

**RESIGNATION OF INDIVIDUAL TRUSTEE**

KNOW ALL MEN BY THESE PRESENTS that,

WHEREAS, EL PASO NATURAL GAS COMPANY (hereinafter sometimes called the Company) has heretofore made, executed and delivered to Manufacturers Trust Company (now known as Manufacturers Hanover Trust Company, and hereinafter sometimes called the Corporate Trustee) and Frederick E. Lober, as Trustees, its certain Indenture of Mortgage dated as of June 1, 1946; and

WHEREAS, the Company has heretofore from time to time made, executed and delivered to the Trustees from time to time acting under said Indenture of Mortgage forty-eight Supplemental Indentures thereto, including a Thirtieth Supplemental Indenture dated December 31, 1959, which, among other things, restated the terms and provisions of said Indenture of Mortgage as modified by previous Supplemental Indentures; and

WHEREAS, by instrument in writing dated July 22, 1953 and delivered to the Company, said Frederick E. Lober, pursuant to the provisions of Section 11.03 of said Indenture of Mortgage, resigned as Individual Trustee under said Indenture of Mortgage; and

WHEREAS, the Tenth Supplemental Indenture dated as of June 15, 1953, which was made, executed and delivered by the Company and by said Frederick E. Lober, as retiring Individual Trustee, to the Corporate Trustee and the undersigned A. F. Keuthen, as successor Individual Trustee, provided for, among other things, the acceptance of said resignation of said Frederick E. Lober as Individual Trustee and the appointment of said A. F. Keuthen as successor Individual Trustee;

Now, THEREFORE, the undersigned A. F. KEUTHEN, as Individual Trustee as aforesaid, does hereby, pursuant to the provisions of Section 11.03 of said Indenture of Mortgage, resign the trusts created by said Indenture of Mortgage and Supplemental Indentures, such resignation to take effect upon the execution and delivery by said El Paso Natural Gas Company, by the undersigned as retiring Individual Trustee, by said Manufacturers Hanover Trust Company as Corporate Trustee and by T. C. CRANE as successor Individual Trustee, of a Forty-ninth Supplemental Indenture further supplementing and modifying said Inden-