

FIFTH SUPPLEMENTAL INDENTURE, dated as of May 15, 1958, by and between PACIFIC NORTHWEST PIPELINE CORPORATION, a corporation duly organized and existing under the laws of the State of Delaware, having its executive office at No. 315 East Second South Street, Salt Lake City, Utah (herein called the "*Company*"), party of the first part, and J. P. MORGAN & CO. INCORPORATED, a corporation duly organized and existing under the laws of the State of New York, having its principal office at No. 23 Wall Street, New York, New York (herein called the "*Trustee*"), and ROBERT P. HOWE, residing at No. 2 Beekman Place, New York, New York, as Trustees under the Mortgage and Deed of Trust referred to below (herein called the "*Trustees*"), parties of the second part;

WHEREAS, in order to secure First Mortgage Pipe Line Bonds of the Company, issuable in series, the Company has heretofore made, executed and delivered to the Trustees its certain Mortgage and Deed of Trust dated as of October 1, 1955 (herein sometimes called the "*Original Indenture*"); and

WHEREAS, a First Supplemental Indenture, dated as of March 1, 1956, a Second Supplemental Indenture, dated as of July 1, 1956, a Third Supplemental Indenture, dated as of April 1, 1957, and a Fourth Supplemental Indenture, dated as of October 1, 1957, supplementing and amending the Original Indenture have heretofore been executed and delivered between the Company and the Trustees (the Original Indenture, as so supplemented and amended, being herein sometimes called the "*Indenture*"); and

WHEREAS, there have heretofore been issued under the Indenture and are outstanding at the date of execution hereof \$93,200,000 principal amount of First Mortgage Pipe Line Bonds, 4¼% Series due October 1, 1975; and

WHEREAS, there have heretofore been issued under the Indenture and are outstanding at the date of execution hereof \$35,000,000 principal amount of First Mortgage Pipe Line Bonds, 4¾% Series due October 1, 1977; and