

Notice of Resignation of
Individual Trustee
and Vol

Appointment of
Successor Individual Trustee

Vol. 1187 Page 13369

77417

CASCADE NATURAL GAS CORPORATION

First Mortgage and Deed of Trust
dated as of April 1, 1956,
as supplemented and amended (securing
the First Mortgage Bonds of the Company)

NOTICE IS HEREBY GIVEN, pursuant to Section 2 of Article XI of the above-captioned Mortgage of Cascade Natural Gas Corporation (the "Company") that Joseph A. Payne has resigned as Individual Trustee under the Mortgage, such resignation to take effect on June 29, 1987 unless a successor Individual Trustee shall have been appointed by a majority of the Bondholders or by the Company as provided in the Mortgage, in which event such resignation shall take effect on the acceptance of appointment by such successor Individual Trustee.

Further notice is hereby given that C. J. Heinzelmann has accepted appointment as successor Individual Trustee effective the opening of business on June 29, 1987.

JOSEPH A. PAYNE, as
resigning Individual Trustee

June 29, 1987

At: Cascade Natural Gas Corp.
222 Fairview Ave N.
Seattle, Wash 98109

OK 29⁰⁰

INSTRUMENT OF REMOVAL, APPOINTMENT AND ACCEPTANCE

WHEREAS, Joseph A. Payne has resigned as Individual Trustee under the First Mortgage and Deed of Trust dated as of April 1, 1956 among Cascade Natural Gas Corporation (the "Company"), The Chase Manhattan Bank, N.A., as Corporate Trustee, and Joseph A. Payne, as Individual Trustee, as supplemented (the "Mortgage"), such removal to take effect on June 29, 1987; and

WHEREAS, Article XIV of the Mortgage provides, among other things, that the Company may remove an Individual Trustee and appoint a successor Individual Trustee who shall be a citizen of the United States of America, to fill the vacancy; and

WHEREAS, the Company has joined with the Corporate Trustee in the execution of this instrument removing Joseph A. Payne and appointing C. J. Heinzelmenn as successor Individual Trustee under said Mortgage; and

WHEREAS, upon acceptance of appointment as Individual Trustee under the Mortgage, C. J. Heinzelmenn shall become fully vested with all the estates, properties, rights, powers, trusts, duties and obligations of the Individual Trustee under said Mortgage, with like effect and as if originally named as Individual Trustee thereunder; and

WHEREAS, C. J. Heinzelmenn desires to accept such appointment and to execute, acknowledge and deliver to the

Company and to Joseph A. Payne, as the resigning Individual Trustee, an instrument accepting such appointment;

NOW, THEREFORE,

(1) the Company hereby removes said Joseph A. Payne as Individual Trustee; and

(2) the Company hereby appoints said C. J. Heinzelmann as successor Individual Trustee under said Mortgage, such appointment to take effect on June 29, 1987, upon acceptance of which said C. J. Heinzelmann shall become fully vested with all the estates, properties, rights, powers and trusts of the Individual Trustee under said Mortgage, with like effect and as if originally named as Individual Trustee thereunder; and

(3) C. J. Heinzelmann does hereby accept such appointment.

Each of the undersigned hereby acknowledges receipt of an executed counterpart of this instrument.

IN WITNESS WHEREOF, the undersigned have caused this instrument to be duly executed as of the 29th day of June, 1987.

Attest:


Secretary

CASCADE NATURAL GAS CORPORATION

By: 

VICE President

13372

Signed, sealed and delivered by
Cascade Natural Gas Corporation
in the presence of:

Margaret Grant
Chene Corbett

Attest:

THE CHASE MANHATTAN BANK, N.A.,
as Corporate Trustee

By: Wm. J. Edmund
Vice President

Signed, sealed and delivered by
The Chase Manhattan Bank, N.A.
in the presence of:

Catherine Nefferson
Coltade

Joseph A. Payne
JOSEPH A. PAYNE, as resigning
Individual Trustee

Signed, sealed and delivered by
Joseph A. Payne in the
presence of:

Charles C. Grier
Mary Jane Eysenck

C. J. Heinzelmänn
C. J. HEINZELMANN, as
Successor Individual Trustee

Signed, sealed and delivered by
C. J. Heinzelmänn in the
presence of:

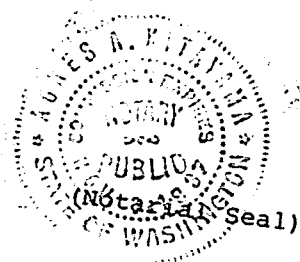
Catherine Nefferson
Coltade

13373

STATE OF WASHINGTON)
COUNTY OF KING) ss.
)

Before me, Agnes A. Kitayama, a Notary Public in and for said County, this 13th day of July, 1987, personally appeared Cascade Natural Gas Corporation by D. E. Bennett and Lucille R. Walsh, its Vice President-Finance and Secretary, known to me personally and known to me to be, respectively, Vice President-Finance and Secretary of Cascade Natural Gas Corporation, and as such Vice President-Finance and Secretary and for the behalf of the said Corporation acknowledged the execution of the foregoing instrument for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 13th day of July, 1987.



Agnes A. Kitayama
Notary Public

My Commission Expires on November 1, 1987.
My County of Residence is Snohomish.

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


13374

On the 9th day of JULY, 1987, before me personally came Ann L. Edmonds, to me known, who, being by me duly sworn, did depose and say that she resides at 82 CENTRAL AVENUE RYE, NEW YORK; that she is the VICE PRESIDENT of The Chase Manhattan Bank, N.A., the corporation described in and which executed the above instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation, and that he signed his name thereto by like order.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 9th day of JULY, 1987.

(Notarial Seal)

My Commission Expires on:
My County of Residence is:


Notary Public
J. RONIMO M. COLLACO
Notary Public, State of New York
No. 41-4820257
Qualified in Queens County
Certificate Filed in New York County
Commission Expires December 15, 1988

STATE OF NEW YORK)
COUNTY OF NEW YORK) SS.:

13375

Before me, JERONIMO M. COLLACO, a
Notary Public in and for said County, this 9th day of
JULY, 1987, Joseph A. Payne acknowledged the execution
of the foregoing instrument.

(Notarial Seal)

J. M. Collaco
Notary Public

JERONIMO M. COLLACO
Notary Public, State of New York
No. 41-4880257
Qualified in Queens County
Certificate Filed in New York County
Commission Expires December 15, 1988

STATE OF NEW YORK)
COUNTY OF NEW YORK) SS.:

Before me, JERONIMO M. COLLACO, a
Notary Public in and for said County, this 9th day of
JULY, 1987, C. J. Heinzelmenn acknowledged the execu-
tion of the foregoing instrument.

(Notarial Seal)

J. M. Collaco
Notary Public

JERONIMO M. COLLACO
Notary Public, State of New York
No. 41-4880257
Qualified in Queens County
Certificate Filed in New York County
Commission Expires December 15, 1988

STATE OF OREGON: COUNTY OF KLAMATH: SS.

Filed for record at request of _____
of July A.D., 19 87 at 12:27 o'clock P M., and duly recorded in Vol. M87
of Mortgages on Page 13369.

FEE \$29.00

Evelyn Biehn, County Clerk
By Pat Smith