

AFFIDAVIT OF GOOD FAITH

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

ARNOLD R. LaFORCE, being first duly sworn on oath, deposes and says: that he is and at the time of the execution of the foregoing Thirty-ninth Supplemental Indenture was a Vice President of EL PASO NATURAL GAS COMPANY, the above-named Mortgagor; that he is duly authorized to make this affidavit on behalf of said Mortgagor; that the aforesaid Thirty-ninth 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.

Arnold R. LaForce

Subscribed and sworn to before me
this 6th day of October, 1961

Bernard A. Gunn

BERNARD A. GUNN
Notary Public, State of New York
No. 03-1604800
Qualified in Bronx County
Cert. filed with N. Y. County Clerk
Term Expires March 30, 1963