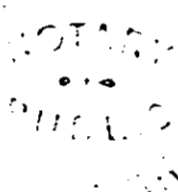


STATE OF NORTH CAROLINA }
COUNTY OF MECKLENBURG } ss.:

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 one of its Assistant Secretaries.

My commission expires April 26, 1983.

Witness my hand and official seal, this 28th day of July, 1978.



[NOTARIAL SEAL]

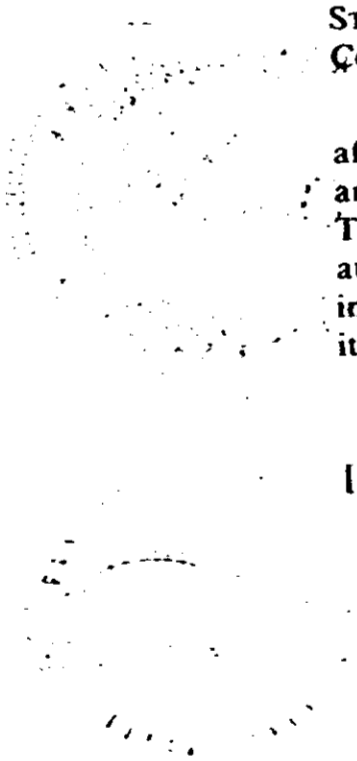
Margaret D. Henderson

MARGARET D. HENDERSON
Notary Public
Mecklenburg County, N. C.

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

I, MAUREEN McSHANE, a Notary Public in and for the State and County aforesaid, certify that Thomas R. Bower personally came before me this day and acknowledged that he is an Assistant Secretary 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 one of its Assistant Secretaries.

Witness my hand and official seal, this 31st day of July, 1978.



[NOTARIAL SEAL]

Maureen McShane

MAUREEN McSHANE
NOTARY PUBLIC, State of New York
No. 24-4649500
Qualified in Kings County
Certificate filed in New York County
Commission Expires March 30, 1979.

RECORDED AUG 8 1978
AT 2:14 P.M. 4265

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