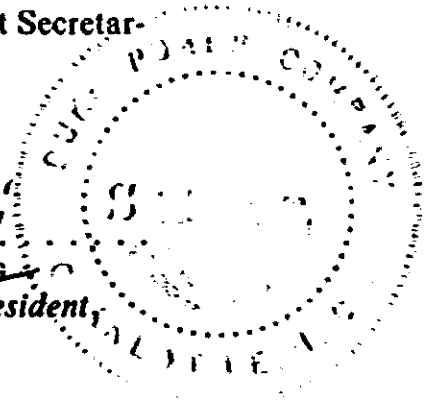


to be signed in its name by one of its Vice Presidents and its corporate seal to be hereunto affixed, and the same to be attested by one of its Assistant Secretaries, all as of the day and year first above written.

DUKE POWER COMPANY

By *W.H. Grigg*
W. H. GRIGG
Executive Vice President



ATTEST:

Carolyn R. Duncan
CAROLYN R. DUNCAN
Assistant Secretary

Signed, sealed, executed, acknowledged and delivered by DUKE POWER COMPANY, in the presence of:

Donald E. Lach
Sadie M. McQuay

MORGAN GUARANTY TRUST COMPANY
OF NEW YORK

By *J.W. Flaherty*
J. W. FLAHERTY
Vice President

ATTEST:

J.M. Gaudio
J. M. GAUDIOSO
Assistant Secretary

Signed, sealed, executed, acknowledged and delivered by MORGAN GUARANTY TRUST COMPANY OF NEW YORK, in the presence of:

Antoinette C. Gaudio
Herbert H. Murray

