

AFFIDAVIT OF GOOD FAITH

STATE OF NEW YORK }
COUNTY OF NEW YORK } ss.:

G. BYRON SMITH, being first duly sworn on oath, deposes and says:
That he is and at the time of the execution of the foregoing Second
Supplemental Indenture was an Assistant Secretary of PACIFIC NORTH-
WEST PIPELINE CORPORATION, the above-named Mortgagor; that he is
duly authorized to make this affidavit on behalf of said Mortgagor;
that the aforesaid Second Supplemental Indenture is made in good faith
and without any design or intent to hinder, delay or defraud any
creditor or creditors of the Mortgagor.

G. Byron Smith
G. BYRON SMITH

Subscribed and sworn to before me
this 2nd day of August, 1956.

Philip D. Ferrall
Notary Public in and for the
County of New York, State of
New York, residing at 119
Rockwell Center

[NOTARIAL SEAL]

PHILIP D. FERRALL
Notary Public, State of New York
No. 30-6275200
Qualified in Nassau County
CERTIFICATE FILED WITH
New York County Clerk
Term Expires March 30, 1958