

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

I, MARGARET D. HENDERSON, a Notary Public in and for the State and County aforesaid, certify that DOROTHEA B. STROUPE personally came before me this day and acknowledged that she is an Assistant Secretary of DUKE POWER COMPANY, a North Carolina corporation, and that, by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by one of its Vice Presidents, sealed with its corporate seal, and attested by herself as its Assistant Secretary.

My commission expires April 26, 1978.

Witness my hand and official seal, this 15th day of November, 1973.

Margaret D. Henderson
 Notary Public
 Mecklenburg County, N. C.

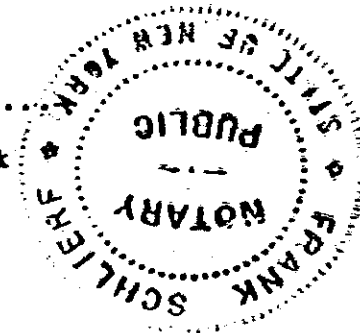


STATE OF NEW YORK }
 COUNTY OF NEW YORK } ss.:

I, FRANK SCHLIERF, a Notary Public in and for the State and County aforesaid, certify that M. J. THOMPSON personally came before me this day and acknowledged that he is a Trust Officer of MORGAN GUARANTY TRUST COMPANY OF NEW YORK, a New York corporation, and that, by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by one of its Vice Presidents, sealed with its corporate seal, and attested by himself as its Trust Officer.

Witness my hand and official seal, this 16th day of November, 1973.

Frank Schlierf
 FRANK SCHLIERF
 NOTARY PUBLIC, State of New York
 No. 60-3503450
 Qualified in Westchester County
 Certificate filed in New York County
 Commission Expires March 30, 1975



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