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IN WITNESS WHEREOF, EL PASO NATURAL GAS COMPANY has caused these presents to be signed by its President or a Vice President, and its corporate seal to be hereunto affixed, and the same to be attested by the signature of its Secretary or an Assistant Secretary, and MANUFACTURERS TRUST COMPANY has caused these presents to be executed by its President or a Vice President or a Trust Officer or other duly authorized officer, and its corporate seal to be hereunto affixed, and the same to be attested by the signature of its Secretary or an Assistant Secretary, and A. F. KEUTHEN has hereunto set his hand and seal, all as of the day and year first above written.

EL PASO NATURAL GAS COMPANY

By *Amos A. J. J. J.*  
Vice President

Attest:

*John Evans*  
Assistant Secretary

MANUFACTURERS TRUST COMPANY

By *Th. J. J. J.*  
Trust Officer

Attest:

*W. C. Johnston*  
Assistant Secretary

*A. F. Keuthen* (L.S.)

Signed, sealed, executed, acknowledged and delivered by EL PASO NATURAL GAS COMPANY, by MANUFACTURERS TRUST COMPANY and by A. F. KEUTHEN in the presence of:

*H. G. Battenfeld*  
*K. A. Byrnes*