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Attest: Alex H. Sand, Jr.,

Assistant Secretary.

Signed, sealed, executed, acknowledged and delivered by Duke Power Company in the presence of:

P. B. Heartt

J. S. Barksdale,

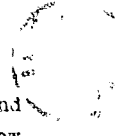
Attest: H. Knudson,

Assistant Secretary.

Signed, sealed, executed, acknowledged and delivered by Guaranty Trust Company of New York, in the presence of:

A. L. Greene

J. A. McCarthy.


 Guaranty Trust Company of New York,
 BY: Arthur E. Burke
 Corporate Trust Officer.
State of New York,
County of New York.

I, E. F. Majer a Notary Public in and for the County and State aforesaid do hereby certify that this day personally appeared before me G. G. Allen who being by me duly sworn, says that he is President of Duke Power Company, that the seal affixed to the foregoing instrument in writing is the common corporate seal of said corporation, and that said writing was signed and sealed by him in behalf of said corporation by its authority duly given, and the said G. G. Allen President, acknowledged said writing to be the act and deed of said corporation.

And I do further certify that this day personally appeared before me Arthur E. Burke who being by me duly sworn, says that he is Corporate Trust Officer of Guaranty Trust Company of New York, that the seal affixed to the foregoing instrument in writing is the common corporate seal of said corporation, and that said writing was signed and sealed by him in behalf of said corporation by its authority duly given and the said Arthur E. Burke Corporate Trust Officer acknowledged said writing to be the act and deed of said corporation.

Witness my hand and Notarial Seal this 1st day of July, A. D. 1935.

E. F. Majer
 Notary Public, Westchester County
 N. Y. Co. Clk's No. 367, Reg. No. 74198
 by commission expires March 30, 1937.

State of New York,
County of New York. ss

Personally appeared before me J. S. Barksdale and made oath that he saw G. G. Allen President and Alex H. Sand, Jr. Asst. Secretary, respectively of Duke Power Company, sign, attest and affix hereto the corporate seal of said Duke Power Company, and as the act and deed of said corporation, deliver the within written and foregoing deed, and that he with P. B. Heartt witnessed the execution thereof.

Sworn and subscribed to before me this
1st day of July, A. D. 1935.

J. S. Barksdale

E. F. Majer.

Notary Public, Westchester County
 N. Y. Co. Clks, No. 367, Reg. No. 84198
 by commission expires March 30, 1937.

State of New York,
County of New York. ss

Personally appeared before me A. L. Greene and made oath that he saw Arthur E. Burke Corporate Trust Officer and H. Knudson Assistant Secretary, respectively, of the Guaranty Trust Company of New York, sign, attest and affix hereto the corporate seal of said Guaranty Trust Company of New York as the act and deed of said corporation and deliver the within and foregoing deed, and that he with J. A. McCarthy witnessed the execution thereof.

Sworn and subscribed to before me this
1st day of July, A. D. 1935.

E. F. Majer

A. L. Greene.

Notary Public, Westchester County
 N. Y. Co. Clks No. 367, Reg. No. 74198
 by commission expires March 30, 1937.