

AFFIDAVIT OF GOOD FAITH

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

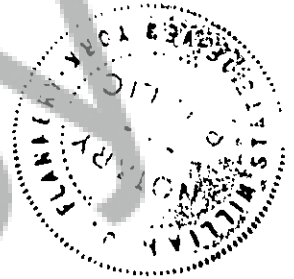
FRED T. WAGNER, being first duly sworn on oath, deposes and says: that he is and at the time of the execution of the foregoing Fifty-second Supplemental Indenture was a Vice President of EL PASO NATURAL GAS COMPANY, the above-named Mortgagor; that he is duly authorized to make this affidavit on behalf of said Mortgagor; that the aforesaid Fifty-second 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, 1965.

William J. Flannery

WILLIAM J. FLANNERY
Notary Public, State of New York
No. 30-1247975
Qualified in Nassau County
Certificate filed in New York County
Term Expires March 30, 1967



(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.)