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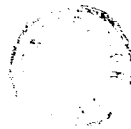
of the consideration for the conveyance of that part of the foregoing property which is covered by and subject to the lien of that certain indenture of mortgage, dated as of the 1st day of July, A. D. 1913, executed by the party of the first part to The Farmers' Loan and Trust Company, as Trustee, the party of the second part expressly agrees and covenants to keep and perform, in respect of the property so covered by and subject to the lien of said indenture of mortgage, and of the additions, enlargements, extensions and betterments which may hereafter be made or acquired to and of said property, each and every the covenants and obligations in said indenture specified, particularly the covenants and obligations set forth in Sections 2, 4, 6, 7, 8, 9, and 10, of Article Three of said indenture.

And the said party of the first part covenants with the party of the second part, its successors and assigns, that if, the said party of the first part, will at all times hereafter upon request of the party of the second part, its successors or assigns, execute, acknowledge, and deliver or cause or procure to be executed, acknowledged, and delivered, all and every such further deeds, transfers, assignments, and assurances of said property, assets, business, and undertakings, or any portion or portions thereof as may be necessary.

In order to facilitate the filing and recording of this indenture in the various public registries where same is to be filed and recorded, it is understood and agreed that the same may be executed in several counterparts, each of which shall be deemed to be an original, and such counterparts, each of which shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

In witness whereof, the said Southern Public Utilities Company, party of the first part, a corporation organized and existing under the laws of the State of Maine, has caused this indenture to be signed in its name by its President, and its corporate seal to be hereunto affixed and to be attested by its Secretary; and the said Southern Public Utilities Company, party of the second part, a corporation organized and existing under the laws of the State of New Jersey, has caused this indenture to be signed in its name by its President, and its corporate seal to be hereunto affixed, and to be attested by its Secretary; and the said Duke Power Company, party of the third part, a corporation organized under the laws of the State of New Jersey, has caused this indenture to be signed in its name by its Vice President, and its corporate seal to be hereunto affixed, and to be attested by its Secretary, all by authority of resolutions duly adopted by the respective Boards of Directors of said parties.

Attest: W. G. Crain
Secretary



Southern Public Utilities Company,
(of Maine)
BY: E. C. Marshall, president

Signed, sealed and delivered
in the presence of:

J. S. Barksdale,
Spencer H. Cove.

Attest: B. M. Stiles
Secretary.



Southern Public Utilities Company
(of New Jersey)
BY: W. R. Perkins,
President.

Signed, sealed and delivered t
in the presence of:

J. S. Barksdale
Spencer H. Cove.

Attest: W. C. Barker
Secretary



Duke Power Company,
BY: N. A. Cocke,
Vice President.

Signed, sealed and delivered
in the presence of:

J. S. Barksdale,
Spencer H. Cove.

County of Essex,
State of New Jersey.

I, Lorene M. Crans, a Notary Public in and for the County and State aforesaid, do hereby certify that this day personally appeared before me E. C. Marshall, who being by me duly sworn, says that he is President of Southern Public Utilities Company, a corporation organized under the laws of the State of Maine; that the seal affixed to the foregoing instrument in writing is the common corporate seal of said corporation, and that said writing was signed and sealed by him in behalf of said corporation by its authority duly given, and the said E. C. Marshall, President, acknowledged said writing to be the act and deed of said corporation.

Witness my hand and Notarial seal, this 4th day of April, 1935.

Lorene M. Crans
Notary Public.