

AMENDMENT TO TERRITORIAL AGREEMENTS

Withlacoochee River Electric Cooperative, Inc. (WREC) and Progress Energy Florida, Inc. (Progress Energy), enter into this Amendment to their Territorial Agreements for Citrus and Pasco Counties on this 31st day of December, 2005.

WITNESSETH:

WHEREAS, WREC and Progress Energy are parties to four currently effective territorial agreements delineating their respective service territories in Citrus County (the Citrus Agreement), western Pasco County (the West Pasco Agreement), eastern Pasco County (the East Pasco Agreement), and Hernando County (the Hernando Agreement), each of which has been approved by order of the Florida Public Service Commission (FPSC); and

WHEREAS, on July 3, 2003, the FPSC issued an order approving an amendment of the Citrus, West Pasco and East Pasco Agreements to extend the expiration dates of those Agreements through December 31, 2004 for the purpose of providing sufficient time for WREC and Progress Energy to consolidate all of the existing Territorial Agreements, including the Hernando Agreement, into a single amended and restated agreement; and

WHEREAS, in view of the substantial work effort required to develop and prepared a comprehensive consolidated territorial agreement, and delays resulting from unanticipated events, in particular the major hurricanes that caused significant damage and customer service outages on their respective systems in August and September, 2004, WREC and Progress Energy desire to further extend the expiration dates of the Citrus, West Pasco and East Pasco Agreements in order to complete the preparation of the consolidated territorial agreement.

NOW, THEREFORE, WREC and Progress Energy hereby agree as follows:

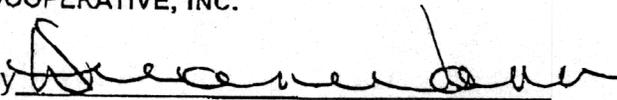
1 The term of the Citrus Agreement, the West Pasco Agreement, and the East Pasco Agreement shall be extended to and including September 30, 2005.

2. Except as modified herein, the terms and conditions of the Citrus, West Pasco and East Pasco Agreements shall remain in full force and effect.

3. This Amendment to the Territorial Agreements will become effective and enforceable only upon the issuance of an order by the Florida Public Service Commission approving the Amendment in its entirety.

IN WITNESS WHEREOF, WREC and Progress Energy have caused this Amendment to be executed in duplicate by their duly authorized representatives on the day and year first above stated.

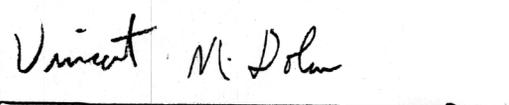
WITHLACOOCHEE RIVER ELECTRIC
COOPERATIVE, INC.

By 

Name: Duane Vann

Title: Assistant General Manager

PROGRESS ENERGY FLORIDA, INC.

By 

Name: Vincent M. Dolan (M.N.)

Title: Vice-President Corporate Relations
& Administrative Services