

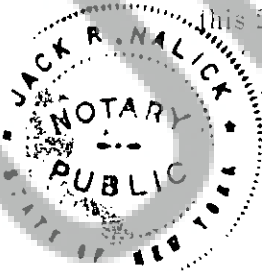
AFFIDAVIT OF GOOD FAITH

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-fourth Supplemental Indenture was a Senior 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-fourth 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 26th day of May, 1966.



JACK R. NALICK  
Notary Public, State of New York  
No. 24-8095625  
Qualified in Kings County  
Certificate filed in New York County  
Commission Expires March 30, 1968

(NOTE: The foregoing affidavit is included herein to comply with the laws of the State of Washington and was executed only on the counterparts of this instrument to be recorded or filed in that State and on a limited number of other counterparts.)