

**INDENTURE OF MORTGAGE AND DEED OF TRUST** (hereinafter, together with any mortgages supplemental hereto, termed this Mortgage), dated as of the 26th day of March 1964, made by and between TENNESSEE RAVENWOOD PROPERTIES, INC., a Tennessee corporation (the "Company"), party of the first part, and CHEMICAL BANK NEW YORK TRUST COMPANY, a New York banking corporation (the "Trustee") and RICHARD G. PINTARD, of 17 Taylor Street, Dover, New Jersey (the "Individual Trustee"), as Trustees (herein collectively termed the "Trustees"), parties of the second part:

WHEREAS, the Company is authorized by law and deems it necessary to borrow money for its proper corporate purposes, to issue its notes therefor and to mortgage its properties hereinafter described or mentioned in order to secure the payment thereof and, to that end, in the exercise of such authority, the Board of Directors and the stockholders of the Company have duly authorized the execution and delivery of this Mortgage to provide for the creation, execution and delivery from time to time of an issue of its notes (the "Notes"), to be known as First Mortgage Notes, to be unlimited in aggregate principal amount except as hereinafter provided, and to be issued in one or more series, to secure the payment of the principal of, and the interest and premium, if any, on the Notes and to establish and declare the terms and conditions upon which the Notes are to be issued and secured, which Notes shall be in such form and shall be issuable as in this Mortgage hereinafter provided; and

WHEREAS, the initial series of Notes to be issued hereunder is to be designated 5.25% First Mortgage Notes (Series A) (the "Series A Notes"), and is to be limited in aggregate principal amount to \$40,000,000, and the Series A Notes are to be substantially in the form attached hereto as Exhibit 1; and

WHEREAS, all acts and things prescribed by law and by the Certificate of Incorporation and By-Laws of the Company necessary to make the Notes when executed by the Company and authenticated by the Trustee and issued, as in this Mortgage provided, valid, bind-