

THIS INDENTURE of Mortgage and Deed of Trust, dated the 31st day of May, 1974, between MID-CAROLINA TELEPHONE COMPANY, a corporation duly organized and existing under the laws of the State of North Carolina (hereinafter sometimes referred to as the "Corporation"), and THE OHIO NATIONAL BANK OF COLUMBUS, a national banking association duly organized and existing under the laws of the United States of America (hereinafter sometimes referred to as the "Trustee").

WITNESSETH :

WHEREAS, The Corporation has been duly organized and is now duly existing under the laws of the State of North Carolina, and is authorized to borrow money for its corporate purposes and to issue promissory notes, bonds or other obligations therefor, and to secure the same by the mortgaging of and providing a security interest in its property; and

WHEREAS, effective May 30, 1974, Eastern Rowan Telephone Company, Inc. (hereinafter called "Rowan"), Thermal Belt Telephone Company (hereinafter called "Thermal Belt"), Mid-Carolina Telephone Company (hereinafter called "Mid-Carolina"), and Mooresville Telephone Company (hereinafter called "Mooresville"), each of such companies being corporations duly organized and existing under the laws of the State of North Carolina, were merged in accordance with law and the Corporation became the surviving corporation, and pursuant to such merger, the Corporation is the owner of all property and assets of Rowan, Mid-Carolina, Thermal Belt and Mooresville of every kind and nature and is liable for all their obligations, including, without limitation, the hereinafter specified obligations of Rowan under the Rowan Notes, Rowan Mortgage and the telephone loan contract, dated as of February 5, 1951, as amended, between Rowan and the United States of America, the obligations of Thermal Belt under the Thermal Belt Notes, Thermal Belt Mortgage and the amending telephone loan contract, dated as of November 12, 1957, as amended, between Thermal Belt and the United States of America, the obligations of Mooresville under the Mooresville Bonds and the Mooresville Mortgage, and the obligations of Mid-Carolina under the Mid-Carolina Notes, the Mid-Carolina Mortgage and a certain loan agreement, dated as of August 31, 1955, a certain loan agreement, dated as of November 9, 1962, a certain loan agreement, dated as of December 14, 1965, and a certain loan agreement, dated as of October 25, 1966, all made by Mid-Carolina to Stromberg-Carlson Corporation (hereinafter called the "Mid-Carolina Loan Agreements") (the United States of America, Durham Life Insurance Company, Jefferson Standard Life Insurance Company and Stromberg-Carlson Corporation hereinafter sometimes collectively called the "Mortgagees"); and