

WHEREAS it appears from the papers presented to Morgan Guaranty Trust Company of New York that the above described property is fixed property, subject to the lien of said Mortgage, and is of the value as set out in said papers, and that the sale and disposition of said property is desirable in the conduct of the business of Duke Power Company, and that it is desirable in the conduct of the business of said Duke Power Company to release the above described property from the lien of the mortgage or deed of trust given by Duke Power Company to Guaranty Trust Company of New York, as Trustee, unto

Union Carbide Corporation.

NOW, THEREFORE, KNOW ALL MEN BY THESE PRESENTS that Morgan Guaranty Trust Company of New York, Trustee, a corporation organized under the laws of the State of New York, in pursuance of authority in it vested by and under said First and Refunding Mortgage, and in consideration of the sum of \$5.00 and other good and valuable considerations to it in hand paid by

Union Carbide Corporation,

the receipt whereof is hereby acknowledged, does hereby grant, bargain, sell, convey and release from the lien of the aforesaid mortgage or deed of trust and all supplements to said mortgage or deed of trust, and forever quitclaim unto the said

Union Carbide Corporation

all of its right, title, interest and estate as Trustee, as aforesaid, in and to the above described property.

PROVIDED, HOWEVER, that nothing herein contained shall be construed to affect the residue of the security held by said Morgan Guaranty Trust Company of New York, Trustee as aforesaid, by virtue of the Mortgage, nor to release from the lien of the Mortgage any reservations or exceptions in favor of the Company, nor to release the payment of any part of the monies, principal or interest, thereby secured and that may now remain unpaid.

The recitals herein contained are based only on representations made by Duke Power Company and Morgan Guaranty Trust Company of New York, accepts no responsibility for the statements herein contained.

IN WITNESS WHEREOF, Morgan Guaranty Trust Company of New York, Trustee, has caused its corporate name to be hereunto subscribed by its Vice President or Trust Officer, attested by its Secretary or an Assistant Secretary, and its corporate seal to be hereunto affixed, on the 4th day of December, 1938.

In the presence of:

[Signature]
James R. Beams
[Signature]
Helen E. [unclear]

MORGAN GUARANTY TRUST COMPANY
OF NEW YORK, TRUSTEE

By [Signature]
ATTEST [Signature]

(CONTINUED ON NEXT PAGE)

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