, please explain:
 - d. If the answer to any of the questions contained in question 12 is yes, indicate whether the cost of the Project will exceed \$20 million. Yes _____; No _____. If yes, please provide detail:
 - e. Will the Project be sold or leased to a municipality? Yes _____; No _____. If yes, please provide detail:

G. Other Involved Agencies:

1. Please indicate all other local agencies, boards, authorities, districts, commissions or governing bodies (including any city, county and other political subdivision of the State of New York and all state departments, agencies, boards, public benefit corporations, public authorities or commissions) involved in approving or funding or directly undertaking action with respect to the Project. For example, do you need a municipal building permit to undertake the Project? Do you need a zoning approval to undertake the Project? If so, you would list the appropriate municipal

building department or planning or zoning commission which would give said approvals. SEE EXHIBIT F

2. Describe the nature of the involvement of the federal, state or local agencies described above: SEE EXHIBIT F

H. Project Status:

1. If the Project includes the acquisition of any land or buildings, have any steps been taken toward acquiring same? Yes ___; No ___. If yes, please discuss in detail the approximate stage of such acquisition:

ACQUISITION OF RIGHTS OF WAY IN PROGRESS

2. If the Project includes the acquisition of any Equipment, have any steps been taken toward acquiring same? Yes ___; No X. If yes, please discuss in detail the approximate stage of such acquisition:

3. If the Project involves the construction or reconstruction of any building or other improvement, has construction or reconstruction work on any such building or improvement begun? Yes ___; No X. If yes, please discuss in detail the approximate extent of construction or reconstruction and the extent of completion. Indicate in your answer whether such specific steps have been completed as site clearance and preparation; completion of foundations; installation of footings; etc.:

4. Please indicate amount of funds expended on the Project by the Company in the past three (3) years and the purposes of such expenditures:

\$6.2M EXPENDED ASSOCIATED WITH FERC FILING ACTIVITIES SUCH AS: SURVEYING, PRELIMINARY ENGINEERING, ENVIRONMENTAL AND ARCHEOLOGICAL STUDIES, AND LANDOWNER OUTREACH.

I. Agent Status (for sales tax purposes):

1. If the Agency approves the Project, there are two methods that may be used to undertake the Project. The applicant can undertake the Project privately and sell the Project to the Agency upon completion. Alternatively, the applicant can request to be appointed as "agent" of the Agency for purposes of constructing the project, which request, if approved, will result in the applicant constructing the

project as "agent" of the Agency, in which case certain laws applicable to public construction may apply to the Project. Does the applicant wish to be designated as "agent" of the Agency for purposes of undertaking the Project? Yes X; No _____.

2. If the answer to question 1 is yes, does the applicant desire such "agent" status prior to the closing date of the financing? Yes X; No _____.

III. INFORMATION CONCERNING LEASES OR SUBLEASES OF THE PROJECT. (PLEASE COMPLETE THE FOLLOWING SECTION IF THE COMPANY INTENDS TO LEASE OR SUBLEASE ANY PORTION OF THE PROJECT).

- A. Does the Company intend to lease or sublease more than 10% (by area or fair market value) of the Project? Yes _____; No X. If yes, please complete the following for each existing or proposed tenant or subtenant:

1. Sublessee name:

Present Address:

City:

State:

Zip:

Employer's ID No.:

Sublessee is: _____ Corporation: _____ Partnership: _____ Sole Proprietorship Relationship to Company:

Percentage of Project to be leased or subleased:

Use of Project intended by Sublessee:

Date of lease or sublease to Sublessee:

Term of lease or sublease to Sublessee:

Will any portion of the space leased by this sublessee be primarily used in making retail sales of goods or services to customers who personally visit the Project? Yes _____; No _____. If yes, please provide on a separate attachment (a) details and (b) the answers to questions II(F)(4) through (6) with respect to such sublessee.

Please provide, on a separate attachment, answers to questions II(F)(7) and (8) with respect to such Sublessee.

2. Sublessee name:

Present Address:

City:

State:

Zip:

Employer's ID No.:

Sublessee is:

_____ Corporation: _____ Partnership: _____ Sole Proprietorship
Relationship to Company:

Percentage of Project to be leased or subleased:

Use of Project intended by Sublessee:

Date of lease or sublease to Sublessee:

Term of lease or sublease to Sublessee:

Will any portion of the space leased by this sublessee be primarily used in making retail sales of goods or services to customers who personally visit the Project?

Yes____; No____. If yes, please provide on a separate attachment (a) details and (b) the answers to questions II(F)(4) through (6) with respect to such sublessee.

Please provide, on a separate attachment, answers to questions II(F)(7) and (8) with respect to such Sublessee.

3. Sublessee name:

Present Address:

City:

State:

Zip:

Employer's ID No.:

Sublessee is: _____ Corporation: _____ Partnership: _____ Sole Proprietorship
Relationship to Company:

Percentage of Project to be leased or subleased:

Use of Project intended by Sublessee:

Date of lease or sublease to Sublessee:

Term of lease or sublease to Sublessee:

Will any portion of the space leased by this sublessee be primarily used in making retail sales of goods or services to customers who personally visit the Project? Yes _____; No _____. If yes, please provide on a separate attachment (a) details and (b) the answers to questions II(F)(4) through (6) with respect to such sublessee.

Please provide, on a separate attachment, answers to questions II(F)(7) and (8) with respect to such Sublessee.

- B. What percentage of the space intended to be leased or subleased is now subject to a binding written lease or sublease? NONE

IV. EMPLOYMENT IMPACT. A. Indicate below the number of people presently employed at the Project site and the additional number that will be employed at the Project site at the end of the first and second years after the Project has been completed (Do not include construction workers). Also indicate below the number of workers employed at the Project site representing newly created positions as opposed to positions relocated from other project sites of the applicant. Such information regarding related positions should also indicate whether such positions are relocated from other project sites financed by obligations previously issued by the Agency.

SEE EXHIBIT B

TYPE OF EMPLOYMENT					
	PROFESSIONAL OR MANAGERIAL	SKILLED	SEMI-SKILLED	UNSKILLED	TOTALS
Present Full Time					
Present Part Time					
Present Seasonal					
First Year Full Time					
First Year Part Time					
First Year Seasonal					
Second Year Full Time					
Second Year Part Time					
Second Year Seasonal					

B. Please prepare a separate attachment describing in detail the types of employment at the Project site. Such attachment should describe the activity or work performed for each type of employment.

SEE EXHIBIT B

V. PROJECT COST.

A. Anticipated Project Costs. State the costs reasonably necessary for the acquisition of the Project site, the construction of the proposed buildings and the acquisition and installation of any machinery and equipment necessary or convenient in connection therewith, and including any utilities, access roads or appurtenant facilities, using the following categories:

SEE EXHIBIT C

Description of Cost	Amount
Land	\$ _____
Buildings	\$ _____
Machinery and equipment costs	\$ _____
Utilities, roads and appurtenant costs	\$ _____
Architects and engineering fees	\$ _____
Costs of financing	\$ _____
Construction loan fees and interest (if applicable)	\$ _____
Other (specify)	
_____	\$ _____
_____	\$ _____
_____	\$ _____
TOTAL PROJECT COSTS	\$ _____

B. Have any of the above expenditures already been made by the applicant? Yes ____; No X. If yes, indicate particulars.

VI. FINANCIAL ASSISTANCE EXPECTED FROM THE AGENCY.

A. Tax Benefits.

1. Is the applicant requesting any real property tax exemption in connection with the Project that would not be available to a project that did not involve the Agency? Yes X; No _____. If yes, is the real property tax exemption being sought consistent with the Agency's Uniform Tax Exemption Policy? Yes ____; No X.

2. Is the applicant expecting that the financing of the Project will be secured by one or more mortgages? Yes ____; No X. If yes, what is the approximate amount of financing to be secured by mortgages? \$ _____.

3. Is the applicant expecting to be appointed agent of the Agency for the purpose of qualifying for exemption from N.Y.S. Sales Tax or Compensating Use Tax? Yes X; No _____. If yes, what is the approximate amount of purchases which the applicant expects to be exempt from the N.Y.S. Sales and Compensating Use Taxes? \$10,000,000.

4. What is the estimated value of each type of tax-exemption being sought in connection with the Project? Please detail the type of tax-exemption and value of each exemption.

- a. N.Y.S. Sales and Compensating Use Taxes:
\$ 800,000 (ESTIMATE) SEE EXHIBIT G
- b. Mortgage Recording Taxes:
\$ 0
- c. Real Property Tax Exemptions:
SEE EXHIBIT H, H-1
- d. Other (please specify):

\$ _____
\$ _____

5. Are any of the real property tax-exemptions being sought inconsistent with the Agency's Uniform Tax Real Property Exemption Policy? Yes X ; No _____. If yes, please explain how the request of the applicant differs from the Agency's Uniform Tax-Exemption Policy:

FIXED DOLLARS, AMOUNTS TO BE DISCUSSED. (SEE EXHIBIT H)

B. Project Benefit Information. Using the template provided by the Agency, provide the Agency with information so that the Agency can perform a cost/benefit analysis of undertaking the Project. SEE EXHIBIT E

VII. REPRESENTATIONS BY THE APPLICANT. The applicant understands and agrees with the Agency as follows:

A. Job Listings: In accordance with Section 858-b(2) of the New York General Municipal Law, the applicant understands and agrees that, if the Project receives any Financial Assistance from the Agency, except as otherwise provided by collective bargaining agreements, new employment opportunities created as a result of the Project (including any tenants located in the Project) will be listed with (1) the New York State Department of Labor Community Services Division (the "DOL") and (2) the administrative entity of the service delivery area created by the Federal Job Training Partnership Act (P.L. No. 97-300) (the "JTPA Law") in which the Project Facility is located (while currently cited in Section 858-b of the Act, the Federal Job Training Partnership Act was repealed effective June 1, 2000, and has been supplanted by the Workplace Investment Act of 1998 (P.L. No. 105-220)).

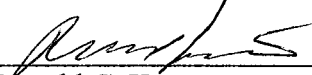

B. First Consideration for Employment: In accordance with Section 858-b(2) of the New York General Municipal Law, the applicant understands and agrees that, if the Project receives any Financial Assistance from the Agency, except as otherwise provided by collective bargaining agreements, where practicable, the applicant (and any tenants located in the Project) will first consider persons eligible to participate in JTPA Law programs who shall be referred by the JTPA Entities for new employment opportunities created as a result of the Project.

- C. Annual Sales Tax Filings: In accordance with Section 874(8) of the New York General Municipal Law, the applicant understands and agrees that, if the Project receives any sales tax exemptions as part of the Financial Assistance from the Agency, in accordance with Section 874(8) of the General Municipal Law, the applicant agrees to file, or cause to be filed, with the New York State Department of Taxation and Finance, the annual form prescribed by the Department of Taxation and Finance, describing the value of all sales tax exemptions claimed by the applicant and all consultants or subcontractors retained by the applicant.

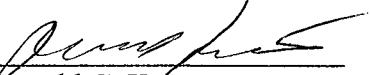

- D. Annual Employment Reports: The applicant understands and agrees that, if the Project receives any Financial Assistance from the Agency, the applicant agrees to file, or cause to be filed (including any tenants located in the Project), with the Agency, on an annual basis, reports regarding the number of people employed at the project site.

- E. Absence of Conflicts of Interest: The applicant has received from the Agency a list of the members, officers and employees of the Agency. No member, officer or employee of the Agency has an interest, whether direct or indirect, in any transaction contemplated by this Application, except as hereinafter described: APPLICANT HAS NOT RECEIVED A LIST OF THE AGENCY'S MEMBERS, OFFICERS AND EMPLOYEES.

EMPIRE STATE PIPELINE

BY: 
 Ronald C. Kraemer 
 Vice President

EMPIRE PIPELINE, INC.

BY: 
 Ronald C. Kraemer 
 Vice President

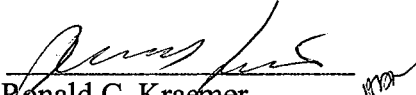
 NOTE: APPLICANT MUST COMPLETE THE APPROPRIATE VERIFICATION APPEARING ON PAGES 21 THROUGH 24 HEREOF BEFORE A NOTARY PUBLIC AND MUST SIGN AND ACKNOWLEDGE THE HOLD HARMLESS AGREEMENT APPEARING ON PAGE 25.

VERIFICATION


STATE OF NEW YORK)
) SS.:
COUNTY OF ERIE)

RONALD C. KRAEMER deposes and says that he is the VICE PRESIDENT of both EMPIRE STATE PIPELINE AND EMPIRE PIPELINE, INC. (collectively, the "Company") the entities named in the attached application; that he has read the foregoing application and knows the contents thereof; and that the same is true and complete and accurate to the best of his knowledge. The grounds of deponent's belief relative to all matters in the said application which are not stated upon his own personal knowledge are investigations which deponent has caused to be made concerning the subject matter of this application as well as information acquired by deponent in the course of his duties as an officer of and from the books and papers of said Company.


EMPIRE STATE PIPELINE

BY: 
Ronald C. Kraemer
Vice President

EMPIRE PIPELINE, INC.

BY: 
Ronald C. Kraemer
Vice President

Sworn to before me this
17th day of January, 2007.



Notary Public

BARBARA A. DOMINIAK
Notary Public, State of New York
Qualified in Erie County
My Commission Expires July 31, 2009


HOLD HARMLESS AGREEMENT

Applicant hereby releases Yates County Industrial Development Agency and the members, officers, servants, agents and employees thereof (hereinafter collectively referred to as the "Agency") from, agrees that the Agency shall not be liable for and agrees to indemnify, defend and hold the Agency harmless from and against any and all liability arising from or expense incurred by (A) the Agency's examination and processing of, and action pursuant to or upon, the attached Application, regardless of whether or not the application or the Project described therein or the tax exemptions and other assistance requested therein are favorably acted upon by the Agency, (B) the Agency's acquisition, construction and/or installation of the Project described therein and (C) any further action taken by the Agency with respect to the Project; including without limiting the generality of the foregoing, all causes of action and attorneys' fees and any other expenses incurred in defending any suits or actions which may arise as a result of any of the foregoing. If, for any reason, the Applicant fails to conclude or consummate necessary negotiations, or fails, within a reasonable or specified period of time, to take reasonable, proper or requested action, or withdraws, abandons, cancels or neglects the Application, or if the Agency or the Applicant are unable to reach final agreement with respect to the Project, then, and in that event, upon presentation of an invoice itemizing the same, the Applicant shall pay to the Agency, its agents or assigns, all actual costs incurred by the Agency in the processing of the Application, including attorneys' fees, if any.

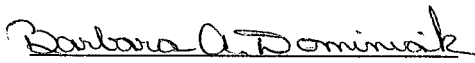
EMPIRE STATE PIPELINE

BY: 
Ronald C. Kraemer
Vice President

EMPIRE PIPELINE, INC.

BY: 
Ronald C. Kraemer
Vice President

Sworn to before me this
17th day of January, 2007.


Notary Public
BARBARA A. DOMINIAK
Notary Public, State of New York
Qualified in Erie County
My Commission Expires July 31, 2009