

## KNOW ALL MEN BY THESE PRESENTS

That the undersigned Richard H. West hereby resigns as Individual Trustee under the Mortgage and Deed of Trust made by the undersigned Carolina Power & Light Company, a corporation of the State of North Carolina, to Irving Trust Company and Frederick G. Herbst, as Trustees, dated as of May 1, 1940, supplemented by the First Supplemental Indenture dated as of January 1, 1949, the Second Supplemental Indenture dated as of December 1, 1949, the Third Supplemental Indenture dated as of February 1, 1951 and the Fourth Supplemental Indenture dated as of October 1, 1952, such resignation to take effect on December 31, 1957, unless prior thereto a successor individual trustee shall have been appointed as provided in said Mortgage and Deed of Trust, in which event such resignation shall take effect immediately on the appointment of such successor individual trustee.

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

Now, THEREFORE, pursuant to the provisions of Section 102 of said Mortgage and Deed of Trust, and by order of its Board of Directors, the undersigned Carolina Power & Light Company hereby appoints J. A. Austin, as successor Individual Trustee under said Mortgage and Deed of Trust, as supplemented, subject to the conditions expressed in Article XVI thereof.

The undersigned J. A. Austin, a citizen of the United States of America, hereby accepts his said appointment by Carolina Power & Light Company as successor Individual Trustee under said Mortgage and Deed of Trust, as supplemented.

The undersigned Richard H. West will cause notice of his resignation to be published as provided in Section 101 of said Mortgage and Deed of Trust in the form provided in Exhibit A hereto annexed.

The undersigned Carolina Power & Light Company will proceed with the publication of the notice of appointment of said J. A. Austin,