

Restated Mortgage & Security Agreement

(Previously filed in Case No. 2010-00201)

Supplemental Mortgage dated November 1, 2013

Supplemental Mortgage dated December 30, 2011

Supplemental Mortgage dated June 21, 2010

RUS PROJECT DESIGNATION:

KENTUCKY 0065-F8 HENDERSON

SUPPLEMENTAL MORTGAGE

made by and among

KENERGY CORP.
6402 Old Corydon Road
Henderson, Kentucky 42420-9392,

Mortgagor, and

UNITED STATES OF AMERICA
Rural Utilities Service
Washington, D.C. 20250-1500,

Mortgagee, and

CoBank, ACB
5500 South Quebec Street
Greenwood Village, Colorado 80111-1914

Mortgagee

Dated as of November 1, 2013



2013015619

MT 1154 776 - 791

THIS INSTRUMENT GRANTS A SECURITY INTEREST IN A TRANSMITTING UTILITY.
THE DEBTOR AS MORTGAGOR IS A TRANSMITTING UTILITY.
THIS INSTRUMENT CONTAINS PROVISIONS THAT COVER REAL AND PERSONAL PROPERTY, FIXTURES, AFTER-ACQUIRED PROPERTY, PROCEEDS, FUTURE ADVANCES AND FUTURE OBLIGATIONS.
NOTICE THIS MORTGAGE SECURES CREDIT IN THE AMOUNT OF UP TO \$250,000,000.00. INDEBTEDNESS SECURED HEREUNDER, INCLUDING FUTURE INDEBTEDNESS, TOGETHER WITH INTEREST, ARE SENIOR TO INDEBTEDNESS TO OTHER CREDITORS UNDER MORTGAGES AND LIENS FILED OR RECORDED SUBSEQUENT HERETO.
THIS INSTRUMENT WAS PREPARED BY ANDY JAMERSON, AS ATTORNEY FOR UNITED STATES DEPARTMENT OF AGRICULTURE, RURAL UTILITIES SERVICE, WASHINGTON, D.C. 20250-1500.
MORTGAGOR'S ORGANIZATIONAL IDENTIFICATION NUMBER IS 0471117.

SUPPLEMENTAL MORTGAGE, dated as of November 1, 2013 (hereinafter sometimes called this "Supplemental Mortgage"), is made by and among KENERGY CORP. (hereinafter called the "Mortgagor"), a corporation existing under the laws of the Commonwealth of Kentucky, and the UNITED STATES OF AMERICA acting by and through the Administrator of the Rural Utilities Service (hereinafter called the "Government") and CoBank, ACB (hereinafter called "CoBank"), a federally chartered instrumentality of the United States, and is intended to confer rights and benefits on both the Government and CoBank, in accordance with this Supplemental Mortgage and the Original Mortgage (hereinafter defined) (the Government and CoBank being hereinafter sometimes collectively referred to as the "Mortgagees").

RECITALS

WHEREAS, the Mortgagor, the Government and CoBank or its predecessor are parties to that certain Restated Mortgage and Security Agreement (the "Original Mortgage" as identified in Schedule "A" of this Supplemental Mortgage) originally entered into among the Mortgagor, the Government acting by and through the Administrator of the Rural Utilities Service (hereinafter called "RUS"), and CoBank; and

WHEREAS, the Original Mortgage as the same may have been previously supplemented, amended or restated is hereinafter referred to as the "Existing Mortgage"; and

WHEREAS, the Mortgagor deems it necessary to borrow money for its corporate purposes and to issue its promissory notes and other debt obligations therefor, and to mortgage and pledge its property hereinafter described or mentioned to secure the payment of the same, and to enter into this Supplemental Mortgage pursuant to which all secured debt of the Mortgagor hereunder shall be secured on parity, hereunder and under the Existing Mortgage (this Supplemental Mortgage and the Existing Mortgage, hereinafter sometimes collectively referred to as the "Mortgage"); and

WHEREAS, all of the Mortgagor's Outstanding Notes listed in Schedule "A" hereto are secured pari passu by the Existing Mortgage for the benefit of all of the Mortgagees under the Existing Mortgage; and

WHEREAS, the Existing Mortgage provides the terms by which additional pari passu obligations may be issued thereunder and further provides that the Existing Mortgage may be supplemented from time to time to evidence that such obligations are entitled to the security of the Existing Mortgage and to add additional Mortgagees; and

WHEREAS, by their execution and delivery of this Supplemental Mortgage the parties hereto do hereby secure the Additional Notes listed in Schedule "A" pari passu with the Outstanding Notes under the Existing Mortgage; and

WHEREAS, all acts necessary to make this Supplemental Mortgage a valid and binding legal instrument for the security of such notes and obligations under the terms of the Mortgage, have been in all respects duly authorized;

Now, Therefore, This Supplemental Mortgage Witnesseth: That to secure the payment of the principal of (and premium, if any) and interest on all Notes and all Notes issued hereunder according to their tenor and effect, and the performance of all provisions therein and herein contained, and in consideration of the covenants herein contained and the purchase or guarantee of Notes by the guarantors or holders thereof, the Mortgagor has mortgaged, pledged and granted a continuing security interest in, and by these presents does hereby grant, bargain, sell, alienate, remise, release, convey, assign, transfer, hypothecate, pledge, set over and confirm, pledge, and grant a continuing security interest in for the purposes hereinafter expressed, unto the Mortgagees all property, rights, privileges and franchises of the Mortgagor of every kind and description, real, personal or mixed, tangible and intangible, of the kind or nature specifically mentioned herein or any other kind or nature, except any Excepted Property, set forth in the Existing Mortgage, owned or hereafter acquired by the Mortgagor (by purchase, consolidation, merger, donation, construction, erection or in any other way) wherever located, including (without limitation) all and singular the following:

- A. all of those fee and leasehold interests in real property set forth in Schedule "B" hereto, subject in each case to those matters set forth in such Schedule; and

- B. all of those fee and leasehold interests in real property set forth in Schedule "B" of the Existing Mortgage or in any restatement, amendment or supplement thereto, subject in each case to those matters set forth in such Schedule; and
- C. all of the kinds, types or items of property, now owned or hereafter acquired, described as Mortgaged Property in the Existing Mortgage or in any restatement, amendment or supplement thereto as Mortgaged Property.

It is further Agreed and Covenanted That the Original Mortgage, as previously restated, amended or supplemented, and this Supplement shall constitute one agreement and the parties hereto shall be bound by all of the terms thereof and, without limiting the foregoing.

- 1. All capitalized terms not defined herein shall have the meaning given in Article I of the Existing Mortgage.
- 2. This Supplemental Mortgage is one of the Supplemental Mortgages contemplated by Article II of the Original Mortgage.
- 3. The Maximum Debt Limit for the Mortgage shall be as set forth in Schedule "A" hereto.

IN WITNESS WHEREOF, KENERGY CORP., as Mortgagor, has caused this Supplemental Mortgage to be signed in its name and its corporate seal to be hereunto affixed and attested by its officers thereunto duly authorized, UNITED STATES OF AMERICA, as Mortgagee and COBANK, ACB, as Mortgagee, have each caused this Supplemental Mortgage to be signed in their respective names by duly authorized persons, all as of this day and year first above written.

KENERGY CORP.

by *Robert S. White* , Chairman
Robert S. White


(Seal)

Attest: *William H. Reid*
Secretary
William H. Reid

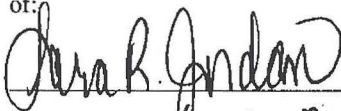
Executed by the Mortgagor in the presence of:

[Signature]
[Signature]
Witnesses

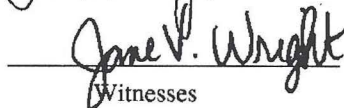
UNITED STATES OF AMERICA

by 
Assistant Administrator - Electric
Program
of the
Rural Utilities Service

Executed by United States of
America, Mortgagee, in the presence
of:



SARA R. JORDAN


Witnesses

Jane V. Wright

DISTRICT OF COLUMBIA

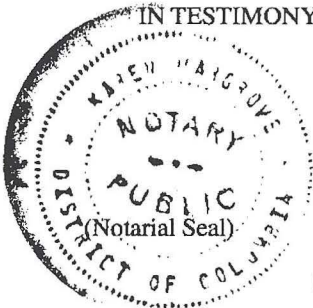
) SS


On this 6th day of November, 2013, personally appeared before me

NIVIN A. ELGOHARY

, who, being duly sworn, did say that she is the Assistant
Administrator - Electric Program of the Rural Utilities Service, an agency of the United States of America, and
acknowledged to me that, acting under a delegation of authority duly given and evidenced by law and presently in
effect, she executed said instrument as the act and deed of the United States of America for the uses and purposes
therein mentioned.

IN TESTIMONY WHEREOF I have heretofore set my hand and official seal the day and year last above written.




Notary Public

My commission expires: _____

KAREN HARGROVE
NOTARY PUBLIC DISTRICT OF COLUMBIA
My Commission Expires March 31, 2015

District of Columbia: SS
Subscribed and sworn to before me,
In my presence,
This 6 day of Nov. 2013
KAREN HARGROVE

Notary Public, D.C.
My commission expires 3/31/2015

COBANK, ACB

by

Alex Georgievski
Assistant Corporate Secretary

(SEAL)

Attest:

Shannon Davoren
Assistant Corporate Secretary
Shannon Davoren

Executed by CoBank, ACB,
Mortgagee, in the presence of:

Kathleen Savageau Kathleen Savageau

Susan Gulinson SUSAN GULINSON
Witnesses

STATE OF COLORADO)

) SS

COUNTY OF ARAPAHOE)

This instrument was acknowledged before me on November 13, 2013, by **Alex Georgievski** and Shannon Davoren, each an Assistant Corporate Secretary of CoBank, ACB, a federally chartered instrumentality of the United States, on behalf of said entity.

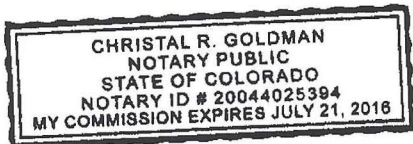
Witness my hand and official seal.

My commission expires:

July 21, 2016

Christal R. Goldman

Notary Public - State of Colorado



COMMONWEALTH OF KENTUCKY)
) SS
COUNTY OF HENDERSON)

I, J. Christopher Hopgood, a Notary Public in and for the County and Commonwealth aforesaid, do hereby certify that ROBERT S. WHITE, personally known to me to be the Chairman of Kenergy Corp., a corporation of the Commonwealth of Kentucky, and to me known to be the identical person whose name is as Chairman of said corporation, subscribed to the foregoing instrument, appeared before me this day in person and produced the foregoing instrument to me in the County aforesaid and acknowledged that as such Chairman he signed the foregoing instrument pursuant to authority given by the board of directors of said corporation as his free and voluntary act and deed and as the free and voluntary act and deed of said corporation for the uses and purposes therein set forth and that the seal affixed to the foregoing instrument is the corporate seal of said corporation.

Given under my hand this 10th day of December, 2013 .

J. Christopher Hopgood
Notary Public in and for HENDERSON
County, Kentucky

(Notarial Seal)

My Commission expires: 5-3-2014

Supplemental Mortgage SCHEDULE A: Part One

Maximum Debt Limit and Other Information

1. The Maximum Debt Limit is \$250,000,000.00.
2. The Original Mortgage as referred to in the first WHEREAS clause above is more particularly described as follows:

<u>Instrument Title</u>	<u>Instrument Date</u>
Restated Mortgage and Security Agreement	July 1, 2003
Supplemental Mortgage	September 19, 2003
Supplemental Mortgage	April 5, 2004
Supplemental Mortgage	August 18, 2004
Supplemental Mortgage	September 1, 2005
Supplemental Mortgage	November 3, 2008

3. Outstanding Notes referred to in the fourth WHEREAS clause above that are Government Notes are more particularly described as follows:.

<u>Loan Designation</u>	<u>Face Amount</u>	<u>Date</u>	<u>Final Maturity</u>	<u>% Rate¹</u>
AW70	\$3,403,000.00	14 Dec 1994	14 Dec 2029	V
AX70	\$3,962,000.00	01 Jul 1997	01 Jul 2032	V
AT60	\$5,226,000.00	01 Apr 1998	01 Apr 2033	V
A40	\$56,451,000.00	01 Feb 2001	01 Feb 2036	V
B8 ²	\$21,355,000.00	01 Jul 2003	31 Dec 2037	V
C44	\$27,325,000.00	01 Sep 2005	01 Sep 2040	V
D8 ³	\$31,622,000.00	03 Nov 2008	31 Dec 2042	V
E8 ⁴	\$23,000,000.00	01 Mar 2011	31 Dec 2045	V

¹V=variable interest rate calculated by RUS pursuant to title 7 of the Code of Federal Regulations or by the Secretary of Treasury. CFC=an interest rate which may be fixed or variable from time to time as provided in the CFC Loan Agreement pertaining to a loan which has been made by CFC and guaranteed by RUS. CoBank=an interest rate which may be fixed or variable from time to time as provided in the CoBank Loan Agreement pertaining to a loan which has been made by CoBank and guaranteed by RUS.

²In addition to this note which the Mortgagor has issued to FFB, the Mortgagor has also issued a corresponding promissory note to RUS designated as the certain "Reimbursement Note" bearing even date therewith. Such Reimbursement Note is payable to the Government on demand and evidences the Mortgagor's obligation immediately to repay RUS, any payment which RUS may make pursuant to the RUS guarantee of such FFB note, together with interest, expenses and penalties (all as described in such Reimbursement Note). Such Reimbursement Note is an "Additional Note issued to the Government" for purposes of this Part One of Schedule A and this Mortgage and is entitled to all of the benefits and security of this Mortgage.

³See footnote 2 in this Schedule A.

⁴See footnote 2 in this Schedule A.

4. The Additional Notes described in the sixth WHEREAS clause above are more particularly described as follows:

<u>Loan</u> <u>Designation</u>	<u>Face Amount</u>	<u>Date</u>	<u>Final</u> <u>Maturity</u>	<u>% Rate</u> ⁵
F8 ⁶	\$28,000,000.00	01 Nov 2013	31 Dec 2047	V

⁵See footnote 1 in this Schedule A.

⁶See footnote 2 in this Schedule A.

SCHEDULE A: PART TWO

CoBank

The outstanding secured obligations of the Mortgagor referred to in the fourth WHEREAS clause above are evidenced by the Original Notes described below:

ORIGINAL NOTES issued to CoBank, ACB

Payor: Magnolia Electric Power Association

<u>CoBank Loan</u>	<u>Face Amount of</u>		<u>Final</u>	
<u>Designation</u>	<u>Note</u>	<u>Note Date</u>	<u>Maturity</u>	<u>% Rate</u>
ML0501T1	\$1,698,000.00	July 1, 1999	May 1, 2032	Variable
ML0501T2	\$1,458,000.00	July 1, 1999	March 20, 2020	Variable
ML0501T4	\$1,444,000.00	July 1, 1999	November 20, 2022	Variable
ML0501T5	\$1,287,000.00	July 1, 1999	October 20, 2017	Variable
ML0501T6	\$1,603,000.00	July 1, 1999	January 20, 2028	Variable
ML0501T7	\$1,458,000.00	July 1, 1999	December 20, 2029	Variable
ML0501T8	\$1,573,000.00	July 1, 1999	June 20, 2025	Variable
ML0501T10	\$3,827,000.00	October 2, 2001	October 20, 2026	Variable
ML0501T11	\$6,500,000.00	September 19, 2003	May 31, 2014	4.94
ML0501T12	\$1,491,370.00	April 5, 2004	April 20, 2015	4.64
ML0501T13	\$1,716,790.00	April 5, 2004	April 20, 2016	4.77
ML0501T14	\$1,118,748.00	April 5, 2004	April 20, 2017	4.89
ML0501T15	\$1,954,881.00	April 5, 2004	April 20, 2018	4.97
RX0501T19	\$682,481.79	August 18, 2004	September 20, 2021	Variable
RX0501T20	\$984,496.79	August 18, 2004	March 20, 2029	Variable
RX0501T21	\$1,492,094.06	August 18, 2004	March 20, 2033	Variable
RX0501T22	\$9,110,101.44	June 21, 2010	June 20, 2020	4.41
RIML0501T23	\$4,394,503.00	November 30, 2011	November 20, 2021	3.15

KENERGY PROPERTY SCHEDULE

- (a) The existing electric facilities are located in the following counties: Breckinridge, Caldwell, Crittenden, Daviess, Hancock, Henderson, Hopkins, Livingston, Lyon, McLean, Muhlenburg, Ohio, Union, and Webster in the state of Kentucky.
- (b) The property referred to in the last line of Paragraph 1 of the Granting Clause includes the following:

1 - West Owensboro Substation Daviess County 1.033 Acres	A certain tract of land described in a certain deed, dated March 19, 1951, by R. L. Mitchell and Doris Mitchell, his wife, as grantors to Green River Electric Corporation, as grantee, and recorded on April 9, 1951, in the office of the County Clerk of Daviess County, in the state of Kentucky, in Deed Book 209, on Page 263.
2 - Beda Substation Ohio County 1 Acre	A certain tract of land described in a certain deed, dated April 26, 1951, by J. R. Shown and Antha Shown, his wife, as grantors to Green River Electric Corporation, as grantee, and recorded on April 30, 1951, in the office of the County Clerk of Ohio County, in the state of Kentucky, in Deed Book 113, on Page 133.
3 - Hanson Substation Hopkins County .56 Acre	A certain tract of land described in a certain deed, dated September 13, 1951, by B. W. L. McLaughlin, as grantor to Green River Electric Corporation, as grantee, and recorded on September 15, 1951, in the office of the County Court Clerk of Hopkins County, in the state of Kentucky, in Deed Book 209, on Page 186.
4 - Guffie Substation McLean County 1 Acre	A certain tract of land described in a certain deed, dated June 13, 1953, by Howard Whitaker and Mittie Whitaker, his wife, as grantors to Green River Electric Corporation, as grantee, and recorded on July 31, 1953, in the office of the County Court clerk of McLean County, in the state of Kentucky, in Deed Book 45, on Page 379.
5 - Lewisport Substation Hancock County 1.5 Acres	A certain tract of land described in a certain deed, dated January 20, 1955, by R. T. Toler, Sr., and Mary Idelle Toler, his wife, as grantors to Green River Electric Corporation, as grantee, and recorded on February 3, 1955, in the office of the County Court Clerk of Hancock County, in the state of Kentucky in Deed Book 63, on Page 256.
6 - Utica Substation Daviess County 1.72 Acres	A certain tract of land described in a certain deed, dated March 26, 1956, by W. D. Ridgeway and Verda Ridgeway, his wife, as grantors to Green River Electric Corporation, as grantee, and recorded on March 29, 1956, in the office of the County Court Clerk of Daviess County, in the state of Kentucky, in Deed Book 254, on Page 192.
7 - Whitesville Substation Daviess County 1.5 Acres	A certain tract of land described in a certain deed, dated June 22, 1956, by Otis W. Greer and Martha A. Greer, his wife, as grantors to Green River Electric Corporation, as grantee, and recorded on June 22, 1956, in the office of the County Court Clerk of Daviess County, in the state of Kentucky, in Deed Book 257, on Page 315.
8 - Weberstown Substation Hancock County 1.08 Acres	A certain tract of land described in a certain deed, dated June 27, 1956, by Walter A. Glover and Blanche Glover, his wife, as grantors to Green River Electric Corporation, as grantee, and recorded on July 21, 1956, in the office of the County Court Clerk of Hancock County, in the state of Kentucky, in Deed Book 64, on Page 238.
9 - Hawesville Office Hancock County One-Half ½ Acre	A certain tract of land described in a certain deed, dated March 31, 1960, by J. E. Harp and Salome Harp, his wife, as grantors to Green River Electric Corporation, as grantee, and recorded on March 31, 1960, in the office of the County Court Clerk of Hancock County, in the state of Kentucky, in Deed Book 66, on Page 35.
10 - Hawesville Substation Hancock County 6.01 Acres	A certain tract of land described in a certain deed, dated June 7, 1960, by Earl L. White and Opal White, his wife, as grantors to Green River Electric Corporation, as grantee, and recorded on June 8, 1960, in the office of the County Court Clerk of Hancock County, in the state of Kentucky, in Deed Book 66, on Page 127.
11 - Stanley Substation Daviess County 2 Acres	A certain tract of land described in a certain deed, dated May 29, 1961, by J. H. Jarboe and Hattie Jarboe, his wife, as grantors to Green River Electric Corporation, as grantee, and recorded on May 31, 1961, in the office of the County Court Clerk of Daviess County, in the state of Kentucky, in Deed Book 301, on Page 26.
12 - Thruston Substation Daviess County 2 Acres	A certain tract of land described in a certain deed, dated March 10, 1962, by William T. Abell and Carye B. Abell, his wife, as grantors to Green River Electric Corporation, as grantee, and recorded on March 13, 1962, in the office of the County Court Clerk of Daviess County, in the state of Kentucky, in Deed Book 307, on Page 534.
13 - Masonville Substation Daviess County	A certain tract of land described in a certain deed dated June 28, 1962, by J. C. Barnhill and Stella Barnhill, his wife, as grantors to Green River Electric Corporation, as grantee, and recorded on July 6, 1962, in the office of the County Court Clerk of Daviess County, in the

2.02 Acres	state of Kentucky, in Deed Book 310, on Page 612.
14- Owensboro Office/ Warehouse Daviness County 33.90 Acres	(a) A certain tract of land described in a certain deed, dated January 7, 1964, by Guy Wright and Bertha M. Wright, his wife, as grantors to Green River Electric Corporation, as grantee, and recorded on January 9, 1964, in the office of the County Court Clerk of Daviness County, in the state of Kentucky, in Deed Book 325, on Page 293. (b) A certain tract of land described in a certain deed, dated June 24, 1971, by Thomason Industries, Inc., as grantor to Green River Electric Corporation, as grantee, and recorded on July 2, 1971, in the office of the County Court Clerk of Daviness County, in the state of Kentucky, in Deed Book 404, on Page 76. (c) A certain tract of land described in a certain deed, dated September 28, 1982, by J. W. McCormick and Bonita McCormick, his wife, as grantors to Green River Electric Corporation, as grantee, and recorded on September 29, 1982, in the office of the County Court Clerk of Daviness County, in the state of Kentucky, in Deed Book 497, on Page 665.
15 - Onton Substation Webster County 2 Acres	A certain tract of land described in a certain deed, dated August 4, 1965, by Walter Lee Ritz and Marvene Ritz, his wife, as grantors to Green River Electric Corporation, as grantee, and recorded on August 4, 1965, in the office of the County Court Clerk of Webster County, in the state of Kentucky, in Deed Book 131, on Page 315.
16 - St. Joseph Substation Daviness County 2 Acres	A certain tract of land described in a certain deed, dated August 7, 1965, by Joseph Daniel Mattingly and Ora B. Mattingly, his wife, as grantors to Green River Electric Corporation, as grantee, and recorded on August 11, 1965, in the office of the County Court Clerk of Daviness County, in the state of Kentucky, in Deed Book 342, on Page 516.
17 - Dermont Substation Daviness County 2 Acres	A certain tract of land described in a certain deed, dated November 28, 1967, by Edward Leo Jones and Margaret T. Jones, his wife, as grantors to Green River Electric Corporation, as grantee, and recorded on December 7, 1967, in the office of the County Court Clerk of Daviness County, in the state of Kentucky, in Deed Book 366, on Page 161.
18 - So. Hanson Warehouse/ Substation Hopkins County 5.139 Acres	A certain tract of land described in a certain deed, dated April 11, 1974, by Arthur Adams and Ruth Adams, his wife, as grantors to Green River Electric Corporation, as grantee, and recorded on April 11, 1974, in the office of the County Court Clerk of Hopkins County, in the state of Kentucky, in Deed Book 362, on Page 672.
19 - Hartford Office Ohio County .52 Acre	A certain tract of land described in a certain deed, dated August 6, 1976, by Herman Park, a single man, as grantor to Green River Electric Corporation, as grantee, and recorded on August 6, 1976, in the office of the County Court Clerk of Ohio County, in the state of Kentucky, in Deed Book 220, on Page 116-117.
20 - So. Owensboro Substation Daviness County 2.410 Acres	A certain tract of land described in a certain deed, dated May 16, 1977, by and between Norbert Goetz and Mary Goetz, his wife, and Robert M. Moorman and Barbara Moorman, his wife, as grantors to Green River Electric Corporation, as grantee, and recorded on August 1, 1977, in the office of the County Court Clerk of Daviness County, in the state of Kentucky, in Deed Book 469, on Page 37.
21 - Centertown Substation Ohio County 2 Acres	A certain tract of land described in a certain deed, dated August 8, 1977, by Homer Ford and Kathryn Ford, his wife, as grantors to Green River Electric Corporation, as grantee, and recorded on August 13, 1977, in the office of the County Court Clerk of Ohio County, in the state of Kentucky, in Deed Book 224, on Page 28 - 31.
22 - South Dermont Substation Daviness County 2.020 Acres	A certain tract of land described in a certain deed, dated December 19, 1977, by and between William L. Reno Jr. and Barbara G. Reno, his wife, as grantors to Green River Electric Corporation, as grantee, and recorded on January 3, 1978, in the office of the County Court Clerk of Daviness County, in the state of Kentucky, in Deed Book 473, on Page 794.
23 - Panther Microwave Daviness County 2.833 Acres	A certain tract of land described in a certain deed, dated October 3, 1980, by and between E. D. Rafferty and Tina Rafferty, his wife, as grantors to Green River Electric Corporation, as grantee, and recorded on October 10, 1980, in the office of the County Court Clerk of Daviness County, in the state of Kentucky, in Deed Book 501, Page 437-439.
24 - East Owensboro Substation Daviness County 6.587 Acres	A certain tract of land described in a certain deed, dated November 26, 1980, by and between B. Chrisler and Gertrude Chrisler, his wife, as grantors to Green River Electric Corporation, as grantee, and recorded on November 28, 1980, in the office of the County Court Clerk of Daviness County, in the state of Kentucky, in Deed Book 222, in Page 486.
25 - Whitesville Microwave Site Daviness County .0918 Acres.	A certain tract of land described in a certain deed, dated October 31, 1980, by and between Virginia C. Kelley, a widow, as grantor to Green River Electric Corporation, as grantee, and recorded on November 5, 1980, in the office of the County Court Clerk of Daviness County, in the state of Kentucky, in Deed Book 502, on Page 211.

26 - Nuckols Substation McLean County 1.947 Acres	A certain tract of land described in a certain deed, dated November 9, 1982, by and between Virginia Coke, a widow, Baxter Jean Coke Jr., and Ella C. Coke, his wife, James W. Coke, single and Ben H. Coke, single, as grantors to Green River Electric Corporation, as grantee, and recorded on November 10, 1982, in the office of the County Court Clerk of McLean County, in the state of Kentucky, in Deed Book 67, on Page 93.
27 - Sacramento Substation Daviess County 3.465 Acres	A certain tract of land described in a certain deed, dated December 21, 1983, by and between Emma Sue Lancaster and Pat Lancaster, her husband, and Carolyn Jackson and J. O. Jackson, her husband, and Charlotte Jackson and Charles Jackson, her husband, as grantors to Green River Electric Corporation, as grantee, and recorded on January 10, 1984, in the office of the County Court Clerk of McLean County, in the state of Kentucky, in Deed Book 104, on Page 70.
28 - Philpot Substation Daviess County 3.466 Acres	A certain tract of land described in a certain deed, dated December 10, 1987, by and between Anna Elizabeth Oberst, widow, by and through her Co-Attorneys-in-Fact, Gerald E. Oberst and Rose O. Clark, as grantors to Green River Electric Corporation, as grantee, and recorded on December 11, 1987, in the office of the County Court Clerk of Daviess County, in the state of Kentucky, in Deed Book 567, on Page 724.
29 - Pleasant Ridge Substation Ohio County 3.305 Acres	A certain tract of land described in a certain deed, dated July 8, 1991, by and between Donald Rock and Marie Nicely Rock, husband and wife, as grantors to Green River Electric Corporation, as grantee, and recorded on July 10, 1991, in the office of the County Court Clerk of Ohio County, in the state of Kentucky, in Deed Book 277, on Page 669.
30 - Beech Grove Substation McLean County .74 Acre	A certain tract of land described in a certain deed, dated November 18, 1997, by and between Ola Bell Edds, unmarried, as grantor to Green River Electric Corporation, as grantee, and recorded on November 18, 1997, in the office of the County Court Clerk of McLean County, in the state of Kentucky, in Deed Book 140, on Page 94.
31 - Beech Grove Substation McLean County .027 Acre	A certain tract of land described in a certain deed, dated January 8, 1998, by and between Herman B. Ward Jr. and Kathleen C. Ward, his wife, as grantors to Green River Electric Corporation, as grantee, and recorded on January 8, 1998, in the office of the County Court Clerk of McLean County, in the state of Kentucky, in Deed Book 140, on Page 445.
32 - Lewisport Substation (Second Bay) Hancock County .888 Acre	A certain tract of land described in a certain deed, dated September 10, 1998, by and between Samuel H. Pate and Michael Pate (aka Michele Pate), his wife, as grantors to Green River Electric Corporation, as grantee, and recorded on October 29, 1998, in the office of the County Court Clerk of Hancock County, in the state of Kentucky, in Deed Book 118, on Page 644.
33 - Horse Fork Substation Daviess County 6.49 Acres	A certain tract of land described in a certain deed, dated January 22, 1999, by and between Rudolph D. Martin and Martha Louis Martin, his wife, as grantors to Green River Electric Corporation, as grantee, and recorded on January 26, 1999, in the office of the County Court Clerk of Daviess County, in the state of Kentucky, in Deed Book 696, on Page 161.
34 - Hawesville Property (Powers Street) Hancock County .579 Acre	A certain tract of land described in a certain deed, dated February 25, 1999, by and between Joel White, unmarried, Larry R. White and Jackie White, his wife, as grantors to Green River Electric Corporation, as grantee, and recorded on March 8, 1999, in the office of the County Court Clerk of Hancock County, in the state of Kentucky, in Deed Book 119, Pages 400 - 403.
35 - Weaverton Sub. Henderson County .23 Acre	A certain tract of land described in a certain deed, dated July 16, 1937, by Straughn Suggs, et al., as grantors, to Henderson Union Electric Cooperative Corp., or its predecessor, as grantee, and recorded in the office of the Clerk of the County Court of Henderson County, in the state of Kentucky, in Deed Book 91, Page 139.
36 - Weaverton Sub. Henderson County .03 Acre	A certain tract of land described in a certain deed, dated April 5, 1939, by Straughn Suggs et al., as grantors, to Henderson Union Electric Cooperative Corp., or its predecessor, as grantee, and recorded in the office of the Clerk of the County Court of Henderson County, in the state of Kentucky, in Deed Book 93, Page 547.
37 - Marion Substation Crittenden County .36 Acre	A certain tract of land described in a certain deed, dated April 11, 1947, by the City of Marion, Kentucky, as grantor, to Henderson Union Electric Cooperative Corp., or its predecessor, as grantee, and recorded in the office of the Clerk of the County Court of Crittenden County, in the state of Kentucky, in Deed Book 75, Page 199.
38 - Zion Substation Henderson County .49 Acre	A certain tract of land described in a certain deed, dated November 25, 1952, by Paul Bickett and his wife, Mary Ellen Bickett, as grantors, to the Mortgagor, as grantee, and recorded in the office of the Clerk of the County Court of Henderson County, in the state of Kentucky, in Deed Book 159, Page 409.
39 - Sebree Substation	A certain tract of land described in a certain deed, dated October 26, 1954, by E. C. Liles, and his wife, Veatrice Liles, as grantors, to Henderson Union Electric Cooperative Corp., or its

Webster County .34 Acre	predecessor as grantee, and recorded in the office of the Clerk of the County Court of Webster County, in the state of Kentucky, in Deed Book 112, Page 436.
40 - Niagra Substation Henderson County .34 Acre	A certain tract of land described in a certain deed, dated November 4, 1968, by James C. Hicks et al., as grantors, to Henderson Union Electric Cooperative Corp., or its predecessor, as grantee, and recorded in the office of the County Court of Henderson County, in the state of Kentucky, in Deed Book 239, Page 34.
41 - Little Dixie Sub. Henderson County 1 Acre	A certain tract of land described in a certain deed, dated September 8, 1965, by Mae Dossett et al., as grantors, to Henderson Union Electric Cooperative Corp., or its predecessor, as grantee, and recorded in the office of the Clerk of the County Court of Henderson County, in the state of Kentucky, in Deed Book 221, Page 387.
42 - Morganfield Sub. Union County .39 Acre	A certain tract of land described in a certain deed, dated August 8, 1956, by Charles M. Meacham, Jr., and his wife, Annie Meacham, as grantors, to Henderson Union Electric Cooperative Corp., or its predecessor, as grantee, and recorded in the office of the Clerk of the County Court of Union County, in the state of Kentucky, in Deed Book 158, Page 307.
43 - Marion Office Crittenden County .39 Acre	A certain tract of land described in a certain deed, dated November 2, 1953, by Robert L. Qualls, and his wife, Nellie R. Qualls, as grantors, to Henderson Union Electric Cooperative Corp., or its predecessor, as grantee, and recorded in the Office of the Clerk of the County Court of Crittenden County, in the state of Kentucky, in Deed Book 83, Page 475.
44 - Marion Office Crittenden County .39 Acre	A certain tract of land described in a certain deed, dated October 31, 1953, by O. J. Rice and his wife, Lura Rice, as grantors, to Henderson Union Electric Cooperative Corp., or its predecessor, as grantee, and recorded in the office of the Clerk of the County Court of Crittenden County, in the state of Kentucky in Deed Book 83, Page 471.
45 - Marion Office Crittenden County .31 Acre	A certain tract of land described in a certain deed, dated October 6, 1953, by Gid Woods, a widower, as grantor, to Henderson Union Electric Cooperative Corp., or its predecessor, as grantee, and recorded in the office of the Clerk of the County Court of Crittenden County, in the state of Kentucky, in Deed Book 83, Page 442.
46 - Providence Sub. Hopkins County 4.05 Acres	A certain tract of land described in a certain deed, dated February 21, 1940, by T. G. Rice and his wife, Leta Rice, as grantors, to Henderson Union Electric Cooperative Corp., or its predecessor, as grantee, and recorded in the office of the Clerk of the County Court of Hopkins County, in the state of Kentucky, in Deed Book 188, Page 249.
47 - Geneva Sub. Henderson County .91 Acre	A certain tract of land described in a certain deed, dated June 30, 1960, by J. B. Eakins, unmarried, as Grantor, to Henderson Union Electric Cooperative Corp., or its predecessor, as grantee, and recorded in the office of the Clerk of the County Court of Henderson County, in the state of Kentucky, in Deed Book 199, Page 280.
48 - Henderson Sub. Henderson County .27 Acre	A certain tract of land described in a certain deed, dated December 9, 1950, by Russell D. Brown and Mary M. Brown, his wife, as grantors, to Henderson Union Electric Cooperative Corp., or its predecessor, as grantee, and recorded in the office of the Clerk of the County Court of Henderson County, in the state of Kentucky, in Deed Book 150, Page 44.
49 - Lyon County Substation Lyon County 1.52 Acres	(a) A certain tract of land described in a certain deed, dated February 25, 1960, by A. F. Thomas and his wife, as grantors, to Henderson Union Electric Cooperative Corp., or its predecessor, as grantee, and recorded in the office of the Clerk of the County Court of Lyon County, in the state of Kentucky, in Deed Book 49, Page 292. (b) A certain tract of land described in a certain deed, dated August 14, 2000, by Stanley Thomas and Leona Guess Thomas, his wife, as grantors, to Kenergy Corp., as grantee, and recorded in the office of the Clerk of the County Court of Lyon County, in the state of Kentucky, in Deed Book 123, Page 613.
50 - Sullivan Sub. Crittenden County .38 Acre	A certain tract of land described in a certain deed, dated May 12, 1972, by Big Rivers Rural Electric Cooperative Corporation, as grantor, to Henderson Union Electric Cooperative Corp., or its predecessor, as grantee, and recorded in the office of the Clerk of the County Court of Crittenden County, in the state of Kentucky, in Deed Book 111, Page 532.
51 - Dixon Substation Webster County .92 Acre	A certain tract of land described in a certain deed, dated October 20, 1976, by Aubrey Dossett and Mary Dossett, his wife, as grantors, to Henderson Union Electric Cooperative Corp., or its predecessor, as grantee, and recorded in the office of the Clerk of the County Court of Webster County, in the state of Kentucky, in Deed Book 169, Page 306.
52 - Dixon Substation Webster County .14 Acre	A certain tract of land described in a certain deed, dated May 10, 1977, by Aubrey Dossett and Mary Dossett, his wife, as grantors, to Henderson Union Electric Cooperative Corp., or its predecessor, as grantee, and recorded in the office of the Clerk of the County Court of Webster County, in the state of Kentucky, in Deed Book 173, Page 429.
53 - Race Creek Sub.	A certain tract of land described in a certain deed, dated April 5, 1979, by C. Cooksey

Henderson County 1.02 Acres	Crafton, et al. Jorothy C. Crafton, his wife, as grantor to Henderson Union Electric Cooperative Corp., or its predecessor, as grantee, and recorded in the office of the Clerk of the County Court of Henderson County, in the state of Kentucky, in Deed Book 311, Page 714.
54 - Lot Adjacent Marion Office Crittenden County .29 Acre	A certain house and lot in the town of Marion, Crittenden County, Kentucky, in a certain deed dated January 26, 1981, by and between Farley Heirs, party of the First Part, and Henderson Union Electric Cooperative Corp., or its predecessor, party of the Second Part, and recorded in the office of the County Court Clerk of Crittenden County in the state of Kentucky, in Deed Book 137, Page 197.
55 - Weaverton Sub. Henderson County .033 Acre	A certain tract of land described in a certain deed, dated February 20, 1984, by Russell D. Brown, as grantor, to Henderson Union Electric Cooperative Corp., or its predecessor, as grantee, and recorded in the office of the Clerk of the County Court of Henderson County, in the state of Kentucky, in Deed Book 344, Page 189.
56 - Persimmon Ridge Microwave Union County .06 Acre	A certain tract of land described in a certain deed, dated April 25, 1984, by Glenn Watson, and his wife, Peggy Watson, as grantors, to Henderson Union Electric Cooperative Corp., or its predecessor, as grantee, and recorded in the office of the Clerk of the County Court of Union County, in the state of Kentucky, in Deed Book 244, Page 357.
57 - Henderson Headquarters Henderson County 20 Acres	A certain tract of land described in a certain deed, dated January 20, 1989, by Tommy D. Tapp, and his wife, Theda Tapp, as parties of the First Part, grantors, and Henderson Union Electric Cooperative Corp., or its predecessor, party of the Second Part, as grantee, and recorded in the office of the Clerk of Henderson County, in the state of Kentucky, in Deed Book 393, Page 22.
58 - Riverport Sub. Henderson County 0.80 Acre	A certain tract of land described in a certain deed, dated October 26, 1988, by Valley Grain Products, Inc., as grantor, to Henderson Union Electric Cooperative Corp., or its predecessor, as grantee, and recorded in the office of the Clerk of the County Court of Henderson County, in the state of Kentucky, in Deed Book 391, Page 434.
59 - Tyson Substation Henderson County 1.3774 Acres	A certain tract of land and ingress and egress easement described in a certain deed dated November 8, 1995, by the County of Henderson, Kentucky, et al., as grantors, to Henderson Union Electric Cooperative Corp., as grantee, and recorded in the office of the Clerk of the County Court of Henderson County, in the state of Kentucky, in Deed Book 454, Page 506.
60 - Bon Harbor Substation Daviness County 2 Acres	A certain tract of land described in a certain deed, dated June 9, 1999, by Sara Jane McNulty, unmarried, as grantor to Green River Electric Corporation, as grantee, and recorded on June 22, 1999, in the office of the County Clerk of Daviness County, in the state of Kentucky, in Deed Book 702, on Page 991.
61 - Maceo Substation Daviness County 2.103 Acres	A certain tract of land described in a certain deed, dated March 15, 2000, by Walter Ford, and his wife, Carol Ford, as grantors, to Kenergy Corp., as grantee, and recorded on March 16, 2000, in the office of the County Clerk of Caldwell County, in the state of Kentucky, in Deed Book 716, on Page 338.
62 - Caldwell Springs Substation Crittenden County 3.27 Acres	A certain tract of land described in a certain deed, dated July 12, 2000, by Vernon L. Travis, unmarried, as grantor to Kenergy Corp., as grantee, and recorded on July 15, 2000, in the office of the County Clerk of Crittenden County, in the state of Kentucky, in Deed Book 187, on Page 121.
63 - Crossroads Substation Caldwell County 3.30 Acres	A certain tract of land described in a certain deed, dated September 29, 2000, by Gerald W. Sigler, and his wife, Sandra K. Sigler, as grantors, to Kenergy Corp., as grantee, and recorded on October 4, 2000, in the office of the County Clerk of Caldwell County, in the state of Kentucky, in Deed Book 225, on Page 498.
64 - Wolf Hills Substation Henderson Co. 2.387 Acres	A certain tract of land described in a certain deed, dated January 2, 2001, by Cosmos Broadcasting Corp., a South Carolina corporation, successor by merger to WFIE, Inc., whose address is 1115 Mt. Auburn Road, Evansville, IN 47710, as grantor, to Kenergy Corp., as grantee, and recorded January 8, 2001, in the office of the County Clerk of Henderson County, in the state of Kentucky, in Deed Book 8, on Page 72.
65 - Air Park Substation Daviness County 2.643 Acres	A certain tract of land described in a certain deed, dated January 23, 2001, by and between Economic Development Properties, Inc. and The City of Owensboro, as grantors, to Kenergy Corp., as grantee, and recorded on March 13, 2001, in the office of the County Clerk of Daviness County, in the state of Kentucky, in Deed Book 731, on Page 973.
66 - Providence Substation Hopkins County 1.612 Acres	A certain tract of land described in a certain deed, dated June 12, 2002, by Big Rivers Electric Corporation, as grantor, to Kenergy Corp., as grantee, and recorded on June 13, 2002, in the office of the County Clerk of Hopkins County, in the state of Kentucky, in Deed Book 609, on Page 220.

<p>67 - Adams Lane Substation Henderson County 5.7 Acres</p>	<p>A certain tract of land described in a certain deed, dated November 22, 2002, by Kendall Drilling Company, Inc., as grantor, to Kenergy Corp., as grantee, and recorded on November 22, 2002, in the office of the County Clerk of Henderson County, in the state of Kentucky, in Deed Book 518, on Page 851.</p>
<p>68 - Madisonville Substation Hopkins County 1.69 Acres</p>	<p>A certain tract of land described in a certain deed, dated November 17, 2005, by the City of Madisonville, Kentucky, as grantor, to Kenergy Corp., as grantee, and recorded on November 17, 2005, in the office of the County Clerk of Hopkins County, in the state of Kentucky, in Deed Book 645, on Page 557.</p>
<p>69 - Marion Office Crittenden County 8.42 Acres</p>	<p>Two certain tracts of land described in a certain deed, dated January 26, 2012, by Kenneth Geary, and his wife, Shana Geary, as grantors, to Kenergy Corp., as grantee, and recorded on January 30, 2012, in the office of the County Clerk of Crittenden County, in the state of Kentucky, in Deed Book 219, on Page 574.</p>

DELIVERED TO:
DORSEY, GRAY, NORMENT & HOPGOOD
12/18/2013



2013015619
 HENDERSON CO, KY FEE \$56.00
 PRESENTED / LODGED: 12-17-2013 12:12:37 PM
 RECORDED: 12-17-2013
 RENESA ABNER
 CLERK
 BY: JULIA BOWERS
 DEPUTY CLERK

BK: MT 1154
PG: 776-791

**SUPPLEMENTAL MORTGAGE
AND
SECURITY AGREEMENT**



2012013202

MT 1121 515 - 538

Made by and among

KENERGY CORP.

Principal place of business: 6402 Old Corydon Road
Henderson, Kentucky 42420,
Mortgagor, and

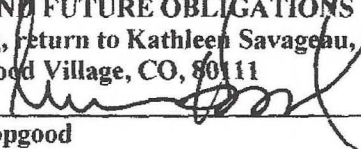
UNITED STATES OF AMERICA

Rural Utilities Service
Washington, D.C. 20250
Mortgagee
and

CoBANK, ACB

5500 South Quebec Street
Greenwood Village, Colorado 80111
Mortgagee

Dated as of December 30, 2011

THIS INSTRUMENT GRANTS A SECURITY INTEREST IN A TRANSMITTING UTILITY
THE DEBTOR AS MORTGAGOR IS A TRANSMITTING UTILITY
MORTGAGOR'S ORGANIZATIONAL IDENTIFICATION NUMBER IS 0471117
THE MAXIMUM PRINCIPAL AMOUNT OF DEBT SECURED HEREBY IS \$250,000,000.00
THIS INSTRUMENT CONTAINS PROVISIONS THAT COVER REAL AND PERSONAL
PROPERTY AND FIXTURES, AFTER-ACQUIRED PROPERTY, PROCEEDS, FUTURE
ADVANCES AND FUTURE OBLIGATIONS
After recording, return to Kathleen Savageau, Senior Paralegal, CoBank, ACB, 5500 South Quebec
Street, Greenwood Village, CO, 80111
Prepared by: 
Christopher Hopgood
Attorney At Law
318 Second Street
Henderson, Kentucky 42420

**SUPPLEMENTAL MORTGAGE
AND SECURITY AGREEMENT**

THIS SUPPLEMENTAL MORTGAGE AND SECURITY AGREEMENT, dated as of December 30, 2011 (hereinafter sometimes called this "Supplemental Mortgage"), is made by and among KENERGY CORP. (hereinafter called the "Mortgagor"), a corporation existing under the laws of the State of Kentucky, **CoBANK, ACB** (hereinafter called "CoBank"), a federally chartered instrumentality of the United States and the **UNITED STATES OF AMERICA**, acting by and through the Administrator of the Rural Utilities Service (hereinafter called the "Government"), a cooperative corporation under the laws of the District of Columbia, and is intended to confer rights and benefits on the Government and CoBank in accordance with this Supplemental Mortgage and the Original Mortgage (hereinafter defined) (the Government and CoBank being hereinafter sometimes collectively referred to as the "Mortgagees").

Recitals

Whereas, the Mortgagor, the Government and CoBank are parties to that certain Restated Mortgage and Security Agreement, as supplemented, amended or restated (the "Original Mortgage" as identified in Schedule "A" of this Supplemental Mortgage) originally entered into between the Mortgagor, the Government acting by and through the Administrator of the Rural Utilities Service (hereinafter called "RUS"), and CoBank; and

Whereas, the Mortgagor deems it necessary to borrow money for its corporate purposes and to issue its promissory notes and other debt obligations therefor, and to mortgage and pledge its property hereinafter described or mentioned to secure the payment of the same, and to enter into this Supplemental Mortgage pursuant to which all secured debt of the Mortgagor hereunder shall be secured on parity, (this Supplemental Mortgage and the Original Mortgage, as it may have been previously amended or supplemented, hereinafter may be called collectively the "RUS Mortgage"); and

Whereas, the RUS Mortgage, as supplemented hereby, preserves the priority of the Original Mortgage for the pro rata benefit of all the Mortgagees and secures the payment of all of the Mortgagor's outstanding indebtedness as listed in Instruments Recital of Schedule "A" hereto (collectively, the "Outstanding Notes"); and

Whereas, the Original Mortgage provides the terms by which additional pari passu obligations may be issued thereunder and further provides that the Original Mortgage may be supplemented from time to time to evidence that such obligations are entitled to the security of the Original Mortgage and to add additional Mortgagees; and

Whereas, by their execution and delivery of this Supplemental Mortgage the parties hereto do hereby secure the Additional Notes listed in Schedule "A" pari passu with the Outstanding Notes under the Original Mortgage; and

Whereas, all acts necessary to make this Supplemental Mortgage a valid and binding legal instrument for the security of such notes and related obligations, subject to the terms of the RUS Mortgage, have been in all respects duly authorized.

Now, Therefore, This Supplemental Mortgage Witnesseth: That to secure the payment of the principal of (and premium, if any) and interest on all Notes issued hereunder according to their tenor and effect, and the performance of all provisions therein and herein contained, and in consideration of the covenants herein contained and the purchase or guarantee of Notes by the guarantors or holders thereof,

the Mortgagor has mortgaged, pledged and granted a continuing security interest in, and by these presents does hereby grant, bargain, sell, alienate, remise, release, convey, assign, transfer, hypothecate, pledge, set over and confirm, pledge and grant a continuing security interest in for the purposes hereinafter expressed, unto the Mortgagees all property, rights, privileges and franchises of the Mortgagor of every kind and description, real, personal or mixed, tangible and intangible, of the kind or nature specifically mentioned herein or any other kind or nature, except any Excepted Property set forth on Schedule "C" hereof owned or hereafter acquired by the Mortgagor (by purchase, consolidation, merger, donation, construction, erection or in any other way) wherever located, including (without limitation) all and singular the following:

A. all of those fee and leasehold interests in real property set forth in Schedule "B" hereto, subject in each case to those matters set forth in such Schedule; and

B. all of those fee and leasehold interests in real property set forth in Schedule "B" of the Original Mortgage or in any restatement, amendment or supplement thereto, subject in each case to those matters set forth in such Schedule; and

C. all of the kinds, types or items of property, now owned or hereafter acquired, described as Mortgaged Property in the Original Mortgage or in any restatement, amendment or supplement thereto as Mortgaged Property.

It is Further Agreed and Covenanted That the Original Mortgage, as previously restated, amended or supplemented, and this Supplemental Mortgage shall constitute one agreement and the parties hereto shall be bound by all of the terms thereof and, without limiting the foregoing,

1. All capitalized terms not defined herein shall have the meaning given in Article I of the Original Mortgage.

2. This Supplemental Mortgage is one of the Supplemental Mortgages contemplated by Article II of the Original Mortgage.

3. The Maximum Debt Limit for the RUS Mortgage shall be as set forth in Schedule "A" hereto.

UNITED STATES OF AMERICA

By:

James R. Newby

Name: James R. Newby

For Title: Administrator of the Rural Utilities Service

Executed by the United States of America,
Mortgagee, in the presence of:

Mary E. Weber
Douglas P. Jenkins

MARY E. WEBER

DOUGLAS P. JENKINS

Witnesses

DISTRICT OF COLUMBIA) SS

On this 21 day of February, 2012, personally appeared before me *acting for*
James R. Newby, who, being duly sworn, did say that he/she is the
Administrator of the Rural Utilities Service, an agency of the United States of America, and
acknowledged to me that, acting under a delegation of authority duly given and evidenced by law and
presently in effect, he/she executed said instrument as the act and deed of the United States of America
for the uses and purposes therein mentioned.

IN TESTIMONY WHEREOF I have heretofore set my hand and official seal the day and year
last above written.



W.A. Frost
Notary Public

My commission expires: _____

SUPPLEMENTAL MORTGAGE

SCHEDULE A

MAXIMUM DEBT LIMIT AND OTHER INFORMATION

1. The Maximum Debt Limit is \$250,000,000.00
2. The Original Mortgage as referred to in the first **WHEREAS** clause above is more particularly described as follows:

Restated Mortgage and Security Agreement dated as of July 1, 2003 among **KENERGY CORP.**, as Mortgagor, the **UNITED STATES OF AMERICA** acting by and through the Administrator of the Rural Utilities Service, as a Mortgagee, **NATIONAL RURAL UTILITIES COOPERATIVE FINANCE CORPORATION**, as a Mortgagee and **COBANK, ACB**, as a Mortgagee. The recording information is as follows:

Recording Date	County	Book	Page
August 15, 2003	Breckinridge	267	657
August 14, 2003	Caldwell	199	493
August 14, 2003	Crittenden	144	462
August 14, 2003	Daviess	1275	877
August 14, 2003	Hancock	138	577
August 12, 2003	Henderson	819	164
August 14, 2003	Hopkins	733	434
August 15, 2003	Livingston	203	39
August 14, 2003	Lyon	142	592
August 14, 2003	McLean	125	369
September 3, 2003	Muhlenberg	441	3
August 14, 2003	Ohio	335	234
August 14, 2003	Union	311	711
August 15, 2003	Webster	228	267

As amended by the Supplemental Mortgage dated as of September 19, 2003 among **KENERGY CORP.**, as Mortgagor, the **UNITED STATES OF AMERICA** acting by and through the Administrator of the Rural Utilities Service, as a Mortgagee, **NATIONAL RURAL UTILITIES COOPERATIVE FINANCE CORPORATION**, as a Mortgagee and **COBANK, ACB**, as a Mortgagee. The recording information is as follows:

Recording Date	County	Book	Page
November 17, 2003	Breckinridge	273	157
November 17, 2003	Caldwell	202	572
November 18, 2003	Crittenden	147	174
November 14, 2003	Daviess	1303	667
November 19, 2003	Hancock	141	425
November 14, 2003	Henderson	835	883
November 14, 2003	Hopkins	747	703

November 17, 2003	Livingston	206	517
November 14, 2003	Lyon	145	663
November 14, 2003	McLean	127	609
November 14, 2003	Muhlenberg	447	449
November 14, 2003	Ohio	341	154
November 14, 2003	Union	316	269
November 14, 2003	Webster	232	001

As amended by the Supplemental Mortgage dated as of April 5, 2004 among **KENERGY CORP.**, as Mortgagor, the **UNITED STATES OF AMERICA** acting by and through the Administrator of the Rural Utilities Service, as a Mortgagee, **NATIONAL RURAL UTILITIES COOPERATIVE FINANCE CORPORATION**, as a Mortgagee and **COBANK, ACB**, as a Mortgagee. The recording information is as follows:

Recording Date	County	Book	Page
June 7, 2004	Breckinridge	281	627
June 7, 2004	Caldwell	209	126
June 7, 2004	Crittenden	151	267
June 7, 2004	Daviess	1350	959
June 7, 2004	Hancock	145	493
June 4, 2004	Henderson	861	668
June 7, 2004	Hopkins	770	549
June 7, 2004	Livingston	213	141
June 7, 2004	Lyon	151	369
June 7, 2004	McLean	131	583
June 8, 2004	Muhlenberg	461	175
June 7, 2004	Ohio	351	562
June 7, 2004	Union	323	179
June 7, 2004	Webster	237	200

As amended by the Supplemental Mortgage dated as of August 18, 2004 among **KENERGY CORP.**, as Mortgagor, the **UNITED STATES OF AMERICA** acting by and through the Administrator of the Rural Utilities Service, as a Mortgagee, and **COBANK, ACB**, as a Mortgagee. The recording information is as follows:

Recording Date	County	Book	Page
October 12, 2004	Breckinridge	287	234
October 6, 2004	Caldwell	212	140
October 6, 2004	Crittenden	153	520
October 6, 2004	Daviess	1379	521
October 7, 2004	Hancock	148	56
October 5, 2004	Henderson	876	396
October 4, 2004	Hopkins	786	313
October 4, 2004	Livingston	217	386

October 6, 2004	Lyon	154	449
October 6, 2004	McLean	134	401
October 6, 2004	Muhlenberg	470	173
October 6, 2004	Ohio	357	600
October 6, 2004	Union	327	299
October 6, 2004	Webster	240	233

As amended by the Supplemental Mortgage dated as of September 1, 2005 among **KENERGY CORP.**, as Mortgagor, the **UNITED STATES OF AMERICA** acting by and through the Administrator of the Rural Utilities Service, as a Mortgagee, and COBANK, ACB, as a Mortgagee. The recording information is as follows:

Recording Date	County	Book	Page
October 21, 2005	Breckinridge	303	217
October 20, 2005	Caldwell	223	176
November 20, 2005	Crittenden	161	530
October 20, 2005	Daviess	1462	342
October 20, 2005	Hancock	155	76
October 18, 2005	Henderson	919	576
October 21, 2005	Hopkins	830	351
October 20, 2005	Livingston	228	554
October 20, 2005	Lyon	163	786
October 20, 2005	McLean	141	123
October 21, 2005	Muhlenberg	496	445
October 20, 2005	Ohio	377	280
October 20, 2005	Union	339	629
October 20, 2005	Webster	251	003

As amended by the Supplemental Mortgage dated as of November 3, 2008 among **KENERGY CORP.**, as Mortgagor, the **UNITED STATES OF AMERICA** acting by and through the Administrator of the Rural Utilities Service, as a Mortgagee, and COBANK, ACB, as a Mortgagee. The recording information is as follows:

Recording Date	County	Book	Page
January 16, 2009	Breckinridge	348	81
January 15, 2009	Caldwell	253	615
January 15, 2009	Crittenden	181	712
January 15, 2009	Daviess	1673	633
January 15, 2009	Hancock	174	685
January 15, 2009	Henderson	1016	301
January 15, 2009	Hopkins	948	94
January 20, 2009	Livingston	258	236
January 15, 2009	Lyon	188	541
January 15, 2009	McLean	159	471

January 22, 2009	Muhlenberg	576	580
January 15, 2009	Ohio	429	104
January 15, 2009	Union	369	32
January 23, 2009	Webster	279	768

As amended by the Supplemental Mortgage dated as of June 21, 2010 among **KENERGY CORP.**, as Mortgagor, the **UNITED STATES OF AMERICA** acting by and through the Administrator of the Rural Utilities Service, as a Mortgagee, and **COBANK, ACB**, as a Mortgagee. The recording information is as follows:

Recording Date	County	Book	Page
July 21, 2010	Breckinridge	366	69
July 20, 2010	Caldwell	265	504
July 20, 2010	Crittenden	188	675
July 20, 2010	Daviess	1760	803
July 20, 2010	Hancock	181	531
July 19, 2010	Henderson	1057	447
July 20, 2010	Hopkins	993	186
July 20, 2010	Livingston	268	153
July 20, 2010	Lyon	199	495
July 20, 2010	McLean	166	749
July 22, 2010	Muhlenberg	597	929
July 20, 2010	Ohio	445	663
July 20, 2010	Union	379	699
July 20, 2010	Webster	290	78

3. The outstanding secured indebtedness described in the third WHEREAS clause above is more particularly described as follows:

OUTSTANDING NOTES issued to the Government¹

<u>Loan</u>			<u>Final</u>	
<u>Designation</u>	<u>Face Amount</u>	<u>Date</u>	<u>Maturity</u>	<u>% Rate²</u>
AV7	\$3,741,000.00	28 Jan 1993	28 Jan 2028	5
AS6	\$2,544,000.00	27 May 1994	27 May 2029	5
AW70	\$3,403,000.00	14 Dec 1994	14 Dec 2029	V
AX70	\$3,962,000.00	1 Jul 1997	1 Jul 2032	V
AT60	\$5,226,000.00	1 Apr 1998	1 Apr 2033	V
A40	\$56,451,000.00	1 Feb 2001	1 Feb 2036	V

¹ "Government" as used in this listing refers to the United States of America acting through the Administrator of the Rural Utilities Service (RUS) or its predecessor agency, the Rural Electrification Administration (REA). Any Notes which are payable to a third party and which either RUS or REA has guaranteed as to payment are also described in this listing as being issued to the Government. Such guaranteed Notes are typically issued to the Federal Financing Bank (FFB), an instrumentality of the United States Department of Treasury, and held by RUS.

² V=variable interest rate calculated by RUS pursuant to title 7 of the code of Federal Regulations (or by the Secretary of Treasury).

B8 ³	\$21,355,000.00	1 July 2003	31 Dec 2037	V
C44	\$27,325,000.00	1 Sep 2005	1 Sep 2040	V
D8 ⁴	\$31,622,000.00	3 Nov 2008	31 Dec 2042	V
E8	\$23,000,000.00	1 Mar 2011	31 Dec 2045	V

OUTSTANDING NOTES issued to CoBank:

<u>CoBank Loan</u>	<u>Face Amount of</u>		<u>Final</u>	
<u>Designation</u>	<u>Note</u>	<u>Note Date</u>	<u>Maturity</u>	<u>% Rate</u>
ML0501T1	\$1,698,000.00	July 1, 1999	May 1, 2032	Variable
ML0501T2	\$1,458,000.00	July 1, 1999	March 20, 2020	Variable
ML0501T4	\$1,444,000.00	July 1, 1999	November 20, 2022	Variable
ML0501T5	\$1,287,000.00	July 1, 1999	October 20, 2017	Variable
ML0501T6	\$1,603,000.00	July 1, 1999	January 20, 2028	Variable
ML0501T7	\$1,458,000.00	July 1, 1999	December 20, 2029	Variable
ML0501T8	\$1,573,000.00	July 1, 1999	June 20, 2025	Variable
ML0501T10	\$3,827,000.00	October 2, 2001	October 20, 2026	Variable
ML0501T11	\$6,500,000.00	September 19, 2003	May 31, 2014	4.94
ML0501T12	\$1,491,370.00	April 5, 2004	April 20, 2015	4.64
ML0501T13	\$1,716,790.00	April 5, 2004	April 20, 2016	4.77
ML0501T14	\$1,118,748.00	April 5, 2004	April 20, 2017	4.89
ML0501T15	\$1,954,881.00	April 5, 2004	April 20, 2018	4.97
RX0501T19	\$682,481.79	August 18, 2004	September 20, 2021	Variable
RX0501T20	\$984,496.79	August 18, 2004	March 20, 2029	Variable
RX0501T21	\$1,492,094.06	August 18, 2004	March 20, 2033	Variable
RX0501T22	\$9,110,101.44	June 21, 2010	June 20, 2020	4.41

4. The Additional Notes described in the fifth **WHEREAS** clause above are more particularly described as follows:

ADDITIONAL NOTES issued to CoBank:

<u>CoBank Loan</u>	<u>Face Amount of</u>	<u>Note Date</u>	<u>Maturity Date</u>	<u>% Rate</u>
<u>Designation</u>	<u>Note</u>			
RX0501T23	\$4,394,503.00	November 30, 2011	November 20, 2021	3.15

³ In addition to this note which the Mortgagor has issued to FFB, the Mortgagor has also issued a corresponding promissory note to RUS designated as the certain "Reimbursement Note" bearing even date therewith. Such Reimbursement Note is payable to the Government on demand and evidences the Mortgagor's obligation immediately to repay RUS, any payment which RUS may make pursuant to the RUS guarantee of such FFB note, together with interest, expenses and penalties (all as described in such Reimbursement Note). Such Reimbursement Note is an "Additional Note issued to the Government" for purposes of this Part One of Schedule A of this Supplemental Mortgage and is entitled to all of the benefits and security of the Mortgage.

⁴ See footnote 3 in this Schedule A.

SUPPLEMENTAL MORTGAGE

SCHEDULE B

PROPERTY SCHEDULE

The fee and leasehold interests in real property referred to in clause A of the granting clauses are described as follows:

1. West Owensboro Substation, Daviness County 1.033 Acres	A certain tract of land described in a certain deed, dated March 19, 1951, by R. L. Mitchell and Doris Mitchell, his wife, as grantors to Green River Electric Corporation, as grantee, and recorded on April 9, 1951, in the office of the County Clerk of Daviness County, in the state of Kentucky, in Deed Book 209, on Page 263.
2. Beda Substation Ohio County 1 Acre	A certain tract of land described in a certain deed, dated April 26, 1951, by J. R. Shown and Antha Shown, his wife, as grantors to Green River Electric Corporation, as grantee, and recorded on April 30, 1951, in the office of the County Clerk of Ohio County, in the state of Kentucky, in Deed Book 113, on Page 133.
3. Hanson Substation Hopkins County .56 Acre	A certain tract of land described in a certain deed, dated September 13, 1951, by B. W. L. McLaughlin, as grantor to Green River Electric Corporation, as grantee, recorded on September 15, 1951, in the office of the County Court Clerk of Hopkins County, in the state of Kentucky, in Deed Book 209, on Page 186.
4. Guffie Substation McLean County 1 Acre	A certain tract of land described in a certain deed, dated June 13, 1953, by Howard Whitaker and Mittie Whitaker, his wife, as grantors to Green River Electric Corporation, as grantee, and recorded on July 31, 1953, in the office of the County Court Clerk of McLean County, in the state of Kentucky, in Deed Book 45, on Page 379.
5. Lewisport Substation Hancock County 1.5 Acres	A certain tract of land described in a certain deed, dated January 20, 1955, by R. T. Toler, Sr., and Mary Idelle Toler, his wife, as grantors to Green River Electric Corporation, as grantee, and recorded on February 3, 1955, in the office of the County Court Clerk of Hancock County, in the state of Kentucky in Deed Book 63, on Page 256.

6. Utica Substation Daviness County 1.72 Acres	A certain tract of land described in a certain deed, dated March 26, 1956, by W. D. Ridgeway and Verda Ridgeway, his wife, as grantors to Green River Electric Corporation, as grantee, and recorded on March 29, 1956, in the office of the County Court Clerk of Daviness County, in the state of Kentucky, in Deed Book 254, on Page 192.
7. Whitesville Substation Daviness County 1.5 Acres	A certain tract of land described in a certain deed, dated June 22, 1956, by Otis W. Greer and Martha A. Greer, his wife, as grantors to Green River Electric Corporation, as grantee, and recorded on June 22, 1956, in the office of the County Court Clerk of Daviness County, in the state of Kentucky, in Deed Book 257, on Page 315.
8. Weberstown Substation Hancock County 1.08 Acres	A certain tract of land described in a certain deed, dated June 27, 1956, by Walter A. Glover and Blanche Glover, his wife, as grantors to Green River Electric Corporation, as grantee, and recorded on July 21, 1956, in the office of the County Court Clerk of Hancock County, in the state of Kentucky, in Deed Book 64, on Page 238.
9. Hawesville Office Hancock County One-Half (1/2) Acre	A certain tract of land described in a certain deed, dated March 31, 1960, by J. E. Harp and Salome Harp, his wife, as grantors to Green River Electric Corporation, as grantee, and recorded on March 31, 1960, in the office of the County Court Clerk of Hancock County, in the state of Kentucky, in Deed Book 66, on Page 35.
10. Hawesville Substation Hancock County 6.01 Acres	A certain tract of land described in a certain deed, dated June 7, 1960, by Earl L. White and Opal White, his wife; as grantors to Green River Electric Corporation, as grantee, and recorded on June 8, 1960, in the office of the County Court Clerk of Hancock County, in the state of Kentucky, in Deed Book 66, on Page 127.
11. Stanley Substation Daviness County 2 Acres	A certain tract of land described in a certain deed, dated May 29, 1961, by J. H. Jarboe and Hattie Jarboe, his wife, as grantors to Green River Electric Corporation, as grantee, and recorded on May 31, 1961, in the office of the County Court Clerk of Daviness County, in the state of Kentucky, in Deed Book 30 I, on Page 26.
12. Thruston Substation Daviness County 2 Acres	A certain tract of land described in a certain deed, dated March 10, 1962, by William T. Abell and Carye B. Abell, his wife, as grantors to Green River Electric Corporation, as grantee, and recorded on March 13, 1962, in the office of the County Court Clerk of Daviness County, in the state of Kentucky, in Deed Book 307, on Page 534.
13. Masonville Substation Daviness County	A certain tract of land described in a certain deed dated June 28, 1962, by J. C. Barnhill and Stella Barnhill, his wife, as

2.02 Acres	grantors to Green River Electric Corporation, as grantee, and recorded on July 6, 1962, in the office of the County Court Clerk of Daviess County, in the state of Kentucky, in Deed Book 310, on Page 612.
14. Owensboro Office/Warehouse Daviess County 33.90 Acres	<p>(a) A certain tract of land described in a certain deed, dated January 7, 1964, by Guy Wright and Bertha M. Wright, his wife, as grantors to Green River Electric Corporation, as grantee, and recorded on January 9, 1964, in the office of the County Court Clerk of Daviess County, in the state of Kentucky, in Deed Book 325, on Page 293.</p> <p>(b) A certain tract of land described in a certain deed, dated June 24, 1971, by Thomason Industries, Inc., as grantor to Green River Electric Corporation, as grantee, and recorded on July 2, 1971, in the office of the County Court Clerk of Daviess County, in the state of Kentucky, in Deed Book 404, on Page 76.</p> <p>(c) A certain tract of land described in a certain deed, dated September 28, 1982, by J. W. McConnick and Boruta McConnick, his wife, as grantors to Green River Electric Corporation, as grantee, and recorded on September 29, 1982, in the office of the County Court Clerk of Daviess County, in the state of Kentucky, in Deed Book 497, on Page 665.</p>
15. Onton Substation Webster County 2 Acres	A certain tract of land described in a certain deed, dated August 4, 1965, by Walter Ritz and Marvene Ritz, his wife, as grantors to Green River Electric Corporation, as grantee, and recorded on August 4, 1965, in the office of the County Court Clerk of Webster County, in the state of Kentucky, in Deed Book 131, on Page 315.
16. St. Joseph Substation Daviess County 2 Acres	A certain tract of land described in a certain deed, dated August 7, 1965, by Joseph Daniel Mattingly and Ora B. Mattingly, his wife, as grantors to Green River Electric Corporation, as grantee, and recorded on August 11, 1965, in the office of the County Court Clerk of Daviess County, in the state of Kentucky, in Deed Book 342, on Page 516.
17. Dermont Substation Daviess County 2 Acres	A certain tract of land described in a certain deed, dated November 28, 1967, by Edward Leo Jones and Margaret T. Jones, his wife, as grantors to Green River Electric Corporation, as grantee, and recorded on December 7, 1967, in the office of the County Court Clerk of Daviess County, in the state of Kentucky, in Deed Book 366, on Page 161.
18. So. Hanson Warehouse/Substation Hopkins County 5.139 Acres	A certain tract of land described in a certain deed, dated April 11, 1974, by Arthur Adams and Ruth Adams, his wife, as grantors to Green River Electric Corporation, Hopkins County as grantee, and recorded on April 11, 1974, in the office of the

	County Court Clerk of Hopkins County, in the state of Kentucky, in Deed Book 362, on Page 672.
19. Hartford Office Ohio County .52 Acre	A certain tract of land described in a certain deed, dated August 6, 1976, by Herman y Park, a single man, as grantor to Green River Electric Corporation, as grantee, and recorded on August 6, 1976, in the office of the County Court Clerk of Ohio County, in the state of Kentucky, in Deed Book 220, ion Page 116-117.
20. So. Owensboro Substation Daviness County 2.410 Acres	A certain tract of land described in a certain deed, dated May 16, 1977, by and between Norbert Goetz and Mary Goetz, his wife, and Robert M. Moorman and Barbara Moorman, his wife, as grantors to Green River Electric Corporation, as grantee, and recorded on August 1, 1977, in the office of the County Court Clerk of Daviness County, in the state of Kentucky, in Deed Book 469, on Page 37.
21. Centertown Substation Ohio County 2 Acres	A certain tract of land described in a certain deed, dated August 8, 1977, by Homer Ford and Kathryn Ford, his wife, as grantors to Green River Electric Corporation, as grantee, and recorded on August 13, 1977, in the office of the County Court Clerk of Ohio County, in the state of Kentucky, in Deed Book 224, on Page 28-31.
22. South Dermont Substation Daviness County 2.020 Acres	A certain tract of land described in a certain deed, dated December 19, 1977, by and between William L. Reno Jr. and Barbara G. Reno, his wife, as grantors to Green River Electric Corporation, as grantee, and recorded on January 3, 1978, in the office of the County Court Clerk of Daviness County, in the state of Kentucky, in Deed Book 473, on Page 794.
23. Panther Microwave Daviness County 2.833 Acres	A certain tract of land described in a certain deed, dated October 3, 1980, by and between E. D. Rafferty and Tina Rafferty, his wife, as grantors to Green River Electric Corporation, as grantee, and recorded on October 10, 1980, in the office of the County Court Clerk of Daviness County, in the state of Kentucky, in Deed Book 501, Page 437439.
24. East Owensboro Substation Daviness County Acre	A certain tract of land described in a certain deed, dated November 26, 1980, by and between B. Chrisler and Gertrude Chrisler, his wife, as grantors to Green River Electric Corporation, as grantee, and recorded on November 28, 1980, in the office of the County Court Clerk of Daviness County, in the state of Kentucky, in Deed Book 222, in Page 486.
25. Whitesville Microwave Site Daviness County 9.587 Acres	A certain tract of land described in a certain deed, dated October 31, 1980, by and between Virginia C. Kelley, a widow, as grantor to Green River Electric Corporation, as grantee, and recorded on November 5, 1980, in the office of the County Court Clerk of Daviness County, in the state of Kentucky, in Deed Book

	502, on Page 211.
26. Nuckles Substation Daviness County 1.947 Acres	A certain tract of land described in a certain deed, dated November 9, 1982, by and between Virginia Coke, a widow, Baxter Jean Coke <i>Jr.</i> , and Ella C. Coke, his wife, James W. Coke, single and Ben H. Coke, single, as grantors to Green River Electric Corporation, as grantee, and recorded on November 10, 1982, in the office of the County Court Clerk of McLean County, in the state of Kentucky, in Deed Book 67, on Page 93.
27. Sacramento Substation Daviness County 3.465 Acres	A certain tract of land described in a certain deed, dated December 21, 1983, by and between Emma Sue Lancaster and Pat Lancaster, her husband, and Carolyn Jackson and J. O. Jackson, her husband, and Charlotte Jackson and Charles Jackson, her husband, as grantors to Green River Electric Corporation, as grantee, and recorded on January 10, 1984, in the office of the County Court Clerk of McLean County, in the state of Kentucky, in Deed Book 104, on Page 70.
28. Philpot Substation Daviness County 3.466 Acres	A certain tract of land described in a certain deed, dated December 10, 1987, by and between Anna Elizabeth Oberst, widow, by and through her Co-Attorneys-in-Fact, Gerald E. Oberst and Rose O. Clark, as grantors to Green River Electric Corporation, as grantee, and recorded on December 11, 1987, in the office of the County Court Clerk of Daviness County, in the state of Kentucky, in Deed Book 567, on Page 724.
29. Pleasant Ridge Substation Daviness County 3.305 Acres	A certain tract of land described in a certain deed, dated July 8, 1991, by and between Donald Rock and Marie Nicely Rock, husband and wife, as grantors to Green River Electric Corporation, as grantee, and recorded on July 10, 1991, in the office of the County Court Clerk of Ohio County, in the state of Kentucky, in Deed Book 277, on Page 669.
30. Beech Grove Substation McLean County 0.74 Acre	A certain tract of land described in a certain deed, dated November 18, 1997, by and between Ola Bell Edds, unmarried, as grantor to Green River Electric Corporation, as grantee, and recorded on November 18, 1997, in the office of the County Court Clerk of McLean County, in the state of Kentucky, in Deed Book 140, on Page 94.
31. Beech Grove Substation McLean County .027 Acre	A certain tract of land described in a certain deed, dated January 8, 1998, by and between Herman B. Ward Jr. and Kathleen C. Ward, his wife, as grantors to Green River Electric Corporation, as grantee, and recorded on January 8, 1998, in the office of the County Court Clerk of McLean County, in the state of Kentucky, in Deed Book 140, on Page 445.

<p>32. Lewisport Substation Second Bay) Hancock County .888 Acre</p>	<p>A certain tract of land described in a certain deed, dated September 10, 1998, by and (Second Bay) between Samuel H. Pate and Michael Pate (aka Michele Pate), his wife, as grantors to Green River Electric Corporation, as grantee, and recorded on October 29, 1998, in the office of the County Court Clerk of Hancock County, in the state of Kentucky, in Deed Book 18, on Page 644.</p>
<p>33. Horse Fork Substation Daviss County 6.49 Acres</p>	<p>A certain tract of land described in a certain deed, dated January 22, 1999, by and between Rudolph D. Martin and Martha Louis Martin, his wife, as grantors to Green River Electric Corporation, as grantee, and recorded on January 26, 1999, in the office of the County Court Clerk of Daviss County, in the state of Kentucky, in Deed Book 696, on Page 161.</p>
<p>34. Hawesville Property (Powers Street) Hancock County .579 Acre</p>	<p>A certain tract of land described in a certain deed, dated February 25, 1999, by and Street) between Joel White, unmarried, Larry R. White and Jackie White, his wife, as grantors to Green River Electric Corporation, as grantee, and recorded on March 8, 1999, in the office of the County Court Clerk of Hancock County, in the state of Kentucky, in Deed Book 119, Pages 400-403.</p>
<p>35. Weaverton Sub. Henderson County .23 Acre</p>	<p>A certain tract of land described in a certain deed, dated July 16, 1937, by Straughn, et al., as grantors, to Henderson Union Electric Cooperative Corp., or its predecessor, as grantee, and recorded in the office of the Clerk of the County Court of Henderson County in the state of Kentucky, in Deed Book 91, Page 139.</p>
<p>36. Weaverton Sub. Henderson County .03 Acre</p>	<p>A certain tract of land described in a certain deed, dated April 5, 1939, by Straughn Suggs et al., as grantors, to Henderson Union Electric Cooperative Corp., or its predecessor, as grantee, and recorded in the office of the Clerk of the County Court of Henderson County, in the state of Kentucky, in Deed Book 93, Page 547.</p>
<p>37. Marion Substation Crittendon County .36 Acre</p>	<p>A certain tract of land described in a certain deed, dated April II, 1947, by the City of Crittenden, Kentucky, as grantor, to Henderson Union Electric Cooperative Corp., or its predecessor, as grantee, and recorded in the office of the Clerk of the County Court of Crittenden County, in the state of Kentucky, in Deed Book 75, Page 199.</p>
<p>38. Zion Substation Henderson County .49 Acre</p>	<p>A certain tract of land described in a certain deed, dated November 25, 1952, by Paul Bickett and his wife, Mary Ellen Bickett, as grantors, to the Mortgagor, as grantee, and recorded in the office of the Clerk of the County Court of Henderson County, in the state of Kentucky, in Deed Book 159, Page 409.</p>

39. Sebree Substation Webster County .34 Acre	A certain tract of land described in a certain deed, dated October 26, 1954, by F. C. Liles, and his wife, Veatrice Liles, as grantors, to Henderson Union Electric Cooperative Corp., or its predecessor, as grantee, and recorded in the office of the Clerk of the County Court of Webster County, in the state of Kentucky, in Deed Book 112, Page 436.
40. Niagra Substation Henderson County .34 Acre	A certain tract of land described in a certain deed, dated November 4, 1968, by James C. Hicks et al., as grantors, to Henderson Union Electric Cooperative Corp., or its predecessor, as grantee, and recorded in the office of the County Court of Henderson County, in the state of Kentucky, in Deed Book 239, Page 34.
41. Little Dixie Sub. Henderson County 1 Acre	A certain tract of land described in a certain deed, dated September 8, 1965, by Mae Dossett et al., as grantors, to Henderson Union Electric Cooperative Corp., or its predecessor, as grantee, and recorded in the office of the Clerk of the County Court of Henderson County, in the state of Kentucky, in Deed Book 221, Page 387.
42. Morganfield Sub. Union County .39 Acre	A certain tract of land described in a certain deed, dated August 8, 1956, by Charles M. Meacham, Jr., and his wife, Annie Meacham, as grantors, to Henderson Union Electric Cooperative Corp., or its predecessor, as grantee, and recorded in the office of the Clerk of the County Court of Union County, in the state of Kentucky, in Deed Book 158, Page 307.
43. Marion Office Crittendon County .39 Acre	A certain tract of land described in a certain deed, dated November 2, 1953, by Robert L. Qualls, and his wife, Nellie R. Qualls, as grantors, to Henderson Union Electric Cooperative Corp., or its predecessor, as grantee, and recorded in the Office of the Clerk of the County Court of Crittenden County, in the state of Kentucky, in Deed Book 83, Page 475.
44. Marion Office Crittendon County .39 Acre	A certain tract of land described in a certain deed, dated October 31, 1953, by O. J. Rice and his wife, Lura Rice, as grantors, to Henderson Union Electric Cooperative Corp., or its predecessor, as grantee, and recorded in the office of the Clerk of the County Court of Crittenden County, in the state of Kentucky in Deed Book 83, Page 471.
45. Marion Office Crittendon County .39 Acre	A certain tract of land described in a certain deed, dated October 6, 1953, by Gid Woods, a widower, as grantor, to Henderson Union Electric Cooperative Corp., or its predecessor, as grantee, and recorded in the office of the Clerk of the County Court of Crittenden County, in the state of Kentucky, in Deed Book 83, Page 442.
46. Providence Substation	A certain tract of land described in a certain deed, dated

Hopkins County 1.05 Acres	February 21, 1949, by T. G. Rice and his wife, Leota Rice, as grantors, to Henderson Union Electric Cooperative Corp., or its predecessor, as grantee, and recorded in the office of the Clerk of the County Court of Hopkins County, in the state of Kentucky, in Deed Book 188, Page 249.
47. Geneva Sub. Henderson County .91 Acre	A certain tract of land described in a certain deed, dated June 30, 1960, by J. B. Eakins, unmarried, as Grantor, to Henderson Union Electric Cooperative Corp., or its predecessor, as grantee, and recorded in the office of the Clerk of the County Court of Henderson County, in the state of Kentucky, in Deed Book 199, Page 280.
48. Henderson Sub. Henderson County .27 Acre	A certain tract of land described in a certain deed, dated December 9, 1950, by Russell D. Brown and Mary M. Brown, his wife, as grantors, to Henderson Union Electric Cooperative Corp., or its predecessor, as grantee, and recorded in the office of the Clerk of the County Court of Henderson County, in the state of Kentucky, in Deed Book 150, Page 44.
49. Lyon County Substation Lyon County 1.52 Acres	(a) A certain tract of land described in a certain deed, dated February 25, 1960, by A. F. Thomas and his wife, as grantors, to Henderson Union Electric Cooperative Corp., or its predecessor, as grantee, and recorded in the office of the Clerk of the County Court of Lyon County, in the state of Kentucky, in Deed Book 49, Page 292. (b) A certain tract of land described in a certain deed, dated August 14, 2000, by Stanley Thomas and Leona Guess Thomas, his wife, as grantors, to Kenergy Corp., as grantee, and recorded in the office of the Clerk of the County Court of Lyon County, in the state of Kentucky, in Deed Book 123, Page 613.
50. Sullivan Sub. Crittendon County .38 Acre	A certain tract of land described in a certain deed, dated May 12, 1972, by Big Rivers Rural Electric Cooperative Corporation, as grantor, to Henderson Union Electric Cooperative Corp., or its predecessor, as grantee, and recorded in the office of the Clerk of the County Court of Crittenden County, in the state of Kentucky, in Deed Book 111, Page 532.
51. Dixon Substation Webster County .92 Acre	A certain tract of land described in a certain deed, dated October 20, 1976, by Aubrey Dossett and Mary Dossett, his wife, as grantors, to Henderson Union Electric Cooperative Corp., or its predecessor, as grantee, and recorded in the office of the Clerk of the County Court of Webster County, in the state of Kentucky, in Deed Book 169, Page 306.
52. Dixon Substation Webster County .14 Acre	A certain tract of land described in a certain deed, dated May 10, 1977, by Aubrey Dossett and Mary Dossett, his wife, as grantors, to Henderson Union Electric Cooperative Corp., or its

	predecessor, as grantee, and recorded in the office of the Clerk of the County Court of Webster County, in the state of Kentucky, in Deed Book 173, Page 429.
53. Race Creek Substation Henderson County 1.02 Acre	A certain tract of land described in a certain deed, dated April 5, 1979, by C. Cooksey Crafton, and Dorothy C. Crafton, his wife, as grantors, to Henderson Union Electric Cooperative Corp., or its predecessor, as grantee, and recorded in the office of the Clerk of the County Court of Henderson County, in the state of Kentucky, in Deed Book 311, Page 714.
54. Lot Adjacent Marion Office Crittenden County .29 Acre	A certain house and lot in the town of Marion, Crittenden County, Kentucky, in a certain deed dated January 26, 1981, by and between Farley Heirs, party of the First Part, and Henderson Union Electric Cooperative Corp., or its predecessor, party of the Second Part, and recorded in the office of the County Court Clerk of Crittenden County in the state of Kentucky, in Deed Book 137, Page 197.
55. Weaverton Sub. Henderson County .033 Acre	A certain tract of land described in a certain deed, dated February 20, 1984, by Russell D. Brown, as grantor, to Henderson Union Electric Cooperative Corp., or its predecessor, as grantee, and recorded in the office of the Clerk of the County Court of Henderson County, in the state of Kentucky, in Deed Book 344, Page 189.
56. Persimmon Ridge Microwave Union County .06 Acre	A certain tract of land described in a certain deed, dated April 25, 1984, by Glenn Watson, and his wife, Peggy Watson, as grantors, to Henderson Union Electric Cooperative Corp., or its predecessor, as grantee, and recorded in the office of the Clerk of the County Court of Union County, in the state of Kentucky, in Deed Book 244, Page 357.
57. Henderson Headquarters Henderson County 20 Acres	A certain tract of land described in a certain deed, dated January 20, 1989, by Tommy D. Tapp, and his wife, Theda Tapp, as parties of the First Part, grantors, and Henderson Union Electric Cooperative Corp., or its predecessor, party of the Second Part, as grantee, and recorded in the office of the Clerk of Henderson County, in the state of Kentucky, in Deed Book 393, Page 22.
58. Riverport Sub. Henderson County Acre	A certain tract of land described in a certain deed, dated October 26, 1988, by Valley Grain Products, Inc., as grantor, to Henderson Union Electric Cooperative Corp., or its predecessor, as grantee, and recorded in the office of the Clerk of the County Court of Henderson County, in the state of Kentucky, in Deed Book 391, Page 434.
59. Tyson Substation Henderson County 0.80 Acre	A certain tract of land and ingress and egress easement described in a certain deed dated November 8, 1995, by the County of Henderson, Kentucky, et al., as grantors, to Henderson Union

	Electric Cooperative Corp., as grantee, and recorded in the office of the Clerk of the County Court of Henderson County, in the state of Kentucky, in Deed Book 454, Page 506.
60. Bon Harbor Substation Daviness County 2 Acres	A certain tract of land described in a certain deed, dated June 9, 1999, by Sara Jane McNulty, unmarried, as grantor to Green River Electric Corporation, as grantee, and recorded on June 22, 1999, in the office of the County Clerk of Daviness County, in the state of Kentucky, in Deed Book 702, on Page 991.
61. Maceo Substation Daviness County 2.103 Acres	A certain tract of land described in a certain deed, dated March 15, 2000, by Walter Ford, and his wife, Carol Ford, as grantors, to Kenergy Corp., as grantee, and recorded on March 16, 2000, in the office of the County Clerk of Caldwell County, in the state of Kentucky, in Deed Book 716, on Page 338.
62. Caldwell Springs Substation Crittendon County 3.27 Acres	A certain tract of land described in a certain deed dated July 12, 2000 by Vernon L. Travis, unmarried, as grantor to Kenergy Corp. as grantee, and recorded on July 15, 2000, in the office of the County Clerk of Crittendon County, in the state of Kentucky indeed Book 187, on page 121.
63. Crossroads Substation Caldwell County 3.30 Acres	A certain tract of land described in a certain deed, dated September 29, 2000, by Gerald W. Sigler, and his wife, Sandra K. Sigler, as grantors, to Kenergy Corp., as grantee, and recorded on October 4, 2000, in the office of the County Clerk of Caldwell County, in the state of Kentucky, in Deed Book 225, on Page 498.
64. Wolf Hills Substation Henderson County 2.387 Acres	A certain tract of land described in a certain deed, dated January 2, 2001, by Cosmos Henderson Co, Broadcasting Corp., a South Carolina corporation, successor by merger to WFIE, Inc., whose address is 1115 Mt. Auburn Road, Evansville, IN 47710, as grantor, to Kenergy Corp., as grantee, and recorded January 8, 2001, in the office of the County Clerk of Henderson County, in the state of Kentucky, in Deed Book 8, on Page 72.
65. Air Park Substation Daviness County 2.643 Acres	A certain tract of land described in a certain deed, dated January 23, 2001, by and between Economic Development Properties, Inc. and The City of Owensboro, as grantors, to Kenergy Corp., as grantee, and recorded on March 13, 2001, in the office of the County Clerk of Daviness County, in the state of Kentucky, in Deed Book 731, on Page 973.
66. Providence Substation Hopkins County 1.612 Acres	A certain tract of land described in a certain deed, dated June 12, 2002, by Big Rivers Electric Corporation, as grantor, to Kenergy Corp., as grantee, and recorded on June 13, 2002, in the office of the County Clerk of Hopkins County, in the state of Kentucky, in Deed Book 609, on Page 220.

<p>67. Adams Lane Substation Henderson County 5.7 Acres</p>	<p>A certain tract of land described in a certain deed, dated November 22, 2002, by Kendall Drilling Company, Inc., as grantor, to Kenergy Corp., as grantee, and recorded on November 22, 2002, in the office of the County Clerk of Henderson County, in the state of Kentucky, in Deed Book 518, on Page 851.</p>
<p>68. Madisonville Substation Hopkins County 1.69 Acres</p>	<p>A certain tract of land described in a certain deed, dated November 17, 2005, by the City of Madisonville, Kentucky, as grantor, to Kenergy Corp., as grantee, and recorded on November 17, 2005, in the office of the County Clerk of Hopkins County, in the state of Kentucky in Deed Book 645, on Page 557.</p>
<p>69. New Land Crittenden County 7.464 Acres</p>	<p>A certain tract of land described in a certain deed dated January 26, 2012 by Kenneth Geary and wife, Shana Geary, as grantors, to Kenergy Corp., as grantee, and recorded on January 30, 2012 in the Office of the County Clerk of Crittenden County, in the State of Kentucky in Deed Book 219 on Page 574, and being more particularly described as follows:</p> <p>PARCEL 1</p> <p>Two certain tracts or parcels of land lying and being in Crittenden County, Kentucky, on Kentucky Highway #91 and being more particularly described as follows:</p> <p>TRACT 1: BEGINNING at an iron pin on the east side of US 641 and Kentucky 91 being 30 feet from the center of the road and also being 30 feet south of Crider's corner and about 3 miles south of Marion and at approximate Kentucky Coordinates (south zone) North 357,325 East 1,321,900; thence with a line parallel to Crider's line and 30 feet south of same North 81 degrees 09 minutes East 584.76 feet to an iron pin, a new corner; thence with a new division line South 26 degrees 57 minutes East 157.76 feet to a point corner to a Tract 2 and being in an original line between a 10.3 acre tract and a 42 acre tract; thence with said old line and the north line of Tract 2 South 68 degrees 55 minutes West 545.63 feet to an iron pin, corner to Campbell; thence continuing with old line and Campbell's lines South 64 degrees 43 minutes West 48.0 feet to an iron pin, South 74 degrees 32 minutes West 80.00 feet to an iron pin, South 82 degrees 19 minutes West 68.00 feet to an iron pin in the east right of way on US 641 and Kentucky 91; thence with said highway North 9 degrees 06 minutes East 301.58 feet to the beginning containing 3.41 acres by survey.</p> <p>TRACT 2: BEGINNING at the southeast corner of Tract 1, above described; thence with a new division line South 26 degrees 57 minutes East 355.64 feet to an iron pin at a fence corner; thence with fence and new line South 80 degrees 02 minutes West 644.56 feet to an iron pin, corner to Campbell; thence with her line North 8 degrees 40 minutes West 235.00</p>

feet to an iron pin, corner to Campbell in line of Tract 1; thence with the south line of Tract 1 North 68 degrees 55 minutes East 545.63 feet to the beginning containing 3.94 acres by survey as surveyed by Billy J. May, LS 878, on December 10, 1984. A plat of the above described property was attached to the Deed now of record in Deed Book 145, at page 226 Crittenden County Court Clerk's Office and is same is made a part hereof by reference. LESS AND EXCEPT HOWEVER the following described property which is retained by Gleneth R. James and his wife, Mary C. James, or the survivor and being more particularly described as follows:

BEGINNING at an iron pin on the South side of a 30 ft. private roadway, being 136.8 feet East of the center of Ky. 91 and U.S. 641, about 3 miles South of Marion and at approximately Kentucky Coordinates (south zone) North 357,500 ft., East 1,322,000 ft.; thence with the South side of the 30 ft. road N. 80 deg. 56 min. E. 478.21 ft. to an iron pin, an original corner; thence with an original line S 27 deg. 38 E 100.66 feet. To an iron pin, a new corner; thence with new lines S. 79 deg. 18 min. W. 211.72 ft. to an iron pin; and N 89 deg. 21 min W 306.26 ft. to an iron pin, and N 05 deg. 21 min. W 49.81 ft. to the beginning containing 0.956 acre by survey, as surveyed by Billy J. May, L.S. 878 on October 12, 1992. See Plat attached to deed recorded in Deed Book 145, page 226, Crittenden County Clerk's Office.

PARCEL 2

A tract of land in Crittenden County, Kentucky, approximately two and half miles southerly from Marion, Kentucky on the East Side of Kentucky State Highway 331 #91 and Federal Highway #641 and more particularly described as follows:

BEGINNING at a stake on the East right-of-way limits of same highway, corner to now or formerly Kirk at approximate elevation 652, its approximate coordinates being X=1,321,700. Y=356,950; thence with the same highway as follows: North 00 deg. 40' East 120.0 feet North 06 deg. 00' East 97.8 feet to a post; thence severing lands of subject owner as follows: North 83 deg. 21' East 68.1 feet; North 78 deg. 19" East 80.0 feet; North 69 deg. 57' East 48.0 feet South 05 deg. 14' East 235.0 feet to a stake in Kirk's line; thence with same South 83 deg. 59' West 225.0 feet to the point of beginning containing one and seven hundredths (1.07) acres, more or less, as surveyed by Ralph Paris, KLS 930, on February 11, 1976.

Being the same real property conveyed to Kenneth Geary and wife, Shana Geary, by deed from Tim Smith, a single person, dated July 28, 2007, and recorded in Deed Book 209, page 149, Crittenden County Clerk's Office. See also deed to Kenneth Geary and wife, Shana Geary, from Crittenden County Scrap, LLC, dated the 12th day of January, 2012, recorded in Deed Book 219, page 558, said Clerk's Office.

SUPPLEMENTAL MORTGAGE

SCHEDULE C

EXCEPTED PROPERTY

The Excepted Property as defined in the Original Mortgage

Delivered to:
Dorsey, King, Gray,
Norment & Hopgood
10/25/12



2012013202
HENDERSON CO, KY FEE \$80.00
PRESENTED / LODGED 10-24-2012 03:23:26 PM

RECORDED: 10-24-2012
RENESA ABNER
CLERK
BY: CAREN TATE
DEPUTY CLERK

BK: MT 1121
PG: 515-538