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STATE OF NORTH CAROLINA }
COUNTY OF MECKLENBURG } ss.:

Personally appeared before me Earl B. Matherney and made oath that he saw J. D. Pickard, the President, and W. G. Armstrong, the Secretary, respectively, of PIEDMONT NATURAL GAS COMPANY, INC., sign, attest, and affix hereto the corporate seal of said PIEDMONT NATURAL GAS COMPANY, INC., and as the act and deed of said corporation, deliver the within written and foregoing deed, and that he, with E. C. Hinson witnessed the execution thereof.

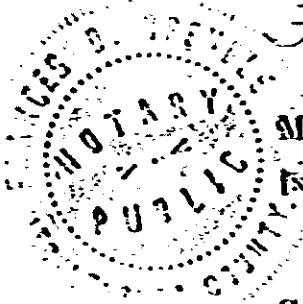
[Handwritten signature]

Sworn and subscribed to before me
this 7th day of January, 1974.

Francis D. Boudelle
Notary Public

My Commission Expires: 3-1-76

[NOTARIAL SEAL]



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

Personally appeared before me G. B. Levey and made oath that he saw D. G. HOPE, a Trust Officer, and W. W. Brewer, an Assistant Secretary, respectively, of MORGAN GUARANTY TRUST COMPANY OF NEW YORK, sign, attest, and affix hereto the corporate seal of said MORGAN GUARANTY TRUST COMPANY OF NEW YORK, and as the act and deed of said corporation, deliver the within written and foregoing deed, and that he, with R. E. SPARROW, witnessed the execution thereof.

[Handwritten signature]

Sworn and subscribed to before me
this 9th day of January, 1974.

Frank Schliere
Notary Public

My Commission Expires: _____

[NOTARIAL SEAL]

FRANK SCHLIERE
NOTARY PUBLIC, State of New York
No. 60-3501450
Qualified in Westchester County
Certificate filed in New York County
Commission Expires March 30, 1975



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