

IN WITNESS WHEREOF, Duke Power Company, the party of the first part hereto, has caused this supplemental indenture to be signed in its name by its President or a Vice President and its corporate seal to be hereunto affixed, and the same to be attested by its Secretary or an Assistant Secretary, and Morgan Guaranty Trust Company of New York, the party of the second part hereto, in token of its acceptance of the trust hereby created, has caused this supplemental indenture to be signed in its name by its President or a Vice President and its corporate seal to be hereunto affixed, and the same to be attested by its Secretary or an Assistant Secretary, all as of the day and year first above written.

DUKE POWER COMPANY

By *Alan F. Coan*
Vice President

Attest:

J. S. Seale
Assistant Secretary

Signed, sealed, executed, acknowledged and delivered by DUKE POWER COMPANY, in the presence of:

John M. Furr
Margaret G. Baker

MORGAN GUARANTY TRUST COMPANY OF NEW YORK

By *[Signature]*
Vice President

ATTEST:

[Signature]
Assistant Secretary

Signed, sealed, executed, acknowledged and delivered by MORGAN GUARANTY TRUST COMPANY OF NEW YORK, in the presence of:

[Signature]
[Signature]