

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:

Juan M. Ferrer
Doris C. King

MORGAN GUARANTY TRUST COMPANY
OF NEW YORK

By *P. J. Crowley*
P. J. CROWLEY
Trust Officer

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:

Sharon Jeff-Goser
Doris M. Hunter

0549

328-112