

IN WITNESS WHEREOF, the parties of the first part have hereunto set their hands and affixed there seals, and the party of the second part has caused this indenture to be executed by its officers thereunto duly authorized, and its corporate seal to be affixed thereto, all as of the day and year first above written.

Signed, sealed and delivered  
in the presence of:

Leo H. Hall  
Anna D. Harris

[Signature] (SEAL)  
H. Z. Jones (SEAL)  
J. W. Whitcomb (SEAL)

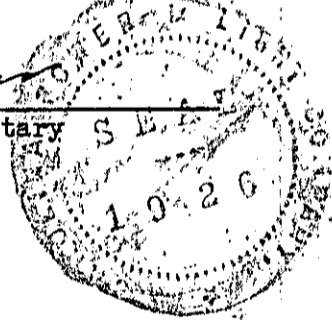
Signed, sealed and delivered  
in the presence of:

A. L. Dallas  
Miss Betty Shaw

CAROLINA POWER & LIGHT COMPANY  
By [Signature]  
Vice President

AS  
WRD

ATTEST:

[Signature]  
Secretary  


(Continued on Next Page)