

be hereunto affixed and attested by its Secretary or one of its Assistant Secretaries; all as of the day and year first above written.

PIEDMONT NATURAL GAS COMPANY, INC.

By [Signature]
President

Attest: [Signature]
Secretary

Signed, sealed, executed, acknowledged and delivered on behalf of **PIEDMONT NATURAL GAS COMPANY, INC.**, in the presence of:

[Signature]
[Signature]

MORGAN GUARANTY TRUST COMPANY OF NEW YORK

By [Signature]
Trust Officer

Attest: [Signature]
Assistant Secretary

Signed, sealed, executed, acknowledged and delivered on behalf of **MORGAN GUARANTY TRUST COMPANY OF NEW YORK**, in the presence of:

[Signature]
[Signature]