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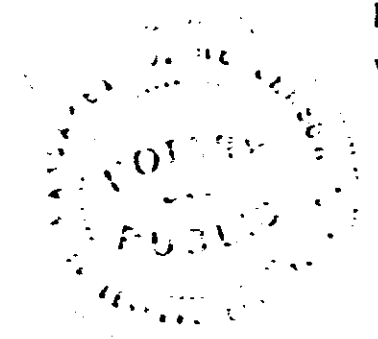
STATE OF NORTH CAROLINA
COUNTY OF MECKLENBURG

ss.:

I, MARGARET D. HENDERSON, a Notary Public in and for the State and County aforesaid, certify that CAROLYN R. DUNCAN 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 13th day of September, 1982.



Margaret D. Henderson
MARGARET D. HENDERSON
Notary Public
Mecklenburg County, N.C.
My Commission expires April 26, 1983.

STATE OF NEW YORK
COUNTY OF NEW YORK

ss.:

I, HAROLD ROBINSON, a Notary Public in and for the State and County aforesaid, certify that J. M. GAUDIOSO 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 14th day of September, 1982.



Harold Robinson
HAROLD ROBINSON
Notary Public, State of New York
Qualified in Queens County
Certificate Filed in New York County
No. 41-4731138
Commission Expires March 30, 1984