

as would be necessary to entitle a conveyance of real estate to record in all of the states in which any property at the time subject to the lien of the Mortgage shall be situated; and

WHEREAS, the Company now desires to create a new series of bonds and to add to its covenants and agreements contained in the Mortgage, as heretofore supplemented, certain other covenants and agreements to be observed by it and to alter and amend in certain respects the covenants and provisions contained in the Mortgage, as heretofore supplemented; and

WHEREAS, the execution and delivery by the Company of this Fifth Supplemental Indenture, and the terms of the bonds of the Sixth Series, hereinafter referred to, have been duly authorized by the Board of Directors of the Company by appropriate resolutions of said Board of Directors;

NOW THEREFORE, THIS INDENTURE WITNESSETH: That Carolina Power & Light Company, in consideration of the premises and of One Dollar (\$1) to it duly paid by the Trustees at or before the ensembling and delivery of these presents, the receipt whereof is hereby acknowledged, and in further evidence of assurance of the estate, title and rights of the Trustees and in order further to secure the payment of both the principal of and interest and premium, if any, on the bonds from time to time issued under the Mortgage, according to their tenor and effect and the performance of all the provisions of the Mortgage (including any instruments supplemental thereto and any modification made as in the Mortgage provided) and of said bonds, hereby grants, bargains, sells, releases, conveys, assigns, transfers, mortgages, pledges, sets over and confirms (subject, however, to Excepted Encumbrances as defined in Section 6 of the Mortgage) unto Irving Trust Company and J. A. Austin, as Trustees under the Mortgage, and to their successor or successors in said trust, and to said Trustees and their successors and assigns forever, all the following described properties of the Company:

All electric generating plants, stations, transmission lines, and electric distribution systems, including permanent improvements, exten-

sions or additions to or about such electrical plants, stations, transmission lines and distribution systems of the Company; all dams, power houses, power sites, buildings, generators, reservoirs, pipe lines, flumes, structures and works; all substations, transformers, switchboards, towers, poles, wires, insulators, and other appliances and equipment, and the Company's rights or interests in the land upon which the same are situated, and all other property, real or personal, forming a part of or appertaining to, or used, occupied or enjoyed in connection with the said generating plants, stations, transmission lines, and distribution systems; together with all rights of way, easements, permits, privileges, franchises and rights for or related to the construction, maintenance, or operation thereof, through, over, under or upon any public streets or highways, or the public lands of the United States, or of any State or other lands; and all water appropriations and water rights, permits and privileges; including but not limited to, the following described property:

FIRST.

T—The Louis V. Sutton Steam Electric Generating Station (formerly known as the Wilmington Steam Electric Generating Station and referred to as such in the Fourth Supplemental Indenture) with Unit No. 1 placed in service August 1, 1954, and Unit No. 2 placed in service May 29, 1955, having a combined capability of 214,000 KW, situated on the Cape Fear River in Cape Fear Township, New Hanover County, near the City of Wilmington, North Carolina, including the power houses, buildings, structures, generators, boilers, machinery, equipment, appliances, supplies, franchises, licenses, permits and consents with respect thereto, and all of the Company's lands, water rights, rights of way and easements; including, but not limited to, all such property acquired for and in connection with said generating station as described by reference in the deeds listed under the section entitled "FIRST" in the aforesaid Fourth Supplemental Indenture.

U—The extension to the Cape Fear Steam Electric Generating Station situated on the Cape Fear River in Cape Fear Township, Chatham County, North Carolina, including the extension of the canal,