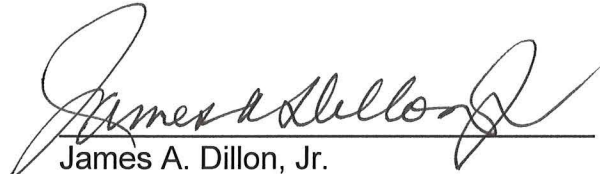


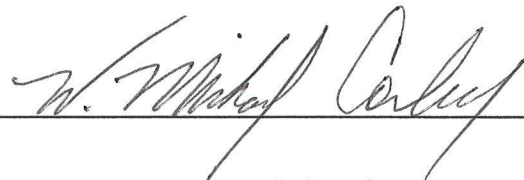
**OATH OF OFFICE OF THE
MIDDLE TENNESSEE NATURAL GAS UTILITY DISTRICT
COMMISSIONERS**

Having been duly selected as a member of the Board of Commissioners of the Middle Tennessee Natural Gas Utility District and in compliance with Article 10, Section 1 of the Constitution of the State of Tennessee, and Tennessee Code Annotated, Section 8-18-107, I do solemnly swear that I will support the Constitution of Tennessee and of the United States, and that I will perform with fidelity the duties of office to which I have been selected and which I am about to assume.


James A. Dillon, Jr.

7-23-03
Date

Sworn to and subscribed before me this the 23 day of ^{July}~~June~~, 2003.

Notary Public 

My Commission Expires: 2-28-05