

CAROLINA POWER & LIGHT COMPANY

TO

IRVING TRUST COMPANY

AND

RICHARD H. WEST,

(successor to Frederick G. Herbst),

as trustees under Carolina Power & Light Company's Mortgage and Deed of Trust, Dated as of May 1, 1940

**Third Supplemental Indenture**

*Dated as of February 1, 1951*

**THIRD SUPPLEMENTAL INDENTURE**

**INDENTURE**, dated as of the first day of February, 1951, made and entered into by and between CAROLINA POWER & LIGHT COMPANY, a corporation of the State of North Carolina, whose post office address is Raleigh, North Carolina (hereinafter sometimes called the Company), party of the first part, and IRVING TRUST COMPANY, a corporation of the State of New York, whose post office address is One Wall Street, New York 15, New York (hereinafter sometimes called the Corporate Trustee), and RICHARD H. WEST (successor to Frederick G. Herbst), whose post office address is 795 Fifth Avenue, New York 21, New York (hereinafter sometimes called the Individual Trustee), parties of the second part (the Corporate Trustee and the Individual Trustee being hereinafter together sometimes called the Trustees), as Trustees under the Mortgage and Deed of Trust, dated as of May 1, 1940 (hereinafter called the Mortgage), which Mortgage was executed and delivered by Carolina Power & Light Company to Irving Trust Company and Frederick G. Herbst to secure the payment of bonds issued or to be issued under and in accordance with the provisions of the Mortgage, reference to which said Mortgage is hereby made, this Indenture (hereinafter sometimes called Third Supplemental Indenture) being supplemental thereto;

WHEREAS, said Mortgage was recorded in various Counties in the States of North Carolina and South Carolina; and

WHEREAS, said Mortgage was indexed and cross-indexed in the real and chattel mortgage records in various Counties in the States of North Carolina and South Carolina; and

WHEREAS, an instrument dated as of June 25, 1945, was executed by the Company appointing Richard H. West as Individual Trustee in succession to said Frederick G. Herbst (deceased) under said Mortgage and by Richard H. West accepting the appointment as Individual Trustee under said Mortgage in succession to the said Frederick G.

2

Herbst, which instrument was recorded in various Counties in the States of North Carolina and South Carolina; and

WHEREAS, such instrument was indexed and cross-indexed in the real and chattel mortgage records in various Counties in the States of North Carolina and South Carolina; and

WHEREAS, by the Mortgage, the Company covenanted that it would execute and deliver such supplemental indenture or indentures and such further instruments and do such further acts as might be necessary or proper to carry out more effectually the purposes of the Mortgage and to make subject to the lien of the Mortgage any property thereafter acquired, intended to be subject to the lien thereof and the Company executed and delivered to the Trustees a First Supplemental Indenture, dated as of January 1, 1949 (hereinafter called the First Supplemental Indenture), which First Supplemental Indenture was recorded in various Counties in the States of North Carolina and South Carolina; and

WHEREAS, said First Supplemental Indenture was indexed and cross-indexed in the real and chattel mortgage records in various Counties in the States of North Carolina and South Carolina; and

WHEREAS, the Company executed and delivered to the Trustees a Second Supplemental Indenture, dated as of December 1, 1949 (hereinafter called the Second Supplemental Indenture), which Second Supplemental Indenture was recorded in Counties in the States of North Carolina and South Carolina, as follows:

**NORTH CAROLINA**

County	Book	Page
Alamance .....	173DT	582
Anson .....	92	135
Avery .....	27	677
Bladen .....	70	7
Buncombe .....	467	474
Caswell .....	104	41
Chatham .....	K-1	75

3

County	Book	Page
Columbus .....	37	551
Cumberland .....	550	145
Duplin .....	458	347
Durham .....	418	247
Edgecombe .....	481	231
Franklin .....	462	2
Granville .....	317	311
Greene .....	235	49
Guilford .....	1311	529
Halifax .....	580	171
Harnett .....	312	247
Haywood .....	73	117
Henderson .....	164	196
Hoke .....	88	407
Jackson .....	178	71
Johnston .....	491	24
Lee .....	153	250
Lenoir .....	267	254
McDowell .....	71	494
Madison .....	46	437
Mitchell .....	74	193
Montgomery .....	Z-23	60
Moore .....	80	114
Nash .....	461	603
Orange .....	109	37
Person .....	63	99
Randolph .....	379	115
Richmond .....	312	74
Robeson .....	153	365
Sampson .....	578	131
Scotland .....	26	246
Stanly .....	160	238
Transylvania .....	36	241
Vance .....	224	447
Wake .....	1039	63
Warren .....	170	11
Wayne .....	353	59
Wilson .....	386	150
Yancey .....	35	345

**SOUTH CAROLINA**

Berkeley .....	E-20	356
Chesterfield .....	102	246
Clarendon .....	32	67
Darlington .....	273	109
Dillon .....	46	111
Florence .....	153	18