

**EIGHTH SUPPLEMENTAL INDENTURE**

---

**INDENTURE**, dated as of the first day of July, 1964, 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 **J. A. AUSTIN** (successor to Frederick G. Herbst and Richard H. West), whose post office address is 131 Ardsley Road, Scarsdale, 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 Eighth 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. Herbst, which instrument was recorded in various Counties in the States of North Carolina and South Carolina; and

**WHEREAS**, an instrument dated as of December 12, 1957, was executed by the Company appointing J. A. Austin as Individual Trustee in succession