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FORTY-NINTH SUPPLEMENTAL INDENTURE, dated as of April 1, 1964, 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, A. F. KEUTHEN as retiring Individual Trustee under the Mortgage hereinafter mentioned, party of the second 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 said Mortgage, and T. C. CRANE as successor Individual Trustee under said Mortgage (said Manufacturers Hanover Trust Company as Trustee as aforesaid being hereinafter sometimes called the Corporate Trustee, said T. C. Crane being hereinafter sometimes called the Individual Trustee, and said Corporate Trustee and said Individual Trustee, the address of each of whom is 40 Wall Street, New York, New York, being hereinafter sometimes together called the Trustees), parties of the third 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 forty-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, by instrument in writing dated May 27, 1964 and filed with the Company pursuant to the provisions of Section 11.03 of the Mortgage (a counterpart of which instrument is annexed to this Forty-ninth Supplemental Indenture), A. F. Keuthen as Individual Trustee as aforesaid resigned the trusts created by the Mortgage, such resignation to take effect upon the execution and delivery of this Forty-ninth Supplemental Indenture by the Company, by said A. F. Keuthen