

MORTGAGE OF REAL ESTATE

37276 PROVIDENCE-LARRARD CO.-GREENVILLE

and all unpaid principal may be declared or may become due and payable in the manner and with the effect provided in said Mortgage.

STATE RURAL ELECTRIFICATION AUTHORITY

Attest: A.J. Beattie
Secretary-Treasurer

By Olin D. Johnston
Chairman of its Board of Directors

WHEREAS, ALL necessary things have been done and performed to make the Bond and the said Resolutions the valid, legal and binding obligations of the Mortgagor, and to constitute this Mortgage a valid mortgage to secure the payment of the principal of, and the interest on, the Bond hereunder; and

WHEREAS, the adoption of said Resolutions, and the issuance, execution and delivery of this Mortgage and the Bond have, in all respects, been duly authorized;

NOW, THEREFORE, THIS MORTGAGE WITNESSETH: That, to secure the payment of the principal of, and the interest on, the Bond, according to its tenor and effect and the due performance of the covenants, agreements and provisions herein and in said Resolutions contained, the Mortgagor, in consideration of the premises, has executed and delivered this Mortgage and has mortgaged, warranted, granted, bargained, sold, conveyed, assigned, transferred, pledged and set over, and by these presents does mortgage, warrant, grant, bargain, sell, convey, assign, transfer, pledge and set unto the Mortgagee and its assigns, all and singular the following (hereinafter sometimes called the "Mortgaged Property"), to wit:

1.

All real estate or interest therein, lying, being or situate in the Counties of Aiken, Allendale, Anderson, Calhoun, Cherokee, Chester, Clarendon, Colleton, Darlington, Fairfield, Florence, Georgetown, Greenville, Greenwood, Hampton, Jasper, Hershaw, Lexington, Newberry, Oconee, Pickens, Richland, Spartanburg, Sumter and Williamsburg, in the State of South Carolina, now, owned by or which may hereafter be acquired by the Mortgagor in the said counties in the said state aforesaid or elsewhere, wherever located or situated, together with all of the rights, title and interest of the Mortgagor now owned or hereafter acquired in and to any and all works, buildings, plants, structures, erections and constructions, now or hereafter placed on any of the real estate lying, being or situated in any of the counties in said state as aforesaid or elsewhere, wherever located or situated, or upon any of the real estate otherwise described or referred to in this Mortgage or hereafter acquired by it, together with all easements, tenements, hereditaments and appurtenances appertaining or belonging thereto.

II.

All right, title and interest of the Mortgagor in and to any and all permits, grants, privileges, rights of way, tenements and other easements now owned, held, leased, enjoyed or exercised or which may hereafter be owned, held, lease, enjoyed or exercised by the Mortgagor for the purpose of and in connection with the erection, construction, operation and maintenance by or on behalf of the Mortgagor, of any and all transmission and distribution lines or systems, erected, constructed, operated or maintained by the Mortgagor in the Counties of Aiken, Allendale, Anderson, Calhoun, Cherokee, Chester, Clarendon, Colleton., Darlington, Fairfield, Florence, Georgetown, Greenville, Greenwood, Hampton, Jasper, Kershaw, Lexington, Newberry, Oconee, ^{Pickens} Richland, Spartanburg, Sumter and Williamsburg in the State of South Carolina, or to be erected, constructed, operated or maintained by the Mortgagor in said counties, or any of them, or that may be hereafter in any manner acquired by the Mortgagor therein or elsewhere wherever locate, for the transmission or distribution of electric energy, whether underground or overhead or otherwise, wherever located, including, without limitation, the transmission or distribution lines or systems herein-after mentioned, referred to or described.

III.

All right, title and interest of the Mortgagor in and to any and all licenses, franchises, right, privileges or permits heretofore granted, issued or executed or which may be hereafter granted, issued or executed to it or to its assignors by the United States of America, the State of South Carolina or by any county, township, municipality, village or other political subdivision thereof or by any agency, board, commission or department of any of the foregoing, authorizing the erection, construction, operation and maintenance of any and all transmission and distribution lines or systems in the Counties of Aiken, Allendale, Anderson, Calhoun, Cherokee, Chester, Clarendon, Colleton, Darlington, Fairfield, Florence, Georgetown, Greenville, Greenwood, Hampton, ^{Jasper} Kershaw, Lexington, Newberry, Oconee, Pickens, Richland, Spartanburg, Sumter and Williamsburg in the State of South Carolina, or wherever located, heretofore or hereafter erected, constructed, operated or maintained by or on behalf of the Mortgagor or that may by hereafter in any manner acquired by the Mortgagor wherever located, for the transmission of electric energy, including without limitation, the transmission and distribution lines and systems herein mentioned, described or referred to, in so far as the same may be law be assigned, transferred or pledged.

IV.

All right, title and interest of the Mortgagor in and to any and all transmission and distribution lines and systems for the transmission or distribution of electric energy