

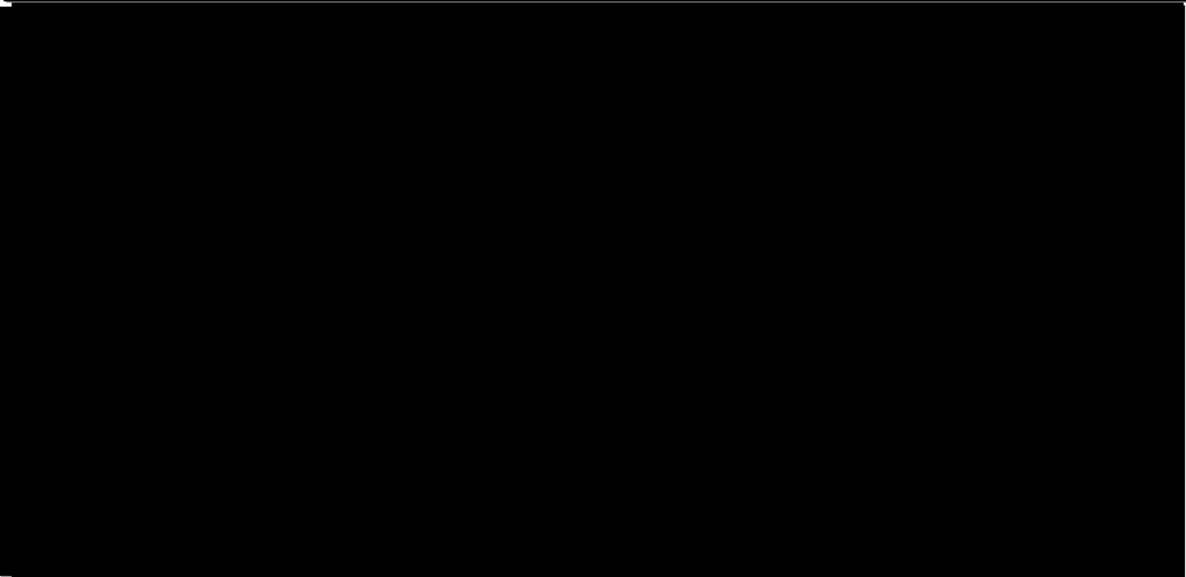
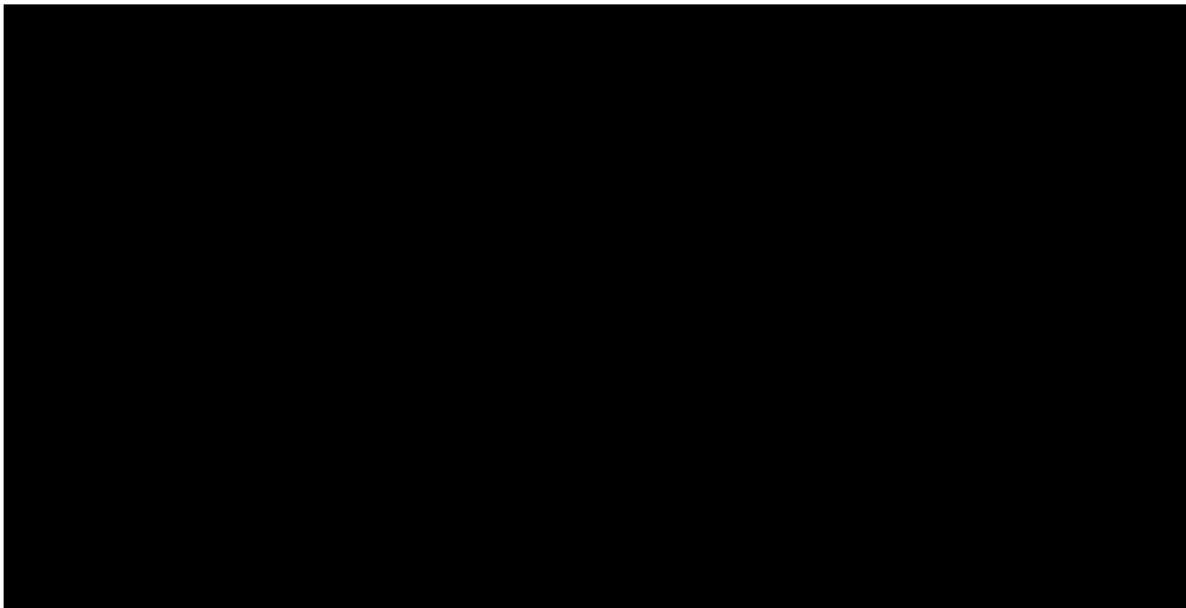
*Morgan Stanley - Line 6  
engagement letter*

**CONFIDENTIAL**

June 26, 2015

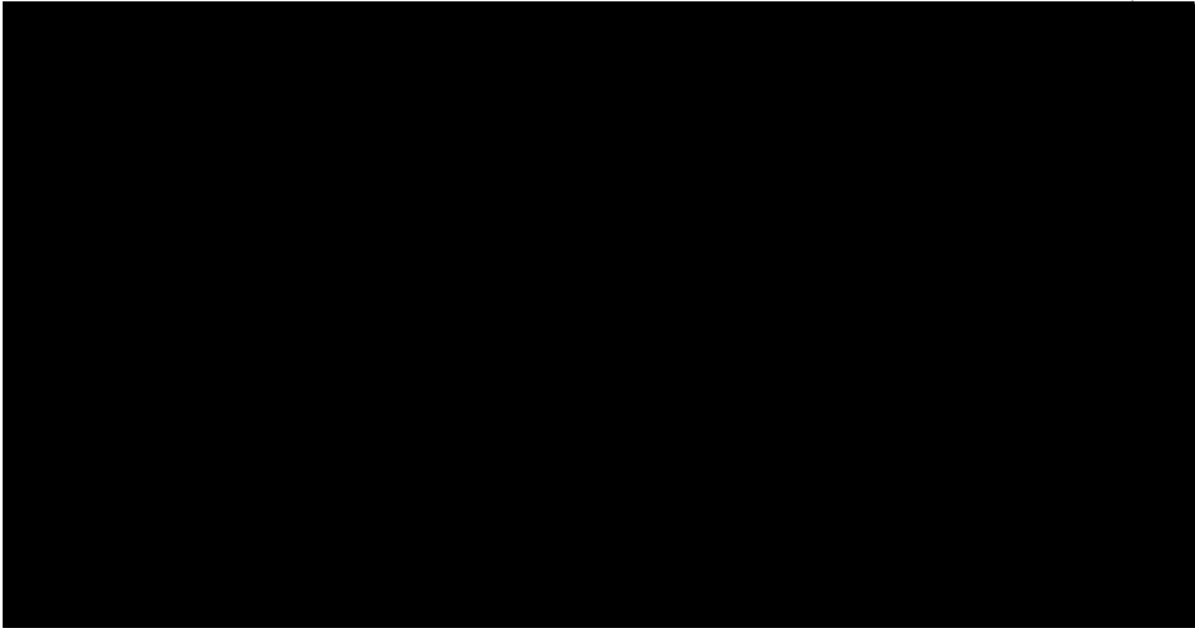
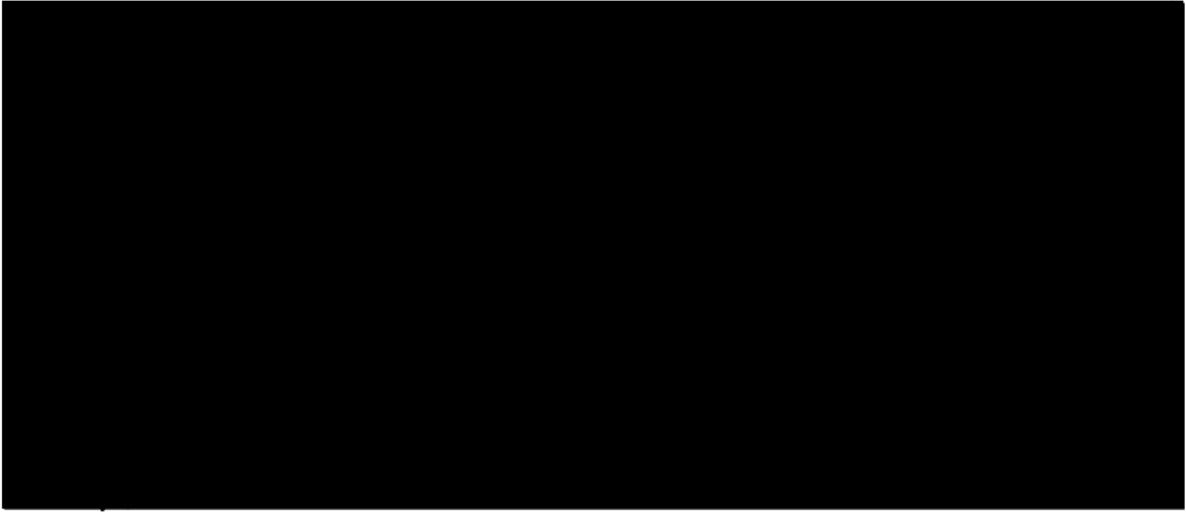
Duke Energy Florida, Inc.  
550 South Tryon Street  
Charlotte, NC 28202

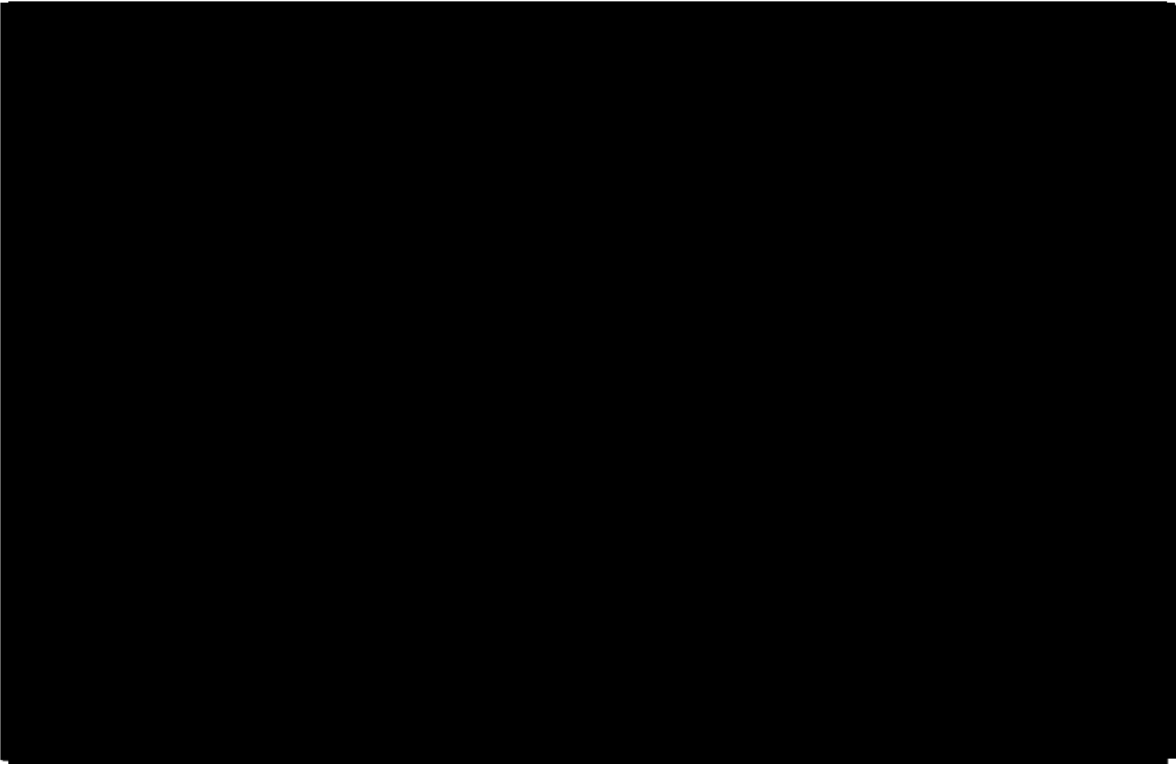
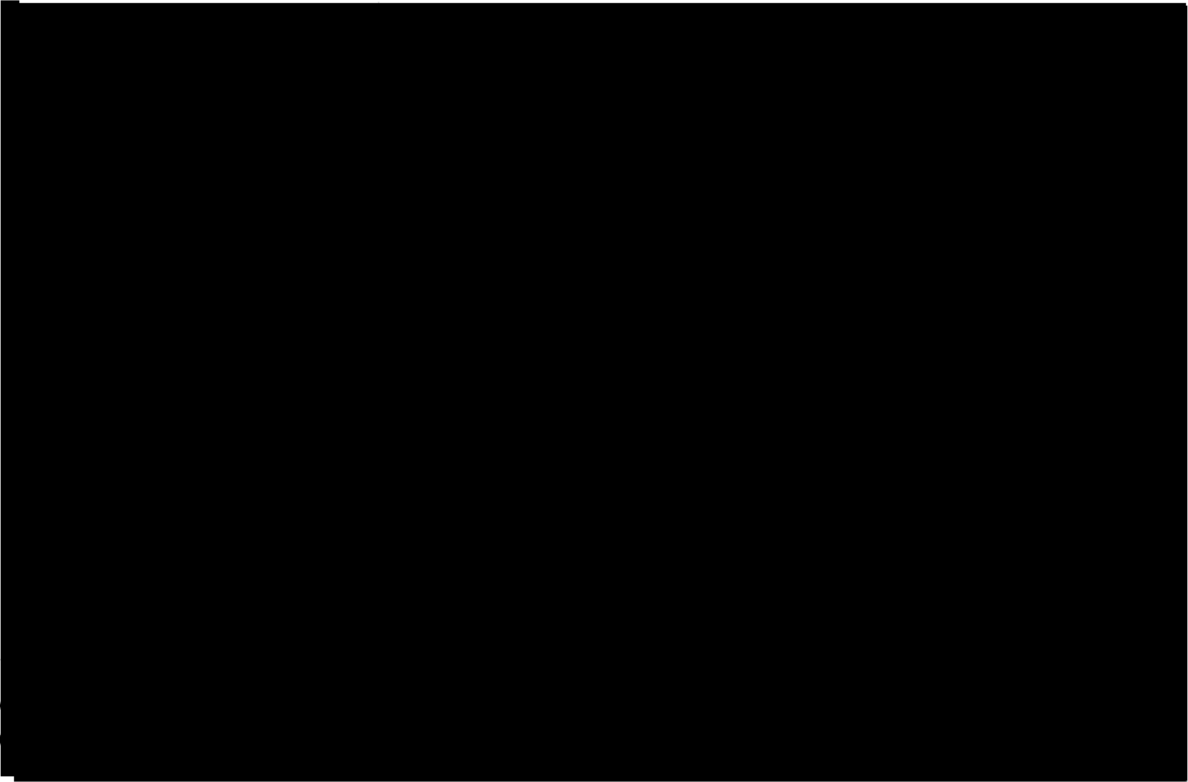
Ladies and Gentlemen:



CONFIDENTIAL

150148-STAFFROG2-8-000004








If the terms hereof are acceptable to the Company, please sign and return one of the originals to the undersigned. We very much look forward to working with you on this engagement.

Very truly yours,

MORGAN STANLEY & CO. LLC

By: \_\_\_\_\_

Name:  
Title:

  
Patrick Collins  
Executive Director

ACCEPTED AND AGREED  
as of the date first written above:

DUKE ENERGY FLORIDA, INC.

By: \_\_\_\_\_


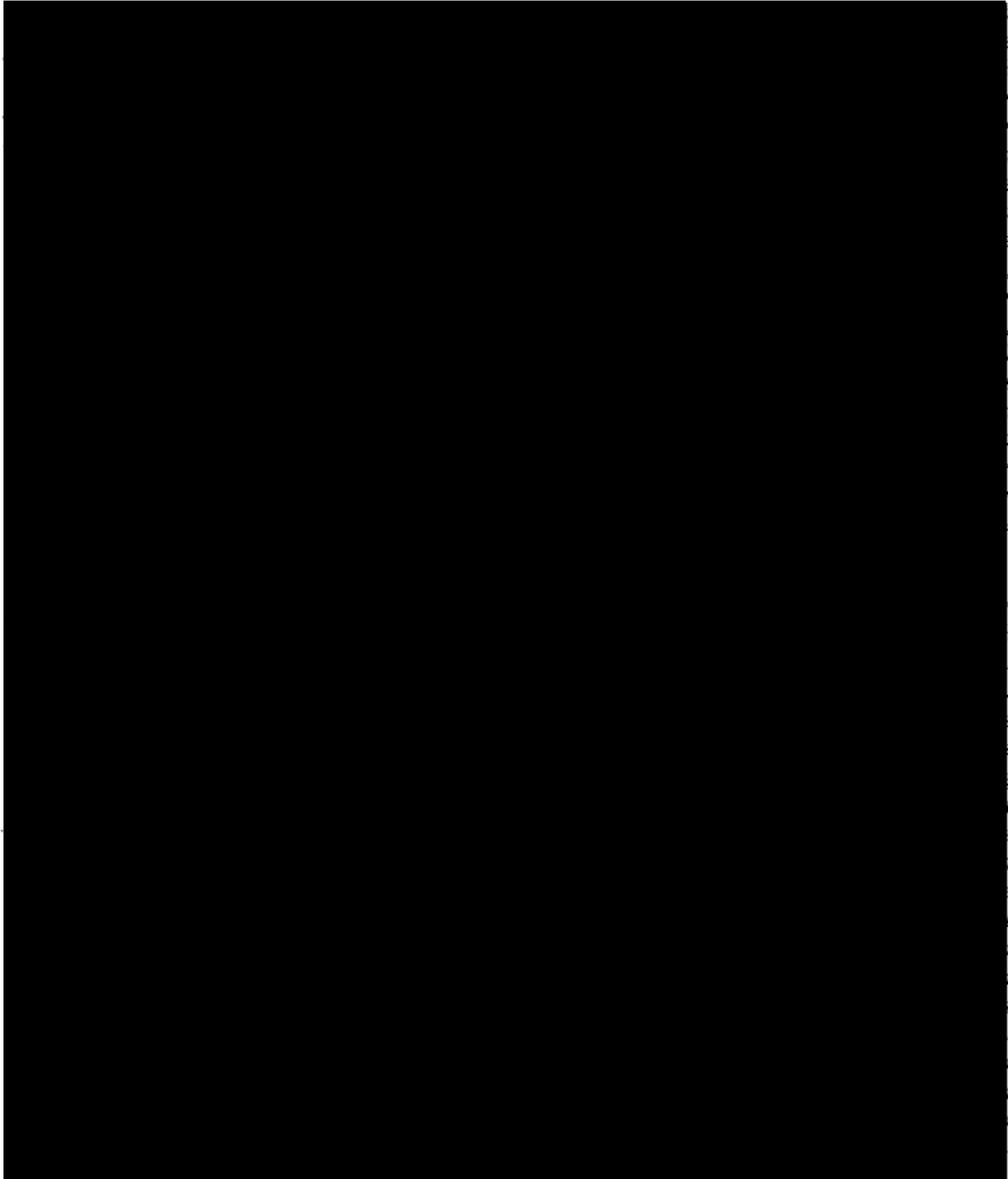
  
Name: W. Bryan Buckler  
Title: Assistant Treasurer

EXHIBIT A

*Morgan Stanley & Co. LLC  
1585 Broadway  
New York, New York 10036*


*Ladies and Gentlemen:*





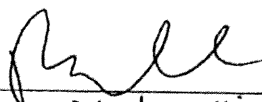
*Very truly yours,*

*DUKE ENERGY FLORIDA, INC.*

By:   
Name: *W. Bryan Buckler*  
Title: *Assistant Treasurer*

*Accepted:*

*MORGAN STANLEY & CO. LLC*

By:   
Name: *Patrick Collins*  
Title: *Executive Director*

*Date: JUNE 26, 2015*