

**THIRTY-NINTH SUPPLEMENTAL INDENTURE**, dated as of September 15, 1961, by and between EL PASO NATURAL GAS COMPANY, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter sometimes called the Company), party of the first part, and MANUFACTURERS HANOVER TRUST COMPANY (formerly known as Manufacturers Trust Company), a trust company duly organized and existing under the laws of the State of New York, as Corporate Trustee under the Mortgage hereinafter mentioned, and A. F. KEUTHEN as successor Individual Trustee under said Mortgage (said Manufacturers Hanover Trust Company as Trustee as aforesaid being hereinafter sometimes called the Corporate Trustee, said A. F. Keuthen being hereinafter sometimes called the Individual Trustee, and said Corporate Trustee and said Individual Trustee, the address of each of whom is 70 Broadway, New York, New York, being hereinafter sometimes together called the Trustees), parties of the second part:

WITNESSETH THAT:

WHEREAS, in order to secure First Mortgage Pipe Line Bonds of the Company, issuable in series, the Company has heretofore made, executed and delivered its certain Indenture of Mortgage dated as of June 1, 1946 (hereinafter sometimes called the Original Mortgage) and thirty-eight indentures supplemental thereto, including a Thirtieth Supplemental Indenture dated December 31, 1959 which, among other things, restated the terms and provisions of the Original Mortgage as modified by previous supplemental indentures (the Original Mortgage, as supplemented and modified and restated by said Supplemental Indentures, being hereinafter sometimes called the Mortgage); and

WHEREAS, there have heretofore been issued under the Original Mortgage, as supplemented and modified from time to time, and there are outstanding on the date of the execution and delivery hereof, First Mortgage Pipe Line Bonds of the Company of seventeen several series in the following respective principal amounts: