

WHEREAS, the Company has completed the acquisition or construction of certain pipe lines, plants or plant additions and other facilities and properties located in the States of Oregon and Washington which, pursuant to the terms of the Mortgage, should be specifically subjected to the lien of the Mortgage, and the Company desires to describe the same and to confirm and perfect the lien of the Mortgage thereon; and

WHEREAS, all conditions and requirements necessary to authorize the execution, acknowledgment and delivery of this Fifty-fourth Supplemental Indenture and to make the Mortgage, as supplemented by this Fifty-fourth Supplemental Indenture, a valid and binding agreement and indenture of mortgage for the security of bonds of the Company issued and to be issued thereunder have been complied with and/or have been done and performed;

Now, THEREFORE, in order further to secure equally and ratably the payment of the principal of and premium (if any) and interest on the bonds issued under the Mortgage, as supplemented and modified from time to time, and secured thereby and hereby at any time outstanding, according to their tenor and effect, and the performance of all of the covenants and conditions therein and herein and in said bonds contained, and for the purpose of confirming and perfecting the lien of the Mortgage on the properties of the Company hereinafter described, said El Paso Natural Gas Company, for and in consideration of the premises and the purchase and acceptance of said bonds by the holders thereof and of the sum of One Dollar (\$1) and other valuable considerations to it duly paid by the Trustees at or before the execution and delivery of these presents, the receipt whereof is hereby acknowledged, has executed and delivered these presents, and has granted, bargained, sold, conveyed, transferred, pledged, assigned, remised, released, mortgaged, set over and confirmed, and by these presents does grant, bargain, sell, convey, transfer, pledge, assign, remise, release, mortgage, set over and confirm, unto said Manufacturers Hanover Trust Company and said T. C. Crane, as Trustees, and their successors in the trusts created by the Mortgage and their assigns, for the uses and purposes created by the Mortgage, all those certain pipe lines and other facilities and properties hereinafter in Article One of this Fifty-fourth Supplemental Indenture described, together with all property of the character described in the Granting Clauses of the Mortgage, other than Excepted Property as defined in said Granting Clauses,