

**SUPPLEMENTAL MORTGAGE  
AND  
SECURITY AGREEMENT**

Made by and among

**KENERGY CORP.**  
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 June 21, 2010

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, AFTER-  
ACQUIRED PROPERTY, PROCEEDS, FUTURE ADVANCES AND FUTURE OBLIGATIONS  
NOTICE-THIS MORTGAGE SECURED 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 STEPHEN TICK, SHERMAN & HOWARD L.L.C.  
633 17TH ST, SUITE 3000, DENVER, CO 80202  
THE MORTGAGOR'S ORGANIZATIONAL IDENTIFICATION NUMBER IS 0471117

SUPPLEMENTAL MORTGAGE

SUPPLEMENTAL MORTGAGE AND SECURITY AGREEMENT, dated as of June 21, 2010 (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, 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 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, 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 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, as it may have been previously amended or supplemented, hereinafter may be called collectively 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 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 Mortgages, and

Whereas, by their execution and delivery of this Supplemental Mortgage the parties hereto do hereby secure the Additional Note 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, subject to 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 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, whether now owned or hereafter acquired by the Mortgagor (by purchase, consolidation, merger, donation, construction, erection or in any other way) and 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 to 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 Mortgage shall be as set forth in Schedule "A" hereto.







COBANK, ACB

By: [Signature]  
 Its: Assistant Corporate Secretary

(seal)  
 Attest: [Signature]  
Assistant Secretary

Executed by the Member in the presence of:

[Signature]  
Witnesses

STATE OF COLORADO )  
 ) SS  
 COUNTY OF ARAPAHOE )

The foregoing instrument was acknowledged before me this 16th day of June  
 2010, by Penny Probus as Assistant Corporate Secretary of CoBank, ACB.

Witness my hand and official seal.

[Signature]  
 Notary Public

(Notarial Seal)

My commission expires: 7/28/11

CHELSEY MAYABB  
 NOTARY PUBLIC  
 STATE OF COLORADO  
 Commission Expires 07/28/2011

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UNITED STATES OF AMERICA

By: Jonathan Adelstein  
Administrator of the Rural Utilities Service

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

Mary E. Weber MARY E. WEBER  
D. P. Jenkins Douglas P. Jenkins  
Witnesses

DISTRICT OF COLUMBIA ) SS

On this 7 day of July, 2010, personally appeared before me Jonathan Adelstein, who, being duly sworn, did say that he 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 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.

(Notarial Seal) William A. Frost Notary Public  
Notary Public, District of Columbia  
My Commission Expires 04-14-2011

My commission expires: \_\_\_\_\_

SUPPLEMENTAL MORTGAGE

SCHEDULE A

MAXIMUM DEBT LIMIT AND OTHER INFORMATION

1. The Maximum Debt Limit is \$250,000,000.
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, **COBANK, ACB**, as a Mortgagee, and the **NATIONAL RURAL UTILITIES COOPERATIVE FINANCE CORPORATION**, as a Mortgagee.

As supplemented 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, **COBANK, ACB**, as a Mortgagee, and the **NATIONAL RURAL UTILITIES COOPERATIVE FINANCE CORPORATION**, as a Mortgagee.

As supplemented 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, **COBANK, ACB**, as a Mortgagee, and the **NATIONAL RURAL UTILITIES COOPERATIVE FINANCE CORPORATION**, as a Mortgagee.

As supplemented 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, **COBANK, ACB**, as a Mortgagee, and the **NATIONAL RURAL UTILITIES COOPERATIVE FINANCE CORPORATION**, as a Mortgagee.

As supplemented 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, **COBANK, ACB**, as a Mortgagee.

As supplemented 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, **COBANK, ACB**, as a Mortgagee.



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

## OUTSTANDING NOTES issued to the Government

<u>Loan Designation</u>	<u>Face Amount</u>	<u>Date</u>	<u>Final Maturity</u>	<u>% Rate<sup>1</sup></u>
AP6	\$ 2,117,000	26 Nov 1986	26 Nov 2021	5.00
AS7	\$ 3,402,000	5 Dec 1986	5 Dec 2021	5.00
AT7	\$ 3,369,000	5 Oct 1988	5 Oct 2023	5.00
AR6	\$ 2,784,000	22 Sep 1989	22 Sep 2024	5.00
AU7	\$ 3,672,000	5 Sep 1990	5 Sep 2025	5.00
AV7	\$ 3,741,000	28 Jan 1993	28 Jan 2028	5.00
AS6	\$ 2,544,000	27 May 1994	27 May 2029	5.00
AW70	\$ 3,403,000	14 Dec 1994	14 Dec 2029	V
AX70	\$ 3,962,000	1 Jul 1997	1 Jul 2032	V
AT60	\$ 5,226,000	1 Apr 1998	1 Apr 2033	V
A40	\$ 56,451,000	1 Feb 2001	1 Feb 2036	V
B8 <sup>2</sup>	\$ 21,355,000	1 July 2003	31 Dec 2037	V
C44	\$ 27,325,000	1 Sep 2005	1 Sep 2040	V
D8 <sup>3</sup>	\$ 31,622,000	3 Nov 2008	31 Dec 2042	V

## OUTSTANDING NOTES issued to CoBank:

<u>CoBank Loan Designation</u>	<u>Face Amount of Note</u>	<u>Note Date</u>	<u>Maturity Date</u>
ML0501T1	\$1,698,000.00	July 1, 1999	May 1, 2032
ML0501T2	\$1,458,000.00	July 1, 1999	March 20, 2020
ML0501T4	\$1,444,000.00	July 1, 1999	November 20, 2022
ML0501T5	\$1,287,000.00	July 1, 1999	October 20, 2017
ML0501T6	\$1,603,000.00	July 1, 1999	January 20, 2028
ML0501T7	\$1,458,000.00	July 1, 1999	December 20, 2029

<sup>1</sup> V=variable interest rate calculated by RUS pursuant to title 7 of the Code of Federal Regulations (or by the Secretary of Treasury. 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.

<sup>2</sup> 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 and "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.

<sup>3</sup> See footnote 2 in this Schedule A.

ML0501T8	\$1,573,000.00	July 1, 1999	June 20, 2025
ML0501T10	\$3,827,000.00	October 2, 2001	October 20, 2026
ML0501T11	\$6,500,000.00	September 19, 2003	May 31, 2014
ML0501T12	\$1,491,370.00	April 5, 2004	April 20, 2015
ML0501T13	\$1,716,790.00	April 5, 2004	April 20, 2016
ML0501T14	\$1,118,748.00	April 5, 2004	April 20, 2017
ML0501T15	\$1,954,881.00	April 5, 2004	April 20, 2018
RX0501T19	\$ 682,481.79	August 18, 2004	September 20, 2021
RX0501T20	\$ 984,496.79	August 18, 2004	March 20, 2029
RX0501T21	\$1,492,094.06	August 18, 2004	March 20, 2033

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

**ADDITIONAL NOTE issued to CoBank:**

<u>CoBank Loan Designation</u>	<u>Face Amount of Note</u>	<u>Note Date</u>	<u>Maturity Date</u>
RX0501T22	\$9,110,101.44	June 21, 2010	June 20, 2020

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**SUPPLEMENTAL MORTGAGE**

**SCHEDULE B**

**PROPERTY SCHEDULE**

The fee and leasehold interests in real property referred to in Subclause "A" of Granting Clause First are described on the attached pages B-2 through B-7 of this Schedule B.



## 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:

<b>1. West Owensboro Substation</b> 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.
<b>2. Beda Substation</b> 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.
<b>3. Hanson Substation</b> 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.
<b>4. Guffie Substation</b> 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.
<b>5. Lewisport Substation</b> 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.
<b>6. Utica Substation</b> 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.
<b>7. Whitesville Substation</b> 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.
<b>8. Weberstown Substation</b> 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.
<b>9. Hawesville Office</b> 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.
<b>10. Hawesville Substation</b> 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.
<b>11. Stanley Substation</b> 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.



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<p><b>12. Thruston Substation</b>  <b>Daviess County</b>  <b>2 Acres</b></p>	<p>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.</p>
<p><b>13. Masonville Substation</b>  <b>Daviess County</b>  <b>2.02 Acres</b></p>	<p>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 state of Kentucky, in Deed Book 310, on Page 612.</p>
<p><b>14. Owensboro Office/Warehouse</b>  <b>Daviess County</b>  <b>33.90 Acres</b></p>	<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.          (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.          (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 Daviess County, in the state of Kentucky, in Deed Book 497, on Page 665.</p>
<p><b>15. Onton Substation Webster</b>  <b>County 2 Acres</b></p>	<p>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.</p>
<p><b>16. St. Joseph Substation</b>  <b>Daviess County</b>  <b>2 Acres</b></p>	<p>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.</p>
<p><b>17. Dermont Substation</b>  <b>Daviess County</b>  <b>2 Acres</b></p>	<p>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.</p>
<p><b>18. So. Hanson</b>  <b>Warehouse/Substation</b>  <b>Hopkins County</b>  <b>5.139 Acres</b></p>	<p>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.</p>
<p><b>19. Hartford Office</b>  <b>Ohio County</b>  <b>.52 Acre</b></p>	<p>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.</p>
<p><b>20. So. Owensboro Substation</b>  <b>Daviess County</b>  <b>2.410 Acres</b></p>	<p>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 Daviess County, in the state of Kentucky, in Deed Book 469, on Page 37.</p>
<p><b>21. Centertown Substation</b>  <b>Ohio County</b>  <b>2 Acres</b></p>	<p>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.</p>
<p><b>22. South Dermont Substation</b>  <b>Daviess County</b>  <b>2.020 Acres</b></p>	<p>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 Daviess County, in the state of Kentucky, in Deed Book 473, on Page 794.</p>



<p><b>23. Panther Microwave Daviness County 2.833 Acres</b></p>	<p>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.</p>
<p><b>24. East Owensboro Substation Daviness County 6.587 Acres</b></p>	<p>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.</p>
<p><b>25. Whitesville Microwave Site Daviness County .0918 Acres</b></p>	<p>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.</p>
<p><b>26. Nuckols Substation Daviness County 1.947 Acres</b></p>	<p>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.</p>
<p><b>27. Sacramento Substation Daviness County 3.465 Acres</b></p>	<p>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.</p>
<p><b>28. Philpot Substation Daviness County 3.466 Acres</b></p>	<p>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.</p>
<p><b>29. Pleasant Ridge Substation Daviness County 3.305 Acres</b></p>	<p>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.</p>
<p><b>30. Beech Grove Substation McLean County .74 Acre</b></p>	<p>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.</p>
<p><b>31. Beech Grove Substation McLean County .027 Acre</b></p>	<p>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>
<p><b>32. Lewisport Substation (Second Bay) Hancock County .888 Acre</b></p>	<p>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.</p>
<p><b>33. Horse Fork Substation Daviness County 6.49 Acres</b></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 Daviness 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 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 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.</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 Crittenden County .36 Acre</p>	<p>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.</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>
<p>39. Sebree Substation Webster County .34 Acre</p>	<p>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 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.</p>
<p>40. Niagra Substation Henderson County .34 Acre</p>	<p>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.</p>
<p>41. Little Dixie Sub. Henderson County 1 Acre</p>	<p>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.</p>
<p>42. Morganfield Sub. Union County .39 Acre</p>	<p>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.</p>
<p>43. Marion Office Crittenden County .39 Acre</p>	<p>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.</p>
<p>44. Marion Office Crittenden County .39 Acre</p>	<p>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.</p>
<p>45. Marion Office Crittenden County .31 Acre</p>	<p>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.</p>
<p>46. Providence Sub. Hopkins County 1.05 Acres</p>	<p>A certain tract of land described in a certain deed, dated 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.</p>



<p>47. Geneva Sub. Henderson County .91 Acre</p>	<p>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.</p>
<p>48. Henderson Sub. Henderson County .27 Acre</p>	<p>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.</p>
<p>49. Lyon County Substation Lyon County 1.52 Acres</p>	<p>(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.</p>
<p>50. Sullivan Sub. Crittenden County .38 Acre</p>	<p>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.</p>
<p>51. Dixon Substation Webster County .92 Acre</p>	<p>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.</p>
<p>52. Dixon Substation Webster County .14 Acre</p>	<p>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.</p>
<p>53. Race Creek Sub. Henderson County 1.02 Acres</p>	<p>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.</p>
<p>54. Lot Adjacent Marion Office Crittenden County .29 Acre</p>	<p>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.</p>
<p>55. Weaverton Sub. Henderson County .033 Acre</p>	<p>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.</p>
<p>56. Persimmon Ridge Microwave Union County .06 Acre</p>	<p>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.</p>
<p>57. Henderson Headquarters Henderson County 20 Acres</p>	<p>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.</p>



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<p>58. Riverport Sub. Henderson County 0.80 Acre</p>	<p>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.</p>
<p>59. Tyson Substation Henderson County 1.3774 Acres</p>	<p>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.</p>
<p>60. Bon Harbor Substation Davieess County 2 Acres</p>	<p>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 Davieess County, in the state of Kentucky, in Deed Book 702, on Page 991.</p>
<p>61. Maceo Substation Davieess County 2.103 Acres</p>	<p>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.</p>
<p>62. Caldwell Springs Substation Crittenden County 3.27 Acres</p>	<p>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.</p>
<p>63. Crossroads Substation Caldwell County 3.30 Acres</p>	<p>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.</p>
<p>64. Wolf Hills Substation Henderson Co. 2.387 Acres</p>	<p>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.</p>
<p>65. Air Park Substation Davieess County 2.643 Acres</p>	<p>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 Davieess County, in the state of Kentucky, in Deed Book 731, on Page 973.</p>
<p>66. Providence Substation Hopkins County 1.612 Acres</p>	<p>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>
<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>



SUPPLEMENTAL MORTGAGE

SCHEDULE C

EXCEPTED PROPERTY

NONE.

Del:  
Dorsey, King, Gray,  
Normant + Haggood  
7-20-10

STATE OF KENTUCKY  
COUNTY OF HENDERSON, .....Sct.  
I, Renny T. Matthews, Clerk of Henderson County, certify that the  
foregoing Mortgage  
was this day at 3:09 o'clock P.M. lodged in my said office  
for record and that I have recorded it, the foregoing and this  
certificate in my said office.  
Given under my hand this 19<sup>th</sup> day July 20 10  
Renny T. Matthews  
By: Sharon Sellers D.C.

**Commonwealth of Kentucky**  
**Alison Lundergan Grimes, Secretary of State**

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Alison Lundergan Grimes  
Secretary of State  
P. O. Box 718  
Frankfort, KY 40602-0718  
(502) 564-3490  
<http://www.sos.ky.gov>

**Certificate of Existence**

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Authentication number: 164324  
Visit <https://app.sos.ky.gov/ftshow/certvalidate.aspx> to authenticate this certificate.

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I, Alison Lundergan Grimes, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

**KENERGY CORP.**

is a corporation duly incorporated and existing under KRS Chapter 14A and KRS Chapter 273, whose date of incorporation is June 22, 1999 and whose period of duration is perpetual.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that Articles of Dissolution have not been filed; and that the most recent annual report required by KRS 14A.6-010 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 1<sup>st</sup> day of June, 2015, in the 224<sup>th</sup> year of the Commonwealth.



*Alison Lundergan Grimes*

Alison Lundergan Grimes  
Secretary of State  
Commonwealth of Kentucky  
164324/0471117