

AFFIDAVIT OF GOOD FAITH

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

FRED T. WAGNER, being first duly sworn on oath, deposes and says: that he is and at the time of the execution of the foregoing Forty-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 Forty-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.

*Fred T. Wagner*

Subscribed and sworn to before me  
this 27th day of May, 1964.

*Bernard A. Gunn*  
BERNARD A. GUNN  
Notary Public, State of New York  
No. 08-1604800  
Qualified in Bronx County  
Certificate filed in New York County  
Term Expires March 30, 1965

(Note: The foregoing affidavit is included herein to comply with the laws of the State of Washington and may not be executed on counterparts of this instrument other than those which are to be recorded or filed in that State.)