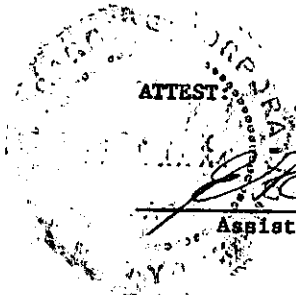


IN WITNESS WHEREOF, each party hereto has caused this instrument to be executed by its duly authorized officials, this the day and year first above written.



ATTEST:

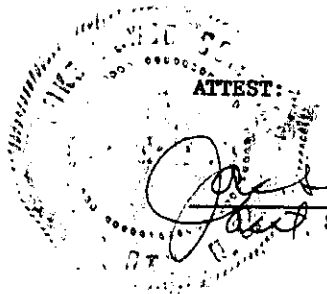
Elizabeth W. Scardino  
Assistant Secretary

UNION CARBIDE CORPORATION

By Carl H. Hazen  
Vice President

In the Presence of :

John E. Early  
Elizabeth W. Scardino



ATTEST:

James J. Sease  
Secretary

DUKE POWER COMPANY

By John D. Matteson  
Senior Vice President

In the Presence of :

Billy A. Dupin  
Elizabeth W. Scardino

(Continued on next page)