

0045

IN WITNESS WHEREOF, the Company has caused this instrument to be signed in its name by its President or one of its Vice Presidents, manually or by facsimile signature, and its corporate seal to be hereto affixed, or a facsimile thereof to be hereon engraved, lithographed or printed, and to be attested by the manual or facsimile signature of its Secretary or one of its Assistant Secretaries.

Dated:

DUKE POWER COMPANY

By.....  
*President*

Attest:

.....  
*Secretary*

[FORM OF TRUSTEE'S CERTIFICATE FOR BOND  
OF THE 2009 SERIES]

This bond is one of the bonds, of the series designated therein, described in the within-mentioned Indenture.

MORGAN GUARANTY TRUST COMPANY  
OF NEW YORK,  
*Trustee*

By.....  
*Authorized Officer*

[REVERSE SIDE OF BOND]

This bond is one of the bonds of a series, designated specially as First and Refunding Mortgage Bonds, 10 1/4% Series Due 2009, of an authorized issue of bonds of the Company, without limit as to aggregate principal amount, designated generally as First and Refunding Mortgage Bonds, all issued and to be issued under and equally and ratably secured by an indenture dated as of December 1, 1927, duly executed by Duke Power Company, a New Jersey corporation ( hereinafter called the "New Jersey

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