

graphed 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 ALL BONDS  
OF THE 2000 SERIES B]

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*

PART TWO.  
REPLACEMENT FUND.

SECTION 1. So long as any of the bonds of the 2000 Series B are outstanding, the Company will continue to maintain the Replacement Fund set forth in, and in accordance with the applicable terms and conditions now contained in, Part Two of the supplemental indenture