

This Indenture, made this the 1st day of May, A. D., 1935, by and between Southern Public Utilities Company, a corporation organized and existing under the laws of the State of New Jersey, party of the first part, hereinafter called the "Utilities Company" and Duke Power Company, a corporation organized and existing under the laws of the State of New Jersey party of the second part, hereinafter called the "Power Company" Witnesseth:

Whereas, the Power Company, and the Utilities Company, did, under date of April 4th, 1935, enter into a contract of merger and consolidation, upon compliance with the terms of which, all the rights, privileges, powers and franchises, and all property, real, personal and mixed, belonging to the Utilities Company were to become vested in the Power Company, the Power Company being the owner of all of the outstanding capital stock of the Utilities Company; and

Whereas, all of the terms of said contract have been complied with by the parties hereto, and title to the property above referred to and hereafter described, is now vested in Duke Power Company pursuant to and in consequence of said merger and consolidation;

Now Therefore, This Indenture Witnesseth:

That in consideration of the premises, the said Utilities Company by these presents does confirm, convey, assign, make over and grant in fee simple to the Power Company, its successors and assigns, all of the property, property rights and assets of the Utilities Company, or to which it is or may be entitled in law or equity, of every nature and description whatsoever and wheresoever situate and located, including the whole business and undertakings of said Utilities Company, together with all franchises, rights, privileges, immunities, licenses, easements, grants and contracts in any manner held by it at the time of the taking ~~of~~ said merger and consolidation, including in said general description, but not there by limiting or restricting same, all of the property heretofore acquired by the Utilities Company under and by virtue of that certain deed dated April 4th, 1935, of Southern Public Utilities Company, a corporation organized and existing under the laws of the State of Maine, all as of the close of business on the 30th day of April 1935, and all pursuant to and in consequence of said merger and consolidation.

To Have and To Hold all of the aforesaid property, property rights, assets, business, undertakings, franchises, rights, privileges, <sup>immunities</sup> licenses, easements, grants and contracts unto the said Power Company, its successors and assigns forever.

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 was executed in several counterparts, each of which shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.