

MORTGAGE OF REAL ESTATE

37278 PROVENOR-HARRARD CO.-GREENVILLE

as an entirety and included in such physical property additions and, if the same be subject to the lien of any underlying mortgage, setting forth the date of acquisition of such property and the principal amount of underlying bonds secured by lien thereon; setting forth the actual cash expenditures made for such physical property additions, respectively, and the aggregate thereof; and deducting from such aggregate the amount, if any, by which any and each expenditures exceeds the fair value of the physical property addition acquired thereby, the remainder being herein referred to as the "net physical property additions";

(2) stating that good and valid title to each such physical property addition is vested in the Company, subject to no lien or charge whatsoever other than as permitted by the provisions of section 4.02 hereof, and the lien hereof, and in the case of any property acquired subject to the lien of any underlying mortgage or any other lien or liens securing any obligations, describing in reasonable detail such lien or liens and the obligations secured thereby, and any other liens or charges;

(3) stating that none of such additions (aa) consists of repairs or maintenance, or (bb) consists of additions to or extensions, renewals or replacements of any part of the mortgaged property (other than the property herein specifically described) acquired as an entirety or substantially as an entirety which is not included in such certificate or any previous certificate or has not theretofore been made the basis for the issuance of bonds or the withdrawal of cash or the taking of credit hereunder, or (cc) consists of renewals or replacements, except to the extent that the cost thereof exceeds the original cost of the property renewed or replaced, or (dd) was acquired in exchange or substitution for or out of the proceeds of any property theretofore constituted a part of the mortgaged property on account of which any bonds have been theretofore authenticated or cash withdrawn or credit taken under any provisions of this indenture (except additions, if any, acquired with cash withdrawn in accordance with subparagraph (b) of section 7.14 hereof and derived from the sale of property not theretofore made the basis for the authentication of bonds, or the withdrawal of cash or the taking of credit under any provisions of this indenture), or (ee) was acquired out of any insurance moneys derived from loss of or damage to any property on account of which any bonds have theretofore been authenticated or cash withdrawn or credit taken under any provisions of this indenture (except additions, if any, acquired with cash withdrawn in accordance with subparagraph (b) of section 7.14 hereof and derived from loss of or damage to property not theretofore made the basis for the authentication of bonds or the withdrawal of cash or the taking of credit under any of the provisions of this indenture), or (ff) was acquired through the operation of any fund set up in compliance with any provision hereof or (gg) consists of items any part of the cost of which was charged or is properly chargeable to depreciation or any similar reserve account;

(4) stating that therefore no bonds have been authenticated or cash withdrawn (except cash, if any, withdrawn in accordance with subparagraph (b) of section 7.14 hereof and derived from the sale of or from loss or damage to any property not theretofore made the basis for the authentication of bonds or the withdrawal of cash or the taking of credit under any of the provisions of this indenture) or credit taken under any provisions of this indenture or of any indenture supplemental hereto on account of the acquisition of any of the additions, or on account of any of the expenditures set forth in such certificate;

(5) setting forth, in all certificates subsequent to the initial certificate responsive hereto, the amount, if any, of net bondable expenditures (as defined in division (6) of this subparagraph) shown in the next preceding certificate responsive hereto which has not been made the basis for the authentication and delivery of bonds, the withdrawal of cash or the taking of credit hereunder, to which shall be added such amount of gross bondable expenditures (as defined in this division (5) as was appropriated in such next preceding certificate to any reserve for depreciation responsive to the provisions of any indenture supplemental hereto; and to such total shall also be added the amount of net physical property additions set forth responsive to division (1) of this subparagraph (c), the aggregate of these amounts being herein referred to as "gross bondable expenditures";

(6) setting forth (a) the amount, if any, to be appropriated from net bondable expenditures responsive to the provisions of section 7.10 hereof to offset the excess of the amount of indebtedness secured by liens subject to which property was acquired over an amount equal to seventy-five per cent (75%) of the actual cash expenditures made for, or of the fair value, of the property subject to such liens whichever is the smaller, or a statement that no such appropriation is required; (b) the amount, if any, of the original cost of all property at any time constituting a part of the mortgaged property, the use of which has been abandoned or discontinued subsequent to July 1, 1936, and not replaced not set forth in any previous certificate; and (c) the amount, if any, of bondable expenditures representing, at the date of such certificate, any part of any reserve for depreciation, responsive to the provisions of any indenture supplemental hereto; and the aggregate of the amounts so found in (a), (b) and (c) shall be deducted from gross bondable expenditures the remainder being referred to herein as "net bondable expenditures";

(7) setting forth in reasonable detail each lien accrued or created or imposed, subsequent to July 1, 1936, upon any property at the time constituting any part of the mortgaged property, or,