

SCOTIAMCLEOD INC.

EXECUTION OF DOCUMENTS

WHEREAS the Corporation is required from time to time in the ordinary course of its business to participate in the preparation of, and execute and deliver, prospectuses, agreements, indentures, instruments and other documents in connection with or relating to dealing in securities and other aspects of its corporate and government finance business including, without limiting the generality of the foregoing, preliminary prospectuses and (final) prospectuses (whether as underwriter, agent or promoter), registration statements, underwriting agreements, agency agreements, instalment receipt agreements, security agreements, subscription agreements, trust indentures, warrant indentures, joint account letters, notices of intention, certificates, directions, consents, undertakings, releases, receipts and discharges for the payment of money or other obligations and conveyances, transfers and assignments of securities (all such documents being referred to as "Financing Transaction Documents");

NOW THEREFORE IT IS HEREBY RESOLVED THAT:

Any one Senior Officer or any one Director of the Corporation, or any person designated by a Senior Officer of the Corporation or by a Director of the Corporate Finance or Government Finance departments of the Corporation, be and the same is hereby authorized for and on behalf of the Corporation to approve the contents of all Financing Transaction Documents and to execute and deliver all such Financing Transaction Documents, whether under the corporate seal of the Corporation or otherwise, as such Senior Officer or Director or person may consider necessary or advisable in connection with the Corporation's business and the approval of such Senior Officer or Director or person of the contents of any Financing Transaction Document shall be conclusively evidenced by his or her execution of such Financing Transaction Document.

1For the purposes of this resolution, the terms "Director" and "Senior Officer" shall have the meaning ascribed to them in section 28C and section 58 of By-law No. 1 of the Corporation.

I, James B. Purvis, Corporate Secretary of ScotiaMcLeod Inc. ("the Corporation"), hereby certify the foregoing to be a true copy of a resolution of the Board of Directors of ScotiaMcLeod Inc., duly passed on the 19th day of February, 1996, and I further certify that the said resolution is in full force and effect, unamended, as of the date hereof.

DATED the 27th day of June, 1997.

James B. Purvis

James B. Purvis
Corporate Secretary