FORM 424B2

Prospectus filed pursuant to Rule 424(b)(2)

Filing Date: **1994-01-14**
SEC Accession No. 0000950120-94-000010

FILER

CAROLINA POWER & LIGHT CO
CIK:**17797**| IRS No.: **560165465** | State of Incorp.:**NC** | Fiscal Year End: **1231**
Type: **424B2** | Act: **33** | File No.: **033-50597** | Film No.: **94501485**
SIC: **4911** Electric services

Business Address
411 FAYETTEVILLE ST
RALEIGH NC 27601
9195466111

PROSPECTUS SUPPLEMENT
(To Prospectus dated October 19, 1993)

$150,000,000
CAROLINA POWER & LIGHT COMPANY
First Mortgage Bonds, 5 7/8% Series due January 15, 2004

Interest on the New Bonds offered hereby (the "Offered Bonds") is payable January 15 and July 15, commencing July 15, 1994. The Offered Bonds constitute an issue of a series of the New Bonds. The Offered Bonds will not be redeemable prior to maturity. See "Certain Terms of the Offered Bonds" herein and "Description of New Bonds" in the accompanying Prospectus.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR BY ANY STATE SECURITIES COMMISSION NOR HAS THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THE PROSPECTUS OR THIS PROSPECTUS SUPPLEMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

	Price to Public(1)	Underwriting Discount(2)	Proceeds to CP&L(1)(3)
Per Offered Bond..........	99.069%	.206%	98.863%
Total.....................	$148,603,500	$309,000	$148,294,500

(1) Plus accrued interest from January 15, 1994.
(2) CP&L has agreed to indemnify the Purchasers against certain liabilities, including liabilities under the Securities Act of 1933, as amended. See "Purchasers".
(3) Before deducting expenses payable by CP&L estimated to be $250,000.

The Offered Bonds are offered by the several Purchasers subject to delivery by CP&L and acceptance by the Purchasers, to prior sale and to withdrawal, cancellation or modification of the offer without notice. Delivery of the Offered Bonds to the Purchasers is expected to be made at the office of Prudential Securities Incorporated, 100 Gold Street, New York, New York, on or about January 19, 1994.

PRUDENTIAL SECURITIES INCORPORATED

CITICORP SECURITIES, INC.

PAINEWEBBER INCORPORATED

SALOMON BROTHERS INC

January 12, 1994

IN CONNECTION WITH THIS OFFERING, THE PURCHASERS MAY OVER-ALLOT OR EFFECT TRANSACTIONS WHICH STABILIZE OR MAINTAIN THE MARKET PRICE OF THE SECURITIES HEREBY OFFERED AT A LEVEL ABOVE THAT WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH TRANSACTIONS MAY BE EFFECTED IN THE OVER-THE-COUNTER MARKET OR OTHERWISE. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.

CERTAIN TERMS OF THE OFFERED BONDS

The Offered Bonds constitute an issue of a series of the New Bonds. The following information concerning the Offered Bonds supplements and should be read in conjunction with the statements under "Description of New Bonds" in the accompanying Prospectus. Capitalized terms not defined herein are used as defined in the accompanying Prospectus.

GENERAL

The Offered Bonds will be issued as a new series of CP&L's First Mortgage Bonds under the Mortgage, as supplemented and amended by various supplemental indentures, including the Sixty-second Supplemental Indenture dated as of January 15, 1994 relating to the Offered Bonds and will constitute the Sixty-fifth series of Bonds under the Mortgage.

INTEREST PAYMENTS

The Offered Bonds will mature January 15, 2004 and will bear interest from January 15, 1994 at the rate shown in their title, the first interest payment to be made on July 15, 1994 with subsequent payments to be made semi-annually on January 15 and July 15. Principal and interest are payable at The Bank of New York in New York, New York.

REDEMPTION OF BONDS

The Offered Bonds will not be redeemable prior to maturity.

SELECTED INFORMATION

The following material, which is presented herein solely to furnish limited introductory information regarding CP&L and the offering, has been selected from or is based upon the detailed information and financial statements incorporated by reference into this Prospectus Supplement and the accompanying Prospectus, is qualified in its entirety by reference thereto, and, therefore, should be read together therewith.

THE OFFERING

Securities Offered...........	$150,000,000 principal amount of First Mortgage Bonds, 5 7/8% Series due January 15, 2004.

CAROLINA POWER & LIGHT COMPANY

Business......................	Generation, transmission, distribution and sale of electricity.
Service Area..................	Portions of North Carolina and South Carolina comprising approximately 30,000 square miles.
Customers billed as of September 30, 1993....................	Approximately 1.03 million.
Installed Generating Capacity as of September 30, 1993 (in kilowatts)..............	9,613,000*
Sources of System Energy Supply for the twelve months ended September 30, 1993*.........	Coal-56%, nuclear-29%, purchased power-13%, other-2%.

- ------------------

* Includes 639,700 kilowatts of generating capacity owned by North Carolina Eastern Municipal Power Agency in jointly-owned units.

FINANCIAL INFORMATION
(Dollars in Millions)

	Twelve Months Ended			
	September 30,	December 31,		
	1993 (Unaudited)	1992	1991	1990
Income Statement Data:				
Operating Revenues	$ 2,899.9	$ 2,766.8	$ 2,685.8	$2,617.1
Net Income.......	$ 353.5	$ 379.6	$ 377.0	$ 380.4
Ratios of Earnings to Fixed Charges....	3.23 x	3.34 x	3.08 x	2.65 x

Twelve Months Ended

December 31,

	1989	1988
Income Statement Data:		
Operating Revenues......	$2,555.6	$2,298.9
Net Income..............	$ 376.1	$ 196.8
Ratios of Earnings to Fixed Charges..........	3.01 x	2.09 x

CAPITALIZATION
(Dollars in Millions)

	As of September 30, 1993			
	Actual	Ratio	Adjusted(b)	Ratio
Long-term Debt(a)..........	$2,505.0	47.4%	$2,700.0	49.3%
Preferred Stock - Redemption Not Required..	143.8	2.7	143.8	2.6
Common Stock Equity(c).....	2,633.0	49.9	2,633.0	48.1
Total Capitalization...	$5,281.8	100.0%	$5,476.8	100.0%

____

(a) Excludes current portion of long-term debt of $427.6 million at September 30, 1993. Also, actual amounts at September 30, 1993 exclude the possible future sale from time to time of an aggregate of up to $155 million principal amount of First Mortgage Bonds designated as Secured Medium-Term Notes, Series C.

(b) As adjusted reflects the following adjustments:
   (1) Issuance of the Offered Bonds;
   (2) Issuance in October 1993 of $20 million principal amount of First Mortgage Bonds designated as Secured Medium-Term Notes, Series C and the Issuance in December 1993 of $25 million principal amount of First Mortgage Bonds designated as Secured Medium-Term Notes, Series C.

(c) Reduced by a contra-equity amount of $225.4 million representing a note receivable from the Stock Purchase-Savings Plan Trustee, net of employee stock ownership plan adjustment.

APPLICATION OF PROCEEDS

The net proceeds to be received from the sale of the Offered Bonds will be used for CP&L's ongoing construction and maintenance program, to reduce the outstanding balance of CP&L's commercial paper and other short-term debt, to redeem outstanding long-term debt and for other general corporate purposes. Outstanding commercial paper and other short-term debt is anticipated to approximate $159 million immediately prior to the delivery of the Offered Bonds.

PURCHASERS

Subject to the terms of and conditions set forth in the Underwriting Agreement, the purchasers named below (the "Purchasers") have severally agreed to purchase, and CP&L has agreed to sell to them, severally, the respective principal amounts of the Offered Bonds set forth opposite their names below.

Purchaser	Principal Amount
Prudential Securities Incorporated	$ 75,000,000
Citicorp Securities, Inc.	$ 25,000,000
PaineWebber Incorporated	$ 25,000,000
Salomon Brothers Inc	$ 25,000,000
Total................................	$150,000,000

The nature of the Purchasers' obligations is such that they are committed to purchase all of the Offered Bonds if any are purchased; provided, that, under certain circumstances relating to a default of one or more Purchasers, less than all of the Offered Bonds may be purchased.

The several Purchasers have advised CP&L that they are offering the Offered Bonds to the public initially at the public offering price set forth on the cover page of this Prospectus Supplement; that the Purchasers may allow to selected dealers a concession from the public offering price of .15 of 1% of the principal amount of the Offered Bonds; and that the Purchasers may allow, and such dealers may reallow, a concession of .125 of 1% of the principal amount of the Offered Bonds to certain other dealers. After the initial public offering, the public offering price and the concession may be changed.

CP&L has agreed to indemnify the Purchasers against certain civil liabilities, including liabilities under the Securities Act of 1933, as amended.

There is presently no trading market for the Offered Bonds and there is no assurance that a market will develop. Although they are under no obligation to do so, the Purchasers presently intend to act as market makers for the Offered Bonds in the secondary trading market.

P R O S P E C T U S

$600,000,000

CAROLINA POWER & LIGHT COMPANY

FIRST MORTGAGE BONDS

Carolina Power & Light Company ("CP&L") intends to offer from time to time up to $600,000,000 aggregate principal amount of its First Mortgage Bonds (the "New Bonds") on terms to be determined when the agreement to sell is made or at the time of sale. The specific designation, aggregate principal amount, purchase price, maturity, rate and time of payment of interest, and the redemption terms, or other specific terms of the New Bonds in respect of which this Prospectus is being delivered (the "Offered Bonds") are set forth in the accompanying Prospectus Supplement or Prospectus Supplements (the "Prospectus Supplement"), together with the terms of offering of the Offered Bonds.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR BY ANY STATE SECURITIES COMMISSION, NOR HAS THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The New Bonds may be sold directly by CP&L or through agents designated from time to time or through dealers or underwriters. If any agents of CP&L or any underwriters are involved in the sales of the Offered Bonds, the names of such agents or such underwriters and any applicable commissions or discounts will be set forth in the Prospectus Supplement.

The date of this Prospectus is October 19, 1993

AVAILABLE INFORMATION

CP&L is subject to the informational requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and in accordance therewith files reports and other information with the Securities and Exchange Commission (the "Commission"). Reports, proxy statements and other information filed by CP&L with the Commission can be inspected and copied at the public reference facilities maintained by the Commission at Room 1024, Judiciary Plaza, 450 Fifth Street, N.W., Washington, D.C. 20549 and at the following Regional Offices of the Commission: New York Regional

Office, 7 World Trade Center, 13th Floor, New York, New York 10048 and Chicago Regional Office, 500 West Madison Street, 14th Floor, Chicago, Illinois 60661-2511. Copies of such material can also be obtained at prescribed rates from the Public Reference Section of the Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. Such reports, proxy statements and other information can also be inspected at the offices of the New York Stock Exchange, Inc., 20 Broad Street, New York, New York 10005, and the Pacific Stock Exchange Incorporated, 301 Pine Street, San Francisco, California 94104, on which CP&L's Common Stock is listed.

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents filed by CP&L with the Commission under the Exchange Act are incorporated by reference in this Prospectus.

(1) Annual Report on Form 10-K for the year ended December 31, 1992.

(2) Quarterly Reports on Form 10-Q for the quarters ended March 31, 1993, and June 30, 1993.

(3) Current Reports on Form 8-K dated July 7, 1993, July 13, 1993, July 29, 1993, August 26, 1993, August 31, 1993 and September 30, 1993.

All reports and other documents filed by CP&L pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Prospectus and prior to the termination of the offering made by this Prospectus shall be deemed to be incorporated by reference in this Prospectus and to be made a part hereof from the date of filing of such reports and documents; provided, however, that the documents enumerated above or subsequently filed by CP&L pursuant to Section 13 of the Exchange Act prior to the filing with the Commission of CP&L's most recent Annual Report on Form 10-K shall not be incorporated by reference in this Prospectus or be a part hereof from and after the filing of such Annual Report on Form 10-K.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Prospectus to the extent that a statement contained herein or in any other subsequently filed document which is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Prospectus.

CP&L will provide without charge to each person, including any beneficial owner, to whom a copy of this Prospectus has been delivered, on the written or oral request of any such person, a copy of any or all of the documents referred to above which have been or may be incorporated in this Prospectus by reference, other than exhibits to such documents (unless such exhibits are specifically incorporated by reference into such documents).

Requests for copies of such documents should be directed to Robert F. Drennan, Jr., Manager-Financial Planning and Analysis, Treasury Department, Carolina Power & Light Company, 411 Fayetteville Street, Raleigh, North Carolina 27601-1748, telephone 919-546-7474.

THE COMPANY

CP&L is a public service corporation formed under the laws of North Carolina in 1926 and is engaged in the generation, transmission, distribution and sale of electricity in portions of North Carolina and South Carolina. The principal executive offices of CP&L are located at 411 Fayetteville Street, Raleigh, North Carolina 27601-1748, telephone 919-546-6111.

RATIO OF EARNINGS TO FIXED CHARGES

Twelve Months Ended December 31,				
1992	1991	1990	1989	1988
3.34x	3.08x	2.65x	3.01x	2.09x

APPLICATION OF PROCEEDS

The net proceeds to be received from the sale of the New Bonds will be used for CP&L's ongoing construction and maintenance program, to retire maturing First Mortgage Bonds, to refund First Mortgage Bonds or other long-term indebtedness called for redemption, for other general corporate purposes or to repay the outstanding balance of CP&L's short-term debt incurred for similar purposes. Reference is made to the Prospectus Supplement for the use of the net proceeds from the sale of the Offered Bonds.

DESCRIPTION OF NEW BONDS

GENERAL

The New Bonds are to be issued under a Mortgage and Deed of Trust, dated as of May 1, 1940, with The Bank of New York (formerly Irving Trust Company) and Frederick G. Herbst (W.T. Cunningham, successor), as Trustees, as supplemented by indentures supplemental thereto, all of which are collectively referred to as the "Mortgage." The statements herein concerning the New Bonds and the Mortgage are merely an outline and do not purport to be complete. They make use of terms defined in the Mortgage and are qualified in their entirety by express reference to the cited Sections and Articles.

Reference is made to the Prospectus Supplement for the following terms of the Offered Bonds (among others): (i) the designation, series and aggregate principal amount of the Offered Bonds; (ii) the percentage or percentages of their principal amount at which such Offered Bonds will be issued; (iii) the date or dates on which the Offered Bonds will mature; (iv) the rate or rates (which may be either fixed or variable), and/or the method of determination of such rate or rates, per annum at which the Offered Bonds will bear interest; (v) the date or dates on which such interest will be payable; (vi) the denominations in which the Offered Bonds are authorized to be issued; (vii) whether such Offered Bonds are to be issued in whole or in part in the form of one or more global Bonds and, if so, the identity of the depository for such global Bonds; (viii) redemption terms, if any; and (ix) any other specific terms.

FORM AND EXCHANGES

The New Bonds will be issuable in the form of registered bonds without coupons. They will be exchangeable without charge for other New Bonds of different authorized denominations, in each case for a like aggregate principal amount, and may be transferred without charge, other than for applicable stamp taxes or other governmental charges.

INTEREST AND PAYMENT

Reference is made to the Prospectus Supplement for the interest rate or rates (which may be either fixed or variable), and/or the method of determination of such rate or rates, of the Offered Bonds and the date or dates on which such interest is payable. Principal and interest are payable at The Bank of New York in New York City.

CP&L has covenanted to pay interest on any overdue principal and (to the extent that payment of such interest is enforceable under applicable law) on any overdue installment of interest on the Bonds of all series at the rate of 6% per annum. (Mortgage, Sec. 78.)

REDEMPTION AND PURCHASE OF BONDS

The New Bonds may be redeemable, in whole or in part, on at least 30 days' notice at the general redemption prices set forth in the Prospectus Supplement for all redemptions including redemptions (i) for the basic improvement fund, (ii) for the maintenance and replacement fund, (iii) for the sinking fund, if any, which may be established for a New Bond of a designated interest rate and maturity, (iv) with certain deposited cash, (v) with the proceeds of released property or (vi) at the option of CP&L. Reference is made to the Prospectus Supplement for the redemption terms, if any, of the Offered Bonds.

If at the time notice of redemption is given the redemption moneys are not on deposit with the Corporate Trustee, the redemption may be subject to their deposit with the Corporate Trustee on or before the date fixed for redemption and such notice shall be of no effect unless such moneys are so received.

Cash deposited under any provisions of the Mortgage (with certain exceptions) may be applied to the purchase of Bonds of any series.

(Mortgage, Art. X.)

IMPROVEMENT FUND

As to each outstanding series of Bonds, basic improvement fund payments are required in an amount equal to 1/2 of 1% per year of the greatest amount of Bonds of such series outstanding prior to the year in which such payment is due. Payments may be made in cash or principal amount of Bonds of the particular series, or credit may be taken for property additions at 100% (70% in the case of all outstanding series of Bonds issued prior to the Bonds of the Eleventh Series) of cost or fair value, or credit may be taken for Bonds of any series or prior lien bonds retired. The requirement may be anticipated at any time. Additional improvement fund payments in an amount equal to 1/2 of 1% per year are required by the terms of each outstanding series of Bonds issued prior to the Bonds of the Eleventh Series, making a total of 1% as to each of those series. CP&L has reserved the right to amend the Mortgage, without any consent or other action by the holders of the Bonds of the Eleventh Series or any subsequently created series (including each series of the New Bonds), to eliminate the basic improvement fund payments of 1/2 of 1% with respect to each series (including each series of the New Bonds). (Mortgage, Sec. 39; First through Ninth Supplementals, Sec. 3; Tenth Supplemental, Sec. 5.)

MAINTENANCE AND REPLACEMENT FUND

There shall be expended for each year 15% of the adjusted gross operating revenues for maintenance and replacements in respect of the mortgaged property and certain automotive equipment of CP&L. Excess expenditures for such purposes in any year may be credited against the requirements in any subsequent year. If CP&L is not permitted by regulatory authority to include 15% of such revenues for such purposes in operating expenses, the requirements are correspondingly reduced. Such requirements may be met by depositing cash with the Corporate Trustee, certifying expenditures for maintenance and repairs, certifying gross property additions, certifying gross expenditures for certain automotive equipment, or by taking credit for Bonds and prior lien bonds retired. Such cash may be withdrawn on expenditures for gross property additions or on waiver of the right to issue Bonds or be applied to the purchase or redemption of Bonds of such series as may be designated by CP&L. See "Redemption and Purchase of Bonds."

CP&L has reserved the right to amend the Mortgage, without any consent or other action by holders of the Bonds of the Twenty-third Series or any subsequently created series (including each series of the New Bonds), to eliminate the maintenance and replacement fund payments with respect to the Bonds of the Twenty-third Series and any subsequently created series (including each series of the New Bonds). (Mortgage, Sec. 38; Twenty-second Supplemental, Sec. 7.)

SPECIAL PROVISIONS FOR RETIREMENT OF BONDS

If, during any twelve month period, property is disposed of by order of or to any governmental authority, resulting in the receipt of $10,000,000 or more as proceeds therefor, CP&L (subject to certain conditions) must apply such proceeds, less certain deductions, to the retirement of Bonds. The Bonds are redeemable at the general redemption prices for this purpose, but only a pro-rata portion of each series of Bonds then outstanding (including each series of the New Bonds) is redeemable for this purpose. CP&L has reserved the right to amend the Mortgage, without any consent or other action by holders of the Bonds of the Tenth Series or any subsequently created series (including each series of the New Bonds), to eliminate the foregoing special provisions for retirement of Bonds. (Mortgage, Sec. 64; Ninth Supplemental, Sec. 6.)

SECURITY

The New Bonds and any other Bonds now or hereafter issued under the Mortgage will be secured by the Mortgage, which constitutes, in the opinion of General Counsel for CP&L, a first mortgage lien on all of the present properties of CP&L (except as stated below), subject to (a) leases of minor portions of CP&L's property to others for uses which, in the opinion of such counsel, do not interfere with CP&L's business, (b) leases of certain property of CP&L not used in its electric utility business, and (c) excepted encumbrances, minor defects and irregularities. There are excepted from the lien: all merchandise, equipment, materials or supplies held for sale and fuel, oil and similar consumable materials and supplies; vehicles and automobiles; cash, securities, receivables and all contracts, leases and operating agreements not pledged or required so to be; and electric energy and other products.

The Mortgage contains provisions for subjecting to the lien thereof (subject to limitations in the case of consolidation, merger or sale of substantially all of CP&L's assets) property, other than property of the kind excepted above, acquired after the date of delivery of the Mortgage. (Mortgage, Art. XV.)

The Mortgage provides that the Trustees shall have a lien upon the mortgaged property, prior to the Bonds, for the payment of their reasonable compensation and expenses and for indemnity against certain liabilities. (Mortgage, Sec. 96.)

ISSUANCE OF ADDITIONAL BONDS

The maximum principal amount of Bonds which may be issued under the Mortgage is unlimited. Bonds of any series may be issued from time to time on the basis of (1) 70% of property additions after adjustments to offset retirements; (2) retirement of Bonds or prior lien bonds; or (3) deposit of cash. With certain exceptions in the case of (2) above, the issuance of

Bonds is subject to adjusted net earnings for 12 out of the preceding 15 months before interest and income taxes being (a) at least twice the annual interest requirements on, or (b) at least 10% of the principal amount of, all Bonds at the time outstanding, including the additional issue, and all indebtedness of prior or equal rank. Such adjusted net earnings are computed after provision for repairs, maintenance and retirement of property equal to the Maintenance and Replacement Fund requirements for such period. Cash so deposited may be withdrawn upon the basis stated in (1) and (2) above.

Property additions must consist of electric property, or property used or useful in connection therewith, acquired after December 31, 1939, but may not include securities, vehicles or automobiles. CP&L has reserved the right to amend the Mortgage, without any consent or other action of the holders of the Twenty-fourth Series or any subsequently created series (including each series of the New Bonds) to make available as property additions any form of space satellites (including solar power satellites), space stations and other analogous facilities. CP&L estimates that after the issuance of the New Bonds against property additions there will be approximately $1 billion remaining of property additions available as of September 30, 1993.

The Mortgage contains restrictions upon the issuance of Bonds against property subject to liens and upon the increase of the amount of such liens. (Mortgage, Secs. 4-7, 20-30 and 46; Twenty-third Supplemental, Sec. 5.)

DIVIDEND RESTRICTIONS

So long as any Bonds remain outstanding, cash dividends and distributions on common stock are restricted to aggregate net income available therefor (after preferred dividends) since December 31, 1948, plus $3,000,000. No portion of retained earnings at September 30, 1993 is restricted by this provision.

MODIFICATION OF THE MORTGAGE

The rights of the Bondholders may be modified with the consent of 70% of the Bonds and, if less than all series of Bonds are affected, the consent also of 70% of the Bonds of each series affected. CP&L has reserved the right to amend the Mortgage, without any consent or other action by holders of the Bonds of the Fourteenth Series or any subsequently created series (including each series of the New Bonds), to substitute for the foregoing provision a provision to the effect that the rights of the Bondholders may be modified with the consent of holders of 66-2/3% of the Bonds, and, if less than all series of Bonds are affected, the consent also of holders of 66-2/3% of the Bonds of each series affected. In general, no modification of the terms of payment of principal or interest, no modification of the obligations of CP&L under Section 64 (until the foregoing substitution is made), and no modification affecting the lien or reducing the percentage required for modification, is effective against any Bondholder without his consent. (Mortgage, Art. XVIII; Thirteenth Supplemental, Sec. 5.)

DEFAULTS AND NOTICE THEREOF

An event of default is defined as being: default in payment of principal; default for 30 days in payment of interest; default in payment of interest upon or principal of prior lien bonds continued beyond grace periods; default for 60 days in payment of installments of funds for retirement of Bonds (including the improvement and maintenance and replacement funds); certain events in bankruptcy, insolvency or reorganization; and default for 90 days after notice in performance of other covenants. (Mortgage, Sec. 65.) The Trustees may withhold notice of default (except in payment of principal, interest or funds for retirement of Bonds) if they think it in the interest of the Bondholders. (Mortgage, Sec. 66; Third Supplemental, Sec. 15.)

In case of a default, holders of 25% of the Bonds may declare the principal and interest due and payable, but the holders of a majority may annul such declaration and destroy its effect if such default has been cured. (Mortgage, Sec. 67.) No holder of Bonds may enforce the lien of the Mortgage unless such holder has given the Trustees written notice of a default and unless the holders of 25% of the Bonds have requested the Trustees in writing to act and have offered the Trustees reasonable opportunity to act. (Mortgage, Sec. 80.) The Trustees are not required to risk their funds or incur personal liability if there is a reasonable ground for believing that repayment to the Trustees is not reasonably assured. (Mortgage, Sec. 94.) Holders of a majority of the Bonds may direct the time, method and place of conducting any proceedings for any remedy available to the Trustees, or exercising any trust or power conferred upon the Trustees. (Mortgage, Sec. 71.)

EVIDENCE TO BE FURNISHED TO THE CORPORATE TRUSTEE UNDER THE MORTGAGE

Compliance with Mortgage provisions is evidenced by written statements of CP&L's officers or persons selected or paid by CP&L (such as an engineer with respect to the value of property being certified or released, an accountant with respect to a net earnings certificate and counsel with respect to property titles and compliance with the Mortgage generally). In certain major matters (as required by Section 314(d) of the Trust Indenture Act of 1939, as amended) the accountant or engineer must be independent. Various certificates and other papers are required to be filed annually and upon the happening of various events. General periodic evidence is required to be furnished as to compliance with the conditions and covenants under the Mortgage.

CONCERNING THE TRUSTEE

In the regular course of business, CP&L obtains short-term funds from several banks, including in certain instances, The Bank of New York.

EXPERTS AND LEGALITY

The financial statements and the related financial statement schedules incorporated in this Prospectus by reference from the Company's Annual Report on Form 10-K have been audited by Deloitte & Touche, independent auditors, as stated in their report, which is incorporated herein by reference, and have been so incorporated in reliance upon the report of such firm given upon their authority as experts in accounting and auditing.

The statements made as to matters of law and legal conclusions in the documents incorporated by reference herein and as set forth under "Description of New Bonds" herein have been reviewed by Richard E. Jones, Esq., Senior Vice President, General Counsel and Secretary for CP&L and are set forth in reliance upon his opinion as an expert.

The legality of the securities offered hereby will be passed upon for CP&L by Richard E. Jones, Esq., Senior Vice President, General Counsel and Secretary of CP&L, Raleigh, North Carolina, and by Reid & Priest, 40 West 57th Street, New York, New York, counsel to CP&L, and for any underwriter, dealer or agent by Winthrop, Stimson, Putnam & Roberts, One Battery Park Plaza, New York, New York. However, all matters pertaining to the organization of CP&L, titles and local law will be passed upon only by Richard E. Jones, Esq., who may rely as to all matters of South Carolina law on the opinion of Paulling & James, Darlington, South Carolina. As of September 30, 1993, Richard E. Jones, Esq., owned 11,420 shares of CP&L's Common Stock. Mr. Jones is acquiring additional shares of Common Stock at regular intervals as a participant in CP&L's Stock Purchase-Savings Plan.

PLAN OF DISTRIBUTION

CP&L may sell the New Bonds in any of three ways: (i) through underwriters or dealers; (ii) directly to a limited number of institutional purchasers or to a single purchaser; or (iii) through agents. The Prospectus Supplement with respect to the Offered Bonds sets forth the terms of the offering of the Offered Bonds, including the name or names of any underwriters, dealers or agents, the purchase price of the Offered Bonds and the net proceeds to CP&L from such sale, any underwriting discounts and other items constituting underwriters' compensation, any initial public offering price and any discounts or concessions allowed or reallowed or paid to dealers. Any initial public offering price and any discounts or concessions allowed or reallowed or paid to dealers may be changed from time to time.

If underwriters are used in the sale, such New Bonds will be acquired by the underwriters for their own account and may be resold from time to time in one or more transactions, including negotiated transactions, at a fixed public offering price or at varying prices determined at the time of sale. The New Bonds may be offered through dealers or underwriters.

Unless otherwise set forth in the Prospectus Supplement, the obligations of the underwriter or underwriters to purchase the Offered Bonds will be subject to certain conditions precedent and the underwriter or underwriters will be obligated to purchase all the Offered Bonds if any are purchased except that, in certain cases involving a default by one or more underwriters, less than all of the Offered Bonds may be purchased.

Offered Bonds may be sold directly by CP&L or through agents designated by CP&L from time to time. Any agent involved in the offer or sale of the Offered Bonds in respect of which this Prospectus is delivered will be named, and any commissions payable by CP&L to such agent will be set forth, in the Prospectus Supplement. Unless otherwise indicated in the Prospectus Supplement, any such agent will be acting on a best efforts basis for the period of its appointment.

If so indicated in the Prospectus Supplement, the Company will authorize agents, underwriters or dealers to solicit offers by certain specified institutions to purchase Offered Bonds from the Company at the public offering price set forth in the Prospectus Supplement pursuant to delayed delivery contracts providing for payment and delivery on a specified date in the future. Such contracts will be subject to those conditions set forth in the Prospectus Supplement, and the Prospectus Supplement will set forth the commission payable for solicitation of such contracts.

Agents and underwriters may be entitled under agreements entered into with CP&L to indemnification by CP&L against certain civil liabilities, including liabilities under the Securities Act of 1933, as amended.

NO DEALER, SALESPERSON OR ANY OTHER PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS OTHER THAN THOSE CONTAINED IN THIS PROSPECTUS SUPPLEMENT OR THE ACCOMPANYING PROSPECTUS AND, IF GIVEN OR MADE, SUCH INFORMATION OR REPRESENTATIONS MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY CP&L OR ANY OF THE PURCHASERS. THIS PROSPECTUS SUPPLEMENT AND THE ACCOMPANYING PROSPECTUS DO NOT CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY ANY SECURITIES OTHER THAN THE OFFERED BONDS OFFERED BY THIS PROSPECTUS SUPPLEMENT, NOR DOES IT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO BUY THE OFFERED BONDS BY ANYONE IN ANY JURISDICTION IN WHICH SUCH OFFER OR SOLICITATION IS NOT AUTHORIZED OR IN WHICH THE PERSON MAKING SUCH OFFER OR SOLICITATION IS NOT QUALIFIED TO DO SO, OR TO ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE SUCH OFFER OR SOLICITATION. NEITHER THE DELIVERY OF THIS PROSPECTUS SUPPLEMENT OR THE ACCOMPANYING PROSPECTUS NOR ANY SALE MADE HEREUNDER OR THEREUNDER SHALL, UNDER ANY CIRCUMSTANCES, CREATE ANY IMPLICATION THAT THE INFORMATION CONTAINED HEREIN OR THEREIN IS CORRECT AS OF ANY TIME SUBSEQUENT TO THE DATE OF SUCH INFORMATION.

TABLE OF CONTENTS

$150,000,000

CAROLINA POWER & LIGHT
COMPANY

First Mortgage Bonds,
5 7/8% Series
Due January 15, 2004

PROSPECTUS SUPPLEMENT

PRUDENTIAL SECURITIES INCORPORATED

CITICORP SECURITIES, INC.

PAINEWEBBER INCORPORATED

SALOMON BROTHERS INC

January 12, 1994