

NOW, THEREFORE, THIS INDENTURE WITNESSETH that, in order to secure the payment of the principal of and interest on the notes according to their tenor and effect, and further to secure the due performance of the covenants, agreements, and provisions contained in this Indenture and to declare the terms and conditions upon which the notes are to be secured, the Corporation, in consideration of the premises, has executed and delivered this Indenture, and has granted, bargained, sold, conveyed, warranted, assigned, transferred, mortgaged, pledged, and set over, and by these presents does hereby grant, bargain, sell, convey, warrant, assign, transfer, mortgage, pledge, and set over, unto the Trustee, and its successor or successors in the trust hereby created, and its and their assigns, all and singular, the following described property (hereinafter sometimes called the "Trust Estate"):

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All right, title and interest of the Corporation in and to, all and singular, the buildings, plants, works, improvements, structures, estates, grants, franchises, easements, rights, privileges and properties, real, personal and mixed, tangible or intangible, of every kind or description, now owned by the Corporation, or which may hereafter be owned or acquired by the Corporation, for the purpose of or in connection with the construction or operation by or on behalf of the Corporation of a telephone system and business located or to be located in the County -- of Polk in the State of North Carolina and in the Counties of Greenville and Spartanburg -----  
----- in the State of South Carolina -- , and in any other counties in said State or States, including, without in any way limiting or restricting the generality of the foregoing:

(a) all that property of the Corporation, real, personal and mixed, tangible or intangible, of every kind, nature and description, located in the County -- of Polk in the State of North Carolina and in the Counties of Greenville and Spartanburg -----  
-----, in the State of South Carolina--, comprising a telephone system and business operated by the Corporation, serving approximately 1,788 - subscribers, and including without limitation, the following described real estate, incorporated herein by reference thereto:

PARCEL I.

Lying and being in the Town of Tryon, Polk County, North Carolina, and being more particularly described as follows:

Beginning at an iron pin in the northwest line of Oak Street, said iron being 115 feet north of Trade Street running thence along the northeast lines of Ballenger Company, J. E. Hester, and W. Y. Wilkins, north 37 degrees 33 minutes West 136.0 feet to an iron; thence South 32 degrees 33 minutes west 100.9 feet to an iron; thence north 56 degrees 29 minutes west 5 feet to an iron; a corner of the former Fanny Fisher sub-division; thence along the southeast line of the former Fanny Fisher sub-division, north 32 degrees 33 minutes east 357.4 feet to an iron, the northwest corner of C. W. Ballenger; thence along the southwest line of C. W. Ballenger south 58 degrees