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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 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 Senior Vice Presidents, sealed with its corporate seal, and attested by herself as its Assistant Secretary.

My commission expires April 26, 1978.

Witness my hand and official seal, this 29th day of December, 1975.

Margaret S. Denderson
Notary Public
Mecklenburg County, North Carolina

STATE OF NEW YORK COUNTY OF NEW YORK

I, FRANK SCHLIERF, a Notary Public in and for the State and County aforesaid, certify that THOMAS R. BOWEN 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 its Assistant Secretary.

SS.:

Witness my hand and official seal, this 30th day of December, 1975.

FRANK SCHLIERF NOTARY PUBLIC, State of New Yor

NOTARY PUBLIC, State of New York No. 60-3503450

Qualified in Westchester County Certificate filed in New York County Commission Expires March 30, 1977

RECORDED JAN 21'76 Ot 9.59 A.M.

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