

EXECUTED IN 75 COUNTERPARTS OF
WHICH THIS IS COUNTERPART No. 49.

KNOW ALL MEN BY THESE PRESENTS, That

WHEREAS, a certain Mortgage and Deed of Trust, dated as of May 1, 1940, was made, executed and delivered by Carolina Power & Light Company, a corporation organized and existing under the laws of the State of North Carolina, to Irving Trust Company and Frederick G. Herbst (now deceased), Trustees, for the purposes therein provided; and

WHEREAS, in and by Section 102 of Article XVI of said Mortgage and Deed of Trust it is provided among other things that in case at any time any Trustee shall become incapable of acting, a vacancy shall be deemed to exist in the office of such Trustee, and a successor or successors may be appointed by the holders of a majority in principal amount of the bonds then Outstanding under said Mortgage and Deed of Trust as therein provided; and it is further provided that, until a new trustee shall be appointed by the bondholders as therein authorized, Carolina Power & Light Company, by an instrument executed by order of its Board of Directors and duly acknowledged by its President or a Vice-President, may appoint a trustee to fill such vacancy until a new trustee shall be appointed by the bondholders as therein authorized; and it is further provided that any new trustee appointed by Carolina Power & Light Company shall, immediately and without further act, be superseded by a trustee appointed by the bondholders as provided in said Article XVI, if such appointment by the bondholders be made prior to the expiration of one year after the first publication of notice of the appointment of the new trustee by said Company;

Now, THEREFORE, Carolina Power & Light Company, by virtue of the power conferred upon it by said Mortgage and Deed of Trust to which reference is hereby made and to the conditions in Article XVI thereof expressed, does hereby appoint Richard H. West, a citizen of the United States of America, residing at and whose post office address is 38 East 37th Street, New York 16, New York, as Trustee in succession to Frederick G. Herbst (deceased) under said Mortgage and Deed of Trust, dated as of May 1, 1940, made by Carolina Power & Light Company to Irving Trust Company and Frederick G. Herbst, Trustees.

Richard H. West hereby accepts the appointment as Trustee under said Mortgage and Deed of Trust in succession to said Frederick G. Herbst, and the trusts thereby created.

This instrument may be executed in several counterparts, each of which shall be deemed to be an original, and all of which shall constitute but one and the same instrument.

IN WITNESS WHEREOF, Carolina Power & Light Company, by order of its Board of Directors, has caused its corporate name to be hereunto affixed and this instrument to be signed and sealed by its President or one of its Vice-Presidents, and its corporate seal to be attested by its Secretary or one of its Assistant Secretaries for and in its behalf, and Richard H. West in token of his acceptance of the trust by said Mortgage and Deed of Trust created, has hereunto set his hand and affixed his seal as of the 25 day of June, 1945.

CAROLINA POWER & LIGHT COMPANY

By L. V. Sutton
President.

Attest

C. J. Curry
Secretary

Executed, sealed and delivered by
Carolina Power & Light Company in
the presence of:

W. L. Yoder

Hilda Barbour

Richard H. West (L. S.)

Executed, sealed and delivered by
Richard H. West in the presence of:

Wm. T. Pagen

H. Hollender

